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

FORM 10-Q

(Mark One)

☐ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2025**

OR

☐ **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: 001-37949

Innovative Industrial Properties, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland	**81-2963381**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1389 Center Drive, Suite 200 **Park City, UT 84098**	**(858) 997-3332**
(Address of principal executive offices)	(Registrant's telephone number)

Not Applicable
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

Title of each class	Trading Symbols (s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	**IIPR**	**New York Stock Exchange**
Series A Preferred Stock, par value $0.001 per share	**IIPR-PA**	**New York Stock Exchange**

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 (§232.405 of this chapter) 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 the definitions 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 August 7, 2025 there were 28,022,699 shares of common stock outstanding.

INNOVATIVE INDUSTRIAL PROPERTIES, INC.

FORM 10-Q – QUARTERLY REPORT
June 30, 2025
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PART I

ITEM 1. ***FINANCIAL STATEMENTS***

Innovative Industrial Properties, Inc.

Consolidated Balance Sheets
(Unaudited)
(In thousands, except share and per share amounts)

Assets	June 30, 2025	December 31, 2024
Real estate, at cost:		
Land	$ 146,469	$ 146,772
Buildings and improvements	2,249,408	2,230,807
Construction in progress	57,487	62,393
Total real estate, at cost	2,453,364	2,439,972
Less accumulated depreciation	(306,594)	(271,190)
Net real estate held for investment	2,146,770	2,168,782
Construction loan receivable	22,800	22,800
Cash and cash equivalents	99,666	146,245
Investments	5,258	5,000
Right of use office lease asset	731	946
In-place lease intangible assets, net	6,955	7,385
Other assets, net	22,875	26,889
Total assets	$ 2,305,055	$ 2,378,047
Liabilities and stockholders' equity		
Liabilities:		
Notes due 2026, net	$ 289,861	$ 297,865
Building improvements and construction funding payable	5,647	10,230
Accounts payable and accrued expenses	10,183	10,561
Dividends payable	54,661	54,817
Rent received in advance and tenant security deposits	51,647	57,176
Other liabilities	12,650	11,338
Total liabilities	424,649	441,987
Commitments and contingencies (Notes 6 and 11)		
Stockholders' equity:		
Preferred stock, par value $0.001 per share, 50,000,000 shares authorized: 9.00% Series A cumulative redeemable preferred stock, liquidation preference of $25.00 per share, 1,561,654 and 1,002,673 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	36,843	23,632
Common stock, par value $0.001 per share, 50,000,000 shares authorized: 28,017,520 and 28,331,833 shares issued and outstanding at June 30, 2025 and December 31, 2024, respectively	28	28
Additional paid-in capital	2,107,963	2,124,113
Dividends in excess of earnings	(264,428)	(211,713)
Total stockholders' equity	1,880,406	1,936,060
Total liabilities and stockholders' equity	$ 2,305,055	$ 2,378,047

See the accompanying notes to the consolidated financial statements.

Innovative Industrial Properties, Inc.

Consolidated Statements of Income
(Unaudited)
(In thousands, except share and per share amounts)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	**2024**	**2025**	**2024**
Revenues:				
Rental (including tenant reimbursements)	$ 62,866	$ 79,253	$ 134,563	$ 154,167
Other	25	540	50	1,080
Total revenues	62,891	79,793	134,613	155,247
Expenses:				
Property expenses	6,867	6,863	14,246	13,572
General and administrative expense	8,626	9,661	17,087	19,223
Depreciation and amortization expense	18,500	17,473	36,891	34,623
Impairment loss on real estate	—	—	3,527	—
Total expenses	33,993	33,997	71,751	67,418
Gain (loss) on sale of real estate	—	(3,449)	—	(3,449)
Income from operations	28,898	42,347	62,862	84,380
Interest income	1,570	3,966	3,183	5,750
Interest expense	(4,444)	(4,320)	(8,944)	(8,709)
Net income	26,024	41,993	57,101	81,421
Preferred stock dividends	(878)	(338)	(1,659)	(676)
Net income attributable to common stockholders	$ 25,146	$ 41,655	$ 55,442	$ 80,745
Net income attributable to common stockholders per share (Note 8):				
Basic	$ 0.87	$ 1.45	$ 1.92	$ 2.82
Diluted	$ 0.86	$ 1.44	$ 1.90	$ 2.79
Weighted-average shares outstanding:				
Basic	27,924,092	28,250,843	28,098,850	28,197,930
Diluted	28,317,693	28,572,138	28,452,111	28,527,419

See accompanying notes to the consolidated financial statements.

Innovative Industrial Properties, Inc.

Consolidated Statements of Stockholders' Equity
(Unaudited)
(In thousands, except share amounts)

	Three Months Ended June 30, 2025						
	Series A Preferred Stock		Common Stock		Additional Paid-In-Capital	Dividends in Excess of Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances at beginning of period	1,387,820	$ 32,818	28,378,181	$ 28	$ 2,125,109	$ (235,791)	$ 1,922,164
Net income	—	—	—	—	—	26,024	26,024
Issuance of unvested restricted stock	—	—	6,291	—	—	—	—
Issuance of preferred stock, net of issuance costs	173,834	4,025	—	—	—	—	4,025
Repurchase of common stock	—	—	(366,952)	—	(19,818)	—	(19,818)
Preferred stock dividends	—	—	—	—	—	(878)	(878)
Common stock dividends	—	—	—	—	—	(53,783)	(53,783)
Stock-based compensation	—	—	—	—	2,672	—	2,672
Balances at end of period	1,561,654	$ 36,843	28,017,520	$ 28	$ 2,107,963	$ (264,428)	$ 1,880,406

	Six Months Ended June 30, 2025						
	Series A Preferred Stock		Common Stock		Additional Paid-In-Capital	Dividends in Excess of Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances at beginning of period	1,002,673	$ 23,632	28,331,833	$ 28	$ 2,124,113	$ (211,713)	$ 1,936,060
Net income	—	—	—	—	—	57,101	57,101
Issuance of unvested restricted stock, net of forfeitures	—	—	57,225	—	(792)	—	(792)
Issuance of preferred stock, net of issuance costs	558,981	13,211	—	—	—	—	13,211
Repurchase of common stock	—	—	(371,538)	—	(20,108)	—	(20,108)
Preferred stock dividends	—	—	—	—	—	(1,659)	(1,659)
Common stock dividends	—	—	—	—	—	(108,246)	(108,246)
Forfeiture of unvested restricted stock units	—	—	—	—	—	89	89
Stock-based compensation	—	—	—	—	4,750	—	4,750
Balances at end of period	1,561,654	$ 36,843	28,017,520	$ 28	$ 2,107,963	$ (264,428)	$ 1,880,406

	Three Months Ended June 30, 2024						
	Series A Preferred Stock		Common Stock		Additional Paid-In-Capital	Dividends in Excess of Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances at beginning of period	600,000	$ 14,009	28,328,647	$ 28	$ 2,111,111	$ (169,721)	$ 1,955,427
Net income	—	—	—	—	—	41,993	41,993
Issuance of unvested restricted stock	—	—	3,186	—	—	—	—
Preferred stock dividends	—	—	—	—	—	(338)	(338)
Common stock dividends	—	—	—	—	—	(54,253)	(54,253)
Stock-based compensation	—	—	—	—	4,371	—	4,371
Balances at end of period	600,000	$ 14,009	28,331,833	$ 28	$ 2,115,482	$ (182,319)	$ 1,947,200

	Six Months Ended June 30, 2024						
	Series A Preferred Stock		Common Stock		Additional Paid-In-Capital	Dividends in Excess of Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			
Balances at beginning of period	600,000	$ 14,009	28,140,891	$ 28	$ 2,095,789	$ (156,854)	$ 1,952,972
Net income	—	—	—	—	—	81,421	81,421
Issuance of unvested restricted stock, net of forfeitures	—	—	39,310	—	(750)	—	(750)
Exchange of Exchangeable Senior Notes	—	—	28,408	—	—	—	—
Issuance of common stock, net of issuance costs	—	—	123,224	—	11,757	—	11,757
Preferred stock dividends	—	—	—	—	—	(676)	(676)
Common stock dividends	—	—	—	—	—	(106,210)	(106,210)
Stock-based compensation	—	—	—	—	8,686	—	8,686
Balances at end of period	600,000	$ 14,009	28,331,833	$ 28	$ 2,115,482	$ (182,319)	$ 1,947,200

See accompanying notes to the consolidated financial statements.

Innovative Industrial Properties, Inc.

Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	For the Six Months Ended June 30,	
	2025	**2024**
Cash flows from operating activities		
Net income	$ 57,101	$ 81,421
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation and amortization	36,891	34,623
Impairment loss on real estate	3,527	—
Loss (gain) on sale of real estate	—	3,449
Other non-cash adjustments	5	54
Stock-based compensation	4,750	8,686
Amortization of discounts on investments	—	(244)
Amortization of debt discount and issuance costs	946	794
Changes in assets and liabilities		
Other assets, net	3,719	4,377
Accounts payable, accrued expenses and other liabilities	1,281	3,164
Rent received in advance and tenant security deposits	(5,529)	(553)
Net cash provided by (used in) operating activities	102,691	135,771
Cash flows from investing activities		
Investments in real estate	(7,857)	(13,026)
Proceeds from sale of real estate asset	1,750	9,100
Funding of draws for improvements and construction	(16,547)	(36,988)
Purchases of short-term investments	(5,258)	(45,110)
Maturities of short-term investments	5,000	27,191
Net cash provided by (used in) investing activities	(22,912)	(58,833)
Cash flows from financing activities		
Issuance of common stock, net of offering costs	—	11,757
Repurchase of common stock	(20,108)	—
Issuance of preferred stock, net of offering costs	13,211	—
Principal payment on exchangeable senior notes	—	(4,436)
Principal payment on notes due 2026	(8,697)	—
Payment of deferred financing costs	—	(251)
Dividends paid to common stockholders	(108,716)	(103,446)
Dividends paid to preferred stockholders	(1,345)	(676)
Taxes paid related to net share settlement of equity awards	(703)	(750)
Net cash provided by (used in) financing activities	(126,358)	(97,802)
Net increase (decrease) in cash and cash equivalents	(46,579)	(20,864)
Cash and cash equivalents, beginning of period	146,245	141,699
Cash and cash equivalents, end of period	$ 99,666	$ 120,835
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest, net of interest capitalized	$ 8,058	$ 7,933
Supplemental disclosure of non-cash investing and financing activities:		
Accrual for current-period additions to real estate	$ 4,402	$ 6,161
Accrual for common and preferred stock dividends declared	54,661	54,591

See accompanying notes to the consolidated financial statements.

Innovative Industrial Properties, Inc.

Notes to the Consolidated Financial Statements
June 30, 2025
(Unaudited)

1. Organization

As used herein, the terms "we", "us", "our" or the "Company" refer to Innovative Industrial Properties, Inc., a Maryland corporation, and any of our subsidiaries, including IIP Operating Partnership, LP, a Delaware limited partnership (our "Operating Partnership").

We are an internally-managed real estate investment trust ("REIT") focused on the acquisition, ownership and management of specialized industrial properties leased to experienced, state-licensed operators for their regulated cannabis facilities. We have acquired and intend to continue to acquire our properties through sale-leaseback transactions and third-party purchases. We have leased and expect to continue to lease our properties on a triple-net lease basis, where the tenant is responsible for all aspects of and costs related to the property and its operation during the lease term, including structural repairs, maintenance, real estate taxes and insurance.

We were incorporated in Maryland on June 15, 2016. We conduct our business through a traditional umbrella partnership real estate investment trust, or UPREIT structure, in which our properties are owned by our Operating Partnership, directly or through subsidiaries. We are the sole general partner of our Operating Partnership and own, directly or through subsidiaries, 100% of the limited partnership interests in our Operating Partnership.

2. Summary of Significant Accounting Policies and Procedures and Recent Accounting Pronouncements

Basis of Presentation. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. They do not include all of the information and footnotes required by GAAP for complete financial statements.

This interim financial information should be read in conjunction with the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2024. Any references to square footage or occupancy percentage, and any amounts derived from these values in these notes to the consolidated financial statements, are outside the scope of our independent registered public accounting firm's review.

Management believes that all adjustments of a normal, recurring nature considered necessary for a fair presentation have been included. This interim financial information does not necessarily represent or indicate what the operating results will be for the year ending December 31, 2025.

Federal Income Taxes. We believe that we have operated our business so as to qualify to be taxed as a REIT for U.S. federal income tax purposes. Under the REIT operating structure, we are permitted to deduct dividends paid to our stockholders in determining our taxable income. Assuming our dividends equal or exceed our taxable net income, we generally will not be required to pay federal corporate income taxes on such income. The income taxes recorded on our consolidated statements of income represent amounts paid for city and state income and franchise taxes and are included in general and administrative expenses in the accompanying consolidated statements of income.

Use of Estimates. The preparation of the consolidated financial statements in conformity with GAAP requires management to make a number of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results may differ materially from these estimates and assumptions. The most significant estimates and assumptions made include determination of lease accounting and fair value of acquisition of real estate properties.

Reportable Segment. We have aggregated our properties into one reportable segment as the properties share similar long-term economic characteristics and have other similarities, including the fact that they are operated using consistent business strategies. The financial information disclosed herein represents all of the financial information related to our one reportable segment. Our chief operating decision maker ("CODM") reviews financial information for our entire

consolidated operations when making decisions related to assessing our operating performance. See Note 12 "Segment Information" for additional information.

Acquisition of Real Estate Properties. Our investment in real estate is recorded at historical cost, less accumulated depreciation. Upon acquisition of a property, the tangible and intangible assets acquired and liabilities assumed are initially measured based upon their relative fair values. We estimate the fair value of land by reviewing comparable sales within the same submarket and/or region. We estimate the fair value of buildings and improvements as if the property was vacant utilizing a direct capitalization approach and take into consideration current replacement costs and other relevant market rate information and may engage third-party valuation specialists. Acquisition costs are capitalized as incurred. All of our acquisitions to date were recorded as asset acquisitions.

The fair value of acquired in-place leases is derived based on our assessment of estimated lost revenue and costs incurred for the period required to lease the "assumed vacant" property to the occupancy level when purchased. The amounts recorded for acquired in-place leases are reflected as in-place lease intangible assets, net on our consolidated balance sheets and are amortized on a straight-line basis as a component of depreciation and amortization expense over the remaining term of the applicable leases.

The fair value of the above-market component of an acquired in-place operating lease is based upon the present value (calculated using a market discount rate) of the difference between (i) the contractual rents to be paid pursuant to the lease over its remaining non-cancellable lease term and (ii) our estimate of the rents that would be paid using fair market rental rates and rent escalations at the date of acquisition measured over the remaining non-cancellable term of the lease. The amount recorded for one above-market operating lease is included in other assets, net on our consolidated balance sheets and is amortized on a straight-line basis as a reduction of rental revenues over the remaining term of the applicable lease.

Certain acquisitions of real estate did not satisfy the requirements for sale-leaseback accounting and therefore as of both June 30, 2025 and December 31, 2024, acquisitions of $16.8 million have been recognized as notes receivable and are included in other assets, net on our consolidated balance sheets.

Sale of Real Estate. When a real estate asset is sold, we evaluate the provisions of Accounting Standards Codification ("ASC") 610-20, *Gains and Losses from the Derecognition of Nonfinancial Assets* ("ASC 610-20") to determine whether the asset is within the scope of ASC 610-20, including an evaluation of whether the asset being sold is a nonfinancial asset and whether the buyer has gained control of an asset within the scope of ASC 610-20. In assessing whether the buyer has gained control of the asset, we must determine whether the contract criteria in ASC 606, *Revenue from Contracts with Customers* (Topic 606) have been met, including 1) the parties to the contract have approved the contract and the contract has commercial substance, 2) we can identify each party's rights regarding the asset to be transferred, 3) we can identify the payment terms for the asset to be transferred, and 4) it is probable that we will collect substantially all of the consideration to which we will be entitled in exchange for the asset to be transferred. If all of the contract criteria have been met, the carrying amount of the applicable asset is derecognized with a corresponding gain or loss from the sale recognized in our consolidated statements of income. If the contract criteria are not all met, the asset transferred is not derecognized and we continue to report the asset in our consolidated balance sheet. See Note 6 "Investments in Real Estate - Property Dispositions" for further information.

