

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

(Mark One)

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

For the fiscal year ended **December 31, 2023**

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: **001-35795**

**GLADSTONE LAND CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation or organization)

**54-1892552**

(I.R.S. Employer Identification No.)

**1521 Westbranch Drive, Suite 100  
McLean, Virginia**

(Address of principal executive offices)

**22102**

(Zip Code)

**(703) 287-5800**

Registrant's Telephone Number, Including Area Code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	LAND	The Nasdaq Stock Market, LLC
6.00% Series B Cumulative Redeemable Preferred Stock, \$0.001 par value per share	LANDO	The Nasdaq Stock Market, LLC
6.00% Series C Cumulative Redeemable Preferred Stock, \$0.001 par value per share	LANDP	The Nasdaq Stock Market, LLC
5.00% Series D Cumulative Term Preferred Stock, \$0.001 par value per share	LANDM	The Nasdaq Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 762(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the voting stock held by non-affiliates of the Registrant on June 30, 2023, based on the closing price on that date of \$16.27 per share on the Nasdaq Global Market, was approximately \$540.4 million. For the purposes of calculating this amount only, all directors and executive officers of the Registrant have been deemed to be affiliates.

The number of shares of the Registrant's common stock, \$0.001 par value per share, outstanding as of February 19, 2024, was 35,838,442.

Documents Incorporated by Reference: Portions of the Registrant's Proxy Statement, to be filed no later than April 30, 2024, relating to the Registrant's 2024 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.



**GLADSTONE LAND CORPORATION**  
**FORM 10-K FOR THE YEAR ENDED**  
**DECEMBER 31, 2023**  
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## FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this Annual Report on Form 10-K (the “Form 10-K”) and the documents that are incorporated by reference herein contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements involve inherent risks and uncertainties as they relate to expectations, beliefs, projections, future plans and strategies, anticipated events, or trends concerning matters that are not historical facts and may ultimately prove to be incorrect or false. Forward-looking statements include information about possible or assumed future events, including, without limitation, those relating to the discussion and analysis of our business, financial condition, results of operations, and our strategic plans and objectives. Words such as “may,” “might,” “believe,” “will,” “anticipate,” “future,” “could,” “growth,” “plan,” “intend,” “expect,” “should,” “would,” “if,” “seek,” “possible,” “potential,” “likely” and variations of these words and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements contain these words. Forward-looking statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those included within or contemplated by such statements, including, but not limited to, the description of risks and uncertainties in Part I, Item 1A, “*Risk Factors*,” of this Form 10-K. Additional information regarding risk factors that may affect us is included in Part II, Item 7, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*,” of this Form 10-K, and readers of our Form 10-K should also read our SEC and other publicly-filed documents for further discussion regarding such factors.

You are cautioned to not place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made. Except as otherwise may be required by law, we undertake no obligation to update or revise forward-looking statements, including, without limitation, to reflect changes to our assumptions, the occurrence of unanticipated events, or actual operating results.

### Summary Risk Factors

Below is a summary of the principal risk factors associated with an investment in our securities. In addition to the below, you should carefully consider the information included in “*Risk Factors*” beginning on page 15 of this Annual Report together with all of the other information included in this Annual Report and the other reports and documents filed or furnished by us with the United States Securities and Exchange Commission (“SEC”) for a more detailed discussion of the principal risks (as well as certain other risks) that you should carefully consider before deciding to invest in our securities.

- *Our real estate portfolio is concentrated across a limited number of states, which subjects us to an increased risk of significant loss if adverse weather, economic, or regulatory changes or developments in the markets in which our properties are located occurs.*
- *We currently lease many of our properties to medium-sized, independent farming operations and agricultural businesses, which may have limited financial and personnel resources and, therefore, may be less stable than larger companies, which could impact our ability to generate rental revenue.*
- *Some of our tenants may be unable to pay rent, which could adversely affect our cash available to make distributions to our stockholders or otherwise impair the value of your investment.*
- *Our investments in farms subject to leases with a participation rent component based on the annual gross revenues earned on the respective farm means that a portion of our cash flow is exposed to various risks, including risks related to declining crop prices and lower-than-average crop production, which could have a material adverse effect on the amount of rent we can collect and, consequently, our cash flow and ability to make distributions to our stockholders.*
- *Our real estate investments will consist of agricultural properties that may be difficult to sell or re-lease upon tenant defaults or early lease terminations, either of which would adversely affect returns to stockholders.*
- *Our operating results and the value of our properties may be impacted by future climate changes, adversely impacting the value of our properties and our ability to generate rental revenue.*
- *We may not be able to raise sufficient capital or borrow money in sufficient amounts or on sufficiently favorable terms necessary to attain the optimal degree of leverage to operate our business, which may have an adverse effect on our operations and ability to pay distributions.*
- *Interest rate fluctuations may adversely affect our results of operations.*
- *Cybersecurity risks and cyber incidents may adversely affect our business by causing a disruption to our operations or the operations of businesses in which we invest, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our financial condition, and operating results.*
- *Our business may be adversely affected by public health emergencies.*
- *We are dependent upon our key management personnel for our future success, particularly David Gladstone, Terry Lee Brubaker, Bill Reiman, and Lewis Parrish, and Jay Beckhorn.*

