



BBX Capital, Inc.
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Quarterly Report

For the period ending June 30, 2025 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Class A Common Stock and Class B Common Stock was 10,385,012 and 3,854,194, respectively, as of June 30, 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 Control⁵ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

⁵ "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 Quarterly Report

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

Forward-Looking Statements

This Quarterly 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. When considering forward-looking statements, the reader should keep in mind the risks, uncertainties, and other cautionary statements made in this Quarterly Report and in the Company’s Annual Report (the “2024 Annual Report”) on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 21, 2025. 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 Quarterly 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 Quarterly 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 Quarterly Report.

Future results and the accuracy of forward-looking statements may be affected by various risks and uncertainties, including the risk factors applicable to the Company which are described herein and in “Item 1. Business – Cautionary Note Regarding Forward-Looking Statements” and “Item 1A. Risk Factors” of the Company’s 2024 Annual Report. The risk factors described in the 2024 Annual Report, as well as the other risks and factors detailed in this report and the 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	<u>as of date: 6/30/25</u>
Total shares outstanding:	10,385,012	<u>as of date: 6/30/25</u>
Total number of shareholders of record:	181	<u>as of date: 6/30/25</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	<u>as of date: 6/30/25</u>
Total shares outstanding:	3,854,194	<u>as of date: 6/30/25</u>
Total number of shareholders of record:	79	<u>as of date: 6/30/25</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.**

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 01/01/23 <u>Class A Common: 11,010,631</u> <u>Class B Common: 3,860,618</u> <u>Preferred: 0</u>									
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
1/17/2023	New Issuance	232,967	Class A	\$9.10	No	Jarett Levan	Share-based Awards	Restricted	S-8
1/17/2023	New Issuance	116,483	Class A	\$9.10	No	Seth Wise	Share-based Awards	Restricted	S-8
1/17/2023	New Issuance	38,462	Class A	\$9.10	No	Brett Sheppard	Share-based Awards	Restricted	S-8
1/17/2023	New Issuance	25,000	Class A	\$9.10	No	Employees	Share-based Awards	Restricted	S-8
9/1/2023	New Issuance	563	Class A	N/A	No	CEDE	Class B shares exchanged for Class A shares	Unrestricted	
9/1/2023	Retirement	563	Class B	N/A	No	CEDE	Class B shares exchanged for Class A shares	Unrestricted	
10/1/2023	Retirement	30,609	Class A	\$7.20	No	Jarett Levan	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2023	Retirement	8,533	Class A	\$7.20	No	Brett Sheppard	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2023	Retirement	42,287	Class A	\$7.20	No	Seth Wise	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2023	Retirement	20,844	Class A	\$7.20	No	John Abdo	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
10/1/2023	Retirement	20,674	Class A	\$7.20	No	Alan Levan	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	

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
10/1/2023	Retirement	4,852	Class A	\$ 7.20	No	Employees	Purchase of shares for withholding taxes on restricted stock awards	Unrestricted	
11/7/2023	New Issuance	5,861	Class A	N/A	No	CEDE	Class B shares exchanged for Class A shares	Unrestricted	
11/7/2023	Retirement	5,861	Class B	N/A	No	CEDE	Class B shares exchanged for Class A shares	Unrestricted	
12/29/2023	Retirement	726,043	Class A	\$ 8.00	No	CEDE	Tender Offer	Unrestricted	
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	
Shares Outstanding on Date of This Report:									
Ending Balance:									
Class A Common:									
Date 6/30/25	10,385,012								
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 ⁶	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:

⁶ 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, warehouse and logistics facilities, and single-family master-planned housing communities primarily located in Florida. As part of its real estate development activities, Altman invested in developments primarily through joint ventures in which it serves as the managing member, and Altman also has generated fees from various services related to these developments, including acquisition, development management, general contractor, and property management services. Altman operates through Altman Living, a developer and manager of multifamily apartment communities, Altman Logistics, a developer of warehouse and logistics facilities, 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.

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 whose products include bulk candy, candy in giant packaging, and licensed and novelty items, and Las Olas Confections and Snacks, a manufacturer and wholesaler of chocolate and other confectionery products.

Renin is engaged in the design, manufacture, and distribution 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.

The Company's subsidiaries have faced challenges as a result of market conditions and economic uncertainty and experienced significant operating losses. Challenges have included (i) volatility, turmoil, and increased uncertainty in the economy and markets, (ii) the deterioration of the economy generally, (iii) decreased discretionary spending by consumers, (iv) inflationary conditions that have resulted in elevated costs of doing business, (v) elevated interest rates, (vi) the imposition of tariffs and potential of additional tariffs, and (vii) supply chain issues. Further, the Company and its subsidiaries were structured for scale and growth that are not supported by current economic conditions, and as a result, the Company made a decision to review the operations and strategies of all of its subsidiaries. Based on that review, the Company is pursuing a full range of strategic alternatives with respect to its holdings and operations in an effort to mitigate losses, reduce costs, and preserve cash at the Company and in each of our subsidiaries.

In connection with its review, the Company made a decision in April 2025 to pursue various cost saving initiatives, including (i) the possible sale or spin-off of subsidiaries, operating platforms, and investments, (ii) the possible termination of certain operations, (iii) a pause of new real estate development activities, (iv) staff reductions, and (v) a reduction of executive salaries. As part of these initiatives, the Company filed a Form 15 with the Securities and Exchange Commission to effect the deregistration of its Class A Common Stock and Class B Common Stock under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the suspension of its reporting obligations under Section 15(d) of the Exchange Act. The size of the Company's Board of Directors has also been decreased from twelve directors to seven directors. The current directors are Alan B. Levan, John E. Abdo, Jarett S. Levan, Seth M. Wise, and independent directors Andrew Cagnetta, Steven M. Coldren and Willis N. Holcombe. The Company has also implemented other cost saving initiatives, including announced reductions in headcount in its corporate office and at its subsidiaries, including Altman and IT'SUGAR, which are anticipated to occur over the next 12-18 months, and reduced executive compensation. The Company's consideration of strategic alternatives remains ongoing, and further initiatives may be pursued in future periods. However, there is no assurance that additional strategic alternatives will be pursued or achieve the intended benefits. Further, the implementation of some or all of the strategic alternatives could result in the recognition of material impairment losses and writedowns in future periods that would have a material adverse impact on the Company's financial condition and results of operations.

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

A complete list of the Company's subsidiaries is attached as Exhibit 4B to this Quarterly 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 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 June 30, 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 operates a manufacturing facility in Orlando, Florida that is being leased by it pursuant to a lease agreement that expires in 2025, subject to three one-year renewal options that may be exercised by the Company.

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 June 30, 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(2)(3)(4)(5)	Chairman of the Board of Directors	Fort Lauderdale, Florida	460,798 0	Class A Class B(1)	4.4 -
By Levan BFC Stock Partners, LP	Chairman of the Board of Directors	Fort Lauderdale, Florida	839,250 1,201,581	Class A Class B(1)	8.1 31.2
By John E. Abdo Trust Agreement dated 3/15/76, John E. Abdo, Trustee(2)(4)	Vice Chairman of the Board of Directors	Fort Lauderdale, Florida	1,201,891 1,495,311	Class A Class B(1)	11.6 38.8
Jarett S. Levan(2)(4)(5)(6)	President, Chief Executive Officer and Director	Fort Lauderdale, Florida	266,508 0	Class A Class B(1)	2.6 -
By Jarett Levan Irrevocable Trust Agreement, Dara Levan, Trustee(2)	President, Chief Executive Officer and Director	Fort Lauderdale, Florida	662,573 0	Class A Class B(1)	6.4 -
By Dara Levan Irrevocable Trust Agreement, Jarett Levan, Trustee(2)	President, Chief Executive Officer and Director	Fort Lauderdale, Florida	251,504 677,965	Class A Class B(1)	2.4 17.6
Seth M. Wise(2)(6)(7)	Executive Vice President and Director	Fort Lauderdale, Florida	490,702 335,158	Class A Class B(1)	4.7 8.7
Brett Sheppard	Chief Financial Officer	Fort Lauderdale, Florida	77,884 0	Class A Class B(1)	0.7 -
Steven M. Coldren	Director	Fort Lauderdale, Florida	1,893 0	Class A Class B(1)	0.0 -
Willis N. Holcombe	Director	Fort Lauderdale, Florida	0 0	Class A Class B(1)	- -
Dr. Herbert A Wertheim(8)	5% Control Person	Coral Gables, Florida	1,038,691 85,410	Class A Class B(1)	10.0 2.2

- Shares of the Company's Class B Common Stock (other than restricted shares that are subject to vesting) 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 167,653 shares of Class A Common Stock held by an irrevocable trust for Alan B. Levan. Mr. Alan Levan's beneficial holdings also include 7,344 shares of Class A Common Stock held through trusts for the benefit of his children, 207,101 shares of Class A Common Stock held by an irrevocable trust, and 78,700 shares of Class A Common Stock held by the Susie and Alan B. Levan Family Foundation.
- 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.

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 14 – Commitments and Contingencies" to the financial statements of the Company included in Item 9 of this Quarterly 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 ⁷:

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.

⁷ 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 Quarterly Report

For the quarterly period ended June 30, 2025

BBX Capital, Inc.