Cost Capitalization and Depreciation. We capitalize costs (including interest) associated with development and redevelopment activities and improvements when we are considered to be the accounting owner of the resulting assets. The development and redevelopment activities may be funded by us pursuant to the lease. We are generally considered the accounting owner for such improvements that are attached to or built into the premises, which are required under the lease to be surrendered to us upon the expiration or earlier termination of the lease. Typically, such improvements include, but are not limited to, ground up development, and enhanced HVAC, plumbing, electrical and other building systems.

Amounts capitalized are depreciated on a straight-line basis over the estimated useful lives determined by management. We depreciate buildings and improvements based on our evaluation of the estimated useful life of each specific asset, not to exceed 40 years. For the three months ended June 30, 2025 and 2024, we recognized depreciation expense of $18.3 million and $17.3 million, respectively, and for the six months ended June 30, 2025 and 2024, we recognized depreciation expense of $36.5 million and $34.2 million, respectively. Depreciation expense relating to our real estate held for investment is included in depreciation and amortization expense in our consolidated statements of income. We depreciate office equipment and furniture and fixtures on a straight-line basis over the estimated useful lives ranging from three to seven years. We depreciate the leasehold improvements at our corporate office on a straight-line basis over

the shorter of the estimated useful lives or the remaining lease term. Depreciation expense relating to our corporate assets is included in general and administrative expense in our consolidated statements of income.

Determining whether expenditures meet the criteria for capitalization and the assignment of depreciable lives requires management to exercise significant judgment. Project costs that are clearly associated with the acquisition and development or redevelopment of a real estate project, for which we are the accounting owner, are capitalized as a cost of that project. Expenditures that meet one or more of the following criteria generally qualify for capitalization:

- the expenditure provides benefit in future periods; and
- the expenditure extends the useful life of the asset beyond our original estimates.

We define redevelopment properties as existing properties for which we expect to spend significant development and construction costs that are not reimbursements to tenants for improvements at the properties. When existing properties are determined to be redevelopment properties, the net carrying value of the buildings and improvements are transferred to construction in progress while the redevelopment activities are in process. Costs capitalized to construction in progress related to redevelopment properties are transferred to buildings and improvements at historical cost of the properties as the redevelopment project or phases of projects are placed in service.

Provision for Impairment. On a quarterly basis, we review current activities and changes in the business conditions of all of our properties prior to and subsequent to the end of each quarter to determine the existence of any triggering events or impairment indicators requiring an impairment analysis. If triggering events or impairment indicators are identified, we review an estimate of the future undiscounted cash flows for the properties.

Long-lived assets are individually evaluated for impairment when conditions exist that may indicate that the carrying amount of a long-lived asset may not be recoverable. The carrying amount of a long-lived asset to be held and used is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Impairment indicators or triggering events for long-lived assets to be held and used are assessed by project and include significant fluctuations in estimated net operating income, occupancy changes, significant near-term lease expirations, current and historical operating and/or cash flow losses, construction costs, estimated completion dates, rental rates, and other market factors. We assess the expected undiscounted cash flows based upon numerous factors, including, but not limited to, construction costs, available market information, current and historical operating results, known trends, current market/economic conditions that may affect the property, and our assumptions about the use of the asset, including, if necessary, a probability-weighted approach if multiple outcomes are under consideration. Upon determination that an impairment has occurred, a write-down is recognized to reduce the carrying amount to its estimated fair value. We may adjust depreciation of properties that are expected to be disposed of or redeveloped prior to the end of their useful lives.

During the three months ended March 31, 2025, we recognized an impairment loss on real estate of $3.5 million related to one of our properties in Palm Springs, California which was under contract for sale and sold in June 2025. No impairment losses were recognized during the three months ended June 30, 2025, or during the three and six months ended June 30, 2024.

Revenue Recognition. Our leases are triple-net leases, an arrangement under which the tenant maintains the property while paying us rent. We recognize revenue for each of the leases at our properties that are classified as operating leases on a cash basis due to the uncertain regulatory environment in the United States pertaining to the regulated cannabis industry, the limited operating history of certain tenants and the resulting uncertainty of collectability of lease payments from each tenant over the duration of the lease term. We evaluate a number of factors in our initial and ongoing assessments of collectability of lease payments for each tenant on a lease-by-lease basis, including evaluations of each tenant's financial performance, liquidity and overall credit profile, availability and terms of capital for each tenant needed to conduct operations or refinance existing obligations, utilization rates by property and lease duration. We also consider current market conditions, impact of federal, state and local taxation and regulatory burdens and reasonable and supportable forecasts of future economic conditions. Additionally, for operating leases, contractually obligated reimbursements from tenants for recoverable real estate taxes, insurance and operating expenses are included in rental revenues in the period when such costs are reimbursed by the tenants. Contractually obligated real estate taxes that are paid directly by the tenant to the tax authorities are not reflected in our consolidated financial statements.

For the three and six months ended June 30, 2025, rental revenue recognized included the application of $18,000 and $5.8 million of security deposits for rent, respectively. For both the three and six months ended June 30, 2024, rental revenue recognized included the application of $0.6 million of security deposits for rent.

Construction Loan. In June 2021, we executed a construction loan agreement with a developer, pursuant to which (as amended in February 2023), we agreed to lend up to $23.0 million for the development of a regulated cannabis cultivation and processing facility in California (the "Construction Loan"). We have an option to purchase the property, and may execute a negotiated lease with an affiliate of the developer or with another third party, if we determine to exercise our purchase option. As of both June 30, 2025 and December 31, 2024, we had funded $22.8 million of the $23.0 million total commitment. Interest income on the Construction Loan is recognized on a cash basis. The borrower exercised the option to extend the maturity date to December 31, 2025 with the satisfaction of certain conditions and payment of an extension fee.

Cash and Cash Equivalents. We consider all highly-liquid investments with original maturities of 90 days or less to be cash equivalents, which is comprised of short-term money market funds, obligations of the U.S. government and certificates of deposit with an original maturity at the time of purchase of less than or equal to 90 days.

Investments. Investments consist of short-term obligations of the U.S. government and certificates of deposit with an original maturity at the time of purchase of greater than 90 days. Investments in obligations of the U.S. government are classified as held-to-maturity and stated at amortized cost. Investments in certificates of deposit are classified as held-to-maturity and stated at cost.

Deferred Financing Costs. The deferred financing costs relating to our Notes due 2026 are included as a reduction in the net book value of the related liability on our consolidated balance sheets. These costs are amortized as non-cash interest expense using the effective interest method over the life of the related obligations. Deferred financing costs relating to our Revolving Credit Facility (as defined in Note 7 "Debt") are included in other assets, net in our consolidated balance sheets. These costs are being amortized on a straight-line basis and recognized as non-cash interest expense over the remaining term of the Revolving Credit Facility.

Stock-Based Compensation. Stock-based compensation for equity awards is based on the grant date fair value of the equity awards and is recognized over the requisite service or performance period. If awards are forfeited prior to vesting, we reverse any previously recognized expense related to such awards in the period during which the forfeiture occurs and reclassify any non-forfeitable dividends and dividend equivalents previously paid on these awards from retained earnings to compensation expense. Forfeitures are recognized as incurred. Certain equity awards are subject to vesting based upon the satisfaction of various market conditions. Forfeiture of share awards with market-based restrictions does not result in a reversal of previously recognized share-based compensation expense.

Lease Accounting. We account for our leases under ASC 842, *Leases*, and have elected the practical expedient not to separate certain non-lease components from the lease component if the timing and pattern of transfer are the same for the non-lease component and associated lease component, and the lease component would be classified as an operating lease if accounted for separately. We also elected the short-term lease exception for lessees for leases that are less than 12 months. As lessee, we recognized a liability to account for our future obligations and a corresponding right-of-use asset related to our corporate office lease, which ends in January 2027 and contains annual escalations. We measured the lease liability based on the present value of the future lease payments (excluding the extension option that we are not reasonably certain to exercise), discounted using the estimated incremental borrowing rates of 7.25% and 5.5%, which were the interest rates that we estimated we would have to pay to borrow on a collateralized basis over a similar term for an amount equal to the lease payments at initial commencement in December 2019 and upon an amendment in November 2021, respectively. Subsequently, the lease liability is accreted by applying a discount rate established at the lease commencement date to the lease liability balance as of the beginning of the period and is reduced by the payments made during the period.

The right-of-use asset is measured based on the corresponding lease liability. We did not incur any initial direct leasing costs or exchange any other consideration with the landlord prior to the commencement of the lease. Subsequently, the right-of-use asset is amortized on a straight-line basis during the lease term. In each of the three and six months ended June 30, 2025 and 2024, we recognized office lease expense of $0.1 million and $0.2 million, respectively, which is included in general and administrative expenses in our consolidated statements of income. In both the six months ended June 30, 2025 and 2024, amounts paid and classified as operating activities in our consolidated statements of cash flows for the office lease were $0.2 million.

As lessor, for each of our real estate transactions involving the leaseback of the related property to the seller or affiliates of the seller, we determine whether these transactions qualify as sale and leaseback transactions under the accounting guidance. For these transactions, we consider various inputs and assumptions including, but not necessarily limited to, lease terms, renewal options, discount rates, and other rights and provisions in the purchase and sale agreement, lease and other documentation to determine whether control has been transferred to the Company or remains with the lessee. A transaction involving a sale leaseback will be treated as a purchase of a real estate property if it is considered to transfer control of the underlying asset from the lessee. A lease will be classified as direct-financing if risks and rewards are conveyed without the transfer of control and will be classified as a sales-type lease if control of the underlying asset is transferred to the lessee. Otherwise, the lease is treated as an operating lease. These criteria also include estimates and assumptions regarding the fair value of the leased facilities, minimum lease payments, the economic useful life of the facilities, the existence of a purchase option, and certain other terms in the lease agreements. The lease accounting guidance requires accounting for a transaction as a financing in a sale leaseback when the seller-lessee is provided an option to purchase the property from the landlord at the tenant's option. Substantially all of our leases continued to be classified as operating leases and we continue to record revenue for each of our properties on a cash basis. Our tenant reimbursable revenue and property expenses continue to be presented on a gross basis as rental revenues and as property expenses, respectively, on our consolidated statements of income. Property taxes paid directly by the lessee to a third party continue to be excluded from our consolidated financial statements.

Lease amendments are evaluated to determine if the modification grants the lessee an additional right-of-use not included in the original lease and if the lease payments increase commensurate with the standalone price of the additional right-of-use, adjusted for the circumstances of the particular contract. If both conditions are present, the lease amendment is accounted for as a new lease that is separate from the original lease. In January 2024, the lease modifications for two of our leases to extend the initial term of each lease changed the lease classification from operating lease to sales-type lease that did not satisfy all the criteria for recognition as a completed sale. Accordingly, we continue to recognize the underlying assets within net real estate held for investment and all lease payments received, as well as any future lease payments, will be recognized as a deposit liability and will be included in other liabilities on our consolidated balance sheet until certain criteria are met. As of June 30, 2025, we have received lease payments of $5.0 million that have been included in other liabilities on our consolidated balance sheet. The underlying assets' land and building and improvements had a gross carrying value of $4.1 million and $28.9 million, respectively, and accumulated depreciation of $3.9 million as of June 30, 2025.

Our leases generally contain options to extend the lease terms at the prevailing market rate or at the expiring rental rate at the time of expiration. Certain of our leases provide the lessee with a right of first refusal or right of first offer in the event we market the leased property for sale.

Recent Accounting Pronouncements. In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses*. The amendments in ASU 2024-03 require entities to provide enhanced disclosures related to certain expense categories included in income statement captions. Under ASU 2024-03, entities are required to disaggregate, in a tabular format, expense captions presented on the face of the income statement — excluding earnings or losses from equity method investments — if they include any of the following expense categories: purchases of inventory, employee compensation, depreciation, intangible asset amortization, and depreciation, depletion, and amortization recognized as part of oil and gas-producing activities (or other amounts of depletion expense). For any remaining items within each relevant expense caption, entities must provide a qualitative description of the nature of those expenses. ASU 2024-03 is effective for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. We expect to adopt this ASU on January 1, 2027. While the adoption is not expected to have an impact on our consolidated financial statements, it is expected to result in incremental disclosures within the footnotes to our consolidated financial statements.

Concentration of Credit Risk. As of June 30, 2025, we owned 108 properties located in 19 states and leased to 36 tenants. The ability of any of our tenants to honor the terms of their leases is dependent upon the economic, regulatory, competition, natural and social factors affecting the community in which that tenant operates.

The following tables set forth the five tenants in our portfolio that represented the largest percentage of our total rental revenues for the three and six months ended June 30, 2025 and 2024, including tenant reimbursements:

	For the Three Months Ended June 30, 2025		
	Number of Leases	Percentage of Rental Revenue	
Ascend Wellness Holdings, Inc. ("Ascend")	4	13	%
Green Thumb Industries, Inc. ("Green Thumb")	3	10	%
Curaleaf Holdings, Inc. ("Curaleaf")	8	9	%
Trulieve Cannabis Corp. ("Trulieve")	6	8	%
The Cannabist Company	21	8	%

	For the Six Months Ended June 30, 2025		
	Number of Leases	Percentage of Rental Revenue	
Ascend	4	12	%
Green Thumb	3	9	%
Curaleaf	8	8	%
Trulieve	6	8	%
The Cannabist Company	21	7	%

	For the Three Months Ended June 30, 2024		
	Number of Leases	Percentage of Rental Revenue	
PharmaCann Inc. ("PharmaCann")[1]	11	14	%
Holistic Industries Inc. ("Holistic")	5	11	%
Ascend	4	9	%
Greent Thumb	3	7	%
Curaleaf	8	7	%

	For the Six Months Ended June 30, 2024		
	Number of Leases	Percentage of Rental Revenue	
PharmaCann[1]	11	14	%
Ascend	4	10	%
Holistic	5	9	%
Green Thumb	3	8	%
Curaleaf	8	7	%

(1) See Note 6 "Investment in Real Estate - Lease Amendments" for further information about the leases with PharmaCann.

In each of the tables above, these leases include leases with affiliates of each entity, for which the entity has provided a corporate guaranty.

As of both June 30, 2025 and December 31, 2024, our largest property was located in New York and accounted for 5.5% of our net real estate held for investment. No other properties accounted for more than 5% of our net real estate held for investment as of June 30, 2025 and December 31, 2024.

We have deposited cash with financial institutions that are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. As of June 30, 2025, we had cash accounts in excess of FDIC insured limits. We have not experienced any losses in such accounts.

3. Common Stock

As of June 30, 2025, the Company was authorized to issue up to 50,000,000 shares of common stock, par value $0.001 per share, and there were 28,017,520 shares of common stock issued and outstanding.

In May 2024, we terminated the previously existing "at-the-market" offering program (the "Prior ATM Program") and entered into new equity distribution agreements with four sales agents, pursuant to which we may offer and sell from time to time through an "at-the-market" offering program (the "ATM Program"), including on a forward basis, shares of our common stock and 9.00% Series A Cumulative Redeemable Preferred Stock, $0.001 par value per share (the "Series A Preferred Stock"), up to an aggregate offering price of $500.0 million. See Note 4 "Preferred Stock" for information regarding the sale of Series A Preferred Stock under the ATM Program.

No shares of common stock were issued pursuant to the ATM Program during the six months ended June 30, 2025. During the six months ended June 30, 2024, we sold 123,224 shares of common stock that were issued pursuant to the Prior ATM Program for net proceeds of $11.8 million.