- *We may have conflicts of interest with our Adviser and other affiliates, which could result in investment decisions that are not in the best interests of our stockholders.*
- *Our Adviser (as defined in Part 1, Item 1, “Business—Overview”) is not obligated to provide a waiver of the incentive fee, which could negatively impact our earnings and our ability to maintain our current level of, or increase, distributions to our stockholders.*
- *Certain provisions contained in our charter and bylaws and under Maryland law may prohibit or restrict attempts by our stockholders to change our management and hinder efforts to effect a change of control of us, and the market price of our common stock may be lower as a result.*
- *We may not have sufficient earnings and profits to pay distributions on our currently-designated preferred securities.*
- *We may not be able to maintain our qualification as a REIT for federal income tax purposes, which would subject us to federal income tax on our taxable income at regular corporate rates, thereby reducing the amount of funds available for paying distributions to stockholders.*
- *Investments in our common stock may not be suitable for pension or profit-sharing trusts, Keogh Plans, or individual retirement accounts, or IRAs.*
- *If our Operating Partnership fails to maintain its status as a partnership for federal income tax purposes, its income may be subject to taxation.*

This list of risks and uncertainties, however, is only a summary of some of the most important factors to us and is not intended to be exhaustive. You should carefully review the risks set forth herein under Part I, Item 1A, “Risk Factors,” of this Form 10-K. New factors may also emerge from time to time that could materially and adversely affect us.

All references to “we,” “our,” “us,” and the “Company” in this Form 10-K mean Gladstone Land Corporation and its consolidated subsidiaries, except where it is made clear that the term refers only to Gladstone Land Corporation.

## PART I

### ITEM 1. BUSINESS

#### Overview

We are an externally-managed, agricultural REIT that is engaged in the business of owning and leasing farmland. We are not a grower of crops, nor do we typically farm the properties we own. We currently own 168 farms comprised of 111,836 acres across 15 states in the U.S. We also own several farm-related facilities that are necessary to the farming operations on the underlying farmland.

Our farmland is predominantly concentrated in locations where farmers are able to grow either fresh produce annual row crops (e.g., certain berries and vegetables), which are typically planted and harvested annually, or certain permanent crops (e.g., almonds, blueberries, pistachios, and wine grapes). To a much lesser extent, we also own farms that grow certain commodity crops (e.g., corn and beans). In addition, we own several farm-related facilities, such as cooling facilities, packinghouses, processing facilities, and various storage facilities. While our focus will continue to be on farmland growing either fresh produce annual row crops or certain permanent crops, in the future, we expect to acquire more farmland that grows commodity crops on a selective basis, as well as more farm-related facilities.

We conduct substantially all of our business activities through an Umbrella Partnership Real Estate Investment Trust (“UPREIT”) structure, by which all of our properties are held, directly or indirectly, by Gladstone Land Limited Partnership (the “Operating Partnership”). We control the sole general partner of the Operating Partnership and currently own, directly or indirectly, 100.0% of the common units of limited partnership interest in the Operating Partnership (“OP Units”). We have in the past, and may in the future, offer equity ownership in our Operating Partnership by issuing additional OP Units to farmland owners as consideration for acquiring their farms. See “*Our Investment Process—Types of Investments*” below for additional information regarding OP Units.

We are managed by our external adviser, Gladstone Management Corporation (the “Adviser”), and Gladstone Administration, LLC (the “Administrator”), provides administrative services to us. Both our Adviser and our Administrator are affiliates of ours and each other.

