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

FORM 10-Q

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

For the Quarterly Period Ended September 30, 2025

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

For the transition period from to

Commission File Number: 001-36105

EMPIRE STATE REALTY TRUST, INC.

(Exact name of Registrant as specified in its charter)

Maryland	**37-1645259**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

111 West 33rd Street, 12th Floor
New York, New York 10120
(Address of principal executive offices) (Zip Code)
(212) 687-8700
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, par value $0.01 per share	ESRT	The New York Stock Exchange
Class B Common Stock, par value $0.01 per share	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 3, 2025, there were 169,221,083 shares of Class A Common Stock, $0.01 par value per share, outstanding and 972,143 shares of Class B Common Stock, $0.01 par value per share, outstanding.

EMPIRE STATE REALTY TRUST, INC.
FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2025
TABLE OF CONTENTS

ITEM 1. FINANCIAL STATEMENTS

Empire State Realty Trust, Inc.
Condensed Consolidated Balance Sheets

(amounts in thousands, except per share amounts)	September 30, 2025	December 31, 2024
ASSETS	(unaudited)	
Commercial real estate properties, at cost:		
Land	$ 397,666	$ 386,423
Development costs	8,187	8,187
Building and improvements	3,534,902	3,392,043
	3,940,755	3,786,653
Less: accumulated depreciation	(1,381,726)	(1,274,193)
Commercial real estate properties, net	2,559,029	2,512,460
Contract asset	—	170,419
Cash and cash equivalents	154,113	385,465
Restricted cash	43,642	43,837
Tenant and other receivables	27,416	31,427
Deferred rent receivables	259,070	247,754
Prepaid expenses and other assets	58,679	101,852
Deferred costs, net	177,307	183,987
Acquired below-market ground leases, net	307,537	313,410
Right of use assets	28,007	28,197
Goodwill	491,479	491,479
Total assets	$ 4,106,279	$ 4,510,287
LIABILITIES AND EQUITY		
Liabilities:		
Mortgage notes payable, net	$ 691,046	$ 692,176
Senior unsecured notes, net	1,097,498	1,197,061
Unsecured term loan facilities, net	268,959	268,731
Unsecured revolving credit facility	—	120,000
Debt associated with property in receivership	—	177,667
Accrued interest associated with property in receivership	—	5,433
Accounts payable and accrued expenses	111,732	132,016
Acquired below-market leases, net	15,875	19,497
Ground lease liabilities	28,007	28,197
Deferred revenue and other liabilities	64,191	62,639
Tenants' security deposits	30,751	24,908
Total liabilities	2,308,059	2,728,325
Commitments and contingencies		
Equity:		
Empire State Realty Trust, Inc. stockholders' equity:		
Preferred stock, $0.01 par value per share, 50,000 shares authorized, none issued or outstanding	—	—
Class A common stock, $0.01 par value per share, 400,000 shares authorized, 168,970 and 166,405 shares issued and outstanding in 2025 and 2024, respectively	1,689	1,664
Class B common stock, $0.01 par value per share, 50,000 shares authorized, 972 and 978 shares issued and outstanding in 2025 and 2024, respectively	10	10
Additional paid-in capital	1,089,530	1,077,976
Accumulated other comprehensive income	5,348	9,934
Retained deficit	(53,062)	(58,888)
Total Empire State Realty Trust, Inc. stockholders' equity	1,043,515	1,030,696
Non-controlling interests in the Operating Partnership	724,765	721,326
Series 2019 Private perpetual preferred units, $13.52 liquidation preference, 4,664 issued and outstanding in 2025 and 2024	21,936	21,936
Series 2014 Private perpetual preferred units, $16.62 liquidation preference, 1,560 issued and outstanding in 2025 and 2024	8,004	8,004
Total equity	1,798,220	1,781,962
Total liabilities and equity	$ 4,106,279	$ 4,510,287

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

Empire State Realty Trust, Inc.
Condensed Consolidated Statements of Operations
(unaudited)

(amounts in thousands, except per share amounts)	**Three Months Ended September 30, 2025**	**2024**	**Nine Months Ended September 30, 2025**	**2024**
Revenues:				
Rental revenue	$ 158,410	$ 153,117	$ 466,492	$ 459,469
Observatory revenue	36,037	39,382	93,097	98,102
Lease termination fees	—	4,771	464	4,771
Third-party management and other fees	404	271	1,243	912
Other revenue and fees	2,879	2,058	7,750	7,067
Total revenues	197,730	199,599	569,046	570,321
Operating expenses:				
Property operating expenses	46,957	45,954	136,897	132,530
Ground rent expenses	2,331	2,331	6,994	6,994
General and administrative expenses	18,743	18,372	54,368	52,364
Observatory expenses	9,510	9,715	27,450	27,104
Real estate taxes	33,241	31,982	98,898	96,106
Depreciation and amortization	47,615	45,899	144,196	139,453
Total operating expenses	158,397	154,253	468,803	454,551
Total operating income	39,333	45,346	100,243	115,770
Other income (expense):				
Interest income	1,146	6,960	6,799	16,230
Interest expense	(25,189)	(27,408)	(77,253)	(77,859)
Interest expense associated with property in receivership	—	(1,922)	(647)	(2,550)
Loss on early extinguishment of debt	—	—	—	(553)
Gain on disposition of property	—	1,262	13,170	12,065
Income before income taxes	15,290	24,238	42,312	63,103
Income tax expense	(1,645)	(1,442)	(1,504)	(1,537)
Net income	13,645	22,796	40,808	61,566
Net income attributable to non-controlling interests:				
Non-controlling interest in the Operating Partnership	(4,610)	(8,205)	(13,933)	(22,138)
Non-controlling interests in other partnerships	—	—	—	(4)
Private perpetual preferred unit distributions	(1,050)	(1,050)	(3,151)	(3,151)
Net income attributable to common stockholders	$ 7,985	$ 13,541	$ 23,724	$ 36,273
Total weighted average shares:				
Basic	169,250	164,880	168,103	164,453
Diluted	270,357	269,613	269,945	268,608
Earnings per share attributable to common stockholders:				
Basic	$ 0.05	$ 0.08	$ 0.14	$ 0.22
Diluted	$ 0.05	$ 0.08	$ 0.14	$ 0.22
Dividends per share	$ 0.035	$ 0.035	$ 0.105	$ 0.105

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

Empire State Realty Trust, Inc.
Condensed Consolidated Statements of Comprehensive Income
(unaudited)

(amounts in thousands)	**Three Months Ended September 30, 2025**	**Three Months Ended September 30, 2024**	**Nine Months Ended September 30, 2025**	**Nine Months Ended September 30, 2024**
Net income	$ 13,645	$ 22,796	$ 40,808	$ 61,566
Other comprehensive income (loss):				
Unrealized gain (loss) on valuation of interest rate swap agreements	169	(9,341)	(5,419)	1,710
Amount reclassified into interest expense	(514)	(2,457)	(2,047)	(5,448)
Other comprehensive loss	(345)	(11,798)	(7,466)	(3,738)
Comprehensive income	13,300	10,998	33,342	57,828
Net income attributable to non-controlling interests and private perpetual preferred unitholders	(5,660)	(9,255)	(17,084)	(25,293)
Other comprehensive loss attributable to non-controlling interests	113	4,479	2,762	1,507
Comprehensive income attributable to common stockholders	$ 7,753	$ 6,222	$ 19,020	$ 34,042

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

Empire State Realty Trust, Inc.
Condensed Consolidated Statements of Stockholders' Equity
For The Three Months Ended September 30, 2025 and 2024
(unaudited)

(amounts in thousands)	Number of Class A Common Shares	Class A Common Stock	Number of Class B Common Shares	Class B Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Retained Deficit	Total Stockholders' Equity	Non-controlling Interests	Private Perpetual Preferred Units	Total Equity
Balance at June 30, 2025	168,301	$ 1,683	975	$ 10	$ 1,086,059	$ 5,558	$ (55,101)	$ 1,038,209	$ 721,099	$ 29,940	$ 1,789,248
Conversion of operating partnership units and Class B shares to Class A shares	652	6	(3)	—	2,949	22	—	2,977	(2,977)	—	—
Repurchases of common shares	—	—	—	—	—	—	—	—	—	—	—
Equity compensation:											
LTIP units	—	—	—	—	—	—	—	—	5,952	—	5,952
Restricted stock, net of forfeitures	17	—	—	—	522	—	—	522	—	—	522
Dividends and distributions	—	—	—	—	—	—	(5,946)	(5,946)	(3,806)	(1,050)	(10,802)
Net income	—	—	—	—	—	—	7,985	7,985	4,610	1,050	13,645
Other comprehensive loss	—	—	—	—	—	(232)	—	(232)	(113)	—	(345)
Balance at September 30, 2025	168,970	$ 1,689	972	$ 10	$ 1,089,530	$ 5,348	$ (53,062)	$ 1,043,515	$ 724,765	$ 29,940	$ 1,798,220

(amounts in thousands)	Number of Class A Common Shares	Class A Common Stock	Number of Class B Common Shares	Class B Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Retained Deficit	Total Stockholders' Equity	Non-controlling Interests	Private Perpetual Preferred Units	Total Equity
Balance at June 30, 2024	164,483	$ 1,645	982	$ 10	$ 1,068,516	$ 13,036	$ (71,928)	$ 1,011,279	$ 709,997	$ 29,940	$ 1,751,216
Conversion of operating partnership units and Class B shares to Class A shares	1,038	11	(1)	—	2,905	28	—	2,944	(2,944)	—	—
Repurchases of common shares	—	—	—	—	—	—	—	—	—	—	—
Equity compensation:											
LTIP units	—	—	—	—	—	—	—	—	5,257	—	5,257
Restricted stock, net of forfeitures	(14)	(1)	—	—	496	—	—	495	—	—	495
Dividends and distributions	—	—	—	—	—	—	(5,824)	(5,824)	(3,771)	(1,050)	(10,645)
Net income	—	—	—	—	—	—	13,541	13,541	8,205	1,050	22,796
Other comprehensive loss	—	—	—	—	—	(7,319)	—	(7,319)	(4,479)	—	(11,798)
Balance at September 30, 2024	165,507	$ 1,655	981	$ 10	$ 1,071,917	$ 5,745	$ (64,211)	$ 1,015,116	$ 712,265	$ 29,940	$ 1,757,321

Empire State Realty Trust, Inc.
Condensed Consolidated Statements of Stockholders' Equity
For The Nine Months Ended September 30, 2025 and 2024
(unaudited)

(amounts in thousands)	Number of Class A Common Shares	Class A Common Stock	Number of Class B Common Shares	Class B Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income	Retained Earnings (Deficit)	Total Stockholders' Equity	Non-controlling Interests	Private Perpetual Preferred Units	Total Equity
Balance at December 31, 2024	166,405	$ 1,664	978	$ 10	$ 1,077,976	$ 9,934	$ (58,888)	$ 1,030,696	$ 721,326	$ 29,940	$ 1,781,962
Conversion of operating partnership units and Class B shares to Class A shares	2,727	27	(6)	—	12,818	118	—	12,963	(12,963)	—	—
Repurchases of common shares	(310)	(3)	—	—	(1,992)	—	(153)	(2,148)	—	—	(2,148)
Equity compensation:											
LTIP units	—	—	—	—	—	—	—	—	16,726	—	16,726
Restricted stock, net of forfeitures	148	1	—	—	728	—	—	729	—	—	729
Dividends and distributions	—	—	—	—	—	—	(17,745)	(17,745)	(11,495)	(3,151)	(32,391)
Net income	—	—	—	—	—	—	23,724	23,724	13,933	3,151	40,808
Other comprehensive loss	—	—	—	—	—	(4,704)	—	(4,704)	(2,762)	—	(7,466)
Balance at September 30, 2025	168,970	$ 1,689	972	$ 10	$ 1,089,530	$ 5,348	$ (53,062)	$ 1,043,515	$ 724,765	$ 29,940	$ 1,798,220

(amounts in thousands)	Number of Class A Common Shares	Class A Common Stock	Number of Class B Common Shares	Class B Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)	Total Stockholders' Equity	Non-controlling Interests	Private Perpetual Preferred Units	Total Equity
Balance at December 31, 2023	162,062	$ 1,621	984	$ 10	$ 1,060,969	$ 6,026	$ (83,108)	$ 985,518	$ 715,587	$ 29,940	$ 1,731,045
Conversion of operating partnership units and Class B shares to Class A shares	3,303	33	(3)	—	11,978	31	—	12,042	(12,042)	—	—
Repurchases of common shares	—	—	—	—	—	—	—	—	—	—	—
Acquisition of non-controlling interest in other partnership	—	—	—	—	(1,805)	1,919	—	114	(15,411)	—	(15,297)
Equity compensation:											
LTIP units	—	—	—	—	—	—	—	—	14,813	—	14,813
Restricted stock, net of forfeitures	142	1	—	—	775	—	—	776	—	—	776
Dividends and distributions	—	—	—	—	—	—	(17,376)	(17,376)	(11,317)	(3,151)	(31,844)
Net income	—	—	—	—	—	—	36,273	36,273	22,142	3,151	61,566
Other comprehensive loss	—	—	—	—	—	(2,231)	—	(2,231)	(1,507)	—	(3,738)
Balance at September 30, 2024	165,507	$ 1,655	981	$ 10	$ 1,071,917	$ 5,745	$ (64,211)	$ 1,015,116	$ 712,265	$ 29,940	$ 1,757,321

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

Empire State Realty Trust, Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)

	Nine Months Ended September 30,	
(amounts in thousands)	**2025**	**2024**
Cash Flows From Operating Activities		
Net income	$ 40,808	$ 61,566
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	144,196	139,453
Gain on disposition of property	(13,170)	(12,065)
Amortization of non-cash items within interest expense	6,502	6,505
Amortization of acquired above- and below-market leases, net	(2,459)	(1,503)
Amortization of acquired below-market ground leases	5,873	5,874
Straight-lining of rental revenue	(13,719)	(7,238)
Equity based compensation	18,364	15,589
Loss on early extinguishment of debt	—	553
Increase (decrease) in cash flows due to changes in operating assets and liabilities:		
Security deposits	5,841	(8,955)
Tenant and other receivables	4,011	4,243
Deferred costs	(20,164)	(18,729)
Prepaid expenses and other assets	33,784	6,480
Accounts payable and accrued expenses	1,332	12,318
Deferred revenue and other liabilities	3,955	6,769
Net cash provided by operating activities	215,154	210,860
Cash Flows From Investing Activities		
Additions to building and improvements	(156,397)	(143,894)
Acquisition of real estate property	(31,701)	(143,431)
Acquisition of non-controlling interests in other partnerships	—	(14,226)
Reduction of cash from derecognition of assets	—	(12,876)
Post-closing costs from a prior period sale of property	—	(4,034)
Development costs	—	(9)
Net cash used in investing activities	(188,098)	(318,470)

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

Empire State Realty Trust, Inc.
Condensed Consolidated Statements of Cash Flows (continued)
(unaudited)