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Financial Statements and Notes

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

	June 30, 2025	December 31, 2024
ASSETS		As Adjusted*
Cash and cash equivalents (\$1,180 in 2025 and \$2,398 in 2024 in variable interest entities (VIEs))	\$ 64,309	87,698
Restricted cash (\$10,070 in 2025 and \$10,038 in 2024 in VIEs)	20,633	29,389
Securities available for sale, at fair value	3,113	829
Trade accounts receivable, net (\$524 in 2025 and \$401 in 2024 in VIEs)	16,404	16,088
Construction contracts receivable, net	3,383	3,803
Trade inventory, net	32,185	30,847
Real estate (\$1,216 in 2025 and \$1,216 in 2024 held for sale, \$0 in 2025 and \$60,075 in 2024 of rental property under development in VIEs, \$104,067 in 2025 and \$41,832 in 2024 of rental properties in VIEs and \$0 in predevelopment costs in 2025 and \$2,614 in 2024 in VIEs)	121,443	119,812
Investments in and advances to unconsolidated real estate joint ventures (\$53,614 in 2025 and \$65,592 in 2024 in VIEs)	55,326	67,025
Property and equipment, net	33,389	36,464
Goodwill	49,647	49,647
Intangible assets, net	23,147	24,257
Operating lease assets	94,918	105,310
Deferred tax asset, net	70	70
Contract assets	4,616	7,922
Other assets (\$845 in 2025 and \$840 in 2024 in VIEs)	21,786	23,853
Total assets	\$ 544,369	603,014
LIABILITIES AND EQUITY		
Liabilities:		
Accounts payable (\$88 in 2025 and \$54 in 2024 in VIEs)	\$ 14,995	19,282
Accrued expenses (\$1,156 in 2025 and \$924 in 2024 in VIEs)	32,489	38,521
Contract liabilities	7,254	13,648
Other liabilities (\$1,499 in 2025 and \$1,427 in 2024 in VIEs)	4,010	4,294
Operating lease liabilities	119,408	128,872
Notes payable and other borrowings (\$71,731 in 2025 and \$65,469 in 2024 in VIEs)	85,413	88,822
Total liabilities	263,569	293,439
Commitments and contingencies (See Note 14)		
Redeemable noncontrolling interest	5,035	5,019
Equity:		
Class A Common Stock of \$0.01 par value; authorized 30,000,000 shares; issued and outstanding 9,977,213 in 2025 and 9,977,213 in 2024	100	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	312,971	311,757
Accumulated deficit	(93,920)	(66,030)
Accumulated other comprehensive income (loss)	744	(666)
Total shareholders' equity	219,934	245,200
Noncontrolling interests	55,831	59,356
Total equity	275,765	304,556
Total liabilities and equity	\$ 544,369	603,014

(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 Condensed Consolidated Financial Statements - Unaudited

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

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2025	2024	2025	2024
Revenues:		As Adjusted*		As Adjusted*
Trade sales	\$ 56,655	55,967	108,309	114,412
Sales of real estate inventory	30	629	41	1,953
Revenue from construction contracts	9,987	14,957	21,825	31,404
Real estate development and property management fees	1,910	1,734	3,947	4,000
Interest income	1,146	1,867	2,498	3,963
Lease income, net	1,708	50	2,621	103
Other revenue	149	18	188	354
Total revenues	71,585	75,222	139,429	156,189
Costs and expenses:				
Cost of trade sales	40,114	40,441	78,092	81,992
Cost of real estate inventory sold	—	—	—	321
Cost of revenue from construction contracts	9,674	15,432	21,575	35,638
Interest expense	1,408	639	2,565	1,508
Recoveries from loan losses, net	(792)	(247)	(1,355)	(824)
Impairment losses	5,612	218	5,612	218
Selling, general and administrative expenses	32,475	33,024	66,658	68,587
Total costs and expenses	88,491	89,507	173,147	187,440
Operating losses	(16,906)	(14,285)	(33,718)	(31,251)
Equity in net (loss) earnings of unconsolidated real estate joint ventures	(604)	1,676	(1,162)	1,717
Other income	683	489	3,674	1,434
Foreign exchange (loss) gain	(1,270)	235	(1,343)	706
Loss before income taxes	(18,097)	(11,885)	(32,549)	(27,394)
(Provision) benefit for income taxes	(3)	2,309	(37)	5,042
Net loss	(18,100)	(9,576)	(32,586)	(22,352)
Net loss (income) attributable to noncontrolling interests	3,370	(170)	4,696	(554)
Net loss attributable to shareholders	\$ (14,730)	(9,746)	(27,890)	(22,906)
Basic loss per share	\$ (1.06)	(0.72)	(2.02)	(1.67)
Diluted loss per share	(1.06)	(0.72)	(2.02)	(1.67)
Basic weighted average number of common shares outstanding	13,831	13,561	13,831	13,729
Diluted weighted average number of common shares outstanding	13,831	13,561	13,831	13,729
Net loss	\$ (18,100)	(9,576)	(32,586)	(22,352)
Other comprehensive income (loss), net of tax:				
Unrealized loss on securities available for sale	(4)	—	(4)	(7)
Foreign currency translation adjustments	1,306	(167)	1,415	(713)
Other comprehensive income (loss), net	1,302	(167)	1,411	(720)
Comprehensive loss, net of tax	(16,798)	(9,743)	(31,175)	(23,072)
Comprehensive loss (income) attributable to noncontrolling interests	3,370	(170)	4,696	(554)
Comprehensive loss attributable to shareholders	\$ (13,428)	(9,913)	(26,479)	(23,626)

* See note 1 for summary of adjustments

See Notes to Condensed Consolidated Financial Statements – Unaudited

BBX Capital, Inc.
Condensed Consolidated Statements of Changes in Equity - Unaudited
For the Three Months Ended June 30, 2025 and 2024
(In thousands)

	Shares of Common Stock Outstanding Class		Common Stock Class		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Non- controlling Interests	Total Equity
	A	B	A	B					
Balance, March 31, 2024	10,110	3,786	\$ 101	38	313,190	(14,791)	760	56,215	355,513
Cumulative effect from the adoption of ASU 2024-01*	—	—	—	—	—	(392)	—	748	356
Adjusted balance, March 31, 2024	10,110	3,786	101	38	313,190	(15,183)	760	56,963	355,869
Net loss excluding \$65 of income attributable to redeemable noncontrolling interest	—	—	—	—	—	(9,746)	—	105	(9,641)
Other comprehensive loss	—	—	—	—	—	—	(167)	—	(167)
Contributions from noncontrolling interest	—	—	—	—	—	—	—	1,207	1,207
Purchase and retirement of common stock	(500)	—	(5)	—	(4,370)	—	—	—	(4,375)
Share-based compensation	—	—	—	—	1,408	—	—	115	1,523
Balance, June 30, 2024	9,610	3,786	\$ 96	38	310,228	(24,929)	593	58,390	344,416

* See note 1 for summary of adjustments

	Shares of Common Stock Outstanding Class		Common Stock Class		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total Equity
	A	B	A	B					
Balance, March 31, 2025	9,977	3,854	\$ 100	39	312,373	(79,190)	(557)	59,300	292,065
Net loss excluding \$52 of income attributable to redeemable noncontrolling interest	—	—	—	—	—	(14,730)	—	(3,422)	(18,152)
Other comprehensive income	—	—	—	—	—	—	1,301	—	1,301
Contributions from noncontrolling interests	—	—	—	—	—	—	—	800	800
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(1,383)	(1,383)
Share-based compensation	—	—	—	—	598	—	—	536	1,134
Balance, June 30, 2025	9,977	3,854	\$ 100	39	312,971	(93,920)	744	55,831	275,765

See Notes to Condensed Consolidated Financial Statements - Unaudited

BBX Capital, Inc.
Condensed Consolidated Statements of Changes in Equity - Unaudited
For the Six Months Ended June 30, 2025 and 2024
(In thousands)

	Shares of Common Stock Outstanding Class		Common Stock Class		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Non- controlling Interests	Total Equity
	A	B	A	B					
Balance, December 31, 2023	10,110	3,786	\$ 101	38	311,847	(1,755)	1,313	54,968	366,512
Cumulative effect from the adoption of ASU 2024-01*	—	—	—	—	—	(268)	—	602	334
Adjusted balance, December 31, 2023	10,110	3,786	101	38	311,847	(2,023)	1,313	55,570	366,846
Net loss excluding \$129 of income attributable to redeemable noncontrolling interest	—	—	—	—	—	(22,906)	—	425	(22,481)
Other comprehensive loss	—	—	—	—	—	—	(720)	—	(720)
Contributions from noncontrolling interest	—	—	—	—	—	—	—	1,860	1,860
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(69)	(69)
Purchase and retirement of common stock	(500)	—	(5)	—	(4,370)	—	—	—	(4,375)
Share-based compensation	—	—	—	—	2,751	—	—	604	3,355
Balance, June 30, 2024	9,610	3,786	\$ 96	38	310,228	(24,929)	593	58,390	344,416