Upon the pricing of our initial public offering (the “IPO”), on January 29, 2013, our shares of common stock began trading on the Nasdaq Global Market (“Nasdaq”) under the symbol “LAND.” Our shares of 6.00% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series B Preferred Stock”) are traded on Nasdaq under the symbol “LANDO,” our shares of 6.00% Series C Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series C Preferred Stock”) are traded on Nasdaq under the symbol “LANDP,” and our shares of 5.00% Series D Cumulative Term Preferred Stock (the “Series D Term Preferred Stock”) are traded on Nasdaq under the symbol “LANDM.” In addition, we have registered our 5.00% Series E Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series E Preferred Stock”). The Series E Preferred Stock is not listed on a national securities exchange, and there is currently no public market for shares of this security.

#### Our Investment Objectives and Our Strategy

Our principal business objective is to maximize stockholder returns through a combination of: (i) monthly cash distributions to our stockholders, which we hope to sustain and increase through long-term growth in cash flows from increased rents; (ii) appreciation of our land; and (iii) capital gains derived from the sale of our properties. Our primary strategy to achieve our business objective is to invest in and further diversify our current portfolio of primarily triple-net-leased farmland and farm related properties. In addition, we may also acquire certain commercial properties used by businesses that support agricultural communities. This strategy includes the following components:

- *Owning Farms, Farm-Related Real Estate, and Real Estate used by Businesses that Support Farming Communities for Income.* We own and intend to primarily acquire additional farms and farm-related properties and lease them to independent and corporate farming operations, including sellers who desire to continue farming the land after we acquire the property from them. We may also acquire commercial properties used by businesses that support farming communities. Such businesses may include, but are not limited to, farmer-owned cooperatives, rural infrastructure providers, and other agribusinesses. We intend to hold most acquired properties for many years and to generate stable and increasing rental income from leasing these properties.
- *Owning Farms, Farm-Related Real Estate, and Real Estate used by Businesses that Support Farming Communities for Appreciation.* We intend to lease acquired properties over the long term. However, from time to time, we may sell one or more properties if we believe it to be in the best interests of our stockholders and best to maintain the overall

value of our portfolio. Potential purchasers may include real estate developers desiring to develop the property, financial purchasers seeking to acquire property for investment purposes, or farmers who have operated or seek to operate the land. Accordingly, we will seek to acquire properties that we believe have potential for long-term appreciation in value.

- *Continue Expanding our Operations Geographically.* Our properties are currently located in 15 states across the U.S., and we expect that we will acquire properties in other farming regions of the U.S. in the future. While our primary regions of focus are the West and the Southeast regions of the U.S., we believe other regions of the U.S., such as the Pacific Northwest and Mid-Atlantic regions, offer attractive locations for expansion, and, to a lesser extent, we also expect to seek farmland acquisitions in certain regions of the Midwest on a select, opportunistic basis, as well as other areas in the U.S.
- *Continue Expanding our Crop Varieties.* Currently, the majority of tenants who farm our properties grow either annual row crops dedicated to fresh produce, such as berries (e.g., strawberries and raspberries) and fresh vegetables (e.g., tomatoes, lettuce, and bell peppers), or certain permanent crops (e.g., pistachios, almonds, blueberries, and wine grapes). To a lesser extent, we also own farms growing certain commodity crops (e.g., corn and beans). We will seek to continue our recent expansion into other permanent crops and, to a lesser extent, commodity crops, while maintaining our focus on annual row-crop farms growing fresh produce and farms growing certain permanent crops.
- *Using Leverage.* To maximize our number of investments, we intend to borrow through loans secured by long-term mortgages on our properties, and we may also borrow funds on a short-term basis or incur other indebtedness.
- *Owning Mortgages on Farms and Farm-Related Real Estate.* In certain circumstances, we may make senior secured first lien mortgage loans (secured by farms or farm-related real estate) to farmers for the purchase of farmland, properties related to farming and for other farm related needs. We do not expect that, over time, our mortgages held will exceed 5.0% of the fair value of our total assets.

We intend to acquire more farmland and farm-related properties in our regions of focus that is already or will be leased to farmers, and we expect that most of our future tenants will be independent or corporate farming and business operations that are all unrelated to us. We intend to continue to lease the majority of our farms and farm-related facilities on a triple-net lease basis to tenants who sell their products through national corporate marketers-distributors. We may also acquire and lease commercial properties used by businesses that support farming communities. We expect to continue to earn rental income from our real estate assets.