(amounts in thousands)	**Nine Months Ended September 30, 2025**	**2024**
Cash Flows From Financing Activities		
Proceeds from unsecured senior notes	—	225,000
Repayment of unsecured senior notes	(100,000)	—
Proceeds from unsecured revolving credit facility	—	120,000
Repayment of unsecured revolving credit facility	(120,000)	—
Proceeds from unsecured term loan	—	95,000
Repayment of unsecured term loan	—	(215,000)
Repayment of mortgage notes payable	(2,721)	(10,513)
Deferred financing costs	(434)	(12,070)
Repurchases of common shares	(2,148)	—
Taxes paid on withholding shares	(909)	—
Private perpetual preferred unit distributions	(3,151)	(3,151)
Dividends paid to common stockholders	(17,745)	(17,376)
Distributions paid to non-controlling interests in the operating partnership	(11,495)	(11,317)
Net cash (used in) provided by financing activities	(258,603)	170,573
Net (decrease) increase in cash and cash equivalents and restricted cash	(231,547)	62,963
Cash and cash equivalents and restricted cash—beginning of period	429,302	406,956
Cash and cash equivalents and restricted cash—end of period	$ 197,755	$ 469,919
Reconciliation of Cash and Cash Equivalents and Restricted Cash:		
Cash and cash equivalents at beginning of period	$ 385,465	$ 346,620
Restricted cash at beginning of period	43,837	60,336
Cash and cash equivalents and restricted cash at beginning of period	$ 429,302	$ 406,956
Cash and cash equivalents at end of period	$ 154,113	$ 421,896
Restricted cash at end of period	43,642	48,023
Cash and cash equivalents and restricted cash at end of period	$ 197,755	$ 469,919
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 66,350	$ 65,148
Cash paid for income taxes	$ 2,672	$ 1,530
Non-cash investing and financing activities:		
Building and improvements included in accounts payable and accrued expenses	$ 56,174	$ 29,499
Write-off of fully depreciated assets	16,856	8,770
Derivative instruments at fair values included in prepaid expenses and other assets	3,079	5,673
Derivative instruments at fair values included in accounts payable and accrued expenses	117	2,143
Contract asset	(171,003)	168,687
Derecognition of debt associated with property in receivership	177,667	177,667
Accrued interest associated with property in receivership	6,080	3,511
Conversion of operating partnership units and Class B shares to Class A shares	12,963	12,042

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

Empire State Realty Trust, Inc.
Notes to Condensed Consolidated Financial Statements
(unaudited)

1. Description of Business and Organization

As used in these condensed consolidated financial statements, unless the context otherwise requires, “we,” “us,” “our,” the “Company,” and "ESRT" mean Empire State Realty Trust, Inc. and its consolidated subsidiaries.

Empire State Realty Trust, Inc. (NYSE: ESRT) is a NYC-focused real estate investment trust ("REIT") that owns and operates a portfolio of well-leased, top of tier, modernized, amenitized, and well-located office, retail, and multifamily assets. ESRT’s flagship Empire State Building, the “World's Most Famous Building,” features its iconic Observatory, ranked the #1 Top Attraction in New York City for the fourth consecutive year in Tripadvisor's 2025 Travelers' Choice Awards: Best of the Best Things to Do. The Company is a recognized leader in energy efficiency and indoor environmental quality.

As of September 30, 2025, our portfolio was comprised of approximately 7.8 million rentable square feet of office space, 0.8 million rentable square feet of retail space and 743 residential units, which are located in New York City. Our office portfolio included 10 properties (including three long-term ground leasehold interests). Nine of these office properties are located in midtown Manhattan and encompass approximately 7.6 million rentable square feet of office space and 0.5 million rentable square feet of retail space, including the Empire State Building. The remaining office property is located in Stamford, Connecticut, with immediate access to mass transportation. Additionally, we have entitled land adjacent to the Stamford office property that can support the development of either office or residential per local zoning.

We were organized as a Maryland corporation on July 29, 2011 and commenced operations upon completion of our initial public offering and related formation transactions on October 7, 2013 (the "Offering"). Our operating partnership, Empire State Realty OP, L.P. (the "Operating Partnership"), holds substantially all of our assets and conducts substantially all of our business. As of September 30, 2025, we owned approximately 61.0% of the aggregate operating partnership units in the Operating Partnership. We, as the sole general partner in the Operating Partnership, have responsibility and discretion in the management and control of the Operating Partnership, and the limited partners in the Operating Partnership, in such capacity, have no authority to transact business for, or participate in the management activities of, the Operating Partnership. Accordingly, the Operating Partnership has been consolidated by us. We elected to be subject to tax as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2013.

2. Summary of Significant Accounting Policies

There have been no material changes to the summary of significant accounting policies included in the "Summary of Significant Accounting Policies" section in our Annual Report on Form 10-K for the year ended December 31, 2024 (the “Annual Report”).

Basis of Quarterly Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"), for interim financial information, and with the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments and eliminations (including intercompany balances and transactions), consisting of normal recurring adjustments, considered necessary for the fair presentation of the financial statements have been included.

The results of operations for the periods presented are not necessarily indicative of the results that may be expected for the corresponding full years. These financial statements should be read in conjunction with the financial statements and accompanying notes included in the financial statements for the year ended December 31, 2024 contained in our Annual Report. Our Observatory business is subject to tourism trends and the weather, and therefore does experience some seasonality. For the year ended December 31, 2024, approximately 18% of our annual Observatory revenue was realized in the first quarter, 25% was realized in the second quarter, 29% was realized in the third quarter, and 28% was realized in the fourth quarter. Our multifamily business experiences some seasonality based on general market trends in New York City – the winter months (November through January) are slower in terms of lease activity. We seek to mitigate this by staggering lease terms such that lease expirations are matched with seasonal demand. We do not consider the balance of our business to be subject to material seasonal fluctuations.

We consolidate entities in which we have a controlling financial interest. In determining whether we have a controlling financial interest in a partially owned entity and the requirement to consolidate the accounts of that entity, we consider factors such as ownership interest, board representation, management representation, authority to make decisions, and contractual and substantive participating rights of the partners/members. For variable interest entities ("VIE"), we consolidate the entity if we are deemed to have a variable interest in the entity and through that interest we are deemed the primary beneficiary. The primary beneficiary of a VIE is the entity that has (i) the power to direct the activities that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE. The primary beneficiary is required to consolidate the VIE. The Operating Partnership is a VIE of ESRT. As the Operating Partnership is already consolidated in the financial statements of ESRT, the identification of this entity as a VIE has no impact on our consolidated financial statements. We also determined that the Operating Partnership has a variable interest in and is the primary beneficiary of the intermediary entity that holds title to the North 6th Street Collection assets acquired in June 2025, and as a result is consolidated in the financial statements of ESRT as of September 30, 2025.

We assess consolidation accounting treatment for each investment in a VIE. This assessment will include a review of the relevant agreements to identify the rights of each party and whether those rights provide either party the power to direct the activities that most significantly impact the entity's economic performance and benefit. In situations where we and our partner approve, among other things, the annual budget, or leases that cover more than a nominal amount of space relative to the total rentable space at each property, we would not consolidate the investment as we consider these to be substantive participation rights that result in shared power of the activities that would most significantly impact the performance and benefit of such joint venture investment.

A non-controlling interest in a consolidated subsidiary is defined as the portion of the equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent. Non-controlling interests are required to be presented as a separate component of equity in the condensed consolidated balance sheets and in the condensed consolidated statements of operations by requiring earnings and other comprehensive income to be attributed to controlling and non-controlling interests.

Accounting Estimates

The preparation of the condensed consolidated financial statements in accordance with GAAP requires management to use estimates and assumptions that in certain circumstances affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Significant items subject to such estimates and assumptions include allocation of the purchase price of acquired real estate properties among tangible and intangible assets, determination of the useful life of real estate properties and other long-lived assets, valuation and impairment analysis of commercial real estate properties, goodwill, right-of-use assets and other long-lived and indefinite-lived assets, estimate of tenant expense reimbursements, valuation of the allowance for doubtful accounts, and valuation of derivative instruments, ground lease liabilities, senior unsecured notes, mortgage notes payable, unsecured revolving credit and term loan facilities, and equity-based compensation. These estimates are prepared using management's best judgment, after considering past, current, and expected events and economic conditions. Actual results could differ from those estimates.

3. Acquisitions and Dispositions

Property Acquisitions

In June 2025, we closed on the acquisition of two retail properties on North 6th Street in Williamsburg, Brooklyn for an aggregate purchase price of $31.0 million.

In September and October 2024, we closed on the acquisition of a portfolio of retail properties on North 6th Street in Williamsburg, Brooklyn for an aggregate purchase price of $195.0 million.

The following table summarizes the purchase price allocations of these acquisitions (amounts in thousands):

Property	Date Acquired	Land	Building and Improvements	Intangibles Assets	Intangibles Liabilities	Total
North 6th Street Collection(1)	6/30/2025	$ 11,243	$ 20,458	$ —	$ —	$ 31,701
North 6th Street Collection(2)	September 2024-October 2024	44,924	146,826	10,984	(9,664)	193,070

(1) Includes two retail properties with eleven residential units on North 6th Street in Williamsburg, Brooklyn. Includes capitalized transaction costs of $0.7 million.

(2) Includes nine retail properties with five residential units on North 6th Street in Williamsburg, Brooklyn. Includes capitalized transaction costs of $(1.9) million, net of certain closing credits.

In March 2024, we executed a buyout of the 10% non-controlling interest in two of our multifamily properties located at 561 10th Avenue and 345 East 94th Street in Manhattan for $14.2 million in cash and the assumption of $18.0 million of in-place debt. As there was no change in control, we accounted for this acquisition as an equity transaction in accordance with Accounting Standards Codification 810-10 and no gain or loss was recognized.

Property Dispositions

The following table summarizes properties disposed of during the nine and twelve months ended September 30, 2025 and December 31, 2024, respectively (amounts in thousands):

Property	Date of Disposal	Sales Price(1)	Gain on Disposition(2)
First Stamford Place, Stamford, Connecticut	5/22/2024	$ 165,807	$ 26,472

(1) We transferred First Stamford Place, which was encumbered by mortgage and other debt obligations of $165.8 million back to the lender in a consensual foreclosure and recognized non-cash gain upon the disposition.

(2) Gain on disposition includes $13.2 million and $13.3 million for the three months ended March 31, 2025 and the year ended December 31, 2024, respectively.

In April 2024, we worked with the First Stamford Place mortgage lender to structure a consensual foreclosure. On May 22, 2024, a receiver was appointed and we ended our management and control of the property. In connection with this, we removed the related assets and property liabilities from our condensed consolidated balance sheet and recognized a gain in the condensed consolidated statements of operations of $13.3 million for the twelve months ended December 31, 2024. We also recorded a contract asset of $170.4 million that represented the consideration not yet received for the senior mortgage obligation, including applicable accrued interest, we expected to be released upon the final resolution of the foreclosure process on First Stamford Place. On February 5, 2025, the consensual foreclosure of First Stamford Place was completed and we were released of the senior mortgage obligation and derecognized the related contract asset.

In connection with the completion of the consensual foreclosure we concluded that we are no longer the primary beneficiary of the entity that holds the First Stamford Place mezzanine debt obligation as we no longer have the power to direct the activities that most significantly impact the VIE's economic performance, nor the right to receive the benefits from the VIE. As a result, the entity was deconsolidated during the three months ended March 31, 2025 and we recognized a gain of $13.2 million from the mezzanine debt obligation. The gain is included as a component of gain on disposition of property in the accompanying condensed consolidated statement of operations.

4. Deferred Costs, Acquired Lease Intangibles and Goodwill

Deferred costs, net, consisted of the following:

(amounts in thousands)	September 30, 2025	December 31, 2024
Deferred leasing costs	$ 226,090	$ 230,836
Acquired in-place lease value, acquired deferred leasing costs and deferred acquisition costs	137,333	137,580
Acquired above-market leases	19,553	19,636
Total deferred costs, excluding deferred financing costs	382,976	388,052
Less: accumulated amortization	(213,424)	(212,972)
Total deferred costs, net, excluding net deferred financing costs	169,552	175,080
Deferred financing costs, net, of accumulated amortization of $9,369 and $7,783, respectively (See Note 5)	7,755	8,907
Total deferred costs, net	$ 177,307	$ 183,987

Acquired below-market ground leases, net, consisted of the following:

(amounts in thousands)	September 30, 2025	December 31, 2024
Acquired below-market ground leases	$ 396,916	$ 396,916
Less: accumulated amortization	(89,379)	(83,506)
Acquired below-market ground leases, net	$ 307,537	$ 313,410

Acquired below-market leases, net, consisted of the following:

(amounts in thousands)	September 30, 2025	December 31, 2024
Acquired below-market leases	$ (56,359)	$ (56,359)
Less: accumulated amortization	40,484	36,862
Acquired below-market leases, net	$ (15,875)	$ (19,497)

The total amortization related to deferred costs and acquired lease intangibles consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	2025	2024	2025	2024
Rental revenue:				
Amortization of below-market leases, net of above-market leases	$ 821	$ 476	$ 2,459	$ 1,503
Depreciation and amortization:				
Amortization of deferred leasing costs and acquired deferred leasing costs	5,081	5,930	15,578	16,948
Amortization related to acquired in-place lease value	1,406	1,144	4,229	3,663

As of September 30, 2025 and December 31, 2024, we had goodwill of $491.5 million. Goodwill was allocated $227.5 million to the Observatory reportable segment and $264.0 million to the real estate reportable segment.

We performed our annual goodwill testing in October 2024, where we bypassed the optional qualitative goodwill impairment assessment and proceeded directly to a quantitative assessment of the Observatory reportable segment and engaged a third-party valuation consulting firm to perform the valuation process. The quantitative analysis used a combination of the discounted cash flow method (a form of the income approach) utilizing Level 3 unobservable inputs and the guideline company method (a form of the market approach). Significant assumptions under the former included revenue and cost projections, weighted average cost of capital, long-term growth rate and income tax considerations while the latter included guideline company enterprise values, revenue multiples, EBITDA multiples and control premium rates. Our methodology to review goodwill impairment, which included a significant amount of judgment and estimates, provided a reasonable basis to determine whether impairment had occurred. The quantitative analysis performed concluded the fair value of the reporting unit exceeds its carrying value. We also perform quarterly qualitative assessments and have not identified any events which would indicate, on a more likely than not basis, that the goodwill allocated to the reporting unit was impaired. Many of the factors employed in determining whether or not goodwill is impaired are outside of our control, and it is reasonably likely that assumptions and estimates will change in future periods.