During the six months ended June 30, 2024, we issued 28,408 shares of our common stock related to the exchange premium upon exchange by holders of $4.3 million of outstanding principal amount of our 3.75% Exchangeable Senior Notes due 2024 (the "Exchangeable Senior Notes").

In March 2025, our Board of Directors authorized a share repurchase program of up to $100.0 million of the Company's common stock. The repurchase program expires on March 17, 2026, and may be extended, suspended, modified or discontinued at any time at the Company's discretion. During the three and six months ended June 30, 2025, we repurchased and retired 366,952 and 371,538 shares of common stock for $19.8 million and $20.1 million, respectively.

4. Preferred Stock

As of June 30, 2025, the Company was authorized to issue up to 50,000,000 shares of preferred stock, par value $0.001 per share, and there were 1,561,654 shares issued and outstanding of Series A Preferred Stock. The Company may, at its option, redeem the Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price of $25.00 per share, plus all accrued and unpaid dividends on such Series A Preferred Stock up to, but excluding, the redemption date. Holders of the Series A Preferred Stock generally have no voting rights except for limited voting rights if the Company fails to pay dividends for six or more quarterly periods (whether or not consecutive) and in certain other circumstances.

During the three and six months ended June 30, 2025, we sold 173,834 and 558,981 shares of our Series A Preferred Stock pursuant to the ATM Program for net proceeds of $4.0 million and $13.2 million, respectively.

5. Dividends

The following table describes the dividends declared by the Company during the six months ended June 30, 2025:

Declaration Date	Security Class	Amount Per Share	Record Date	Dividend Paid Date	Dividend Amount
					(In thousands)
March 14, 2025	Common stock	$ 1.90	March 31, 2025	April 15, 2025	$ 54,463
March 14, 2025	Series A preferred stock	$ 0.5625	March 31, 2025	April 15, 2025	$ 781
June 13, 2025	Common stock	$ 1.90	June 30, 2025	July 15, 2025	$ 53,783
June 13, 2025	Series A preferred stock	$ 0.5625	June 30, 2025	July 15, 2025	$ 878

6. Investments in Real Estate

Acquisitions

The Company made the following acquisition during the six months ended June 30, 2025 (dollars in thousands):

Property	State	Closing Date	Rentable Square Feet[1]	Purchase Price	Transaction Costs	Total
Harvard Place	Maryland	February 20, 2025	22,000	$ 7,750	$ 107	$ 7,857
Total			**22,000**	**$ 7,750**	**$ 107**	**$ 7,857** [2]

(1) Includes expected rentable square feet at completion of construction at the property.
(2) $0.6 million was allocated to land and $7.2 million was allocated to building and improvements.

Acquired In-Place Lease Intangible Assets

In-place lease intangible assets and related accumulated amortization as of June 30, 2025 and December 31, 2024 is as follows (in thousands):

	June 30, 2025	December 31, 2024
In-place lease intangible assets	$ 9,979	$ 9,979
Accumulated amortization	(3,024)	(2,594)
In-place lease intangible assets, net	$ 6,955	$ 7,385

Amortization of in-place lease intangible assets classified in depreciation and amortization expense in our consolidated statements of income was $0.2 million in each of the three months ended June 30, 2025 and 2024, and $0.4 million in each of the six months ended June 30, 2025 and 2024. The weighted-average remaining amortization period of the acquired in-place leases was 8.3 years, and the estimated annual amortization of the value of the acquired in-place leases as of June 30, 2025 is as follows (in thousands):

Year	Amount
2025 (six months ending December 31)	$ 430
2026	860
2027	860
2028	860
2029	860
Thereafter	3,085
Total	$ 6,955

Above-Market Lease

The above-market lease and related accumulated amortization included in other assets, net on our consolidated balance sheets as of June 30, 2025 and December 31, 2024 is as follows (in thousands):

	June 30, 2025	December 31, 2024
Above-market lease	$ 1,054	$ 1,054
Accumulated amortization	(325)	(279)
Above-market lease, net	$ 729	$ 775

The above-market lease is amortized on a straight-line basis as a reduction to rental revenues over the remaining lease term of 8.0 years. In each of the three and six months ended June 30, 2025 and 2024, the amortization of the above-market lease was $23,000 and $46,000, respectively.

Lease Amendments

In January 2025, we entered into lease amendments with PharmaCann with respect to nine of its leases for properties located in New York, Illinois, Pennsylvania, Ohio, and Colorado. Those lease amendments reduced cumulative total base rent from $2.8 million per month to $2.6 million per month, with cash rent payments commencing February 1, 2025, and provided for pro-rata replenishment of security deposits over thirty-six months commencing February 1, 2027. We also entered into lease amendments with PharmaCann with respect to two of its leases for cultivation properties in Michigan and Massachusetts. Those amendments provide that monthly base rent of $1.3 million for these two properties will be abated in full effective February 1, 2025 and, if the properties have not been transitioned to new tenant(s) by August 1, 2025, we will regain full control over the properties. We applied security deposits held by us pursuant to all of the PharmaCann leases for the payment in full of all defaulted rent for December 2024 and January 2025 and certain penalties. The lease amendments also provided that if PharmaCann defaults again or is not able to refinance its existing senior secured credit facility maturing June 30, 2025, all modifications to our leases with PharmaCann described above will immediately be null and void and the leases will revert to the terms in effect as of January 1, 2025.

In March 2025, PharmaCann defaulted on its obligations to pay rent for the month of March under nine of its eleven leases for properties located in New York, Illinois, Pennsylvania, Ohio, and Colorado and therefore, all modifications to our leases with PharmaCann described above became null and void and the leases reverted to the terms in effect as of January 1, 2025. In April 2025, the lease for the cultivation property in Michigan was terminated concurrently with the execution of a new lease with a new tenant.

In March 2025, we amended our lease with a subsidiary of AYR Wellness, Inc. at one of our Florida properties to reduce the improvement allowance by $2.5 million to $27.5 million, which also resulted in a corresponding adjustment to the base rent for the lease at the property.

Capitalized Costs

During the six months ended June 30, 2025, we capitalized costs of $11.8 million relating to improvements and construction activities at our properties.

Property Dispositions

In March 2023, we sold a portfolio of four properties in California for $16.2 million (excluding transaction costs) and provided a secured loan for $16.1 million to the buyer of the properties. The loan matures on February 29, 2028 with two options to extend the maturity for twelve months, conditional in each instance on the payment of an extension fee and at least $0.5 million of the principal balance. The loan is interest only and payments are payable monthly in advance. The transaction did not qualify for recognition as a completed sale under GAAP since not all of the criteria were met. Accordingly, we have not derecognized the assets transferred on our consolidated balance sheets. All consideration received, as well as any future payments, from the buyer will be recognized as a deposit liability and will be included in other liabilities on our consolidated balance sheet until such time the criteria for recognition as a sale have been met. As of June 30, 2025, we have received interest payments of $2.6 million. In addition, as we have not met all of the held-for-sale criteria, land and building and improvements with a gross carrying value of $3.4 million and $13.9 million, respectively, and accumulated depreciation of $2.2 million as of June 30, 2025, remain on the consolidated balance sheet, and the buildings and improvements continue to be depreciated. We declared this loan in default in March 2025 due to borrower's failure to pay interest and reimbursement for taxes. As a result of the default, the full principal and accrued interest under the loan, which amounted to $17.3 million as of June 30, 2025, became immediately due and payable.

In April 2025, we sold a property in Michigan for $9.0 million (excluding transaction costs) and provided a secured loan for $8.5 million to the buyer of the property. The loan matures on April 24, 2028 with an option to extend the maturity for twelve months, conditional on the payment of an extension fee. The loan is interest only and payments are payable monthly in advance. The transaction did not qualify for recognition as a completed sale under GAAP since not all of the criteria were met. Accordingly, we have not derecognized the assets transferred on our consolidated balance sheets. All consideration received, as well as any future payments, from the buyer will be recognized as a deposit liability and will be included in other liabilities on our consolidated balance sheet until such time the criteria for recognition as a sale have been met. As of June 30, 2025, we have received $1.2 million for a loan origination fee and interest. In addition, as we have not met all of the held-for-sale criteria, land and building and improvements with a gross carrying value of $0.4 million and $9.6 million, respectively, and accumulated depreciation of $1.9 million as of June 30, 2025, remain on the consolidated balance sheet, and the buildings and improvements continue to be depreciated.

In June 2025, we sold a property in Palm Springs, California. Net proceeds from the sale were $1.8 million and no gain or loss was recognized on the sale as the property was impaired and recognized at fair value less selling costs as of March 31, 2025.

Future Contractual Minimum Rent

Future contractual minimum rent (including base rent and property management fees) to be received on our leases as of June 30, 2025 for future periods is summarized as follows (in thousands):

Year	Contractual Minimum Rent
2025 (six months ending December 31)	$ 147,476
2026	305,849
2027	317,908
2028	324,400
2029	331,805
Thereafter	3,428,703
Total	$ 4,856,141

Future contractual minimum rent includes payments to be received on two sales-type leases, which will be recognized as a deposit liability and will be included in other liabilities on our consolidated balance sheet until certain criteria are met (see Note 2 "Lease Accounting" for further details).

7. Debt

Exchangeable Senior Notes

During the six months ended June 30, 2024, we issued 28,408 shares of our common stock and paid $4.3 million in cash upon exchange by holders of $4.3 million principal amount of Exchangeable Senior Notes and paid off the remaining $0.1 million principal amount at maturity in February 2024, in accordance with terms of the indenture for the Exchangeable Senior Notes.

The following table details our interest expense related to the Exchangeable Senior Notes which matured in February 2024 (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Cash coupon	$ —	$ —	$ —	$ 24
Amortization of issuance cost	—	—	—	5
Capitalized interest	—	—	—	(1)
Total interest expense	$ —	$ —	$ —	$ 28

Notes due 2026

In May 2021, our Operating Partnership issued $300.0 million aggregate principal amount of its 5.50% Senior Notes due 2026 (the "Notes due 2026"). The Notes due 2026 are senior unsecured obligations of our Operating Partnership, are fully and unconditionally guaranteed by us and rank equally in right of payment with all of the Operating Partnership's future senior unsecured indebtedness. However, the Notes due 2026 are effectively subordinated to any of the Company's, the Operating Partnership's and the Operating Partnership's subsidiaries' future secured indebtedness to the extent of the value of the assets securing such indebtedness. The Notes due 2026 pay interest semiannually at a rate of 5.50% per year and will mature on May 25, 2026. The terms of the Notes due 2026 are governed by an indenture dated May 25, 2021, and provide that if the debt rating on the Notes due 2026 is downgraded or withdrawn entirely, interest on the Notes due 2026 will increase to a range of 6.0% to 6.5% based on such debt rating.

In connection with the issuance of the Notes due 2026, we recorded $6.8 million of issuance costs, which are being amortized using the effective interest method and recognized as non-cash interest expense over the term of the Notes due 2026. The effective interest rate including amortization of issuance costs is 6.03%.

The following table details our interest expense related to the Notes due 2026 (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Cash coupon	$ 4,004	$ 4,125	$ 8,085	$ 8,250
Amortization of issuance cost	362	351	726	697
Capitalized interest	(39)	(224)	(95)	(389)
Total interest expense	$ 4,327	$ 4,252	$ 8,716	$ 8,558

The following table details the carrying value of our Notes due 2026 (in thousands):

	June 30, 2025	December 31, 2024
Principal amount	$ 291,215	$ 300,000
Unamortized issuance cost	(1,354)	(2,135)
Carrying value	$ 289,861	$ 297,865

The Operating Partnership may redeem some or all of the Notes due 2026 at its option at any time at the applicable redemption price. If the Notes due 2026 are redeemed prior to February 25, 2026, the redemption price will be equal to 100% of the principal amount of the Notes due 2026 being redeemed, plus a make-whole premium and accrued and unpaid interest thereon to, but excluding, the applicable redemption date. If the Notes due 2026 are redeemed on or after February 25, 2026, the redemption price will be equal to 100% of the principal amount of the Notes due 2026 being redeemed, plus accrued and unpaid interest thereon to, but excluding, the applicable redemption date.

In February 2025, we made early partial repayments at a discount totaling $8.7 million on the Notes due 2026, reducing the principal balance by $8.8 million. Following the partial repayment, all other terms and conditions of the debt agreement remain unchanged. At June 30, 2025, the outstanding principal balance was $291.2 million and the Company currently does not have sufficient liquidity to satisfy this obligation at maturity. Management has plans to refinance the Notes due 2026 and believes that it will be successful based on the strength of the Company's investment-grade rated balance sheet, long-term history of generating positive cash flows from operations and track record of success in raising capital. As a result, management has concluded that our plans are probable of achieving sufficient liquidity to satisfy this obligation prior to maturity in May 2026. While management believes it is probable that we will be able to refinance the Notes due 2026, there can be no assurance that we will be able to raise new capital or complete such refinance on terms that are attractive to the Company, or at all.

The terms of the indenture for the Notes due 2026 require compliance with various financial covenants, including minimum level of debt service coverage and limits on the amount of total leverage and secured debt maintained by the Operating Partnership. Management believes that it was in compliance with those covenants as of June 30, 2025.

Accrued interest payable for the Notes due 2026 as of June 30, 2025 and December 31, 2024 was $2.0 million and $2.1 million, respectively, and is included in accounts payable and accrued expenses on our consolidated balance sheets.

Revolving Credit Facility

In October 2023, our Operating Partnership entered into a loan and security agreement (the "Loan Agreement") with a federally regulated commercial bank, as lender and as agent for lenders that become party thereto from time to time, which matures on October 23, 2026. The Loan Agreement initially provided $50.0 million in aggregate commitments for secured revolving loans (the "Revolving Credit Facility"), the availability of which is based on a borrowing base consisting of real properties owned by subsidiaries (the "Subsidiary Guarantors") of the Operating Partnership that satisfy eligibility criteria set forth in the Loan Agreement. The obligations of the Operating Partnership under the Loan Agreement are guaranteed by the Company and the Subsidiary Guarantors, and are secured by (i) operating accounts of the Operating Partnership into which lease payments under the real property included in the borrowing base are paid, (ii) the equity interest of the

Subsidiary Guarantors, (iii) the real estate included in the borrowing base and the leases and rents thereunder, and (iv) all personal property of the Subsidiary Guarantors. Borrowings under the Revolving Credit Facility bear interest at a variable rate based on the greater of the prime rate and an applicable margin based on deposits with the participating bank(s) and a stipulated interest rate. The Revolving Credit Facility is subject to an unused line of credit fee, calculated in accordance with the Loan Agreement. The Loan Agreement is subject to certain liquidity and operating covenants and includes customary representations and warranties, affirmative and negative covenants and events of default. The Loan Agreement also allows the Operating Partnership, subject to the satisfaction of certain conditions, to request additional revolving loan commitments up to a specified amount. In November 2024, our Operating Partnership entered into an amendment to the Loan Agreement, pursuant to which the aggregate commitments under the Revolving Credit Facility was increased from $50.0 million to $87.5 million. There were no amounts outstanding under the Revolving Credit Facility as of June 30, 2025.

In connection with the Revolving Credit Facility, we recorded $1.2 million of issuance costs, which are being amortized on a straight-line basis and recognized as non-cash interest expense over the term of the Revolving Credit Facility. For the three months ended June 30, 2025 and 2024, we recognized $0.1 million and $68,000, respectively, of non-cash interest expense related to the Revolving Credit Facility. For the six months ended June 30, 2025 and 2024, we recognized $0.2 million and $0.1 million, respectively, of non-cash interest expense related to the Revolving Credit Facility.