## **Our Investment Process**

### ***Types of Investments***

We expect that substantially all of our investments will continue to be comprised of income-producing agricultural real property, and we expect that the majority of our leases will continue to be structured as triple-net leases. We may also acquire properties used by businesses that support farming communities. Investments will not be restricted as to geographical areas, but we expect that most of our investments in farmland real estate will continue to be made within the U.S. Currently, our properties are located across 15 states in the U.S.

We anticipate that we will make substantially all of our investments through our Operating Partnership. Our Operating Partnership may acquire interests in real property in exchange for the issuance of shares of our common stock, OP Units, cash, or through a combination of the three. OP Units issued by our Operating Partnership will be redeemable at the option of the holder for cash or, at our election, shares of our common stock on a one-for-one basis at any time after holding the OP Units for one year. We currently, and may in the future, hold some or all of our interests in real properties through one or more wholly-owned subsidiaries, each classified as a qualified REIT subsidiary.

### ***Property Acquisitions and Leasing***

We anticipate that many of the farms and farm-related facilities we purchase will be acquired from independent farmers or agricultural companies and that they will simultaneously lease the properties back from us. These transactions will provide the tenants with an alternative to other financing sources, such as borrowing, mortgaging real property, or selling securities. We anticipate that some of our transactions will be in conjunction with acquisitions, recapitalizations, or other corporate transactions affecting our tenants. We also expect that many of the farms and farm-related facilities we acquire will be purchased from owners who do not farm the property but rather lease the property to other tenant-farmers. In situations such as these, we intend to have a lease in place prior to or simultaneously with acquiring the property. For a discussion of the risks associated with leasing property to leveraged tenants, see Part I, Item 1A, “*Risk Factors—Risks Relating to Our Business and Operations—Some of our tenants may be unable to pay rent, which could adversely affect our cash available to make distributions to our stockholders or otherwise impair the value of your investment.*”

We intend to own and lease primarily single-tenant, agricultural real property, and we may acquire and lease properties used by businesses that support farming communities. Generally, we will lease properties to tenants that our Adviser deems creditworthy under triple-net leases that will be full-recourse obligations of our tenants or their affiliates. Most of our agricultural leases have original terms ranging from 3 to 10 years for farms growing annual row crops and 7 to 15 years for properties growing permanent crops, often with options to extend the lease further. Rent is generally payable to us in advance on either an annual or semi-annual basis, with such rent typically subject to periodic escalation clauses provided for within the lease. The escalation clauses may specify fixed dollar amounts or percentage increases each year, or they may be variable, based on standard cost of living or inflation indices. In addition, some leases that are longer-term in nature may require a regular survey of comparable land rents, with the rent owed per the lease being adjusted to reflect then-current market rents. We also have leases that include a variable rent component based on the gross revenues earned on the respective farm. In these types of agreements, we will generally require the lease to include the guarantee of a minimum amount of rental income that satisfies our investment return criteria.

We believe that we can acquire farmland that we will be able to lease at annual rental rates providing net capitalization rates generally ranging from 4% to 7% or more of the properties' market values. However, there can be no assurance that we will be able to achieve this level of rental rates. Since rental contracts in the farming business for annual row crops are customarily short-term agreements, rental rates are typically renegotiated regularly to then-current market rates.

### ***Underwriting Criteria and Due Diligence Process***

#### ***Selecting the Property***

We consider selecting the right properties to purchase or finance as one of the most important aspects of our business. Buying quality farmland that can be used to grow a variety of different crops and that is located in desirable locations is essential to our success.

Our Adviser works with real estate contacts in agricultural markets throughout the U.S. to assess available properties and farming areas. We believe that our Adviser is experienced in selecting valuable farmland and will use this expertise to identify promising properties. The following is a list of important factors in our selection of farmland:

- *Water availability.* Availability of water is essential to farming. We seek to purchase properties with ample access to water through an operating well on site or rights to use a well or other source that is located nearby. Additionally, we may, in the future, consider acquiring properties that rely on rainfall for water if the tenant on that property mitigates the drought risk by purchasing drought insurance. Typically, leases on properties that would rely on rainfall would be longer term in nature.
- *Soil composition.* In addition to water, for farming efforts to be successful, the soil must be suitable for growing crops. We will not buy or finance any real property that does not have soil conditions that we believe are favorable for growing the crops farmed on the property, except to the extent that a portion of an otherwise suitable property, while not favorable for growing the crops farmed on the property, may be utilized to build structures used in the farming business, such as cooling facilities, packinghouses, distribution centers, greenhouses, and storage facilities.
- *Location.* Farming also requires optimal climate and growing seasons. We typically seek to purchase properties in locations that take advantage of climate conditions that are needed to grow fresh produce row crops. We intend to continue to expand throughout the U.S. in locations with productive farmland and financially sound tenant-farmers.
- *Price.* We intend to purchase and finance properties that we believe are a good value and that we will be able to rent profitably for farming over the long term. Generally, the closer a property is located to urban developments, the higher the value of the property. As a result, properties that are currently located in close proximity to urban developments are likely to be too expensive to justify farming over an extended period of time, and, therefore, we are unlikely to invest in such properties.