5. Debt

Debt consisted of the following:

	Principal Balance		As of September 30, 2025		
(amounts in thousands)	**September 30, 2025**	**December 31, 2024**	**Stated Rate**	**Effective Rate[1]**	**Maturity Date[2]**
Fixed rate mortgage debt:					
10 Union Square	$ 50,000	$ 50,000	3.70 %	3.97 %	4/1/2026
1542 Third Avenue	30,000	30,000	4.29 %	4.53 %	5/1/2027
1010 Third Avenue and 77 West 55th Street	33,343	34,048	4.01 %	4.21 %	1/5/2028
Metro Center [3]	71,600	71,600	3.59 %	3.67 %	11/5/2029
250 West 57th Street	180,000	180,000	2.83 %	3.21 %	12/1/2030
1333 Broadway	160,000	160,000	4.21 %	4.29 %	2/5/2033
345 East 94th Street - Series A	43,600	43,600	70% of SOFR plus 0.95%	3.56 %	11/1/2030
345 East 94th Street - Series B	5,907	6,490	SOFR plus 2.24%	3.56 %	11/1/2030
561 10th Avenue - Series A	114,500	114,500	70% of SOFR plus 1.07%	3.85 %	11/1/2033
561 10th Avenue - Series B	12,604	14,036	SOFR plus 2.45%	3.85 %	11/1/2033
Total mortgage debt	701,554	704,274			
Senior unsecured notes:[4]					
Series A	—	100,000	—	—	—
Series B	125,000	125,000	4.09 %	4.12 %	3/27/2027
Series C	125,000	125,000	4.18 %	4.21 %	3/27/2030
Series D	115,000	115,000	4.08 %	4.11 %	1/22/2028
Series E	160,000	160,000	4.26 %	4.27 %	3/22/2030
Series F	175,000	175,000	4.44 %	4.45 %	3/22/2033
Series G	100,000	100,000	3.61 %	4.89 %	3/17/2032
Series H	75,000	75,000	3.73 %	5.00 %	3/17/2035
Series I	155,000	155,000	7.20 %	7.39 %	6/17/2029
Series J	45,000	45,000	7.32 %	7.46 %	6/17/2031
Series K	25,000	25,000	7.41 %	7.52 %	6/17/2034
Unsecured term loan facility [4]	175,000	175,000	SOFR plus 1.50%	4.61 %	12/31/2026
Unsecured term loan facility [3],[4]	95,000	95,000	SOFR plus 1.50%	5.16 %	3/8/2029
Unsecured revolving credit facility [3],[4]	—	120,000	SOFR plus 1.30%	4.04 %	3/8/2029
Total principal	2,071,554	2,294,274			
Deferred financing costs, net	(8,453)	(10,123)			
Unamortized debt discount	(5,598)	(6,183)			
Total	$ 2,057,503	$ 2,277,968			

____

(1) The effective rate is the yield as of September 30, 2025 and includes the stated interest rate, deferred financing cost amortization and interest associated with variable to fixed interest rate swap agreements.
(2) Pre-payment is generally allowed for each loan upon payment of a customary pre-payment penalty.
(3) Assumes extension options are exercised for the 2029 maturities of the term loan, revolving credit facility and Metro Center mortgage.
(4) At September 30, 2025, we were in compliance with all debt covenants.

Principal Payments

Aggregate required principal payments at September 30, 2025 are as follows (amounts in thousands):

Year	Amortization	Maturities	Total
2025	$ 944	$ —	$ 944
2026	3,957	225,000	228,957
2027	4,276	155,000	159,276
2028	3,555	146,091	149,646
2029	3,890	321,600	325,490
Thereafter	14,634	1,192,607	1,207,241
Total	$ 31,256	$ 2,040,298	$ 2,071,554

Deferred Financing Costs

Deferred financing costs, net, consisted of the following:

(amounts in thousands)	September 30, 2025	December 31, 2024
Deferred financing costs, included as a component of net debt	$ 16,121	$ 36,309
Deferred financings costs, included as a component of net deferred costs (See Note 4)	17,124	16,638
Total deferred financing costs	$ 33,245	$ 52,947
Less: accumulated amortization	(17,037)	(33,970)
Total deferred financing costs, net	$ 16,208	$ 18,977

The total amortization expense related to deferred financing costs consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	2025	2024	2025	2024
Amortization of deferred financing costs	$ 1,082	$ 1,110	$ 3,256	$ 3,179

Unsecured Revolving Credit and Term Loan Facilities

On May 28, 2025, through our Operating Partnership, we entered into a first amendment to our second amended and restated credit agreement, dated March 8, 2024, with Bank of America, N.A., as administrative agent and other lenders party thereto, which governs our senior unsecured revolving credit facility and term loan facility (collectively, the “BofA Credit Facilities”). The first amendment amends certain sustainability margin adjustment terms. No other changes were made to the amount of the commitments, the maturity date of the outstanding loans or the covenants. The BofA Credit Facilities are comprised of a $620.0 million senior unsecured revolving credit facility (the “Revolving Credit Facility”) and a $95.0 million term loan facility (the “BofA Term Loan Facility”). We may request that the BofA Credit Facilities be increased through one or more increases in the Revolving Credit Facility or one or more increases in the BofA Term Loan Facility or the addition of new pari passu term loan tranches, for a maximum aggregate principal amount under the second amended and restated credit agreement not to exceed $1.5 billion.

The Revolving Credit Facility matures on March 8, 2029, inclusive of two six-month extension periods. The BofA Term Loan Facility matures on March 8, 2029, inclusive of two twelve-month extension periods. Initial interest rates on the BofA Credit Facilities, which may change based on our leverage levels, are SOFR plus a benchmark adjustment of 10 basis points ("adjusted SOFR") plus 130 basis points for any drawn portion of the Revolving Credit Facility and adjusted SOFR plus 150 basis points for the BofA Term Loan Facility. In addition, the BofA Credit Facilities have a sustainability-linked pricing mechanism that reduces the borrowing spread if certain benchmarks are achieved each year. On March 18, 2025, we repaid the $120.0 million borrowings previously drawn on the Revolving Credit Facility. As of September 30, 2025, we had no borrowings under the Revolving Credit Facility and $95.0 million under the BofA Term Loan Facility.

On March 13, 2024, through our Operating Partnership, we entered into a third amendment to our credit agreement dated March 19, 2020, with Wells Fargo Bank, National Association, as administrative agent, and the other lenders party thereto, which governs a senior unsecured term loan facility (the “Wells Term Loan Facility”). The Wells Term Loan Facility is in the original principal amount of $175.0 million and matures on December 31, 2026. The third amendment provides for, among other things, certain conforming changes to the BofA Credit Facilities agreement, including increases to the capitalization rate for certain of our properties. No other changes were made to the amount of the commitments, the maturity date of the outstanding loans or the covenants. We may request the Wells Term Loan Facility be increased through one or more increases or the addition of new pari passu term loan tranches, for a maximum aggregate principal amount not to exceed $225.0 million. As of September 30, 2025, our borrowings amounted to $175.0 million under the Wells Term Loan Facility.

The terms of both the BofA Credit Facilities and the Wells Term Loan Facility include customary covenants, including limitations on liens, investment, distributions, debt, fundamental changes, and transactions with affiliates and require certain customary financial reports. Both facilities also require compliance with financial ratios including a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a minimum unencumbered interest coverage ratio, and a maximum unsecured leverage ratio. The agreements governing both facilities also contain customary events of default (subject in certain cases to specified cure periods), including but not limited to non-payment, breach of covenants, representations or warranties, cross defaults, bankruptcy or other insolvency events, judgments, ERISA events, invalidity of loan documents, loss of REIT qualification, and occurrence of a change of control. As of September 30, 2025, we were in compliance with these covenants.

Senior Unsecured Notes

Subsequent to quarter-end on October 15, 2025, we entered into a Note Purchase Agreement with the purchasers (the "Purchase Agreement") in connection with a private placement of $175.0 million aggregate principal amount of 5.47% Series L Senior Notes due January 7, 2031 (the "Series L Notes"). The sale and purchase of the Series L Notes is scheduled to fund on December 18, 2025, subject to customary closing conditions. The issue price for the Series L Notes is 100% of the aggregate principal amount thereof. Pursuant to the terms of the Purchase Agreement, we may repay all or a portion of the Series L Notes upon notice to the holders at a price equal to 100% of the principal amount so prepaid plus a make-whole premium as set forth in the Purchase Agreement. The Purchase Agreement contains customary covenants and customary events of default similar to those in our existing senior unsecured notes.

On March 27, 2025, the Series A senior unsecured notes matured and the aggregate principal amount of $100.0 million was repaid. The notes had a stated interest rate of 3.93%.

The terms of our senior unsecured notes, include customary covenants, including limitations on liens, investment, distributions, debt, fundamental changes, and transactions with affiliates and require certain customary financial reports. The terms also require compliance with financial ratios including a maximum leverage ratio, a maximum secured leverage ratio, a minimum fixed charge coverage ratio, a minimum unencumbered interest coverage ratio, and a maximum unsecured leverage ratio. The agreements also contain customary events of default (subject in certain cases to specified cure periods), including but not limited to non-payment, breach of covenants, representations or warranties, cross defaults, bankruptcy or other insolvency events, judgments, ERISA events, the occurrence of certain change of control transactions and loss of REIT qualification. As of September 30, 2025, we were in compliance with these covenants.

6. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

(amounts in thousands)	September 30, 2025	December 31, 2024
Capital expenditures included in accounts payable and accrued expenses	$ 56,174	$ 73,535
Accounts payable and accrued expenses	47,662	54,779
Interest rate swap agreements liability	117	—
Accrued interest payable	7,779	3,702
Total accounts payable and accrued expenses	$ 111,732	$ 132,016

7. Financial Instruments and Fair Values

Derivative Financial Instruments

We use derivative financial instruments primarily to manage interest rate risk and such derivatives are not considered speculative. These derivative instruments are typically in the form of interest rate swap and forward agreements, and the primary objective is to minimize interest rate risks associated with investing and financing activities. The counterparties of these arrangements are major financial institutions with which we may also have other financial relationships. We are exposed to credit risk in the event of non-performance by these counterparties; however, we currently do not anticipate that any of the counterparties will fail to meet their obligations.

We have agreements with our derivative counterparties that contain a provision where if we either default or are capable of being declared in default on any of our indebtedness, then we could also be declared in default on our derivative obligations. If we had breached any of these provisions, we could have been required to settle our obligations that were in a net liability position under the agreements at their termination value of $0.1 million as of September 30, 2025, which includes accrued interest but excludes any adjustment for nonperformance risk. As of September 30, 2025, we were in compliance with these provisions.

As of September 30, 2025 and December 31, 2024, we had interest rate swaps and caps with an aggregate notional value of $447.5 million and $664.0 million, respectively. The notional value does not represent exposure to credit, interest rate or market risks. These interest rate swaps have been designated as cash flow hedges and hedge the variability in future cash flows associated with our existing variable-rate term loan facilities. Interest rate caps not designated as hedges are not speculative and are used to manage our exposure to interest rate movements, but do not meet the strict hedge accounting requirements.

As of September 30, 2025 and 2024, our cash flow hedges are deemed highly effective. A net unrealized loss of $0.3 million and $7.5 million for the three and nine months ended September 30, 2025, and a net unrealized loss of $11.8 million and $3.7 million for the three and nine months ended September 30, 2024, respectively, relating to both active and terminated hedges of interest rate risk, are reflected in the condensed consolidated statements of comprehensive income (loss). Amounts reported in accumulated other comprehensive income (loss) related to derivatives will be reclassified to interest expense as interest payments are made on the debt. We estimate that $0.9 million net loss of the current balance held in accumulated other comprehensive income (loss) will be reclassified into interest expense within the next 12 months. Cash payments and receipts related to our cash flow hedges are classified as operating activities and included within our disclosure of cash paid for interest on our condensed consolidated statements of cash flows, consistent with the classification of the hedged interest payments.

The table below summarizes the terms of agreements and the fair values of our derivative financial instruments:

(amounts in thousands, except percentages)						September 30, 2025		December 31, 2024	
Derivative	Notional Amount	Receive Rate	Pay Rate	Effective Date	Expiration Date	Asset(1)	Liability(2)	Asset(1)	Liability(2)
Interest rate swap	$ 36,820	70% of 1 Month SOFR	2.5000%	December 1, 2021	November 1, 2030	$ —	$ (76)	$ 759	$ —
Interest rate swap	103,790	70% of 1 Month SOFR	2.5000%	December 1, 2021	November 1, 2033	193	—	2,825	—
Interest rate swap	10,710	70% of 1 Month SOFR	1.7570%	December 1, 2021	November 1, 2033	450	—	743	—
Interest rate swap	12,768	1 Month SOFR	2.2540%	December 1, 2021	November 1, 2030	389	—	754	—
Interest rate swap	175,000	SOFR Compound	2.5620%	August 31, 2022	December 31, 2026	2,004	—	4,895	—
Interest rate swap	—	SOFR Compound	2.6260%	August 19, 2022	March 19, 2025	—	—	383	—
Interest rate swap	—	SOFR OIS Compound	2.6280%	August 19, 2022	March 19, 2025	—	—	382	—
Interest rate cap	6,780	70% of 1 Month SOFR	4.5000%	October 1, 2024	November 1, 2030	13	—	35	—
Interest rate cap	6,676	1 Month SOFR	5.5000%	October 1, 2024	November 1, 2030	30	—	81	—
Interest rate swap	47,500	1 Month SOFR	3.3090%	March 19, 2025	March 8, 2029	—	(25)	1,117	—
Interest rate swap	47,500	1 Month SOFR	3.3030%	March 19, 2025	March 8, 2029	—	(16)	1,124	—
	$ 447,544					$ 3,079	$ (117)	$ 13,098	$ —

(1) Included as a component of prepaid expenses and other assets on the condensed consolidated balance sheets.
(2) Included as a component of accounts payable and accrued expenses on the condensed consolidated balance sheets.

The table below shows the effect of our derivative financial instruments designated as cash flow hedges on accumulated other comprehensive income (loss):

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	2025	2024	2025	2024
Amount of (loss) gain recognized in other comprehensive income (loss)	$ 169	$ (9,341)	$ (5,419)	$ 1,710
Amount of gain reclassified from accumulated other comprehensive income (loss) into interest expense	(514)	(2,457)	(2,047)	(5,448)

The table below shows the effect of our derivative financial instruments designated as cash flow hedges on the condensed consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	2025	2024	2025	2024
Total interest expense presented in the condensed consolidated statements of operations in which the effects of cash flow hedges are recorded	$ (25,189)	$ (27,408)	$ (77,253)	$ (77,859)
Amount of gain reclassified from accumulated other comprehensive income (loss) into interest expense	514	2,457	2,047	5,448

Fair Valuation

The estimated fair values at September 30, 2025 and December 31, 2024 were determined by management, using available market information and appropriate valuation methodologies. Considerable judgment is necessary to interpret market data and develop estimated fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts we could realize on disposition of the financial instruments. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The fair value of derivative instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. Although the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by ourselves and our counterparties. The impact of such credit valuation adjustments, determined based on the fair value of each individual contract, was not significant to the overall valuation. As a result, all our derivatives were classified as Level 2 of the fair value hierarchy.

The fair values of our mortgage notes payable, senior unsecured notes (Series A-K), unsecured term loan facilities and unsecured revolving credit facility which are determined using Level 3 inputs are estimated by discounting the future cash flows using current interest rates at which similar borrowings could be made by us.