The following table summarizes the principal payments on our outstanding indebtedness as of June 30, 2025 (in thousands):

Payments Due by Year	Amount
2025 (six months ending December 31)	$ —
2026	291,215
2027	—
2028	—
2029	—
Thereafter	—
Total	$ 291,215

8. Net Income Per Share

Grants of restricted stock and restricted stock units ("RSUs") of the Company in share-based payment transactions are considered participating securities prior to vesting and, therefore, are considered in computing basic earnings per share under the two-class method. The two-class method is an earnings allocation method for calculating earnings per share when a company's capital structure includes either two or more classes of common stock or common stock and participating securities. Earnings per basic share under the two-class method is calculated based on dividends declared on common shares and other participating securities ("distributed earnings") and the rights of participating securities in any undistributed earnings, which represents net income remaining after deduction of dividends accruing during the period. The undistributed earnings are allocated to all outstanding common shares and participating securities based on the relative percentage of each security to the total number of outstanding participating securities. Earnings per basic share represents the summation of the distributed and undistributed earnings per share class divided by the total number of shares.

Through June 30, 2025, all of the Company's participating securities received dividends or dividend equivalents at an equal dividend rate per share or unit. As a result, distributions to participating securities for the three and six months ended June 30, 2025 and 2024 have been included in net income attributable to common stockholders to calculate net income per basic and diluted share.

The 19,040 shares necessary to settle the Exchangeable Senior Notes on the if-exchanged method basis were dilutive for the six months ended June 30, 2024, and were included in the computation of diluted earnings per share.

For the three and six months ended June 30, 2024, the performance share units ("PSUs") granted to certain employees were included in dilutive securities to the extent the performance thresholds for vesting of the PSUs were met as measured as of June 30, 2024. The PSUs expired on December 31, 2024.

Computations of net income per basic and diluted share (in thousands, except share and per share data) were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Net income	$ 26,024	$ 41,993	$ 57,101	$ 81,421
Preferred stock dividends	(878)	(338)	(1,659)	(676)
Distribution to participating securities	(758)	(570)	(1,505)	(1,114)
Net income attributable to common stockholders used to compute net income per share – basic	24,388	41,085	53,937	79,631
Dilutive effect of Exchangeable Senior Notes	—	—	—	28
Net income attributable to common stockholders used to compute net income per share – diluted	$ 24,388	$ 41,085	$ 53,937	$ 79,659
Weighted-average common shares outstanding:				
Basic	27,924,092	28,250,843	28,098,850	28,197,930
Restricted stock and RSUs	393,601	300,582	353,261	289,736
PSUs	—	20,713	—	20,713
Dilutive effect of Exchangeable Senior Notes	—	—	—	19,040
Diluted	28,317,693	28,572,138	28,452,111	28,527,419
Net income attributable to common stockholders per share:				
Basic	$ 0.87	$ 1.45	$ 1.92	$ 2.82
Diluted	$ 0.86	$ 1.44	$ 1.90	$ 2.79

9. Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. Accounting guidance also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1—Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2—Includes other inputs that are directly or indirectly observable in the marketplace.

Level 3—Unobservable inputs that are supported by little or no market activities, therefore requiring an entity to develop its own assumptions.

The following table presents the carrying value and approximate fair value of financial instruments at June 30, 2025 and December 31, 2024 (in thousands):

	At June 30, 2025		At December 31, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Investments[1]	$ 5,258	$ 5,258	$ 5,000	$ 5,000
Investments as cash equivalents[2]	$ 6,022	$ 6,022	$ 45,714	$ 45,714
Notes due 2026[3]	$ 289,861	$ 285,213	$ 297,865	$ 289,077
Construction loan[4]	$ 22,800	$ 29,503	$ 22,800	$ 28,245
Notes receivable[5]	$ 16,786	$ 16,786	$ 16,786	$ 16,786

(1) At June 30, 2025 and December 31, 2024 , investments consisting of short-term certificates of deposit with an original maturity at the time of purchase of greater than 90 days and less than one year are classified as held-to-maturity, stated at cost which approximates fair value using Level 2 inputs.
(2) Investments as cash equivalents include investments of obligations of the U.S. government with an original maturity at the time of purchase of 90 days or less are classified as held-to-maturity, stated at amortized cost and valued using Level 1 inputs. Investments as cash equivalents also include investments in a money market fund that invests 100% in U.S. government securities, which is stated at cost and valued using level 1 inputs.
(3) The fair value is determined based upon Level 2 inputs as the Notes due 2026 were not traded in an active market.
(4) The construction loan receivable is categorized as Level 3 and was valued using a yield analysis, which is typically performed for non-credit impaired loans. To determine fair value using a yield analysis, a current price is imputed for the loan based upon an assessment of the expected market yield for a similarly structured loan with a similar level of risk. In the yield analysis, the Company considers the current contractual interest rate, the maturity and other terms of the loan relative to risk of the company and the specific loan. At each of June 30, 2025 and December 31, 2024, the expected market yield used to determine fair value was 16.25%. Changes in market yields may change the fair value of the construction loan. Generally, an increase in market yields may result in a decrease in the fair value of the construction loan. Due to the inherent uncertainty of determining the fair value of a loan that does not have a readily available market value, the fair value of the construction loan may fluctuate from period to period. Additionally, the fair value of the construction loan may differ significantly from the value that would have been used had a readily available market existed for such loan and may differ materially from the value that the Company may ultimately realize.
(5) Notes receivable relate to certain acquisitions of real estate which did not satisfy the requirements for sale-leaseback accounting (see Note 2 "Acquisition of Real Estate Properties" to our consolidated financial statements for more information). The notes receivable are categorized as Level 3 and were also valued using a yield analysis. At June 30, 2025 and December 31, 2024, the weighted average expected market yields used to determine fair values were 22.8% and 20.6%, respectively.

The carrying amounts of cash equivalents, accounts payable, accrued expenses and other liabilities approximate their fair values.

10. Common Stock Incentive Plan

Our board of directors adopted our 2016 Omnibus Incentive Plan (the "2016 Plan") to enable us to motivate, attract and retain the services of directors, employees and consultants considered essential to our long-term success. The 2016 Plan offers our directors, employees and consultants an opportunity to own our stock or rights that will reflect our growth, development and financial success. Under the terms of the 2016 Plan, the aggregate number of shares of our common stock subject to options, restricted stock, stock appreciation rights, restricted stock units and other awards, will be no more than 1,000,000 shares. Any equity awards that lapse, expire, terminate, are canceled or are forfeited (including forfeitures in connection with satisfaction of tax withholding obligations of the recipient) are re-credited to the 2016 Plan's reserve for future issuance. The 2016 Plan automatically terminates on the date which is ten years following the effective date of the 2016 Plan.

A summary of the restricted stock activity under the 2016 Plan and related information for the six months ended June 30, 2025 is included in the table below:

	Unvested Restricted Stock	Weighted-Average Grant Date Fair Value
Balance at December 31, 2024	77,268	$ 108.95
Granted	62,817	$ 73.18
Vested	(21,392)	$ 102.04
Forfeited[1]	(11,883)	$ 165.13
Balance at March 31, 2025	106,810	$ 83.04
Granted	6,291	$ 57.23
Vested	(3,186)	$ 113.05
Balance at June 30, 2025	109,915	$ 80.70

(1) Shares that were forfeited to cover the employees' tax withholding obligation upon vesting.

The remaining unrecognized compensation cost of $7.0 million for restricted stock awards is expected to be recognized over a weighted-average amortization period of 1.9 years as of June 30, 2025. The fair value of restricted stock that vested during the six months ended June 30, 2025 was $2.4 million.

The following table summarizes our RSU activity for the six months ended June 30, 2025. RSUs are issued as part of the Innovative Industrial Properties, Inc. Nonqualified Deferred Compensation Plan (the "Deferred Compensation Plan"), which allows a select group of management and our non-employee directors to defer receiving certain of their cash and equity-based compensation. RSUs are subject to vesting conditions of the Deferred Compensation Plan and have the same economic rights as shares of restricted stock under the 2016 Plan:

	Restricted Stock Units	Weighted-Average Grant Date Fair Value
Balance at December 31, 2024	222,502	$ 114.68
Granted	73,179	$ 73.18
Forfeited[1]	(9,242)	$ 97.39
Balance at March 31, 2025	286,439	$ 104.63
Granted	2,796	$ 57.23
Balance at June 30, 2025	289,235	$ 104.17

(1) Shares that were forfeited upon employee's cessation of employment.

The remaining unrecognized compensation cost of $8.5 million for RSU awards is expected to be recognized over an amortization period of 0.6 years as of June 30, 2025.

In January 2021 and 2022, we issued 70,795 and 102,641 "target" PSUs, respectively, to a select group of officers, which vest and are settled in shares of common stock based on the Company's total stockholder return over a performance period beginning on the applicable grant date and ending on December 31, 2023 and 2024, respectively. The PSUs granted in January 2021 and 2022 were forfeited in their entirety on December 31, 2023 and 2024, respectively, pursuant to the terms of the agreements, as the PSUs failed to meet the performance threshold for vesting.

Stock-based compensation for market-based PSU awards is based on the grant date fair value of the equity awards and is recognized over the applicable performance period. For the three and six months ended June 30, 2024, we recognized stock-based compensation expense of $1.7 million and $3.3 million, respectively, relating to PSU awards.

11. Commitments and Contingencies

Office Lease. The future contractual lease payments for our office lease and the reconciliation to the office lease liability reflected in other liabilities in our consolidated balance sheet as of June 30, 2025 is presented in the table below (in thousands):

Year	Amount
2025 (six months ending December 31)	$ 263
2026	543
2027	45
2028	—
2029	—
Total future contractual lease payments	851
Effect of discounting	(38)
Office lease liability	$ 813

Improvement Allowances. As of June 30, 2025, we had $11.6 million of commitments related to improvement allowances, which generally may be requested by the tenants at any time up until a date that is near the expiration of the initial term of the applicable lease.

Construction Loan. As of June 30, 2025, we had $0.2 million of commitments related to our Construction Loan for the development of a regulated cannabis cultivation and processing facility in California.

Environmental Matters. We follow the policy of monitoring our properties, both targeted acquisition and existing properties, for the presence of hazardous or toxic substances. While there can be no assurance that a material environmental liability does not exist, we are not currently aware of any environmental liabilities that would have a material adverse effect on our financial condition, results of operations and cash flow, or that we believe would require disclosure or the recording of a loss contingency.

Litigation.

Class Action Lawsuits

On April 25, 2022, a federal securities class action lawsuit was filed against the Company and certain of its officers. The case was named *Michael V. Mallozzi, individually and on behalf of others similarly situated v. Innovative Industrial Properties, Inc., Paul Smithers, Catherine Hastings and Andy Bui, Case No. 2-22-cv-02359*, and was filed in the U.S. District Court for the District of New Jersey. The lawsuit was purportedly brought on behalf of purchasers of our common stock and alleges that we and certain of our officers made false or misleading statements regarding our business in violation of Section 10(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), SEC Rule 10b-5, and Section 20(a) of the Exchange Act. According to the filed complaint, the plaintiff is seeking an undetermined amount of damages, interest, attorneys' fees and costs and other relief on behalf of the putative classes of all persons who acquired shares of the Company's common stock between May 7, 2020 and April 13, 2022.

On September 29, 2022, an Amended Class Action Complaint was filed under the same Case Number, adding as defendants Alan D. Gold and Benjamin C. Regin, and asserting causes of action under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. According to the Amended Class Action Complaint, the plaintiff is seeking an undetermined amount of damages, interest, attorneys' fees and costs and other relief on behalf of the putative classes of all persons who acquired shares of the Company's common stock between August 7, 2020 and August 4, 2022. On December 1, 2022, defendants moved to dismiss the Amended Class Action Complaint. On September 19, 2023, the court granted defendants' motion to dismiss the Amended Class Action Complaint without prejudice.

On October 19, 2023, a Second Amended Class Action Complaint was filed under the same Case Number, and asserted causes of action under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. According to the Second Amended Class Action Complaint, the plaintiff is seeking an undetermined amount of damages, interest, attorneys' fees and costs and other relief on behalf of the putative classes of all persons who acquired shares of the Company's common stock between August 7, 2020 and August 4, 2022. On December 18, 2023, defendants moved to dismiss the Second Amended Class Action Complaint; on February 1, 2024, plaintiff responded with their opposition to defendants' motion to dismiss the Second Amended Class Action Complaint; and on March 1, 2024, defendants replied to plaintiff's response. On September 25, 2024, the court granted defendants' motion to dismiss the Second Amended Class Action Complaint with prejudice. On September 30, 2024, plaintiff filed a notice of appeal of the court's dismissal of the Second Amended Class Action Complaint with prejudice. On December 9, 2024, plaintiff filed their opening appellate brief with the United States Court of Appeals for the Third Circuit. On January 23, 2025, defendants filed their appellate brief. On February 27, 2025, plaintiff filed their reply brief. Oral argument took place on June 17, 2025.

On January 17, 2025, a second federal securities class action lawsuit was filed against the Company and certain of its officers. The case was named *Alain Giraudon, individually and on behalf of others similarly situated v. Innovative Industrial Properties, Inc., Alan D. Gold, Paul E. Smithers, David Smith and Ben Regin, Case No. 1:25-cv-00182-RDB*, and was filed in the U.S. District Court for the District of Maryland. The lawsuit was purportedly brought on behalf of purchasers of our common stock and alleges that we and certain of our officers made false or misleading statements regarding our business in violation of Section 10(b) of the Exchange Act, SEC Rule 10b-5, and Section 20(a) of the Exchange Act. According to the filed complaint, the plaintiff is seeking an undetermined amount of damages, interest, attorneys' fees and costs and other relief on behalf of the putative classes of all persons who acquired shares of the Company's common stock between February 27, 2024 and December 19, 2024. On April 25, 2025, the court issued an order setting a briefing schedule, which is as follows: plaintiff is to file an Amended Complaint no later than June 23, 2025; defendants are to file an answer, move to dismiss, or otherwise respond no later than August 22, 2025; if defendants move

to dismiss, plaintiff is to file a response no later than October 21, 2025; and defendants are to file a reply no later than November 20, 2025. Plaintiffs filed an Amended Complaint on June 23, 2025.

On June 23, 2025, a Consolidated Class Action Complaint was filed under the same Case Number, adding Catherine Hastings as a defendant, and asserting causes of action under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. According to the Consolidated Class Action Complaint, the plaintiff is seeking an undetermined amount of damages, interest, attorneys' fees and costs and other relief on behalf of the putative classes of all persons who acquired shares of the Company's common stock between February 26, 2024 and March 28, 2025.

It is possible that similar lawsuits may yet be filed in the same or other courts that name the same or additional defendants. We intend to defend the lawsuit vigorously. However, at this time, we cannot predict the probable outcome of this action, and, accordingly, no amounts have been accrued in the Company's consolidated financial statements.