Our Adviser will perform a due diligence review with respect to each potential property acquisition. Such review will include an evaluation of the physical condition of a property and an environmental site assessment to determine potential environmental liabilities associated with a property prior to its acquisition. One of the criteria that we look for is whether mineral rights to such property, which constitute a separate estate from the surface rights to the property, have been sold to a third party. We generally seek to invest in properties where mineral rights have not been sold to third parties; however, in cases where access to mineral rights would not affect the surface farming operations, we may enter into a lease agreement for the extraction of minerals or other subterranean resources, as we have done in the past on a few of our properties. We may seek to acquire mineral rights in connection with the acquisition of future properties to the extent such mineral rights have been sold off and the investment acquisition of such rights is considered to be favorable after our due diligence review. Despite the conduct of these reviews, there can be no assurance that hazardous substances or waste, as determined under present or future federal or state laws or regulations, will not be discovered on the property after we acquire it.



Our Adviser will also physically inspect each property and the real estate surrounding it to estimate its value. Our Adviser's due diligence will be primarily focused on valuing each property independent of its rental value to particular tenants to whom we plan to rent. The real estate valuations our Adviser performs will consider one or more of the following items:

- The comparable value of similar real property in the same general area of the prospective property, to the extent possible.
- The comparable real estate rental rates for similar properties in the same general area of the prospective property.
- Alternative uses for the property to determine if there is another use for the property that would give it higher value, including potential future conversion to urban or suburban uses, such as commercial or residential development.
- The assessed value as determined by the local real estate taxing authority.

In addition, our Adviser will generally supplement its valuation estimate with an independent real estate appraisal in connection with each investment that it considers. These appraisals may take into consideration, among other things, the terms and conditions of the particular lease transaction, the quality of the tenant's credit and the conditions of the credit markets at the time the lease transaction is negotiated. However, in certain limited situations, the actual purchase price of a property may be greater or less than its appraised value. When appropriate, our Adviser may engage experts to undertake some or all of the due diligence efforts described above.

Upon completion of a due diligence investigation and a decision to proceed with an investment, the Adviser's investment professionals who have primary responsibility for the investment present the investment opportunity to the Adviser's investment committee. The investment committee then determines whether to pursue the potential investment. Prior to the closing of an investment, additional due diligence may be conducted on our behalf by attorneys, independent accountants, and other outside advisers, as appropriate.

#### *Underwriting the Tenant, Due Diligence Process, and Negotiating Lease Provisions*

In addition to property selection, underwriting the tenant that will lease the property is also an important aspect of our investment process. Our Adviser will evaluate the creditworthiness of the tenant and assess its ability to generate sufficient cash flow from its agricultural operations and other business operations, as applicable, to cover its payment obligations to us pursuant to our lease. The following is a list of criteria that our Adviser may consider when evaluating potential tenants for our properties, although not all criteria may be present for each lease:

- *Experience.* We believe that experience is the most significant characteristic when determining the creditworthiness of a tenant. Therefore, we seek to rent our properties to farmers that have an extensive track record of farming their property and particular crops successfully and, in some cases, to other tenants with meaningful management experience and a strong operating history.
- *Financial Strength.* We evaluate each potential tenant's financial stability, considering factors such as its rating by a national credit rating agency, if any, management experience, industry position and fundamentals, operating history, and capital structure, as applicable. We primarily seek to rent to farming operations that have financial resources to invest in planting and harvesting their crops. We generally require annual financial statements of new tenants to evaluate the financial capability of the tenant and its ability to perform its obligations under the lease.
- *Adherence to Quality Standards.* We seek to lease our properties to those farmers that are committed to farming in a manner that will generate high-quality crops. We intend to identify such commitment through their track records of selling produce into established distribution chains and outlets.
- *Lease Provisions that Enhance and Protect Value.* When appropriate, our Adviser attempts to include lease provisions that require our consent to specified tenant activity or require the tenant to satisfy specific operating tests. These provisions may include, for example, requiring the tenant to meet operational or financial covenants or to indemnify us against environmental and other contingent liabilities. We believe that these provisions serve to protect our investments from adverse changes in the operating and financial characteristics of a tenant that may impact its ability to satisfy its obligations to us or that could reduce the value of our properties. Our Adviser generally also seeks covenants requiring tenants to receive our consent prior to any change in control of the tenant.
- *Credit Enhancement.* To mitigate risk and enhance the likelihood of tenants satisfying their lease obligations, our Adviser may also seek cross-default provisions if a tenant has multiple obligations to us or seek a letter of credit or a guaranty of lease obligations from each tenant's corporate affiliates, if any. We believe that these types of credit enhancements, if obtained, provide us with additional financial security.
- *Diversification.* Our Adviser will seek to diversify our portfolio to avoid dependence on any one particular tenant, geographic location, facility type or crop type. By diversifying our portfolio, our Adviser intends to reduce the adverse effect on our portfolio of a single underperforming investment or a downturn in any particular geographic region. Many of the areas in which we purchase or finance properties are likely to have their own microclimates and, although they appear to be in close proximity to one another, generally will not be similarly affected by weather or

other natural occurrences at the same time. We currently own properties in 15 different states across the U.S., and over time, we expect to expand our geographic focus to other areas in the U.S., including the Pacific Northwest, Midwest, and Mid-Atlantic. We will also attempt to continue diversifying our portfolio of properties by seeking additional farmland that grows a variety of different crop types, while maintaining our current focus of owning and leasing farmland that grows fresh produce annual row crops and certain permanent crops. Refer to Part II, Item 7, “*Management’s Discussion and Analysis of Financial Condition and Results of Operation—Overview—Portfolio Diversification*,” for a summary of our portfolio diversification and concentrations.

While our Adviser seeks tenants it believes to be creditworthy, tenants are not required to meet any minimum rating established by an independent credit rating agency. Our Adviser’s standards for determining whether a particular tenant is creditworthy will vary in accordance with a variety of factors relating to specific prospective tenants. The creditworthiness of a tenant is determined on a tenant-by-tenant and case-by-case basis. Therefore, general standards for creditworthiness cannot be applied. We monitor our tenants’ credit quality on an ongoing basis by, among other things, periodically conducting site visits to the properties to ensure farming operations are taking place and to assess the general maintenance of the properties. To date, no significant changes to credit quality of our tenants have been identified, and our tenants generally continue to pay pursuant to the terms of their respective leases.

#### ***Use of Leverage***

Our strategy is to use borrowings as a financing mechanism in amounts that we believe will maximize the return to our stockholders. We generally expect to enter into borrowing arrangements directly or indirectly through our Operating Partnership. Our governing documents and policies do not impose a limitation on the amount we may borrow against any single investment property, nor do they impose a limitation on our overall level of borrowing.

We believe that, by operating on a leveraged basis, we will have more funds available and, therefore, will be able to make more investments than would otherwise be possible. We believe that this will allow us to assemble a more diversified portfolio. Our Adviser and Administrator use their best efforts to obtain financing on the most favorable terms available to us.

We anticipate that our prospective lenders may also seek to include loan provisions whereby the termination or replacement of our Adviser would result in an event of default or an event requiring the immediate repayment of the full outstanding balance of the loan. The replacement or termination of our Adviser may, however, require the prior consent of a lender.

We may refinance properties during the term of a loan when, in the opinion of our Adviser, a decline in interest rates makes it advisable to prepay an existing mortgage loan, when an existing mortgage loan matures, or if an attractive investment becomes available and the proceeds from the refinancing can be used to make such investment. The benefits of the refinancing may include an increase in cash flow resulting from reduced debt service requirements, an increase in distributions to stockholders from proceeds of the refinancing, if any, or an increase in property ownership if some refinancing proceeds are reinvested in real estate.