The following tables summarize the carrying and estimated fair values of our financial instruments:

	September 30, 2025				
		Estimated Fair Value			
(amounts in thousands)	Carrying Value	Total	Level 1	Level 2	Level 3
Interest rate swaps and caps included in prepaid expenses and other assets	$ 3,079	$ 3,079	$ —	$ 3,079	$ —
Interest rate swaps included in accounts payable and accrued expenses	117	117	—	117	—
Mortgage notes payable	691,046	648,159	—	—	648,159
Senior unsecured notes - Series B-K	1,097,498	1,051,122	—	—	1,051,122
Unsecured term loan facilities	268,959	270,000	—	—	270,000

	December 31, 2024				
		Estimated Fair Value			
(amounts in thousands)	Carrying Value	Total	Level 1	Level 2	Level 3
Interest rate swaps and caps included in prepaid expenses and other assets	$ 13,098	$ 13,098	$ —	$ 13,098	$ —
Mortgage notes payable	692,176	618,378	—	—	618,378
Senior unsecured notes - Series A-K	1,197,061	1,116,149	—	—	1,116,149
Unsecured term loan facilities	268,731	270,000	—	—	270,000
Unsecured revolving credit facility	120,000	120,000	—	—	120,000

Disclosure about the fair value of financial instruments is based on pertinent information available to us as of September 30, 2025 and December 31, 2024. Although we are not aware of any factors that would significantly affect the reasonable fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and current estimates of fair value may differ significantly from the amounts presented herein.

8. Leases

Lessor

We lease various spaces to tenants over terms ranging from one to 30 years. Certain leases have termination options for a fee and/or renewal options. The leases provide for base monthly rentals and reimbursements for real estate taxes, escalations linked to the consumer price index or common area maintenance known as operating expense escalation. Tenant expense reimbursements are reflected in our September 30, 2025 and 2024 condensed consolidated statements of operations as rental revenue.

Rental revenue includes fixed and variable payments. Fixed payments primarily relate to base rent and variable payments primarily relate to tenant expense reimbursements for certain property operating costs. The components of rental revenue consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	2025	2024	2025	2024
Fixed payments	$ 136,116	$ 132,266	$ 405,945	$ 404,854
Variable payments	22,294	20,851	60,547	54,615
Total rental revenue	$ 158,410	$ 153,117	$ 466,492	$ 459,469

As of September 30, 2025, we were entitled to the following future contractual minimum lease payments (excluding tenant expense reimbursements) on non-cancellable operating leases to be received which expire on various dates through 2054 (amounts in thousands):

Remainder of 2025	$ 126,680
2026	488,613
2027	473,031
2028	437,037
2029	373,560
Thereafter	1,876,921
	$ 3,775,842

The above future minimum lease payments exclude tenant recoveries and the net accretion of above-market leases and below-market lease intangibles. Some leases are subject to termination options generally upon payment of a termination fee. The preceding table is prepared assuming such options are not exercised.

As of September 30, 2025, the future lease payments to be received for signed leases that have not yet commenced was approximately $479.7 million.

Lessee

We determine if an arrangement is a lease at inception. Our operating lease agreements relate to three ground lease assets and are reflected in right-of-use assets and lease liabilities of $28.0 million as of September 30, 2025 and right-of-use assets and lease liabilities of $28.2 million as of December 31, 2024 in our condensed consolidated balance sheets. Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Right-of-use assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. Variable lease payments are excluded from the right-of-use assets and lease liabilities and are recognized in the period in which the obligation for those payments is incurred.

The ground leases are due to expire between the years 2050 and 2077, inclusive of extension options, and have no variable payments or residual value guarantees. As our leases do not provide an implicit rate, we determined our incremental borrowing rate based on information available at the date of adoption of Accounting Standards Update No. 2016-02, Leases (Topic 842), in determining the present value of lease payments. The weighted average incremental borrowing rate used to calculate the right-of-use assets and lease liabilities as of September 30, 2025 was 4.5%. Rent expense for lease payments related to our operating leases is recognized on a straight-line basis over the non-cancellable term of the leases. The weighted average remaining lease term as of September 30, 2025 was 44.8 years.

As of September 30, 2025, the following table summarizes our future minimum lease payments discounted by our incremental borrowing rates to calculate the lease liabilities of our leases (amounts in thousands):

Remainder of 2025	$	380
2026		1,503
2027		1,482
2028		1,482
2029		1,482
Thereafter		59,283
Total undiscounted lease payments		65,612
Present value discount		(37,605)
Ground lease liabilities	$	28,007

9. Commitments and Contingencies

Legal Proceedings

Except as described below, as of September 30, 2025, we were not involved in any material litigation, nor, to our knowledge, was any material litigation threatened against us or our properties, other than routine litigation arising in the ordinary course of business such as disputes with tenants. We believe that the costs and related liabilities, if any, which may result from such actions will not materially affect our condensed consolidated financial position, operating results or liquidity.

Violet Shuker Shasha Trust et al. v. Peter L. Malkin, Anthony E. Malkin et al.

As previously disclosed, in October 2014, 12 former investors (the "Claimants") in Empire State Building Associates L.L.C. (“ESBA”), which, prior to the Offering, owned the fee title to the Empire State Building, filed an arbitration with the American Arbitration Association against Peter L. Malkin, Anthony E. Malkin, Thomas N. Keltner, Jr., and our subsidiary ESRT MH Holdings LLC, the former supervisor of ESBA, (the "Respondents"). The statement of claim (also filed later in federal court in New York for the expressed purpose of tolling the statute of limitations) alleged breach of fiduciary duty and related claims in connection with the Offering and sought monetary damages and declaratory relief. Claimants had opted out of a prior class action bringing similar claims that were settled with court approval. Respondents filed an answer and counterclaims. In March 2015, the federal court action was stayed on consent of all parties pending the arbitration. Arbitration hearings started in May 2016 and concluded in August 2018. On August 26, 2020, the arbitration panel issued an award that denied all Claimants’ claims with one exception, on which it awarded the Claimants approximately $1.2 million, inclusive of seven years of interest through October 2, 2020. This amount was recorded as an Offering litigation expense in the consolidated statements of operations for the year ended December 31, 2020.

Respondents believe that such award in favor of the Claimants is entirely without merit and sought to vacate that portion of the award. On July 31, 2023, the New York State court denied the Respondents' petition to vacate in part and confirmed the award. On January 22, 2024, that court entered judgment in favor of the Claimants (save for one Claimant, whose petition to confirm was granted in a separate proceeding on July 22, 2024) in an amount of approximately $1.3 million, inclusive of interest. The Respondents believe those rulings are incorrect and appealed them. On March 13, 2025, the appeals court affirmed. The Respondents have filed a motion for leave to appeal to the New York Court of Appeals. In addition, certain of the Claimants in the federal court action brought to toll the statute of limitations and sought to pursue claims in that case against the Respondents. Respondents believe that any such claims are meritless. The magistrate judge assigned to the action has issued a Report and Recommendation rejecting the Claimants' claims; on January 30, 2025, the district judge adopted that Report and Recommendation and dismissed the case. Those Claimants have appealed that ruling.

Pursuant to indemnification agreements which were made with our directors, executive officers and chairman emeritus as part of our formation transactions, Anthony E. Malkin, Peter L. Malkin and Thomas N. Keltner, Jr. have defense and indemnity rights from us with respect to this arbitration.

Unfunded Capital Expenditures

At September 30, 2025, we estimate that we will incur approximately $96.8 million of capital expenditures (including tenant improvements and leasing commissions) on our properties pursuant to existing lease agreements. We expect to fund these capital expenditures with operating cash flow, cash on hand and other borrowings. Future property acquisitions may require substantial capital investments for refurbishment and leasing costs. We expect that these financing requirements will be met in a similar fashion.

Concentration of Credit Risk

Financial instruments that subject us to credit risk consist primarily of cash and cash equivalents, restricted cash, short-term investments, tenant and other receivables and deferred rent receivables. At September 30, 2025, we held on deposit at various major financial institutions cash and cash equivalents and restricted cash balances in excess of amounts insured by the Federal Deposit Insurance Corporation.

Asset Retirement Obligations

We are required to accrue costs that we are legally obligated to incur on retirement of our properties which result from acquisition, construction, development and/or normal operation of such properties. Retirement includes sale, abandonment or disposal of a property. Under that standard, a conditional asset retirement obligation represents a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement is conditional on a future event that may or may not be within a company's control and a liability for a conditional asset retirement obligation must be recorded if the fair value of the obligation can be reasonably estimated. Environmental site assessments and investigations have identified asbestos or asbestos-containing building materials in certain of our properties. As of September 30, 2025, management has no plans to remove or alter these properties in a manner that would trigger federal and other applicable regulations for asbestos removal, and accordingly, the obligations to remove the asbestos or asbestos-containing building materials from these properties have indeterminable settlement dates. As such, we are unable to reasonably estimate the fair value of the associated conditional asset retirement obligation. However ongoing asbestos abatement, maintenance programs and other required documentation are carried out as required and related costs are expensed as incurred.

Other Environmental Matters

Under various federal, state and/or local laws, ordinances and regulations, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or release of hazardous substances, waste, or petroleum products at, on, in, under or from such property, including costs for investigation or remediation, natural resource damages, or third-party liability for personal injury or property damage. Some of our properties have been or may be impacted by contamination arising from current or prior uses of the property or adjacent properties for commercial, industrial or other purposes. Such contamination may arise from spills of petroleum or hazardous substances or releases from tanks used to store such materials. We also may be liable for the costs of remediating contamination at off-site disposal or treatment facilities when we arrange for disposal or treatment of hazardous substances at such facilities, without regard to whether we comply with environmental laws in doing so. The presence of contamination or the failure to remediate contamination on our properties may adversely affect our ability to attract and/or retain tenants, and our ability to develop or sell or borrow against those properties. In addition to potential liability for cleanup costs, private plaintiffs may bring claims for personal injury, property damage or for similar reasons. Environmental laws also may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which that property may be used or how businesses may be operated on that property.

Some of our properties are adjacent to or near other properties which are used for industrial or commercial purposes or have contained or currently contain underground storage tanks used to store petroleum products or other hazardous or toxic substances. Releases from these properties could impact our properties. In addition, some of our properties have previously been used by former owners or tenants for commercial or industrial activities, e.g., gas stations and dry cleaners, and a portion of the Metro Tower site is currently used for automobile parking and was formerly leased to a fueling facility that may release petroleum products or other hazardous or toxic substances at such properties or to surrounding properties. While certain properties contain or contained uses that could have or have impacted our properties, we are not aware of any liabilities related to environmental contamination that we believe will have a material adverse effect on our operations.

In addition, our properties are subject to various federal, state and local environmental and health and safety laws and regulations. Noncompliance with these laws and regulations could subject us or our tenants to liability. These liabilities could affect a tenant’s ability to make rental payments to us. Moreover, changes in laws could increase the potential costs of compliance with such laws and regulations or increase liability for noncompliance. We sometimes require our tenants to comply with environmental and health and safety laws and regulations and to indemnify us for any related liabilities in our leases with them. But in the event of the bankruptcy or inability of any of our tenants to satisfy such obligations, we may be required to satisfy such obligations. We do not believe we have any instances of material non-compliance with environmental or health and safety laws or regulations at our properties, and we believe that we and/or our tenants have all material permits and approvals necessary under current laws and regulations to operate our properties.

In addition, we may become subject to new compliance requirements and/or new costs or taxes associated with natural resource or energy usage and related emissions (such as a carbon tax), which could increase our operating costs. In particular, as the owner of large commercial and multifamily buildings in New York City, we are subject to Local Law 97 passed by the New York City Council in April 2019, which for each such covered building establishes annual limits for greenhouse gas emissions, requires yearly emissions reports beginning in May 2025 for calendar year 2024 performance, and imposes penalties for emissions above such limits. Based upon our present understanding of the law and calculations related thereto, we expect to pay no Local Law 97 fine on any covered building in our portfolio in the 2024-2029 period of enforcement.

As the owner or operator of real property, we may also incur liability based on various building conditions. For example, environmental site assessments have identified asbestos or asbestos-containing material (“ACM”) in certain of our properties, and it is possible that other properties that we currently own or operate or acquire in the future contain ACM. Environmental and health and safety laws require that ACM be properly managed and maintained and may impose fines or penalties on owners, operators or employers for non-compliance with those requirements. In addition, we may be subject to liability for personal injury or property damage sustained as a result of releases of ACM into the environment. We do not believe we have any material liabilities related to building conditions, including any instances of material non-compliance with asbestos requirements or any material liabilities related to asbestos.

Our properties may contain or develop harmful mold or suffer from other indoor air quality or water quality issues, which could lead to liability for adverse health effects or property damage or costs for remediation. When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Indoor air quality issues can also stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants above certain levels can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne or waterborne contaminants from the affected property or increase indoor ventilation or flush and treat water systems. In addition, the presence of significant mold or other airborne or waterborne contaminants could expose us to liability from our tenants, employees of our tenants or others if property damage or personal injury occurs. We do not believe we have any material adverse indoor air quality or water quality issues at our properties.

As of September 30, 2025, management believes that there are no obligations related to environmental remediation other than maintaining the affected sites in conformity with the relevant authority’s mandates and filing the required documents. All such maintenance costs are expensed as incurred. However, we cannot be certain that we have identified all environmental liabilities at our properties, that all necessary remediation actions have been or will be undertaken at our properties or that we will be indemnified, in full or at all, in the event that such environmental liabilities arise.

Insurance Coverage

We carry insurance coverage on our properties of types and in amounts with deductibles that we believe are in line with coverage customarily obtained by owners of similar properties.

10. Equity

Shares and Units

An operating partnership unit ("OP Unit") and a share of our common stock have essentially the same economic characteristics as they receive the same per unit profit distributions of the Operating Partnership. On the one-year anniversary of issuance, an OP Unit may be tendered for redemption for cash; however, we have sole and absolute discretion, and sufficient authorized common stock, to exchange OP Units for shares of common stock on a one-for-one basis instead of cash.

As of September 30, 2025, there were 168,970 thousand shares of Class A common stock, 972 thousand shares of Class B common stock and 108,674 thousand OP Units outstanding. The REIT holds a 61.0% controlling interest in the OP. The other 39.0% non-controlling interest in the OP is diversified among various limited partners, some of whom include Company directors, senior management and employees. We have two classes of common stock as a means to give our OP Unit holders voting rights in the public company that correspond to their economic interest in the combined entity. A one-time option was created at our formation transactions for any pre-Offering OP Unit holder to exchange one OP Unit out of every 50 OP Units they owned for one Class B share, and such Class B share carries 50 votes per share.

Stock and Publicly Traded Operating Partnership Unit Repurchase Program

Our Board of Directors authorized the repurchase of up to $500.0 million of our Class A common stock and the Operating Partnership’s Series ES, Series 250 and Series 60 operating partnership units from January 1, 2024 through December 31, 2025. Under the program, we may purchase our Class A common stock and the Operating Partnership’s Series ES, Series 250 and Series 60 operating partnership units in accordance with applicable securities laws from time to time in the open market or in privately negotiated transactions. The timing, manner, price and amount of any repurchases will be determined by us at our discretion and will be subject to stock price, availability, trading volume, general market conditions, and applicable securities laws. The authorization does not obligate us to acquire any particular amount of securities, and the program may be suspended or discontinued at our discretion without prior notice. There were no repurchases of equity securities during the three months ended September 30, 2025. During the nine months ended September 30, 2025, we repurchased $2.1 million of common stock at a weighted average price of $6.92 per share. As of September 30, 2025, we had $497.9 million remaining of the authorized repurchase amount.