* See note 1 for summary of adjustments

	Shares of Common Stock Outstanding Class		Common Stock Class		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Non- controlling Interests	Total Equity
	A	B	A	B					
Balance, December 31, 2024	9,977	3,854	\$ 100	39	311,757	(65,651)	(666)	58,010	303,589
Cumulative effect from the adoption of ASU 2024-01*	—	—	—	—	—	(379)	—	1,346	967
Adjusted balance, December 31, 2024	9,977	3,854	100	39	311,757	(66,030)	(666)	59,356	304,556
Net loss excluding \$103 of income attributable to redeemable noncontrolling interest	—	—	—	—	—	(27,890)	—	(4,799)	(32,689)
Other comprehensive income	—	—	—	—	—	—	1,410	—	1,410
Contributions from noncontrolling interests	—	—	—	—	—	—	—	1,684	1,684
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(1,486)	(1,486)
Share-based compensation	—	—	—	—	1,214	—	—	1,076	2,290
Balance, June 30, 2025	9,977	3,854	\$ 100	39	312,971	(93,920)	744	55,831	275,765

* See note 1 for summary of adjustments

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

	For the Six Months Ended June 30,	
	2025	2024
Operating activities:		As Adjusted*
Net loss	\$ (32,586)	(22,352)
Adjustments to reconcile net loss to net cash used in operating activities:		
Recoveries from loan losses, net	(1,355)	(824)
Depreciation, amortization and accretion	8,355	5,450
Net gain on sales of real estate and property and equipment	—	(501)
Net gain on lease termination	(641)	—
Equity in net loss (earnings) of unconsolidated real estate joint ventures	1,162	(1,717)
Return on investment in unconsolidated real estate joint ventures	173	3,432
Impairment losses	5,612	218
Share-based compensation expense	2,290	3,355
Provision for excess and obsolete inventory	282	423
Change in deferred income tax asset, net	—	41
Changes in operating assets and liabilities:		
Trade accounts receivable	(316)	1,840
Construction contracts receivable	420	6,476
Trade inventory	(1,620)	(498)
Real estate	(307)	(2,610)
Operating lease assets	15,262	10,869
Operating lease liabilities	(13,939)	(10,913)
Contract assets	3,306	14,319
Other assets	2,588	3,572
Accounts payable	(4,377)	(11,648)
Accrued expenses	(6,032)	(8,263)
Contract liabilities	(6,394)	(10,633)
Other liabilities	1,126	(1,804)
Net cash used in operating activities	(26,991)	(21,768)
Investing activities:		
Return of investment in and advances to unconsolidated real estate joint ventures	9,647	401
Investments in unconsolidated real estate joint ventures	(3,429)	(6,212)
Purchases of securities available for sale	(2,252)	(9,831)
Redemptions of securities available for sale	—	44,251
Proceeds from repayment of loans receivable	1,817	857
Proceeds from the repayment of Bluegreen Vacations Holding Corporation note	—	35,000
Proceeds from sales of assets	—	306
Proceeds from sale of real estate held for sale	2,831	260
Additions to real estate held-for-sale and held-for-investment	(6,729)	(16,376)
Purchases of property and equipment	(3,868)	(3,955)
Decrease in cash from other investing activities	(232)	(5,008)
Net cash (used in) provided by investing activities	(2,215)	39,693

(Continued)

	For the Six Months Ended June 30,	
	2025	2024
Financing activities:		As Adjusted*
Repayments of notes payable and other borrowings	(10,239)	(8,271)
Proceeds from notes payable and other borrowings	7,245	23,877
Payments for debt issuance costs	(56)	(675)
Purchase and retirement of common stock	—	(4,375)
Contributions from noncontrolling interests	1,684	1,860
Distributions to noncontrolling interests	(1,573)	(147)
Net cash (used in) provided by financing activities	(2,939)	12,269
(Decrease) increase in cash, cash equivalents and restricted cash	(32,145)	30,194
Cash, cash equivalents and restricted cash at beginning of period	117,087	111,584
Cash, cash equivalents and restricted cash at end of period	\$ 84,942	141,778
Supplemental cash flow information:		
Interest paid on borrowings, net of amounts capitalized	\$ 2,497	1,685
Income taxes paid	163	485
Supplementary disclosure of non-cash investing and financing activities:		
Miscellaneous receivable from sale of assets	—	255
Additions to real estate held for investment and property and equipment accrued not paid	90	8,732
Inventory transferred in sale of assets	—	61
Assumption of Community Development District Bonds by homebuilders	—	134
Return of financed equipment	435	—
Operating lease assets obtained in exchange for new operating lease liabilities	4,475	12,457
Reconciliation of cash, cash equivalents and restricted cash:		
Cash and cash equivalents	64,309	116,049
Restricted cash	20,633	25,729
Total cash, cash equivalents and restricted cash	\$ 84,942	141,778

See Notes to Condensed Consolidated Financial Statements - Unaudited

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

1. Organization and Basis of Financial Statement Presentation

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”).

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, warehouse and logistics facilities, 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 also has generated fees from various services related to these developments, including acquisition, development management, general contractor, and property management services. Altman operates through Altman Living, a developer and manager of multifamily apartment communities, Altman Logistics, a developer of warehouse and logistics facilities, 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.

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 approximately 100 retail locations in the United States and one location in Canada whose products include bulk candy, candy in giant packaging, and licensed and novelty items, and Las Olas Confections and Snacks, a manufacturer and wholesaler of chocolate and other confectionery products.

Renin

Renin is engaged in the design, manufacture, and distribution 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.

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 2024, the entity ceased providing risk management advisory services to BVH. As a result of these events, the Company’s risk management subsidiary primarily focused on risk management services for the Company and its subsidiaries until February 2025, at which time the risk management subsidiary ceased operations and its functions became a corporate function. The fees earned by the entity for services provided to the Company are eliminated in consolidation.

Basis of Financial Statement Presentation

The condensed consolidated financial statements of the Company include the consolidated financial statements of BBX Capital and its wholly-owned subsidiaries, other entities in which BBX Capital or its wholly-owned 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.

In the Company's opinion, the financial information contained herein reflects all adjustments consisting of normal recurring items necessary for a fair presentation of its financial position, results of operations, and cash flows for the interim periods reported in this Quarterly Report. The condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Accordingly, these financial statements do not include all of the information and disclosures required by GAAP for complete financial statements. Also, these unaudited condensed consolidated financial statements and related notes are presented as permitted by Accounting Standards Codification ("ASC") Topic 270, *Interim Reporting*, and should be read in conjunction with the Company's audited consolidated financial statements and footnotes thereto included in the Company's Annual Report for the year ended December 31, 2024 (the "2024 Annual Report") located on the OTC Markets Group website (www.otcm Markets.com).

Use of Estimates

The preparation of financial statements prepared in conformity with GAAP require the Company to make estimates and assumptions, including assumptions about current and future economic and market conditions which affect reported amounts and related disclosures in the Company's financial statements, and actual results could differ materially from those estimates.

Due to, among other things, the impact and potential future impact of decreased consumer demand, the current inflationary and geopolitical environment, volatility of interest rates, labor shortages, 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, (ii) the possible termination of certain operations, and (iii) a pause of new real estate development activities, and 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 intangible assets, long-lived assets, and investments in unconsolidated subsidiaries and additional future reserves for inventory and receivables.

Restructuring Charges

The Company's subsidiaries have faced challenges as a result of market conditions and economic uncertainties and experienced significant operating losses. Challenges have included: (i) volatility, turmoil, and increased uncertainty in the economy and markets, (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 potential of additional tariffs, and (vii) supply chain issues, 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, reducing headcount in its corporate office and at its subsidiaries, including Altman and IT'SUGAR, and reducing executive salaries. In addition, the Company is considering the possible sale of subsidiaries and investments, the possible termination of certain operations, and a pause of new real estate development activities.

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, and estimates of future liabilities may also 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 currently expects to pay approximately \$2.4 million of one-time employee termination benefits to the impacted employees, and as a result of future service requirements related to certain of such payments, the Company recognized in selling, general and administrative expenses in its statement of operations and comprehensive loss approximately \$1.7 million of such expenses during the three and six months ended June 30, 2025 and expects to recognize the remaining amounts over the following 9-15 months.

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 June 30, 2025 for the three and six months ended June 30, 2025 (in thousands):

	For the Three and Six Months Ended June 30, 2025
Restructuring charge liability, April 1, 2025	\$ —
Employee termination expense	1,655
Payments	(160)
Restructuring charge liability, June 30, 2025	<u>\$ 1,495</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 condensed consolidated statement of financial condition as of June 30, 2025, and the recognition of a \$0.6 million gain included in selling, general and administrative expenses in the Company's condensed statement of operations and comprehensive loss for the three and six months ended June 30, 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.

The Company evaluates its long-lived assets, including property and equipment 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. In May 2025, IT'SUGAR made a strategic decision to close an underperforming retail location, and it does not have the intent or 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 during the three and six months ended June 30, 2025 in the Company's statement of operations and comprehensive loss in order to reduce the carrying amount of the right-of-use asset to zero.

Recently Adopted and Future Adoption of Recently Issued 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:

Accounting Standards Update ("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 to employees as compensation under ASC Topic 710, BBX Capital has evaluated this update in relation to profit interests granted to its employees 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).