#### ***Investment Limitations***

There are numerous limitations on the manner in which we may invest our funds. We have adopted a policy that without the permission of our Board of Directors, we will not:

- invest 50% or more of our total assets in a single property at the time of investment;
- invest in real property owned by our Adviser, any of its affiliates or any entity in which our Adviser or any of its affiliates have invested;
- invest in commodities or commodity futures contracts, with this limitation not being applicable to futures contracts when used solely for the purpose of hedging in connection with our ordinary business of investing in properties and making mortgage loans;
- invest in contracts for the sale of real estate unless the contract is in recordable form and is appropriately recorded in the chain of title;
- issue equity securities on a deferred payment basis or other similar arrangement;
- grant warrants or options to purchase shares of our stock to our Adviser or its affiliates;
- engage in trading, as compared with investment activities, or engage in the business of underwriting, or the agency distribution of, securities issued by other persons;
- invest more than 5% of the value of our assets in the securities of any one issuer if the investment would cause us to fail to maintain our qualification as a REIT;
- invest in securities representing more than 10% of the outstanding securities (by vote or value) of any one issuer if the investment would cause us to fail to maintain our qualification as a REIT; or

- acquire securities in any company holding investments or engaging in activities prohibited in the foregoing clauses.

#### **Conflict of Interest Policy**

We have adopted policies to reduce potential conflicts of interest. In addition, our directors are subject to certain provisions of Maryland law that are designed to minimize conflicts. However, we cannot provide assurance that these policies or provisions of law will reduce or eliminate the influence of these conflicts.

We have adopted a policy that, without the approval of a majority of our independent directors, we will not:

- acquire from or sell to any of our officers or directors, the employees of our Adviser or Administrator, or any entity in which any of our officers, directors, or such employees has an interest of more than 5%, any assets or other property;
- borrow from any of our directors or officers, the employees of our Adviser or Administrator, or any entity in which any of our officers, directors, or such employees has an interest of more than 5%; or
- engage in any other transaction with any of our directors or officers, the employees of our Adviser or Administrator, or any entity in which any of our directors, officers, or such employees has an interest of more than 5%.

Consistent with the provisions of the Sarbanes-Oxley Act of 2002, we will not extend credit, or arrange for the extension of credit, to any of our directors and officers. Under the Maryland General Corporation Law, a contract or other transaction between us and one of our directors or officers or any other entity in which one of our directors or officers is also a director or officer or has a material financial interest is not void or voidable solely on the grounds of the common directorship or interest, the fact that the director or officer was present at the meeting at which the contract or transaction was approved or the fact that the director's vote was counted in favor of the contract or transaction if:

- the material facts relating to the common directorship or interest and as to the transaction are disclosed to our Board of Directors or a committee of our Board, and our Board or the committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the directors not interested in the contract or transaction, even if the disinterested directors do not constitute a quorum of the Board or committee;
- the fact of the common directorship or interest is disclosed to our stockholders entitled to vote on the contract or transaction, and the contract or transaction is approved or ratified by a majority of the votes cast by the stockholders entitled to vote on the matter, other than shares owned of record or beneficially by the interested director, corporation or entity; or
- the contract or transaction is fair and reasonable to us as of the time authorized, approved or ratified by the Board of Directors, a committee or the stockholders.

Our policy also prohibits us from purchasing any real property from, or co-investing in any real property with, our Adviser, any of its affiliates, or any business in which our Adviser or any of its subsidiaries have invested. If we decide to change this policy on co-investments with our Adviser or its affiliates, we will seek approval of our independent directors.

#### **Code of Ethics**

We have adopted a code of ethics and business conduct applicable to all personnel of our Adviser and Administrator that complies with the guidelines set forth in Item 406 of Regulation S-K of the Securities Act of 1933, as amended. This code establishes procedures for personal investments, restricts certain transactions by such personnel, and requires the reporting of certain transactions and holdings by such personnel. A copy of this code is available for review, free of charge, on the Investors section of our website at [www.GladstoneLand.com](http://www.GladstoneLand.com). The information contained on or connected to our website is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report that we file with or furnish to the SEC. We intend to provide any required disclosure of any amendments to or waivers of this code of ethics by posting information regarding any such amendment or waiver to our website.

#### **Our Adviser and Administrator**

We are externally managed by our Adviser. The officers, directors, and employees of our Adviser have significant experience in making investments in and lending to businesses of all sizes, including investing in real estate and making mortgage loans. We have entered into an investment advisory agreement with our Adviser, which was most recently amended and restated effective July 1, 2021 (the "Current Advisory Agreement"), under which our Adviser is responsible for managing our assets and liabilities, for operating our business on a day-to-day basis, and for identifying, evaluating, negotiating, and consummating investment transactions consistent with our investment policies as determined by our Board of Directors from time to time.

Our Administrator employs our chief financial officer, treasurer, chief compliance officer, general counsel and secretary (who also serves as our Administrator's president, general counsel, and secretary), and their respective staffs and provides

administrative services to us under the amended and restated Administration Agreement entered into on February 1, 2013 (the “Administration Agreement”).