Private Perpetual Preferred Units

As of September 30, 2025, there were 4,664 thousand Series 2019 Preferred Units ("Series 2019 Preferred Units") and 1,560 thousand Series 2014 Private Perpetual Preferred Units ("Series 2014 Preferred Units") outstanding. The Series 2019 Preferred Units have a liquidation preference of $13.52 per unit and are entitled to receive cumulative preferential annual cash distributions of $0.70 per unit payable in arrears on a quarterly basis. The Series 2014 Preferred Units which have a liquidation preference of $16.62 per unit and are entitled to receive cumulative preferential annual cash distributions of $0.60 per unit payable in arrears on a quarterly basis. Both series are not redeemable at the option of the holders and are redeemable at our option only in the case of specific defined events.

Dividends and Distributions

The following is a summary of dividend and distribution activity:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	**2025**	**2024**	**2025**	**2024**
Dividends paid to common stockholders	$ (5,946)	$ (5,824)	$ (17,745)	$ (17,376)
Distributions paid to Operating Partnership unitholders (the "OP unitholders")	(3,806)	(3,771)	(11,495)	(11,317)
Distributions paid to preferred unitholders	(1,050)	(1,050)	(3,151)	(3,151)

Incentive and Share-Based Compensation

On May 9, 2024, the Empire State Realty Trust, Inc. Empire State Realty OP, L.P. 2024 Equity Incentive Plan (the “2024 Plan”) was approved by our shareholders. The 2024 Plan provides for grants to directors, employees and consultants of our Company and Operating Partnership, including options, restricted stock, restricted stock units, stock appreciation rights, performance awards, dividend equivalents and other equity-based awards, and replaced the First Amended and Restated Empire State Realty Trust, Inc. and Empire State Realty OP, L.P. 2019 Equity Incentive Plan ("2019 Plan", and collectively with the 2024 Plan, the "Plans"). The shares of Class A common stock underlying any awards under the Plans that are forfeited, canceled or otherwise terminated, other than by exercise, will be added back to the shares of Class A common stock available for issuance under the 2024 Plan. Shares tendered or held back upon exercise of a stock option or settlement of an award under the Plans to cover the exercise price or tax withholding and shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right upon exercise thereof, will not be added back to the shares of Class A common stock available for issuance under the 2024 Plan. In addition, shares of Class A common stock repurchased on the open market will not be added back to the shares of Class A common stock available for issuance under the 2024 Plan.

An aggregate of 11.0 million shares of our common stock was authorized for issuance under awards granted pursuant to the 2024 Plan, and as of September 30, 2025, 6.0 million shares of common stock remain available for future issuance.

Long-term incentive plan ("LTIP") units are a special class of partnership interests in the Operating Partnership. Each LTIP unit awarded will be deemed equivalent to an award of one share of stock under the Plans, reducing the availability for other equity awards on a one-for-one basis. The vesting period for LTIP units, if any, will be determined at the time of issuance. Under the terms of the LTIP units, the Operating Partnership will revalue for tax purposes its assets upon the occurrence of certain specified events, and any increase in valuation from the time of one such event to the next such event will be allocated first to the holders of LTIP units to equalize the capital accounts of such holders with the capital accounts of OP unitholders. Subject to any agreed upon exceptions, once vested and having achieved parity with OP unitholders, LTIP units are convertible into OP Units in the Operating Partnership on a one-for-one basis.

LTIP units subject to time-based vesting, whether vested or not, receive the same per unit distributions as OP units, which equal per share dividends (both regular and special) on our common stock. Market and performance-based LTIPs receive 10% of such distributions currently, unless and until such LTIP units are earned based on performance, at which time they will receive the accrued and unpaid 90% and will commence receiving 100% of such distributions thereafter.

In July 2025, we granted our new director, George L.W. Malkin, a total of 14,215 LTIP units which are subject to time-based vesting with fair market value of $0.1 million.

During the third quarter of 2025, we granted certain employees a total of 48,308 shares of restricted stock that are subject to time-based vesting with fair market value of $0.4 million.

Share-based compensation for time-based equity awards is measured at the fair value of the award on the date of grant and recognized as an expense on a straight-line basis over the shorter of (i) the stated vesting period, which is generally three, four or five years, or (ii) the period from the date of grant to the date the employee becomes retirement eligible for awards granted to non-named executive officer employees and awards granted before 2025 to named executive officers, which may occur upon grant. An employee is retirement eligible when the employee attains the (i) age of 65 and (ii) the date on which the employee has first completed the requisite years of continuous service with us or our affiliates. Share-based compensation for market-based equity awards and performance-based equity awards is measured at the fair value of the award on the date of grant and recognized as an expense on a straight-line basis over three or four years. Additionally, for the performance-based equity awards, we assess, at each reporting period, whether it is probable that the performance conditions will be satisfied. We recognize expense respective to the number of awards we expect to vest at the conclusion of the measurement period. Changes in estimate are accounted for in the period of change through a cumulative catch-up adjustment. Any forfeitures of share-based compensation awards are recognized as they occur.

For the market-based LTIP units, the fair value of the awards was estimated using a Monte Carlo Simulation model and discounted for the restriction period during which the LTIP units cannot be redeemed or transferred and the uncertainty regarding if, and when, the book capital account of the LTIP units will equal that of the common units. Our stock price, along with the prices of the comparative indexes, is assumed to follow the Geometric Brownian Motion Process. Geometric Brownian Motion is a common assumption when modeling in financial markets, as it allows the modeled quantity (in this case the stock price) to vary randomly from its current value and take any value greater than zero. The volatilities of the returns on our stock price and the comparative indexes were estimated based on implied volatilities and historical volatilities using an appropriate look-back period. The expected growth rate of the stock prices over the performance period is determined with consideration of the risk-free rate as of the grant date. For LTIP unit awards that are time or performance based, the fair value of the awards was estimated based on the fair value of our stock at the grant date discounted for the restriction period during which the LTIP units cannot be redeemed or transferred and the uncertainty regarding if, and when, the book capital account of the LTIP units will equal that of the common units. For restricted stock awards, the fair value of the awards is based on the market price of our stock at the grant date.

LTIP units and restricted stock issued during the nine months ended September 30, 2025 were valued at $29.4 million. The weighted average per unit or share fair value was $5.91 for grants issued for the nine months ended September 30, 2025. The fair value per unit or share granted in 2025 was estimated on the respective dates of grant using the following assumptions:

	2025
Expected life	2.0 to 5.3 years
Dividend rate	1.7%
Risk-free interest rate	3.9% - 4.0%
Expected price volatility	35.0% - 44.0%

No stock options, dividend equivalents, or stock appreciation rights were issued or outstanding during the nine months ended September 30, 2025.

The following is a summary of restricted stock and LTIP unit activity for the nine months ended September 30, 2025:

	Restricted Stock	Time-based LTIPs	Market-based LTIPs	Performance-based LTIPs	Weighted Average Grant Fair Value
Unvested balance at December 31, 2024	612,416	3,615,771	2,629,002	2,078,099	$ 6.87
Vested	(215,382)	(1,361,704)	(340,736)	(229,162)	7.49
Granted	293,924	1,881,176	1,679,320	1,112,709	5.91
Forfeited or unearned	(56,657)	—	—	(46,846)	8.08
Unvested balance at September 30, 2025	634,301	4,135,243	3,967,586	2,914,800	$ 6.33

The time-based LTIPs and restricted stock awards granted to non-named executive officers or granted to certain named executive officers before 2025, are treated for accounting purposes as immediately vested upon the later of (i) the date the grantee attains the age of 65, and (ii) the date on which grantee has first completed the requisite years of continuous service with our Company or its affiliates. For award agreements that qualify, we recognize noncash compensation expense on the grant date for the time-based awards and ratably over the vesting period for the market-based and performance-based awards, and accordingly, we recognized $1.0 million and $3.7 million for the three and nine months ended September 30, 2025, respectively, and $1.6 million and $4.0 million for the three and nine months ended September 30, 2024, respectively. Unrecognized compensation expense was $3.6 million at September 30, 2025, which will be recognized over a weighted average period of 1.2 years.

For the remainder of the LTIP unit awards, we recognized noncash compensation expense ratably over the vesting period, and accordingly, we recognized noncash compensation expense of $5.4 million and $14.6 million for the three and nine months ended September 30, 2025, respectively, and $4.2 million and $12.4 million for the three and nine months ended September 30, 2024, respectively. Unrecognized compensation expense was $37.2 million at September 30, 2025, which will be recognized over a weighted average period of 2.6 years.

Pursuant to the terms of the transition agreement that the Company entered into with Thomas P. Durels in September 2025, he will continue to serve the Company through June 30, 2027, unless terminated earlier in accordance with the agreement (such date, the "Termination Date"). During this period, Mr. Durels will be entitled to receive, among other things, equity-based separation payments inclusive of: (a) an equity award of $1,396,050 (to be granted in March 2026) to vest 100% on the Termination Date; (b) an equity award of $698,025 to be granted with immediate vest provisions on the Termination Date; and (c) accelerated vesting of his outstanding equity awards as of the Termination Date, with the performance-based equity awards vesting in accordance with applicable award agreements. The Company accounted for the modification of existing equity awards in accordance with ASC 718. The Company will recognize the separation payments ratably over the transition period as a component of general and administrative expenses in the accompanying condensed consolidated statement of operations.

Earnings Per Share

Earnings per share is calculated by dividing the net income attributable to common shareholders by the weighted average number of shares outstanding during the respective period. Unvested share-based payment awards that contain non-forfeitable rights to dividends, whether paid or unpaid, are accounted for as participating securities. Share-based payment awards are included in the calculation of diluted income using the treasury stock method if dilutive.

Earnings per share is computed as follows:

	Three Months Ended		Nine Months Ended	
(amounts in thousands, except per share amounts)	**September 30, 2025**	**September 30, 2024**	**September 30, 2025**	**September 30, 2024**
Numerator - Basic:				
Net income	$ 13,645	$ 22,796	$ 40,808	$ 61,566
Private perpetual preferred unit distributions	(1,050)	(1,050)	(3,151)	(3,151)
Net income attributable to non-controlling interests	(4,610)	(8,205)	(13,933)	(22,142)
Net income attributable to common stockholders – basic	$ 7,985	$ 13,541	$ 23,724	$ 36,273
Numerator - Diluted:				
Net income	$ 13,645	$ 22,796	$ 40,808	$ 61,566
Private perpetual preferred unit distributions	(1,050)	(1,050)	(3,151)	(3,151)
Net income attributable to non-controlling interests in other partnerships	—	—	—	(4)
Net income attributable to common stockholders – diluted	$ 12,595	$ 21,746	$ 37,657	$ 58,411
Denominator:				
Weighted average shares outstanding – basic	169,250	164,880	168,103	164,453
Weighted average operating partnership units	97,713	99,907	98,875	100,222
Effect of dilutive securities:				
Stock-based compensation plans	3,394	4,826	2,967	3,933
Weighted average shares outstanding – diluted	270,357	269,613	269,945	268,608
Earnings per share:				
Basic	$ 0.05	$ 0.08	$ 0.14	$ 0.22
Diluted	$ 0.05	$ 0.08	$ 0.14	$ 0.22

There were zero antidilutive shares and LTIP units for the three and nine months ended September 30, 2025 and 2024.

11. Related Party Transactions

Supervisory Fee Revenue

Since we became a public company, we have earned supervisory fees from entities affiliated with Anthony E. Malkin, our Chairman and Chief Executive Officer. These fees were $0.4 million and $1.1 million for the three and nine months ended September 30, 2025, respectively, and $0.2 million and $0.6 million for the three and nine months ended September 30, 2024, respectively. These fees are included within third-party management and other fees.

Property Management Fee Revenue

Since we became a public company, we have earned property management fees from entities affiliated with Anthony E. Malkin. These fees were $0.1 million and $0.2 million for the three and nine months ended September 30, 2025, respectively, and $0.1 million and $0.2 million for the three and nine months ended September 30, 2024, respectively. These fees are included within third-party management and other fees.

Other

We receive rent generally at the market rental rate for 5,447 square feet of leased space from an entity affiliated with Anthony E. Malkin at one of our properties. Under the lease, the tenant has the right to cancel such lease without special payment on 90 days' notice. We also have a shared use agreement with such tenant, to occupy a portion of the leased premises as the office location for Peter L. Malkin, our chairman emeritus, utilizing approximately 15% of the space, for which we pay to such tenant an allocable pro rata share of the cost. We also have agreements with these entities and excluded properties and businesses to provide them with general computer-related support services. Total aggregate revenue was $0.1 million and $0.2 million for the three and nine months ended September 30, 2025, respectively, and $0.1 million and $0.2 million for the three and nine months ended September 30, 2024, respectively.

One of our directors, Hannah Yang, is sister to Heela Yang, who is Founder and Chief Executive Officer of Sol de Janeiro USA, a tenant at One Grand Central Place — the lease commenced in April 2025 with a starting annualized rent of $3.5 million. Sol de Janeiro is a subsidiary of L'Occitane, a tenant at 111 W. 33rd Street.

12. Segment Reporting

The Company's operating segments are based on our method of internal reporting and include our office properties, retail portfolio, multifamily portfolio, and the Observatory. These operating segments have been aggregated for reporting into two reportable segments: (1) real estate and (2) Observatory. Our real estate segment includes all activities related to the ownership, management, operation, acquisition, redevelopment, repositioning and disposition of our traditional real estate assets. Our Observatory segment operates the 86th and 102nd floor observatories at the Empire State Building. These two lines of businesses are managed separately because each business requires different support infrastructures, provides different services and has dissimilar economic characteristics such as investments needed, stream of revenues and marketing strategies. We account for intersegment sales and rents as if the sales or rents were to third parties, that is, at current market prices.

Our Chief Executive Officer, who also serves as our CODM, manages our business, regularly accesses information, and evaluates performance for operating decision-making purposes, including allocation of resources. The CODM uses Net Operating Income ("NOI") to review actual performance and decide whether to invest in capital expenditures, pursue acquisitions and/or dispositions, determine dividend payments, and/or engage in other capital transactions. Our CODM does not evaluate operating segments using asset or liability information.

The following tables provide components of segment net income for each segment:

	Three Months Ended September 30, 2025			
(amounts in thousands)	**Real Estate**	**Observatory**	**Intersegment Elimination**	**Total**
Revenues:				
Revenue, excluding third-party management and other fees	$ 161,289	$ 36,037	$ —	$ 197,326
Intercompany rental revenue	20,185	—	(20,185)	—
Total revenues, excluding third-party management and other fees	181,474	36,037	(20,185)	197,326
Segment operating expenses:				
Property operating expenses	46,957	—	—	46,957
Observatory expenses	—	9,510	—	9,510
Other segment expenses[1]	35,572	20,185	(20,185)	35,572
Total segment operating expenses	82,529	29,695	(20,185)	92,039
Net operating income	$ 98,945	$ 6,342	$ —	$ 105,287
Segment assets	$ 3,840,603	$ 265,676	$ —	$ 4,106,279

(1) Other segment expenses in the real estate segment include real estate taxes and ground rent expense and in the Observatory segment includes intercompany rent expense.