Derivative Action Lawsuits

On July 26, 2022, a derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *John Rice, derivatively on behalf of Innovative Industrial Properties, Inc. v. Paul Smithers, Catherine Hastings, Andy Bui, Alan Gold, Gary Kreitzer, Mary Curran, Scott Shoemaker, David Stecher, and Innovative Industrial Properties, Inc., Case Number 24-C-22-003312,* and was filed in the Circuit Court for Baltimore City, Maryland. The lawsuit asserts putative derivative claims for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, and waste of corporate assets against the directors and certain officers of the Company. The plaintiffs are seeking declaratory relief, direction to reform and improve corporate governance and internal procedures, and an undetermined amount of damages, restitution, interest, and attorneys' fees and costs. On September 6, 2022, the defendants in this action filed a Consent Motion to Stay the Proceedings, which was granted on October 11, 2022. On September 28, 2022, a second derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *Karen Draper, derivatively on behalf of Innovative Industrial Properties, Inc. v. Paul Smithers, Catherine Hastings, Andy Bui, Alan Gold, Gary Kreitzer, Mary Curran, Scott Shoemaker, David Stecher, Defendants, and Innovative Industrial Properties Inc., Nominal Defendant, Case Number 24-C-22-004243,* and filed in the Circuit Court for Baltimore City, Maryland. The lawsuit asserts putative derivative claims for breach of fiduciary duty, and seeks actions to reform and improve the Company, and an undetermined amount of damages, restitution, interest, and attorneys' fees and costs. On October 19, 2022, the parties to both cases filed a Joint Motion to Consolidate Related Shareholder Derivative Actions and to Appoint Lead and Liaison Counsel for plaintiffs, which was granted on December 19, 2022, along with a stay in the lawsuit pending a ruling on the defendants' motion to dismiss the federal class action lawsuit described above. On April 17, 2023, a third derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *Ross Weintraub, derivatively on behalf of Innovative Industrial Properties, Inc. v. Alan Gold, Paul Smithers, Catherine Hastings, Ben Regin, Andy Bui, Tracie Hager, Gary Kreitzer, David Stecher, Scott Shoemaker, Mary Curran, and Innovative Industrial Properties, Inc.,* Case Number 1:23-cv-00737-GLR, and filed in the United States District Court for the District of Maryland. The lawsuit asserts putative derivative claims for breach of fiduciary duty and violations of Section 14(a) of the Exchange Act, and seeks an undetermined amount of damages, equitable relief, and attorneys' fees and costs. Defendants in this action filed a Consent Motion to Stay the Proceeding, which was granted on April 17, 2023. On June 5, 2023, a fourth derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *Franco DeBlasio, on behalf of Gerich Melenth Nin (GMN) LP, derivatively on behalf of Innovative Industrial Properties, Inc. v. Paul Smithers, Catherine Hastings, Alan D. Gold, Tracie J. Hager, Benjamin C. Regin, Andy Bui, Gary A. Kreitzer, David Stecher, Scott Shoemaker, Mary Curran, and Innovative Industrial Properties, Inc.,* Case Number 1:23-cv-01513-GLR, and filed in the United States District Court for the District of Maryland. On July 19, 2023, the United States Court for the District of Maryland consolidated Case Nos. 1:23-cv-00737-GLR and 1:23-cv-01513-GLR with case number 1:23-cv-00737-GLR as the lead case, and kept the stay in place. The consolidated case remains stayed as Case Number 24-C-22-003312. This derivative action relates to the same allegations as those made in the Mallozzi class action, detailed above.

On May 9, 2024, a fifth derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *Gary A Gedig, derivatively on behalf of Innovative Industrial Properties, Inc. v. Paul Smithers, Catherine Hastings, Ben Regin, Andy Bui, Tracy Hager, Alan Gold, Gary A. Kreitzer, Mary Curran, Scott Shoemaker, M.D., and David Stecher, and Innovative Industrial Properties, Inc.,* Civil No. C-24-CV-24-000130, and filed in the Circuit Court for Baltimore City, Maryland. Plaintiff and defendants in this action filed a Joint Stipulation to Stay the Proceedings, which was granted on September 17, 2024. This derivative action relates to the same allegations as those made in the Mallozzi class action, detailed above.

On February 12, 2025, a derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *Joshua Steffens, derivatively on behalf of Innovative Industrial Properties, Inc. v. Alan Gold, Paul Smithers, David Smith, Ben Regin, Gary Kreitzer, Gary Stecher, Scott Shoemaker, Mary Allis Curran, and Innovative Industrial Properties, Inc., Case Number 1:25-cv-00456-ABA*, and was filed in the United States District Court for the District of Maryland. The lawsuit asserts putative derivative claims for violations of the Exchange Act, breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment, waste of corporate assets, and contribution against the directors and certain officers of the Company. The plaintiffs are seeking an undetermined amount of damages, interest, an accounting and constructive trust, punitive damages, and attorneys' fees and costs. On February 18, 2025, the case was reassigned and given Case Number 1:25-cv-00456-GLR. On February 19, 2025, the United States Court for the District of Maryland consolidated Case Nos. 1:25-cv-00469-BAH (detailed below) with case number 1:25-cv-00456-GLR as the lead case. Plaintiff and defendants in this action filed a Joint Stipulation and Order Staying the Consolidated Action, which was granted on March 13, 2025. This derivative action relates to the same allegations as those made in the Giraudon class action, detailed above.

On February 13, 2025, a derivative action lawsuit was filed against the Company and certain of its officers and directors. The case was named *Joshua Albers, derivatively on behalf of Innovative Industrial Properties, Inc. v. Alan Gold, Paul Smithers, David Smith, Ben Regin, Gary Kreitzer, Gary Stecher, Scott Shoemaker, Mary Allis Curran, and Innovative Industrial Properties, Inc., Case Number 1:25-cv-00469-BAH*, and was filed in the United States District Court for the District of Maryland. The lawsuit asserts putative derivative claims for violations of the Exchange Act, breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment, waste of corporate assets, and contribution against the directors and certain officers of the Company. The plaintiffs are seeking an undetermined amount of damages, interest, reform, punitive damages, and attorneys' fees and costs. On February 19, 2025, the United States Court for the District of Maryland consolidated Case Nos. 1:25-cv-00469-BAH with case number 1:25-cv-00456-GLR as the lead case. This derivative action also relates to the same allegations as those made in the Giraudon class action, detailed above.

The Company intends to vigorously defend each of these lawsuits. However, at this time, the Company cannot predict the probable outcome of these actions, and, accordingly, no amounts have been accrued in the Company's consolidated financial statements.

We may, from time to time, be a party to other legal proceedings, which arise in the ordinary course of our business. Although the results of these proceedings, claims, inquiries, and investigations cannot be predicted with certainty, we do not believe that the final outcome of these matters is reasonably likely to have a material adverse effect on our business, financial condition, or results of operations. Regardless of final outcomes, however, any such proceedings, claims, inquiries, and investigations may nonetheless impose a significant burden on management and employees and may come with significant defense costs or unfavorable preliminary and interim rulings.

12. Segment Information

We operate in one reportable segment of acquiring, developing/redeveloping and leasing real estate to tenants on a long-term triple-net basis. All of our revenues are generated in the United States and the CODM manages the business activities on a consolidated basis. The CODM is our President and Chief Executive Officer. The CODM assesses performance for the segment and decides how to allocate resources based on net income, which is reported on the consolidated statements of income. The CODM uses net income to evaluate return on investments and determine whether to reinvest profits or to pay dividends. The evaluation is also used to establish management's compensation. The revenues, expenses (including stock-based compensation) and net income for the reportable segment are the same as those presented on the consolidated financial statements. The measure of segment assets is reported on the consolidated balance sheets as total consolidated assets.

13. Subsequent Events

In July 2025, we terminated the lease with a subsidiary of Gold Flora at our property located at 19533 McLane Street in Palm Springs, California.

On August 6, 2025, the Company through its Operating Partnership entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with IQHQ, Inc., a Maryland corporation ("IQHQ REIT"). The Securities Purchase Agreement, together with certain exhibits thereto, set forth the terms under which the Operating Partnership agreed to: (i) purchase up to $170 million of preferred stock of IQHQ REIT (the "Preferred Stock") at a price of $1,000 per share, together with corresponding warrants to purchase common equity units of IQHQ Holdings, LP, a Delaware limited

partnership, subject to the satisfaction of certain funding milestones of the Preferred Stock; and (ii) provide a $100 million commitment to the operating partnership of IQHQ REIT as a member of a lender syndicate under an Amended and Restated Credit Agreement (the "RCF") with an initial term of three years, extendable by an additional 12 months upon payment of an extension fee and satisfaction of certain other conditions. The transactions contemplated by the Securities Purchase Agreement and the RCF are expected to close in the third quarter of 2025, subject to the satisfaction of customary closing conditions and approvals.

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

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this report. We make statements in this report that are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, our statements regarding anticipated growth in our funds from operations and anticipated market and regulatory conditions, our strategic direction, demographics, results of operations, plans and objectives are forward-looking statements. Forward-looking statements involve numerous risks and uncertainties, 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). You can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "should," "seeks," "approximately," "intends," "plans," "estimates" or "anticipates" or the negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: rates of default on leases for our assets; our ability to re-lease properties upon tenant defaults or lease terminations for the rent we currently receive, or at all; concentration of our portfolio of assets and limited number of tenants; the estimated growth in and evolving market dynamics of the regulated cannabis market; the satisfaction of closing conditions under the Securities Purchase Agreement and the RCF (each as defined below); anticipated funding sources for our investment in Preferred Stock of IQHQ REIT (each as defined below); the demand for regulated cannabis cultivation and processing facilities; decreased economic activity due to fluctuations in trade policies, tariffs, and related government actions; inflation dynamics; the impact of pandemics on us, our business, our tenants, or the economy generally; war and other hostilities, including the conflicts in Ukraine and Israel; our business and investment strategy; our projected operating results; actions and initiatives of the U.S. or state governments and changes to government policies and the execution and impact of these actions, initiatives and policies, including the fact that cannabis remains illegal under federal law; availability of suitable investment opportunities in the regulated cannabis industry; our understanding of our competition and our potential tenants' alternative financing sources; the expected medical-use or adult-use cannabis legalization in certain states; shifts in public opinion regarding regulated cannabis; the potential impact on us from litigation matters, including rising liability and insurance costs; the additional risks that may be associated with certain of our tenants cultivating, processing and/or dispensing adult-use cannabis in our facilities; the state of the U.S. economy generally or in specific geographic areas; economic trends and economic recoveries; our ability to access equity or debt capital; financing rates for our target assets; our level of indebtedness, which could reduce funds available for other business purposes and reduce our operational flexibility; covenants in our debt instruments, which may limit our flexibility and adversely affect our financial condition; our ability to maintain our investment grade credit rating; changes in the values of our assets; our expected portfolio of assets; our expected investments; interest rate mismatches between our assets and our borrowings used to fund such investments; changes in interest rates and the market value of our assets; the degree to which any interest rate or other hedging strategies may or may not protect us from interest rate volatility; the impact of and changes in governmental regulations, tax law and rates, accounting guidance and similar matters; how and when any forward equity sales may settle; our ability to maintain our qualification as a REIT for U.S. federal income tax purposes; our ability to maintain our exemption from registration under the Investment Company Act of 1940; availability of qualified personnel; and market trends in our industry, interest rates, real estate values, the securities markets or the general economy.

The risks included here are not exhaustive, and additional factors could adversely affect our business and financial performance, including factors and risks included in other sections of this report. In addition, we discussed a number of material risks in our Annual Report on Form 10-K for the year ended December 31, 2024 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. Those risks continue to be relevant to our performance and financial condition. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Any forward-looking statement made by us speaks only of the date on which we make it. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law. Stockholders and investors are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in the Company's filings and reports.

The purpose of this Management's Discussion and Analysis ("MD&A") is to provide an understanding of the Company's consolidated financial condition, results of operations and cash flows. MD&A is provided as a supplement to, and should be read in conjunction with, the Company's consolidated financial statements and accompanying notes.

Overview

As used herein, the terms "we", "us", "our" or the "Company" refer to Innovative Industrial Properties, Inc., a Maryland corporation, and any of our subsidiaries, including IIP Operating Partnership, LP, a Delaware limited partnership (the "Operating Partnership").

We are an internally-managed REIT focused on the acquisition, ownership and management of specialized properties leased to experienced, state-licensed operators for their regulated cannabis facilities. We have leased and expect to continue to lease our properties on a triple-net lease basis, where the tenant is responsible for all aspects of and costs related to the property and its operation during the lease term, including structural repairs, maintenance, real estate taxes and insurance.

We were incorporated in Maryland on June 15, 2016. We conduct our business through a traditional umbrella partnership real estate investment trust, or UPREIT structure, in which our properties are owned by our Operating Partnership, directly or through subsidiaries. We are the sole general partner of our Operating Partnership and own, directly or through subsidiaries, 100% of the limited partnership interests in our Operating Partnership. As of June 30, 2025, we had 23 full-time employees.

As of June 30, 2025, we owned 108 properties comprising 9.0 million square feet (including 588,000 rentable square feet under development/redevelopment) in 19 states. As of June 30, 2025, we had invested $2.5 billion in the aggregate (consisting of purchase price and funding of draws for construction and improvements submitted by tenants, if any, but excluding transaction costs) and had committed an additional $11.6 million to fund draws to certain tenants and vendors for improvements at our properties. Of the $11.6 million committed to fund draws to certain tenants and vendors for improvements at our properties, $5.6 million was incurred but not funded as of June 30, 2025.

Of these 108 properties, we include 105 properties in our operating portfolio, which were 98.6% leased as of June 30, 2025, with a weighted-average remaining lease term of 13.1 years. We do not include in our operating portfolio the following properties (all of which were under development/redevelopment as of June 30, 2025, and together are expected to comprise 491,000 rentable square feet upon completion of development/redevelopment):

- 63795 19th Avenue in Palm Springs, California (pre-leased);
- Inland Center Drive in San Bernardino, California; and
- Leah Avenue in San Marcos, Texas.

As discussed below under the section entitled "—Factors Impacting Our Operating Results—Conditions in Our Markets," market dynamics in the regulated cannabis industry have been extremely challenging in recent years. These challenges include federal, state and local taxation burdens; ineffective enforcement policies with respect to the illicit cannabis market; declines in unit pricing for regulated cannabis products; limited access to capital; and inflation and supply chain constraints. As we have discussed in this and previous filings with the SEC, these challenges have negatively impacted the ability of certain of our tenants to make their lease payments on the properties they lease from us. In light of these industry conditions and their impact on our existing portfolio, we may from time to time modify or expand our growth strategy to include a broader range of real estate and real estate-related investments, such as joint ventures, debt or mezzanine financing, preferred or joint venture equity interests, or interests in other real estate funds or REITs.

In March 2025, the Company launched a strategic initiative aimed at improving long-term financial performance by seeking to refresh a substantial portion of its tenant base with more financially viable, long-term tenants. As part of this initiative, the Company declared certain tenants and their affiliates in default for failure to pay contractual rent in full, including 4Front Ventures Corp., Gold Flora, LLC, and TILT Holdings Inc. These tenants, which collectively accounted for approximately 11.4% of the Company's contractual rent due as of June 30, 2025, owed $13.3 million, $2.8 million and $3.6 million, respectively, in base rent, property management fees, and estimated tax and insurance payments as of such date. The Company is actively pursuing its rights under these leases, which may include initiating eviction proceedings. Gold Flora and 4Front Ventures are both currently operating under receivership and 4Front Ventures has filed for bankruptcy protection in Canada. Therefore, any actions with respect to their leases may involve additional legal processes and delays. In July 2025, we terminated the lease with an affiliate of Gold Flora for our property located in Palm Springs, California, which represents one of three leases with affiliates of Gold Flora.

Additionally, the Company previously declared a default under a secured promissory note in the aggregate principal amount of $16.1 million (the "MIH Note"). As a result of the default, the full principal and accrued interest under the MIH Note, which amounted to $17.3 million as of June 30, 2025, became immediately due and payable. The MIH Note was

issued to the Company by the purchaser of four properties in California. The MIH Note is secured by such four properties. The Company is pursuing its rights under the MIH Note, which may include foreclosure on the four properties securing the loan.

The Company previously entered into leases with PharmaCann Inc. and its affiliates for eleven properties. Two of such leases, for cultivation facilities in Michigan and Massachusetts, had their monthly base rent of $1.3 million, in the aggregate, fully abated effective February 1, 2025, under lease amendments agreed to by the parties in January 2025. The Company re-leased the 205,000 square foot Michigan property to Berry Green in April 2025 and is seeking to re-lease the property located in Massachusetts. As previously disclosed, PharmaCann defaulted on its rent obligations under the remaining nine of these leases, covering properties in New York, Illinois, Pennsylvania, Ohio and Colorado, with total amounts due of $12.8 million as of June 30, 2025, representing approximately 11.5% of the Company's contractual rent due as of such date. The Company is in continuing discussions with PharmaCann regarding these leases and expects to enforce its rights under the leases aggressively, which may include, but is not limited to, commencing eviction proceedings as the Company deems necessary. See Note 6 "Investments in Real Estate" in the notes to our consolidated financial statements for further information regarding our leases with PharmaCann and the MIH Note described above.