	As of December 31, 2024		
	As Previously Reported	ASU 2024-01 Adjustments	As Adjusted
Statement of Financial Condition:			
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

	As of the Three Months Ended June 30, 2024			Six Months Ended June 30, 2024		
	As Previously Reported	ASU 2024-01 Adjustments	As Adjusted	As Previously Reported	ASU 2024-01 Adjustments	As Adjusted
Statement of Operations and Comprehensive Loss:						
Selling, general and administrative expenses	\$ 33,306	(282)	33,024	68,719	(132)	68,587
Total costs and expenses	89,789	(282)	89,507	187,572	(132)	187,440
Operating losses	(14,567)	282	(14,285)	(31,383)	132	(31,251)
Loss before income taxes	(12,167)	282	(11,885)	(27,526)	132	(27,394)
Benefit for income taxes	2,358	(49)	2,309	5,065	(23)	5,042
Net loss	(9,809)	233	(9,576)	(22,461)	109	(22,352)
Net loss attributable to shareholders	(9,979)	233	(9,746)	(23,015)	109	(22,906)
Basic loss per share	(0.74)	0.02	(0.72)	(1.68)	0.01	(1.67)
Diluted loss per share	(0.74)	0.02	(0.72)	(1.68)	0.01	(1.67)
Comprehensive loss, net of tax	(9,976)	233	(9,743)	(23,181)	109	(23,072)
Comprehensive loss attributable to shareholders	(10,146)	233	(9,913)	(23,735)	109	(23,626)

	For the Six Months Ended June 30, 2024		
	As Previously Reported	ASU 2024-01 Adjustments	As Adjusted
Statement of Cash Flows:			
Net loss	\$ (22,461)	109	(22,352)
Accrued expenses	(7,878)	(385)	(8,263)
Other liabilities	(1,827)	23	(1,804)
Share-based compensation expense	3,102	253	3,355

The FASB has issued the following accounting pronouncements and guidance relevant to the Company's operations which had not been adopted as of January 1, 2025:

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 and 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 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. 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 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.

2. Securities Available-for-Sale

The following table summarizes the amortized cost and fair value of securities available-for-sale and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income (in thousands):

	As of June 30, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale				
U.S. Treasury and federal agency	\$ 2,290	—	—	2,290
Community Development District bonds	820	3	—	823
Total available-for-sale	\$ 3,110	3	—	3,113

	December 31, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale				
Community Development District bonds	\$ 820	9	—	829
Total available-for-sale	<u>\$ 820</u>	<u>9</u>	<u>—</u>	<u>829</u>

Accrued interest receivable as of June 30, 2025 and December 31, 2024 was \$8,000, for both periods. All U.S. Treasury and federal agency securities available-for-sale have maturities of less than one year, while the Community Development District bonds mature after ten years.

3. Trade Accounts Receivable and Construction Contracts Receivable

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

	June 30, 2025	December 31, 2024
Trade accounts receivables	\$ 16,465	16,200
Allowance for expected credit losses	(61)	(112)
Total trade accounts receivables	<u>\$ 16,404</u>	<u>16,088</u>

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

	June 30, 2025	December 31, 2024
Construction contracts receivable	\$ 3,383	3,803
Allowance for expected credit losses	—	—
Total construction contracts receivable	<u>\$ 3,383</u>	<u>3,803</u>

Construction contracts receivable from affiliated real estate joint ventures in which the Company is the managing member was \$2.5 million and \$3.8 million as of June 30, 2025 and December 31, 2024, respectively.

4. Trade Inventory

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

	June 30, 2025	December 31, 2024
Raw materials	\$ 5,114	5,172
Paper goods and packaging materials	1,315	1,379
Work in process	744	1,139
Finished goods	26,801	24,664
Total trade inventory	<u>33,974</u>	<u>32,354</u>
Inventory reserve	<u>(1,789)</u>	<u>(1,507)</u>
Total trade inventory, net	<u>\$ 32,185</u>	<u>30,847</u>

5. Real Estate

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

	June 30, 2025	December 31, 2024
Real estate held-for-sale	\$ 1,216	1,216
Real estate held-for-investment	2,527	2,477
Real estate inventory	7,468	7,161
Rental properties under development	—	60,075
Rental properties less accumulated depreciation of \$2,026 and \$401	104,067	41,832
Predevelopment costs	6,165	7,051
Total real estate	\$ 121,443	119,812

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 which was being developed by the Altis Grand Kendall joint venture, a consolidated VIE, that remained under construction. There were no consolidated rental properties under development as of June 30, 2025, as the development of Altis Grand Kendall is complete. During the three and six months ended June 30, 2025, the Altis Grand Kendall joint venture capitalized \$0 and \$0.3 million, respectively, of interest expense related to its construction loan with TD Bank, and during the three and six months ended June 30, 2024, the Altis Grand Kendall joint venture capitalized \$0.5 million and \$0.8 million, respectively, of interest expense on the construction loan.

Beginning 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 are as follows (in thousands):

	June 30, 2025	December 31, 2024
Land	\$ 14,631	5,732
Land improvements	3,638	1,458
Buildings	84,320	33,673
Equipment and appliances	2,052	820
Furniture and fixtures	1,452	550
	106,093	42,233
Accumulated depreciation	(2,026)	(401)
Rental properties less accumulated depreciation	\$ 104,067	41,832

JX Properties

As of June 30, 2025, Altman owned approximately 505 acres of land in Palm Coast, Florida, with a carrying amount of \$7.5 million, and had entered into a contract with a homebuilder to sell lots to the homebuilder in phases over the next 5-6 years for the purposes of developing a community expected to be comprised of approximately 650 single-family homes. The agreement pursuant to which Altman will sell lots to the homebuilder provides for a base purchase price that will be 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. 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 \$5.1 million, and Altman also expects to receive a contingent sales price from the homebuilder upon the sale of the completed homes on 223 lots expected to be constructed in the first phase.

6. Investments in and Advances to Consolidated and Unconsolidated VIEs

Consolidated VIEs

Real Estate Joint Ventures Related to Altman Living and Altman Logistics

Altman invests in the managing member of real estate joint ventures sponsored by Altman Living and Altman Logistics, as applicable. 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
- Apex Logistics Park at Delray
- Apex Logistics at Lakeland
- Apex Logistics Park at Davie
- Apex Logistics at Parsippany
- Apex Logistics at Hamilton

As further described below under Unconsolidated VIEs, although the Company consolidates the managing member of the various real estate joint ventures sponsored by Altman Living and by Altman Logistics, 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.

Summary of Financial Information Related to Consolidated VIEs

The assets and liabilities of the Company's consolidated VIEs as of June 30, 2025 that are included in the Company's consolidated statement of financial position are as follows (in thousands):

	Real Estate Joint Ventures (1)	Altman Living Guaranty	AMC	Total
Cash	\$ 1,081	—	99	1,180
Restricted cash	—	10,070	—	10,070
Trade accounts receivable, net	—	—	524	524
Real estate	104,067	—	—	104,067
Investments in and advances to unconsolidated real estate joint ventures	53,614	—	—	53,614
Other assets	591	—	254	845
Total assets	<u>\$ 159,353</u>	<u>10,070</u>	<u>877</u>	<u>170,300</u>
Accounts payable	\$ 72	—	16	88
Accrued expenses	907	—	249	1,156
Other liabilities	—	—	1,499	1,499
Notes payable and other borrowings	71,731	—	—	71,731
Total liabilities	<u>\$ 72,710</u>	<u>—</u>	<u>1,764</u>	<u>74,474</u>
Noncontrolling interest	<u>\$ 55,142</u>	<u>5,035</u>	<u>689</u>	<u>60,866</u>

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

	Real Estate Joint Ventures (1)	Altman Living Guaranty	AMC	Total
Cash	\$ 2,328	—	70	2,398
Restricted cash	—	10,038	—	10,038
Trade accounts receivable, net	—	—	401	401
Real estate	104,521	—	—	104,521
Investments in and advances to unconsolidated real estate joint ventures	65,592	—	—	65,592
Other assets	572	—	268	840
Total assets	<u>\$ 173,013</u>	<u>10,038</u>	<u>739</u>	<u>183,790</u>
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
Total liabilities	<u>\$ 66,239</u>	<u>—</u>	<u>1,635</u>	<u>67,874</u>
Noncontrolling interest	<u>\$ 59,280</u>	<u>5,019</u>	<u>76</u>	<u>64,375</u>

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

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 table are generally non-recourse to BBX Capital and its other subsidiaries. Further, guarantees issued by Altman Living Guaranty or Altman Logistics Guaranty are limited to the assets of these respective companies and are generally non-recourse to BBX Capital and its other subsidiaries.

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 relating to 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 owns 50% of the membership interests in the Altis Grand Bay Manager joint venture, and the remaining interests are 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 Altis Grand Bay Manager joint venture. 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 and will receive the remaining \$0.9 million upon the purchase of the land by the developer. In addition, the Altis Grand Bay Manager joint venture expects to be entitled to a 25% interest in any carried interest that may be earned by the developer in connection with the development, as well as 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.

Unconsolidated VIEs

As of June 30, 2025 and December 31, 2024, the Company had equity interests in and advances to unconsolidated real estate joint ventures involved in the development of multifamily rental apartment communities, warehouse and logistics 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 June 30, 2025 and December 31, 2024 include 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.