	Three Months Ended September 30, 2024							
(amounts in thousands)		**Real Estate**		**Observatory**		**Intersegment Elimination**		**Total**
Revenues:								
Revenue, excluding third-party management and other fees	$	159,946	$	39,382	$	—	$	199,328
Intercompany rental revenue		23,461		—		(23,461)		—
Total revenues, excluding third-party management and other fees		183,407		39,382		(23,461)		199,328
Segment operating expenses:								
Property operating expenses		45,954		—		—		45,954
Observatory expenses		—		9,715		—		9,715
Other segment expenses[1]		34,313		23,461		(23,461)		34,313
Total segment operating expenses		80,267		33,176		(23,461)		89,982
Net operating income	$	103,140	$	6,206	$	—	$	109,346
Segment assets	$	4,174,754	$	262,183	$	—	$	4,436,937

(1) Other segment expenses in the real estate segment include real estate taxes and ground rent expense and in the Observatory segment includes intercompany rent expense.

	Nine Months Ended September 30, 2025							
(amounts in thousands)		**Real Estate**		**Observatory**		**Intersegment Elimination**		**Total**
Revenues:								
Revenue, excluding third-party management and other fees	$	474,706	$	93,097	$	—	$	567,803
Intercompany rental revenue		56,011		—		(56,011)		—
Total revenues, excluding third-party management and other fees		530,717		93,097		(56,011)		567,803
Operating expenses:								
Property operating expenses		136,897		—		—		136,897
Observatory expenses		—		27,450		—		27,450
Other segment expenses[1]		105,892		56,011		(56,011)		105,892
Total segment operating expenses		242,789		83,461		(56,011)		270,239
Net operating income	$	287,928	$	9,636	$	—	$	297,564

(1) Other segment expenses in the real estate segment include real estate taxes and ground rent expense and in the Observatory segment includes intercompany rent expense.

	Nine Months Ended September 30, 2024							
(amounts in thousands)		**Real Estate**		**Observatory**		**Intersegment Elimination**		**Total**
Revenues:								
Revenue, excluding third-party management and other fees	$	471,307	$	98,102	$	—	$	569,409
Intercompany rental revenue		60,508		—		(60,508)		—
Total revenues, excluding third-party management and other fees		531,815		98,102		(60,508)		569,409
Operating expenses:								
Property operating expenses		132,530		—		—		132,530
Observatory expenses		—		27,104		—		27,104
Other segment expenses[1]		103,100		60,508		(60,508)		103,100
Total segment operating expenses		235,630		87,612		(60,508)		262,734
Net operating income	$	296,185	$	10,490	$	—	$	306,675

(1) Other segment expenses in the real estate segment include real estate taxes and ground rent expense and in the Observatory segment includes intercompany rent expense.

Below is a reconciliation of Net income to Net operating income:

(amounts in thousands)	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
	(unaudited)		*(unaudited)*	
Net income	$ 13,645	$ 22,796	$ 40,808	$ 61,566
Add:				
General and administrative expenses	18,743	18,372	54,368	52,364
Depreciation and amortization	47,615	45,899	144,196	139,453
Interest expense	25,189	27,408	77,253	77,859
Interest expense associated with property in receivership	—	1,922	647	2,550
Loss on early extinguishment of debt	—	—	—	553
Income tax expense	1,645	1,442	1,504	1,537
Less:				
Gain on disposition of property	—	(1,262)	(13,170)	(12,065)
Third-party management and other fees	(404)	(271)	(1,243)	(912)
Interest income	(1,146)	(6,960)	(6,799)	(16,230)
Net operating income	$ 105,287	$ 109,346	$ 297,564	$ 306,675

13. Subsequent Events

None.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless the context otherwise requires or indicates, references in this section to “we,” “our,” and “us” refer to our Company and its consolidated subsidiaries. This Management’s Discussion and Analysis provides a comparison of the Company’s performance for its three and nine month periods ended September 30, 2025 with the corresponding three and nine month periods ended September 30, 2024 and reviews the Company’s financial position as of September 30, 2025. The following discussion related to our consolidated financial statements should be read in conjunction with the financial statements and the notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K.

FORWARD-LOOKING STATEMENTS

*This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “**Securities Act**"), and Section 21E of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe harbor provisions. You can identify forward-looking statements by the use of forward-looking terminology such as “aims," "anticipates," "approximately," "believes," "contemplates," "continues," "estimates," "expects," "forecasts," "hope," "intends," "may," "plans," "seeks," "should," "thinks," "will," "would" or the negative of these words and phrases or similar words or phrases. In particular, statements pertaining to our capital resources, portfolio performance, dividend policy and results of operations contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our portfolio from operations, acquisitions and anticipated market conditions, demographics and results of operations are forward-looking statements.*

Forward-looking statements are subject to substantial risks and uncertainties, many of which are difficult to predict and are generally beyond our control, and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise, and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all).

Many important factors could cause actual results, performance, achievements, and future events to differ materially from those set forth, implied, anticipated, expected, projected, assumed or contemplated in the forward-looking statements, including, among other things: (i) economic, market, political and social impact of, and uncertainty relating to, any catastrophic events, including pandemics, epidemics or other outbreaks of disease, natural disasters and extreme weather events, terrorism and other armed hostilities, as well as cybersecurity threats and technology disruptions; (ii) increased costs due to tariffs or other economic factors; (iii) a failure of conditions or performance regarding any event or transaction described herein; (iv) resolution of legal proceedings involving the Company; (v) reduced demand for office, multifamily or retail space, including as a result of the changes in the use of office space and remote work; (vi) changes in our business strategy; (vii) a decline in Observatory visitors due to changes in domestic or international tourism, including due to health crises, geopolitical events, currency exchange rates, and/or competition from other observatories; (viii) defaults on, early terminations of, or non-renewal of, leases by tenants; (ix) increases in the Company’s borrowing costs as a result of changes in interest rates and other factors; (x) declining real estate valuations and impairment charges; (xi) termination of our ground leases; (xii) limitations on our ability to pay down, refinance, restructure or extend our indebtedness or borrow additional funds; (xiii) decreased rental rates or increased vacancy rates; (xiv) difficulties in executing capital projects or development projects successfully or on the anticipated timeline or budget; (xv) difficulties in identifying and completing acquisitions; (xvi) impact of changes in governmental regulations, tax laws and rates and similar matters; (xvii) our failure to qualify as a REIT; (xviii) incurrence of taxable capital gain on disposition of an asset due to failure of compliance with a 1031 exchange program; (xix) our disclosure controls and internal control over financial reporting, including any material weakness; and (xx) failure to achieve sustainability metrics and goals, including as a result of tenant collaboration, and impact of governmental regulation on our sustainability efforts. For a further discussion of these and other factors that could impact the Company's future results, performance, or transactions, see the section entitled “Risk Factors” in the Company’s Annual Report for the year ended December 31, 2024, and other risks described in documents subsequently filed by the Company from time to time with the SEC.

While forward-looking statements reflect the Company's good faith beliefs, they do not guarantee future performance. Any forward-looking statement speaks only as of the date on which it was made, and we assume no obligation to update or revise publicly any forward-looking statement to reflect changes in underlying assumptions or factors, new information, data or methods, future events, or other changes after the date of this Quarterly Report on Form 10-Q, except as required by applicable law. Prospective investors should not place undue reliance on any forward-looking statements, which are based only on information currently available to the Company (or to third parties making the forward-looking statements).

Overview

Highlights for the three months ended September 30, 2025

- Net income of $13.6 million.
- Core Funds From Operations ("Core FFO") of $61.3 million attributable to common stockholders and the operating partnership.

• Signed a total of 87,880 rentable square feet of new, renewal, and expansion leases.

Results of Operations

The discussion below relates to our results of operations for the three and nine months ended September 30, 2025 and 2024, respectively.

Three Months Ended September 30, 2025 Compared to the Three Months Ended September 30, 2024

The following table summarizes the historical results of operations:

	Three Months Ended September 30,							
	2025			2024			Change	%
(amounts in thousands)	Real Estate Segment	Observatory Segment	Total	Real Estate Segment	Observatory Segment	Total		
Revenues:								
Rental revenue	$ 158,410	$ —	$ 158,410	$ 153,117	$ —	$ 153,117	$ 5,293	3.5 %
Observatory revenue	—	36,037	36,037	—	39,382	39,382	(3,345)	(8.5)%
Lease termination fees	—	—	—	4,771	—	4,771	(4,771)	(100.0)%
Third-party management and other fees	404	—	404	271	—	271	133	49.1 %
Other revenues and fees	2,879	—	2,879	2,058	—	2,058	821	39.9 %
Total revenues	161,693	36,037	197,730	160,217	39,382	199,599	(1,869)	(0.9)%
Operating expenses:								
Property operating expenses	46,957	—	46,957	45,954	—	45,954	(1,003)	(2.2)%
Ground rent expenses	2,331	—	2,331	2,331	—	2,331	—	— %
General and administrative expenses	18,743	—	18,743	18,372	—	18,372	(371)	(2.0)%
Observatory expenses	—	9,510	9,510	—	9,715	9,715	205	2.1 %
Real estate taxes	33,241	—	33,241	31,982	—	31,982	(1,259)	(3.9)%
Depreciation and amortization	47,573	42	47,615	45,861	38	45,899	(1,716)	(3.7)%
Total operating expenses	148,845	9,552	158,397	144,500	9,753	154,253	(4,144)	(2.7)%
Operating income	12,848	26,485	39,333	15,717	29,629	45,346	(6,013)	(13.3)%
Intercompany rent revenue (expense)	20,185	(20,185)	—	23,461	(23,461)	—	—	— %
Other income (expense):								
Interest income	992	154	1,146	6,871	89	6,960	(5,814)	(83.5)%
Interest expense	(25,189)	—	(25,189)	(27,408)	—	(27,408)	2,219	8.1 %
Interest expense associated with property in receivership	—	—	—	(1,922)	—	(1,922)	1,922	100.0 %
Gain on disposition of property	—	—	—	1,262	—	1,262	(1,262)	(100.0)%
Income before income taxes	8,836	6,454	15,290	17,981	6,257	24,238	(8,948)	(36.9)%
Income tax expense	(317)	(1,328)	(1,645)	(216)	(1,226)	(1,442)	(203)	(14.1)%
Net income	8,519	5,126	13,645	17,765	5,031	22,796	(9,151)	(40.1)%
Net income attributable to non-controlling interests:								
Non-controlling interests in the Operating Partnership	(4,610)	—	(4,610)	(8,205)	—	(8,205)	3,595	43.8 %
Private perpetual preferred unit distributions	(1,050)	—	(1,050)	(1,050)	—	(1,050)	—	— %
Net income attributable to common stockholders	$ 2,859	$ 5,126	$ 7,985	$ 8,510	$ 5,031	$ 13,541	$ (5,556)	(41.0)%

<u>Real Estate Segment</u>

Rental Revenue

The increase in rental revenue during the three months ended September 30, 2025 compared to the three months ended September 30, 2024 was primarily attributable to the acquisitions during 2024 and 2025 and higher tenant reimbursement income.

Property Operating Expenses

The increase in property operating expenses during the three months ended September 30, 2025 compared to the three months ended September 30, 2024 was primarily due to higher repair and maintenance costs and by the increase from acquisitions during 2024 and 2025.

Real Estate Taxes

The increase in real estate taxes during the three months ended September 30, 2025 compared to the three months ended September 30, 2024 was primarily due to higher tax rates and property valuations and by the increase from acquisitions during 2024 and 2025.

Interest Income

The decrease in interest income during the three months ended September 30, 2025 was primarily attributable to a decrease in cash and cash equivalents due to unlevered property acquisitions during 2024 and 2025, the paydown of the $120.0 million revolving credit facility and the $100.0 million Series A senior unsecured notes in March 2025.

Observatory Segment

Observatory Revenue

Observatory revenues were lower due to lower visitation during the three months ended September 30, 2025 compared to the three months ended September 30, 2024, primarily due to lower levels of international tourism in 2025 as compared to 2024.

Nine Months Ended September 30, 2025 Compared to the Nine Months Ended September 30, 2024

	Nine Months Ended September 30,							
	2025			2024			Change	%
(amounts in thousands)	Real Estate Segment	Observatory Segment	Total	Real Estate Segment	Observatory Segment	Total		
Revenues:								
Rental revenue	$ 466,492	$ —	$ 466,492	$ 459,469	$ —	$ 459,469	$ 7,023	1.5 %
Observatory revenue	—	93,097	93,097	—	98,102	98,102	(5,005)	(5.1)%
Lease termination fees	464	—	464	4,771	—	4,771	(4,307)	(90.3)%
Third-party management and other fees	1,243	—	1,243	912	—	912	331	36.3 %
Other revenues and fees	7,750	—	7,750	7,067	—	7,067	683	9.7 %
Total revenues	475,949	93,097	569,046	472,219	98,102	570,321	(1,275)	(0.2)%
Operating expenses:								
Property operating expenses	136,897	—	136,897	132,530	—	132,530	(4,367)	(3.3)%
Ground rent expenses	6,994	—	6,994	6,994	—	6,994	—	— %
General and administrative expenses	54,368	—	54,368	52,364	—	52,364	(2,004)	(3.8)%
Observatory expenses	—	27,450	27,450	—	27,104	27,104	(346)	(1.3)%
Real estate taxes	98,898	—	98,898	96,106	—	96,106	(2,792)	(2.9)%
Depreciation and amortization	144,068	128	144,196	139,346	107	139,453	(4,743)	(3.4)%
Total operating expenses	441,225	27,578	468,803	427,340	27,211	454,551	(14,252)	(3.1)%
Operating income	34,724	65,519	100,243	44,879	70,891	115,770	(15,527)	(13.4)%
Intercompany rent revenue (expense)	56,011	(56,011)	—	60,508	(60,508)	—	—	— %
Other income (expense):								
Interest income	6,420	379	6,799	16,022	208	16,230	(9,431)	(58.1)%
Interest expense	(77,253)	—	(77,253)	(77,859)	—	(77,859)	606	0.8 %
Interest expense associated with property in receivership	(647)	—	(647)	(2,550)	—	(2,550)	1,903	74.6 %
Loss on early extinguishment of debt	—	—	—	(553)	—	(553)	553	100.0 %
Gain on disposition of property	13,170	—	13,170	12,065	—	12,065	1,105	9.2 %
Income before income taxes	32,425	9,887	42,312	52,512	10,591	63,103	(20,791)	(32.9)%
Income tax expense	(682)	(822)	(1,504)	(537)	(1,000)	(1,537)	33	2.1 %
Net income	31,743	9,065	40,808	51,975	9,591	61,566	(20,758)	(33.7)%
Net income attributable to non-controlling interests:								
Non-controlling interests in the Operating Partnership	(13,933)	—	(13,933)	(22,138)	—	(22,138)	8,205	37.1 %
Non-controlling interests in other partnerships	—	—	—	(4)	—	(4)	4	100.0 %
Private perpetual preferred unit distributions	(3,151)	—	(3,151)	(3,151)	—	(3,151)	—	— %
Net income attributable to common stockholders	$ 14,659	$ 9,065	$ 23,724	$ 26,682	$ 9,591	$ 36,273	$ (12,549)	(34.6)%

Real Estate Segment

Rental Revenue

The increase in rental revenue was primarily attributable to the increase in operating and real estate tax expense escalations during the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024. New lease commencements in excess of expirations in the current period also drove an increase in the Company's portfolio. These increases were partially offset by the net impact from the disposition made during 2024 and the acquisitions made during 2024 and 2025.