Recent Developments

On August 6, 2025, the Company through its Operating Partnership entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with IQHQ, Inc., a Maryland corporation ("IQHQ REIT"). The Securities Purchase Agreement, together with certain exhibits thereto, set forth the terms under which the Operating Partnership agreed to: (i) purchase up to $170 million of preferred stock of IQHQ REIT (the "Preferred Stock") at a price of $1,000 per share, together with corresponding warrants to purchase common equity units of IQHQ Holdings, LP, a Delaware limited partnership, subject to the satisfaction of certain funding milestones of the Preferred Stock; and (ii) provide a $100 million commitment to the operating partnership of IQHQ REIT as a member of a lender syndicate under an Amended and Restated Credit Agreement (the "RCF") with an initial term of three years, extendable by an additional 12 months upon payment of an extension fee and satisfaction of certain other conditions. The Preferred Stock investment is expected to be funded in multiple tranches between the third quarter of 2025 and the second quarter of 2027, subject to extension options exercisable by IQHQ REIT. The Company expects to fund the RCF with a combination of cash on hand and draws from the Company's Revolving Credit Facility (as defined below). The Company expects to fund the Preferred Stock investment with cash on hand, draws from the Company's Revolving Credit Facility and potential proceeds from future financing activities. The transactions contemplated by the Securities Purchase Agreement and the RCF are expected to close in the third quarter of 2025, subject to the satisfaction of customary closing conditions and approvals.

Factors Impacting Our Operating Results

Our results of operations are affected by a number of factors and depend on the rental revenues we receive from the properties that we acquire, the timing of lease expirations, general market conditions, the regulatory environment in the regulated cannabis industry, and the competitive environment for real estate assets that support the regulated cannabis industry.

Rental Revenues

We receive income primarily from rental revenues generated by the properties that we acquire. The amount of rental revenues depends upon a number of factors, including:

- our ability to enter into leases with increasing or market value rents for the properties that we acquire; and
- rent collection, which primarily relates to each of our tenant's financial condition and ability to make rent payments to us on time.

The properties that we have acquired consist of primarily real estate assets that support the regulated cannabis industry. Most states where we own properties issue licenses for cannabis operations for a limited period. If one or more of our tenants are unable to renew or otherwise maintain their licenses or other state and local authorizations necessary to continue their cannabis operations, such tenants may default on their lease payments to us. Furthermore, changes in federal law and current favorable state or local laws in the cannabis industry may impair our ability to renew or re-lease properties and the ability of our tenants to fulfill their lease obligations and could materially and adversely affect our ability to maintain or increase rental rates for our properties.

Conditions in Our Markets

Positive or negative changes in regulatory, economic or other conditions, drought, and natural disasters in the markets where we acquire properties may affect our overall financial performance.

The success of our tenants in operating their businesses and their ability to pay rent continues to be significantly influenced by a range of macroeconomic and industry-specific challenges. These include, but are not limited to, inflationary pressures, elevated interest rates, substantial debt maturities, reduced access to capital, labor market constraints, evolving trade policies, supply chain disruptions and U.S. consumer financial health. Additionally, market dynamics and the regulatory regime in the states where they operate create challenges that may impact our tenants' businesses and/or decrease future demand for regulated cannabis cultivation and production facilities. These conditions have already adversely impacted the ability of certain of our tenants to satisfy their lease obligations and, if such conditions persist or deteriorate further, we expect that additional tenants may default under their leases and we may be unable to re-lease those properties on favorable terms or at all. These tenant-related challenges are currently having a material adverse effect on the Company's financial condition, results of operations, and cash flows. See "—Results of Operations—Comparison of the three and six months ended June 30, 2025 and 2024—Rental Revenues" for more information. The full extent and duration of these challenges remain subject to significant uncertainty.

Market Dynamics in Regulated Cannabis State Programs

States vary significantly in their market dynamics, driven by many factors, including, but not limited to, regulatory frameworks, enforcement policies with respect to illicit, unlicensed cannabis operations, taxation and licensing structures. For example, in California, according to Global Go Analytics, the illicit market for cannabis remains a much larger portion of overall sales in the state, and state and local authorities have assessed significant taxes on regulated cannabis products, both of which have had the impact of significantly limiting the growth and profitability for operators in the state's regulated cannabis market.

Many states continue to experience significant declines in unit pricing for regulated cannabis products, with that decline more pronounced in certain states than in others, which compresses operating margins for operators. As a result, certain regulated cannabis operators have announced that they are consolidating operations or shuttering certain operations to reduce costs, which if prolonged, could have a material negative impact on operators' demand for regulated cannabis facilities, including our existing tenants.

Reduced Capital Availability and Significant Debt Maturities for Cannabis Operators

Operators in the regulated cannabis industry are facing a challenging financial environment marked by reduced access to capital and mounting debt obligations. Over the past several years, capital availability for these operators has declined significantly due to many factors, including heightened financial market volatility, rising interest rates, growing geopolitical risks, and increased risk aversion among institutional investors. These pressures are compounded by ongoing regulatory uncertainty and the continued federal illegality of cannabis in the United States, which restricts access to traditional financing options, such as bank loans and public equity markets, leaving many reliant on higher-cost alternative financing.

At the same time, a growing number of cannabis companies are approaching the maturity dates of previously issued debt, much of which was incurred during a period of more favorable market conditions. Many of these debt instruments carry relatively high interest rates and restrictive covenants, which further constrain operational flexibility. With limited refinancing options available, operators may face challenges meeting upcoming debt obligations, increasing the risk of defaults, asset sales, or operational cutbacks. These financial pressures, combined with ongoing inflation, compressed margins, and regulatory burdens, pose significant risks to tenant stability and long-term performance in the cannabis sector, potentially impacting our tenant credit quality, lease compliance, and future leasing activity.

Inflation, Tariffs and Supply Chain Disruption

Recent changes in U.S. trade policy, including the imposition of significant tariffs on imports from Canada, Mexico, China, and other key trading partners, are expected to increase the costs of key inputs used in cannabis cultivation and production, such as equipment, lighting systems, HVAC units, construction materials and specialized packaging. These added costs are especially impactful to our tenants operating in the regulated cannabis industry, which already faces heightened compliance, regulatory and tax burdens compared to other sectors. In addition, escalating geopolitical tensions

and retaliatory trade measures have disrupted global supply chains, which may lead to sourcing challenges, longer lead times, and increased costs for capital projects, including the development and redevelopment of our properties. These factors may result in cost overruns or delays in the development or redevelopment of our properties and may adversely affect the timing and commencement of operations on certain of our tenants' projects. However, the ultimate impact remains uncertain, as future changes to tariff policy, including potential adjustments or exemptions, could materially influence cost structures and supply chain decisions across the industry.

Significant Tenants and Concentrations of Risk

As of June 30, 2025, we owned 108 properties located in 19 states leased to 36 tenants. Many of our tenants are tenants at multiple properties. We seek to manage our portfolio-level risk through geographic diversification and by minimizing dependence on any single property or tenant. At June 30, 2025, our largest property was located in New York and accounted for 5.5% of our net real estate held for investment. No other properties accounted for more than 5% of our net real estate held for investment at June 30, 2025. See Note 2 "Concentration of Credit Risk" in the notes to our consolidated financial statements for further information regarding the tenants in our portfolio that represented the largest percentage of our total rental revenues for the three and six months ended June 30, 2025.

Competitive Environment

We face competition from a diverse mix of market participants, including but not limited to, other companies with similar business models, independent investors, hedge funds, lenders and other real estate investors, as well as potential tenants (cannabis operators themselves), all of whom may compete with us in our efforts to acquire real estate zoned for regulated cannabis operations. Competition from others may diminish our opportunities to acquire a desired property on favorable terms or at all. In addition, this competition may put pressure on us to reduce the rental rates below those that we expect to charge for the properties that we acquire, which would adversely affect our financial results.

Operating Expenses

Our operating expenses include general and administrative expenses, including personnel costs, stock-based compensation, and legal, accounting and other expenses related to corporate governance, public reporting and compliance with the various provisions of U.S. securities laws. Our operating expenses also include costs that we incur for properties that are not leased (or are leased but tenant's rent obligations, including for payment of operating expenses, have not yet commenced), including taxes, insurance, maintenance, security, utilities and other property-specific costs. We generally structure our leases so that the tenant is responsible for taxes, maintenance, insurance and structural repairs with respect to the premises throughout the lease term. Increases or decreases in such operating expenses will impact our overall financial performance.

Our Qualification as a REIT

We have been organized and operate our business so as to qualify to be taxed as a REIT for U.S. federal income tax purposes. Shares of our common stock and Series A Preferred Stock are subject to restrictions on ownership and transfer that are intended, among other purposes, to assist us in qualifying and maintaining our qualification as a REIT. In order for us to qualify as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), the relevant sections of our charter provide that, subject to certain exceptions, no person or entity may own, or be deemed to own, by virtue of the applicable constructive ownership provisions of the Code, more than 9.8% (in value or number of shares, whichever is more restrictive) of the aggregate of our outstanding shares of stock or Series A Preferred Stock or more than 9.8% (in value or number of shares, whichever is more restrictive) of our outstanding common stock or any class or series of our outstanding preferred stock.

Results of Operations

Investments in Real Estate

See Note 6 "Investment in Real Estate" in the notes to the consolidated financial statements for information regarding our investments in real estate activity and property portfolio activity during the six months ended June 30, 2025.

Comparison of the Three and Six Months Ended June 30, 2025 and 2024

The following table sets forth the results of our operations (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Revenues:				
Rental (including tenant reimbursements)	$ 62,866	$ 79,253	$ 134,563	$ 154,167
Other	$ 25	540	$ 50	1,080
Total revenues	62,891	79,793	134,613	— 155,247
Expenses:				
Property expenses	6,867	6,863	14,246	13,572
General and administrative expense	8,626	9,661	17,087	19,223
Depreciation and amortization expense	18,500	17,473	36,891	34,623
Impairment loss on real estate	—	—	3,527	—
Total expenses	33,993	33,997	71,751	67,418
Gain (loss) on sale of real estate	—	(3,449)	—	(3,449)
Income from operations	28,898	42,347	62,862	84,380
Interest income	1,570	3,966	3,183	5,750
Interest expense	(4,444)	(4,320)	(8,944)	(8,709)
Net income	26,024	41,993	57,101	81,421
Preferred stock dividends	(878)	(338)	(1,659)	(676)
Net income attributable to common stockholders	$ 25,146	$ 41,655	$ 55,442	$ 80,745

Revenues

Rental Revenues. Rental revenues for the three months ended June 30, 2025 decreased by $16.4 million, or 21%, to $62.9 million, compared to $79.3 million for the three months ended June 30, 2024. The decrease was primarily driven by tenant defaults totaling $15.3 million related to properties leased to PharmaCann, Gold Flora, TILT and 4Front. In addition, there was also a decrease of $1.3 million related to properties that have been taken back or sold, a $3.9 million decrease from a one-time disposition-contingent lease termination fee that was collected during the three months ended June 30, 2024 in connection with the sale of a property in California, and a $0.6 million decrease in tenant reimbursement revenue primarily due to tenant defaults. These decreases were partially offset by a $1.6 million increase from the two properties acquired in 2024 and one property acquired in 2025, a $1.5 million increase from new leases on five existing properties and a $1.6 million increase from annual contractual rent escalations.

For the three months ended June 30, 2025, we applied $18,000 of security deposits for payment of rent on a property leased to Emerald, which was sold in April 2025. For the three months ended June 30, 2024, we applied $0.6 million security deposits for payment of rent on three properties leased to TILT and Temescal.

Rental revenues for the six months ended June 30, 2025 decreased by $19.6 million, or 13%, to $134.6 million, compared to $154.2 million for the six months ended June 30, 2024. The decrease was primarily driven by tenant defaults totaling $20.9 million related to properties leased to PharmaCann, Gold Flora, TILT and 4Front. In addition, there was also a decrease of $2.7 million related to properties that have been taken back or sold, a $3.9 million decrease from a one-time disposition-contingent lease termination fee that was collected during the six months ended June 30, 2024 in connection with the sale of our property in Los Angeles, California, and a $0.6 million decrease in tenant reimbursement revenue primarily due to tenant defaults. These decreases were partially offset by a $3.1 million increase from the two properties acquired in 2024 and the one property acquired in 2025, a $2.4 million increase from new leases on five existing properties and a $3.0 million increase from annual contractual rent escalations.

For the six months ended June 30, 2025, we applied $5.8 million of security deposits for payment of rent on properties leased to PharmaCann, Gold Flora, TILT, Sozo and Emerald. For the six months ended June 30, 2024, we applied $0.6 million of security deposits for payment of rent on properties leased to Temescal and TILT.

Other Revenues. Other revenues for the three and six months ended June 30, 2025 and 2024 consisted of interest revenue related to leases for property acquisitions that did not satisfy the requirements for sale-leaseback accounting. Other revenues for three and six months ended June 30, 2025 decreased by $0.5 million and $1.0 million, respectively, compared to the three and six months ended June 30, 2024, primarily due to non-collection of rent related to one property leased to 4Front.

Expenses

Property Expenses. Property expenses for the three months ended June 30, 2025 were $6.9 million, reflecting no material change compared to the three months ended June 30, 2024. The property expenses for six months ended June 30, 2025 increased by $0.6 million to $14.2 million, compared to $13.6 million for the six months ended June 30, 2024. The increase was primarily due to additional investment in existing properties, which resulted in higher property taxes that we paid for our properties, which was partially offset by a decrease in insurance expense due to lower premiums on the master policy renewed in August 2024. Property expenses related to leased properties are generally reimbursable to us by tenants under the terms of the leases.

General and Administrative Expense. General and administrative expense for the three months ended June 30, 2025 decreased by $1.1 million to $8.6 million, compared to $9.7 million for the three months ended June 30, 2024. General and administrative expense for the six months ended June 30, 2025 decreased by $2.1 million to $17.1 million, compared to $19.2 million for the six months ended June 30, 2024. The decrease in general and administrative expense in both periods was primarily due to lower stock-based compensation expense driven by PSUs granted in 2022 that were forfeited on December 31, 2024 as they did not meet the performance thresholds. The non-cash stock based compensation for employees and directors for the three and six months ended June 30, 2025 decreased by $1.7 million and $4.0 million, respectively, to $2.7 million and $4.7 million, compared to $4.4 million and $8.7 million for the three and six months ended June 30, 2024. The decrease was partially offset by an increase in legal, consultant and payroll expenses during the three and six months ended June 30, 2025.

Depreciation and Amortization Expense. Depreciation and amortization expense for the three months ended June 30, 2025 increased by $1.0 million to $18.5 million, compared to $17.5 million for the three months ended June 30, 2024. Depreciation and amortization expense for the six months ended June 30, 2025 increased by $2.3 million to $36.9 million, compared to $34.6 million for the six months ended June 30, 2024. The increase in depreciation and amortization expense was primarily related to depreciation on properties that we acquired in 2024, one property we acquired in February 2025 and the placement into service of construction and improvements at certain of our properties.

Impairment Loss on Real Estate. Impairment loss on real estate of $3.5 million for the six months ended June 30, 2025 is related to one of our properties located in Palm Springs, California which was sold in June 2025.

Loss on Sale of Real Estate. Amount relates to the sale of property in Los Angeles, California (see Note 6 "Investments in Real Estate" to our consolidated financial statements included in this report for more information).

Interest Income. Interest income for the three and six months ended June 30, 2025 decreased by $2.4 million and $2.6 million, respectively, to $1.6 million and $3.2 million, compared to $4.0 million and $5.8 million for the three and six months ended June 30, 2024. The decrease was partially due to having less interest-bearing investments and lower rates earned on those investments during the three and six months ended June 30, 2025 compared to the three and six months ended June 30, 2024. The decrease of interest income was also driven by the lower cash interest received on our construction loan pursuant to which we agreed to lend up to $23.0 million, for the development of a regulated cannabis cultivation and processing facility in California (the "Construction Loan"). Cash interest received on our Construction Loan for the three and six months ended June 30, 2025 were $0.8 million and $1.4 million, respectively, compared to $2.1 million in both the three and six months ended June 30, 2024.

