



**BBX Capital, Inc.**  
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## Annual Report

For the period ending December 31, 2025 (the “Reporting Period”)

### Outstanding Shares

The number of shares outstanding of our Class A Common Stock and Class B Common Stock was 10,374,182 and 3,854,194, respectively, as of December 31, 2025 (*Current Reporting Period Date*)

The number of shares outstanding of our Class A Common Stock and Class B Common Stock was 10,389,013 and 3,854,194 respectively, as of December 31, 2024 (*Most Recent Completed Fiscal Year End*)

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes:  No:

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes:  No:

### Change in Control

Indicate by check mark whether a Change in Control<sup>5</sup> of the company has occurred during this reporting period:

Yes:  No:

<sup>5</sup> “Change in Control” shall mean any events resulting in:

- (i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

## **Terms Used in this Annual Report**

Except as otherwise noted or where the context otherwise requires, references in this Annual Report to the “Company,” “we,” “us,” or “our” refer to BBX Capital, Inc. and its consolidated subsidiaries.

## **Forward-Looking Statements**

This Annual Report contains forward-looking statements. All opinions, forecasts, projections, future plans, or other statements, other than statements of historical fact, are forward-looking statements. Forward-looking statements can be identified by the use of words or phrases such as “plans,” “believes,” “will,” “expects,” “anticipates,” “intends,” “estimates,” “our view,” “would,” and words and phrases of similar import. Forward-looking statements are based largely on our current expectations and are subject to a number of risks and uncertainties that are subject to change based on factors which are, in many instances, beyond our control. We can give no assurance that such expectations will prove to be correct. Actual results, performance or achievements could differ materially from those contemplated, expressed, or implied by the forward-looking statements contained herein. This report contains forward looking statements and information subsequent to December 31, 2025, and prior to date the financial statements are issued. The outbreak of the conflict in the Middle East in February 2026, has already caused surging oil prices, disruptions to trade and economic activity, and increased financial market volatility in global markets. The impact of the Middle East conflict on the Company will depend on its duration and damage to infrastructure and industries in the Middle East as well as the duration and the severity of the closure of the Strait of Hormuz for global trade. High energy prices may increase the Company’s cost of goods sold, and market volatility could lower customer demand for the Company’s products. Restricted trade could disrupt the Company’s supply chains for timely obtaining goods and services for Renin’s manufacturing processes or products for IT’SUGAR’s retail locations. The Company’s real estate operations are in Florida and high energy prices for a prolonged period of time could have an adverse impact on construction real estate costs as well as the Florida economy which would adversely affect the real estate rental market. A prolonged Middle East conflict and higher energy prices as well as restricted trade and lower consumer demand for the Company’s products would have a material impact on the Company’s financial condition and results of operations. This report also contains information regarding the past performance of the Company and its respective investments and operations. The reader should note that prior or current performance, as well as estimated, provisional, and/or pro forma financial information, is not a guarantee or indication of future performance. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, and all such information should only be viewed as historical data. Given these uncertainties, you are cautioned not to place undue reliance on forward-looking statements, and you should read this Annual Report with the understanding that actual future results, levels of activity, performance, and events and circumstances may be materially different from prior results or what the Company expects. The Company qualifies all forward-looking statements by these cautionary statements. Forward-looking statements speak only as of the date of this Annual Report, and the Company undertakes no obligation to update or revise any forward-looking statements, including to reflect events or circumstances that may arise after the date of this Annual Report.

Any risk factors described in this Annual Report, as well as other risks and factors detailed in other reports filed by the Company with the OTC Markets Group, are not necessarily all of the important factors that could cause the Company’s actual results to differ materially from those expressed in or implied by any of the forward-looking statements. Other unknown or unpredictable factors could cause the Company’s actual results to differ materially from those expressed in or implied by any of the forward-looking statements. As a result, the Company cautions that the foregoing factors are not exclusive.

**1) Name and address(es) of the issuer and its predecessors (if any)**

Name of issuer.

BBX Capital, Inc.

Current State and Date of Incorporation or Registration: Florida; 09/29/2020

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years: None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception: None

List any company name change, stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None

Address of the issuer's principal executive office:

201 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, Florida 33301

Address of the issuer's principal place of business:

*Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No:  Yes:  If Yes, provide additional details below:

## 2) Security Information

### Transfer Agent

Name: Equiniti Trust Company, LLC  
Phone: 800-937-5449  
Email: www.equiniti.com  
Address: 28 Liberty Street, Floor 53 New York, NY 10005

### Publicly Quoted or Traded Securities:

Trading symbol:	BBXIA	
Exact title and class of securities outstanding:	Class A Common Stock	
CUSIP:	73319105	
Par or stated value:	\$0.01	
Total shares authorized:	30,000,000	as of date: <u>12/31/25</u>
Total shares outstanding:	<b>10,374,182</b>	as of date: <u>12/31/25</u>
Total number of shareholders of record:	<b>175</b>	as of date: <u>12/31/25</u>

Trading symbol:	BBXIB	
Exact title and class of securities outstanding:	Class B Common Stock	
CUSIP:	73319204	
Par or stated value:	\$0.01	
Total shares authorized:	4,000,000	as of date: <u>12/31/25</u>
Total shares outstanding:	<b>3,854,194</b>	as of date: <u>12/31/25</u>
Total number of shareholders of record:	<b>81</b>	as of date: <u>12/31/25</u>

### Other classes of authorized or outstanding equity securities that do not have a trading symbol:

None

**Security Description:**

1. **For common equity, describe any dividend, voting and preemption rights.**

See "Description of the Company's Securities" below.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

As of December 31, 2025, the Company has no preferred stock outstanding. See "Description of the Company's Securities" below.

3. **Describe any other material rights of common or preferred stockholders.**

See "Description of the Company's Securities" below.

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

None.

**Description of the Company's Securities**

The following is a summary of the material terms of our capital stock. The following summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, our Articles of Incorporation and Bylaws, which are filed as exhibits to the 2024 Annual Report.

*Class A Common Stock and Class B Common Stock*

Voting Rights

Except as provided by Florida law or as specifically provided in our Articles of Incorporation, holders of our Class A Common Stock and Class B Common Stock vote as a single group on matters presented to them for a shareholder vote. With respect to each such matter, each share of our Class A Common Stock is entitled to one vote, with all of the shares of Class A Common Stock representing in the aggregate 22% of the total voting power of our Class A Common Stock and Class B Common Stock, and each share of our Class B Common Stock is entitled to the number of votes per share so that all of the shares of Class B Common Stock represent in the aggregate 78% of the total voting power of our Class A Common Stock and Class B Common Stock. These fixed voting percentages will remain in effect until the total number of outstanding shares of our Class B Common Stock falls below 360,000 shares. If the total number of outstanding shares of our Class B Common Stock is less than 360,000 shares but greater than 280,000 shares, then our Class A Common Stock will hold a voting percentage equal to 40% and our Class B Common Stock will hold a voting percentage equal to the remaining 60%. If the total number of outstanding shares of our Class B Common Stock is less than 280,000 shares but greater than 100,000 shares, then our Class A Common Stock will hold a voting percentage equal to 53% and our Class B Common Stock will hold a voting percentage equal to the remaining 47%. If the total number of outstanding shares of our Class B Common Stock is less than 100,000 shares, then each share of our Class A Common Stock and Class B Common Stock will be entitled to one vote on each matter presented to a vote of our shareholders. Each of the above-described share thresholds will be ratably adjusted in connection with any stock split, reverse stock split or similar transaction effected by us.

Under Florida law, holders of our Class A Common Stock are entitled to vote as a separate voting group on amendments to our Articles of Incorporation which require the approval of our shareholders under Florida law and would:

- effect an exchange or reclassification of all or part of the shares of our Class A Common Stock into shares of another class;
- effect an exchange or reclassification, or create a right of exchange, of all or part of the shares of another class into shares of our Class A Common Stock;
- change the designation, rights, preferences, or limitations of all or part of the shares of our Class A Common Stock;
- change all or part of the shares of our Class A Common Stock into a different number of shares of Class A Common Stock;
- create a new class of shares which have rights or preferences with respect to distributions or to dissolution that are prior or superior to our Class A Common Stock;
- increase the rights, preferences or number of authorized shares of any class that, after giving effect to the amendment, have rights or preferences with respect to distributions or to dissolution that are prior or superior to our Class A Common Stock;
- limit or deny any existing preemptive right of all or part of the shares of our Class A Common Stock; or
- cancel or otherwise affect rights to distributions or dividends that have accumulated but not yet been declared on all or part of the shares of our Class A Common Stock.

However, if a proposed amendment that would otherwise entitle the holders of our Class A Common Stock to vote as a separate voting group as a result of the amendment having one of the effects described above would affect the holders of our Class B Common Stock or any of our other securities outstanding from time to time in the same or substantially similar way, then the holders of our Class A Common Stock would not be entitled to vote as a separate voting group on the proposed amendment but instead would vote together with the other similarly affected shareholders as a single voting group on the amendment.

Under Florida law, holders of our Class B Common Stock are entitled to vote as a separate voting group on any amendment to our Articles of Incorporation which requires the approval of our shareholders under Florida law and would affect the rights of the holders of our Class B Common Stock in substantially the same manner as described above with respect to our Class A Common Stock. Holders of our Class A Common Stock and Class B Common Stock are also entitled to vote as a separate voting group on any plan of merger or plan of share exchange that requires the approval of our shareholders under Florida law and contains a provision which, if included in a proposed amendment to our Articles of Incorporation, would require their vote as a separate voting group.

In addition to the rights afforded to our shareholders under Florida law, our Articles of Incorporation provide that the approval of the holders of our Class B Common Stock, voting as a separate voting group, is required before any of the following actions may be taken:

- the issuance of any additional shares of our Class B Common Stock, other than a stock dividend issued to holders of our Class B Common Stock;
- a reduction in the number of outstanding shares of our Class B Common Stock, except for any reduction by virtue of a conversion of shares of our Class B Common Stock into shares of our Class A Common Stock or a voluntary disposition to us; or
- any amendments of the voting rights provisions of our Articles of Incorporation.

Our Articles of Incorporation do not provide for cumulative voting on the election of directors.

#### Convertibility

Under our Articles of Incorporation, holders of our Class B Common Stock possess the right, at any time, to convert any or all of their shares of our Class B Common Stock into shares of our Class A Common Stock on a share-for-share basis. Our Class A Common Stock is not convertible into any other class or series of our securities.

#### Dividend Rights

Holders of our Class A Common Stock and Class B Common Stock are entitled to receive cash dividends, if declared by our Board of Directors out of legally available assets, subject to preferences that may apply to any shares of our preferred stock outstanding from time to time. Any distribution per share with respect to our Class A Common Stock must be identical to the distribution per share with respect to our Class B Common Stock, except that a stock dividend or other non-cash distribution to holders of our Class A Common Stock may be declared and issued in the form of our Class A Common Stock or Class A Common Stock of our affiliates while a dividend or other non-cash distribution to holders of our Class B Common Stock may be declared and issued in the form of either our Class A Common Stock or Class B Common Stock or Class A Common Stock or Class B Common Stock of our affiliates.

#### Liquidation Rights

Upon any liquidation, the assets legally available for distribution to our shareholders after payment of liabilities and any liquidation preference of any shares of our preferred stock outstanding from time to time will be distributed ratably among the holders of our Class A Common Stock and Class B Common Stock.

#### Other Rights

All of the outstanding shares of our Class A Common Stock and Class B Common Stock are fully paid and nonassessable. The holders of our Class A Common Stock and Class B Common Stock have no preemptive rights, and our Class A Common Stock and Class B Common Stock is not subject to any redemption or sinking fund provisions.

Additional Shares of Common Stock

We may issue additional authorized shares of our Class A Common Stock or Class B Common Stock as authorized by our Board of Directors from time to time, without shareholder approval.

*Preferred Stock*

Under our Articles of Incorporation, and as permitted by Florida law, our Board of Directors may authorize the issuance of preferred stock in one or more series, establish from time to time the number of shares to be included in each series and fix the designation, powers, preferences and rights of the shares of each series and any of its qualifications, limitations or restrictions, in each case, without vote or action by our shareholders except to the extent required by the listing standards of any national securities exchange on which our Class A Common Stock or Class B Common Stock may be listed. These rights, preferences, and privileges could include dividend rights, conversion rights, voting rights, terms of redemption, and liquidation preferences, any or all of which may be greater than the rights of our Class A Common Stock or Class B Common Stock or otherwise adversely affect the voting power or other rights of the holders of our Class A Common Stock or Class B Common Stock, including the likelihood that holders of our Class A Common Stock or Class B Common Stock would receive dividend payments and payments on liquidation, or the amounts thereof. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions, financing transactions and other corporate purposes, could also, among other things, have the effect of delaying, deferring or preventing a change in control or other corporate actions, and might adversely affect the market price of our Class A Common Stock or Class B Common Stock.

**3) Issuance History**

**A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No:       Yes:  (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Date 01/01/24 Class A Common: 10,576,125 Class B Common: 3,854,194 Preferred: 0									
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing	Exemption or Registration Type
1/16/2024	New Issuance	232,711	Class A	\$9.11	No	Jarett Levan	Share-based Awards	Restricted	S-8
1/16/2024	New Issuance	116,356	Class A	\$9.11	No	Seth Wise	Share-based Awards	Restricted	S-8
1/16/2024	New Issuance	38,419	Class A	\$9.11	No	Brett Sheppard	Share-based Awards	Restricted	S-8
1/16/2024	New Issuance	27,500	Class A	\$9.11	No	Employees	Share-based Awards	Restricted	S-8
5/1/2024	Retirement	500,000	Class A	\$8.75	No	CEDE	Share repurchase program	Unrestricted	
7/1/2024	Retirement	4,167	Class A	N/A	No	Employees	Forfeiture of restricted shares	Restricted	
10/1/2024	Retirement	13,572	Class A	\$8.04	No	Brett Sheppard	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2024	Retirement	20,651	Class A	\$8.04	No	Alan Levan	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2024	Retirement	57,431	Class A	\$8.04	No	Seth Wise	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2024	Retirement	6,277	Class A	\$7.20	No	Employees	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
5/30/2025	Retirement	4,001	Class A	N/A	No	Employees	Forfeiture of restricted shares	Restricted	
10/1/2025	Retirement	9,496	Class A	N/A	No	Employees	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
12/5/2025	Retirement	1,334	Class A	N/A	No	Employees	Forfeiture of restricted shares	Restricted	
Shares Outstanding on Date of This Report: Ending Balance:									
Date 12/31/25 Class A Common: 10,374,182									
Class B Common: 3,854,194									
Preferred: 0									

**B. Convertible Debt**

The following is a complete list of the Company’s Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer’s equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>6</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)

**Total Outstanding Balance:**

**Total Shares:**

<sup>6</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

#### 4) Issuer's Business, Products and Services

##### A. Summarize the issuer's business operations

BBX Capital, Inc. is a Florida-based holding company whose principal holdings are The Altman Companies, LLC ("Altman"), BBX Sweet Holdings, LLC ("BBX Sweet Holdings"), and Renin Holdings, LLC ("Renin").

Altman has been primarily engaged in the acquisition, development, and sale of multifamily rental apartment communities and single-family master-planned housing communities primarily located in Florida. As part of its real estate development activities, Altman has invested in developments primarily through joint ventures in which it serves as the managing member. Altman has also generated fees from various services related to these developments, including acquisition, development management, general contractor, and property management services. Altman has been operating through Altman Living, a developer and manager of multifamily apartment communities, and Altman Opportunity Investments, which was formed to invest in real estate developments not sponsored by Altman and to manage the legacy assets held by the Company. Altman was previously engaged in the acquisition, development, and sale of warehouse and logistics facilities through Altman Logistics. However, as part of the Company's implementation of strategic alternatives to reduce costs and preserve cash, Altman sold the investments and operations of Altman Logistics in October 2025.

BBX Sweet Holdings is engaged in the ownership and management of operating businesses in the confectionery industry, including IT'SUGAR, a specialty candy retailer in over 100 retail locations in the United States and one location in Canada. BBX Sweet Holdings previously owned Las Olas Confections and Snacks, a manufacturer and wholesaler of chocolate and other confectionery products, which it sold in November 2025.

Renin is engaged in the design, manufacture, distribution, and installation of sliding doors, door systems and hardware, and home décor products and operates through its headquarters in Canada and manufacturing and distribution facilities in the United States and Canada. In addition to its own manufacturing activities, Renin sources various products and materials from China, Brazil, and certain other countries. Renin's products are primarily sold through three channels in North America: retail, commercial, and direct installation in the greater Toronto area.

As previously disclosed, the Company's subsidiaries have faced significant challenges as a result of market conditions and geopolitical and economic uncertainty. Challenges have included, but are not limited to, (i) volatility, turmoil, and increased uncertainty in the economy and markets and the deterioration of the economy generally, (ii) the impact of the armed conflict in the Middle East and its impacts on the economy and markets, including specifically the impacts on gas prices and the cost and transport of goods and materials, (iii) decreased consumer sentiment and discretionary spending, which may be further exacerbated by the impact of the armed conflict in the Middle East on gas prices and costs overall, (iv) inflationary conditions that have resulted in elevated costs of doing business, (v) elevated interest rates and the volatility of the stock markets, (vi) the imposition of tariffs and the potential for additional tariffs, and (vii) general supply chain issues over the past several years. Further, the Company and its subsidiaries were previously structured for scale and growth that are not supported by current economic conditions and have experienced operating losses. Accordingly, the Company reviewed the operations and strategies of all of its subsidiaries and, based on that review, made a decision to pursue a full range of strategic alternatives with respect to its holdings and operations in an effort to mitigate losses and reduce costs at the Company and in each of its subsidiaries. As part of these strategic alternatives, the Company completed the sales of (i) the investments and operations of Altman Logistics in October 2025 and (ii) Las Olas Confections and Snacks in November 2025. In addition, the Company implemented various initiatives to reduce costs, including reductions in staffing and the deregistration of the Company's common stock under the Securities Exchange Act, as amended.

As part of its continuing review of the operations and strategies of the Company and its subsidiaries, the Company's Board of Directors also made a strategic decision in November 2025 to (i) cease or limit new real estate and business investments other than those that may be required to support or enhance the Company's existing real estate investments or operating companies and (ii) continue to reduce expenses throughout the Company's operations. The Company currently expects to continue to manage its remaining operating subsidiaries and, over the next five to several years, pursue opportunities to monetize these remaining investments to maximize value and generate cash with the goal of paying cash dividends to the Company's shareholders. While the Board believes that the planned strategy is an appropriate approach based on the Company's current assets and operations, the plan is anticipatory and may change in the event that, in the Board's judgment, pursuit of the strategy is no longer possible or in the best interests of the Company or its shareholders. Deviations from the plan may occur in the Board's discretion and may be based on circumstances and factors outside of the Company's control.

The decisions and actions taken by the Company going forward may from time to time result in material impairment losses and writedowns or require reserves for assets, including the Company's goodwill and net intangible assets that had an aggregate balance of \$59.7 million as of December 31, 2025. These losses and writedowns could have a material adverse impact on the Company's financial condition and results of operations and would impact the price of the Company's common stock. In particular, the applicable accounting guidance related to the impairment of assets requires the Company to make various estimates and assumptions regarding the future cash flows expected to be generated from its assets, including, among other things, (i) estimated undiscounted cash flows used to test the recoverability of depreciable or amortizable long-lived assets, (ii) discounted cash flows used to estimate the fair value of assets from the perspective of a market participant, and (iii) the expected realizable value of inventory. A decision to accelerate the timing of the disposition of assets as a result of the Company's strategies could result in changes to the Company's estimated cash flows expected to be generated from such assets, and further, the implementation of decisions and actions as a result of the Company's strategies could result in estimated or realized cash flows from assets that differ from estimates and assumptions from the perspective of a market participant which are required to be used to estimate the fair value of such assets pursuant to the applicable accounting guidance. Such changes in estimates and assumptions could result in, among other adjustments, further impairments of intangible assets, long-lived assets, and investments in unconsolidated subsidiaries and additional future reserves for inventory and receivables. As it relates to our Renin reporting unit, while the Company impaired the entire goodwill balance associated with Renin based on the results of its impairment analyses during the year ended December 31, 2025, the aggregate carrying amount of the Company's investment in Renin was significantly greater than the estimated fair value of Renin as of December 31, 2025. As a result, in the event that a sale of Renin were pursued in the current market, the Company expects that it would recognize a substantial loss related to the carrying value of its investment. In addition, with respect to the Altman Living reporting unit, which is comprised of Altman Living's operating company and investments in development joint ventures, the estimated fair value of the reporting unit as of December 31, 2025 was primarily comprised of the estimated value of Altman Living's existing development projects, including value attributable to noncontrolling interests in consolidated joint ventures, and reflects the estimated significant decline in the fair value of Altman Living's operating company as of December 31, 2025. As a result of market conditions, the Company's strategic initiatives, and their related impact on the estimated value of Altman Living's operating company, the Company expects that, as Altman Living's existing development projects are sold and are no longer included in the Altman Living reporting unit, the estimated fair value of the Altman Living reporting unit will decline below its carrying amount and result in the recognition of material impairment losses related to Altman Living's goodwill. With respect to the BBX Sweet Holdings reporting unit, which is primarily comprised of the operations of IT'SUGAR, the Company impaired \$6.7 million of IT'SUGAR's goodwill based on the impairment analyses performed during the year ended December 31, 2025. Although the Company's estimate of the fair value of IT'SUGAR contemplates various headwinds currently being experienced by IT'SUGAR, including margin compression and a significant decline in consumer demand over the past several years, there continues to be significant uncertainty regarding IT'SUGAR's projected revenues and operating results, which could result in further downward adjustments to the Company's estimated value of IT'SUGAR in future periods. Further, because there is limited observable market or valuation data for companies comparable to IT'SUGAR that can be incorporated into the Company's estimates of the fair value of IT'SUGAR, the value that could be obtained in the event that a sale of IT'SUGAR is pursued in the current market could result in the Company recognizing further losses on its investment in IT'SUGAR.

Notwithstanding the foregoing, it is anticipated that, as a result of the decision to limit new investments, the historical cash reserves held by the Company will not need to be maintained. Accordingly, it is anticipated that the Company may from time to time be in a position to pay dividends to the holders of its Common Stock as it pursues this business plan. On November 12, 2025, the Board of Directors announced the declaration of a \$1.00 per share dividend on its common stock, which was paid on December 22, 2025 to shareholders of record as of the close of business on December 12, 2025. The Company currently estimates that the cash dividend paid to shareholders on December 22, 2025 should be considered a nondividend distribution for federal income tax purposes, as the Company is estimated to have a deficit in current and accumulated earnings and profits. A nondividend distribution generally reduces the adjusted basis of a shareholder's stock, while any nondividend distribution in excess of the adjusted basis of a shareholder's stock is generally treated as gain. The expected current earnings and profits deficit for 2025 is based on the Company's estimated taxable loss and related adjustments for the taxable year ended December 31, 2025. Accordingly, there is no assurance that all or a portion of the distribution will not be deemed to be a dividend distribution when the Company finalizes the calculation of its current earnings and profits for 2025 in connection with the preparation of its 2025 U.S. federal income tax returns in 2026. Any future dividends will be at the discretion of the Board, which will consider the payment of dividends based on a number of factors, including market conditions, the Company's liquidity and financial condition, and the status of the Company's implementation of its business plan. Further, the expected tax treatment of the dividend paid during the year ended December 31, 2025 is not necessarily indicative of the taxability of any future dividends, as the tax treatment of dividends may change from year to year. While the Company currently anticipates that it will pay dividends in the future, there is no assurance that the Company will be successful in achieving its goals or that the Company will be in a position to pay, or otherwise determine to pay, cash dividends on its common stock.

The Company's consideration of strategic alternatives remains ongoing, and there is no assurance that additional strategic alternatives will be pursued or achieve the intended benefits.

B. List any subsidiaries, parent company, or affiliated companies.

A complete list of the Company's subsidiaries is attached as Exhibit 4B to this Annual Report.

C. Describe the issuers' principal products or services.

See the response to Item 4A above.

## **5) Issuer's Facilities**

BBX Capital's principal executive office is located at 201 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida, 33301, which is leased by the Company pursuant to a lease agreement with an expiration date of May 31, 2032. In June 2025, the Company terminated a lease agreement for a portion of the space leased at its principal executive office, and the Company is currently seeking to sublease space at its principal executive office.

BBX Sweet Holdings maintains certain offices at BBX Capital's principal executive office, including the executive offices of IT'SUGAR. As of December 31, 2025, IT'SUGAR operates over 100 IT'SUGAR retail locations in 28 states and Canada subject to leases that expire between 2025 and 2036. Las Olas Confections and Snacks operated a manufacturing facility in Orlando, Florida that was being leased; however, in connection with the sale of Las Olas Confections and Snacks, the buyer assumed the lease of the manufacturing facility in Orlando, Florida.

Renin's principal executive office is located at 110 Walker Drive, Brampton, Ontario, which is leased by Renin pursuant to a lease agreement with an expiration date of December 31, 2027. Renin also leases four manufacturing and distribution facilities in the United States and Canada, one of which is located at its principal executive office. Two of these leases have terms expiring on December 31, 2026, subject to Renin's right to renew each lease for five additional terms of five years each. The other manufacturing and distribution facility lease term expires on December 31, 2029, subject to Renin's right to renew the lease for a renewal term of five years.

Altman maintains certain offices at BBX Capital's principal executive office, and Altman Living also maintains office space in Palm Beach County, Florida that is subject to a lease that expires on July 31, 2029.

The Company believes that its facilities are in good condition and suitable for their current use.

## **6) All Officers, Directors, and Control Persons of the Company**

The following table sets forth certain information, as of December 31, 2025, regarding all officers and directors of the Company, or any person that performs a similar function, and all individuals or entities controlling 5% or more of any class of the Company's securities.

Individual Name (First, Last) or Entity Name (Include names and control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, 5% Control person)	City and State (Include Country if outside the U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Alan B. Levan <sup>(2)(3)(4)(5)</sup>	Chairman of the Board of Directors	Fort Lauderdale, Florida	290,697	Class A	2.8
			0	Class B	-
Irrevocable Trust for Susana C. Levan <sup>(9)</sup>	Chairman of the Board of Directors	Fort Lauderdale, Florida	1,006,903	Class A	9.7
			1,201,581	Class B <sup>(1)</sup>	31.2
John E. Abdo Trust Agreement dated 3/15/76, John E. Abdo, Trustee <sup>(2)(4)(10)</sup>	Vice Chairman of the Board of Directors	Fort Lauderdale, Florida	1,201,891	Class A	11.6
			1,495,311	Class B <sup>(1)</sup>	38.8
Jarett S. Levan <sup>(2)(4)(5)(6)</sup>	President, Chief Executive Officer and Director	Fort Lauderdale, Florida	268,956	Class A	2.6
			0	Class B	-
Jarett Levan Irrevocable Trust Agreement, Dara Levan, Trustee <sup>(2)(5)(6)(11)</sup>	President, Chief Executive Officer and Director	Fort Lauderdale, Florida	662,573	Class A	6.4
			0	Class B	-
Dara Levan Irrevocable Trust Agreement, Jarett Levan, Trustee <sup>(2)(5)(6)(11)</sup>	President, Chief Executive Officer and Director	Fort Lauderdale, Florida	251,504	Class A	2.4
			677,965	Class B <sup>(1)</sup>	17.6
Seth M. Wise <sup>(2)(6)(7)</sup>	Executive Vice President and Director	Fort Lauderdale, Florida	490,702	Class A	4.7
			335,158	Class B <sup>(1)</sup>	8.7
Brett Sheppard	Chief Financial Officer	Fort Lauderdale, Florida	71,645	Class A	0.7
			0	Class B	-
Steven M. Coldren	Director	Fort Lauderdale, Florida	1,893	Class A	*
			0	Class B	-
Willis N. Holcombe	Director	Fort Lauderdale, Florida	0	Class A	-
			0	Class B	-
Andrew R. Cagnetta Jr.	Director	Fort Lauderdale, Florida	1,000	Class A	*
			0	Class B	-
Dr. Herbert A Wertheim <sup>(8)</sup>	5% Control Person	Coral Gables, Florida	1,028,500	Class A	10.0
			85,410	Class B <sup>(1)</sup>	2.2

\* Less than 0.1% of class

- Shares of the Company's Class B Common Stock are convertible on a share-for-share basis into shares of the Company's Class A Common Stock at any time in the beneficial owner's discretion.
- The Company may be deemed to be controlled by Messrs. Alan Levan, Abdo, Jarett Levan and Wise, who collectively may be deemed to have an aggregate beneficial ownership of shares of the Company's Class A Common Stock and Class B Common Stock representing approximately 84% of the total voting power of the Company's common stock.
- Mr. Alan Levan's beneficial holdings include 207,101 shares of Class A Common Stock held by an irrevocable trust for Alan B. Levan, 4,896 shares of Class A Common Stock held through trusts for the benefit of his children, and 78,700 shares of Class A Common Stock held by the Susie and Alan B. Levan Family Foundation. Mr. Alan Levan's beneficial holdings also include 1,006,903 shares of Class A Common Stock and 1,201,581 of Class B Common Stock held by an irrevocable trust.
- Mr. Alan Levan and Mr. Abdo are parties to an agreement pursuant to which Mr. Abdo has granted to Mr. Alan Levan a proxy to vote the shares of Class B Common Stock that Mr. Abdo beneficially owns. Mr. Abdo has also agreed not to sell any of his shares of Class B Common Stock without first converting those shares into shares of Class A Common Stock. Pursuant to the agreement, Mr. Alan Levan and Mr. Abdo have also agreed to vote their shares of Class B Common Stock in favor of the election of the other to the Company's Board of Directors for so long as they are willing and able to serve as directors of the Company. The agreement also provides for Mr. Jarett Levan to succeed to Mr. Alan Levan's rights under the agreement in the event of Mr. Alan Levan's death or disability.
- Mr. Alan Levan and Mr. Jarett Levan are parties to an agreement pursuant to which Mr. Jarett Levan has agreed to vote the shares of Class B Common Stock that he owns or otherwise has the right to vote in the same manner as Mr. Alan Levan votes his shares of Class B Common Stock. Mr. Jarett Levan has also agreed, subject to certain exceptions, not to transfer certain of his shares of Class B Common Stock and to obtain the consent of Mr. Alan Levan prior to the conversion of his shares of Class B Common Stock into shares of Class A Common Stock if the effect of such conversion or sale would reduce his ownership of Class B Common Stock below a specified number of shares. Pursuant to the agreement, Mr. Alan Levan and Mr. Jarett Levan have also agreed to vote their shares of Class B Common Stock in favor of the election of the other to the Company's Board of Directors for so long as they are willing and able to serve as directors of the Company.
- Mr. Jarett Levan and Mr. Wise are parties to an agreement pursuant to which Mr. Wise has agreed to vote the shares of Class B Common Stock that he owns or otherwise has the right to vote in the same manner as Mr. Jarett Levan's shares of Class B Common Stock are voted. Mr. Wise has also agreed, subject to certain exceptions, not to transfer certain of his shares of Class B Common Stock or convert such shares of Class B Common Stock into shares of Class A Common Stock, in each case, without first offering Mr. Jarett Levan the right to purchase such shares. Pursuant to the agreement, Mr. Jarett Levan and Mr. Wise have also agreed to vote their shares of Class B Common Stock in favor of the election of the other to the Company's Board of Directors for so long as they are willing and able to serve as directors of the Company.
- Mr. Wise's holdings of Class A Common Stock include 187,120 shares held by Lori Wise Irrevocable Trust Agreement, Seth Wise Trustee, 187,120 shares held by Seth Wise Irrevocable Trust Agreement, Lori Wise Trustee 50 shares held in Lori Wise's IRA which he may be deemed to beneficially own. Mr. Wise's holdings of Class B Common Stock include 167,579 shares held by Lori Wise Irrevocable Trust Agreement, Seth Wise Trustee, and 167,579 shares held by Seth Wise Irrevocable Trust Agreement, Lori Wise Trustee.
- Dr. Wertheim's ownership was obtained from a NOBO listing dated February 14, 2025.
- Shares are beneficially owned by Alan B. Levan, Chairman of the Company's Board of Directors.
- Shares are owned through a trust of which Mr. Abdo is the trustee.
- Shares are beneficially owned by Jarett S. Levan, President, Chief Executive Officer and a director of the Company.