Property Operating Expenses

The increase in property operating expenses was primarily due to higher repair and maintenance costs and cleaning-related payroll costs during the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024. This was partially offset by the net impact from the disposition made during 2024 and the acquisitions made during 2024 and 2025.

General and Administrative Expenses

The increase in general and administrative expenses was primarily due to recognition of non-cash stock based compensation expense during the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024.

Interest Income

The decrease in interest income during the nine months ended September 30, 2025 was primarily attributable to a decrease in cash and cash equivalents due to unlevered property acquisitions during 2024 and 2025, the paydown of the $120.0 million revolving credit facility and the $100.0 million Series A senior unsecured notes in March 2025.

Gain on Disposition of Property

The gain on disposition activity for the nine months ended September 30, 2024 and 2025, represents the derecognition of assets and certain liabilities in connection with the consensual foreclosure of First Stamford Place in Stamford, Connecticut in May 2024, and the subsequent deconsolidation of the mezzanine debt obligation in connection with the completion of the consensual foreclosure in February 2025, respectively. See "Financial Statements - Note 3. Acquisitions and Dispositions" for additional details.

Observatory Segment

Observatory Revenue

Observatory revenues were lower due to lower visitation during the nine months ended September 30, 2025 compared to the nine months ended September 30, 2024, primarily due to lower levels of international tourism in 2025 as compared to 2024, in addition to more bad weather days during holiday weekends in the second quarter of 2025 as compared to 2024.

Liquidity and Capital Resources

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund and maintain our assets and operations, including lease-up costs, fund our redevelopment and repositioning programs, acquire properties, make distributions to our securityholders and fulfill other general business needs. Based on the historical experience of our management and our business strategy, in the foreseeable future we anticipate we will generate positive cash flows from operations. In order to qualify as a REIT, we are required under the Internal Revenue Code of 1986 to distribute to our stockholders, on an annual basis, at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains. We expect to make quarterly distributions, as required, to our securityholders.

While we may be able to anticipate and plan for certain liquidity needs, there may be unexpected increases in uses of cash that are beyond our control and which would affect our financial condition and results of operations. For example, we may be required to comply with new laws or regulations that cause us to incur unanticipated capital expenditures for our properties, thereby increasing our liquidity needs. Even if there are no material changes to our anticipated liquidity requirements, our sources of liquidity may be fewer than, and the funds available from such sources may be less than, anticipated or needed. Our primary sources of liquidity will generally consist of cash on hand, cash generated from our operating activities, debt issuances and unused borrowing capacity under our unsecured revolving credit facility. We expect to meet our short-term liquidity requirements, including distributions, operating expenses, working capital, debt service, and capital expenditures from cash flows from operations, cash on hand, debt issuances, and available borrowing capacity under our unsecured revolving credit facility. The availability of these borrowings is subject to the conditions set forth in the applicable loan agreements. We expect to meet our long-term capital requirements, including acquisitions, redevelopments and capital expenditures through our cash flows from operations, cash on hand, our unsecured revolving credit facility, mortgage financings, debt issuances, common and/or preferred equity issuances and asset

sales. Our properties require periodic investments of capital for individual lease related tenant improvement allowances, general capital improvements and costs associated with capital expenditures. Our overall leverage will depend on our mix of investments and the cost of leverage. Our charter does not restrict the amount of leverage that we may use.

At September 30, 2025, we had $154.1 million available in cash and cash equivalents, and $620.0 million available under our unsecured revolving credit facility.

At September 30, 2025, we had approximately $2.1 billion of total consolidated indebtedness outstanding, with a weighted average interest rate of 4.34% and a weighted average maturity of 4.8 years.

Portfolio Transaction Activity

In June 2025, we closed on the acquisition of two retail properties on North 6th Street in Williamsburg, Brooklyn for an aggregate purchase price of $31.0 million.

In September and October 2024, we closed on the acquisition of a portfolio of retail properties on North 6th Street in Williamsburg, Brooklyn for an aggregate purchase price of $195.0 million.

On March 28, 2024, we executed a buyout of the 10% non-controlling interest in two of our multifamily properties located at 561 10th Avenue and 345 East 94th Street in Manhattan for $14.2 million in cash and the assumption of $18.0 million of in-place debt and now own 100% of the ownership interests in these assets.

Unsecured Revolving Credit and Term Loan Facilities

On May 28, 2025, through our Operating Partnership, we entered into a first amendment to our second amended and restated credit agreement, dated March 8, 2024, with Bank of America, N.A., as administrative agent and other lenders party thereto, which governs our BofA Credit Facilities. The first amendment amends certain sustainability margin adjustment terms. No other changes were made to the amount of the commitments, the maturity date of the outstanding loans or the covenants.

In March 2024, we closed a $715.0 million, five-year unsecured credit agreement which consists of a $620.0 million revolver and a $95.0 million term loan facility, each of which mature on March 8, 2029, inclusive of the extension periods. On March 18, 2025, we repaid the $120.0 million borrowings previously drawn on the Revolving Credit Facility. See "Financial Statements - Note 5. Debt" for a summary of our unsecured revolving credit and term loan facilities.

Financial Covenants

As of September 30, 2025, we were in compliance with the following financial covenants related to our unsecured facilities:

Financial Covenant	Required	September 30, 2025	In Compliance
Maximum total leverage	< 60%	32.1 %	Yes
Maximum secured leverage	< 40%	11.7 %	Yes
Minimum fixed charge coverage	> 1.50x	3.1x	Yes
Minimum unencumbered interest coverage	> 1.75x	4.9x	Yes
Maximum unsecured leverage	< 60%	25.2 %	Yes

Mortgage Debt

As of September 30, 2025, mortgage notes payable, net, amounted to $691.0 million. Our next mortgage debt maturity is for $50.0 million in April 2026.

In April 2024, we worked with the First Stamford Place mortgage lender to structure a consensual foreclosure. On May 22, 2024, a receiver was appointed and we ended our management of the property. On February 5, 2025, the consensual foreclosure was completed, title of the property was transferred to the mortgage lender and we were released of our mortgage obligation.

See "Financial Statements - Note 5. Debt" for more information on mortgage debt.

Senior Unsecured Notes

As of September 30, 2025, senior unsecured notes, net, amounted to $1.1 billion. We have no senior unsecured notes maturing until March 2027.

On June 17, 2024, we closed on the issuance and sale of an aggregate $225.0 million principal amount of notes, consisting of (a) $155.0 million aggregate principal amount of 7.20% Series I Green Guaranteed Senior Notes due June 17, 2029, (b) $45.0 million aggregate principal amount of 7.32% Series J Green Guaranteed Senior Notes due June 17, 2031 and (c) $25.0 million aggregate principal amount of 7.41% Series K Green Guaranteed Senior Notes due June 17, 2034.

On March 27, 2025, the Series A senior unsecured notes matured and the aggregate principal amount of $100.0 million was repaid. The notes had a stated interest rate of 3.93%.

Subsequent to quarter end on October 15, 2025, we entered into the Purchase Agreement in connection with a private placement of the Series L Notes. Under the Purchase Agreement, we will issue and sell $175.0 million aggregate principal amount of the Series L Notes. The sale and purchase of the Series L Notes is scheduled to fund on December 18, 2025, subject to customary closing conditions.

See "Financial Statements - Note 5. Debt" for more information on senior unsecured notes.

Leverage Policies

We expect to employ leverage in our capital structure in amounts determined from time to time by our Board of Directors. In the evaluation of our level of indebtedness, our Board of Directors will consider a number of factors including the mix of recourse or non-recourse debt and cross-collateralized debt, mix of fixed or floating rate debt, and cost of leverage. Our charter and bylaws do not limit the amount or percentage of indebtedness that we may incur nor do they restrict the form in which our indebtedness will be taken. Our overall leverage will depend on our mix of investments and the cost of leverage. Our Board of Directors may from time to time modify our leverage policies in light of the then-current economic conditions, access to and relative costs of debt and equity capital, market values of our properties, general market conditions for debt and equity securities, fluctuations in the market price of our common stock, growth and acquisition opportunities and other factors.

Capital Expenditures

The following tables summarize our tenant improvement costs, leasing commission costs and our capital expenditures for each of the periods presented (dollars in thousands, except per square foot amounts).

Office Properties(1)(2)

	Nine Months Ended September 30,	
Total New Leases, Expansions, and Renewals(3)	**2025**	**2024**
Number of leases signed(4)	51	82
Total square feet	523,002	921,671
Weighted average annualized cash rent per square foot for new and renewal leases executed during the year	$ 68.94	$ 66.69
Weighted average annualized cash rent per square foot for previous leases	62.77	64.58
Percentage of new cash rent over previously escalated rents	9.8 %	3.3 %
Leasing commission costs per square foot(5)	$ 24.78	$ 18.53
Tenant improvement costs per square foot(5)	65.69	58.67
Total leasing commissions and tenant improvement costs per square foot(5)	$ 90.47	$ 77.20

Retail Properties[(2)(6)]

Total New Leases, Expansions, and Renewals[(3)]	**Nine Months Ended September 30,**	
	2025	**2024**
Number of leases signed[(4)]	7	9
Total square feet	27,534	24,240
Weighted average annualized cash rent per square foot for new and renewal leases executed during the year	$ 183.86	$ 181.95
Weighted average annualized cash rent per square foot for previous leases	211.21	241.65
Percentage of new cash rent over previously escalated rents	(12.9)%	(24.7)%
Leasing commission costs per square foot[(5)]	$ 89.43	$ 74.29
Tenant improvement costs per square foot[(5)]	75.97	35.87
Total leasing commissions and tenant improvement costs per square foot[(5)]	$ 165.40	$ 110.16

(1) Excludes an aggregate of 475,442 and 475,744 rentable square feet of retail space in our Manhattan office properties in 2025 and 2024, respectively.
(2) The tables above exclude our multifamily properties.
(3) The number of leases signed include "Early Renewals" which are leases signed over two years prior to the lease expiration.
(4) Presents a renewed and expansion lease as one lease signed.
(5) Presents all tenant improvement and leasing commission costs as if they were incurred in the period in which the lease was signed, which may be different than the period in which they were actually paid.
(6) Includes an aggregate of 475,442 and 475,744 rentable square feet of retail space in our Manhattan office properties in 2025 and 2024, respectively.

(amounts in thousands)	**Nine Months Ended September 30,**	
Total Commercial Portfolio	**2025**	**2024**
Capital expenditures [(1)]	$ 47,413	$ 48,878

(1) Includes all capital expenditures, excluding tenant improvements and leasing commission costs.

As of September 30, 2025, we expect to incur additional costs relating to obligations under existing lease agreements of approximately $96.8 million for tenant improvements and leasing commissions. We intend to fund the tenant improvements and leasing commission costs through a combination of operating cash flow, cash on hand and other borrowings.

Capital expenditures are considered part of both our short-term and long-term liquidity requirements. We intend to fund capital improvements through a combination of operating cash flow, cash on hand and other borrowings.

Distribution Policy

We intend to distribute our net taxable income to our securityholders in a manner intended to satisfy REIT distribution requirements and to avoid U.S. federal income tax liability.

Before we pay any distribution, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating requirements and obligations to make payments of principal and interest, if any. However, under some circumstances, we may be required to use cash reserves, incur debt or liquidate assets at rates or times that we regard as unfavorable or make a taxable distribution of our shares in order to satisfy REIT distribution requirements.

Distribution to Equity Holders

Distributions and dividends amounting to $32.4 million and $31.8 million have been made to equity holders for the nine months ended September 30, 2025 and 2024, respectively.

Stock and Publicly Traded Operating Partnership Unit Repurchase Program

Our Board of Directors authorized the repurchase of up to $500.0 million of our Class A common stock and the Operating Partnership's Series ES, Series 250 and Series 60 operating partnership units from January 1, 2024 through December 31, 2025. Under the program, we may purchase our Class A common stock and the Operating Partnership's Series ES, Series 250 and Series 60 operating partnership units in accordance with applicable securities laws from time to time in the open market or in privately negotiated transactions. The timing, manner, price and amount of any repurchases will be determined by us at our discretion and will be subject to stock price, availability, trading volume, general market conditions, and applicable securities laws. The authorization does not obligate us to acquire any particular amount of securities, and the program may be suspended or discontinued at our discretion without prior notice. As of September 30, 2025, we

had $497.9 million remaining of the authorized repurchase amount. There were no repurchases of equity securities during the three months ended September 30, 2025. See "Financial Statements - Note 10. Equity."

Cash Flows

Comparison of Nine Months Ended September 30, 2025 to the Nine Months Ended September 30, 2024

Net cash. Cash and cash equivalents and restricted cash were $197.8 million and $469.9 million as of September 30, 2025 and 2024, respectively. The decrease was primarily the result of the following changes in cash flows:

Operating activities. Net cash provided by operating activities increased by $4.3 million to $215.2 million primarily due to changes in working capital.

Investing activities. Net cash used in investing activities decreased by $130.4 million to $188.1 million primarily due to the $31.7 million acquisition of two retail properties on North 6th Street in Williamsburg, Brooklyn in June 2025, compared to the $143.4 million acquisition of a portfolio of retail properties on North 6th Street Williamsburg in September 2024.

Financing activities. Net cash used in financing activities increased by $429.2 million to $258.6 million primarily due to the 2025 repayments of the $120.0 million previously drawn on the revolving credit facility and the $100.0 million Series A senior unsecured notes, compared to the 2024 proceeds from the issuance of $225.0 million Series I-K senior unsecured notes. See "Financial Statements - Note 5. Debt."

Net Operating Income

Net operating income ("NOI") is a non-GAAP financial measure of performance. NOI is used by our management to evaluate and compare the performance of our properties and to determine trends in earnings and to compute the fair value of our properties as it is not affected by: (i) the cost of funds of the property owner, (ii) the impact of depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets that are included in net income computed in accordance with GAAP, (iii) acquisition expenses, loss on early extinguishment of debt, impairment charges and loss from derivative financial instruments, or (iv) general and administrative expenses and other gains and losses that are specific to the property owner. The cost of funds is eliminated from NOI because it is specific to the particular financing capabilities and constraints of the owner. The cost of funds is eliminated because it is dependent on historical interest rates and other costs of capital as well as past decisions made by us regarding the appropriate mix of capital which may have changed or may change in the future. Depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets are eliminated because they may not accurately represent the actual change in value in our office or retail properties that result from use of the properties or changes in market conditions. While certain aspects of real property do decline in value over time in a manner that is reasonably captured by depreciation and amortization, the value of the properties as a whole have historically increased or decreased as a result of changes in overall economic conditions instead of from actual use of the property or the passage of time. Gains and losses from the sale of real property vary from property to property and are affected by market conditions at the time of sale which will usually change from period to period. These gains and losses can create distortions when comparing one period to another or when comparing our operating results to the operating results of other real estate companies that have not made similarly-timed purchases or sales. We believe that eliminating these costs from net income is useful to investors because the resulting measure captures the actual revenue generated and actual expenses incurred in operating our properties as well as trends in occupancy rates, rental rates and operating costs.