Interest Expense. Interest expense primarily consists of interest on our Notes due 2026. Interest expense for the three and six months ended June 30, 2025 increased by $0.1 million and $0.2 million, respectively, to $4.4 million and $8.9 million compare to $4.3 million and $8.7 million for the three and six months ended June 30, 2024. The increase was primarily due to an increase in non-cash interest expense related to the Revolving Credit Facility and a decrease in the

amount of interest capitalized for both three and six months ended June 30, 2025. The increase was partially offset by a decrease in interest expense on our Notes due 2026 as we made an early partial repayment in February 2025, reducing the outstanding balance from $300 million to $291.2 million.

Cash Flows

Comparison of the Six Months Ended June 30, 2025 and 2024 (in thousands)

	Six Months Ended June 30,		
	2025	2024	Change
Net cash provided by (used in) operating activities	$ 102,691	$ 135,771	$ (33,080)
Net cash provided by (used in) investing activities	(22,912)	(58,833)	35,921
Net cash provided by (used in) financing activities	(126,358)	(97,802)	(28,556)
Ending cash and cash equivalents	99,666	120,835	(21,169)

Operating Activities

Cash flows provided by operating activities for the six months ended June 30, 2025 and 2024 were $102.7 million and $135.8 million, respectively. Cash flows provided by operating activities were generally from contractual rent and tenant reimbursements from our properties, partially offset by our general and administrative expense, interest expense, property expenses in excess of tenant reimbursements and property expenses at properties that were not leased. The decrease in cash flows provided by operating activities for the six months ended June 30, 2025 compared to the six months ended June 30, 2024 was primarily due to lower net income and the application of $5.8 million of security deposits for contractual rent due to tenant defaults. Cash flows provided by operating activities for the six months ended June 30, 2024 also included a $3.9 million disposition-contingent lease termination fee that was received concurrently with the sale of our property in Los Angeles, California.

Investing Activities

Cash flows used in investing activities for the six months ended June 30, 2025 was $22.9 million, of which $24.4 million was related to investments in real estate and funding of draws for improvement and construction funding at our properties, $0.3 million was related to net purchases and maturities of short-term investments, partially offset by $1.8 million in proceeds related to the sale of our Palm Springs, California property. Cash flows used in investing activities for the six months ended June 30, 2024 were $58.8 million, of which $50.0 million was related to investments in real estate and funding of draws for improvement and construction funding at our properties, $17.9 million was related to net purchases and maturities of short-term investments, and was partially offset by $9.1 million in proceeds related to the sale of our Los Angeles, California property.

Financing Activities

Net cash used in financing activities of $126.4 million during the six months ended June 30, 2025 was due to dividend payments of $110.1 million to common and preferred stockholders, partial principal payment on the Notes due 2026 of $8.7 million, $0.7 million related to net share settlement of equity awards to pay the required withholding taxes upon vesting of restricted stock for certain employees, and $20.1 million related to repurchase of common stock, partially offset by $13.2 million in net proceeds from the issuance of our Series A Preferred Stock pursuant to our ATM Program.

Net cash used in financing activities of $97.8 million during the six months ended June 30, 2024 was the result of $11.8 million in net proceeds from the issuance of our common stock, offset by dividend payments of $104.1 million to common and preferred stockholders, principal payment on the Exchangeable Senior Notes of $4.4 million, and $1.0 million related to net share settlement of equity awards to pay the required withholding taxes upon vesting of restricted stock for certain employees and payment of deferred financing costs.

Liquidity and Capital Resources

Sources and Uses of Cash

Liquidity is a measure of our ability to meet potential cash requirements. We derive substantially all of our revenues from the leasing of our properties and collecting rental income, which includes operating expense reimbursements, based on contractual arrangements with our tenants. This source of revenue represents our primary source of liquidity to fund the acquisition of additional properties, the development and redevelopment of existing properties, dividends to our stockholders, obligations under our Notes due 2026, repayment of borrowings and interest payments under our Revolving Credit Facility, general and administrative expenses, property development and redevelopment activities, property operating expenses and other expenses incurred related to managing our existing portfolio and investing in additional properties. Because substantially all of our leases are triple net, our tenants are generally responsible for the maintenance, insurance and property taxes associated with the properties they lease from us. If a tenant defaults on one of our leases or the lease term expires with no tenant renewal, we would incur property costs not paid by the tenant during the time it takes to re-lease or sell the property.

As of June 30, 2025, we owned 108 properties. Of these properties, the 105 properties in our operating portfolio were 98.6% leased, with a weighted-average remaining lease term of 13.1 years.

We expect to incur some property-level operating costs from time to time in periods during which properties that become vacant are being remarketed or re-positioned. In addition, we may recognize an expense for certain property costs, such as insurance premiums and real estate taxes billed in arrears, if we believe the tenant is likely to vacate the property before making payment on those obligations or may be unable to pay such costs in a timely manner. Property costs are generally not significant to our operations, but the amount of property costs can vary quarter to quarter based on the number of property vacancies and whether we have any underperforming properties. We may advance certain property costs on behalf of our tenants but expect that the majority of these costs will be reimbursed by the tenant and do not anticipate that they will be significant to our operations. In addition, for properties that are not leased and are under development or redevelopment, we may make significant additional investments in these properties in order to get them ready for their intended use and to re-lease them. For the three and six months ended June 30, 2025, property expenses included $0.7 million and $1.4 million, respectively, of non-reimbursed expenses related to operating properties that were not leased.

The transactions contemplated by the Securities Purchase Agreement and the RCF are expected to close in the third quarter of 2025, subject to the satisfaction of customary closing conditions and approvals. The Preferred Stock investment is expected to be funded in multiple tranches between the third quarter of 2025 and the second quarter of 2027, subject to extension options exercisable by IQHQ REIT. We expect to fund the RCF with a combination of cash on hand and draws on our Revolving Credit Facility. We expect to fund the Preferred Stock investment with cash on hand, draws on our Revolving Credit Facility and potential proceeds from future financing activities.

In May 2021, we received an investment grade rating from a ratings agency. We sought to obtain an investment grade rating to facilitate access to the investment grade unsecured debt market as part of our overall strategy to maximize our financial flexibility and manage our overall cost of capital. In May 2021, our Operating Partnership issued $300.0 million aggregate principal amount of Notes due 2026. The Notes due 2026 are the Operating Partnership's general unsecured and unsubordinated obligations, and rank equally in right of payment with all of the Operating Partnership's future senior unsecured indebtedness. The terms of the Notes due 2026 are governed by an indenture, which requires compliance with various financial covenants including limits on the amount of total leverage and secured debt maintained by the Operating Partnership and which require the Operating Partnership to maintain minimum levels of debt service coverage. Management believes that it was in compliance with those covenants as of June 30, 2025. In addition, the terms of the indenture provide that if the debt rating on the Notes due 2026 is downgraded or withdrawn entirely, interest on the Notes due 2026 will increase to a range of 6.0% to 6.5% based on such debt rating.

In February 2025, we filed a new shelf registration statement to replace our prior shelf registration statement, which terminated on January 24, 2025, which may permit us, from time to time, to offer and sell common stock, preferred stock, debt, warrants and other securities to the extent necessary or advisable to meet our liquidity needs.

Following the filing of the new registration statement, we filed with the SEC a prospectus supplement that continues our at-the-market" offering program ("ATM Program"), pursuant to which we may offer and sell from time to time, including on a forward basis, shares of our common stock and 9.00% Series A Cumulative Redeemable Preferred Stock,

$0.001 par value per share (the "Series A Preferred Stock"), up to an aggregate offering price of $500.0 million. During the six months ended June 30, 2025, we sold 558,981 shares of our Series A Preferred Stock for net proceeds of $13.2 million. As of June 30, 2025, shares of the Company's common stock and Series A Preferred Stock having an aggregate offering price of up to $476.1 million remain available for offer and sale pursuant to the ATM Program.

In October 2023, our Operating Partnership entered into a loan and security agreement (the "Loan Agreement") with a federally regulated commercial bank, as lender and as agent for lenders that become party thereto from time to time. The Loan Agreement matures on October 23, 2026, and was most recently amended in November 2024 to increase aggregate commitments for secured revolving loans to $87.5 million (the "Revolving Credit Facility"). The Loan Agreement also allows the Operating Partnership, subject to the satisfaction of certain conditions, to request additional revolving incremental loan commitments up to a specified amount. The Loan Agreement is subject to certain liquidity and operating covenants and includes customary representations and warranties, affirmative and negative covenants and events of default. There were no amounts outstanding under the Loan Agreement as of June 30, 2025.

We expect to meet our liquidity needs through cash and investments on hand, cash flows from operations, draws on our Revolving Credit Facility and our ability to issue additional debt and equity securities under our ATM Program or otherwise. At June 30, 2025, the outstanding principal balance on our Notes due 2026 was $291.2 million and we plan to refinance these notes prior to maturity in May 2026. We believe that our liquidity and these sources of capital will be adequate to satisfy our cash requirements over the next 12-month period. We cannot, however, be certain that these sources of funds will be available at a time and upon terms acceptable to the Company in sufficient amounts to meet our liquidity needs. Our investment guidelines also provide that our aggregate borrowings (secured and unsecured) will not exceed 50% of the cost of our tangible assets at the time of any new borrowing, subject to our board of directors' discretion.

In the long term, we may also voluntarily repurchase our outstanding debt or equity securities (depending on prevailing market conditions, our liquidity, contractual restrictions and other factors) through cash purchases, open-market purchases, privately negotiated transactions, tender offers or otherwise. In March of 2025, our Board of Directors authorized the purchase of up to $100.0 million in shares of our common stock. The timing, volume and nature of the repurchases will be at the discretion of management based on its evaluation of the capital needs of the Company, market conditions, applicable legal requirements and other factors. There is no guarantee as to the number of shares that will be repurchased. Repurchases under the share repurchase plan are expected to be funded from existing cash balances and proceeds from the sale of the Company's Series A Preferred Stock under its ATM Program. During the three months ended June 30, 2025, 366,952 shares were repurchased under the share repurchase plan. The repurchase plan expires on March 17, 2026, and may be extended, suspended, modified or discontinued at any time at the Company's discretion.

In recent years, financial markets have been volatile in general. If sustained, this could have a material adverse effect on our business, financial condition and results of operations, including our ability to continue to make acquisitions of new properties and fund investments for improvements at existing properties, and refinance our existing indebtedness.

Dividends

The Company is required to pay dividends to its stockholders at least equal to 90% of its taxable income in order to qualify and maintain its qualification as a REIT. As a result of this distribution requirement, our Operating Partnership cannot rely on retained earnings to fund its ongoing operations to the same extent that other companies whose parent companies are not REITs can. Our ability to continue to pay dividends is dependent upon our ability to continue to generate cash flows, service any debt obligations we have, including our Notes due 2026, and make accretive new investments.

The following table describes the dividends declared by the Company during the six months ended June 30, 2025:

Declaration Date	Security Class	Amount Per Share	Record Date	Dividend Paid Date	Dividend Amount
					(In thousands)
March 14, 2025	Common stock	$ 1.90	March 31, 2025	April 15, 2025	$ 54,463
March 14, 2025	Series A preferred stock	$ 0.5625	March 31, 2025	April 15, 2025	$ 781
June 13, 2025	Common stock	$ 1.90	June 30, 2025	July 15, 2025	$ 53,783
June 13, 2025	Series A preferred stock	$ 0.5625	June 30, 2025	July 15, 2025	$ 878

Contractual Obligations

The following table summarizes our contractual obligations as of June 30, 2025 (in thousands):

Payments Due by Year	Notes due 2026	Interest	Office Rent	Total
2025 (six months ended December 31)	$ —	$ 8,009	$ 263	$ 8,272
2026	291,215	6,451	543	298,209
2027	—	—	45	45
2028	—	—	—	—
2029	—	—	—	—
Total	$ 291,215	$ 14,460	$ 851	$ 306,526

Additionally, as of June 30, 2025, we had (1) $11.6 million outstanding in commitments related to improvement allowances, which generally may be requested by the tenants at any time up until a date that is near the expiration of the initial term of the applicable lease; and (2) $0.2 million outstanding in commitments to fund the Construction Loan. The commitments discussed in this paragraph are excluded from the table of contractual obligations above, as improvement allowances generally may be requested by the tenants at any time up until a date that is near the expiration of the initial term of the applicable lease, there is no explicit time frame for incurring the obligations related to our contracts with vendors, and Construction Loan funding generally may be requested by the borrower from time to time, subject to satisfaction of certain conditions.

Non-GAAP Financial Information

In addition to the required GAAP presentations, we use certain non-GAAP performance measures as we believe these measures improve the understanding of our operational results. We continually evaluate the usefulness, relevance, limitations, and calculation of our reported non-GAAP performance measures to determine how best to provide relevant information to the public and thus such reported measures could change.

Funds from Operations, Normalized Funds from Operations and Adjusted Funds from Operations

Funds from operations ("FFO") and FFO per share are operating performance measures adopted by the National Association of Real Estate Investment Trusts, Inc. ("NAREIT"). NAREIT defines FFO as the most commonly accepted and reported measure of a REIT's operating performance equal to net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, depreciation, amortization and impairment related to real estate properties, and after adjustments for unconsolidated partnerships and joint ventures. The Company also excludes the disposition-contingent lease termination fee relating to the sale of our property in Los Angeles, California in May 2024.

Management believes that net income, as defined by GAAP, is the most appropriate earnings measurement. However, management believes FFO and FFO per share to be supplemental measures of a REIT's performance because they provide an understanding of the operating performance of our properties without giving effect to certain significant non-cash items, primarily depreciation expense. Historical cost accounting for real estate assets in accordance with GAAP assumes that the value of real estate assets diminishes predictably over time. However, real estate values instead have historically risen or fallen with market conditions. We believe that by excluding the effect of depreciation, FFO and FFO per share can facilitate comparisons of operating performance between periods. We report FFO and FFO per share because these measures are observed by management to also be the predominant measures used by the REIT industry and by industry analysts to evaluate REITs and because FFO per share is consistently reported, discussed, and compared by research analysts in their notes and publications about REITs. For these reasons, management has deemed it appropriate to disclose and discuss FFO and FFO per share.

We compute normalized funds from operations ("Normalized FFO") by adjusting FFO, as defined by NAREIT, to exclude certain GAAP income and expense amounts that we believe are infrequent and unusual in nature and/or not related to our core real estate operations. Exclusion of these items from similar FFO-type metrics is common within the equity REIT industry, and management believes that presentation of Normalized FFO and Normalized FFO per share provides investors with a metric to assist in their evaluation of our operating performance across multiple periods and in comparison to the operating performance of other companies, because it removes the effect of unusual items that are not expected to impact our operating performance on an ongoing basis. Normalized FFO is used by management in evaluating the performance of our core business operations. Items included in calculating FFO that may be excluded in calculating

Normalized FFO include certain transaction-related gains, losses, income or expense or other non-core amounts as they occur.

Management believes that adjusted funds from operations ("AFFO") and AFFO per share are also appropriate supplemental measures of a REIT's operating performance. We calculate AFFO by adjusting Normalized FFO for certain cash and non-cash items.

For the six months ended June 30, 2024, FFO (diluted), Normalized FFO and AFFO, and FFO, Normalized FFO and AFFO per diluted share include the dilutive impact of the assumed full exchange of the Exchangeable Senior Notes for shares of common stock as if the Exchangeable Senior Notes were exchanged at the beginning of the respective reporting period. The Exchangeable Senior Notes matured in February 2024.

For the three and six months ended June 30, 2024, the performance share units ("PSUs") granted to certain employees were included in dilutive securities to the extent the performance thresholds for vesting of the PSUs were met as measured as of June 30, 2024. The PSUs expired on December 31, 2024.