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):

	June 30, 2025	Ownership (1)	December 31, 2024	Ownership (1)
Altis Grand Central	\$ 563	1.49%	589	1.49%
Altis Lake Willis Phase 1	7,201	3.50	7,277	3.50
Altis Lake Willis Phase 2	3,577	10.00	3,724	10.00
Altis Grand at Suncoast	10,419	20.00	10,962	20.00
Altis Blue Lake	5,413	3.50	5,448	3.50
Altis Santa Barbara	6,071	10.00	9,030	10.00
Altis Twin Lakes	6,428	15.00	6,558	15.00
Apex Logistics Park at Delray	3,980	10.00	2,962	10.00
Apex Logistics at Lakeland	587	10.00	2,056	50.00
Apex Logistics Park at Davie	5,589	20.00	13,396	50.00
Apex Logistics at Parsippany	2,117	11.38	2,058	11.38
Apex Logistics at Hamilton	1,669	10.00	1,532	10.00
MBAL Broken Sound	294	50.00	—	—
Marbella	1,096	70.00	1,037	70.00
The Main Las Olas	—	3.41	—	3.41
Sky Cove	81	26.25	118	26.25
Sky Cove South	83	26.25	120	26.25
Other	158		158	
Total	\$ 55,326		67,025	

(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.

See Note 8 to the Company's consolidated financial statements for the year ended December 31, 2024 included in the 2024 Annual Report for the Company's accounting policies relating to its investments in unconsolidated real estate joint ventures, including the Company's analysis and determination that such entities are VIEs in which the Company is not the primary beneficiary.

BBX Capital's aggregate maximum loss exposure in unconsolidated VIEs, which includes joint ventures sponsored by Altman Living and by Altman Logistics, is the amount of its equity investment in these entities and the assets of Altman Living Guaranty and Altman Logistics Guaranty as of June 30, 2025, in the aggregate amount of \$75.3 million, which reflects the carrying amount of the Company's investments in these joint ventures and the restricted cash held by Altman Living Guaranty and Altman Logistics Guaranty, as further described in Note 14.

MBAL Broken Sound

In May 2025, Altman and a third party developer formed MBAL, LLC (the "MBAL Broken Sound 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 that may be developed into a commercial and residential parcel. In connection with the formation of the joint venture, Altman and the third party developer each contributed \$0.3 million to the joint venture in exchange for a 50% membership interest in the venture, and the third party developer will serve as the managing member of the joint venture. In addition, following the formation of the MBAL Broken Sound joint venture, the MBAL Broken Sound joint venture entered into joint venture and cost sharing agreements with another third party residential developer pursuant to which the parties agreed to develop the residential parcel. Pursuant to the agreements, the MBAL Broken Sound joint venture and the third party residential developer agreed to each contribute 50% of predevelopment costs related to the residential development and then recapitalize the joint venture upon the commencement of the development of the residential parcel, with the MBAL Broken Sound joint venture expected to retain a 25% interest in the managing member of the development of the residential parcel. However, there is no assurance that the parties will proceed with the development of the parcel pursuant to such agreements.

In accordance with the applicable accounting guidance for the consolidation of VIEs, the Company analyzed its investment in the MBAL Broken Sound 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 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 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 is not the primary beneficiary of the joint venture as the Company is not the managing member and only has limited protective rights defined within the operating agreement, and as a result, the Company does not have the power to direct activities of the MBAL Broken Sound joint venture that most significantly affects its economic performance. As a result, the Company accounts for its investment in the MBAL Broken Sound joint venture under the equity method of accounting.

Basis Differences

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 \$13.6 million as of June 30, 2025, which includes (i) a \$16.8 million adjustment to recognize certain investments in unconsolidated joint ventures sponsored by the Altman Living at their estimated fair values upon the Company's consolidation of the managing members of certain of the joint ventures and (ii) \$2.3 million of interest capitalized by the Company relating to such joint ventures, partially offset by (i) \$4.7 million of impairment losses recognized by the Company related to its investment in certain of the joint ventures and (ii) a \$0.8 million reduction in the carrying amount of certain investments relating to the elimination of general contractor and development management fees earned by Altman Living or Altman Logistics, as applicable, and recognized as revenues by the Company but are capitalized by the underlying development joint ventures.

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 as of December 31, 2024, which includes (i) a \$16.8 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 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 (ii) 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 or Altman Logistics, as applicable, and recognized as revenues by the Company 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 three months ended June 30, 2025 and 2024, the Company eliminated \$1.6 million and \$2.6 million, respectively, of revenue from construction contracts and real estate development management fee revenue and \$1.5 million and \$2.2 million, respectively, of cost of revenue from construction contracts related to such transactions with these unconsolidated real estate joint ventures. During the six months ended June 30, 2025 and 2024, the Company eliminated \$3.7 million and \$4.5 million, respectively, of revenue from construction contracts and real estate development management fee revenue and \$3.5 million and \$4.5 million, respectively, of cost of revenue from construction contracts related to such transactions with these unconsolidated real estate joint ventures.

Impairment Testing

As described in Note 2 to the Company's consolidated financial statements included in the 2024 Annual Report, 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. 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 three months ended June 30, 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 is located, which is 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 have 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 have concluded that the joint venture should sell the community as soon as reasonably possible. Accordingly, as a result of these factors, the Company has concluded that the estimated fair value of the Altis Santa Barbara joint venture has declined below its estimated carrying amount and that such decline is other-than-temporary. As a result, during the three and six months ended June 30, 2025, 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 current estimated fair value.

7. Other Assets

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

	June 30, 2025	December 31, 2024
Prepaid assets	\$ 5,948	7,553
Equity investments - cost method	1,712	1,790
Loans receivable	1,629	2,091
Interest rate cap	263	484
Certificate of deposit (1)	5,940	5,143
Receivables from related parties	968	1,238
Other	5,326	5,554
Total other assets	\$ 21,786	23,853

(1) The certificate of deposit had an original term of three months, bears interest at a rate of 4.50%, and matured on July 8, 2025. The certificate of deposit was renewed with a maturity date of September 8, 2025, and an interest rate of 4.45%.

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.

Loans Receivable

The Company has investments 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):

	June 30, 2025	December 31, 2024
First mortgage residential loans	\$ 1,629	1,922
Second mortgage residential loans	—	169
Total residential loans	\$ 1,629	2,091

As of June 30, 2025 and December 31, 2024, \$1.1 million and \$1.5 million, respectively, of the loans receivable were greater than 90 days past due, and \$1.1 million and \$1.3 million, respectively, 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 June 30, 2025 and December 2024 was \$2.1 million and \$2.2 million, respectively, 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's statements of operations and comprehensive loss for the three and six months ended June 30, 2025 and 2024.

8. Notes Payable and Other Borrowings

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

	June 30, 2025			December 31, 2024		
	Debt Balance	Interest Rate	Carrying Amount of Pledged Assets	Debt Balance	Interest Rate	Carrying Amount of Pledged Assets
TD Bank Credit Facility	\$ 12,882	6.96%	38,294	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)	71,731	6.70%	104,067	65,469	6.82%	101,907
Other	—	—	—	434	7.59%	—
Unamortized debt issuance costs	—	—	—	(20)		
Total notes payable and other borrowings	\$ 85,413			\$ 88,822		

- (1) As of December 31, 2024, the pledged collateral was cash and cash equivalents held by Altman that is included in restricted cash in the Company's consolidated statements of financial condition.
- (2) The collateral was a blanket lien on BBX Sweet Holdings' assets.
- (3) BBX Capital 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.

See Note 13 to the Company's consolidated financial statements included in the 2024 Annual Report for additional information regarding the above listed notes payable and other borrowings.

There were no new debt issuances or significant changes related to the above listed notes payable and other borrowings during the six months ended June 30, 2025 other than as described below.

TD Bank Credit Facility

In February 2025, Renin's TD Bank Credit Facility was amended to remove the requirement for Renin 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. As of June 30, 2025, Renin was in compliance with the loan covenants under the facility.

First Horizon Bank Revolving Line of Credit - LOCS Credit 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.

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

In June 2025, the IT'SUGAR Credit Facility matured, and the Company contributed capital 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.

9. Common Stock

BBX Capital has two classes of common stock. Holders of BBX Capital's Class A Common Stock are entitled to one vote per share, which in the aggregate represents 22% of the combined voting power of BBX Capital's Class A and Class B Common Stock. BBX Capital's Class B Common Stock represents the remaining 78% of the combined vote. As of June 30, 2025, the percentage of total common equity represented by the Class A and Class B Common Stock was 73% and 27%, respectively. 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.

On April 8, 2025, BBX Capital filed a Form 15 with the Securities and Exchange Commission to effect the deregistration of its Class A Common Stock and Class B Common Stock under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and suspension of its reporting obligations under Section 15(d) of the Exchange Act. BBX Capital's Class A and Class B Common Stock are currently traded on the OTCID Market.

BBX Capital 2021 Incentive Plan ("2021 Plan")

As of June 30, 2025 and December 31, 2024, BBX Capital had 407,799 outstanding unvested restricted shares of Class A Common Stock. As of June 30, 2025, the unearned compensation expense associated with the outstanding unvested awards was \$1.9 million, and the weighted average remaining service period for the outstanding unvested awards was 13 months. On March 21, 2025, BBX Capital filed post-effective amendments to its registration statements on Form S-8 which were previously filed with the Securities and Exchange Commission to terminate all offerings and deregister any and all shares of the Company's Class A Common Stock and Class B Common Stock registered but unsold or otherwise unissued under such registration statements. As a result, as of June 30, 2025, there were no registered shares of Class A Common Stock and Class B Common Stock awards available to be issued under the 2021 Plan.

Share Repurchase Program

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. As of June 30, 2025 the Company had authority under the share repurchase program to purchase an additional to \$9.6 million of shares of the Company's Class A and Class B Common Stock.

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 six months ended June 30, 2025 the Company did not repurchase any shares under the share repurchase program. During the six months ended June 30, 2024, BBX Capital 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.