**7) Legal/Disciplinary History**

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

In the ordinary course of business, the Company is party to lawsuits as plaintiff or defendant involving its operations and activities. Additionally, from time to time in the ordinary course of business, the Company is involved in disputes with existing and former employees, vendors, taxing jurisdictions, and various other parties and also receives individual consumer complaints as well as complaints received through regulatory and consumer agencies. The Company takes these matters seriously and attempts to resolve any such issues as they arise. See "Note 16 – Commitments and Contingencies" to the financial statements of the Company included in this Annual Report.

**8) Third Party Service Providers**

Provide the name, address, telephone number and email address of each of the following outside providers.

Securities Counsel

Firm: Stearns Weaver Miller Weissler, Alhadeff & Sitterson, P.A.  
Address 1: 150 W Flagler St, Suite 2200  
Address 2: Miami, Florida 33130  
Phone: 305-789-3200  
Email: amiller@stearnsweaver.com

Accountant or Auditor

Firm: Grant Thornton LLP  
Address 1: 1301 International Parkway Suite 200  
Address 2: Fort Lauderdale, Florida 33323  
Phone: 954-768-9900  
Email: Todd.Piacentine@us.gt.com

**9) Disclosure & Financial Information**

A. This Disclosure Statement was prepared by (name of individual):

Name: Brett Sheppard  
Title: Chief Financial Officer  
Relationship to Issuer: Executive Officer

B. The following financial statements were prepared in accordance with:

- IFRS
- U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Brett Sheppard  
Title: Chief Financial Officer  
Relationship to Issuer: Executive Officer

Describe the qualifications of the person or persons who prepared the financial statements <sup>7</sup>:

Brett Sheppard has served as Chief Financial Officer of the Company since September 2020. He previously was the Chief Accounting Officer of Bluegreen Vacations Holding Corporation ("BVH"). He joined BVH in 2017 and was appointed its Chief Accounting Officer in August 2018. Prior to joining BVH, Mr. Sheppard served as Corporate Controller of Equity One, Inc. and as a Senior Auditor with Ernst & Young LLP. Mr. Sheppard is a Certified Public Accountant and holds an M.Pr.A. and B.B.A. in Accounting and Finance.

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<sup>7</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

# **BBX Capital, Inc.**

## **Unaudited Annual Report**

For the Year Ended December 31, 2025

# BBX Capital, Inc.

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## Financial Statements and Notes

### BBX Capital, Inc. Consolidated Statements of Financial Condition - Unaudited (In thousands, except share data)

	December 31, 2025	December 31, 2024
<b>ASSETS</b>		As Adjusted*
Cash and cash equivalents (\$3,126 in 2025 and \$2,398 in 2024 in variable interest entities ("VIEs"))	\$ 86,443	87,698
Restricted cash (\$10,428 in 2025 and \$10,038 in 2024 in VIEs)	10,677	29,389
Securities available for sale, at fair value	3,118	829
Trade accounts receivable, net (\$547 in 2025 and \$401 in 2024 in VIEs)	14,989	16,088
Construction contracts receivable, net	2,211	3,803
Trade inventory, net	24,995	30,847
Real estate (\$2,493 in 2025 and \$1,216 in 2024 real estate held for sale, \$0 in 2025 and \$60,075 in 2024 of rental property under development in VIEs, \$102,434 in 2025 and \$41,832 in 2024 of rental properties in VIEs and \$0 in 2025 and \$2,614 in 2024 of predevelopment costs in VIEs)	113,308	119,812
Investments in and advances to unconsolidated real estate joint ventures (\$34,993 in 2025 and \$65,592 in 2024 in VIEs)	35,309	67,025
Property and equipment, net	28,516	36,464
Goodwill	38,841	49,647
Intangible assets, net	20,825	24,257
Operating lease assets (\$5 in 2025 and \$0 in 2024 in VIEs)	88,188	105,310
Deferred tax asset, net	422	70
Contract assets	4,863	7,922
Other assets (\$1,074 in 2025 and \$840 in 2024 in VIEs)	23,119	23,853
<b>Total assets</b>	<b>\$ 495,824</b>	<b>603,014</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities:</b>		
Accounts payable (\$139 in 2025 and \$54 in 2024 in VIEs)	\$ 15,364	19,282
Accrued expenses (\$834 in 2025 and \$924 in 2024 in VIEs)	30,696	38,521
Contract liabilities (\$62 in 2025 and \$0 in 2024 in VIEs)	4,310	13,648
Other liabilities (\$520 in 2025 and \$1,427 in 2024 in VIEs)	3,871	4,294
Operating lease liabilities (\$5 in 2025 and \$0 in 2024 in VIEs)	112,902	128,872
Notes payable and other borrowings (\$74,577 in 2025 and \$65,469 in 2024 in VIEs)	87,373	88,822
<b>Total liabilities</b>	<b>254,516</b>	<b>293,439</b>
Commitments and contingencies (See Note 16)		
Redeemable noncontrolling interest	5,015	5,019
<b>Equity:</b>		
Class A Common Stock of \$0.01 par value; authorized 30,000,000 shares; issued and outstanding 10,239,348 in 2025 and 9,977,213 in 2024	102	100
Class B Common Stock of \$0.01 par value; authorized 4,000,000 shares; issued and outstanding 3,854,194 in 2025 and 3,854,194 in 2024 (1)	39	39
Additional paid-in capital	317,109	311,757
Accumulated deficit	(126,936)	(66,030)
Accumulated other comprehensive income (loss)	396	(666)
<b>Total shareholders' equity</b>	<b>190,710</b>	<b>245,200</b>
Noncontrolling interests	45,583	59,356
<b>Total equity</b>	<b>236,293</b>	<b>304,556</b>
<b>Total liabilities and equity</b>	<b>\$ 495,824</b>	<b>603,014</b>

(1) BBX Capital's Class B Common Stock is convertible into its Class A Common Stock on a share for share basis at any time at the option of the holder.

See Notes to Consolidated Financial Statements - Unaudited

**BBX Capital, Inc.**  
**Consolidated Statements of Operations and Comprehensive Loss - Unaudited**  
(In thousands, except per share data)

	For the Years Ended December 31,	
	2025	2024
<b>Revenues:</b>		As Adjusted*
Trade sales	\$ 220,402	226,160
Sales of real estate inventory	8,744	2,322
Revenue from construction contracts	32,982	59,935
Real estate development and property management fees	7,979	8,922
Interest income	4,299	7,217
Lease income	7,351	675
Net gains on sales of real estate assets	—	1,487
Other revenue	424	544
<b>Total revenues</b>	<b>282,181</b>	<b>307,262</b>
<b>Costs and expenses:</b>		
Cost of trade sales	159,783	162,794
Cost of real estate inventory sold	3,199	(386)
Cost of revenue from construction contracts	33,063	64,663
Interest expense	5,719	3,136
Recoveries from loan losses, net	(1,862)	(1,633)
Goodwill impairment losses	10,806	—
Impairment losses	8,927	5,364
Selling, general and administrative expenses	127,879	135,821
<b>Total costs and expenses</b>	<b>347,514</b>	<b>369,759</b>
<b>Operating losses</b>	<b>(65,333)</b>	<b>(62,497)</b>
Equity in net (losses) earnings of unconsolidated real estate joint ventures	(872)	756
Gain on the sale of Altman Logistics and equity interests in logistics development joint ventures	6,161	—
Other income	3,953	2,744
Foreign exchange (loss) gain	(1,057)	1,940
Loss before income taxes	(57,148)	(57,057)
Benefit (provision) for income taxes	4,331	(7,684)
Net loss	(52,817)	(64,741)
Net loss attributable to noncontrolling interests	6,140	734
<b>Net loss attributable to shareholders</b>	<b>\$ (46,677)</b>	<b>(64,007)</b>
<b>Basic loss per share</b>	<b>\$ (3.36)</b>	<b>(4.68)</b>
<b>Diluted loss per share</b>	<b>\$ (3.36)</b>	<b>(4.68)</b>
<b>Basic weighted average number of common shares outstanding</b>	<b>13,897</b>	<b>13,671</b>
<b>Diluted weighted average number of common shares outstanding</b>	<b>13,897</b>	<b>13,671</b>
<b>Net loss</b>	<b>\$ (52,817)</b>	<b>(64,741)</b>
<b>Other comprehensive income (loss), net of tax:</b>		
Unrealized gain (loss) on securities available for sale	1	(7)
Foreign currency translation adjustments	1,061	(1,972)
Other comprehensive income (loss), net	1,062	(1,979)
<b>Comprehensive loss, net of tax</b>	<b>(51,755)</b>	<b>(66,720)</b>
Comprehensive loss attributable to noncontrolling interests	6,140	734
<b>Comprehensive loss attributable to shareholders</b>	<b>\$ (45,615)</b>	<b>(65,986)</b>

See Notes to Consolidated Financial Statements - Unaudited

**BBX Capital, Inc.**  
**Consolidated Statements of Changes in Equity**  
**For Each of the Years in the Two Year Period Ended December 31, 2025 - Unaudited**  
(In thousands)

	Shares of Common Stock Outstanding Class		Common Stock Class		Additional Paid-in Capital	Accumulated (Deficit)	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Equity
	A	B	A	B					
<b>Balance at December 31, 2023</b>	<b>10,110</b>	<b>3,786</b>	<b>\$ 101</b>	<b>38</b>	<b>311,847</b>	<b>(1,755)</b>	<b>1,313</b>	<b>54,968</b>	<b>366,512</b>
Cumulative effect from the adoption of ASU 2024-01*	—	—	—	—	—	(268)	—	602	334
<b>Adjusted balance, December 31, 2023</b>	<b>10,110</b>	<b>3,786</b>	<b>101</b>	<b>38</b>	<b>311,847</b>	<b>(2,023)</b>	<b>1,313</b>	<b>55,570</b>	<b>366,846</b>
Net loss excluding \$253 of income attributable to redeemable noncontrolling interest	—	—	—	—	—	(64,007)	—	(987)	(64,994)
Contributions from noncontrolling interests	—	—	—	—	—	—	—	3,860	3,860
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(658)	(658)
Acquisition of redeemable noncontrolling interest	—	—	—	—	259	—	—	—	259
Other comprehensive loss	—	—	—	—	—	—	(1,979)	—	(1,979)
Issuance of common stock from vesting of restricted stock awards	465	68	4	1	(5)	—	—	—	—
Purchase and retirement of common stock	(500)	—	(5)	—	(4,370)	—	—	—	(4,375)
Purchase and retirement of common stock for withholding taxes on vesting of restricted stock awards	(98)	—	—	—	(788)	—	—	—	(788)
Sale of interest in restaurant	—	—	—	—	—	—	—	(90)	(90)
Share-based compensation	—	—	—	—	4,814	—	—	1,661	6,475
<b>Balance at December 31, 2024</b>	<b>9,977</b>	<b>3,854</b>	<b>\$ 100</b>	<b>39</b>	<b>311,757</b>	<b>(66,030)</b>	<b>(666)</b>	<b>59,356</b>	<b>304,556</b>

\*See Note 2 for a summary of adjustments

See Notes to Consolidated Financial Statements - Unaudited

**BBX Capital, Inc.**  
**Consolidated Statements of Changes in Equity**  
**For Each of the Years in the Two Year Period Ended December 31, 2025 - Unaudited**  
**(In thousands)**

	Shares of Common Stock Outstanding Class		Common Stock Class		Additional Paid-in Capital	Accumulated (Deficit)	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity
	A	B	A	B					
<b>Balance at December 31, 2024</b>	<b>9,977</b>	<b>3,854</b>	<b>\$ 100</b>	<b>39</b>	<b>311,757</b>	<b>(65,651)</b>	<b>(666)</b>	<b>58,010</b>	<b>303,589</b>
Cumulative effect from the adoption of ASU 2024-01*	—	—	—	—	—	(379)	—	1,346	967
<b>Adjusted balance, December 31, 2024</b>	<b>9,977</b>	<b>3,854</b>	<b>100</b>	<b>39</b>	<b>311,757</b>	<b>(66,030)</b>	<b>(666)</b>	<b>59,356</b>	<b>304,556</b>
Net loss excluding \$204 of income attributable to redeemable noncontrolling interest	—	—	—	—	—	(46,677)	—	(6,344)	(53,021)
Contributions from noncontrolling interests	—	—	—	—	—	—	—	2,530	2,530
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(8,172)	(8,172)
Other comprehensive income	—	—	—	—	—	—	1,062	—	1,062
Dividend paid to shareholders and accrued for restricted stock awards	—	—	—	—	—	(14,229)	—	—	(14,229)
Issuance of common stock from vesting of restricted stock awards	272	—	3	—	(3)	—	—	—	—
Purchase and retirement of common stock for withholding taxes on vesting of restricted stock awards	(10)	—	(1)	—	(41)	—	—	—	(42)
Derecognition of noncontrolling interests from the sale of the Company's equity interest in the managing members of Logistics at Parsippany and Logistics at Hamilton	—	—	—	—	—	—	—	(506)	(506)
Exercise of employee options and settlement of employee noncontrolling interests from the sale of the Company's equity interests in unconsolidated joint ventures and the managing members of Logistics at Parsippany and Logistics at Hamilton, net	—	—	—	—	2,520	—	—	(2,520)	—
Exercise of employee options upon the Altis Santa Barbara joint venture's sale of its interest in Altis Santa Barbara	—	—	—	—	729	—	—	(729)	—
Share-based compensation	—	—	—	—	2,147	—	—	1,968	4,115
<b>Balance at December 31, 2025</b>	<b>10,239</b>	<b>3,854</b>	<b>\$ 102</b>	<b>39</b>	<b>317,109</b>	<b>(126,936)</b>	<b>396</b>	<b>45,583</b>	<b>236,293</b>

\*See Note 2 for a summary of adjustments

See Notes to Consolidated Financial Statements - Unaudited

**BBX Capital, Inc.**  
**Consolidated Statements of Cash Flows - Unaudited**  
(In thousands)

	<b>For the Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Operating activities:		As Adjusted*
Net loss	\$ (52,817)	(64,741)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Recoveries from loan losses, net	(1,862)	(1,633)
Depreciation, amortization and accretion	15,789	11,459
Net gains on sales of real estate and property and equipment	(641)	(1,987)
Equity in net losses (earnings) of unconsolidated real estate joint ventures	872	(756)
Return on investment in unconsolidated real estate joint ventures	2,096	3,618
Gain on the sale of Altman Logistics and equity interests in logistics development joint ventures	(6,161)	—
Gain on the sale of Las Olas Confections and Snacks and subsidiaries	(94)	—
Gain on sale of interest in a restaurant	—	(1,427)
Impairment losses	8,927	5,364
Goodwill impairment losses	10,806	—
Share-based compensation expense	4,115	6,475
(Recovery) provision for excess and obsolete inventory	(225)	229
Change in deferred income tax asset, net	(352)	7,381
Noncash operating lease expense from operating lease assets	24,121	22,645
<b>Changes in operating assets and liabilities:</b>		
Trade accounts receivable	(174)	2,253
Construction contracts receivable	1,592	9,722
Trade inventory	4,176	2,627
Real estate	4,835	(3,363)
Operating lease liabilities	(24,905)	(23,076)
Contract assets	2,651	23,132
Other assets	(895)	3,932
Accounts payable	(2,310)	(13,759)
Accrued expenses	(7,644)	(726)
Contract liabilities	(9,245)	(18,887)
Other liabilities	983	(2,452)
<b>Net cash used in operating activities</b>	<b>(26,362)</b>	<b>(33,970)</b>
<b>Investing activities:</b>		
Return of investment in unconsolidated real estate joint ventures	16,612	513
Investments in unconsolidated real estate joint ventures	(8,762)	(26,324)
Purchases of securities available for sale, at fair value	(4,507)	(17,211)
Redemptions of securities available for sale	2,300	61,750
Proceeds from repayment of loans receivable	2,361	1,718
Proceeds from repayment of Bluegreen Vacations Holding Corporation note	—	35,000
Proceeds from sales of real estate held-for-sale and refund of project advance deposits	4,527	2,840
Addition to real estate held-for-investment and held for sale	(7,461)	(32,241)
Proceeds from sales of property and equipment	—	405
Purchases of property and equipment	(3,319)	(7,215)
Cash received from the sale of Altman Logistics and equity interests in logistics development joint ventures	22,216	—
Cash received from the sale of Las Olas Confections and Snacks and subsidiaries, net	1,456	—
Cash received from the sale of interest in a restaurant	—	1,047
Repayment (investment) in certificates of deposit	5,000	(5,143)
Increase (decrease) in cash from other investing activities	40	(6)
<b>Net cash provided by investing activities</b>	<b>30,463</b>	<b>15,133</b>

(Continued)

See Notes to Consolidated Financial Statements - Unaudited

**BBX Capital, Inc.**  
**Consolidated Statements of Cash Flows - Unaudited**  
(In thousands)

	<b>For the Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>Financing activities:</b>		
Repayments of notes payable and other borrowings	(12,483)	(13,223)
Proceeds from notes payable and other borrowings	9,110	41,271
Purchase and retirement of Class A and Class B Common Stock	—	(4,375)
Dividends paid on Class A and Class B Common Stock	(14,094)	—
Purchase and retirement of common stock for withholding taxes on vesting of restricted stock awards	(42)	(788)
Payments for debt issuance costs	(57)	(698)
Acquisition of redeemable noncontrolling interest in IT'SUGAR	(652)	(775)
Contributions from noncontrolling interests	2,530	3,860
Distribution to noncontrolling interests	(8,380)	(932)
<b>Net cash (used in) provided by financing activities</b>	<b>(24,068)</b>	<b>24,340</b>
<b>(Decrease) increase in cash, cash equivalents and restricted cash</b>	<b>(19,967)</b>	<b>5,503</b>
Cash, cash equivalents and restricted cash at beginning of period	117,087	111,584
<b>Cash, cash equivalents and restricted cash at end of period</b>	<b>\$ 97,120</b>	<b>117,087</b>
<b>Supplemental cash flow information:</b>		
Interest paid on borrowings, net of amounts capitalized	\$ 5,674	3,144
<b>Supplementary disclosure of non-cash investing and financing activities:</b>		
Issuance of Community Development District Bonds ("CDD Bonds")	2,338	—
Construction funds receivable transferred to real estate	1,075	15
Increase in other assets upon issuance of CDD Bonds	3,567	—
Increase in accrued liabilities for CDD Bond reserves	154	—
Accrued additions to rental properties	98	5,747
Accrued additions to property and equipment	—	331
Miscellaneous receivable from sale of assets	—	255
Inventory transferred in sale of assets	—	61
Assumption of CDD Bonds by homebuilders	—	143
Operating lease assets obtained in exchange for new operating lease liabilities	9,101	19,731
Unrestricted cash received from buyer of restricted cash held by Altman Logistics Guaranty	10,000	—
Class A Common Stock dividends accrual for unvested restricted stock awards	135	—
<b>Reconciliation of cash, cash equivalents and restricted cash:</b>		
Cash and cash equivalents	86,443	87,698
Restricted cash	10,677	29,389
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 97,120</b>	<b>117,087</b>

See Notes to Consolidated Financial Statements - Unaudited

**BBX Capital, Inc.**  
**Notes to Consolidated Financial Statements - Unaudited**

**1. Organization**

BBX Capital, Inc. (referred to together with its subsidiaries as the “Company,” “we,” “us,” or “our,” and without its subsidiaries as “BBX Capital”) is a Florida-based holding company whose principal holdings are The Altman Companies, LLC (“Altman”), BBX Sweet Holdings, LLC (“BBX Sweet Holdings” or “BBXSH”), and Renin Holdings, LLC (“Renin”).

*Spin-Off from Bluegreen Vacations*

Prior to September 30, 2020, the Company was a wholly-owned subsidiary of Bluegreen Vacations Holding Corporation (“BVH”) (formerly known as BBX Capital Corporation), whose principal holdings were Bluegreen Vacations Corporation (“Bluegreen”), Altman (formerly known as BBX Capital Real Estate), BBX Sweet Holdings, and Renin. On September 30, 2020, BVH completed a spin-off which separated BVH’s businesses, activities, and investments into two separate, publicly-traded companies: (i) BVH, which continues to hold its investment in Bluegreen, and (ii) BBX Capital, which continues to hold all of BVH’s other businesses and investments, including Altman, BBX Sweet Holdings, which owns IT’SUGAR, LLC (“IT’SUGAR”), and Renin. The spin-off was consummated on September 30, 2020 with the distribution by BVH to its shareholders of all of the outstanding shares of BBX Capital’s Common Stock through the distribution of one share of BBX Capital’s Class A Common Stock for each share of its Class A Common Stock and one share of BBX Capital’s Class B Common Stock for each share of its Class B Common Stock. Accordingly, following the spin-off, BVH ceased to have an ownership interest in the Company, and BVH’s shareholders who received shares of BBX Capital Inc.’s Common Stock in the distribution became shareholders of the Company. In January 2024, BVH was acquired by Hilton Grand Vacations Inc. (“HGV”), and in connection with the acquisition, the \$35.0 million outstanding balance of a note payable to the Company that was issued by BVH to the Company in connection with the spin-off was paid in full.

***Principal Holdings***

The Company’s principal holdings are Altman, BBX Sweet Holdings, and Renin.

*Altman*

Altman has been primarily engaged in the acquisition, development, and sale of multifamily rental apartment communities and single-family master-planned housing communities primarily located in Florida. As part of its real estate development activities, Altman has invested in developments primarily through joint ventures in which it serves as the managing member. Altman has also generated fees from various services related to these developments, including acquisition, development management, general contractor, and property management services. Altman has been operating through Altman Living, a developer and manager of multifamily apartment communities, and Altman Opportunity Investments, which was formed to invest in real estate developments not sponsored by Altman and to manage the legacy assets held by the Company. Altman was previously engaged in the acquisition, development, and sale of warehouse and logistics facilities through Altman Logistics. However, in October 2025, Altman closed on the sale of the investments and operations of Altman Logistics, including the sale of all of Altman’s equity interests in its logistics development projects and the assignment of its existing development management agreements and agreements for logistics development projects in its pipeline. See Note 3 for further discussion on Altman’s sale of Altman Logistics.

*BBX Sweet Holdings*

BBX Sweet Holdings is engaged in the ownership and management of operating businesses in the confectionery industry, including IT’SUGAR, a specialty candy retailer in over 100 retail locations in the United States and one location in Canada. BBX Sweet Holdings previously owned Las Olas Confections and Snacks, a manufacturer and wholesaler of chocolate and other confectionery products, which it sold in November 2025. See Note 3 for further discussion on BBX Sweet Holdings’ sale of Las Olas Confections and Snacks.

*Renin*

Renin is engaged in the design, manufacture, distribution, and installation of sliding doors, door systems and hardware, and home décor products and operates through its headquarters in Canada and manufacturing and distribution facilities in the United States and Canada. In addition to its own manufacturing activities, Renin also sources certain products and raw materials from China, Brazil, and certain other countries. Renin’s products are primarily sold through three channels in North America: retail, commercial, and direct installation in the greater Toronto area.

## *Other*

In addition to its principal holdings, the Company previously had investments in other operating businesses, including (i) a restaurant located in South Florida that was acquired in 2018 through a loan foreclosure and (ii) an entity which provided risk management advisory services to the Company and its affiliates, including BVH, and previously acted as an insurance agent for the Company, its affiliates, and other third parties. In 2024, the Company sold its ownership interest in the restaurant. In 2023, the risk management entity sold substantially all of the assets of its insurance agency business, and in February 2025, the entity ceased operations, and its functions became a corporate function. The fees earned by the risk management entity for services provided to the Company in the relevant periods are eliminated in consolidation.

## *Strategic Update*

The Company and its subsidiaries have faced significant challenges as a result of market conditions and geopolitical and economic uncertainty. Challenges have included, but are not limited to, (i) volatility, turmoil, and increased uncertainty in the economy and markets and the deterioration of the economy generally, (ii) the impact of the armed conflict in the Middle East and its impacts on the economy and markets, including specifically the impacts on gas prices and the cost and transport of goods and materials, (iii) decreased consumer sentiment and discretionary spending, which may be further exacerbated by the impact of the war in the Middle East on gas prices, (iv) inflationary conditions that have resulted in elevated costs of doing business, (v) elevated interest rates and the volatility of the stock market, (vi) the imposition of tariffs and the potential for additional tariffs, and (vii) general supply chain issues over the past several years. In November 2025, the Company's Board of Directors made a decision to (i) cease or limit new real estate and business investments other than those that may be required to support or enhance the Company's existing real estate investments or operating companies and (ii) continue to reduce expenses throughout the Company's operations. The Company currently expects to manage its remaining operating subsidiaries and, over the next five to seven years, pursue opportunities to monetize these remaining investments to maximize value and generate cash with the goal of paying cash dividends to the Company's shareholders. The decisions and actions taken by the Company may from time to time result in material impairment losses or writedowns or require reserves for assets, including the Company's goodwill and net intangible assets. As of December 31, 2025, the Company had \$59.7 million of goodwill and net intangible assets, and these losses or writedowns could have a material adverse impact on the Company's financial condition and results of operations.

## **2. Basis of Presentation and Significant Accounting Policies**

### *Basis of Presentation*

The accompanying consolidated financial statements of the Company include the consolidated financial statements of BBX Capital and its subsidiaries, including Altman, BBX Sweet Holdings, and Renin.

**Consolidation Policy** - The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and include the accounts of BBX Capital's wholly-owned subsidiaries, other entities in which BBX Capital or its subsidiaries hold controlling financial interests, and any VIEs in which BBX Capital or one of its consolidated subsidiaries is deemed the primary beneficiary of the VIE. Inter-company accounts and transactions have been eliminated in consolidation.

**Use of Estimates** - The preparation of GAAP financial statements requires management to make estimates and assumptions, including assumptions about current and future economic and market conditions, that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. On an ongoing basis, management evaluates its estimates, including those that relate to the recognition of revenue; the allowance for expected credit losses; the recovery of the carrying value of real estate; the measurement of assets and liabilities at fair value, including amounts recognized in business combinations and items measured at fair value on a non-recurring basis, such as intangible assets, goodwill, and real estate; the amount of the deferred tax valuation allowance and accounting for uncertain tax positions; and the estimate of contingent liabilities related to litigation and other claims and assessments. Management bases its estimates on historical experience and on other various assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates under different assumptions and conditions.

Due to, among other things, the impact and potential future impact of decreased consumer demand, the current inflationary and geopolitical environment, elevated of interest rates, supply chain issues, and ongoing economic uncertainty, actual conditions could materially differ from the Company's expectations and estimates, which could materially affect the Company's results of operations and financial condition. The severity, magnitude, and duration, as well as the economic consequences, of the above conditions are uncertain, rapidly changing, and difficult to predict. As a result, the Company's accounting estimates and assumptions may change over time in response to changes in, and the impact of, such external factors. Further, the Company has made a determination to pursue various cost saving and other strategic initiatives, including, among other things, (i) the possible sale or spin-off of subsidiaries, operating platforms, and investments and (ii) the possible termination of certain operations. Further, the Company has made a decision to cease or limit new real estate and business investments other than those that may be required to support or enhance the Company's existing real estate investments or operating companies. The Company's accounting estimates and assumptions may also change over time as a result of the implementation or some or all of these initiatives, including the implementation of initiatives that reflect the Company's overall objectives to mitigate losses, reduce costs, and preserve cash that may differ from estimates and assumptions for certain of the Company's assets and reporting units from the perspective of a market participant. Such changes could result in, among other adjustments, future impairments of goodwill, intangible assets, long-lived assets, and investments in unconsolidated subsidiaries and additional future reserves for inventory and receivables.

**Reclassifications** - Certain amounts for prior years have been reclassified to conform to the revised financial statement presentation for 2025.

**Cash, Cash Equivalents, and Restricted Cash** - Cash equivalents consist of demand deposits at financial institutions, money market funds, and other short-term investments with original maturities at the time of purchase of 90 days or less. Cash in excess of the Company's immediate operating requirements are generally invested in short-term time deposits, money market instruments, and treasury securities that typically have original maturities at the date of purchase of three months or less. Restricted cash consists primarily of cash subject to contractual restrictions in connection with the Company's borrowings and real estate joint ventures. In particular, the Company provides guarantees to lenders and investors of real estate joint ventures for the repayment of construction loans and for construction cost overruns, and the Company has also periodically pledged securities and money market accounts for the repayment of borrowings under revolving lines of credit. The guaranty restrictions related to lenders and investors in real estate joint ventures are generally released upon various milestones, including the completion of construction, the stabilization of cash flows related to the developments, and the repayment of the construction loans. The restrictions related to pledged securities and money market accounts are released upon the repayment of the revolving line of credit. Cash and cash equivalents are maintained at various financial institutions located throughout the United States and Canada in amounts exceeding the \$250,000 federally insured limit. Accordingly, the Company is subject to credit risk related to these financial institutions. Management performs periodic evaluations of the relative credit standing of financial institutions maintaining the Company's deposits to evaluate and, if necessary, take actions in an attempt to mitigate credit risk.