However, the usefulness of NOI is limited because it excludes general and administrative costs, interest expense, depreciation and amortization expense and gains or losses from the sale of properties, and other gains and losses as stipulated by GAAP, the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, all of which are significant economic costs. NOI may fail to capture significant trends in these components of net income which further limits its usefulness.

NOI is a measure of the operating performance of our properties but does not measure our performance as a whole. NOI is therefore not a substitute for net income as computed in accordance with GAAP. This measure should be analyzed in conjunction with net income computed in accordance with GAAP and discussions elsewhere in this Management's Discussion and Analysis of Financial Condition and Results of Operations regarding the components of net income that are eliminated in the calculation of NOI. Other companies may use different methods for calculating NOI or similarly titled measures and, accordingly, our NOI may not be comparable to similarly titled measures reported by other companies that do not define the measure exactly as we do.

The following table presents a reconciliation of our net income, the most directly comparable GAAP measure, to NOI:

(amounts in thousands)	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
	(unaudited)		*(unaudited)*	
Net income	$ 13,645	$ 22,796	$ 40,808	$ 61,566
Add:				
General and administrative expenses	18,743	18,372	54,368	52,364
Depreciation and amortization	47,615	45,899	144,196	139,453
Interest expense	25,189	27,408	77,253	77,859
Interest expense associated with property in receivership	—	1,922	647	2,550
Loss on early extinguishment of debt	—	—	—	553
Income tax expense	1,645	1,442	1,504	1,537
Less:				
Gain on disposition of property	—	(1,262)	(13,170)	(12,065)
Third-party management and other fees	(404)	(271)	(1,243)	(912)
Interest income	(1,146)	(6,960)	(6,799)	(16,230)
Net operating income	$ 105,287	$ 109,346	$ 297,564	$ 306,675
Other Net Operating Income Data				
Straight-line rental revenue	$ 4,688	$ 2,277	$ 13,719	$ 7,238
Net increase in amortization of rental revenue from above-and-below-market leases	$ 821	$ 476	$ 2,459	$ 1,503
Amortization of acquired below-market ground leases	$ 1,957	$ 1,958	$ 5,873	$ 5,874

Funds from Operations

We present below a discussion of Funds from Operations ("FFO"). We compute FFO in accordance with the “White Paper” on FFO published by the National Association of Real Estate Investment Trusts, or NAREIT, which defines FFO as net income (loss) (determined in accordance with GAAP), excluding impairment write-off of investments in depreciable real estate and investments in in-substance real estate investments, gains or losses from debt restructurings and sales of depreciable operating properties, plus real estate-related depreciation and amortization (excluding amortization of deferred financing costs), less distributions to non-controlling interests and gains/losses from discontinued operations and after adjustments for unconsolidated partnerships and joint ventures. FFO is a widely recognized non-GAAP financial measure for REITs that we believe, when considered with financial statements determined in accordance with GAAP, is useful to investors in understanding financial performance and providing a relevant basis for comparison among REITs. In addition, we believe FFO is useful to investors as it captures features particular to real estate performance by recognizing that real estate has generally appreciated over time or maintains residual value to a much greater extent than do other depreciable assets. Investors should review FFO, along with GAAP net income, when trying to understand an equity REIT’s operating performance. We present FFO because we consider it an important supplemental measure of our operating performance and believe that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs. However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our results of operations, the utility of FFO as a measure of performance is limited. There can be no assurance that FFO presented by us is comparable to similarly titled measures of other REITs. FFO does not represent cash generated from operating activities and should not be considered as an alternative to net income (loss) determined in accordance with GAAP or to cash flow from operating activities determined in accordance with GAAP. FFO is not indicative of cash available to fund ongoing cash needs, including the ability to make cash distributions. Although FFO is a measure used for comparability in assessing the performance of REITs, as the NAREIT White Paper only provides guidelines for computing FFO, the computation of FFO may vary from one company to another.

Modified Funds From Operations

Modified Funds from Operations ("Modified FFO") adds back an adjustment for any below-market ground lease amortization to traditionally defined FFO. We believe this a useful supplemental measure in evaluating our operating performance due to the non-cash accounting treatment under GAAP, which stems from the third quarter 2014 acquisition of two option properties following our formation transactions as they carry significantly below market ground leases, the amortization of which is material to our overall results. We present Modified FFO because we believe it is an important supplemental measure of our operating performance in that it adds back the non-cash amortization of below-market ground leases. There can be no assurance that Modified FFO presented by us is comparable to similarly titled measures of other REITs. Modified FFO does not represent cash generated from operating activities and should not be considered as an alternative to net income (loss) determined in accordance with GAAP or to cash flow from operating activities determined in accordance with GAAP. Modified FFO is not indicative of cash available to fund ongoing cash needs, including the ability to make cash distributions.

Core Funds From Operations

Core FFO adds back to Modified FFO the following items: Interest expense associated with property in receivership and loss on early extinguishment of debt. The Company believes Core FFO is an important supplemental measure of its operating performance because it excludes non-recurring items. There can be no assurance that Core FFO presented by the Company is comparable to similarly titled measures of other REITs. Core FFO does not represent cash generated from operating activities and should not be considered as an alternative to net income (loss) determined in accordance with GAAP or to cash flow from operating activities determined in accordance with GAAP. Core FFO is not indicative of cash available to fund ongoing cash needs, including the ability to make cash distributions. In future periods, we may also exclude other items from Core FFO that we believe may help investors compare our results.

The following table presents a reconciliation of our net income, the most directly comparable GAAP measure, to FFO, Modified FFO and Core FFO:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(amounts in thousands)	**2025**	**2024**	**2025**	**2024**
	(unaudited)		*(unaudited)*	
Net income	$ 13,645	$ 22,796	$ 40,808	$ 61,566
Non-controlling interests in other partnerships	—	—	—	(4)
Private perpetual preferred unit distributions	(1,050)	(1,050)	(3,151)	(3,151)
Real estate depreciation and amortization	46,741	44,871	141,533	136,126
Gain on disposition of property	—	(1,262)	(13,170)	(12,065)
Funds from operations attributable to common stockholders and the Operating Partnership	59,336	65,355	166,020	182,472
Amortization of below-market ground leases	1,957	1,958	5,873	5,874
Modified funds from operations attributable to common stockholders and the Operating Partnership	61,293	67,313	171,893	188,346
Interest expense associated with property in receivership	—	1,922	647	2,550
Loss on early extinguishment of debt	—	—	—	553
Core funds from operations attributable to common stockholders and the Operating Partnership	$ 61,293	$ 69,235	$ 172,540	$ 191,449
Weighted average shares and Operating Partnership Units				
Basic	266,963	264,787	266,978	264,675
Diluted	270,357	269,613	269,945	268,608

Factors That May Influence Future Results of Operations

Leasing

Due to the relatively small number of leases that are signed in any particular quarter, one or more larger leases may have a disproportionately positive or negative impact on average rent, tenant improvement and leasing commission costs for that period. As a result, we believe it is more appropriate when analyzing trends in average rent and tenant improvement and leasing commission costs to review activity over multiple quarters or years. Tenant improvement costs include expenditures for general improvements occurring concurrently with, but that are not directly related to, the cost of installing a new tenant. Leasing commission costs are similarly subject to significant fluctuations depending upon the length of leases being signed and the mix of tenants from quarter to quarter.

As of September 30, 2025, there were approximately 0.9 million rentable square feet of space in our portfolio available to lease (including leases signed but not yet commenced) representing 10.4% of the net rentable square footage of the properties in our commercial portfolio. In addition, leases representing 2.4% and 6.0% of net rentable square footage of the properties in our commercial portfolio will expire in 2025 and in 2026, respectively. These leases are expected to represent approximately 2.4% and 5.4%, respectively, of our annualized rent for such periods. Our revenues and results of operations can be impacted by expiring leases that are not renewed or re-leased or that are renewed or re-leased at base rental rates equal to, above or below the current average base rental rates. Further, our revenues and results of operations can also be affected by downtime after space is vacated and the costs we incur to re-lease available space, including payment of leasing commissions, redevelopments and build-to-suit remodeling that may not be borne by the tenant.

Observatory Operations

For the nine months ended September 30, 2025, the Observatory hosted 1,705,000 visitors, compared to 1,860,000 visitors for the nine months ended September 30, 2024, a decrease of 8.3%. Observatory revenue for the nine months ended September 30, 2025 was $93.1 million, a 5.1% decrease from $98.1 million for the nine months ended September 30, 2024. Observatory revenues were lower primarily due to lower levels of international visitors in 2025 as compared to 2024.

Observatory revenues and admissions are dependent upon the following: (i) the number of tourists (domestic and international) who come to New York City and visit the Observatory, as well as any related tourism trends; (ii) the prices per admission that can be charged; (iii) seasonal trends affecting the number of visitors to the Observatory; (iv) competition, in particular from other new and existing observatories; and (v) weather trends.

Outlook

We believe the global economy, including the real estate sector, currently navigates an environment of uncertainty around inflation, interest rates, tariffs, economic growth and geopolitical unrest. There have been concerns about the challenges of refinancing existing low interest rate loans at higher rates. Additionally, the risk of slower global economic growth could impact the number of visitors to the Empire State Building Observatory, as well as our pricing power.

Despite this global economic backdrop, we believe that ESRT is in a good competitive position with diversified drivers of income across office, retail, multifamily and the Empire State Building Observatory. ESRT's New York City-focused portfolio is modernized, amenitized, well-located and energy efficient, with high indoor environmental quality, competitive rental rates and strong leased percentages.

In addition to our diversified portfolio, our business is supported by a well-positioned balance sheet, modest leverage and good access to liquidity as set forth herein. The absence of unaddressed near term debt maturities provides an added degree of security. This provides us optionality in capital allocation decisions.

Critical Accounting Estimates

Refer to our Annual Report for a discussion of our critical accounting estimates. There were no material changes to our critical accounting estimates disclosed in our Annual Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. We are exposed to interest rate changes primarily on our unsecured revolving credit facility and debt refinancings. In order to mitigate our interest rate risk, we may borrow at fixed rates or may enter into derivative financial instruments such as interest rate swaps or caps on floating rate financial instruments. We are not subject to foreign currency risk and we do not enter into derivative or interest rate transactions for speculative purposes.

As of September 30, 2025, we have interest rate SOFR swap and cap agreements with an aggregate notional value of $447.5 million and which mature between December 31, 2026 and November 1, 2033. The "variable to fixed" interest rate swaps have been designated as cash flow hedges and are deemed highly effective with fair values in an asset position of $3.1 million, which is included in prepaid expenses and other assets, and in a liability position amounted to $0.1 million, which is included in accounts payable and accrued expenses on the condensed consolidated balance sheet as of September 30, 2025.

As of September 30, 2025, the weighted average interest rate on the $2.1 billion of fixed-rate indebtedness outstanding was 4.34% per annum, each with maturities at various dates through March 17, 2035.

As of September 30, 2025, the fair value of our outstanding debt was approximately $2.0 billion, which was approximately $0.1 billion less than the book value as of such date. Interest risk amounts were determined by considering the impact of hypothetical interest rates on our financial instruments. These analyses do not consider the effect of any change in overall economic activity that could occur in that environment. Further, in the event of a change of that magnitude, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our financial structure.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the SEC’s rules and regulations and that such information is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2025, the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures at the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and our Chief Financial Officer concluded, as of that time, that our disclosure controls were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act (i) is processed, recorded, summarized and reported within the time periods specified in the SEC’s rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

No changes to our internal control over financial reporting that were identified in connection with the evaluation referenced above that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See “Financial Statements – Note 9. Commitments and Contingencies” for a description of legal proceedings.

ITEM 1A. RISK FACTORS

As of September 30, 2025, there have been no material changes to the risk factors. See the section entitled "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024, and any additional factors that may be contained in any filing we make with the SEC.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

None.

Recent Purchases of Equity Securities

Stock and Publicly Traded Operating Partnership Unit Repurchase Program

Our Board of Directors authorized the repurchase of up to $500.0 million of our Class A common stock and the Operating Partnership’s Series ES, Series 250 and Series 60 operating partnership units from January 1, 2024 through December 31, 2025. Under the program, we may purchase our Class A common stock and the Operating Partnership’s Series ES, Series 250 and Series 60 operating partnership units in accordance with applicable securities laws from time to time in the open market or in privately negotiated transactions. The timing, manner, price and amount of any repurchases will be determined by us at our discretion and will be subject to stock price, availability, trading volume, general market conditions, and applicable securities laws. The authorization does not obligate us to acquire any particular amount of securities, and the program may be suspended or discontinued at our discretion without prior notice. As of September 30, 2025, we had $497.9 million remaining of the authorized repurchase amount.

There were no repurchases of equity securities during the three months ended September 30, 2025 under the repurchase program described above.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

(a) None.

(b) None.

(c) During the three months ended September 30, 2025, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS

Exhibit No.	Description
10.1	Transition Agreement, dated September 19, 2025, by and between Empire State Realty OP, L.P. and Thomas P. Durels (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed September 22, 2025).
10.2	Note Purchase Agreement, dated October 15, 2025, among Empire State Realty OP, L.P., Empire State Realty Trust, Inc. and the purchasers named therein (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed October 16, 2025).
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Document
101.DEF*	XBRL Taxonomy Extension Definitions Document
101.LAB*	XBRL Taxonomy Extension Labels Document
101.PRE*	XBRL Taxonomy Extension Presentation Document
104	Cover Page Interactive Data File (contained in Exhibit 101)

Notes:

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMPIRE STATE REALTY TRUST, INC.

Date:	November 5, 2025	By: /s/ Stephen V. Horn Stephen V. Horn *Executive Vice President, Chief Financial Officer & Chief Accounting Officer* *(Principal Financial and Accounting Officer)*

EXHIBIT 31.1

Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Anthony E. Malkin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Empire State Realty Trust, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2025

By: /s/ Anthony E. Malkin

Anthony E. Malkin
Chairman and Chief Executive Officer

EXHIBIT 31.2

Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Stephen V. Horn, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Empire State Realty Trust, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2025

By: /s/ Stephen V. Horn

Stephen V. Horn
Executive Vice President, Chief Financial Officer
& Chief Accounting Officer

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, the undersigned Chief Executive Officer of Empire State Realty Trust, Inc. (the "Company"), hereby certifies, to his knowledge that the Quarterly Report on Form 10-Q for the period ended September 30, 2025 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2025

By: /s/ Anthony E. Malkin

Anthony E. Malkin
Chairman and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, the undersigned, Executive Vice President, Chief Financial Officer & Chief Accounting Officer of Empire State Realty Trust, Inc. (the "Company"), hereby certifies, to his knowledge that the Quarterly Report on Form 10-Q for the period ended September 30, 2025 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2025

By: /s/ Stephen V. Horn

Stephen V. Horn
Executive Vice President, Chief Financial Officer
& Chief Accounting Officer