10. Revenue Recognition

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Revenue recognized at a point in time				
Trade sales - wholesale	\$ 24,651	24,984	49,667	53,607
Trade sales - retail	32,004	30,983	58,642	60,805
Sales of real estate inventory	30	629	41	1,953
Total revenue recognized at a point in time	56,685	56,596	108,350	116,365
Revenue recognized over time				
Construction contract revenue	9,987	14,957	21,825	31,404
Real estate development management fees	619	636	1,512	1,823
Real estate property management fees	1,291	1,098	2,435	2,177
Lease income, net	1,708	50	2,621	103
Total revenue recognized over time	13,605	16,741	28,393	35,507
Revenue from customers	70,290	73,337	136,743	151,872
Interest income	1,146	1,867	2,498	3,963
Other revenue	149	18	188	354
Total revenues	\$ 71,585	75,222	139,429	156,189

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

	As of	
	June 30, 2025	December 31, 2024
<i>Contract Assets</i>		
Contingent purchase price receivable due from homebuilders	\$ 61	430
Cost and estimated earnings in excess of billings on uncompleted contracts	1,195	1,896
Retainage receivable	2,934	2,911
Uninstalled materials and deposits to purchase materials	298	2,430
Other	128	255
Total contract assets	\$ 4,616	7,922
<i>Contract Liabilities</i>		
Billings in excess of costs and estimated earnings on uncompleted contracts	\$ 2,148	3,594
Retainage payable	4,687	9,633
Other	419	421
Total contract liabilities	\$ 7,254	13,648

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 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 represent revenues recognized in excess of amounts billed to customers. The amount represents work performed by Altman 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 \$2.8 million and \$0.1 million of the retainage receivable as of June 30, 2025 will be received during the years ended December 31, 2025 and 2026, respectively.

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 by Altman. During the three months ended June 30, 2025, the amount of revenue recognized that was included in billings in excess of costs and estimated earnings on uncompleted contracts as of March 31, 2025 was \$3.3 million, and during the six months ended June 30, 2025, the amount of revenue recognized that was included in billings in excess of costs and estimated earnings on uncompleted contracts as of December 31, 2024 was \$3.6 million.

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 three and six months ended June 30, 2025, Renin's total revenues included \$13.7 million and \$27.5 million, respectively, of trade sales to three major customers and their affiliates and \$9.0 million and \$18.6 million, respectively, of revenues generated outside the United States. Revenues from each of the three major customers were \$3.5 million, \$4.0 million, and \$6.2 million for the three months ended June 30, 2025, which represented 4.9%, 5.5%, and 8.7% of the Company's total revenues for the three months ended June 30, 2025. Revenues from each of the three major customers were \$7.1 million, \$7.6 million, and \$12.8 million for the six months ended June 30, 2025, which represented 5.1%, 5.4%, and 9.2% of the Company's total revenues for the six months ended June 30, 2025.

During the three and six months ended June 30, 2024, Renin's total revenues included \$15.2 million and \$32.1 million, respectively, of trade sales to three major customers and their affiliates and \$9.6 million and \$20.0 million, respectively, of revenues generated outside the United States. Revenues from each of the three major customers were \$3.9 million, \$4.4 million, and \$6.9 million for the three months ended June 30, 2024, which represented 5.1%, 5.9%, and 9.2% of the Company's total revenues for the three months ended June 30, 2024. Revenues from each of the three major customers were \$7.8 million, \$9.9 million, and \$14.4 million for the six months ended June 30, 2024, which represented 5.0%, 6.3%, and 9.2% of the Company's total revenues for the six months ended June 30, 2024.

During the three and six months ended June 30, 2025, the Company generated \$9.4 million and \$19.6 million of revenues in Canada, including revenues from Renin and IT'SUGAR's location in Canada.

During the three and six months ended June 30, 2025, twelve real estate development projects in which the Company holds investments accounted for as unconsolidated VIEs accounted for approximately 13.2% and 15.9% of the Company's total revenues. During the three and six months ended June 30, 2024, seven real estate investments accounted for approximately 20.7% and 21.3%, respectively, of the Company's total revenues.

11. Income Taxes

BBX Capital and its subsidiaries file a consolidated U.S. federal income tax return and income tax returns in various state and foreign jurisdictions.

The Company's effective income tax rate for the three and six months ended June 30, 2025 was approximately (0.02)% and (0.11)%, respectively, and was different than the expected federal income tax rate of 21% primarily due to the Company establishing 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. As a result, the Company did not recognize a tax benefit on ordinary losses during the three and six months ended June 30, 2025; 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's effective income tax rate, inclusive of the effect of certain discrete items, for the three and six months ended June 30, 2024 was approximately 19% and 18%, respectively. The effective tax rate was different than the expected federal income tax rate of 21% due to forecasted operating losses offset by the impact of nondeductible executive compensation, valuation allowances related to losses incurred in a foreign jurisdiction, and state income taxes.

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 such examinations include an audit of the Company and its subsidiaries. The Company has received requests for information in connection with at least one of these audits and has provided the requested information. While there is no assurance as to the results of these audits, no material adjustments are currently anticipated in connection with these examinations.

On July 4, 2025, U.S. legislation formally titled "An Act to Provide for Reconciliation Pursuant to Title II of H. Con. Res. 14" ("The Act") and commonly referred to as the One Big Beautiful Bill was signed into law. The Act, among other things, extended many expiring provisions from the Tax Cuts and Jobs Act of 2017, made permanent 100% bonus depreciation on qualified fixed assets, made permanent the immediate deduction for domestic research and experimentation expenses, permanently changed the limitation on the deduction of business interest expense to 30% of Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA"), added an aggregation rule for amounts paid by different members of a controlled group for purposes of computing the \$1.0 million compensation section 162(m) limit, and modified the international tax framework. The Company is currently evaluating the impact of the Act on its consolidated financial statements.

12. Loss Per Share

Basic loss per share is computed by dividing net loss available to BBX Capital's shareholders by the weighted average number of common shares outstanding for the period. Diluted loss per share is computed in the same manner as basic earnings 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.

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Basic loss per share				
Numerator:				
Net loss	\$ (18,100)	(9,576)	(32,586)	(22,352)
Net loss (income) attributable to noncontrolling interests	3,370	(170)	4,696	(554)
Net loss available to shareholders	<u>\$ (14,730)</u>	<u>(9,746)</u>	<u>(27,890)</u>	<u>(22,906)</u>
Denominator:				
Basic weighted average number of common shares outstanding	13,831	13,561	13,831	13,729
Basic loss per share	<u>\$ (1.06)</u>	<u>(0.72)</u>	<u>(2.02)</u>	<u>(1.67)</u>
Diluted loss per share				
Numerator:				
Diluted net loss available to shareholders	<u>\$ (14,730)</u>	<u>(9,746)</u>	<u>(27,890)</u>	<u>(22,906)</u>
Denominator:				
Basic weighted average number of common shares outstanding	13,831	13,561	13,831	13,729
Effect of dilutive restricted stock awards	—	—	—	—
Diluted weighted average number of common shares outstanding	<u>13,831</u>	<u>13,561</u>	<u>13,831</u>	<u>13,729</u>
Diluted loss per share	<u>\$ (1.06)</u>	<u>(0.72)</u>	<u>(2.02)</u>	<u>(1.67)</u>

During the three and six months ended June 30, 2025, 407,799 of outstanding unvested restricted stock awards were anti-dilutive and not included in the computation of diluted loss per share. During the three and six months ended June 30, 2024, 944,944 of outstanding unvested restricted stock awards were anti-dilutive and not included in the computation of diluted loss per share.

13. Noncontrolling Interests

Redeemable Noncontrolling Interest

Altman Living Guaranty

As of each of June 30, 2025 and December 31, 2024, the Company's consolidated statement 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):

	June 30, 2025	December 31, 2024
Consolidated real estate VIEs	\$ 55,142	59,280
AMC	689	76
Total other noncontrolling interests	\$ 55,831	59,356

Net (Loss)/Income Attributable to Noncontrolling Interests

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Altman Living Guaranty	\$ 52	65	103	129
Consolidated real estate VIEs	(3,590)	(22)	(5,081)	166
AMC	168	140	282	207
Other	—	(13)	—	52
Net (loss) income attributable to noncontrolling interests	\$ (3,370)	170	(4,696)	554

14. Commitments and Contingencies

Litigation

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 June 30, 2025.