### **Revenue Recognition**

*Trade sales* – Revenue is recognized on trade sales as follows:

- Revenue is recognized on wholesale trade sales when control of the products is transferred to customers, which generally occurs when the products are shipped or the customers accept delivery. Wholesale trade sales typically have payment terms between 30 and 60 days. Certain customer trade sale contracts have provisions for rights of return, volume rebates, and price concessions. These types of discounts are accounted for as variable consideration, and the Company uses the expected value method to calculate the estimated reduction in the trade sales revenue. The inputs used in the expected value method include historical experience with the customer, sales forecasts, and outstanding purchase orders.
- Revenue is recognized on retail trade sales at the point of sale, which occurs when products are sold at the Company's retail locations.
- Sales and other taxes imposed by governmental authorities that are collected by the Company from customers are excluded from revenue or the transaction price.
- Shipping and handling activities that occur after the control of goods is transferred to a customer are accounted for as fulfillment activities instead of a separate performance obligation.
- Revenue is not adjusted for the effects of a significant financing component if the Company expects, at the contract inception, that the performance obligation will be satisfied within one year or less.

*Sales of real estate inventory* - Revenue is generally recognized on sales of real estate inventory to customers when the sales are closed and title passes to the buyer. The Company generally receives payment from the sale of real estate inventory at the date of closing. In addition, certain real estate sales contracts provide for a contingent purchase price. The contingent purchase price in contracts pursuant to which the Company sells developed lots to homebuilders is generally calculated as a percentage of the proceeds that the homebuilders receive from sales to their own customers, and the Company does not receive payment of such amounts until the homebuilders close on such sales. The Company accounts for the contingent purchase price in these contracts as variable consideration and estimates the amount of such consideration that may be recognized upon the closing of the real estate transaction based on the expected value method. The estimate of variable consideration is recognized as revenue to the extent that it is not probable that a significant reversal in the amount of cumulative revenue recognized will occur when the uncertainty associated with the variable consideration is subsequently resolved. The inputs used in the expected value method include current and expected sales prices (net of incentives), historical contingent purchase price receipts, and sales contracts on similar properties.

*Revenue from construction contracts* - The Company has entered into contracts with affiliated joint venture entities to provide general contractor and construction oversight services for the construction of multifamily apartment communities. The Company recognizes revenue from these construction contracts over time as work is completed due to the continuous transfer of control to the customer. The Company measures contract progress using the input method which recognizes revenue based on costs incurred to date relative to total estimated costs to complete the contract, subject to adjustments to exclude certain costs that do not depict progress toward the completion of the contract, such as deposits, uninstalled materials, and development fees. The estimated costs to complete a contract are subject to changes in judgments that may result in adjustments to revenue. The Company's construction contracts generally include retention provisions to provide assurance to customers that the Company will perform in accordance with the terms of the contracts. The amounts billed but not paid by customers pursuant to these retention provisions generally become due upon completion of the project and acceptance by the customers of the completed project. The retention provisions are not considered a significant financing component of the contracts. The Company's construction contracts give rise to several types of variable consideration, including contract modifications (unapproved change orders and claims), cost overruns, shared savings, and other terms that can either increase or decrease the transaction price for the contracts. The determination of the transaction price for contracts requires the Company to evaluate and include variable consideration to which the Company has an enforceable right to compensation or an obligation for a reduction in compensation, which can result in increases or decreases to a contract's transaction price. The Company estimates variable consideration for its construction contracts as the most likely amount to which it expects to be entitled, or to pay in the case of cost overruns. The Company includes variable consideration in the estimated transaction price to the extent it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The estimates of variable consideration and the determination of whether to include estimated amounts in the transaction price are based largely on an assessment of the anticipated performance and all information that is reasonably available to the Company, including historic, current, and forecasted information. The effect of a change in variable consideration on the transaction price related to a performance obligation is recognized as an adjustment to revenue on a cumulative catch-up basis. The cumulative catch-up adjustment during the years ended December 31, 2025 and 2024 was \$0.9 million and \$6.8 million, respectively. Contract modifications can result from changes in contract specifications or requirements that either creates new or changes existing enforceable rights and obligations of the parties to the contract. The Company considers unapproved change orders to be contract modifications for which customers have agreed to changes in the scope of the contract but have not agreed to the price.

*Revenue from development management fees* - The Company has entered into contracts with affiliated joint venture entities to provide oversight and consultation services related to the development and construction of multifamily apartment communities. Prior to the sale of Altman Logistics, the Company also entered into similar contracts related to the development and construction of logistics facilities. The Company recognizes development management fees for the performance of these services from the inception of the development project to the completion of the construction, including services related to securing construction financing, performing pre-development activities such as sourcing of land for acquisition and permitting and feasibility studies, overseeing construction activities, and managing the costs to complete the construction of the project. The Company's development management contracts are generally each accounted for as a single performance obligation, as the services performed are highly interrelated and not separately identifiable within the context of each contract. Customers simultaneously receive and consume the benefits provided by the Company's performance as the Company performs under the contracts. Accordingly, the Company recognizes revenue related to development management fees over time through the completion of the related development project, and the Company measures contract progress using the input method which results in the recognition of revenue based on the development costs for the project spent to date relative to the total estimated development budget, subject to adjustments to exclude certain development costs that do not depict progress toward the completion of the development project, such as marketing expenses, property taxes, the development fee, and unused development contingencies.

*Revenue from property management fees* - The Company enters into contracts with affiliated joint venture entities and third parties to provide property management services related to the day-to-day operations of multifamily apartment communities. The services performed include the leasing of residential units at the communities, collection of rents, arrangement for repairs and maintenance, staffing of on-site personnel, and reporting on the operations of the communities to the customers. The property management agreements pursuant to which such services are provided have terms of one year and are automatically renewed until terminated in writing by either party with thirty days notice. The Company's property management contracts are generally each accounted for as a single performance obligation, as services provided are highly interrelated and an expected bundled service is to be provided to the Company's customers. Customers simultaneously receive and consume the benefits provided by the Company's performance as the Company performs under the contracts. Accordingly, the Company recognized property management fees over time, on a daily basis, as services are performed.

*Interest income* - Interest income from loans and notes receivable is recognized on accruing loans when management determines that it is probable that all of the principal and interest will be collected in accordance with the loan's contractual terms. Interest income is recognized on non-accrual loans on a cash basis. The Company's loans and notes receivable are included in other assets in the Company's consolidated statements of financial condition. Loan receivable balances are charged down when the loan receivable's collateral value less costs to sell exceeds the carrying value of the loan receivable. Interest income from marketable investment securities, including the amortization of premiums and the accretion of discounts, and interest-bearing accounts at financial institutions is recognized using the interest method over the lives of the securities, adjusted for actual prepayments.

*Lease income, net* – Lease income, net represents income from operating leases from customers of the Altis Grand Kendall joint venture which is consolidated in the Company's financial statements. Substantially all of the operating leases have terms of twelve months, and lease income is recognized net of discounts and concessions. Lease income is recognized when rents become due, and rental payments received in advance are deferred until earned.

*Net gains on sales of real estate assets* – Net gains on sales of assets represents sales of assets to non-customers. Gains (or losses) are recognized from sales to non-customers when the control of the asset has been transferred to the buyer, which generally occurs when title passes to the buyer.

*Other revenue* – Other revenue is primarily comprised of miscellaneous income from customers of the Altis Grand Kendall joint venture, confection product royalties, and profits from loan receivable sales.

**Marketable Investment Securities** – Marketable investment securities are classified as held to maturity, available for sale, or trading depending on the Company's intent with regard to its investments at the time of purchase. Debt securities that management has both the intent and ability to hold to maturity are classified as securities held to maturity and are stated at cost, net of unamortized premiums and unaccreted discounts. Debt securities designated as held to maturity with maturities of 90 days or less at the date of purchase are classified as cash and cash equivalents in the Company's statements of financial condition.

Debt securities not held to maturity are classified as available for sale and are recorded at fair value. Unrealized gains and losses, after applicable taxes, resulting from changes in fair value are recorded as a component of other comprehensive (loss) income.

Securities acquired for short-term appreciation or other trading purposes are classified as trading securities and are recorded at fair value. Realized and unrealized gains and losses resulting from such fair value adjustments and from recording the results of sales are recorded in the consolidated statements of operations in other income.

For securities classified as held to maturity, management must estimate expected credit losses over the remaining expected life and recognize this estimate as an allowance for credit losses. Debt securities that are available for sale are analyzed quarterly for credit losses. The analysis is performed on an individual security basis for all securities where fair value has declined below amortized cost.

Gains and losses on the sale of securities are recorded on the trade date and recognized using the specific identification method.

**Trade Accounts Receivables and Allowance for Expected Credit Losses** – Trade accounts receivable are stated at the amounts billed to customers for sale of goods or services with a contractual maturity of one year or less. The Company recognizes an allowance for expected credit losses. This allowance is based on a review of outstanding receivables and historical collection information and an evaluation of both existing economic conditions and reasonable and supportable forecasts of future economic conditions impacting the Company's customers. Accounts receivable are ordinarily due 30 to 60 days after the issuance of the invoice based on the terms with the customer and are considered delinquent after 30 days past the due date. These delinquent receivables are monitored and are charged to the allowance for expected credit losses based on an evaluation of the individual circumstances of the customer. Account balances are written off after collection efforts have been made and the potential recovery is considered remote.

**Construction Contracts Receivable** – Construction contracts receivable includes billed and unbilled amounts for services provided to customers for which the Company has an unconditional right to payment. Billed and unbilled amounts for which payment is contingent on anything other than the passage of time are included in contract assets and contract liabilities on a contract-by-contract basis. When payment of the retainage is contingent upon the Company fulfilling its obligations under the contract, it does not meet the criteria to be included in contracts receivable until the contingent obligation is satisfied. The Company evaluates whether the recognition of an allowance for credit losses related to such receivables is warranted based upon a review of outstanding receivables, historical collection information, and existing economic conditions. The Company generally requires payment from its construction contract customers within a term of 30 days less an amount withheld for retainage. Retainage is paid in accordance with contract terms, which is generally upon reaching significant milestones or upon completion of the contract.

**Contract Assets and Contract Liabilities** – The timing of when the Company bills its customers on general contractor and development management contracts is generally dependent upon agreed-upon contractual terms, which may include the completion of certain phases of the work, or when services are provided. When billings occur subsequent to revenue recognition as a result of contingencies, such billings are recorded in unbilled revenue, which is included in contract assets. Additionally, the Company may receive advances or deposits from customers before revenue is recognized, resulting in deferred revenue, which is included in contract liabilities. Retainage for which the Company has an unconditional right to payment that is only subject to the passage of time is classified as contracts receivable. Retainage subject to conditions other than the passage of time does not meet the definition of a receivable and is therefore included in contract assets and contract liabilities. General contractor and development management fees received from customers but not yet billed or recognized as revenue are reflected as contract liabilities, and general contractor and development management fees recognized as revenue and not yet billed are reflected as contract assets. Retainage receivable and retainage payable subject to conditions, such as the completion of the project, are contract assets or contract liabilities. Uninstalled materials and deposits for materials are included in contract assets as the Company receives funds from the customer to purchase materials or to fund a deposit for the purchase of materials.

**Trade Inventory** – Trade inventory is measured at the lower of cost or net realizable value. Cost includes all costs of conversion, including materials, direct labor, production overhead, depreciation of equipment, and shipping costs. Cost is determined on a first-in, first-out (FIFO) basis or average cost basis. Raw materials are stated at the lower of cost and net realizable value based on replacement costs and are not written down unless the goods in which they are incorporated are expected to be sold for less than cost, in which case they are written down by reference to replacement cost of the raw materials. Finished goods and work in progress are stated at the lower of cost or net realizable value determined on a FIFO or average cost basis. Shipping and handling fees billed to customers are recorded as trade sales, and shipping and handling fees paid by the Company are recorded as cost of trade sales.

In valuing inventory, the Company makes assumptions regarding write-downs required for excess and obsolete inventory based on judgments and estimates formulated from available information. Estimates for excess and obsolete inventory are based on historical and forecasted usage. Inventory is also examined for upcoming expiration, and write-downs are recorded where appropriate. Because the value of inventory that will ultimately be realized cannot be known with exact certainty, we rely upon both past sales history and future sales forecasts to provide a basis for the determination of the write-down. Inventory is considered potentially obsolete if we have withdrawn those products from the market or had no sales of the product for the past 12 months and have no sales forecasted for the next 12 months. Inventory is considered potentially excess if the quantity on hand exceeds 12 months of expected remaining usage. The resulting potentially obsolete and excess parts are then reviewed to determine if a substitute usage or a future need exists. Items without an identified current or future usage are written down in an amount equal to 100% of the cost of such inventory. We review these assumptions regularly for all of our inventories, including sales demonstration and service inventories.

**Real Estate** – From time to time, the Company acquires real estate or takes possession or ownership of real estate through the foreclosure of collateral on loans receivable. Further, the Company may consolidate real estate being developed by real estate joint ventures that are accounted for as consolidated VIEs. Such real estate is classified as real estate held-for-sale, real estate held-for-investment, or real estate inventory. When real estate is classified as held-for-sale, it is initially recorded at fair value less estimated selling costs and subsequently measured at the lower of cost or estimated fair value less selling costs. When real estate is classified as held-for-investment, it is initially recorded at fair value and, if applicable, is depreciated in subsequent periods over its useful life using the straight-line method. Real estate is classified as real estate inventory when the property is under development for sale to customers and is measured at cost, including costs of improvements and amenities incurred subsequent to acquisition, capitalized interest and real estate taxes, and other costs incurred during the construction period. Real estate classified as rental properties under development is measured at cost, including capitalized interest, real estate taxes, and other costs incurred during the construction period. Subsequent to the construction period, the rental property is placed in service and depreciated in subsequent periods over the useful lives of the component assets using the straight-line method, which is typically 27.5 years for building and improvements and five years for furniture and fixtures. Expenditures for capital improvements are generally capitalized, while the ongoing costs of owning and operating real estate are charged to selling, general and administrative expenses as incurred. Impairments required on loans receivable at the time of foreclosure of real estate collateral are charged to the allowance for loan losses, while impairments of real estate to reflect subsequent declines in fair value are recorded as impairment losses in the Company's consolidated statements of operations and comprehensive (loss) income.

**Investments in and Advances to Unconsolidated Real Estate Joint Ventures** – The Company uses the equity method of accounting to record its equity investments in entities in which it has significant influence but does not hold a controlling financial interest, including equity investments in VIEs in which the Company is not the primary beneficiary. Under the equity method, an investment is reflected on the statement of financial condition of an investor as a single amount, and an investor's share of earnings or losses from its investment is reflected in the statement of operations as a single amount. The investment is initially measured at cost and subsequently adjusted for the investor's share of the earnings or losses of the investee and distributions received from the investee. The investor recognizes its share of the earnings or losses of the investee in the periods in which they are reported by the investee in its financial statements rather than in the period in which an investee declares a distribution. Intra-entity profits and losses on assets still remaining with an investor or investee are eliminated.

The Company recognizes its share of earnings or losses from certain equity method investments based on the hypothetical liquidation at book value method. Under this method, earnings or losses are recognized based on how an entity would allocate and distribute its cash if it were to sell all of its assets and settle its liabilities for their carrying amounts and liquidate at the reporting date. This method is used to calculate the Company's share of earnings or losses from equity method investments when the contractual cash disbursements to the investors are different than the investors' stated ownership percentages.

The Company capitalizes interest expense on investments in and advances to or loans to real estate joint ventures accounted for under the equity method that have commenced qualifying activities, such as real estate development projects. The capitalization of interest expense ceases when the investee completes its qualifying activities, and total capitalized interest expense cannot exceed interest expense incurred. Interest capitalized in investments in and advances to real estate joint ventures was \$0.7 million during each of the years ended December 31, 2025 and 2024.

The Company reviews its investments on an ongoing basis for indicators of other-than-temporary impairment. This determination requires significant judgment in which the Company evaluates, among other factors, the fair market value of its investments, general market conditions, the duration and extent to which the fair value of an investment is less than cost, and the Company's intent and ability to hold an investment until it recovers. The Company also considers specific adverse conditions related to the financial health and business outlook of the investee, including industry and market performance, rating agency actions, and expected future operating and financing cash flows. If a decline in the fair value of an investment is determined to be other-than-temporary, an impairment loss is recorded to reduce the investment to its fair value, and a new cost basis in the investment is established.

**Property and Equipment, net** – Property and equipment is stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which is generally 3 to 5 years for computer equipment and software, 5 years for furniture and fixtures, and 7 to 10 years for manufacturing equipment. The cost of leasehold improvements is depreciated using the straight-line method over the shorter of the term of the related lease or the estimated useful lives of the improvements. Expenditures for new property, rental properties, leasehold improvements, and equipment, as well as major renewals and betterments, are capitalized, while expenditures for maintenance and repairs are expensed as incurred. Gains or losses on the disposal of property and equipment are reflected in current operations in selling, general, and administrative expenses.

**Goodwill** – The Company recognizes goodwill upon the acquisition of a business when the fair values of the consideration transferred and any noncontrolling interests in the acquiree are in excess of the fair value of the acquiree's identifiable net assets. The Company tests goodwill for potential impairment on an annual basis as of December 31 or during interim periods if impairment indicators exist. Each period and for each reporting unit the Company can elect to first assess qualitatively whether it is necessary to perform goodwill impairment testing. If the Company believes, as a result of its qualitative assessment, that it is not more likely than not that the fair value of any reporting unit containing goodwill is less than its carrying amount, the quantitative goodwill impairment test is unnecessary. If the Company elects to bypass the qualitative assessment option, or if the qualitative assessment was performed and resulted in the Company concluding that it is more likely than not that the fair value of a reporting unit containing goodwill is less than its carrying amount, the Company will perform the quantitative goodwill impairment test.

The Company evaluates various factors affecting a reporting unit in its qualitative assessment, including, but not limited to, macroeconomic conditions, industry and market considerations, cost factors, and financial performance. If the Company concludes from its qualitative assessment that goodwill impairment testing is required or if the Company bypasses the qualitative test, the estimated fair value of the reporting unit is compared to its carrying amount. If the carrying amount of a reporting unit exceeds its estimated fair value, the Company records an impairment loss for the excess amount, although the impairment loss is limited to the amount of goodwill allocated to the reporting unit.

The Company generally applies an income approach utilizing a discounted cash flow methodology and a market approach utilizing a guideline public company and transaction methodology to estimate the fair value of its reporting units. The estimated fair values obtained from the income and market approaches are compared and reviewed for reasonableness to determine a best estimate of fair value. The Company's discounted cash flow methodology establishes an estimate of fair value by estimating the present value of the future cash flows projected to be generated from a reporting unit. The discount rate applied to the projected future cash flows to arrive at the present value is intended to reflect all risks of ownership and the associated risks of realizing the stream of projected future cash flows. The Company generally uses a five to ten-year period in computing discounted cash flow values. The most significant assumptions used in the discounted cash flow methodology are generally the terminal value, the discount rate, and the forecast of future cash flows, which are generally level 3 inputs in the fair value hierarchy. The guideline public company methodology establishes an estimate of fair value based upon the trading prices of publicly traded companies that are similar to the applicable reporting unit, while the guideline transaction methodology establishes an estimate of fair value based on acquisitions of companies that are similar to the applicable reporting unit. Under these methods, the Company develops multiples of revenue and earnings before interest, taxes, depreciation, and amortization ("EBITDA") based upon the indicated enterprise value, revenues, and EBITDA of the guideline companies and makes adjustments to such multiples based on various considerations, including the financial condition, operating performance, and relative risk of the guideline companies. The adjusted multiples are then applied to the revenues and EBITDA of the reporting unit to develop an estimated fair value of the reporting unit. Depending on the facts and circumstances applicable to the reporting unit and the guideline companies, including the availability of data related to guideline companies and guideline transactions, the Company may place greater or exclusive emphasis on the income or market approach to determine its best estimate of fair value.

Inherent in the Company's determinations of fair value are certain judgments and estimates relating to future cash flows, including the Company's assessment of current economic indicators and market valuations, and assumptions about the Company's strategic plans with regard to its operating businesses. Due to the uncertainties associated with such evaluations, actual results could differ materially from such estimates.

**Intangible Asset, net** – Intangible assets in the Company's financial statements primarily consist of intangible assets acquired in connection with certain business combinations, including acquired customer relationships, trademarks, and noncompetition agreements. These definite-lived intangible assets are recognized at fair value upon acquisition and amortized on a straight-line basis over their respective estimated useful lives.

**Operating Lease Assets and Operating Lease Liabilities** – The Company recognizes right-of-use assets and lease liabilities associated with lease agreements with an initial term of greater than 12 months, while lease agreements with an initial term of 12 months or less are not recorded in the Company’s consolidated statements of financial condition. The Company determines if an arrangement is a lease at inception. Operating lease assets represent the Company’s right to use an underlying asset for the lease term, and operating lease liabilities represent the Company’s obligation to make lease payments. Operating lease assets and liabilities are recognized when the Company takes possession of the underlying asset based on the present value of lease payments over the lease term. The Company generally does not include lease payments associated with renewal options that are exercisable at its discretion in the measurement of its operating lease assets and operating lease liabilities as it is not reasonably certain that such options will be exercised. The Company generally recognizes lease costs associated with its operating leases on a straight-line basis over the lease term, while variable lease payments that do not depend on an index or rate are recognized as variable lease costs in the period in which the obligation for those payments is incurred. The Company generally recognizes accrued straight-line rent and unamortized tenant allowances received from landlords associated with its operating leases as a reduction of the operated lease assets associated with such leases, although unamortized tenant allowances received from landlords associated with operating leases for which operating lease assets and lease liabilities have not been recognized due to such lease agreements containing only variable lease costs are recognized in other liabilities in the Company’s consolidated statements of financial condition. The Company has lease agreements with lease and non-lease components which it generally accounts for as a single lease component for lease classification, recognition, and measurement purposes.

**Impairment of Long-Lived Assets** – The Company evaluates its long-lived assets, including property and equipment, definite-lived intangible assets, and right-of-use assets associated with its lease agreements, for potential impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (or asset group) may not be recoverable. Factors which could indicate that an asset (or asset group) may not be recoverable include, but are not limited to, significant underperformance relative to historical or projected future operating results, significant changes in the manner of use of the assets or the strategy for the overall business, a significant decrease in the market value of the assets, and significant negative industry or economic trends. The carrying amount of an asset (or asset group) is not considered recoverable when the carrying amount exceeds the sum of the undiscounted cash flows expected to result from the use of the asset (or asset group). To the extent that the carrying amount of an asset (or asset group) exceeds the sum of such undiscounted cash flows, an impairment loss is measured and recorded based on the amount by which the carrying amount of the asset (or asset group) exceeds its fair value. Impairment losses associated with an asset group are allocated to long-lived assets within the asset group based on their relative carrying amounts; however, the carrying amounts of individual long-lived assets within an asset group are not reduced below their individual fair values.

To the extent that impairment testing is required, the Company generally estimates the fair values of its long-lived assets utilizing a discounted cash flow methodology which estimates the present value of the projected future cash flows expected to be generated from the applicable assets or asset groups and which generally utilizes inputs and assumptions that are level 3 inputs in the fair value hierarchy. When estimating the fair value of asset groups related to a retail location, the Company’s estimated fair value considers the relevant market participants and the highest and best use for the location, including whether the value of the location would be maximized by operating the location in its current use or by permanently closing the location and subleasing it. To the extent applicable, the Company estimates the fair value of right-of-use assets associated with its retail locations using a discounted cash flow methodology which estimates the present value of market rental rates applicable to such right-of-use assets. When estimating the fair value of intangible assets, the Company uses a form of the income approach relevant to the applicable asset or asset group. The Company uses the relief from royalty valuation method, a form of the income approach, to estimate the fair value of trademarks. Under this method, the fair value of trademarks is determined by calculating the present value using a risk-adjusted discount rate of the estimated future royalty payments that would have to be paid if the trademarks were not owned. The Company uses the multi-period excess earnings method, a form of the income approach, to estimate the fair value of customer relationships. Under this method, the fair value of customer relationships is determined by isolating the expected cash flows attributable to the customer relationship intangible asset and discounting these cash flows using a risk-adjusted discount rate.

As the carrying amounts of the Company’s long-lived assets are dependent upon estimates of future cash flows that they are expected to generate, these assets may be impaired if current or projected cash flows decrease significantly or do not meet expectations, in which case they would be written down to their estimated fair values. The estimates of useful lives and projected cash flows require the Company to make significant judgments regarding future periods that are subject to a number of factors, many of which are beyond the Company’s control.

**Deferred Financing Costs** – Deferred financing costs are comprised of costs incurred in connection with obtaining financing from third-party lenders and are presented in the Company’s consolidated statements of financial condition as other assets or as a direct deduction from the carrying amount of the associated debt liability. These costs are capitalized and amortized to interest expense over the terms of the related financing arrangements.

**Income Taxes** – BBX Capital and its subsidiaries in which it owns 80% or more of the voting power and value of the subsidiary’s stock file a consolidated U.S. Federal and Florida income tax return. Other than in Florida, BBX Capital and its subsidiaries file separate or unitary state income tax returns for each jurisdiction. Subsidiaries in which BBX Capital owns less than 80% of the outstanding equity are not included in the Company’s consolidated U.S. Federal or Florida state income tax return.

The Company accounts for income taxes using the asset and liability method. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in the tax rate is recognized in income or expense in the period that the change is effective. Income tax benefits are recognized when it is probable that the deduction will be sustained. A valuation allowance is established when it is more likely than not that all or a portion of a deferred tax asset will either expire before the Company is able to realize the benefit, or that future deductibility is uncertain. If a valuation allowance is recorded, a subsequent change in circumstances that causes a change in judgment about the realization of the related deferred tax amount could result in the reversal of the deferred tax valuation allowance.

An uncertain tax position is defined as a position taken or expected to be taken in a tax return that is not based on clear and unambiguous tax law and which is reflected in measuring current or deferred income tax assets and liabilities for interim or annual periods. The Company may recognize the tax benefit from an uncertain tax position only if it believes that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The Company measures the tax benefits recognized based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in its provision for income taxes. The Company has not identified any uncertain tax positions as of December 31, 2025 and 2024.

**Noncontrolling Interests** – Noncontrolling interests reflect ownership interests in entities that are consolidated in the Company’s financial statements but are less than 100% owned by the Company. Noncontrolling interests are recognized as equity in the consolidated statements of financial condition and presented separately from the equity attributable to BBX Capital’s shareholders, while noncontrolling interests that are redeemable for cash at the holder’s option or upon a contingent event outside of the Company’s control are classified as redeemable noncontrolling interests and presented in the mezzanine section between total liabilities and equity in the consolidated statements of financial condition. The Company measures redeemable noncontrolling interests on an ongoing basis by accreting changes in the estimated redemption value of such interests from the date of issuance to the earliest redemption date and adjusts the carrying amount of such interests to the calculated value in the event that it is in excess of the carrying amount of such interests at such time.

A change in the ownership interests of a subsidiary is accounted for as an equity transaction if the Company retains its controlling financial interest in the subsidiary.

The amounts of consolidated net income or loss and comprehensive income or loss attributable to BBX Capital’s shareholders and noncontrolling interests are separately presented in the Company’s consolidated statements of operations and comprehensive (loss) income.

**Cost of Trade Sales** – Cost of trade sales includes the cost of inventory, shipping and handling, warehousing, and occupancy expenses related to the Company’s retail locations and manufacturing facilities.

**Cost of Revenue from Construction Contracts** – Cost of revenue from construction contracts earned includes all direct material and labor costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, and repairs. Costs related to significant uninstalled materials, re-work, or scrap are generally excluded from the cost-to-cost measure of progress, as they are not proportionate to the Company’s progress in satisfying the performance obligation to its customers.

**Advertising** – The Company expenses advertising and marketing costs as incurred. Advertising and marketing costs, which are included as selling, general and administrative expenses in the accompanying consolidated statements of operations and comprehensive loss, were \$1.7 million and \$2.3 million for the years ended December 31, 2025 and 2024, respectively.

**Accounting for Loss Contingencies** – Loss contingencies, including those arising from legal actions, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated.

**Accounting for Guarantees** - The Company provides guarantees on the indebtedness and construction cost overruns of certain development joint ventures sponsored by Altman Living and previously provided similar guarantees for development joint ventures sponsored by Altman Logistics prior to the sale of Altman Logistics in October 2025. The Company records guarantees at fair value; however, the Company has generally assigned nominal values to the financial guarantees issued as the Company believes that the fair values of these guarantees are minimal based on various factors, including the collateral values securing the loans, the status of the applicable development projects, current expectations regarding the probability of payments being made pursuant to such guarantees, and the prior history of payments made on similar repayments guarantees issued by Altman Living and its predecessors.

**Earnings (Loss) Per Share** – Basic earnings (loss) per share is computed by dividing net income (loss) available to BBX Capital’s shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is computed in the same manner as basic earnings (loss) per share but also reflects potential dilution that could occur if restricted stock awards issued by BBX Capital were vested. Restricted stock awards, if dilutive, are considered in the weighted average number of dilutive common shares outstanding based on the treasury stock method. In addition, diluted earnings (loss) per share reflects the potential dilution of options issued to acquire ownership in real estate joint ventures.

