

June 3, 2026



# **BBX Capital Announces Intention to Commence a Cash Tender Offer for Shares of its Class A Common Stock and Class B Common Stock**

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)-- BBX Capital, Inc. (OTCID: BBXIA; BBXIB) (the "Company") announced today that it intends to commence a cash tender offer to purchase up to 3,500,000 shares of its Class A Common Stock and Class B Common Stock in the aggregate at a purchase price of \$4.00 per share. The proposed offer price represents a premium of approximately 32% to the \$3.02 per share closing price of the Company's Class A Common Stock on June 2, 2026 and a premium of approximately 15% to the \$3.49 per share closing price of the Company's Class B Common Stock on June 2, 2026.

If the tender offer is commenced and more than 3,500,000 shares (or such greater number of shares as we may elect to purchase, subject to applicable law) are properly tendered, then subject to the terms and conditions of the tender offer, the Company will purchase shares (i) first from odd lot holders (holders who own, beneficially or of record, fewer than 100 shares in the aggregate) who properly tender all of their shares and comply with the other odd lot priority requirements to be set forth in the tender offer materials and (ii) second, from all other shareholders who properly tender shares on a pro rata basis based on the aggregate number of shares tendered.

The terms and conditions of the tender offer will be described in an offer to purchase and related letter of transmittal that will be mailed to the Company's shareholders shortly after commencement of the tender offer. The tender offer will be subject to certain conditions described in the offer to purchase. The Company currently anticipates commencing the tender offer within five business days. To be valid, tenders of shares must be made prior to the expiration of the tender offer and otherwise in accordance with the instructions for tendering shares to be set forth in the offer to purchase and related letter of transmittal.

None of the Company or its Board of Directors, the Information Agent for the tender offer, or the Depository for the tender offer will make any recommendation to shareholders as to whether to tender or refrain from tendering their shares in the tender offer. Shareholders must make their own decision as to how many shares they will tender, if any.

## **Important Information About the Tender Offer**

The Company has not yet commenced the tender offer referred to in this press release. This press release does not constitute an offer to buy or solicitation of an offer to sell any securities. This press release is for informational purposes only. The offer to purchase the shares of the Company's Class A Common Stock and Class B Common Stock and the solicitation of the shares will be made only pursuant to the offer to purchase and related letter of transmittal, which are expected to be mailed to the Company's shareholders shortly

after commencement of the tender offer and will also be available free of charge at <https://www.otcmarkets.com/stock/BBXIA/disclosure>. The Company's shareholders should read those materials when they become available because they will contain important information, including the various terms and conditions of the tender offer. Prior to making a decision with respect to the tender offer, shareholders are also urged to carefully review the Company's Annual Report for the year ended December 31, 2025, a copy of which will be sent with the offer to purchase and related letter of transmittal, as well as all subsequent press releases issued by the Company and filings made by the Company with the OTC, including the Company's Quarterly Report for the quarter ended March 31, 2026 which was filed with the OTC on May 15, 2026. The Company's press releases and filings with the OTC, including the Company's Annual Report and Quarterly Report, can be found at <https://www.otcmarkets.com/stock/BBXIA/disclosure>. When available, the Company's shareholders may also obtain the offer to purchase, letter of transmittal, and other related materials in connection with the tender offer by contacting Lioness Consulting LLC, the Information Agent for the tender offer, by telephone at 833-820-9863 or by email to [bbx@lionessconsultingllc.com](mailto:bbx@lionessconsultingllc.com).

*This press release contains forward-looking statements. Forward-looking statements are based on current expectations and information and involve a number of risks and uncertainties. Actual results, performance, or achievements could differ materially from those contemplated, expressed, or implied by the forward-looking statements. Risks and uncertainties include, but are not limited to, those relating to the contemplated tender offer described in this press release, including that the Company may determine not to proceed with the tender offer if events or circumstances occur that would, in the Company's discretion, make it inadvisable to proceed with the tender offer, uncertainty about the timing of the tender offer, that, if the tender offer is commenced, the conditions to closing the tender offer may not be satisfied or, to the extent permitted by applicable law, may be waived by the Company's Board of Directors in its sole discretion, uncertainties as to the amount of shares that will be tendered and purchased in the tender offer, and risks relating to the price and liquidity of the Company's Class A Common Stock and Class B Common Stock. Reference is also made to the risks and uncertainties detailed in the Company's filings with the OTC, including the Company's Annual Report for the year ended December 31, 2025 and Quarterly Report for the quarter ended March 31, 2026, each of which can be found at <https://www.otcmarkets.com/stock/BBXIA/disclosure>. The Company cautions that the foregoing factors are not exclusive. Readers should not place undue reliance on any forward-looking statement, which speaks only as of the date made.*

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