Other Commitments and Guarantees

BBX Capital has guaranteed certain obligations of its subsidiaries and unconsolidated real estate joint ventures, including the following:

- BBX Capital is a guarantor on a lease executed by Renin which expires in November 2029 with respect to base rents in the aggregate of \$5.3 million, as well as common area costs, under the lease agreement.
- BBX Capital was a guarantor on certain notes payable by its wholly-owned subsidiaries. See Note 8 for additional information regarding these obligations. Although BBX Capital is not a guarantor of Renin's TD Bank Credit Facility, if Renin does not maintain a minimum amount of excess availability as required under the terms of the facility and BBX Capital does not contribute capital to Renin in order for Renin to maintain such minimum amount, TD Bank can declare Renin in default and foreclose on the collateral for the loan.
- As described in Note 6, 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 \$79.4 million on aggregate joint venture indebtedness of \$322.7 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 June 30, 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 Altman Living Guaranty must maintain such amounts under the terms of the applicable construction loans payable by the real estate joint ventures. As of June 30, 2025 and December 31, 2024, 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 formed by Altman Living, and Altman Living Guaranty, the construction completion and cost overrun guarantees reflect guarantees of Altman Living's own performance as the developer of such communities.
- Altman Logistics Guaranty, a wholly-owned subsidiary of the Company, provides repayment, construction completion, and cost overrun guarantees related to the third party construction loans payable by real estate joint ventures formed by Altman Logistics and construction completion and cost overrun guarantees to the applicable real estate joint ventures. As of June 30, 2025, Altman Logistics Guaranty has \$10.0 million of cash equivalents, and this amount is classified as restricted cash in the Company's consolidated statement of financial condition, as Altman Logistics Guaranty must maintain such amounts under the terms of the applicable construction loans payable by the real estate joint ventures. The maximum amount of future payments that Altman Logistics Guaranty could be required to make under the repayment guarantees is \$48.8 million on aggregate joint venture indebtedness of \$121.7 million. Altman Logistics 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 logistics facility. As of June 30, 2025 and December 31, 2024, the Company had 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 loan, the status of the applicable development project, 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 the Company, including Altman Living Guaranty and 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 Logistics, the managing member of development joint ventures formed by Altman Logistics, and Altman Logistics Guaranty, the construction completion and cost overrun guarantees reflect guarantees of Altman Logistics' own performance as the developer and managing member of the joint ventures.

15. 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:

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 and liability

There were no material assets or liabilities measured at fair value on a recurring or nonrecurring basis in the Company's condensed consolidated financial statements as of June 30, 2025 and December 31, 2024.

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 June 30, 2025	Fair Value As of June 30, 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)
Financial assets:					
Cash and cash equivalents	\$ 64,309	64,309	64,309	—	—
Restricted cash	20,633	20,633	20,633	—	—
Securities available for sale	3,113	3,113	2,290	823	—
Certificate of deposit	5,940	5,945	—	5,945	—
Interest rate cap	263	263	—	263	—
Financial liabilities:					
Notes payable and other borrowings	85,413	85,417	—	—	85,417

	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)
Financial assets:					
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	—
Financial liabilities:					
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 condensed 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 deposits were measured using the market approach with Level 2 inputs for corporate bonds based on estimated market prices of similar financial instruments and the market approach with Level 1 inputs for treasury securities.

The fair value of an interest rate cap derivative is included in other assets in the Company's statement of financial condition as of June 30, 2025 and December 31, 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 were measured using the income approach with Level 3 inputs by discounting the forecasted cash flows based on estimated market rates.

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.

16. 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 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 Wise also previously served as directors of BVH. In January 2024, BVH was acquired by HGV, and in connection with the consummation of the acquisition, Mr. Alan Levan, Mr. Abdo, Mr. Jarett Levan, and Mr. Wise resigned as directors and officers of BVH and its subsidiaries.

During the three and six months ended June 30, 2025, the Company paid the Abdo Companies, Inc. approximately \$41,000 and \$80,000, respectively, for certain management services and rent. During the three and six months ended June 30, 2024, the Company paid the Abdo Companies, Inc. approximately \$42,000 and \$87,000, respectively, for certain management services and rent. Mr. Abdo, the Company's Vice Chairman, is the principal shareholder and Chief Executive Officer of the Abdo Companies, Inc.

During the three months ended June 30, 2025, the Company provided Mr. Abdo and Mr. Alan Levan certain administrative services, and Mr. Abdo and Mr. Alan Levan reimbursed the Company, at cost, \$28,000 and \$37,000, respectively, for such services in 2025. During the six months ended June 30, 2025, the Company provided Mr. Abdo and Mr. Alan Levan certain administrative services, and Mr. Abdo and Mr. Alan Levan reimbursed the Company, at cost, \$55,000 and \$74,000, respectively, for such services in 2025.

During each of the three and six months ended June 30, 2024, the Company provided Mr. Alan Levan and Mr. Abdo administrative services, and Mr. Alan Levan and Mr. Abdo reimbursed the Company, at cost, \$43,000 and \$33,000, 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 as well as certain other affiliated entities, including entities in which Mr. Altman holds investments. Property management and development management fees included in the Company's condensed consolidated statement of operations and comprehensive loss from these entities during the three and six months ended June 30, 2025 were \$1.0 million and \$2.3 million, respectively, and during the three and six months ended June 30, 2024 were \$1.0 million and \$2.5 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 \$8.8 million and \$20.6 million, respectively, of revenue for these services during the three and six months ended June 30, 2025 and \$15.0 million and \$31.4 million, respectively, during the three and six months ended June 30, 2024. Included in the Company's statement of financial condition as of June 30, 2025 and December 31, 2024 was \$2.5 million, \$4.4 million and \$6.8 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. In such circumstances, the executive officers may only make such investments if such investments are offered to outside investors on similar terms, and their investments in the real estate joint ventures will be entitled to profits similar to those earned by unaffiliated, non-managing members rather than the profits to which Altman will be entitled as the managing member. With respect to the Altis Grand Kendall joint venture that is consolidated in the Company's financial statements, the investments held by the executive officers are reflected as noncontrolling interests in the Company's condensed consolidated statement of financial position. However, the accounting for any such investments in future projects will depend on whether the managing member entity of such projects consolidates the underlying real estate joint venture. 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 and Altman Logistics have each established a program that provides loans to certain employees to invest in the managing members of real estate joint ventures sponsored by Altman Living or Altman Logistics, as applicable. 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 or Altman Logistics, as applicable, 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 or Altman Logistics that are non-recourse either in whole or in part, are treated as equity options for accounting purposes. 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 or Altman Logistics, as applicable. 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 or Altman Logistics, as applicable, 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. The compensation expense for these awards was \$0.5 million and \$1.1 million, respectively, for the three and six months ended June 30, 2025, and \$0.1 million and \$0.6 million, respectively, for the same 2024 periods, and the unrecognized compensation expense related to these awards was \$2.5 million and \$2.7 million, respectively, as of June 30, 2025 and December 31, 2024.

During the three and six months ended June 30, 2024, the Company recognized \$0 and \$0.4 million, respectively, of income for providing office space, risk management, and management advisory services to BVH, including income related to temporary transition services provided to BVH and HGV subsequent to the acquisition of BVH by HGV in January 2024. The amounts paid were based on an allocation of the actual cost of providing the services or space. The Company did not provide any services or office space to BVH or HGV during the three and six months ended June 30, 2025.

17. 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 materially 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 principal investments.

In the segment information for the three and six months ended June 30, 2024, amounts set forth in the column entitled “Other” include the Company’s investment in 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. The amounts set forth in the column entitled “Reconciling Items and Eliminations” include unallocated corporate general and administrative expenses and elimination adjustments related to transactions between consolidated subsidiaries that are required to be eliminated in consolidation.

The table below sets forth the Company's segment information as of and for the three months ended June 30, 2025 (in thousands):

		BBX Sweet Holdings	Renin	Other	Reconciling Items and Eliminations	Segment Total
Revenues:	Altman					
Trade sales	\$ —	35,110	21,545	—	—	56,655
Sales of real estate inventory	30	—	—	—	—	30
Revenue from construction contracts	9,987	—	—	—	—	9,987
Real estate development and property management fees	1,910	—	—	—	—	1,910
Interest income	1,297	54	—	—	(205)	1,146
Lease income, net	1,708	—	—	—	—	1,708
Other revenue	131	—	—	41	(23)	149
Total revenues	15,063	35,164	21,545	41	(228)	71,585
Costs and expenses:						
Cost of trade sales	—	22,123	17,990	—	1	40,114
Cost of revenue from construction contracts	9,674	—	—	—	—	9,674
Interest expense	1,213	393	409	—	(607)	1,408
Recoveries from loan losses, net	(792)	—	—	—	—	(792)
Impairment losses	4,146	1,466	—	—	—	5,612
Selling, general and administrative expenses	9,226	13,912	3,674	74	5,589	32,475
Total costs and expenses	23,467	37,894	22,073	74	4,983	88,491
Operating losses	(8,404)	(2,730)	(528)	(33)	(5,211)	(16,906)
Equity in net losses of unconsolidated real estate joint ventures	(604)	—	—	—	—	(604)
Other income (expense)	159	203	—	(1)	322	683
Foreign exchange loss	—	(136)	(1,134)	—	—	(1,270)
Loss before income taxes	\$ (8,849)	(2,663)	(1,662)	(34)	(4,889)	(18,097)
Total assets	\$ 329,117	155,998	69,283	230	(10,259)	544,369
Expenditures for property and equipment	\$ 26	2,483	50	—	—	2,559
Depreciation and amortization	\$ 939	1,833	743	—	892	4,407
Debt accretion and amortization	\$ —	-	141	—	—	141
Cash and cash equivalents	\$ 47,808	5,301	174	107	10,919	64,309
Real estate equity method investments	\$ 55,326	—	—	—	—	55,326
Goodwill	\$ 31,233	14,274	4,140	—	—	49,647
Notes payable and other borrowings	\$ 72,531	26,908	12,882	—	(26,908)	85,413

The table below sets forth the Company's segment information as of and for the three months ended June 30, 2024 (in thousands):