## Recently Adopted and Future Adoption of Recently Issued Accounting Pronouncements

### Recently Adopted Accounting Pronouncements

The FASB has issued the following accounting pronouncements and guidance relevant to the Company's operations which were adopted as of January 1, 2025:

*ASU No. 2023-05, Business Combinations (Topic 805-60): Account for Joint Venture Formations - Recognition and Measurements.* This update addresses the accounting in a joint venture's separate financial statements for contributions made to a joint venture upon formation, as there has been diversity in practice in how a joint venture accounts for the contributions it receives upon formation. To reduce diversity in practice and provide decision-useful information to a joint venture's investors, the FASB decided to require joint ventures to apply a new basis of accounting upon formation based upon the recognition and measurement guidance in ASC Topic 805, Business Combinations. This update does not amend the definition of a joint venture (or a corporate joint venture), the accounting by an equity method investor for its investment in a joint venture, or the accounting by a joint venture for contributions received after its formation. The update is effective prospectively for all joint venture formations with a formation date on or after January 1, 2025. BBX Capital adopted this update prospectively as of January 1, 2025, and this update did not have a material impact on the Company's consolidated financial statements.

*ASU No. 2024-1, Compensation - Stock Compensations (Topic 718): Scope Application of Profits Interest and Similar Awards.* This update provides additional guidance on how entities should determine whether a profits interest or similar award falls within the scope of ASC Topic 718, *Stock Compensation*, or other guidance. This update is effective for annual periods beginning after December 15, 2024 and interim periods within those annual periods and should be applied either (i) retrospectively to all prior periods presented in the financial statements or (ii) prospectively to profits interest and similar awards granted or modified on or after the date at which the entity first applies the standard. Although the Company previously accounted for profit interests granted to employees as compensation under ASC Topic 710, BBX Capital has evaluated this update and determined that such profit interests should be accounted for as share based compensation under ASC Topic 718. The Company adopted the standard on January 1, 2025 under the full retrospective method, and accordingly, results for prior periods have been adjusted to apply the new standard as shown below (in thousands).

	<b>As of December 31, 2024</b>		
	<b>As Previously Reported</b>	<b>ASU 2024-01 Adjustments</b>	<b>As Adjusted</b>
<b>Statement of Financial Condition:</b>			
Accrued expenses	\$ 39,488	(967)	38,521
Total liabilities	294,406	(967)	293,439
Accumulated deficit	(65,651)	(379)	(66,030)
Total shareholders' equity	245,579	(379)	245,200
Noncontrolling interest	58,010	1,346	59,356
Total equity	303,589	967	304,556

	<b>For the Year Ended December 31, 2024</b>		
	<b>As Previously Reported</b>	<b>ASU 2024-01 Adjustments</b>	<b>As Adjusted</b>
<b>Statement of Operations and Comprehensive Loss:</b>			
Selling, general and administrative expenses	\$ 135,710	111	135,821
Total costs and expenses	369,648	111	369,759
Operating losses	(62,386)	(111)	(62,497)
Loss before income taxes	(56,946)	(111)	(57,057)
Provision for income taxes	(7,684)	-	(7,684)
Net loss	(64,630)	(111)	(64,741)
Net loss attributable to shareholders	(63,896)	(111)	(64,007)
Basic loss per share	(4.67)	(0.01)	(4.68)
Diluted loss per share	(4.67)	(0.01)	(4.68)
Comprehensive loss, net of tax	(66,609)	(111)	(66,720)
Comprehensive loss attributable to shareholders	(65,875)	(111)	(65,986)

**For the Year Ended December 31, 2024**

	<b>As Previously Reported</b>	<b>ASU 2024-01 Adjustments</b>	<b>As Adjusted</b>
<b>Statement of Cash Flows:</b>			
Net loss	\$ (64,630)	(111)	(64,741)
Accrued expenses	(93)	(633)	(726)
Other liabilities	(2,452)	-	(2,452)
Share-based compensation expense	5,731	744	6,475

*ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosure.* This update requires that public business entities on an annual basis (i) disclose specific categories in the income tax rate reconciliation, (ii) provide additional information for reconciling items that meet a quantitative threshold (if the effect of those reconciling items is equal to or greater than 5 percent of the amount computed by multiplying pretax income or loss by the applicable statutory income tax rate), (iii) disclose the amount of income taxes paid, net of refunds, disaggregated by federal, individual state jurisdictions, and individual foreign taxes in which the net taxes paid is equal to or greater than five percent of total income taxes paid, and (iv) disclose income or loss from continuing operations before income taxes disaggregated by domestic and foreign and income tax expense or benefit from continuing operations disaggregated by federal, state and foreign components. The update is effective for annual periods beginning after December 31, 2024, and early adoption is permitted for annual financial statements that have not yet been issued. BBX Capital has adopted this update for the year ended December 31, 2025. Other than additional disclosures in the footnotes to the Company's financial statements, this update did not have a material impact on the Company's consolidated financial statements.

*Recently Issued Accounting Pronouncements*

The FASB has issued the following accounting pronouncements and guidance relevant to the Company's operations which had not been adopted as of December 31, 2025:

*Accounting Standards Update ("ASU") ASU No. 2024-3, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosure (Subtopic 220-40).* This update requires disclosure in the notes to financial statements certain information about costs and expenses. The update requires that at each interim and annual reporting period, an entity:

- Disclose the amounts of (a) purchases of inventory, (b) employee compensation, (c) depreciation, and (d) intangible asset amortization included in each relevant expense caption. A relevant expense caption is an expense caption presented on the face of the income statement within continuing operations that contains any of the expense categories listed in (a)–(d).
- Include certain amounts that are already required to be disclosed under current generally accepted accounting principles (GAAP) in the same disclosure as the other disaggregation requirements.
- Disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively.
- Disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses.

The amendments in this update are effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, and early adoption is permitted. The amendments in the update should be applied either (i) prospectively to financial statements issued for reporting periods after the effective date of the update or (ii) retrospectively to any or all prior periods presented in the financial statements. BBX Capital has not yet adopted this update and is currently evaluating the potential impact of the update on its consolidated financial statements.

*ASU No. 2025-03, Business Combinations (Topic 805) and Consolidation (Topic 810): Determining the Accounting Acquirer in the Acquisition of a Variable Interest Entity ("VIE").* This update is intended to address concerns from stakeholders that the current guidance for determining the accounting acquirer results in a lack of comparability between transactions involving VIEs and those not involving VIEs. Specifically, stakeholders noted that if the legal acquiree is a VIE, the transaction cannot be accounted for as a reverse acquisition. Stakeholders also noted that the current guidance affects not only the determination of which entity is the accounting acquirer but also whether a business combination has occurred. To address stakeholder concerns, the amendments in this update revise current guidance for determining the accounting acquirer for a transaction effected primarily by exchanging equity interests in which the legal acquiree is a VIE that meets the definition of a business. The amendments require that an entity consider the same factors that are currently required for determining which entity is the accounting acquirer in other acquisition transactions. The amendments in this update require an entity involved in an acquisition transaction effected primarily by exchanging equity interests when the legal acquiree is a VIE that meets the definition of a business to consider the factors in paragraphs 805-10-55-12 through 55-15 to determine which entity is the accounting acquirer. The amendments in this update differ from current GAAP because, for certain transactions, they replace the requirement that the primary beneficiary of a VIE always is the acquirer with an assessment that requires an entity to consider the factors to determine which entity is the accounting acquirer. The amendments in this update are effective for all entities for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods. The amendments in this update require that an entity apply the new guidance prospectively to any acquisition transaction that occurs after the initial application date. Early adoption is permitted as of the beginning of an interim or annual reporting period. BBX Capital has not yet adopted this update and is currently evaluating the potential impact of the update on its consolidated financial statements.

*ASU No. 2025-05, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets.* This update provides a practical expedient for developing reasonable and supportable forecasts as part of estimating expected credit losses and allows entities to elect a practical expedient that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. Prior to this update, Topic 326 required that an entity consider adjustments to historical loss information to reflect the extent to which management expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The update will be effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. Early adoption is permitted in both interim and annual reporting periods in which financial statements have not yet been issued or made available for issuance. An entity that elects the practical expedient should apply the amendments in this update prospectively. BBX Capital adopted this update as of January 1, 2026, and this update did not have a material impact on the Company's consolidated financial statements.

*ASU No. 2025-11, Interim Reporting - (Topic 270): Narrow-Scope Improvements.* This update provides a comprehensive list of interim disclosures required by GAAP and requires entities to disclose events since the end of the last annual reporting period that have a material impact on the entity. This update also clarifies the applicability of Topic 270, the types of interim reporting, and the form and content of interim financial statements in accordance with GAAP. This update is effective for public business entities for interim reporting periods within annual reporting periods beginning after December 15, 2027, although early adoption is permitted. This update can be applied either prospectively or retrospectively to any or all prior periods presented in the financial statements. BBX Capital has not yet adopted this update and is currently evaluating the potential impact of the update on its consolidated financial statements.

### **3. Dispositions and Restructuring Charges**

As further described in Note 1, the Company and its subsidiaries have faced significant challenges as a result of market conditions and economic uncertainties and experienced significant operating losses. Challenges have included, but are not limited to, (i) volatility, turmoil, and increased uncertainty in the economy and markets and the deterioration of the economy generally, (ii) the impact of the armed conflict in the Middle East and its impacts on the economy and markets, including specifically the impacts on gas prices and the cost and transport of goods and materials, (iii) decreased consumer sentiment and discretionary spending, which may be further exacerbated by the impact of the war in the Middle East on gas prices, (iv) inflationary conditions that have resulted in elevated costs of doing business, (v) elevated interest rates and the volatility of the stock market, (vi) the imposition of tariffs and the potential for additional tariffs, and (vii) general supply chain issues over the past several years. As a result of these challenges, the Company began implementing various cost savings initiatives in April 2025 which included deregistering its securities and suspending its reporting obligations under the Exchange Act and reducing headcount in its corporate office and at its subsidiaries, including Altman and IT'SUGAR. In addition, the Company also made a determination to pursue other various cost saving and strategic initiatives, including, among other things, the possible sale or spin-off of subsidiaries, operating platforms, and investments and the possible termination of certain operations. Further, in November 2025, the Company's Board of Directors made a decision to cease or limit new real estate and business investments other than those that may be required to support or enhance the Company's existing real estate investments or operating companies.

As part of these initiatives, during the year ended December 31, 2025, the Company disposed of certain investments and operations and recognized various restructuring charges related to cost savings initiatives, as further described below.

### **Dispositions**

As part of the Company's implementation of strategic alternatives with respect to its holdings and operations, the Company completed the sales of (i) the investments and operations of Altman Logistics in October 2025 and (ii) Las Olas Confections and Snacks in November 2025.

#### *Altman Logistics*

In October 2025, Altman closed on the sale of the investments and operations associated with Altman Logistics, including (i) the sale of all of Altman's equity interests in its logistics development projects, (ii) Altman Logistics Guaranty, an entity capitalized with \$10.0 million in cash equivalents that was established by Altman Logistics to provide repayment, construction completion, and cost overrun guarantees related to third party construction loans obtained by real estate joint ventures sponsored by Altman Logistics, and (iii) the assignment of its existing development management agreements and agreements for logistics development projects in its pipeline, for a gross purchase price of \$33.5 million, including \$10.0 million attributable to restricted cash held by Altman Logistics Guaranty and \$23.5 attributable to the remaining net assets sold.

The table below sets forth the assets and liabilities associated with Altman Logistics that were sold to the buyer, the net cash received after closing expenses, and the net gain recognized upon the sale (in thousands):

	<b>Amount</b>
Restricted cash held by Altman Logistics Guaranty	\$ (10,000)
Trade accounts receivable	(155)
Contract assets	(408)
Real estate - predevelopment costs	(2,180)
Investment in and advances to unconsolidated real estate joint ventures	(14,680)
Other assets	(231)
Contract liabilities	93
Net assets sold	(27,561)
Noncontrolling interest	506
<b>Net assets sold and derecognition of noncontrolling interests</b>	<b>(27,055)</b>
Cash received from sale of Altman Logistics Guaranty	10,000
Cash held in escrow for indemnification representations	1,000
Net cash received after closing expenses	22,216
<b>Gain recognized on the sale of Altman Logistics</b>	<b>\$ 6,161</b>

The loss before income taxes, net loss, and net loss attributable to BBX Capital, Inc. related to Altman Logistics included in the Company's statements of operations and comprehensive loss was as follows (in thousands):

	<b>For the Years Ended</b>	
	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
Loss before income taxes	\$ (5,459)	(4,339)
Benefit from income taxes	—	—
Net loss	(5,459)	(4,339)
Net loss attributable to noncontrolling interest	—	—
Net loss attributable to BBX Capital, Inc.	\$ (5,459)	(4,339)

#### *Las Olas Confections and Snacks*

In November 2025, the Company closed on the sale of Las Olas Confections and Snacks and its subsidiaries for a gross purchase price of \$3.5 million. In connection with the closing of the transaction, the Company received net cash proceeds of \$1.5 million from the buyer and a promissory note with an initial principal balance of \$1.9 million. As part of the transaction, the Company sold the capital stock of the operating subsidiary of Las Olas Confections and Snacks. Although the Company recognized a net gain on sale for book purposes, the Company expects that the sale of capital stock will generate a long-term capital loss for tax purposes and anticipates that it will elect to carryback a significant portion of the capital loss to its income tax return for the year ended December 31, 2022 and seek a refund for taxes paid on capital gains recognized in such tax year.

The table below sets forth the assets and liabilities associated with Las Olas Confections and Snacks that were sold to the buyer, the net cash received after closing expenses, and the net gain recognized upon the sale (in thousands):

	<b>Amount</b>
Trade receivable	\$ (1,118)
Trade inventory	(2,028)
Intangible assets	(880)
Property and equipment	(518)
Other assets	(411)
Accounts payable	1,706
Accrued and other liabilities	7
<b>Net assets sold</b>	<b>(3,242)</b>
Note receivable from buyer	1,880
Net cash received after closing expenses	1,456
<b>Gain recognized on the sale of Las Olas Confections and Snacks</b>	<b>\$ 94</b>

*Restaurant Acquired In Connection with a Loan Receivable Default*

In November 2024, the Company completed the sale of its equity interest in a restaurant acquired in connection with a loan receivable default. The assets and liabilities sold, gain recognized and the net cash received from the sale of capital stock in the restaurant is as follows (in thousands):

	<b>Amount</b>
Trade inventory	\$ (72)
Property and equipment	(459)
Operating lease assets	(2,799)
Other assets	(50)
Accounts payable	155
Accrued liabilities	346
Operating lease liabilities	3,006
Net liabilities sold	127
Noncontrolling interest	90
<b>Net liabilities sold and derecognition of noncontrolling interests</b>	<b>217</b>
Net cash received	1,047
Sales proceeds receivable	163
<b>Gain recognized on the sale of restaurant</b>	<b>\$ 1,427</b>

*Restructuring Charges*

The Company recognizes restructuring expenses resulting from exit activities, including reductions in headcount and the closure or consolidation of manufacturing or administrative facilities, pursuant to formal plans developed and approved by the Company's management. Such expenses can include employee termination costs and costs to terminate contracts, and such exit activities may also result in the recognition of impairments of long-lived assets, including right-of-use assets. The recognition of restructuring expenses requires management to make judgments and estimates regarding the nature, timing, and amount of costs associated with the planned exit activity. Further, the Company's estimates of these future liabilities may change, requiring the Company to record additional restructuring expenses or to reduce the amount of liabilities previously recognized. At the end of each reporting period, the Company evaluates the remaining balances accrued for restructuring expenses to ensure their adequacy, that no excess accruals are retained, and that the utilization of the amounts accrued is for the intended purpose in accordance with developed exit plans. In the event circumstances change and the provision is no longer required, the provision is reversed.

As a result of the implementation of various cost savings initiatives in April 2025, including reductions in force at IT'SUGAR and Altman, the Company expects to pay approximately \$2.4 million of one-time employee termination benefits to the impacted employees that was recognized in selling, general and administrative expenses in its statement of operations and comprehensive loss during the year ended December 31, 2025.

The following table summarizes a rollforward of the balance of the restructuring charge liability related to these reductions in force included in accrued expenses in the statement of financial condition as of December 31, 2025 for the year ended December 31, 2025 (in thousands):

	<b>For the Year Ended December 31, 2025</b>
Restructuring charge liability, April 1, 2025	\$ -
Employee termination expense	2,385
Payments	(1,578)
Restructuring charge liability, December 31, 2025	<u>\$ 807</u>

In June 2025, the Company terminated a lease agreement for a portion of the space leased at its corporate headquarters, which resulted in a reduction in the Company's operating lease liability and operating lease assets of \$2.3 million and \$1.7 million, respectively, in its consolidated statement of financial condition, and the recognition of a \$0.6 million gain included in selling, general and administrative expenses in the Company's statement of operations and comprehensive loss for the year ended December 31, 2025. Upon the termination of the lease, the Company also recognized accelerated depreciation expense of \$0.7 million in connection with the abandonment of leasehold improvements and furniture and fixtures in the leased space.

#### 4. Securities Available for Sale, at Fair Value

The following table summarizes the amortized cost and fair value of securities available-for-sale at December 31, 2025 and 2024 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive loss (in thousands):

	<b>As of December 31, 2025</b>			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>Available-for-sale</b>				
Community Development District bonds	\$ 820	6	—	826
U. S. Treasury and federal agency	2,291	1	—	2,292
<b>Total available-for-sale</b>	<u>\$ 3,111</u>	<u>7</u>	<u>—</u>	<u>3,118</u>
	<b>As of December 31, 2024</b>			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>Available-for-sale</b>				
Community Development District bonds	\$ 820	9	—	829
<b>Total available-for-sale</b>	<u>\$ 820</u>	<u>9</u>	<u>—</u>	<u>829</u>

Accrued interest receivable was \$8,000 as of December 31, 2025 and 2024. The Community Development District bonds mature after ten years. All U.S. Treasury and federal agency securities and corporate bonds available-for-sale outstanding as of December 31, 2025 had maturities of less than one year

#### 5. Trade Accounts Receivables, net, and Construction Contracts Receivable

The Company's trade accounts receivables consisted of the following (in thousands):

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Trade accounts receivables	\$ 15,036	16,200
Allowance for expected credit losses	(47)	(112)
<b>Total trade accounts receivables</b>	<u>\$ 14,989</u>	<u>16,088</u>

The Company's construction contract receivables consisted of the following (in thousands):

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Construction contracts receivable	\$ 2,211	3,803
Allowance for expected credit losses	—	—
<b>Total construction contracts receivable</b>	<u>\$ 2,211</u>	<u>3,803</u>

Construction contracts receivable from affiliated real estate joint ventures in which the Company is the managing member was \$0.4 million and \$3.8 million as of December 31, 2025 and 2024, respectively.

## 6. Trade Inventory

The Company's trade inventory consisted of the following (in thousands):

	December 31, 2025	December 31, 2024
Raw materials	\$ 3,848	5,172
Paper goods and packaging materials	—	1,379
Work in process	391	1,139
Finished goods	21,950	24,664
<b>Total trade inventory</b>	<b>26,189</b>	<b>32,354</b>
Inventory reserve	(1,194)	(1,507)
<b>Total trade inventory, net</b>	<b>\$ 24,995</b>	<b>30,847</b>

The Company reviews its slow-moving and obsolete inventory for potential write-downs on a quarterly basis. There were no inventory write-downs during the years ended December 31, 2025 and 2024.

## 7. Real Estate

The Company's real estate consisted of the following (in thousands):

	December 31, 2025	December 31, 2024
Real estate held-for-sale	\$ 2,493	\$ 1,216
Real estate held-for-investment	1,315	2,477
Real estate inventory	3,556	7,161
Rental properties under development	—	60,075
Rental properties less accumulated depreciation of \$4,052 in 2025 and \$401 in 2024	102,434	41,832
Predevelopment costs	3,510	7,051
<b>Total real estate</b>	<b>\$ 113,308</b>	<b>119,812</b>

[Table of Contents](#)*Rental Properties, Including Rental Properties Under Development*

As of December 31, 2024, rental properties under development was comprised of \$8.9 million of land and \$51.2 million of construction in progress related to the portion of Altis Grand Kendall, a multifamily apartment community developed by the Altis Grand Kendall joint venture, a consolidated VIE, that remained under construction. As of December 31, 2025, there were no consolidated rental properties under development, as the development of Altis Grand Kendall is complete. During the years ended December 31, 2025 and 2024, the Altis Grand Kendall joint venture capitalized \$0.3 million and \$3.7 million, respectively, of interest expense related to its construction loan with TD Bank.

Commencing in 2024, completed apartment units at Altis Grand Kendall have been placed in service and are classified as rental properties less accumulated depreciation.

The components of rental properties less accumulated depreciation are as follows (in thousands):

	December 31,	
	2025	2024
Land	\$ 14,631	5,732
Land improvements	3,638	1,458
Buildings	84,586	33,673
Equipment and appliances	2,217	820
Furniture and fixtures	1,414	550
	106,486	42,233
Accumulated depreciation	(4,052)	(401)
<b>Rental properties less accumulated depreciation</b>	<b>\$ 102,434</b>	<b>41,832</b>

*Real Estate Inventory*

As of December 31, 2024, Altman owned approximately 505 acres of land in Palm Coast, Florida, and had entered into a contract with a homebuilder to sell lots to the homebuilder in phases over 5-6 years for the purposes of developing the Coquina Shores Community, a community expected to be comprised of approximately 650 single-family homes. The agreement pursuant to which Altman is selling lots to the homebuilder provides for a base purchase price that is paid to Altman upon the sale of the lots to the homebuilder and a contingent purchase price that is calculated as a percentage of the proceeds that the homebuilder will receive from the sale of the completed homes and is paid to Altman upon the sale of completed homes by the homebuilder. In July 2025, Altman closed on the first phase of lots to the homebuilder pursuant to the purchase and sale agreement for a base sales price of \$5.7 million, including a contract asset of \$0.5 million, and Altman also expects to receive a contingent sales price of approximately \$2.9 million from the homebuilder upon the sale of the 223 completed homes in the first phase. As a result, for the year ended December 31, 2025, Altman recognized revenues from sales of real estate inventory of \$8.6 million from the sale of the 223 lots and a gross profit of \$4.7 million, which reflects revenue from sales of real estate inventory minus costs of real estate inventory sold.

During the year ended December 31, 2024, Altman sold 6 single-family lots in its Beacon Lake Community and recognized gross profits of \$2.7 million. As of December 31, 2024, the Beacon Lake development was substantially completed and the homebuilders closed on the remaining six single-family homes in January 2025.

*Other Real Estate*

During the year ended December 31, 2024, the Company sold various real estate assets that were classified as held-for-sale. As a result of these sales, the Company received aggregate net proceeds of \$2.9 million and recognized total net gains on sales of real estate of \$1.5 million. During the year ended December 31, 2025, there were no other real estate assets classified as held-for-sale sold by the Company. In December 2025, the Company entered into a purchase and sale agreement to sell land being leased to a land lease tenant to the tenant. Upon the execution of the purchase and sale agreement, the \$0.7 million carrying value of the land was transferred from real estate held for investment to real estate held-for-sale. In February 2026, the property was sold, and the Company received net proceeds of \$2.5 million and recognized a net gain on sale of real estate of \$1.8 million.

*Impairment Testing*

As a result of economic and market conditions, the Company evaluated various factors, including asset-specific factors and overall economic and market conditions, and concluded that there had not been a significant decline in the fair value of Altman's real estate assets during the years ended December 31, 2025 and 2024, respectively, that required the Company to recognize any material impairment losses. As part of this evaluation, the Company considered the excess of the expected profits associated with Altman's real estate assets in relation to their carrying amounts and appraisals of certain of its real estate held-for-sale and held-for-investment. However, the Company recognized a \$0.7 million impairment loss related to a vacant land parcel in the legacy real estate portfolio during the year ended December 31, 2024. The estimated fair value of the property was determined utilizing a market approach which estimated the fair value of the subject property by evaluating recent comparable sales and considered new information received by the Company related to the extent to which the site could be developed by a prospective buyer.

## 8. Investments in and Advances to Consolidated and Unconsolidated VIEs

### *Consolidated VIEs*

#### *Real Estate Joint Ventures Related to Altman Living and Altman Logistics*

Altman has invested in the managing member of real estate joint ventures sponsored by Altman Living and previously invested in the managing member of real estate joint ventures sponsored by Altman Logistics prior to the sale of Altman Logistics in October 2025.

In accordance with the applicable accounting guidance for the consolidation of VIEs, the Company analyzes its investments in the managing member of each real estate joint venture to determine if such managing member entities are VIEs and, to the extent that such entities are VIEs, if the Company is the primary beneficiary of such entities. Based on the Company's analysis of the structure of these entities, including the respective operating agreements governing these entities and any relevant financial agreements, the Company has determined that (i) the managing member entities are VIEs due to the entities not having sufficient equity to finance their activities and (ii) the Company has variable interests in these entities as a result of its equity investments in such entities. Further, the Company has determined that it is the primary beneficiary of the managing member entities and, as a result, consolidates the managing member entities. The Company's conclusion that it is the primary beneficiary of these entities is primarily based on the determination that the Company has the power to direct the activities of the entities that most significantly affect their economic performance. However, with respect to certain joint ventures sponsored by Altman Living in which Altman and Mr. Joel Altman share decision-making authority for all significant operating and financing decisions related to such entities, the Company has determined that Altman and Mr. Altman constitute a related party group under the accounting guidance for VIEs that collectively is the primary beneficiary of each of these entities and that Altman is the primary beneficiary of the managing member entities as it is the member of the related party group whose activities are most closely associated with the entities.

As a result of the above, the Company consolidates the managing members of the following real estate joint ventures:

- Altis Lake Willis Phase 1
- Altis Lake Willis Phase 2
- Altis Grand at Suncoast
- Altis Blue Lake
- Altis Santa Barbara
- Altis Grand Kendall
- Altis Grand Twin Lakes
- Altis Grand Bay
- MBAL Broken Sound Residential

In addition, through October 2025, the Company also consolidated the managing members of the real estate joint ventures sponsored by Altman Logistics, including Logistics Park at Delray, Logistics at Lakeland, Logistics Park at Davie, Logistics at Parsippany, and Logistics at Hamilton. In connection with the sale of Altman Logistics, the Company sold its ownership interests in the managing members of Logistics at Parsippany, and Logistics at Hamilton, and as a result, the Company no longer consolidates these entities. With respect to the managing members of Logistics Park at Delray, Logistics at Lakeland, and Logistics Park at Davie, although the Company still owns these entities, these entities sold their ownership interests in the underlying real estate joint ventures in connection with the sale of Altman Logistics and are no longer the managing members of the applicable underlying joint ventures. As a result, the Company still consolidates these entities as wholly owned subsidiaries rather than VIEs; however, such entities have no substantive assets or liabilities.

As further described below under Unconsolidated VIEs, although the Company consolidates the managing member of the various real estate joint ventures, the Company has generally determined that, other than with respect to the Altis Grand Kendall joint venture, the real estate joint ventures in which the managing member entities hold investments are VIEs in which the managing member entities are not the primary beneficiary. However, with respect to the Altis Grand Kendall joint venture, the Company determined that the venture is a VIE in which the managing member is the primary beneficiary, as the managing member of the Altis Grand Kendall joint venture has the power to direct the activities of the joint venture that most significantly affect its economic performance and such power is not constrained by any kick-out or substantive participating rights held by the non-managing members. As a result, the Company consolidates the Altis Grand Kendall joint venture.

### *Altman Living Guaranty*

In 2018, Altman and Mr. Altman formed Altman Living Guaranty, a joint venture that provides guarantees on the indebtedness and construction cost overruns of development joint ventures sponsored by Altman Living. Under the terms of the operating agreement of Altman Living Guaranty, Altman and Mr. Altman will retain their respective 50% equity interests in the joint venture until such time that the joint venture is no longer providing guarantees related to development joint ventures originated prior to Altman acquiring control of Altman Living. At such time that Altman Living Guaranty is no longer providing guarantees related to such development joint ventures, it is expected that Altman will acquire Mr. Altman's equity interest in Altman Living Guaranty based on his then outstanding capital in Altman Living Guaranty. Altman has evaluated its investment in Altman Living Guaranty and determined that (i) Altman Living Guaranty is a VIE and (ii) Altman and Mr. Altman constitute a related party group under the accounting guidance for VIEs that collectively is the primary beneficiary of Altman Living Guaranty. Further, based on the Company's analysis of the facts and circumstances, the Company determined that Altman is the primary beneficiary of Altman Living Guaranty as it is the member of the related party group whose activities are most closely associated with Altman Living Guaranty. Accordingly, the Company consolidates Altman Living Guaranty in its consolidated financial statements. See Note 16 for additional information regarding Altman Living Guaranty's guarantees.

### *Altman Management*

Altman Management ("AMC") has historically provided property management services to the owners of multifamily apartment communities pursuant to property management agreements, including real estate joint ventures sponsored by Altman Living, affiliates of Altman Living (including joint ventures in which Mr. Altman is an investor), and unrelated third parties, and was previously a wholly-owned subsidiary of Altman Living. In March 2023, Altman Living amended and restated the operating agreement of AMC to admit RAM Partners, LLC ("RAM") as a joint venture partner. Altman Living previously served as the managing member of AMC, but major decisions required the approval of both parties. However, during the year ended December 31, 2024, RAM became the managing member of AMC, although all major decisions continue to require the approval of both parties. Under the terms of the operating agreement, the parties will each be entitled to receive distributions of available cash of the joint venture based on a proscribed formula within the operating agreement, with the parties generally each receiving 50% of distributable cash after (i) RAM has received an amount equal to its initial contribution to AMC and (ii) each of the parties has thereafter received a return of any additional capital contributions subsequent to the formation of the joint venture. Further, pursuant to the terms of the agreement, each party has the right to terminate the joint venture arrangement at any time, which would result in RAM transferring its ownership interests in AMC back to Altman Living and result in Altman Living once again being the sole owner of AMC. The Company evaluated the operating agreement of AMC and determined that AMC is a VIE due to its lack of sufficient equity to fund its operations. Further, the Company has also determined that Altman Living is the primary beneficiary of AMC, as Altman Living has substantive kick-out rights related to RAM as the managing member due to its ability to remove RAM as a member from AMC without cause and without any significant barrier to exercising that right. As such, the Company continues to include AMC in its consolidated financial statements as a consolidated VIE and recognizes a noncontrolling interest related to RAM's equity interest in AMC.