Our computation of FFO, Normalized FFO, and AFFO may differ from the methodology for calculating FFO, Normalized FFO and AFFO utilized by other equity REITs and, accordingly, may not be comparable to such REITs. Further, FFO and AFFO do not represent cash flow available for management's discretionary use. FFO, Normalized FFO and AFFO should not be considered as an alternative to net income (computed in accordance with GAAP) as an indicator of our financial performance or to cash flow from operating activities (computed in accordance with GAAP) as an indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions. FFO, Normalized FFO and AFFO should be considered only as supplements to net income computed in accordance with GAAP as measures of operations.

The table below is a reconciliation of net income attributable to common stockholders to FFO, Normalized FFO and AFFO for the three and six months ended June 30, 2025 and 2024 (in thousands, except share and per share amounts):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Net income attributable to common stockholders	$ 25,146	$ 41,655	$ 55,442	$ 80,745
Real estate depreciation and amortization	18,500	17,473	36,891	34,623
Impairment loss on real estate	—	—	3,527	—
Disposition-contingent lease termination fee, net of loss on sale of real estate[1]	—	(451)	—	(451)
FFO attributable to common stockholders (basic)	43,646	58,677	95,860	114,917
Cash and non-cash interest expense on Exchangeable Senior Notes	—	—	—	28
FFO attributable to common stockholders (diluted)	43,646	58,677	95,860	114,945
Litigation-related expense	413	164	819	310
Loss (gain) on partial repayment of Notes due 2026	—	—	(32)	—
Normalized FFO attributable to common stockholders (diluted)	44,059	58,841	96,647	115,255
Income on seller-financed notes[2]	1,164	403	1,317	806
Deferred lease payments received on sales-type leases[3]	5	1,462	25	2,918
Stock-based compensation	2,672	4,371	4,750	8,686
Non-cash interest expense	476	401	946	789
Above-market lease amortization	23	23	46	46
AFFO attributable to common stockholders (diluted)	$ 48,399	$ 65,501	$ 103,731	$ 128,500
FFO per common share – diluted	$ 1.54	$ 2.06	$ 3.37	$ 4.03
Normalized FFO per common share – diluted	$ 1.56	$ 2.06	$ 3.40	$ 4.04
AFFO per common share – diluted	$ 1.71	$ 2.29	$ 3.65	$ 4.50
Weighted average common shares outstanding – basic	27,924,092	28,250,843	28,098,850	28,197,930
Restricted stock and RSUs	393,601	300,582	353,261	289,736
PSUs	—	20,713	—	20,713
Dilutive effect of Exchangeable Senior Notes	—	—	—	19,040
Weighted average common shares outstanding – diluted	28,317,693	28,572,138	28,452,111	28,527,419

(1) Amount reflects the $3.9 million disposition-contingent lease termination fee received concurrently with the sale of our property in Los Angeles, California, net of the loss on sale of real estate of $3.4 million.
(2) Amount reflects the non-refundable cash payments received pursuant to two seller-financed notes issued to us by the buyers in connection with our disposition of certain properties which are recognized as a deposit liability and is included in other liabilities in our consolidated balance sheet as of June 30, 2025, as the transactions did not qualify for recognition as completed sales.
(3) Amount reflects the non-refundable lease payments received on two sales-type leases which are recognized as a deposit liability starting on January 1, 2024, and is included in other liabilities in our consolidated balance sheet as of June 30, 2025, as the transaction did not qualify for recognition as a completed sale (see Note 2 "Lease Accounting" to our consolidated financial statements included in this report for more information). Prior to the lease modifications on January 1, 2024, which extended the initial lease terms, the leases were classified as operating leases and the lease payments received were recognized as rental revenue and therefore, included in net income attributable to common stockholders.

Critical Accounting Estimates

Our consolidated financial statements have been prepared in accordance with GAAP, which requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates and assumptions.

We continually evaluate the estimates and assumptions we use to prepare our consolidated financial statements. Our critical accounting estimates are defined as accounting estimates or assumptions made in accordance with GAAP, which involve a significant level of estimation uncertainty or subjectivity and have had or are reasonably likely to have a material impact on our financial condition or results of operations. The following critical accounting estimates discussion reflects what we believe are the most significant estimates and assumptions used in the preparation of our consolidated financial statements. This discussion of our critical accounting estimates is intended to supplement the description of our accounting policies in the footnotes to our consolidated financial statements and to provide additional insight into the information used by management when evaluating significant estimates and assumptions. For further discussion of our significant accounting policies, see Note 2 "Summary of Significant Accounting Policies and Procedures and Recent Accounting Pronouncements" to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2024 and to our consolidated financial statements included in this report.

Lease Accounting

We account for our leases under Accounting Standards Codification 842, *Leases*, which requires significant estimates and judgments by management in its application. Upon lease inception or lease modification, we assess the lease classification of both the land and building components of the property. The determination of lease classification requires the calculation of the rate implicit in the lease, which is driven by significant estimates relating to the unguaranteed residual value of the assets at the end of the non-cancelable lease term. A decrease of 5% in the estimated unguaranteed residual value of our properties would not change the lease classification of any new leases or leases that were modified during the six months ended June 30, 2025.

Acquisition of Rental Property, Depreciation and Impairment

All of our acquisitions of rental properties to date were accounted for as asset acquisitions and not business combinations because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets (i.e., land, buildings, and related intangible assets). The accounting model for asset acquisitions requires that the acquisition consideration (including acquisition costs) be allocated to the individual assets acquired and liabilities assumed on a relative fair value basis.

We exercise judgment to determine key assumptions used in each valuation technique (cost, income, and sales approach). For example, we are required to use judgment and make a number of assumptions, including those related to projected growth in rental rates and operating expenses, anticipated trends and market/economic conditions. The use of different assumptions can affect the amount of consideration allocated to the acquired depreciable/amortizable asset, which in turn can impact our net income due to the recognition of the related depreciation/amortization expense in our consolidated statements of income.

We depreciate buildings and improvements where we are considered the owner for accounting purposes based on our evaluation of the estimated useful life of each specific asset, not to exceed 40 years. Determining whether expenditures meet the criteria for capitalization and the assignment of depreciable lives requires management to exercise significant judgment.

The determination of whether we are or the tenant is the owner of improvements for accounting purposes is subject to significant judgment. In making that determination, we consider numerous factors and perform a detailed evaluation of each individual lease. No one factor is determinative in reaching a conclusion. The factors we evaluate include but are not limited to the following:

- whether the lease agreement requires landlord approval of how the improvement allowance is spent prior to installation of the improvements;
- whether the lease agreement requires the tenant to provide evidence to the landlord supporting the cost and what the improvement allowance was spent on prior to payment by the landlord for such improvements;
- whether the improvements are unique to the tenant or reusable by other tenants;
- whether the tenant is permitted to alter or remove the improvements without the consent of the landlord or without compensating the landlord for any lost utility or diminution in fair value; and
- whether the ownership of the improvements remains with the landlord or remains with the tenant at the end of the lease term.

When we conclude that we are the owner of improvements for accounting purposes using the factors discussed above, we record the cost to construct the improvements as our capital asset.

We evaluate our real estate assets for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a given asset may not be recoverable. We evaluate our real estate assets for impairment on a property-by-property basis. Indicators we use to determine whether an impairment evaluation is necessary include:

- deterioration in rental rates for a specific property;
- deterioration of a given rental submarket;
- significant change in strategy or use of a specific property or any other event that could result in a decreased holding period, including classifying a property as held for sale, or significant development delay;
- evidence of material physical damage to the property; and
- default by a significant tenant when any of the other indicators above are present.

When we evaluate for potential impairment our real estate assets to be held and used, we first evaluate whether there are any indicators of impairment. If any impairment indicators are present for a specific real estate asset, we then perform an undiscounted cash flow analysis and compare the net carrying amount of the real estate asset to the real estate asset's estimated undiscounted future cash flow over the anticipated holding period. If the estimated undiscounted future cash flow is less than the net carrying amount of the real estate asset, we perform an impairment loss calculation to determine if the fair value of the real estate asset is less than the net carrying value of the real estate asset. Our impairment loss calculation compares the net carrying amount of the real estate asset to the real estate asset's estimated fair value, which may be based on estimated discounted future cash flow calculations or third-party valuations or appraisals. We recognize an impairment loss if the amount of the asset's net carrying amount exceeds the asset's estimated fair value. If we recognize an impairment loss, the estimated fair value of the asset becomes its new cost basis. For a depreciable long-lived asset, the new cost basis would be depreciated (amortized) over the remaining useful life of that asset. If a real estate asset is designated as real estate held for sale, it is carried at the lower of the net carrying value or estimated fair value less costs to sell, and depreciation ceases.

Our undiscounted cash flow and fair value calculations contain uncertainties because they require management to make assumptions and to apply judgment to estimate future cash flow and property fair values, including determining our estimated holding period. We are also required to make a number of assumptions relating to future economic and market events and prospective operating trends.

For each property where such an indicator occurred, we completed an impairment evaluation. During the three months ended March 2025, we recognized an impairment loss on real estate of $3.5 million related to one of our properties in Palm Springs, California which was under contract for sale. We completed the sale of the property in June 2025 for net proceeds of $1.8 million and no gain or loss was recognized on the sale as the property was impaired and recognized at fair value less selling costs as of March 31, 2025. For all other operating properties that were evaluated, we determined that the undiscounted cash flows over the holding period were in excess of carrying value and, therefore, we did not record any impairment losses for these properties for the six months ended June 30, 2025. Significant adverse changes in the critical accounting estimates used in the impairment evaluation are required for the undiscounted cash flows over the holding period to be less than the carrying value of these properties as of June 30, 2025.

Impact of Real Estate and Credit Markets

In the commercial real estate market, property prices generally continue to fluctuate. Likewise, during certain periods, the U.S. credit markets have experienced significant price volatility, dislocations, and liquidity disruptions, which may impact our access to and cost of capital. We continually monitor the commercial real estate and U.S. credit markets carefully and, if required, will make decisions to adjust our business strategy accordingly. In recent years, the commercial real estate market generally has experienced significant disruptions from, among other things, significant increases in interest rates and changing tenant preferences for space.

Interest Rate Risk

As of June 30, 2025, we had $291.2 million principal amount of Notes due 2026 outstanding at a fixed interest rate of 5.50%, and therefore, if interest rates decline, our required payments may exceed those based on current market rates. It is possible that a property we acquire in the future would be subject to a mortgage, which we may assume. In recent years, the commercial real estate market generally has experienced significant disruptions from, among other things, significant

increases in interest rates and changing tenant preferences for space. Our Revolving Credit Facility bears interest at a variable rate based on the greater of the prime rate and an applicable margin and a stipulated interest rate; therefore, if interest rates increase, our required payments on any amounts outstanding on our Revolving Credit Facility may also increase. As of June 30, 2025, we had no outstanding borrowings on our Revolving Credit Facility.

Impact of Inflation

The U.S. economy has experienced a period of increased inflation in recent years. We enter into leases that generally provide for fixed increases in rent. During times when inflation is greater than the fixed increases in rent, as provided for in the leases, rent increases may not keep up with the rate of inflation.

Seasonality

Our business has not been, and we do not expect our business in the future to be, subject to material seasonal fluctuations.

ITEM 3. ***QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

Our Notes due 2026 bear interest at a fixed rate of 5.50% per annum until maturity and is the only debt we have outstanding. Our Revolving Credit Facility bears interest at a variable rate based on the greater of the prime rate and an applicable margin and a stipulated interest rate; therefore, if interest rates increase, our required payments on any amounts outstanding on our Revolving Credit Facility may also increase.

Our investments in short-term money market funds, certificates of deposit and short-term investments in obligations of the U.S. government with an original maturity at the time of purchase of greater than 90 days are less sensitive to market fluctuations than a portfolio of long-term securities. Accordingly, we believe that a significant change in interest rates would not have a material effect on the consolidated financial statements.

ITEM 4. ***CONTROLS AND PROCEDURES***

Evaluation of Disclosure Controls and Procedures

Our management has evaluated, under supervision of the Audit Committee of the Board of Directors and with the participation of our principal executive and principal financial officers, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of June 30, 2025. Based on that evaluation, our principal executive and financial officers concluded that our disclosure controls and procedures were effective as of June 30, 2025 (the end of the period covered by this Quarterly Report).

Changes in Internal Control Over Financial Reporting

There have been no changes in our system of internal control over financial reporting during the quarter ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1. ***LEGAL PROCEEDINGS***

For a description of our legal proceedings, see Note 11 “Commitments and Contingencies — Litigation” to our consolidated financial statements, which is hereby incorporated by reference.

ITEM 1A. ***RISK FACTORS***

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2024, and in Part II, “Item 1A. Risk Factors” in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, which could materially affect our business, financial condition and/or results of operations. Except to the extent additional factual information disclosed elsewhere in this Quarterly Report on Form 10-Q relates to such risk factors, there have been no material changes

to the risk factors described in the "Risk Factors" section in our Annual Report on Form 10-K for the year ended December 31, 2024, and in Part II, "Item 1A. Risk Factors" in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025. The impact of macroeconomic conditions and industry-specific challenges have also had the effect of heightening many of the risks described in the "Risk Factors" included in our Annual Report on Form 10-K, such as those relating to tenant defaults and our ability to generate sufficient cash flows to service our indebtedness and make distributions to our shareholders. You should not interpret the disclosure of a risk to imply that the risk has not already materialized. The risks as described in our Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or results of operations.

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

During the six months ended June 30, 2025, we did not sell any equity securities that were not registered under the Securities Act of 1933.

Issuer Purchases of Equity Securities[(1)]

The following table provides information with respect to the number of shares of common stock repurchased by us for the periods indicated (in thousands, except share and per share amounts):

Period	Total Number of Shares of Common Stock Purchased	Weighted Average Price Paid per Common Share	Purchased as Part of Publicly Announced Plans or Programs[(1)]	Maximum Number (or dollar value) of Shares that May Yet be Purchased Under the Plans or Programs
April 1, 2025 - April 30, 2025	366,952	$ 53.98	366,952	$ 79,904
May 1, 2025 - May 31, 2025	—	—	—	—
June 1, 2025 - June 30, 2025	—	—	—	—
Total	366,952	$ 53.98	366,952	$ 79,904

(1) The Company's common stock repurchases are made pursuant to the Company's stock repurchase plan, which was authorized by the board of directors in March 2025, to repurchase up to $100.0 million of the Company's common stock. The timing, volume and nature of the repurchases will be at the discretion of management based on its evaluation of the capital needs of the Company, market conditions, applicable legal requirements and other factors. There is no guarantee as to the number of shares that will be repurchased. Repurchases under the share repurchase plan are expected to be funded from existing cash balances and proceeds from the sale of the Company's Series A Preferred Stock under its at-the-market offering program. During the three months ended June 30, 2025, 366,952 shares were repurchased under the share repurchase plan. The repurchase plan expires on March 17, 2026, and may be extended, suspended, modified or discontinued at any time at the Company's discretion.

ITEM 3. ***DEFAULTS UPON SENIOR SECURITIES***

None.

ITEM 4. ***MINE SAFETY DISCLOSURES***

Not applicable.

ITEM 5. ***OTHER INFORMATION***

(c)

During the six months ended June 30, 2025 , no director or Section 16 officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading agreement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 6. *EXHIBITS*

Exhibit Number	Description of Exhibit
31.1*	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101INS*	Inline 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*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104*	Cover Page Interactive Date File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

SIGNATURES

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

INNOVATIVE INDUSTRIAL PROPERTIES, INC.

By: /s/ Paul Smithers
Paul Smithers
President, Chief Executive Officer and Director
(Principal Executive Officer)

By: /s/ David Smith
David Smith
Chief Financial Officer and Treasurer
(Principal Financial Officer)

Dated August 7, 2025