	Altman	BBX Sweet Holdings	Renin	Other	Reconciling Items and Eliminations	Segment Total
Revenues:						
Trade sales	\$ —	31,892	22,435	1,646	(6)	55,967
Sales of real estate inventory	629	—	—	—	—	629
Revenue from construction contracts	14,957	—	—	—	—	14,957
Real estate development and management fees	1,734	—	—	—	—	1,734
Interest income	1,662	—	—	—	205	1,867
Lease income	50	—	—	—	—	50
Other revenue	1	—	—	267	(250)	18
Total revenues	19,033	31,892	22,435	1,913	(51)	75,222
Costs and expenses:						
Cost of trade sales	—	20,674	19,203	569	(5)	40,441
Cost of revenue from construction contracts	15,432	—	—	—	—	15,432
Interest expense	30	573	567	2	(533)	639
Recoveries from loan losses, net	(247)	—	—	—	—	(247)
Impairment losses	218	—	—	—	—	218
Selling, general and administrative expenses	5,661	15,585	3,320	1,596	6,862	33,024
Total costs and expenses	21,094	36,832	23,090	2,167	6,324	89,507
Operating losses	(2,061)	(4,940)	(655)	(254)	(6,375)	(14,285)
Equity in net earnings of unconsolidated real estate joint ventures	1,676	—	—	—	—	1,676
Other income	247	145	2	7	88	489
Foreign exchange gain	—	15	220	—	—	235
Loss before income taxes	\$ (138)	(4,780)	(433)	(247)	(6,287)	(11,885)
Total assets	\$ 351,412	174,824	77,507	5,232	36,675	645,650
Expenditures for property and equipment	\$ 8	2,018	168	4	4	2,202
Depreciation and amortization	\$ (253)	2,052	832	44	103	2,778
Debt accretion and amortization	\$ —	(77)	214	—	—	137
Cash and cash equivalents	\$ 73,873	4,475	288	1,357	36,056	116,049
Real estate equity method investments	\$ 48,172	—	—	—	—	48,172
Goodwill	\$ 31,233	14,274	4,140	—	—	49,647
Notes payable and other borrowings	\$ 49,454	26,656	16,742	—	(16,539)	76,313

The table below sets forth the Company's segment information as of and for the six months ended June 30, 2025 (in thousands):

	Altman	BBX Sweet Holdings	Renin	Other	Reconciling Items and Eliminations	Segment Total
Revenues:						
Trade sales	\$ —	64,881	43,434	—	(6)	108,309
Sales of real estate inventory	41	—	—	—	—	41
Revenue from construction contracts	21,825	—	—	—	—	21,825
Real estate development and property management fees	3,947	—	—	—	—	3,947
Interest income	2,695	54	—	—	(251)	2,498
Lease income, net	2,621	—	—	—	—	2,621
Other revenue	176	—	—	80	(68)	188
Total revenues	\$ 31,305	64,935	43,434	80	(325)	139,429
Costs and expenses:						
Cost of trade sales	—	42,126	35,968	—	(2)	78,092
Cost of revenue from construction contracts	21,575	—	—	—	—	21,575
Interest expense	2,012	830	837	—	(1,114)	2,565
Recoveries from loan losses, net	(1,355)	—	—	—	—	(1,355)
Impairment losses	4,146	1,466	—	—	—	5,612
Selling, general and administrative expenses	18,295	28,740	7,043	1,732	10,848	66,658
Total costs and expenses	44,673	73,162	43,848	1,732	9,732	173,147
Operating losses	(13,368)	(8,227)	(414)	(1,652)	(10,057)	(33,718)
Equity in net losses of unconsolidated real estate joint ventures	(1,162)	—	—	—	—	(1,162)
Other income	200	205	—	2,959	310	3,674
Foreign exchange loss	—	(45)	(1,298)	—	—	(1,343)
Loss before income taxes	\$ (14,330)	(8,067)	(1,712)	1,307	(9,747)	(32,549)
Expenditures for property and equipment	\$ 51	3,690	127	—	—	3,868
Depreciation and amortization	\$ 1,601	3,966	1,496	—	997	8,060
Debt accretion and amortization	\$ —	—	295	—	—	295

The table below sets forth the Company's segment information as of and for the six months ended June 30, 2024 (in thousands):

	Altman	BBX Sweet Holdings	Renin	Other	Reconciling Items and Eliminations	Segment Total
Revenues:						
Trade sales	\$ —	62,136	47,999	4,287	(10)	114,412
Sales of real estate inventory	1,953	—	—	—	—	1,953
Revenue from construction contracts	31,404	—	—	—	—	31,404
Real estate development and management fees	4,000	—	—	—	—	4,000
Interest income	3,539	—	—	—	424	3,963
Lease income	103	—	—	—	—	103
Other revenue	(1)	—	—	785	(430)	354
Total revenues	40,998	62,136	47,999	5,072	(16)	156,189
Costs and expenses:						
Cost of trade sales	—	40,442	40,221	1,338	(9)	81,992
Cost of real estate inventory sold	321	—	—	—	—	321
Cost of revenue from construction contracts	35,638	—	—	—	—	35,638
Interest expense	59	1,043	1,402	3	(999)	1,508
Recoveries from loan losses, net	(824)	—	—	—	—	(824)
Impairment losses	218	—	—	—	—	218
Selling, general and administrative expenses	12,683	30,977	7,162	3,596	14,169	68,587
Total costs and expenses	48,095	72,462	48,785	4,937	13,161	187,440
Operating (losses) income	(7,097)	(10,326)	(786)	135	(13,177)	(31,251)
Equity in net earnings of unconsolidated real estate joint ventures	1,717	—	—	—	—	1,717
Other income	688	646	2	13	85	1,434
Foreign exchange loss	—	(1)	707	—	—	706
(Loss) income before income taxes	\$ (4,692)	(9,681)	(77)	148	(13,092)	(27,394)
Expenditures for property and equipment	\$ 8	3,557	378	8	4	3,955
Depreciation and amortization	\$ (649)	3,889	1,672	89	206	5,207
Debt accretion and amortization	\$ 5	14	224	—	—	243

18. 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.

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: August 14, 2025

/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: August 14, 2025

/s/ Brett Sheppard

Brett Sheppard

Chief Financial Officer

<u>Subsidiaries of BBX Capital, Inc.</u>		<u>Jurisdiction of Organization</u>
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
<u>Subsidiaries of The BFC/CCC Inc.</u>		
LAS Trademark, LLC		Florida
<u>Subsidiaries of Renin Holdings, LLC</u>		
Renin US, LLC		Mississippi
Renin Canada Corporation		Canada
<u>Subsidiaries of BBX Sweet Holdings, LLC</u>		
Las Olas Confections and Snacks, LLC		Florida
IT'SUGAR Holdings, LLC		Florida
<u>Subsidiary of Las Olas Confections and Snacks, LLC</u>		
Hoffman's Chocolates and Sweets, LLC		Florida
<u>Subsidiaries of Hoffman's Chocolates and Sweets, LLC</u>		
Anastasia Confections, Inc		Florida
<u>Subsidiary of IT'SUGAR Holdings, LLC</u>		
IT'SUGAR, LLC		Delaware
<u>Subsidiaries of IT'SUGAR, LLC</u>		
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'Suger Wholesale, LLC		Florida
<u>Subsidiaries of The Hoffman Commercial Group, Inc</u>		
Hoffman's Florida I, LLC		

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

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

<u>Subsidiaries of FAR Holdings Group, LLC</u>		
Heartwood 2, LLC		Florida
Heartwood 43, LLC		Florida
Heartwood 55, LLC		Florida
FAR 2, LLC		Florida
FAR 5, LLC		Florida
SHL Holdings, Inc		Florida
<u>Subsidiaries of Altman Operating Entities, LLC</u>		
Altman Living, LLC		Florida
Altman Logistics Properties, LLC		Florida
<u>Subsidiaries of the Altman Living, LLC</u>		
Altman Development Company		Florida
Altman Management, LLC		Florida
Altman Builders, LLC		Florida
<u>Subsidiaries of Altman Living Project Investments, LLC</u>		
BBX Altis Projects 2021, LLC		Florida
BBX Altis Projects 2022, LLC		Florida
BBX Altis Projects 2023, LLC		Florida
BBX Equity Partners 2021, LLC		Florida
BBX Equity Partners 2022, LLC		Florida
BBX Equity Partners 2023 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
<u>Subsidiaries of BBX Altis Projects 2022, LLC</u>		
Altis Santa Barbara -Naples Manager, LLC		Florida
Altis Lake Willis II Manager, LLC		Florida
Altra Kendall Manager, LLC		Florida
Altra Kendall Sponsor, LLC		Florida
<u>Subsidiaries of BBX Altis Projects 2021, LLC</u>		
Altis Blue Lake Manager, LLC		Florida
Altis Suncoast Pasco Manager, LLC		Florida
Altis Lake Willis Manager, LLC		Florida
<u>Subsidiaries of BBX Altis Projects 2023, LLC</u>		
Orange Blossom Apartment Manager, LLC		Florida
<u>Subsidiaries of Altra Kendall Sponsor, LLC</u>		
Altra Kendall Venture, LLC		Florida
<u>Subsidiaries of Altra Kendall Venture, LLC</u>		
Altra Kendall Holdings, LLC		Florida
<u>Subsidiaries of Altra Kendall Holdings, LLC</u>		
Altra Kendall Owner, LLC		Florida
<u>Subsidiaries of Altman 11240 Biscayne Manager, LLC</u>		
11240 Biscayne Manager, LLC		Florida

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