### *Altis Grand Bay*

In January 2024, Altman, through various consolidated subsidiaries, formed 11240 Biscayne Manager, LLC (the "Altis Grand Bay Manager joint venture"), a joint venture formed with third party investors in which a consolidated subsidiary of Altman serves as the managing member. Upon the formation of the Altis Grand Bay Manager joint venture, an affiliate of Altman assigned a purchase and sale agreement for the acquisition of land in Miami, Florida to the joint venture, and the Altis Grand Bay Manager joint venture was incurring predevelopment costs related to the potential acquisition of the land for the development of a multifamily apartment community on the land and for obtaining equity and debt financing for the potential development of the community. Altman owned 50% of the membership interests in the Altis Grand Bay Manager joint venture, and the remaining interests were owned by third party investors. The Company evaluated its investment in the Altis Grand Bay Manager joint venture and determined that the joint venture is a VIE and that Altman is the primary beneficiary. The Company's conclusion that Altman is the primary beneficiary of the Altis Grand Bay Manager joint venture is based on its determination that Altman has the power to direct the activities of the joint venture that most significantly impact its economic performance, and as a result, the Company consolidates the Altis Grand Bay Manager joint venture.

In June 2025, the Altis Grand Bay Manager joint venture assigned the purchase and sale agreement for the acquisition of the land and all entitlements to a third party developer for \$3.8 million, which represents a reimbursement of predevelopment costs and land deposits previously incurred and funded by the joint venture, and the joint venture received \$2.9 million of the \$3.8 million from the developer upon the assignment of the purchase and sale agreement in June 2025. In October 2025, the Altis Grand Bay Manager joint venture received the remaining \$0.9 million upon the purchase of the land by the developer, and the operating agreement for the joint venture was amended in order to reflect Altman's ownership as 70% of the membership interests in the joint venture, with the remaining interests owned by third party investors. In addition, the Altis Grand Bay Manager joint venture is entitled to a 25% interest in any carried interest that may be earned by the developer in connection with the development, and Altman Living will also be entitled to 25% of any development fees expected to be earned by the developer. The Company did not recognize any gain or loss in connection with the transaction, as the primary consideration received from the developer was a reimbursement of costs previously incurred and capitalized by the joint venture. The Company will account for the carried interest and share of development fees as variable consideration for which limited value was assigned at the current time due to the status of the development.

### *MBAL Broken Sound Residential*

In May 2025, Altman and a third party commercial developer formed MBAL, LLC (the "MBAL joint venture"), and Altman transferred to the joint venture a purchase and sale agreement to acquire approximately 11.68 acres of land located in Palm Beach County Florida with the intent to develop the land into a commercial and residential parcel. In connection with the formation of the joint venture, Altman and the third party commercial developer each contributed initial capital to the joint venture in exchange for a 50% membership interest in the venture, and the third party commercial developer initially served as the managing member of the joint venture. In November 2025, the MBAL joint venture entered into a joint venture with a residential real estate developer (the "MBAL Broken Sound Residential joint venture") to acquire and develop a portion of the land into a 291 unit multifamily residential community, and the MBAL joint venture amended its operating agreement to designate Altman as the managing member of the MBAL joint venture. In addition, the MBAL joint venture transferred the right to acquire the remaining land to the MBAL Broken Sound Commercial joint venture, as further described below. Upon formation of the MBAL Broken Sound Residential joint venture, the MBAL joint venture contributed \$0.5 million to the venture exchange for a 2.5% interest in the MBAL Broken Sound Residential joint venture, and the residential real estate developer contributed \$17.9 million for the remaining 97.5% interest in the joint venture. The residential real estate developer will serve as the managing member of the MBAL Broken Sound Residential joint venture.

In accordance with the applicable accounting guidance for the consolidation of VIEs, the Company analyzed its investment in the MBAL joint venture to determine if the joint venture is a VIE, and if so, if the Company is the primary beneficiary of the venture. Based on the Company's analysis of the operating agreement governing the MBAL joint venture, the Company has determined that the joint venture is a VIE in which the Company has a variable interest in the form of an equity interest. The Company concluded that the MBAL joint venture is a VIE due to the joint venture not having sufficient equity capital to finance its activities without additional subordinated financial support from its members. During the period from May 2025 through November 2025, the Company determined that it was not the primary beneficiary of the MBAL joint venture as the Company was not the managing member and only had protective rights defined within the operating agreement, and as a result, the Company did not have the power to direct activities of the MBAL joint venture that most significantly affected its economic performance. Therefore, from May 2025 through November 2025, the Company accounted for its investment in the MBAL joint venture under the equity method of accounting. However, as a result of the amendment of the operating agreement of the MBAL joint venture in November 2025, the Company determined that it became the primary beneficiary of the joint venture in November 2025, as the Company is the managing member and the third party commercial developer only has protective rights in the joint venture and, as a result, the Company has the power to direct activities of the MBAL joint venture that most significantly affects its economic performance. Therefore, the Company consolidated the MBAL joint venture as of date of the execution of the amended operating agreement. The Company also analyzed the MBAL joint venture's investment in the MBAL Broken Sound Residential joint venture and determined that the MBAL Broken Sound Residential joint venture is a VIE and that the MBAL joint venture is not the primary beneficiary. As such, the MBAL joint venture will account for its investment in the MBAL Broken Sound Residential joint venture under the equity method of accounting.

*Summary of Financial Information Related to Consolidated VIEs*

The assets and liabilities of the Company's consolidated VIEs as of December 31, 2025 and 2024 that are included in the Company's consolidated statements of financial position are as follows (in thousands):

	<b>Real Estate Joint Ventures (1)</b>	<b>Altman Living Guaranty</b>	<b>AMC</b>	<b>Total as of December 31, 2025</b>
Cash	\$ 2,998	—	128	3,126
Restricted cash	396	10,032	—	10,428
Trade accounts receivable, net	49	—	498	547
Real estate	102,434	—	—	102,434
Investment in and advances to unconsolidated real estate joint ventures	34,993	—	—	34,993
Operating lease assets	5	—	—	5
Other assets	890	—	184	1,074
<b>Total assets</b>	<b>\$ 141,765</b>	<b>10,032</b>	<b>810</b>	<b>152,607</b>
Accounts payable	\$ 139	—	—	139
Contract liabilities	62	—	—	62
Accrued expenses	706	—	128	834
Other liabilities	396	—	124	520
Operating lease liabilities	5	—	—	5
Notes payable and other borrowings	74,577	—	—	74,577
<b>Total liabilities</b>	<b>\$ 75,885</b>	<b>—</b>	<b>252</b>	<b>76,137</b>
Noncontrolling interest	\$ 45,415	5,015	168	50,598

	<b>Real Estate Joint Ventures (1)</b>	<b>Altman Living Guaranty</b>	<b>AMC</b>	<b>Total as of December 31, 2024</b>
Cash	\$ 2,328	—	70	2,398
Restricted cash	—	10,038	—	10,038
Trade accounts receivable, net	—	—	401	401
Real estate	104,521	—	—	104,521
Investment in and advances to unconsolidated real estate joint ventures	65,592	—	—	65,592
Other assets	572	—	268	840
<b>Total assets</b>	<b>\$ 173,013</b>	<b>10,038</b>	<b>739</b>	<b>183,790</b>
Accounts payable	\$ 51	—	3	54
Accrued expenses	719	—	205	924
Other liabilities	—	—	1,427	1,427
Notes payable and other borrowings	65,469	—	—	65,469
<b>Total liabilities</b>	<b>\$ 66,239</b>	<b>—</b>	<b>1,635</b>	<b>67,874</b>
Noncontrolling interest (*)	\$ 59,280	5,019	76	64,375

\*As adjusted for the implementation of ASU 2024-1 Application of Profits Interest and Similar Awards - See Note 2.

(1) Represents the aggregate assets, liabilities, and noncontrolling interests in the consolidated real estate joint ventures sponsored by Altman Living as of December 31, 2025, and Altman Living or Altman Logistics as of December 31, 2024, as described above. These real estate joint ventures have similar economic characteristics, financing arrangements, and organizational structures.

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The assets held by the consolidated VIEs in the above tables are owned by the respective VIEs and can only be used to settle obligations of such VIEs, and the liabilities in the above tables are generally non-recourse to BBX Capital and its other subsidiaries. Further, guarantees issued by Altman Living Guaranty are limited to the assets of these respective companies and are generally non-recourse to BBX Capital and its other subsidiaries.

**Unconsolidated VIEs**

The Company has equity interests in and advances to unconsolidated real estate joint ventures involved in the development of multifamily rental apartment communities, warehouse facilities, and single-family master planned for sale housing communities. As a result of the consolidation of the managing members of various real estate joint ventures sponsored by Altman Living and Altman Logistics, the Company's unconsolidated real estate joint ventures as of December 31, 2025 and 2024 included the managing members' investments in the underlying real estate joint ventures for which the Company has concluded that the managing members do not consolidate such underlying joint ventures. However, as further described above, in October 2025, the Company sold its equity interests in certain real estate joint ventures sponsored by Altman Logistics and its managing member interests in certain other joint ventures sponsored by Altman Logistics, and as a result, the Company's unconsolidated real estate joint ventures as of December 31, 2025 no longer include investments in real estate joint ventures sponsored by Altman Logistics.

Investments in unconsolidated real estate joint ventures are accounted for as unconsolidated VIEs under the equity method of accounting.

The Company's investments in and advances to unconsolidated real estate joint ventures consisted of the following (in thousands):

	December 31, 2025	Ownership (1)	December 31, 2024	Ownership (1)
Altis Grand Central	\$ 541	1.49%	589	1.49%
Altis Lake Willis Phase 1	6,720	3.50	7,277	3.50
Altis Lake Willis Phase 2	2,697	10.00	3,724	10.00
Altis Grand at Suncoast	10,072	20.00	10,962	20.00
Altis Blue Lake	5,621	3.50	5,448	3.50
Altis Santa Barbara	—	—	9,030	10.00
Altis Grand Twin Lakes	4,896	15.00	6,558	15.00
MBAL Broken Sound Residential	458	2.50	—	—
MBAL Broken Sound Commercial	3,988	50.00	—	—
Logistics Park at Delray	—	—	2,962	10.00
Logistics at Lakeland	—	—	2,056	50.00
Logistics Park at Davie	—	—	13,396	50.00
Logistics at Parsippany	—	—	2,058	11.38
Logistics at Hamilton	—	—	1,532	10.00
Marbella	7	70.00	1,037	70.00
The Main Las Olas	—	3.41	—	3.41
Sky Cove	83	26.25	118	26.25
Sky Cove South	68	26.25	120	26.25
Other	158	—	158	—
<b>Total</b>	<b>\$ 35,309</b>	<b>—</b>	<b>67,025</b>	<b>—</b>

- (1) The Company's ownership percentage in each real estate joint venture represents the consolidated manager's percentage of the contributed capital in each underlying real estate venture, including amounts attributable to noncontrolling interests. The operating agreements for many of these ventures provide for a disproportionate allocation of distributions to the extent that certain investors receive specified returns on their investments, and as a result, these percentages do not necessarily reflect the Company's economic interest in the expected distributions from such ventures.

*Unconsolidated Variable Interest Entities*

In accordance with the applicable accounting guidance for the consolidation of VIEs, the Company analyzes its investments in real estate joint ventures to determine if such entities are VIEs, and to the extent that such entities are VIEs, if the Company is the primary beneficiary and should consolidate the VIE. Based on the Company's analysis of the forecasted cash flows and structure of these ventures, including the respective operating agreements governing these entities and any relevant financial agreements, such as financing arrangements, the Company has determined that the real estate joint ventures included in the table above are VIEs and the Company had variable interests in the VIEs in the form of equity interests in such ventures. The Company concluded that the entities were VIEs due to the entities not having sufficient equity capital to finance their respective activities without additional subordinated financial support. The Company also determined based on its analysis that the Company is not the primary beneficiary of the VIEs, and therefore, the Company accounts for its investments in the real estate joint ventures under the equity method of accounting. The Company's conclusion that it is not the primary beneficiary of these entities is primarily based on the determination that the Company does not have the power to direct activities of the entities that most significantly affect their economic performance. In certain joint ventures, while the Company is the managing member of such ventures, the other member has substantive participating rights in relation to (and in some cases, control of) all activities that most significantly impact the applicable joint venture's economic performance. In other joint ventures, the investors share decision-making authority in a manner that prevents any individual investor from exercising control over such entities. In cases where the investors share decision-making authority, the operating agreements require mutual consent from the investors in relation to decisions that most significantly impact the joint venture. Lastly, in certain cases, the Company is not the operating manager and has limited protective rights under the operating agreements. The significant judgments in the Company's determination of the primary beneficiary of VIEs are the determination of which activities most significantly impact the VIEs performance and which party has decision-making authority related to such activities.

As of December 31, 2025 and 2024, the Company's maximum exposure to loss in its unconsolidated real estate joint ventures was \$45.3 million and \$82.0 million, respectively, which includes the Company's investment in these entities, the assets of Altman Living Guaranty, and the assets of Altman Logistics Guaranty as of December 31, 2024. Altman Living Guaranty, and previously Altman Logistics Guaranty as of December 31, 2024, has provided guarantees to the lenders and joint venture partners in these unconsolidated VIEs.

*MBAL Broken Sound Commercial*

In November 2025, Altman and a third party commercial developer formed MBAL Commercial, LLC (the "MBAL Broken Sound Commercial joint venture") for the purposes of acquiring and developing the remaining portion of the land not being developed by the MBAL Broken Sound Residential joint venture into a flex warehouse facility comprised of approximately 71,624 square feet of warehouse space, together with parking and amenities. In connection with the formation of the joint venture, Altman and the third party commercial developer each contributed \$3.6 million to the venture in exchange for a 50% interest in the joint venture, and the third party commercial developer will serve as the managing member of the joint venture. In accordance with the applicable accounting guidance for the consolidation of VIEs, the Company analyzed its investment in the MBAL Broken Sound Commercial joint venture to determine if the joint venture is a VIE, and if so, if the Company is the primary beneficiary of the venture. Based on the Company's analysis of the operating agreement governing the MBAL Broken Sound Commercial joint venture, the Company has determined that the joint venture is a VIE in which the Company has a variable interest in the form of an equity interest. The Company concluded that the MBAL Broken Sound Commercial joint venture is a VIE due to the joint venture not having sufficient equity capital to finance its activities without additional subordinated financial support from its members. The Company also determined that it was not the primary beneficiary of the MBAL Broken Sound Commercial joint venture as the third party commercial developer is the managing member and has the power to direct the activities of the MBAL Broken Sound Commercial joint venture that most significantly affects its economic performance. As a result, the Company will account for the MBAL Broken Sound Commercial joint venture under the equity method of accounting.

*Basis Differences*

As of December 31, 2025, the aggregate difference between the Company's investments in unconsolidated real estate joint ventures and its underlying equity in the net assets of such ventures was \$10.2 million, which includes (i) an \$11.8 million adjustment to recognize the investments in certain unconsolidated joint ventures sponsored by Altman Living at their estimated fair values upon the Company's consolidation of the managing members of certain of the joint ventures in January 2023 and (ii) \$1.7 million of interest capitalized by the Company relating to such joint ventures, partially offset by (i) \$2.6 million of impairment losses previously recognized by the Company related to its investment in certain of the joint ventures and (i) a \$0.7 million reduction in the carrying amount of certain investments relating to the elimination of general contractor and development management fees earned by Altman Living and recognized as revenues by the Company but are capitalized by the underlying development joint ventures.

As of December 31, 2024, the aggregate difference between the Company's investments in unconsolidated real estate joint ventures and its underlying equity in the net assets of such ventures was \$17.4 million, which includes (i) a \$16.8 million adjustment to recognize the investments in the unconsolidated joint ventures at their estimated fair values upon the Company's consolidation of the managing members of certain of the joint ventures in January 2023, and (ii) \$1.8 million of interest capitalized by the Company relating to such joint ventures, partially offset by (i) a \$0.5 million impairment loss previously recognized by the Company related to its investment in one of the joint ventures and (i) a \$0.7 million reduction in the carrying amount of the investments relating to the elimination of general contractor and development management fees that are earned and recognized as revenues by the Company's wholly-owned subsidiaries but are capitalized by the underlying development joint ventures.

Based on the facts and circumstances of the agreements between Altman Living or Altman Logistics, as applicable, and the joint ventures, the Company has determined that the transactions pursuant to which the Company provides its unconsolidated real estate joint ventures general contractor and development management services are consistent with arm's-length transactions, and revenue from construction contracts, real estate development management fee revenue, and the costs of revenue from the construction contracts, as applicable, are eliminated from the Company's statements of operations and comprehensive loss based on the Company's ownership percentage in the underlying joint ventures. During the years ended December 31, 2025 and 2024, the Company eliminated \$4.4 million and \$9.6 million, respectively, of revenue from construction contracts and real estate development management fee revenue and \$4.2 million and \$9.1 million, respectively, of cost of revenue from construction contracts related to such transactions with these unconsolidated real estate joint ventures.

#### *Equity in Net Earnings and Distributions of Certain Unconsolidated Real Estate Joint Ventures*

For the year ended December 31, 2025, the Company's equity in net loss of unconsolidated real estate joint ventures was (\$0.9) million. Equity losses for the year ended December 31, 2025 includes \$2.0 million of equity in losses from various joint ventures related to the operations of developments in the lease-up stage, partially offset by (i) \$0.8 million of equity in earnings from two joint ventures related to the operations of multifamily apartment communities and single-family homes and (ii) \$0.3 million of equity earnings from the Altis Santa Barbara joint venture's sale of its multifamily apartment community.

For the year ended December 31, 2024, the Company's equity in net earnings of unconsolidated real estate joint ventures was \$0.8 million. Equity earnings for the year ended December 31, 2024 includes (i) \$1.7 million of equity earnings from the Main at Las Olas joint venture, which includes Altman's share of net income from the sale of the venture's multifamily residential tower, and (ii) \$0.7 million of equity earnings from the Sky Cove South joint venture, which includes Altman's share of net income from the venture's sale of single-family homes, partially offset by \$1.7 million of equity in losses from various joint ventures related to the operations of multifamily apartment communities in the lease-up phase of the developments.

#### *Impairment Testing*

As described in Note 2, the Company evaluates its equity method investments for impairment when events or changes in circumstances indicate that the fair values of the investments may be below the carrying values. When a decline in the fair value of an investment is determined to be other-than-temporary, an impairment loss is recorded to reduce the carrying amount of the investment to its fair value. The Company's determination of whether an other-than-temporary impairment has occurred requires significant judgment in which the Company evaluates, among other factors, the fair value of an investment, general market conditions, the duration and extent to which the fair value of an investment is less than cost, and the Company's intent and ability to hold an investment until it recovers its value. The Company also considers specific adverse conditions related to the financial health and business outlook of the investee, including industry and market performance and expected future operating and financing cash flows.

During the year ended December 31, 2025, the Company evaluated its investment in the Altis Santa Barbara joint venture for potential impairment based upon a significant observable decline in market conditions in the geographic market in which the joint venture's multifamily apartment community was located, which was not a market in which the Company has historically developed multifamily apartment communities. These adverse market conditions include a decline in rental rates and demand for multifamily apartments and an expected further decline in conditions as a result of additional multifamily apartment communities being completed in the geographic market. Further, while the structure of the Company's development joint ventures typically allow the ventures to hold their multifamily apartment communities during adverse market conditions until such conditions recover, the Altis Santa Barbara joint venture was capitalized with both a construction loan and mezzanine loan, and the Company and its joint venture partner evaluated the cost and likelihood of recapitalizing such debt and owning the community until market conditions recover in relation to selling the community in the near term and concluded that the joint venture should sell the community as soon as reasonably possible. Accordingly, as a result of these factors, the Company concluded that the estimated fair value of the Altis Santa Barbara joint venture had declined below its carrying amount and that such decline was other-than-temporary. As a result, the Company recognized an impairment loss of \$4.1 million related to the carrying amount of its investment in the Santa Barbara joint venture in order to reflect the carrying amount of the joint venture at its estimated fair value. In November 2025, the Altis Santa Barbara joint venture ultimately sold its interest in its multifamily apartment community.

In connection with the Company's interim evaluation of goodwill for impairment as of September 30, 2025 and its annual evaluation of goodwill for impairment as of December 31, 2025, the Company estimated the fair values of Altman Living's real estate joint ventures utilizing level 3 inputs in the fair value hierarchy. Based on the Company's analysis of each joint venture, the Company determined that the fair values of three of Altman Living's investments in unconsolidated joint ventures had declined below their respective carrying amounts as a result of declines in the estimated values of the underlying real estate developments that occurred during the year ended December 31, 2025 and that such declines were other-than-temporary as of the applicable reporting date. As a result, during the year ended December 31, 2025, the Company recognized impairment losses in the aggregate of \$2.1 million related to the Company's investments in these joint ventures in order to reflect the carrying amount of the ventures at their current estimated fair values.

During the year ended December 31, 2024, as a result of economic and market conditions, the Company evaluated various factors, including asset-specific factors, overall economic and market conditions, the excess of the then estimated profits associated with Altman's real estate assets in relation to their carrying amounts, and appraisals of certain investments, and concluded at such time that there had not been a significant decline in the fair value of Altman's real estate assets, including its investments in unconsolidated real estate joint ventures, that should be recognized as an impairment loss as of December 31, 2024.

## 9. Property and Equipment

The Company's property and equipment consisted of the following (in thousands):

	December 31,	
	2025	2024
Building and leasehold improvements	\$ 37,135	39,058
Construction in progress	292	1,484
Office equipment, furniture, fixtures and software	29,670	33,772
Transportation	268	381
	<u>67,365</u>	<u>74,695</u>
Accumulated depreciation	(38,849)	(38,231)
<b>Property and equipment, net</b>	<u>\$ 28,516</u>	<u>36,464</u>

During the years ended December 31, 2025 and 2024, the Company recognized approximately \$9.2 million, and \$9.6 million, respectively, of depreciation expense related to its property and equipment which is reflected in selling, general and administrative expenses and cost of trade sales in the Company's consolidated statements of operations and comprehensive loss.

Renin's long-lived assets located outside the United States, which includes properties and equipment and right of use assets, had a carrying amount of \$7.8 million and \$9.8 million as of December 31, 2025 and 2024, respectively.

As described in Note 2, the Company tests its long-lived assets, including property and equipment, for recoverability whenever events or changes in circumstances indicate that the carrying amount of such assets or asset groups may not be recoverable. In such circumstances, the Company compares the estimated undiscounted cash flows expected to result from the use of such assets or asset groups with their respective carrying amounts, and to the extent that such carrying amounts are in excess of the related undiscounted cash flows, the Company estimates the fair values of the applicable assets or asset groups and recognizes impairment losses based on the excess of the carrying amounts of such assets or asset groups over their estimated fair values. During the years ended December 31, 2025 and 2024, the Company recorded impairment losses related to property and equipment of \$1.0 million and \$1.6 million, respectively, which primarily related to leasehold improvements associated with IT'SUGAR retail locations for which the estimated cash flows from the locations were below the carrying amount of the related asset groups. During the year ended December 31, 2025, the Company concluded that various factors indicated that the carrying amount of certain IT'SUGAR retail locations may not be recoverable and tested the asset groups associated with such locations for recoverability. These factors included (i) the continued effects of uncertain economic conditions, (ii) margin compression as a result of higher freight and product costs, and (iii) lower than anticipated sales in 2025, which improved on a comparable store basis year-over-year but were ultimately lower than anticipated due largely to lower sales during the fourth quarter, which is when IT'SUGAR's sales are historically positively impacted by the seasonal holiday period. Similarly, during the year ended December 31, 2024, the Company concluded that the effects of uncertain economic conditions and an overall decline in consumer sales for IT'SUGAR as compared to the prior year indicated that the carrying amount of various IT'SUGAR retail locations may not be recoverable and tested the asset groups associated with such locations for recoverability. For those asset groups for which the Company's estimated undiscounted cash flows were lower than the carrying amount of the applicable asset group, the Company estimated the fair value of each asset group considering the relevant market participants and the highest and best use for the applicable retail location, including whether the value of the location would be maximized by operating the location in its current use or by permanently closing the location and subleasing it, and recognized impairment losses related to those asset groups for which the estimated fair value of such asset group was below its carrying amount. Impairment losses associated with such asset groups were allocated to long-lived assets within the applicable asset group, including right-of-use assets and leasehold improvements, based on their relative carrying amounts; however, the carrying amounts of individual long-lived assets within the asset groups were not reduced below their individual estimated fair values. The recognition of these impairment losses primarily resulted from effects of uncertain economic conditions and lower than anticipated consumer sales for IT'SUGAR on the estimated cash flows expected from the applicable retail locations of IT'SUGAR.

## 10. Goodwill and Intangible Assets

### Goodwill

The activity in the balance of the Company's goodwill by reportable segment was as follows (in thousands):

	Altman	BBX Sweet Holdings	Renin	Total
Balance, December 31, 2023	\$ 31,233	14,274	4,140	49,647
Impairment losses	—	—	—	—
Balance, December 31, 2024	31,233	14,274	4,140	49,647
Impairment losses	—	(6,666)	(4,140)	(10,806)
Balance, December 31, 2025	\$ 31,233	7,608	—	38,841

During the year ended December 31, 2023, the Company recognized \$31.2 of goodwill, which is included in the Altman reportable segment, as a result of the consolidation of Altman Living upon Altman's acquisition of all of the remaining equity interests in Altman Living in January 2023. Prior to January 2023, Altman had a 50% equity interest in Altman Living, and Altman Living was accounted for under the equity method of accounting. During the year ended December 31, 2021, the Company recognized \$14.3 million of goodwill, which is included in the BBX Sweet Holdings reportable segment, in connection with IT'SUGAR's emergence from bankruptcy. During the year ended December 31, 2020, the Company recognized \$4.1 million of goodwill, which is included in the Renin reportable segment, in connection with Renin's acquisition of Colonial Elegance.

### Impairment Testing

As described in Note 2, the Company tests goodwill for potential impairment on an annual basis as of December 31 or during interim periods if impairment indicators exist. The evaluation of goodwill for impairment includes estimates, judgments, and assumptions that we believe are reasonable under the circumstances. However, actual results may differ from these estimates and assumptions, particularly in light of the significant challenges being faced by the Company and its subsidiaries as a result of market conditions and economic uncertainty and strategic initiatives being considered by the Company as a result of these conditions.

As of September 30, 2025, the Company evaluated various general and company-specific factors and concluded that such factors indicated that it was necessary to perform an interim impairment analysis to quantitatively test whether the fair values of the Company's reporting units with goodwill had declined below their respective carrying amounts. The Company's evaluation considered various general factors impacting its reporting units with goodwill, including, among other things, (i) volatility, turmoil, and increased uncertainty in the economy and markets in which the Company operates, (ii) the deterioration of the economy generally, (iii) decreased discretionary spending by consumers, (iv) inflationary conditions over the past several years that have resulted in elevated costs of doing business, (v) elevated interest rates, (vi) the imposition of tariffs, and (vii) supply chain issues. In addition, the Company's evaluation considered facts and circumstances specific to each of its reporting units with goodwill. In particular, with respect to the IT'SUGAR reporting unit, while IT'SUGAR's comparable store sales from January 2025 through July 2025 had indicated a recovery in consumer demand for IT'SUGAR's products following several years of declining sales, such sales trends reversed during September and the fourth quarter of 2025, generally indicating that there continued to be significant potential volatility in IT'SUGAR's projected revenues and operating results for the foreseeable future. Further, IT'SUGAR has experienced compression in its product margins in 2025, and while the observed improvement in sales volumes from January 2025 through July 2025 was previously expected to mitigate the impact of such margin compression, the subsequent decline in sales trends suggests that the degradation in its product margins may have a more pronounced effect on IT'SUGAR's projected operating results. With respect to the Renin reporting unit, in addition to the challenges presented during the nine months ended September 30, 2025 from the impact of tariffs on its business, the Company considered various factors impacting Renin's current and projected operating results, including (i) a continuation of lower levels of discretionary spending by consumers in general and continued softness in the millwork category specifically, (ii) gross margin compression as a result of tariffs and other supply chain factors, (iii) lower than previously anticipated gross margins on its updated product assortment with various customers in its retail channel, as Renin's previously expected improvements in revenues and gross margin percentages based on its initiatives to update and improve its product assortment have not been achieved, and (iv) increased competition in its retail channel coupled with pricing pressures. Based on these factors, during the third quarter of 2025, Renin lowered its long-term expectations for sales growth and product margins in its retail and commercial channels. Further, Renin anticipates a decline in sales and gross margin in its direct installation channel as a result of an anticipated slowdown in market conditions in the greater Toronto area. Lastly, with respect to Altman Living, while Altman Living commenced headcount reductions in April 2025 in an effort to reduce its operating costs and commenced a review of alternative structures for many of its pipeline projects (including the potential transfer of its rights to various pipeline projects to other developers and retention of a passive interest in such developments), Altman Living previously assumed that it would move forward as the primary developer on one of the projects in its development pipeline and maintain its existing business operations. However, during the third quarter of 2025, Altman Living determined that it was no longer feasible to move forward as the primary developer on the project, and as a result, as of September 30, 2025, Altman Living no longer had any developments in its pipeline in which it was expected to serve as the primary developer in a manner consistent with its business model as a merchant developer. As a result, as of September 30, 2025, the Company determined that there was significant uncertainty regarding the valuation of Altman Living's operations in light of its headcount reductions, reduced operations, and its lack of any substantive development pipeline. In particular, in light of Altman Living's lack of any development pipeline as of September 30, 2025 and its substantially reduced operations, which are expected to be further reduced as its existing development projects are completed, the Company determined that a market participant would no longer ascribe value to Altman's ability to generate future development projects in future periods in its current state.

As a result of the factors described above, the Company tested its goodwill for impairment by estimating the fair values of the IT'SUGAR, Renin, and Altman Living reporting units as of September 30, 2025. Based on the estimated fair values of these reporting units as of September 30, 2025, the Company recorded an aggregate goodwill impairment loss of \$10.8 million, comprised of \$6.7 million related to IT'SUGAR and \$4.1 million related to Renin.

Although the Company quantitatively tested the goodwill associated with its reporting units for impairment on an interim basis as September 30, 2025, the Company nevertheless concluded that it was necessary to quantitatively test the remaining goodwill associated with its reporting units as part of its annual impairment testing as of December 31, 2025. As a result, the Company evaluated the remaining goodwill balances of \$31.2 million and \$7.6 million associated with Altman Living and IT'SUGAR, respectively, by estimating the fair value of the Altman Living and IT'SUGAR reporting units as of December 31, 2025. Based on the estimated fair values of these reporting units as of December 31, 2025, the Company did not record any further goodwill impairment losses as of December 31, 2025.

As part of the Company's estimates of the fair value of its reporting units as of September 30, 2025 and December 31, 2025, the Company applied valuation approaches, including the income, market, and asset approaches, deemed appropriate and relevant based on the facts and circumstances applicable to its reporting units and which primarily utilized level 3 inputs in the fair value hierarchy. If more than one approach was deemed appropriate and relevant for a particular reporting unit, the estimated fair values obtained from the approaches applied to the reporting unit were compared, reviewed for reasonableness, and reconciled to determine a best estimate of fair value. With respect to IT'SUGAR, the Company primarily applied an income approach utilizing a discounted cash flow methodology to estimate the fair value of the IT'SUGAR reporting unit. With respect to the Altman Living reporting unit, which is comprised of Altman Living's operating company and its investments in development joint ventures, the Company applied several approaches to the components of Altman Living to determine an aggregate estimated fair value of the reporting unit. With respect to Altman Living's operating company, the Company applied an asset approach by estimating the adjusted net asset value of the operating company. With respect to Altis Grand Kendall, Altman Living's consolidated real estate joint venture, the Company applied an income approach utilizing an income capitalization methodology to calculate the expected sales value of Altis Grand Kendall based on the expected stabilized net operating income of the community and an estimated market capitalization rate and then deducted, among other things, any remaining downtime and lease-up costs and the outstanding indebtedness on the community. For each of Altman Living's investments in unconsolidated real estate joint ventures, the Company utilized an income capitalization approach to calculate the expected sales value of the multifamily apartment community based on the expected stabilized net operating income of the community and an estimated market capitalization rate and then deducted, among other things, (i) any remaining development and construction costs, as applicable, (ii) downtime and lease-up costs expected to be incurred between the valuation date and the expected sale date of the community, and (iii) any outstanding indebtedness on the community, as applicable. To determine the value of the investment owned by the managing member that is consolidated in the Altman Living reporting unit, the Company then allocated the resulting value from the income approach to the members of the applicable real estate joint venture through the application of an option pricing model to each tier of the profit-sharing arrangement contemplated in the operating agreement of such joint venture. With respect to Renin, the Company applied an income approach utilizing a discounted cash flow methodology and a market approach utilizing a guideline public company and transaction methodology and reconciled the resulting values under each approach to determine a best estimate of the fair value of the Renin reporting unit.

The Company's assessment of these reporting units for impairment required the Company to make estimates based on facts and circumstances as of each applicable reporting date and assumptions about current and future economic and market conditions that we believe are reasonable under the circumstances. However, actual results may differ from these estimates and assumptions. With respect to the IT'SUGAR reporting unit, these assumptions included, among other things, that IT'SUGAR will be able to implement its long-term strategy to reinvest in and grow its business in order to leverage and scale its infrastructure and replace the loss of sales and earnings from stores for which the lease agreements are anticipated to expire. With respect to the Altman Living reporting unit, these estimates and assumptions primarily included, among other things, the profits expected to be generated from current development projects, which considered the forecasted net operating income for the communities and the expected capitalization rates upon the sale of the communities, as well as the estimated volatility and option terms applied in the option pricing models. With respect to the Renin reporting unit, these assumptions included, among other things, a recovery in sales from current sales volumes over time and the attribution of value to Renin's current working capital levels as compared to expected normalized working capital levels.

However, there is significant uncertainty in the current economic environment, particularly as it relates to consumer demand, and how it may evolve and the potential for a recessionary economic environment. As a result, the estimates and assumptions in the Company's estimated value of its reporting units may change over time, which may result in the recognition of additional impairment losses related to the Company's reporting units in a future period that would be material to the Company's financial statements. Changes in assumptions that could materially impact the Company's estimates that could result in the recognition of impairment losses in future periods include, but are not limited to, (i) a decline in market valuations resulting in an increase to the discount rate applied in the income approach and/or a decrease in the multiple of earnings applied in the market approach, and (ii) a material longer term or permanent decline in demand for the products and/or the product margins of the Company's reporting units. Further, the potential implementation of strategic alternatives related to one or more of the Company's reporting units in light of the Company's overall strategy and response to current market conditions could have a further adverse effect on the estimated value of these reporting units and result in the recognition of impairment losses in future periods. In addition, with respect to the Altman Living reporting unit, which is comprised of Altman Living's operating company and investments in development joint ventures, the estimated fair value of the reporting unit as of December 31, 2025 was primarily comprised of the estimated value of Altman Living's existing development projects, including value attributable to noncontrolling interests in consolidated joint ventures, and reflects the estimated significant decline in the fair value of Altman Living's operating company in light of Altman Living's lack of any development pipeline, its substantially reduced operations, and the Company's strategic decision to pause or limit investments in new real estate opportunities. As a result of market conditions, the Company's strategic initiatives, and their related impact on the estimated value of Altman Living's operating company, the Company expects that, as Altman Living's existing development projects are sold and are no longer included in the Altman Living reporting unit, the estimated fair value of the Altman Living reporting unit will decline below its carrying amount and result in the recognition of impairment losses related to Altman Living's goodwill.

### *Intangible Assets*

The Company's intangible assets consisted of the following (in thousands):

	<b>December 31,</b>	
	<b>2025</b>	<b>2024</b>
Trademarks	\$ 14,792	16,762
Customer relationships	18,752	18,752
Other	203	203
	33,747	35,717
Accumulated amortization	(12,922)	(11,460)
<b>Total intangible assets</b>	<b>\$ 20,825</b>	<b>24,257</b>

Trademarks and customer relationships are amortized using the straight-line method over their expected useful lives, which range from 12 to 20 years. The weighted average amortization period for trademarks and customer relationships was 9.4 years and 7.8 years, respectively, with an overall weighted average amortization period of 8.5 years as of December 31, 2025.

### *Amortization Expense*

During each of the years ended December 31, 2025 and 2024, the Company recognized approximately \$2.6 million, of amortization expense related to its intangible assets which is reflected in selling, general and administrative expenses in the Company's consolidated statements of operations and comprehensive loss.

The table below sets forth the estimated aggregate amortization expense of intangible assets during each of the five years subsequent to December 31, 2025 and thereafter (in thousands):

Years Ending December 31,	Total	
2026	\$	2,430
2027		2,430
2028		2,430
2029		2,430
2030		2,430
Thereafter		8,675
	\$	<u>20,825</u>

#### *Impairment Testing*

As described in Note 2, the Company tests its long-lived assets, including amortizable intangible assets and asset groups that include amortizable intangible assets, for recoverability whenever events or changes in circumstances indicate that the carrying amount of such assets or assets groups may not be recoverable. The Company tested asset groups associated with certain of its businesses that included amortizable intangible assets for recoverability during the years ended December 31, 2025, and 2024, and determined that the estimated undiscounted future cash flows exceeded the carrying amounts of the asset groups. Accordingly, the Company did not recognize any impairment losses associated with its intangible assets during the years ended December 31, 2025 and 2024.

#### **11. Leases**

BBX Capital and its subsidiaries are lessees under various operating leases for retail stores, manufacturing facilities, office space, equipment, and vehicles. Many of the Company's lease agreements include one or more options to renew, with renewal terms that can extend the lease term from one to seven years, the exercise of which is generally at the Company's discretion. Certain of the Company's lease agreements include rental payments based on a percentage of sales generated at the leased location, including in some cases based on a specified percentage of all sales at the leased location and in other cases based on a specified percentage of sales over contractually specified sales levels. Further, other lease agreements include rental payments adjusted periodically for inflation. The Company's lease agreements do not contain material residual value guarantees or material restrictive covenants.

The Company recognizes right-of-use assets and lease liabilities associated with lease agreements with an initial term of 12 months or greater, while lease agreements with an initial term of 12 months or less are not recorded in the Company's consolidated statements of financial condition. The Company generally does not include lease payments associated with renewal options that are exercisable at its discretion in the measurement of its right-of-use assets and lease liabilities as it is not reasonably certain that such options will be exercised. The table below sets forth information regarding the Company's lease agreements which had an initial term of greater than 12 months (dollars in thousands):

	As of December 31, 2025	As of December 31, 2024
Operating lease assets	\$ 88,188	105,310
Operating lease liabilities	\$ 112,902	128,872
Weighted average remaining lease term (years)	6.5	6.8
Weighted average discount rate (1)	5.9%	5.7%

- (1) As most of the Company's lease agreements do not provide an implicit rate, the Company estimates incremental secured borrowing rates corresponding to the maturities of its lease agreements to determine the present value of future lease payments. To estimate incremental borrowing rates applicable to BBX Capital and its subsidiaries, the Company considers various factors, including the rates applicable to its recently issued debt and credit facilities and prevailing financial market conditions.

The Company generally recognizes lease costs associated with its operating leases on a straight-line basis over the lease term, while variable lease payments that do not depend on an index or rate are recognized as variable lease costs in the period in which the obligation for those payments is incurred. The table below sets forth information regarding the Company's lease costs which are included in cost of trade sales and selling, general, and administrative expenses in the Company's consolidated statements of operations and comprehensive loss (in thousands):

	For the Years Ended	
	December 31, 2025	December 31, 2024
Fixed lease costs	\$ 28,923	29,642
Short-term lease costs	406	322
Variable lease costs	6,297	6,963
Total operating lease costs	<u>\$ 35,626</u>	<u>36,927</u>

Included in the Company's consolidated statements of cash flows under operating activities for the years ended December 31, 2025 and 2024 was \$28.5 million and \$28.6 million, respectively, of cash paid for amounts included in the measurement of lease liabilities. During the years ended December 31, 2025 and 2024, the Company obtained \$9.1 million and \$19.7 million of right-of-use assets in exchange for operating lease liabilities.

The table below sets forth information regarding the maturity of the Company's operating lease liabilities as of December 31, 2025 (in thousands):

Period Ending December 31,	
2026	\$ 24,798
2027	22,667
2028	20,568
2029	17,613
2030	13,489
After 2030	37,949
Total lease payments	<u>137,084</u>
Less: interest	24,182
Present value of lease liabilities	<u>\$ 112,902</u>

#### *Impairment Testing*

As described in Note 2, the Company tests its long-lived assets, including right-of-use assets and asset groups that include right-of-use assets, for recoverability whenever events or changes in circumstances indicate that the carrying amount of such assets or asset groups may not be recoverable. In such circumstances, the Company compares the estimated undiscounted cash flows expected to result from the use of such asset groups with their respective carrying amounts, and to the extent that such carrying amounts are in excess of the related undiscounted cash flows, the Company estimates the fair values of the applicable asset groups and recognizes impairment losses based on the excess of the carrying amounts of such asset groups over their estimated fair values. When estimating the fair value of asset groups related to a retail location, the Company's estimated fair value considers the relevant market participants and the highest and best use for the location, including whether the value of the location would be maximized by operating the location in its current use or by permanently closing the location and subleasing it. Further, in certain circumstances, the Company estimates the fair value of individual assets within its asset groups, including right-of-use assets associated with its retail locations, to determine the extent to which an impairment loss should be allocated to such assets.

During the years ended December 31, 2025 and 2024, the Company recorded impairment losses related to right-of-use assets of \$1.7 million and \$2.4 million, respectively. These impairment losses primarily related to right-of-use assets associated with IT'SUGAR retail locations for which the estimated cash flows from the locations were below the carrying amounts of the related asset groups. As further described in Notes 9 and 10, the Company concluded that the effects of uncertain economic conditions, decreased discretionary spending by consumers, inflationary conditions over the past several years that have resulted in elevated costs of doing business, the imposition of tariffs, and other factors described above, indicated that the carrying amount of various IT'SUGAR retail locations may not be recoverable and tested the asset groups for impairment. For those asset groups for which the Company's estimated undiscounted cash flows were lower than the carrying amount of the applicable asset group, the Company estimated the fair value of each asset group and recognized impairment losses related to those asset groups for which the estimated fair value of such asset group was below its carrying amount. The estimated fair values of these asset groups utilized level 3 inputs in the fair value hierarchy, including estimated sales and expenses to operate retail locations in their current use, estimated market rents in situations in which the value of an asset group would be maximized by subleasing the location, and discount rates used to calculate the present value of future cash flows. Impairment losses associated with such asset groups were allocated to long-lived assets within the applicable asset group, including right-of-use assets and leasehold improvements, based on their relative carrying amounts. In many cases, the impairment losses were not allocated to right-of-use assets within the asset groups as the allocation of such impairment losses to the right-of-use assets would have reduced the carrying amounts of the right-of-use assets below their individual estimated fair values. However, in the case of certain asset groups, the impairment losses were allocated to the right-of-use assets, which resulted in impairment losses of \$0.2 million and \$2.4 million for the years ended December 31, 2025 and 2024, respectively. During the year ended December 31, 2025, IT'SUGAR also made a strategic decision to close an underperforming retail location for which the IT'SUGAR does not have the ability to sublease the location. As a result, the Company concluded that the right-of-use asset associated with the location was abandoned and recognized a \$1.5 million impairment loss to reduce the carrying amount of the right-of-use asset to zero.

## 12. Other Assets

The Company's other assets consisted of the following (in thousands):

	December 31, 2025	December 31, 2024
Prepaid assets	\$ 6,540	7,553
Equity investments - cost method	1,779	1,790
Note receivable	1,880	-
Loans receivable	1,592	2,091
Interest rate cap	25	484
Certificate of deposit	172	5,143
Receivables from related parties	812	1,238
Construction fund receivable	1,537	164
Income tax receivable	4,841	-
Other	3,941	5,390
<b>Total other assets</b>	<b>\$ 23,119</b>	<b>23,853</b>

### *Equity Investments – Cost Method*

The Company has equity investments in limited partnerships that are accounted for under the cost method of accounting. The fair values of these equity investments are not reasonably determinable, and there are not observable price changes in orderly transactions for identical or similar equity investments. As a result, the Company recognizes and measures these investments at cost, less impairments, if any. The Company evaluates its cost method investments to determine whether identified events or changes in circumstances indicate that the fair value of an investment is less than its carrying amount and that the investment is impaired.

### *Note Receivable*

Note receivable consists of a \$1.9 million promissory note payable to the Company from the buyer of Las Olas Confections and Snacks. The promissory note accrues interest at a rate of 6.00% per annum and requires interest to be paid monthly. The note is scheduled to mature in November 2027 and requires the buyer to make principal payments of \$0.8 million, \$0.5 million and \$0.6 million in November 2026, May 2027, and November 2027, respectively. The promissory note is secured by the assets of Las Olas Confections and Snacks.

### *Loans Receivable*

The Company is an investor in portfolios of residential loans collateralized by mortgages serviced by financial institutions. The following table presents the carrying value of the Company's loans receivable by loan type (in thousands):

	December 31, 2025	December 31, 2024
First mortgage residential loans	\$ 1,592	1,922
Second mortgage residential loans	-	169
<b>Total residential loans</b>	<b>\$ 1,592</b>	<b>2,091</b>

As of December 31, 2025 and 2024, \$1.1 million and \$1.5 million, respectively, of the loans receivable were greater than 90 days past due, and as of December 31, 2025, \$1.1 million of the loans receivable were in the process of foreclosure. The Company recognizes interest income on loans receivable on a cash basis as the residential loans are collateral dependent.

Pursuant to the servicing agreements for these loans, the financial institutions are required to advance principal and interest on delinquent loans to the Company up to the collateral value of the delinquent loans as determined by the financial institutions. Included in other liabilities as of December 31, 2025 and 2024 was \$2.2 million, of principal and interest advances on delinquent loans from financial institutions.

#### Interest Rate Cap

The Altis Grand Kendall real estate joint venture entered into an interest rate cap contract as an economic hedge for which hedge accounting was not elected and the changes in the fair value of the interest rate cap are recognized in other income in the Company statement of operations and comprehensive loss for the year ended December 31, 2025 and 2024.

#### Income Tax Receivable

During the year ended December 31, 2025, the Company recognized a federal income tax receivable of \$4.8 million primarily due to the Company's sale of the stock of Anastasia Confections Inc., a subsidiary of Las Olas Confections and Snacks. The Company recognized a tax benefit from the sale of the stock as the sale generated a capital loss and such capital loss can be carried back, up the three years, to a year that the Company had capital gains and result in a tax refund to the Company. See Note 14 for further discussion.

### 13. Notes Payable and Other Borrowings

The table below sets forth information regarding the Company's notes payable and other borrowings (dollars in thousands):

	December 31, 2025			December 31, 2024		
	Debt Balance	Interest Rate	Carrying Amount of Pledged Assets	Debt Balance	Interest Rate	Carrying Amount of Pledged Assets
Community Development District Obligations	\$ 2,513	4.25-5.70%	4,923	\$ —	—	—
TD Bank Credit Facility	9,683	6.44%	35,849	12,743	6.96%	36,546
Regions Bank Revolving Line of Credit (1)	—	—	—	4,996	6.00%	7,761
First Horizon Bank Revolving Line of Credit (3)	—	—	—	4,400	8.00%	(2)
Comerica Letters of Credit (4)(5)	800	N/A	—	800	N/A	—
TD Bank Construction Loan (4)	74,577	6.12%	102,434	65,469	6.82%	101,907
Other	—	—	—	434	7.59%	—
Unamortized debt issuance costs	(200)			(20)		
<b>Total notes payable and other borrowings</b>	<b>\$ 87,373</b>			<b>\$ 88,822</b>		

- (1) As of December 31, 2024, the pledged assets collateral were cash and cash equivalents held by Altman that were included in restricted cash in the Company's consolidated statements of financial condition.
- (2) As of December 31, 2024, the pledged collateral was a blanket lien on BBX Sweet Holdings' assets.
- (3) As of December 31, 2024, BBX was the guarantor on the line of credit.
- (4) Altman Living Guaranty is the guarantor on the facility.
- (5) The Company pays an annual two percent fee in advance based on the amount of each letter of credit

#### Coquina Shores Community Development District Series 2025 Bond

A community development district or similar development authority ("CDD") is a unit of local government created under various state and/or local statutes to encourage planned community development and allow for the construction of infrastructure improvements through alternative financing sources, including tax-exempt bond markets. A CDD is generally created through the approval of the local city or county in which the CDD is located and is controlled by a board of supervisors representing the landowners within the CDD. In connection with Altman's development of community infrastructure at the Coquina Shores Community (formerly referred to as JX Properties), The Coquina Shores Community Development District CDD (the "Coquina Shores CDD") was formed by Palm Coast, Florida to use bond financing to fund the construction of infrastructure improvements at the Coquina Shores Community. In September 2025, the Coquina Shores CDD issued bonds in the amount of \$3.9 million.

The obligation to pay principal and interest on the bonds issued by the Coquina Shores CDD is assigned to each parcel within the CDD. Further, the Coquina Shores CDD has a lien on each parcel, and the CDD bonds are secured by such liens. If the owner of the parcel does not pay this obligation, the Coquina Shores CDD can foreclose on the lien. The CDD bond obligations, including interest and the associated lien on the property, are typically payable, secured, and satisfied by revenues, fees, or assessments levied on the property benefited. The assessments to be levied by the CDD are fixed or determinable amounts.

The Coquina Shores CDD bond obligations outstanding as of December 31, 2025 have fixed interest rates ranging from 4.25% to 5.70% and mature at various times during the years 2032 through 2055.

Upon the issuance of CDD bond obligations by the Coquina Shores CDD, the Company records an obligation for the CDD bond obligations with a corresponding increase in construction funds receivable included in other assets, and the Company relieves the CDD bond obligation associated with a particular parcel when a purchaser of the property assumes the obligation, which occurs automatically upon such purchaser's acquisition of the property, or upon the repayment of the obligation by the Company. Construction funds receivable associated with the CDD bond obligations are reduced with a corresponding increase in real estate inventory when the CDD disburses the funds to contractors for the construction of infrastructure improvements. Included in other assets in the Company's consolidated statements of financial condition as of December 31, 2025 was \$1.5 million of construction funds receivable from the issuance of CDD bond obligations that the Company does not have the right of setoff on its CDD bond obligations.

Since May 2017, Renin has maintained a credit facility with TD Bank (the "TD Bank Credit Facility"). In March 2024, the TD Bank Credit Facility was amended and restated in its entirety to provide Renin with (i) an asset-backed revolving line of credit with maximum availability of up to \$30.0 million, subject to available collateral in the form of eligible accounts receivable, inventory, and equipment, and (ii) a term loan with an initial principal balance of \$3.4 million, and the proceeds from the amended and restated facility, along with certain capital contributions from BBX Capital, as described below, were utilized to repay the previously existing facility. Under the terms of the credit facility, the outstanding balance of the asset-backed revolving line of credit was scheduled to mature on March 13, 2026, while the outstanding balance of the term loan was required to be repaid in equal quarterly installments of \$0.8 million on May 31, 2024, August 30, 2024, November 30, 2024, and February 28, 2025. The amended and restated credit facility was subject to customary covenants for asset-backed revolving lines of credit, including the following financial covenants: (i) a fixed charge coverage ratio commencing in January 2025, (ii) restrictions on capital expenditures, (iii) a requirement for Renin to maintain \$3.0 million in excess availability between the outstanding balance under the revolving line of credit and the calculated availability under the facility based on the advance rates applicable to eligible collateral under the facility, and (iv) ongoing reporting and appraisals related to eligible collateral. In addition, Renin was required to meet certain minimum levels of specified operating results through December 2024. Under the terms of the amended and restated facility, interest rates on amounts outstanding under the revolving line of credit are (i) the Canadian Prime Rate plus a spread of 1.00% to 1.50% per annum, (ii) the United States Base Rate plus a spread of 0.50% to 1.00% per annum, (iii) the Canadian Overnight Repo Rate plus a spread of 2.00% to 2.50%, or (iv) the Term SOFR plus a spread of 2.00% to 2.50% per annum, with the spread applicable for each rate being dependent on the amount of excess availability under the revolving line of credit, while the interest rates on amounts outstanding under the term loan were .50% higher than the rates applicable to the revolving line of credit. Under the terms of the facility, the Term SOFR for loans with one to six-months terms are also subject to an additional credit spread adjustment of 10 to 25 basis points per annum.

In connection with the closing of the amended and restated credit facility, BBX Capital contributed \$3.3 million of capital to Renin, and Renin used the funds to pay down a portion of the term loan under the prior facility and for working capital purposes. In addition, Altman agreed to maintain a restricted deposit account with TD Bank in the amount of the outstanding balance of the term loan portion of the amended and restated facility. Pursuant to the amended and restated facility, during the period between closing and December 31, 2024, if Renin was not in compliance with the financial covenant requiring Renin to meet certain minimum levels of specific operating results, BBX Capital could elect to make a one-time capital contribution to Renin to cure the noncompliance based on a prescribed formula in the amended and restated credit facility, and in September 2024, based on Renin's operating results for the month of August 2024, BBX Capital made a \$0.5 million capital contribution to Renin to cure potential noncompliance with the operating results financial covenant under the facility. In addition, if the excess availability under the revolving line of credit decreased below \$3.0 million, Renin would be required to obtain a capital contribution from BBX Capital in the amount of the deficit. However, while BBX Capital's failure to provide such capital contributions may result in events of default under the amended and restated credit facility, BBX Capital was not under any obligation to TD Bank or Renin to make such contributions to Renin. Further, under the terms of the amended and restated facility, BBX Capital was no longer required to pledge its ownership interests in Renin to TD Bank.

In February 2025, the TD Bank Credit Facility was amended to remove the requirement to meet certain minimum levels of specified operating results as of December 2024, adjust the commencement date of the fixed charge coverage ratio from January 2025 to December 2024, and modify the calculation of the fixed charge coverage ratio. The amendment also required Renin to repay the remaining outstanding balance of the term loan of \$0.8 million upon the execution of the amendment, and in connection with the execution of the amendment, BBX Capital contributed \$0.8 million to Renin to fund the repayment. Further, as a result of the repayment of the term loan, Altman was no longer required to maintain a restricted deposit account with TD Bank.

As of December 31, 2025, Renin had excess availability of approximately \$7.8 million under the revolving line of credit based on its eligible collateral and availability under the credit facility of \$4.8 million due to the minimum excess availability requirement of \$3.0 million, and Renin was in compliance with all financial covenants under the credit facility.

On February 17, 2026, the TD Bank Credit Facility was further amended to, among other things, (i) extend the maturity date to March 13, 2029, (ii) reduce the maximum availability under the revolving line of credit from \$30.0 million to \$20.0 million, and (iii) remove the previous covenant which required Renin to maintain \$3.0 million in excess availability under the facility. Under the terms of the amended TD Bank Credit Facility, Renin may request that the maximum availability under the revolving line of credit be increased from \$20.0 million to \$30.0 million, subject to the satisfaction of certain conditions at such time, including the approval of TD Bank. The interest rates on the amounts outstanding under the amended facility remain unchanged, and the amended facility also remains subject to customary covenants for asset-backed revolving lines of credit. Pursuant to the amended TD Bank Credit Facility, if Renin is not in compliance with the fixed charge coverage ratio thereunder, BBX Capital can, but is not obligated to, provide equity contributions to Renin not to exceed \$1.5 million in the aggregate over the life of the amended facility to cure the noncompliance. Further, BBX Capital does not provide any guarantee or collateral under the amended TD Bank Credit Facility.

BBX Capital's management will continue to evaluate the operating results, financial condition, commitments and prospects of Renin and may determine that it will not provide additional funding or capital to Renin.

*Regions Bank Revolving Line of Credit - IT'SUGAR Credit Facility*

In January 2023, IT'SUGAR entered into a credit agreement (the "IT'SUGAR Credit Facility") with Regions Bank which provides for a revolving line of credit of up to \$5.0 million that matured in June 2024.

In July 2024, the IT'SUGAR Credit Facility was amended, effective June 20, 2024, to increase the revolving line of credit from \$5.0 million to \$7.0 million and to extend the maturity date to June 2025. Amounts outstanding under the IT'SUGAR Credit Facility bore interest at the higher of a rate equal to the Regions Bank Prime Rate minus 1.50% per annum or 0% per annum, and the facility required monthly payments of interest only, with any outstanding principal and accrued interest due at the maturity date. The amended facility also provided for the issuance of letters of credit up to the lesser of (a) \$2.0 million and (b) the amount of the total revolving commitment then in effect. While a letter of credit could have an expiration date later than one year from the date of issuance of such letter of credit, a letter of credit may have an expiration date after the maturity date in June 2025 subject to certain conditions. Letter of credit fees were computed and payable on a quarterly basis in arrears and were equal to two percent of the daily maximum amount available to be drawn under such letter of credit. Under the terms of the amended facility, Altman pledged that it would maintain a minimum balance of \$7.0 million of cash and cash equivalents in an investment account with Regions Bank to secure the repayment of the IT'SUGAR Credit Facility.

In January and February 2025, Regions Bank issued \$0.5 million of letters of credit to landlords in connection with the opening of IT'SUGAR store locations. In June 2025, the IT'SUGAR Credit Facility matured, and the Company provided a loan to IT'SUGAR to repay the outstanding balance of the facility. However, under the terms of the facility, Regions Bank had previously issued \$0.5 million of letters of credit to landlords in connection with the opening of IT'SUGAR store locations, and the Company has provided collateral to Regions Bank related to these letters of credit. These letters of credit to landlords will remain outstanding until their full expiration in September 2026, at which time the collateral related to the letters of credit will be fully released.

*First Horizon Bank Revolving Line of Credit - LOCS Credit Facility*

In July 2021, BBX Sweet Holdings and certain of its subsidiaries, including Las Olas Confections and Snacks, entered into a credit agreement (the "LOCS Credit Facility") with First Horizon Bank which provided for a revolving line of credit of up to \$2.5 million that was scheduled to mature in July 2023. In March 2023, the LOCS Credit Facility was amended to increase the availability under the revolving line of credit from \$2.5 million to \$5.0 million and to extend the maturity from July 2023 to March 2025. Amounts outstanding under the amended facility continued to bear interest at the higher of the Wall Street Journal Prime Rate plus 50 basis points or 3.0% per annum, and the amended facility required monthly payments of interest only, with any outstanding principal and accrued interest due at the maturity date in March 2025. The LOCS Credit Facility was collateralized by a blanket lien on all of the assets of the borrowers under the facility and was guaranteed by BBX Capital. The facility also contained certain financial covenants, including a minimum liquidity requirement for BBX Capital as guarantor under the facility and a requirement that the borrowers must maintain a zero balance on the facility for thirty consecutive days during each calendar year during the term of the facility.

In March 2025, the LOCS Credit Facility matured, and the Company contributed capital to BBX Sweet Holdings to repay the outstanding balance of the facility.

*Comerica Letter of Credit Facility - Altman LOC Facility*

Altman Living has a credit facility with Comerica Bank (the "Altman Living LOC Facility") pursuant to which Comerica has committed to provide letters of credit on behalf of Altman Living up to an aggregate amount of \$4.0 million to fund required deposits under contracts to acquire land for future development joint ventures. The Altman Living LOC Facility requires Altman Living to pay Comerica Bank an annual fee, in advance, equal to 2% per annum of the amount of each letter of credit outstanding under the facility. The facility was scheduled to expire in April 2024; however, in March 2024, the Altman Living LOC Facility was amended to extend the expiration date to April 2026. The letters of credit under the facility expire no later than one year after issuance. Further, letters of credit may be issued or re-issued prior to the expiration date in April 2026 for periods up to one year; however, any letters of credit under the facility cannot expire later than one year after the expiration under the facility in April 2026. The Altman Living LOC Facility is guaranteed by Altman Living Guaranty and contains various financial and reporting covenants, including a minimum liquidity requirement for Altman Living Guaranty as guarantor under the facility. As of December 31, 2025, the Altman Companies had one letter of credit outstanding with an aggregate balance of \$0.8 million. As of December 31, 2025, the Company was in compliance with the financial covenants under the facility.

*TD Bank Construction Loan - Altis Grand Kendall Construction Loan Facility*

In November 2022, the Altis Grand Kendall joint venture entered into a construction loan agreement (the "Altis Grand Kendall Construction Loan Facility") with TD Bank which provides funding for development and construction costs associated with Altis Grand Kendall up to a maximum principal amount of \$75.0 million. The loan requires monthly interest payments and has an initial maturity date of all outstanding principal and interest in November 2026 but may be extended for two consecutive twelve months periods by the Altis Grand Kendall joint venture provided certain conditions are met. The loan bears interest at the one-month Secured Overnight Financing Rate plus 225 basis points and is secured by the multifamily apartment community under development by the Altis Grand Kendall joint venture. The loan is subject to customary loan covenants, including a specified debt service coverage ratio, and Altman Living Guaranty has provided guarantees under the terms of the loan agreements. As of December 31, 2025, the loan had an outstanding balance of \$74.6 million, and the Altis Grand Kendall joint venture was in compliance with the loan covenants under the facility.

As described in Note 8, the Company consolidates the Altis Grand Kendall joint venture and includes the Altis Grand Kendall Construction Loan Facility in notes payable and other borrowings in its consolidated statements of financial condition.

***Scheduled Minimum Principal Payments on Notes Payable and Other Borrowings***

The table below sets forth the contractual minimum principal payments of the Company's notes payable and other borrowings during each of the five years subsequent to December 31, 2025 and thereafter (in thousands):

	<b>Notes Payable and Other Borrowings</b>
2026	\$ 85,069
2027	39
2028	39
2029	39
2030	46
Thereafter	2,341
<b>Total</b>	<b>\$ 87,573</b>

The minimum contractual payments set forth in the table above may differ from actual payments due to the timing of principal payments required upon the sale of real estate assets or other assets that serve as collateral on certain debt. Further, the table above does not reflect the amendments to the TD Bank Credit Facility that were executed in February 2026, including the extension of the maturity date of the facility from March 2026 to March 2029.

#### 14. Income Taxes

The Company's United States and foreign components of loss before income taxes are as follows (in thousands):

	For the Years Ended December 31,	
	2025	2024
U.S.	\$ (52,433)	\$ (56,881)
Foreign	(4,715)	(176)
<b>Total</b>	<b>\$ (57,148)</b>	<b>\$ (57,057)</b>

The Company's (benefit) provision for income taxes consisted of the following (in thousands):

	For the Years Ended December 31,	
	2025	2024
<b>Current:</b>		
Federal	\$ (3,979)	\$ 303
State	—	—
	(3,979)	303
<b>Deferred:</b>		
Federal	(1)	6,142
State	(351)	1,239
	(352)	7,381
<b>(Benefit) provision for income taxes</b>	<b>\$ (4,331)</b>	<b>\$ 7,684</b>

The table below sets forth a reconciliation of the difference between the provision (benefit) for income taxes and the amount that results from applying the federal statutory tax rate of 21% to income (loss) before income taxes (dollars in thousands):

	For the Years Ended December 31,			
	2025		2024	
Income tax (benefit) at expected federal income tax rate (1)	\$ (12,001)	21.00%	\$ (11,982)	21.00%
(Benefit) provision for state taxes, net of federal effect (2)	(351)	0.61%	1,239	-2.17%
<b>Foreign tax effects</b>				
Canada				
Increase in valuation allowance	1,583	-2.77%	585	-1.03%
Other	(546)	0.96%	(461)	0.81%
<b>Tax credits</b>				
Employment credits	(66)	0.12%	(414)	0.73%
<b>Changes in valuation allowance</b>	8,478	-14.84%	17,349	-30.41%
<b>Nontaxable and nondeductible items</b>				
Executive and share-based compensation	1,375	-2.41%	2,050	-3.59%
Other share-based compensation	1,264	-2.21%	210	-0.37%
Capital loss - sale of Las Olas Confections and Snacks	(5,379)	9.41%	—	0.00%
Other	581	-1.02%	424	-0.74%
<b>Other reconciling items</b>				
Loss from partnerships	(534)	0.93%	(1,167)	2.05%
Change in domestic NOLs	881	-1.54%	(489)	0.86%
Other	384	-0.67%	340	-0.60%
<b>(Benefit) provision for income taxes</b>	<b>\$ (4,331)</b>	<b>7.57%</b>	<b>7,684</b>	<b>-13.47%</b>

(1) Expected tax is computed based upon loss before income taxes.

State income taxes in New York and New Jersey made up the majority (greater than 50%) of the effect in the benefit for state taxes, net of federal effect, during the year ended

(2) December 31, 2025, and state income taxes in Florida made up the majority of the effect in the provision for state taxes, net of federal effect during the year ended December 31, 2024.

The Company's deferred income taxes consisted of the following significant components (in thousands):

	As of December 31,	
	2025	2024
<b>Deferred federal and state tax assets:</b>		
Net operating loss carryforwards	\$ 34,414	\$ 28,602
Book reserves for credit losses, inventory, real estate, and property and equipment	1,044	1,144
Expenses recognized for books and deferred for tax	3,758	3,962
Operating lease liabilities	29,386	32,914
Goodwill	2,013	73
Contract assets	929	—
Other assets	155	75
Total gross federal and state deferred tax assets	71,699	66,770
Less deferred tax asset valuation allowance	(44,320)	(32,781)
Total deferred tax assets	27,379	33,989
<b>Deferred federal and state tax liabilities:</b>		
Tax over book depreciation	(2,083)	(3,772)
Investment in partnerships	—	(1,251)
Operating lease assets	(23,070)	(27,007)
Intangible assets	(1,538)	(1,568)
Other liabilities	(266)	(321)
Total gross deferred federal and state tax liabilities	(26,957)	(33,919)
Net federal and state deferred tax assets	\$ 422	70

The Company's income taxes paid (net of refunds received) consisted of the following (in thousands):

	For the Years Ended December 31,	
	2025	2024
U.S.	\$ —	—
State	4	(611)
Foreign	87	81
Net income taxes paid (net of refunds received)	\$ 91	(530)

The following table discloses income taxes paid (net of refunds received) for each individual jurisdiction in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received) by comparing the absolute value of the net refunds in each jurisdiction with the absolute value of the total income taxes paid (net of refunds received) when determining jurisdictions for separate disclosure (in thousands)

Jurisdiction Income Taxes Paid (Refunded):	For the Years Ended December 31,	
	2025	2024
Federal		
<b>State</b>		
California	\$ (24)	(245)
Florida	-	(201)
New Jersey	4	(453)
New York	(64)	(143)
New York City	(18)	112
Minnesota	(20)	-
Mississippi	75	130
Tennessee	41	-
<b>Foreign</b>		
Canada	87	81

The Company's effective income tax rate was approximately 8% and (14)% during the years ended December 31, 2025 and 2024, respectively. During the year ended December 31, 2025, the benefit for income taxes was different than the expected federal income tax rate of 21% primarily due to the Company selling the stock of Anastasia Confections Inc., a subsidiary of Las Olas Confections and Snacks, to an unrelated third party. The Company recognized a tax benefit from the sale of the stock as the sale generated a long-term capital loss and a significant portion of the long-term capital loss is expected to be carried back to the 2022 tax year for federal income taxes and carried back for state income taxes, if applicable, resulting in an estimated tax benefit. The Company's effective tax rate for 2025 was also impacted by the Company maintaining a deferred tax asset valuation allowance on its net operating loss carryforwards ("NOLs") and other deferred tax assets that will not be realized from the future reversal of taxable temporary differences, as the Company has concluded that such deferred tax assets are not realizable.

During the year ended December 31, 2024, the provision for income taxes was different than the expected federal income tax rate of 21% primarily due to an increase in the deferred tax valuation allowance as the Company established a deferred tax asset valuation allowance on all of its "NOLs" and certain other deferred tax assets that are not expected to be realized from the future reversal of taxable temporary differences.

The effective income tax rate during the years ended December 31, 2025 and 2024 was also impacted by nondeductible executive and share-based compensation and state income taxes, partially offset by adjustments from the liquidation of investments in partnerships, and employment tax credits associated with IT'SUGAR.

As further discussed below, the Company evaluated the need for and amount of a valuation allowance for deferred tax assets by analyzing all of the positive and negative evidence available to determine whether all or a portion of the Company's deferred tax assets will be realized and concluded that only the deferred tax assets that can be realized from the future reversal of taxable temporary differences are realizable. As a result, the Company did not recognize a tax benefit on ordinary losses during the years ended December 31, 2025 and 2024; however, the Company recognized a tax provision associated with IT'SUGAR's operations in Canada as the Company expects to generate taxable income in such jurisdiction and has concluded that the net deferred tax assets associated with IT'SUGAR's operations in Canada are realizable.

The Company evaluates its deferred tax assets each period to determine if such assets will be realized and whether valuation allowances on such assets are required. The need for and amount of valuation allowances are determined based on an evaluation of all available evidence, including positive and negative evidence, using a more likely than not standard. In the evaluation, management considers expectations of sufficient future taxable income, trends in earnings, existence of taxable income in recent years, the future reversal of temporary differences, and available tax planning strategies that could be implemented, if required. As of December 31, 2025, the Company evaluated available evidence regarding its ability to realize its deferred tax assets and concluded that a valuation allowance on its deferred tax assets continued to be required. As part of its evaluation, the Company considered significant negative evidence, including its three-year cumulative ordinary loss before income taxes plus permanent differences of (\$118.6) million as of December 31, 2025 and the recognition of ordinary losses of \$61.2 million and \$44.9 million during the years ended December 31, 2025 and 2024, respectively. The Company also considered the significant challenges faced by it as a result of market conditions and geopolitical and economic uncertainty, as further described above, and its decision to cease or limit new real estate and business investments other than those that may be required to support or enhance the Company's existing real estate investments or operating companies.

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Based on the Company's evaluation, as of December 31, 2025 and 2024, the Company concluded that only the deferred tax assets that can be realized from the future reversal of taxable temporary differences are realizable and established a valuation allowance for its remaining deferred tax assets of \$44.3 million and \$32.8 million, respectively. The valuation allowance as of December 31, 2025 and 2024 included \$36.4 million and \$26.5 million related to federal and state net operating loss carryforwards ("NOL carryforwards"), respectively, and \$7.9 million and \$6.3 million related to Canadian NOL carryforwards and other temporary differences. The change in the valuation allowance of \$11.5 million during the year ended December 31, 2025 was primarily from an increase in Non-SRLY federal and state net operating loss carryforwards from the taxable losses incurred during the year ended December 31, 2025 that will not be realized from the future reversal of taxable temporary differences.

As of December 31, 2025, the Company had \$77.6 million Non-SRLY federal NOL carryforwards that can be used against future taxable income that do not expire and \$83.2 million of state NOL carryforwards that can be used against future state taxable income that expire in the year 2038-2046, except for Florida NOLs that do not expire. A full valuation allowance was established for these NOL carryforwards.

As of December 31, 2025, the Company had federal and Florida NOL carryforwards that can only be utilized if the separate entity that generated them has separate company taxable income (the "SRLY Limitation"). These carryforwards cannot be utilized against most of the taxable income of the Company and its subsidiaries. As such, a full valuation allowance has been established for these NOL carryforwards. In addition, Renin's Canadian operations have had cumulative taxable losses in recent years, and as a result, a full valuation allowance has been applied to these NOL carryforwards as of December 31, 2025 and 2024. In addition, one of Renin's Canadian subsidiaries has a capital loss carryforward that can only be used to reduce capital gains, and the tax on Canadian capital gains is 50% of the Canadian tax rate. Canadian capital loss carryforwards do not expire. A full valuation allowance is maintained for the Canadian capital loss carryforward. Federal and Florida NOLs subject to the SRLY Limitations expire in the years 2026-2034, and the Canadian NOLs expire in the years 2033-2042.

The Company recognizes liabilities for uncertain tax positions. An uncertain tax position is defined as a position in a previously filed tax return or a position expected to be taken in a future tax return that is not based on clear and unambiguous tax law and which is reflected in measuring current or deferred income tax assets and liabilities for interim or annual periods. The Company may recognize the tax benefit from an uncertain tax position only if it believes that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The Company measures the tax benefits recognized based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in its provision for income taxes. The Company has not identified any uncertain tax positions as of December 31, 2025.

The Company is subject to federal or state income tax examinations by tax authorities for tax years after 2021.

BVH's federal tax filings, as well as certain of its state filings, covering tax periods prior to and including the spin-off of the Company from BVH are under examination, and accordingly, such examinations include an audit of the Company, including our subsidiaries. The Company has received requests for information in connection with at least one of these audits. While there is no assurance as to the results of these audits, no material adjustments are currently anticipated in connection with these examinations.

## 15. Revenue Recognition

The table below sets forth the Company's revenue disaggregated by category (in thousands):

	For the Years Ended December 31,	
	2025	2024
<b>Revenue recognized at a point in time</b>		
Trade sales - wholesale	\$ 100,119	102,943
Trade sales - retail	120,283	123,217
Sales of real estate inventory	8,744	2,322
<b>Total revenue recognized at a point in time</b>	<b>229,146</b>	<b>228,482</b>
<b>Revenue recognized over time</b>		
Revenue from construction contracts	32,982	59,935
Real estate development management fees	3,023	4,454
Real estate property management fees	4,956	4,468
Lease income, net	7,351	675
<b>Total revenue recognized over time</b>	<b>48,312</b>	<b>69,532</b>
<b>Total revenue from customers</b>	<b>277,458</b>	<b>298,014</b>
Interest income	4,299	7,217
Net gains on sales of real estate assets	—	1,487
Other revenue	424	544
<b>Total revenues</b>	<b>\$ 282,181</b>	<b>307,262</b>

As of December 31, 2025, the Company had approximately \$10.3 million of estimated revenue expected to be recognized during the year ended December 31, 2026, related to performance obligations on construction contracts that were partially unsatisfied.

Lease income, net represents income from operating leases with customers of the Altis Grand Kendall joint venture which is consolidated in the Company's consolidated financial statements. Substantially all of the operating leases have terms of twelve months, and lease income is net of discounts and concessions.

As of December 31, 2025, Altis Grand Kendall is the lessor of various residential leases with expiration dates through 2027. The estimated minimum future lease payments to be received are as follows (in thousands):

	Future Lease Payments
2026	\$ 7,172
2027	399
<b>Total</b>	<b>\$ 7,571</b>

The table below sets forth information about the Company's contract assets and contract liabilities associated with contracts with customers:

	As of	
	December 31, 2025	December 31, 2024
<i>Contract Assets</i>		
Contingent purchase price receivable due from homebuilders	\$ 2,955	430
Cost and estimated earnings in excess of billings on uncompleted contracts (1)	1,025	1,896
Retainage receivable (1)	504	2,911
Uninstalled materials and deposits to purchase materials (1)	251	2,430
Other	128	255
<b>Total contract assets</b>	<b>\$ 4,863</b>	<b>7,922</b>
<i>Contract Liabilities</i>		
Billings in excess of costs and estimated earnings on uncompleted contracts (1)	\$ 1,129	3,594
Retainage payable (1)	2,715	9,633
Other	466	421
<b>Total contract liabilities</b>	<b>\$ 4,310</b>	<b>13,648</b>

(1) The change in the contract assets and contract liabilities balances as of December 31, 2025 compared to December 31, 2024 is primarily due to the completion of existing contracts for the construction of multifamily apartment communities during the year ended December 31, 2025 and the sale of Altman Logistics in October 2025, partially offset by the recognition of contingent purchase price receivables due from homebuilders upon the sale of lots at the Coquina Shores Community.

#### Contract Assets

Contingent purchase price receivables represent estimated variable consideration related to the contingent purchase price due from homebuilders in connection with the sale of real estate inventory to homebuilders. A contingent purchase price receivable and revenue from the sale of real estate inventory is recognized at the closing of the lot sale with the homebuilder. The contingent purchase price receivable is reversed when Altman receives payment from the homebuilder upon the closing of the sale of the completed home by the homebuilder. The timing of the receipt of the payment from the homebuilders has historically been approximately six months to two years subsequent to the closing of the sale of the lot to the homebuilder.

Cost and estimated earnings in excess of billings on uncompleted construction or development contracts represents revenues recognized in excess of amounts billed to customers. The amount represents work performed and not yet billed to the customer in accordance with the terms of the contract with the customer. The amount reverses when the customer is billed, which is generally on a monthly basis.

Retainage receivable is an amount, generally ten percent of the customer billings, withheld by the customer and paid to the Company when certain milestones are reached or when the contract is completed. Altman estimates that the \$0.5 million retainage receivable as of December 31, 2025 will be received during the year ended December 31, 2026.

Uninstalled materials and deposits to purchase materials represent funds received from the customer to purchase materials for the project or to provide deposits for items that range from lumber and other construction materials to appliances and fixtures.

#### Contract Liabilities

Billings in excess of costs and estimated earnings on uncompleted contracts represents the Company's obligation to perform on uncompleted contracts with customers for which the Company has received payment or for which the contract receivable is outstanding. The amounts are reversed when the work is performed. The billings in excess of costs and estimated earnings as of December 31, 2024 of \$3.6 million was recognized in revenue during the year ended December 31, 2025.

Retainage payable represents amounts withheld by the Company that are payable to subcontractors when certain milestones are reached or when the contract is completed.

#### Concentration of Revenues with Major Customers

During the year ended December 31, 2025 and 2024, Renin's total revenues included \$58.8 million and \$61.8 million, respectively, of trade sales to three major customers and their affiliates and \$35.8 million and \$38.8 million of revenues generated from outside the United States. For the year ended December 31, 2025, revenues from each of the three major customers were \$20.3 million, \$24.3 million, and \$14.2 million, which represented 7.2%, 8.6%, and 5.0% of the Company's total revenues such period. For the year ended December 31, 2024, revenues from each of the three major customers were \$18.3 million, \$28.4 million, and \$15.1 million, which represented 5.9%, 9.2%, and 4.9% of the Company's total revenues for such period. During the years ended December 31, 2025 and 2024, the Company generated \$37.9 million and \$40.8 million, respectively, of revenues from Canada.

During the year ended December 31, 2025, ten real estate development projects in which the Company holds or held investments accounted for as unconsolidated VIEs accounted for approximately 11.1% of the Company's total revenues. During the year ended December 31, 2024, twelve of such investments accounted for approximately 21.0% of the Company's total revenues.

## **16. Commitments and Contingencies**

### ***Litigation Matters***

In the ordinary course of business, the Company is party to lawsuits as plaintiff or defendant involving its operations and activities. Additionally, from time to time in the ordinary course of business, the Company is involved in disputes with existing and former employees, vendors, taxing jurisdictions, and various other parties and also receives individual consumer complaints as well as complaints received through regulatory and consumer agencies. The Company takes these matters seriously and attempts to resolve any such issues as they arise.

Reserves are accrued for matters in which management believes it is probable that a loss will be incurred and the amount of such loss can be reasonably estimated. Management does not believe that the aggregate liability relating to known contingencies in excess of the aggregate amounts accrued will have a material impact on the Company's results of operations or financial condition. However, litigation is inherently uncertain, and the actual costs of resolving legal claims, including awards of damages, may be substantially higher than the amounts accrued for these claims and may have a material adverse impact on the Company's results of operations or financial condition.

Adverse judgments and the costs of defending or resolving legal claims may be substantial and may have a material adverse impact on the Company's financial statements. Management is not at this time able to estimate a range of reasonably possible losses with respect to matters in which it is reasonably possible that a loss will occur. In certain matters, management is unable to estimate the loss or reasonable range of loss until additional developments provide information sufficient to support an assessment of the loss or reasonable range of loss. Frequently in these matters, the claims are broad, and the plaintiffs have not quantified or factually supported their claims.

There were no material pending legal proceedings against BBX Capital or its subsidiaries as of December 31, 2025.

#### ***Other Commitments, Contingencies, and Guarantees***

BBX Capital guarantees certain obligations of its wholly-owned subsidiaries and unconsolidated real estate joint ventures, including the following:

- BBX Capital is a guarantor on a lease agreement executed by Renin which expires November 2029 with respect to base rents of \$4.7 million, as well as common area costs, under the lease.
- BBX Capital is a guarantor on certain notes payable by its wholly-owned subsidiaries. See Note 13 for additional information regarding these obligations.
- As described in Note 8, Altman Living Guaranty is a consolidated VIE which provides repayment guarantees and construction completion guarantees related to the third party construction loans payable by real estate joint ventures formed by Altman Living. The repayment guarantees relate to a specified percentage of the principal balance of the construction loans and generally expire once the applicable multifamily apartment community has stabilized, while the construction completion guarantees extend over the term of the construction period, which is generally two years. The maximum amount of future payments that Altman Living Guaranty could be required to make under the repayment guarantees is \$67.2 million on aggregate joint venture indebtedness of \$256.7 million. Altman Living Guaranty would be required to perform on the guarantees upon a default on a construction loan by a joint venture or to ensure the completion of the construction of a multifamily apartment community. As of December 31, 2025, Altman Living Guaranty has \$10.0 million in cash and cash equivalents, and such amounts are classified as restricted cash in the Company's statement of financial condition as of December 31, 2025, as Altman Living Guaranty must maintain such amounts under the terms of the applicable construction loans payable by the real estate joint ventures. As of December 31, 2025, the Company has not recognized liabilities in its statements of financial condition for the repayment guarantees as the Company believes that the estimated fair values of these guarantees are nominal at the current time based on various factors, including the collateral value securing the loans, the status of the applicable development projects, current expectations regarding the probability of payments being made pursuant to such guarantees, and the prior history of payments made on repayments guarantees issued by Altman Living Guaranty or affiliates of Altman Living that previously provided such guarantees. In addition, in the context of the Company's consolidated financial statements, which include the financial statements of Altman Living, the managing member of development joint ventures originated by Altman Living and Altman Living Guaranty, the construction completion guarantees reflect guarantees of Altman Living's own performance as the developer of such communities.

## **17. Employee Benefit Plans and Incentive Compensation Program**

### ***Defined Contribution 401(k) Plan***

The sponsorship of three of the BBX Capital Corporation Employee Retirement Plans under Internal Revenue Code Section 401(k) was transferred to the Company on September 30, 2020 in connection with the spin-off from BVH, and Altman Living maintains a separate Code Section 401(k) plan. Although there are variations in the eligibility requirements and match amounts under such plans, employees who have completed 90 days of service and have reached the age of 21 are generally eligible to participate in the Company's 401(k) plans. For the year ending December 31, 2025, an eligible employee under the plans is entitled to contribute up to \$23,500, while an eligible employee over 50 years of age was entitled to contribute up to \$31,000. In each of the years for the years ended December 31, 2025, and 2024, the Company recorded expenses of approximately \$1.0 million for contributions to its 401(k) plans in each of the respective periods.

## 18. Common Stock

### *Common Stock*

BBX Capital's Articles of Incorporation authorize BBX Capital to issue both Class A Common Stock, par value \$.01 per share, and Class B Common Stock, par value \$.01 per share. Under Florida law and the Company's Articles of Incorporation, holders of Class A Common Stock and Class B Common Stock vote together as a single class on most matters presented to a vote of BBX Capital's shareholders. On such matters, holders of Class A Common Stock are entitled to one vote for each share held, with all holders of Class A Common Stock possessing in the aggregate 22% of the total voting power, while holders of Class B Common Stock possess the remaining 78% of the total voting power. If the number of shares of Class B Common Stock outstanding decreases below 360,000 shares but is greater than 280,000 shares, the Class A Common Stock's aggregate voting power will increase to 40%, and the Class B Common Stock will have the remaining 60%. If the number of shares of Class B Common Stock outstanding decreases below 280,000 shares but is greater than 100,000 shares, the Class A Common Stock's aggregate voting power will increase to 53%, and the Class B Common Stock will have the remaining 47%. These relative voting percentages will remain fixed unless the number of shares of Class B Common Stock outstanding decreases to 100,000 shares or less, at which time the fixed voting percentages will be eliminated, and holders of Class A Common Stock and holders of Class B Common Stock would then each be entitled to one vote per share held. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at any time at the option of the holder. As of December 31, 2025, the percentage of total common equity represented by Class A and Class B common stock was 73% and 27%, respectively.

### *Share Repurchase Programs*

In January 2022, the Board of Directors approved a share repurchase program which authorizes the repurchase of up to \$15.0 million of shares of the Company's Class A Common Stock and Class B Common Stock. The repurchase program authorizes the Company, in management's discretion, to repurchase shares from time to time subject to market conditions and other factors.

The timing, price, and number of shares which may be repurchased under the program in the future will be based on market conditions, applicable securities laws, and other factors considered by management. Share repurchases under the program may be made from time to time through solicited or unsolicited transactions in the open market or in privately negotiated transactions. The share repurchase program does not obligate the Company to repurchase any specific amount of shares and may be suspended, modified, or terminated at any time without prior notice. During the year ended December 31, 2024, the Company repurchased and retired 500,000 shares of its Class A Common Stock for approximately \$4.4 million at a cost of \$8.75 per share under the share repurchase program in a privately negotiated transaction. During the year ended December 31, 2025, the Company did not repurchase any shares under the share repurchase program. As of December 31, 2025, BBX Capital had authority under the share repurchase program to purchase an additional \$9.6 million of shares of its Class A and Class B Common Stock.

### *BBX Capital 2021 Incentive Plan*

In May 2021, BBX Capital's shareholders approved the BBX Capital 2021 Incentive Plan (the "2021 Plan") which allows for the issuance of restricted stock awards of the Company's Class A Common Stock and Class B Common Stock, the grant of options to purchase shares of the Company's Class A Common Stock and Class B Common Stock, and the grant of performance-based cash awards. The 2021 Plan, as subsequently amended, permits the issuance of awards for up to 1,700,000 shares of the Company's Class A Common Stock and up to 300,000 shares of the Company's Class B Common Stock.

On January 18, 2022, the Compensation Committee of BBX Capital's board of directors granted awards of 571,523 restricted shares of BBX Capital's Class A Common Stock to the Company's executive and non-executive officers and 205,029 restricted shares of BBX Capital's Class B Common Stock to an executive officer of the Company under the 2021 Plan. The aggregate grant date fair value of the January 2022 awards was \$8.0 million (a weighted average per share fair value of \$10.34), and the shares vested ratably in annual installments of approximately 258,850 shares over three periods beginning on October 1, 2022.

On October 1, 2022, 190,505 restricted shares of Class A Common Stock and 68,343 restricted shares of Class B Common Stock vested at a fair value of \$1.5 million and \$0.5 million, respectively, based on the fair value of BBX Capital's Class A Common Stock as of September 30, 2022 of \$7.99 per share. In October 2022, award recipients surrendered a total of 53,552 shares of Class A Common Stock and 11,248 shares of Class B Common Stock to BBX Capital to satisfy a tax withholding obligation of \$0.5 million associated with the vesting. The Company retired the surrendered shares.

On January 17, 2023, the Compensation Committee of BBX Capital's board of directors granted awards of 412,912 restricted shares of Class A Common Stock to the Company's executive and non-executive officers under the 2021 Plan. The aggregate grant date fair value of the January 2023 awards was \$3.8 million (a weighted average per share fair value of \$9.10), and the shares vested ratably in annual installments of approximately 137,637 shares over three periods beginning on October 1, 2023.

On October 1, 2023, 328,141 restricted shares of Class A Common Stock and 68,343 restricted shares of Class B Common Stock vested at a fair value of \$2.4 million and \$0.5 million, respectively, based on the fair value of BBX Capital's Class A Common Stock as of September 30, 2023 of \$7.20 per share. In October 2023, award recipients surrendered a total of 181,246 shares of Class A Common Stock to BBX Capital to satisfy a tax withholding obligation of \$1.1 million associated with the vesting. The Company retired the surrendered shares.

On January 16, 2024, the Compensation Committee of BBX Capital's board of directors granted awards of 414,986 restricted shares of Class A Common Stock to the Company's executive and non-executive officers under the 2021 Plan. The aggregate grant date fair value of the January 2024 awards was \$3.8 million (a weighted average per share fair value of \$9.11), and the shares vest ratably in annual installments of approximately 138,328 shares over three periods beginning on October 1, 2024.

On October 1, 2024, 464,808 shares of Class A Common Stock and 68,343 shares of Class B Common Stock vested at a fair value of \$3.7 million and \$0.5 million, respectively, based on the fair value of BBX Capital's Class A Common Stock and Class B Common Stock as of September 30, 2024. In October 2024, award recipients surrendered a total of 97,931 shares of Class A Common Stock to BBX Capital to satisfy a tax withholding obligation of \$0.8 million associated with the vesting. The Company retired the surrendered shares.

On October 1, 2025, 271,631 shares of Class A Common Stock vested at a fair value of \$1.2 million based on the fair value of BBX Capital's Class A Common Stock as of September 30, 2025. In October 2025, award recipients surrendered a total of 9,496 shares of Class A Common Stock to BBX Capital to satisfy a tax withholding obligation of \$40,910 associated with the vesting. The Company retired the surrendered shares.

As of December 31, 2025, BBX Capital had 134,834 unvested restricted shares of Class A Common Stock outstanding. The weighted average remaining service period for the outstanding unvested restricted stock awards was 9 months at December 31, 2025. As of December 31, 2025, the unrecognized compensation expense for the outstanding unvested restricted stock awards was \$0.9 million. There were 310,081 and 94,971 shares of Class A Common Stock and Class B Common Stock available to be issued under the 2021 Plan as of December 31, 2025.

#### *Common Stock Dividends*

On November 17, 2025, the Company's Board of Directors declared a special cash dividend of \$1.00 per share on its Class A and Class B Common Stock, or \$14.2 million, payable on December 22, 2025 to shareholders of record at the close of trading on December 12, 2025. While the Company currently anticipates that, in connection with its current business plan, the Company will pay dividends in the future, the declaration of dividends will be at the discretion of the Board, which will consider the payment of dividends based on a number of factors, including market conditions, the Company's liquidity and financial condition, and the status of the Company's business plan. There is no assurance that the Company will be successful in achieving its goals or that the Company will be in a position to pay, or otherwise determine to pay, dividends on its common stock in subsequent periods.

## **19. Noncontrolling Interests and Redeemable Noncontrolling Interest**

### *Redeemable Noncontrolling Interest*

#### *Altman Living Guaranty*

As of December 31, 2025 and 2024, the Company's consolidated statements of financial condition included a redeemable noncontrolling interest of \$5.0 million related to a redeemable noncontrolling interest owned by Mr. Altman in Altman Living Guaranty. Altman and Mr. Altman each own 50% of Altman Living Guaranty, and Mr. Altman's noncontrolling interest may be redeemed for cash upon contingent events outside of the Company's control.

### *Other Noncontrolling Interests*

The Company's other noncontrolling interests consisted of the following (in thousands):

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
		<i>As Adjusted*</i>
Consolidated real estate VIEs	\$ 45,415	59,280
AMC	168	76
<b>Total other noncontrolling interests</b>	<b>\$ 45,583</b>	<b>59,356</b>

\*As adjusted for the implementation of ASU 2024-1 Application of Profits Interest and Similar Awards - See Note 2.

*Income/(Loss) Attributable to Noncontrolling Interests*

Income (loss) attributable to noncontrolling interests, including redeemable noncontrolling interests, consisted of the following (in thousands):

	<b>For the Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Altman Living Guaranty	204	253
Consolidated real estate VIEs	(7,018)	(1,540)
AMC	674	530
Restaurant (1)	—	23
<b>Net loss attributable to noncontrolling interests</b>	<b>\$ (6,140)</b>	<b>(734)</b>

(1) The Company sold its interest in the restaurant in December 2024.

**20. Loss Per Common Share**

The table below sets forth the computations of basic and diluted loss per common share (in thousands, except per share data):

	<b>For the Years Ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
<b>Basic loss per common share</b>		
<b>Numerator:</b>		
Net loss	\$ (52,817)	(64,741)
Net loss attributable to noncontrolling interests	6,140	734
<b>Net loss available to shareholders</b>	<b>\$ (46,677)</b>	<b>(64,007)</b>
<b>Denominator:</b>		
Weighted average number of common shares outstanding	13,897	13,671
<b>Basic loss per share</b>	<b>\$ (3.36)</b>	<b>(4.68)</b>
<b>Diluted loss per share</b>		
<b>Numerator:</b>		
Net loss available to shareholders	(46,677)	(64,007)
Allocation of income to options on noncontrolling interests in real estate joint ventures	(46)	(103)
<b>Diluted loss available to shareholders</b>	<b>\$ (46,723)</b>	<b>\$ (64,110)</b>
<b>Denominator:</b>		
Basic weighted average number of common shares outstanding	13,897	13,671
Effect of dilutive restricted stock awards	—	—
<b>Diluted weighted average number of common shares outstanding</b>	<b>13,897</b>	<b>13,671</b>
<b>Diluted loss per share</b>	<b>\$ (3.36)</b>	<b>(4.68)</b>

During the years ended December 31, 2025 and 2024, 134,834 and 411,800, respectively, shares of outstanding unvested restricted stock awards were anti-dilutive and not included in the computation of diluted earnings per share.

**21. Fair Value Measurement**

Fair value is defined as the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

There are three main valuation techniques to measure the fair value of assets and liabilities: the market approach, the income approach and the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach uses financial models to convert future amounts to a single present amount and includes present value and option-pricing models. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset and is often referred to as current replacement cost.

The accounting guidance for fair value measurements defines an input fair value hierarchy that has three broad levels and gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The input fair value hierarchy is summarized below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability

Level 3: Unobservable inputs for the asset or liability

There were no material assets or liabilities measured at fair value on a recurring or nonrecurring basis in the Company's consolidated financial statements as of December 31, 2025 and 2024 except for securities available for sale as further described in Note 4 and the estimated value of goodwill and long-lived assets for impairment testing as further described in the notes above.

#### **Financial Disclosures about Fair Value of Financial Instruments**

The tables below set forth information regarding the Company's consolidated financial instruments (in thousands):

	Carrying Amount As of December 31, 2025	Fair Value As of December 31, 2025	Fair Value Measurements Using		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 86,443	86,443	86,443	—	—
Restricted cash	10,677	10,677	10,677	—	—
Securities available for sale	3,118	3,118	2,292	826	—
Certificate of deposit	172	172	—	172	—
Interest rate cap	24	24	—	24	—
<b>Financial liabilities:</b>					
Notes payable and other borrowings	87,373	87,573	—	—	87,573

	Carrying Amount As of December 31, 2024	Fair Value As of December 31, 2024	Fair Value Measurements Using		
			Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial assets:</b>					
Cash and cash equivalents	\$ 87,698	87,698	87,698	—	—
Restricted cash	29,389	29,389	29,389	—	—
Securities available for sale	829	829	—	829	—
Certificate of deposit	5,143	5,143	—	5,143	—
Interest rate cap	484	484	—	484	—
<b>Financial liabilities:</b>					
Notes payable and other borrowings	88,822	88,771	—	—	88,771

Management has made estimates of fair value that it believes to be reasonable. However, because there is no active market for certain of these financial instruments, the fair values of some of the Company's financial instruments have been derived using the income approach with Level 3 unobservable inputs. Estimates used in net present value financial models rely on assumptions and judgments regarding issues in which the outcome is unknown, and actual results or values may differ significantly from these estimates. The Company's fair value estimates do not consider the tax effect that would be associated with the disposition of the assets or liabilities at their estimated fair values. As such, the estimated value upon sale or disposition of the asset may not be received, and the estimated value upon disposition of the liability in advance of its scheduled maturity may not be paid.

The amounts reported in the consolidated statements of financial condition for cash and cash equivalents and restricted cash approximate fair value.

The estimated fair values of the Company's securities available for sale and certificate of deposit were measured using the market approach with Level 2 inputs and the market approach based on similar financial instruments, and with Level 1 inputs for treasury securities.

The fair values of the Company's Community Development Bonds, which are included in notes payable and other borrowings above as of December 31, 2025, were measured using the market approach with Level 3 inputs based on estimated market prices of similar financial instruments.

The fair values of the Company's notes payable and other borrowings (other than the Company's Community Development Bonds) were measured using the income approach with Level 3 inputs by discounting the forecasted cash flows based on estimated market rates.

The fair value of an interest rate cap derivative is included in other assets in the Company's statement of financial condition as of December 31, 2025 and 2024. The Altis Grand Kendall real estate joint venture entered into an interest rate cap contract in order to mitigate the impact of rising interest costs on its variable rate construction loan. The interest rate cap derivative was measured using the market approach with Level 2 inputs based on estimated market prices of similar instruments.

The fair values of the Company's notes payable and other borrowings (other than the Company's Community Development Bonds) were measured using the income approach with Level 3 inputs by discounting the forecasted cash flows based on estimated market rates.

The fair values of the Company's Community Development Bonds, which are included in notes payable and other borrowings above as of December 31, 2025, were measured using the market approach with Level 3 inputs based on estimated market prices of similar financial instruments.

The Company's financial instruments also include trade accounts receivable, accounts payable, and accrued liabilities. The carrying amount of these financial instruments approximate their fair values due to their short-term maturities.

The Company is exposed to credit related losses in the event of non-performance by counterparties to the financial instruments with a maximum exposure equal to the carrying amount of the assets. The Company's exposure to credit risk consists primarily of accounts receivable balances.

## **22. Certain Relationships and Related Party Transactions**

The Company may be deemed to be controlled by Alan B. Levan, the Company's Chairman, John E. Abdo, the Company's Vice Chairman, Jarett S. Levan, the Company's Chief Executive Officer and President, and Seth M. Wise, the Company's Executive Vice President. Together, they may be deemed to beneficially own shares of BBX Capital's Class A Common Stock and Class B Common Stock representing approximately 84% of BBX Capital's total voting power. Mr. Alan B. Levan previously also served as the Chairman, Chief Executive Officer, and President of BVH, Mr. Abdo previously also served as Vice Chairman of BVH, and Mr. Jarett Levan and Mr. Seth M. Wise also previously served as directors of BVH. In January 2024, BVH was acquired by Hilton Grand Vacations Inc. ("HGV"). In connection with the acquisition, the Transition Services Agreement between BBX Capital and BVH entered into in connection with the spin-off of the Company was terminated, and Mr. Alan Levan, Mr. Abdo, Mr. Jarett Levan, and Mr. Wise resigned as directors and officers of BVH and its subsidiaries.

During the year ended December 31, 2024, the Company recognized \$0.4 million of income for providing office space, risk management, and management advisory services to BVH. The amounts paid or reimbursed were based on an allocation of the actual cost of providing the services or space pursuant to the now terminated Transition Services Agreement. The Company did not provide any services or office space to BVH or HGV during the year ended December 31, 2025.

On December 15, 2025, the shareholders of the Company approved Governance Policies for the Company's Directors and Executive Officers (the "Governance Policies"). Pursuant to the Governance Policies, the Company's directors and executive officers may (i) serve as directors and/or executive officers of, or in other capacities at, other affiliated or unaffiliated entities, (ii) individually or on behalf of any other entity, including those described above, engage in activities which are or historically were engaged in by the Company, including the development, management and funding of residential and commercial real estate and retail and manufacturing operations, and (iii) utilize the BBX, BFC, or Altman names in connection with their activities independent of the Company, provided that the use of such names is not reasonably likely to result in market confusion. Under the Governance Policies, none of the foregoing are deemed to constitute a conflict of interest with the Company.

During the years ended December 31, 2025 and 2024, the Company paid The Abdo Companies, Inc. approximately \$157,000 and \$177,000, respectively, for certain management services and rent. John E. Abdo, the Company's Vice Chairman, is the principal shareholder and Chief Executive Officer of Abdo Companies, Inc. During the years ended December 31, 2025 and 2024, the Company provided Mr. Abdo certain administrative services for which Mr. Abdo reimbursed the Company, at cost, \$111,000 and \$90,000, respectively, for such services.

During the year ended December 31, 2025 and 2024, the Company provided Mr. Alan B. Levan certain administrative services, and Mr. Alan Levan reimbursed the Company, at cost, \$149,000, and \$115,000, respectively, for such services.

The Company earns property management and development management fees from property management agreements and development service contracts with certain real estate joint venture entities in which the Company is the managing member and other affiliated entities, including entities in which Mr. Altman holds investments. Property management and development management fees included in the Company's consolidated statements of operations and comprehensive loss from these affiliates during the years ended December 31, 2025 and 2024 were \$5.0 million and \$5.6 million, respectively. The Company is also the general contractor for the construction of multifamily apartment communities for certain real estate joint ventures in which the Company is the managing member and recognized \$33.0 million and \$59.9 million of revenue for these services during the years ended December 31, 2025 and 2024, respectively. Included in the Company's statements of financial condition as of December 31, 2025 and 2024 was \$0.4 million, \$1.3 million, and \$3.3 million, respectively, and \$3.8 million, \$7.2 million and \$13.2 million, respectively, of construction contract receivables, contract assets and contract liabilities related to the performance of the above mentioned services to such affiliated entities.

Certain of the Company's executive officers (i) have made investments with their personal funds as non-managing members in the Altis Grand Kendall joint venture that is consolidated in the Company's financial statements and (ii) may in the future make similar investments as non-managing members in real estate joint ventures sponsored by Altman Living. With respect to the Altis Grand Kendall joint venture that is consolidated in the Company's financial statements, these investments held by the executive officers are reflected as noncontrolling interests in the Company's consolidated statement of financial position. In addition, pursuant to the terms of their employment agreements, two executive officers of Altman Living have previously invested their personal funds in the managing member of real estate joint ventures sponsored by Altman Living, and their investments in the managing member of these real estate joint ventures are entitled to profits similar to those earned by the managing member.

Altman Living has established a program that provides loans to certain employees to invest in the managing members of real estate joint ventures sponsored by Altman Living. The loans generally accrue interest at the Prime Rate plus a specified spread and are secured by the employees' membership interests in the managing member entities. The membership interests vest upon the achievement of certain project milestones related to the development and sale of the applicable projects, and employees must be employed by Altman Living upon the achievement of such milestones. Further, the loans are payable upon the sale of the applicable projects. Membership interests in the managing members of real estate joint ventures to employees that are funded by loans provided by Altman Living that are non-recourse either in whole or in part are treated as equity options for accounting purposes, and the Company recognizes the fair value of these arrangements at the grant date as compensation expense on a straight-line basis over the estimated service period, including the implied service period related to the applicable milestones. In addition, the Company has established a program that provides certain employees with profit interests in the managing members of real estate joint ventures sponsored by Altman Living. Such profit interests vest upon the achievement of certain project milestones related to the development and sale of the applicable projects, and employees must be employed by Altman Living upon the achievement of such milestones. As a result of the adoption of ASU 2024-01, profit interests are treated as grants of equity interests for accounting purposes, and the Company recognizes the fair value of these arrangements at the grant date as compensation expense on a straight-line basis over the estimated service period, including the implied service period related to the applicable milestones. Further, while the Company operated Altman Logistics, Altman Logistics maintained programs similar to those established by Altman Living in relation to the managing members of real estate joint ventures sponsored by Altman Logistics. Upon the sale of the joint ventures sponsored by Altman Logistics Properties in October 2025, the membership interests in ventures funded by loans provided by Altman Logistics that were previously granted to one employee of Altman Logistics were subject to accelerated vesting by the Company, and the employee repaid the principal and interest on the loans with proceeds from the sale of the joint ventures. In connection with the accelerated vesting of the awards, the Company recognized of \$0.7 million of compensation expense related to the remaining unrecognized compensation expense associated with the awards, and the payment of principal and interest on the loans provided to the employee were treated as an exercise of equity options and recorded as an increase in the Company's additional paid in capital and a decrease in noncontrolling interest. However, with respect to the profits interests previously granted to certain other employees of Altman Logistics, the unvested interests were forfeited by the employees, which resulted in a \$0.8 million reversal of compensation expense. With respect to these incentive programs maintained by Altman Living and previously maintained by Altman Logistics, the Company recognized aggregate compensation expense for these awards of \$2.0 million and \$1.6 million for the years ended December 31, 2025 and 2024, respectively. As of December 31, 2025 and December 31, 2024, the unrecognized compensation expense related to these awards was \$0 and \$2.7 million, respectively.

Upon the consummation of the spin-off of the Company from BVH, all prior agreements with BVH were terminated and replaced with a Transition Services Agreement, Tax Matters Agreement, and Employee Matters Agreement.

The Transition Services Agreement generally set out the respective rights, responsibilities and obligations of BVH and BBX Capital with respect to the support services to be provided to one another after the spin-off and established a baseline charge for certain categories or components of services to be provided, which were at cost unless the parties mutually agreed to a different charge.

The Tax Matters Agreement generally set out the respective rights, responsibilities, and obligations of BVH and BBX Capital with respect to taxes (including taxes arising in the ordinary course of business and taxes incurred as a result of the spin-off), tax attributes, tax returns, tax contests, and certain other related tax matters. The Tax Matters Agreement allocated responsibility for the preparation and filing of certain tax returns (and the payment of taxes reflected thereon). Under the Tax Matters Agreement, BVH was generally liable for its own taxes and taxes of all of its subsidiaries (other than the taxes of BBX Capital and its subsidiaries, for which BBX Capital was responsible) for all tax periods (or portion thereof) ending on September 30, 2020, the effective date of the spin-off, while BBX Capital was responsible for its taxes, including for taxes of its subsidiaries, as well as for taxes of BVH arising as a result of the spin-off (including any taxes resulting from an election under Section 336(e) of the Internal Revenue Code of 1986, as amended, in connection with the spin-off). BBX Capital was also responsible for any transfer taxes incurred in the spin-off. Each of BVH and BBX Capital agreed to indemnify each other against any taxes to the extent paid by one party but allocated to the other party under the Tax Matters Agreement, or arising from any breach of its covenants thereunder, and related out-of-pocket costs and expenses. In connection with the acquisition of BVH by HGV in January 2024, these agreements between BBX Capital and BVH were terminated.

In connection with the spin-off, BVH also issued a \$75.0 million note payable to BBX Capital that accrued interest at a rate of 6% per annum and required payments of interest on a quarterly basis. Included in interest income in the Company's consolidated statement of operations and comprehensive loss for the year ended December 31, 2024 was \$0.1 million relating to accrued interest on the note receivable from BVH. In connection with the acquisition of BVH by HGV in January 2024, the \$35.0 million outstanding balance of the note payable owed to the Company was paid in full.

### 23. Segment Reporting

Operating segments are defined as components of an enterprise about which separate financial information is available that is regularly reviewed by the chief operating decision maker ("CODM") in assessing performance and deciding how to allocate resources. Reportable segments consist of one or more operating segments with similar economic characteristics, products and services, production processes, type of customer, distribution system or regulatory environment. BBX Capital's Chief Executive Officer and President is the CODM. The CODM uses income or loss before income taxes to assess the performance and allocate resources to each segment. The CODM takes into consideration the segment performance when allocating bonuses and incentive compensation to segment officers and in determining the capital expenditures that are allocated to each segment as well as improvements in the segment's performance as compared to prior periods and the annual budget. The CODM also uses income or loss before income taxes in order to determine plans for future expansion of the businesses that make up the reportable segment or in downsizing the businesses in the reportable segment in order to improve income before income taxes.

The information provided for segment reporting is obtained from internal reports utilized by the Company's CODM, and the presentation and allocation of assets and results of operations may not reflect the actual economic costs of the segments as standalone businesses. If a different basis of allocation were utilized, the relative contributions of the segments might differ, but the relative trends in the segments' operating results would, in management's view, likely not be impacted.

The Company's three reportable segments are its principal holdings: Altman, BBX Sweet Holdings, and Renin. See Note 1 for a description of the Company's reportable segments.

In the segment information for the years ended December 31, 2025 and 2024, amounts set forth in the column entitled "Other" include the Company's investments in various operating businesses, including a controlling financial interest in a restaurant acquired in connection with a loan receivable default. In December 2024, the Company sold its interest in the restaurant and recognized a \$1.4 million gain. The amounts set forth in the column entitled "Reconciling Items and Eliminations" include unallocated corporate general and administrative expenses, interest income on the note receivable from BVH, and elimination adjustments related to transactions between consolidated subsidiaries that are required to be eliminated in consolidation.

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The table below sets forth the Company's segment information as of and for the year ended December 31, 2025 (in thousands):

	Altman	BBX Sweet Holdings	Renin	Other	Reconciling Items and Eliminations	Segment Total
<b>Revenues:</b>						
Trade sales	\$ —	130,683	89,725	—	(6)	220,402
Sales of real estate inventory	8,744	—	—	—	—	8,744
Revenue from construction contracts	32,982	—	—	—	—	32,982
Real estate development and property management fees	7,979	—	—	—	—	7,979
Interest income	6,049	69	—	—	(1,819)	4,299
Lease income	7,351	—	—	—	—	7,351
Other revenue	818	—	—	172	(566)	424
<b>Total revenues</b>	<b>63,923</b>	<b>130,752</b>	<b>89,725</b>	<b>172</b>	<b>(2,391)</b>	<b>282,181</b>
<b>Costs and expenses:</b>						
Cost of trade sales	—	84,208	75,577	—	(2)	159,783
Cost of real estate inventory sold	3,199	—	—	—	—	3,199
Cost of revenue from construction contracts	33,063	—	—	—	—	33,063
Interest expense	4,467	2,595	1,656	—	(2,999)	5,719
Recoveries from loan losses, net	(1,862)	—	—	—	—	(1,862)
Impairment losses and goodwill impairments	6,217	9,376	4,140	—	—	19,733
Selling, general and administrative expenses	32,571	56,695	13,407	1,829	23,377	127,879
<b>Total costs and expenses</b>	<b>77,655</b>	<b>152,874</b>	<b>94,780</b>	<b>1,829</b>	<b>20,376</b>	<b>347,514</b>
Equity in net losses of unconsolidated real estate joint ventures	(872)	—	—	—	—	(872)
Gain on the sale of Altman Logistics Properties and equity interests in logistics joint ventures	6,161	—	—	—	—	6,161
Other income	335	315	1	2,960	342	3,953
Foreign exchange loss	—	(62)	(995)	—	—	(1,057)
<b>(Loss) income before income taxes</b>	<b>\$ (8,108)</b>	<b>(21,869)</b>	<b>(6,049)</b>	<b>1,303</b>	<b>(22,425)</b>	<b>(57,148)</b>
<b>Other segment disclosures</b>						
Total assets	\$ 297,849	133,604	60,174	90	4,107	495,824
Expenditures for property and equipment	\$ 68	2,797	454	—	—	3,319
Depreciation, amortization and accretion	\$ 3,592	7,636	2,945	—	1,117	15,290
Debt accretion and amortization	\$ —	—	499	—	—	499
Cash and cash equivalents	\$ 59,481	6,316	1,228	68	19,350	86,443
Real estate equity method investments	\$ 35,309	—	—	—	—	35,309
Goodwill	\$ 31,233	7,608	—	—	—	38,841
Notes payable and other borrowings	\$ 77,690	26,908	9,683	—	(26,908)	87,373

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The table below sets forth the Company's segment information as of and for the year ended December 31, 2024 (in thousands):

	Altman	BBX Sweet Holdings	Renin	Other	Reconciling Items and Eliminations	Segment Total
<b>Revenues:</b>						
Trade sales	\$ —	128,664	90,970	6,537	(11)	226,160
Sales of real estate inventory	2,322	—	—	—	—	2,322
Revenue from construction contracts	59,935	—	—	—	—	59,935
Real estate development and property management fees	8,922	—	—	—	—	8,922
Interest income	6,793	—	—	—	424	7,217
Net gains on sales of real estate assets	1,487	—	—	—	—	1,487
Lease income	675	—	—	—	—	675
Other revenue	50	119	—	1,190	(815)	544
<b>Total revenues</b>	<b>80,184</b>	<b>128,783</b>	<b>90,970</b>	<b>7,727</b>	<b>(402)</b>	<b>307,262</b>
<b>Costs and expenses:</b>						
Cost of trade sales	—	82,756	77,922	2,127	(11)	162,794
Cost of real estate inventory sold	(386)	—	—	—	—	(386)
Cost of revenue from construction contracts	64,663	—	—	—	—	64,663
Interest expense	592	2,279	2,391	5	(2,131)	3,136
Recoveries from loan losses, net	(1,633)	—	—	—	—	(1,633)
Impairment losses	697	4,667	—	—	—	5,364
Selling, general and administrative expenses	28,336	61,848	13,490	7,535	24,612	135,821
<b>Total costs and expenses</b>	<b>92,269</b>	<b>151,550</b>	<b>93,803</b>	<b>9,667</b>	<b>22,470</b>	<b>369,759</b>
Equity in net earnings of unconsolidated real estate joint ventures	756	—	—	—	—	756
Other income (expense)	542	677	(65)	19	1,571	2,744
Foreign exchange gain	—	9	1,931	—	—	1,940
<b>Loss before income taxes</b>	<b>\$ (10,787)</b>	<b>(22,081)</b>	<b>(967)</b>	<b>(1,921)</b>	<b>(21,301)</b>	<b>(57,057)</b>
<b>Other segment disclosures</b>						
Total assets	\$ 353,650	164,315	71,601	352	13,096	603,014
Expenditures for property and equipment	\$ 494	6,281	407	8	25	7,215
Depreciation, amortization and accretion	\$ (377)	7,943	3,237	145	414	11,362
Debt accretion and amortization	\$ 5	—	92	—	—	97
Cash and cash equivalents	\$ 61,528	2,639	452	129	22,950	87,698
Real estate equity method investments	\$ 67,025	—	—	—	—	67,025
Goodwill	\$ 31,233	14,274	4,140	—	—	49,647

**24. Subsequent Events**

Subsequent events have been evaluated through the date the financial statements were issued. As of such date, there were no other subsequent events other than as noted within the footnotes herein.

**10) Issuer Certification**

*Principal Executive Officer:*

I, Jarett Levan certify that:

1. I have reviewed this Disclosure Statement for BBX Capital, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 25, 2026

/s/ Jarett S. Levan

Jarett S. Levan

Chief Executive Officer, and President

*Principal Financial Officer:*

I, Brett Sheppard certify that:

1. I have reviewed this Disclosure Statement for BBX Capital, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: March 25, 2026

/s/ Brett Sheppard

Brett Sheppard

Chief Financial Officer

**Subsidiaries of BBX Capital, Inc.**

**Jurisdiction of Organization**

Eden Services, Inc.	Florida
I.R.E. Property Analysts, Inc.	Florida
I.R.E. Energy 1981, Inc.	Florida
Kingsway Services Inc.	Florida
Risk Management Services, LLC	Florida
BFC/CCC, Inc.	Florida
B-D2 Holdings, LLC	Florida
B-DJ Holdings, LLC	Florida
B-26 Holdings, LLC	Florida
D-2 Acquisition	Florida
Confections by Design, LLC	Florida
The Altman Companies, LLC	Florida
BBX Capital Partners, LLC	Florida
BBX Sweet Holdings, LLC	Florida
Renin Holdings, LLC	Florida

**Subsidiaries of BFC/CCC Inc.**

LAS Trademark, LLC	Florida
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**Subsidiaries of Renin Holdings, LLC**

Renin US, LLC	Mississippi
Renin Canada Corporation	Canada

**Subsidiaries of BBX Sweet Holdings, LLC**

IT'SUGAR Holdings, LLC	Florida
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**Subsidiary of IT'SUGAR Holdings, LLC**

IT'SUGAR, LLC	Delaware
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**Subsidiaries of IT'SUGAR, LLC**

IT'SUGAR FLGC, LLC	Florida
IT'SUGAR FL I, LLC	Florida
IT'SUGAR FL II, LLC	Florida
IT'SUGAR FL III, LLC	Florida
IT'SUGAR Canada Inc.	Canada
The Hoffman Commercial Group, Inc.	Florida
IT'SUGAR Wholesale, LLC	Florida

**Subsidiaries of The Hoffman Commercial Group, Inc**

Hoffman's Florida I, LLC	Florida
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**Subsidiaries of The Altman Companies, LLC**

Altman Operating Entities, LLC	Florida
Altman Living Project Investments, LLC	Florida
Altman Opportunity Investments, LLC	Florida
Altman Logistics Project Investments, LLC	Florida
Altman Guaranty Investments, LLC	Florida
BBX Partners, Inc	Florida

**Subsidiaries of BBX Partners, Inc.**

Heartwood Partners 1, LLC	Florida
Heartwood Partners 2, LLC	Florida

**Subsidiaries of Altman Opportunity Investments, LLC**

BBX Capital Asset Management LLC	Florida
Florida Asset Resolution Group, LLC	Florida
BBX Las Olas Investments, LLC	Florida
BBX Sky Cove, LLC	Florida
Altman Broken Sound Commercial, LLC	Florida

**Subsidiaries of BBX Capital Asset Management, LLC**

BBX Miramar, LLC	Florida
FL Cell Tower, LLC	Florida
Banc Servicing Center, LLC	Florida
Fidelity Tax, LLC	Florida
Heartwood 3, LLC	Florida
Heartwood 4, LLC	Florida
Heartwood 11, LLC	Florida
FL Billboards, LLC	Florida
Heartwood 18, LLC	Florida
Heartwood 21, LLC	Florida
Heartwood 23, LLC	Florida
Heartwood 24, LLC	Florida
Heartwood 47, LLC	Florida
Heartwood 50, LLC	Florida
Heartwood 88, LLC	Florida
Heartwood 91, LLC	Florida
Heartwood 91-2, LLC	Florida
BBX Grand Central, LLC	Florida

**Subsidiary of Heartwood 4, LLC**

JX Palm Coast Land, LLC	Florida
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**Subsidiaries of Florida Asset Resolution Group, LLC**

Heartwood 58, LLC	Florida
FAR Holdings Group, LLC	Florida

**Subsidiaries of Heartwood 58, LLC**

FT Properties, LLC	Florida
Sunrise Atlantic, LLC	Florida
Heartwood 56, LLC	Florida
Heartwood 57, LLC	Florida

**Subsidiaries of FAR Holdings Group, LLC**

Heartwood 2, LLC	Florida
Heartwood 43, LLC	Florida
Heartwood 55, LLC	Florida
FAR 2, LLC	Florida
FAR 5, LLC	Florida
SHL Holdings, Inc	Florida

**Subsidiaries of Altman Operating Entities, LLC**

Altman Living, LLC	Florida
Altman Logistics Properties, LLC	Florida

**Subsidiaries of the Altman Living, LLC**

Altman Development Company	Florida
Altman Management, LLC	Florida
Altman Builders, LLC	Florida

**Subsidiaries of Altman Living Project Investments, LLC**

BBX Altis Projects 2021, LLC	Florida
BBX Altis Projects 2022, LLC	Florida
BBX Altis Projects 2023, LLC	Florida
BBX Altis Projects 2025, LLC	Florida
BBX Equity Partners 2021, LLC	Florida
BBX Equity Partners 2022, LLC	Florida
BBX Equity Partners 2023 LLC	Florida
BBX Equity Partners 2025 LLC	Florida
BBX Altis Suncoast Investor, LLC	Florida
BBX Altra Kendall Investor, LLC	Florida
BBX Altis Lake Willis II Investor, LLC	Florida
Altman 11240 Biscayne Manager, LLC	Florida

**Subsidiaries of BBX Altis Projects 2022, LLC**

Altis Santa Barbara -Naples Manager, LLC	Florida
Altis Lake Willis II Manager, LLC	Florida
Altra Kendall Manager, LLC	Florida
Altra Kendall Sponsor, LLC	Florida

**Subsidiaries of BBX Altis Projects 2021, LLC**

Altis Blue Lake Manager, LLC	Florida
Altis Suncoast Pasco Manager, LLC	Florida
Altis Lake Willis Manager, LLC	Florida

**Subsidiaries of BBX Altis Projects 2023, LLC**

Orange Blossom Apartment Manager, LLC	Florida
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**Subsidiaries of BBX Altis Projects 2025, LLC**

Altman Broken Sound Residential, LLC	Florida
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**Subsidiaries of Altman Broken Sound Residential, LLC**

MBAL, LLC	Florida
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**Subsidiaries of Altra Kendall Sponsor, LLC**

Altra Kendall Venture, LLC	Florida
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**Subsidiaries of Altra Kendall Venture, LLC**

Altra Kendall Holdings, LLC	Florida
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**Subsidiaries of Altra Kendall Holdings, LLC**

Altra Kendall Owner, LLC	Florida
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**Subsidiaries of Altman 11240 Biscayne Manager, LLC**

11240 Biscayne Manager, LLC	Florida
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Altman Living Guaranty, LLC	<b><u>Subsidiary of Altman Guaranty Investments, LLC</u></b>	Florida
Altman Logistics Development, LLC	<b><u>Subsidiaries of Altman Logistics Properties, LLC</u></b>	Florida
BBX Logistics Projects 2024, LLC	<b><u>Subsidiaries of Altman Logistics Projects Investment, LLC</u></b>	Florida
BBX Logistics Projects 2023, LLC		Florida
BBX Logistics Partners 2024, LLC		Florida
BBX Logistics Partners 2023, LLC		Florida
Lakeland Logistics Park Manager, LLC	<b><u>Subsidiaries of BBX Logistics Projects 2024, LLC</u></b>	Florida
Davie Logistics Park Manager, LLC		Florida
Delray Logistics Park Manager, LLC	<b><u>Subsidiaries of BBX Logistics Projects 2023, LLC</u></b>	Florida