David Gladstone, our chairman, chief executive officer, president, and largest stockholder, is also the chairman, chief executive officer, and the controlling stockholder of our Adviser and our Administrator. Terry Lee Brubaker, our chief operating officer, also serves as vice chairman, chief operating officer, and a member of the Board of Directors for our Adviser and Administrator.

Our Adviser has an investment committee that evaluates and approves each of our investments. This investment committee is currently comprised of Messrs. Gladstone, Brubaker, and Reiman; Mr. John Sateri, who is a managing director of our Adviser; and Ms. Laura Gladstone, who is a managing director of our Adviser. We believe that the review process of our Adviser’s investment committee gives us a competitive advantage over other agricultural real estate companies because of the substantial experience that the members possess and their unique perspective in evaluating the blend of corporate credit, real estate, and lease terms that collectively combine to provide an acceptable risk for our investments.

Our Adviser’s board of directors has empowered the investment committee to authorize and approve our investments, subject to the terms of the Current Advisory Agreement. Before we acquire any property, the proposed transaction is reviewed by the investment committee to ensure that, in its view, the transaction satisfies our investment criteria and is within our investment policies. Approval by the investment committee will generally be the final step in the property acquisition approval process, although the separate approval of our Board of Directors is required in certain circumstances, which are described below.

Our Adviser and Administrator are headquartered in McLean, Virginia, a suburb of Washington D.C., and our Adviser also has offices in several other states. Refer to Part II, Item 7, “*Management Discussion and Analysis of Financial Condition and Results of Operations—Overview—Our Adviser and Administrator*” of this Form 10-K for a detailed discussion on the fee structure of each of the Adviser and Administrator.

#### ***Adviser Duties and Authority under the Current Advisory Agreement***

Under the terms of the Current Advisory Agreement, our Adviser is required to present to us investment opportunities consistent with our investment policies and objectives as adopted by our Board of Directors. In performing its duties, our Adviser, either directly or indirectly by engaging an affiliate:

- finds, evaluates, presents, and recommends to us a continuing series of real estate investment opportunities consistent with our investment policies and objectives;
- provides advice to us and acts on our behalf with respect to the negotiation, acquisition, financing, refinancing, holding, leasing, and disposition of real estate investments;
- enters into contracts to purchase real estate on our behalf in compliance with our investment procedures, objectives, and policies, subject to approval of our Board of Directors, where required;
- takes the actions and obtains the services necessary to effect the negotiation, acquisition, financing, refinancing holding, leasing, and disposition of real estate investments; and
- provides day-to-day management of our real estate activities and other administrative services.

Our Board of Directors has authorized our Adviser to make investments in any property on our behalf without the prior approval of our Board if the following conditions are satisfied:

- our Adviser has determined that the total cost of the property does not exceed its determined value; and
- our Adviser has provided us with a representation that the property, in conjunction with our other investments and proposed investments, is reasonably expected to fulfill our investment objectives and policies as established by our Board of Directors then in effect.

The actual terms and conditions of transactions involving investments in properties shall be determined in the sole discretion of our Adviser, subject at all times to compliance with the foregoing requirements. Some types of transactions, including the following, require the prior approval of our Board of Directors, including a majority of our independent directors:

- any acquisition which at the time of investment would have a cost exceeding 50% of our total assets; and
- transactions that involve conflicts of interest with our Adviser (other than reimbursement of expenses in accordance with the Current Advisory Agreement).

Our Adviser and Administrator also engage in other business ventures and, as a result, certain (but not all) of their resources are not dedicated exclusively to our business. For example, our Adviser and Administrator also serve as the external adviser and administrator, respectively, to Gladstone Capital Corporation (“Gladstone Capital”) and Gladstone Investment Corporation (“Gladstone Investment”), both publicly-traded business development companies affiliated with us, and Gladstone Commercial Corporation (“Gladstone Commercial”), a publicly-traded REIT affiliated with us. However, under the Current Advisory

Agreement, our Adviser is required to devote sufficient resources to the administration of our affairs to discharge its obligations under the agreement. The Current Advisory Agreement is not assignable or transferable by either us or our Adviser without the consent of the other party, except that our Adviser may assign the Current Advisory Agreement to an affiliate for whom our Adviser agrees to guarantee its obligations to us.

### **Gladstone Securities**

Gladstone Securities, LLC (“Gladstone Securities”) is a privately-held broker-dealer and a member of the Financial Industry Regulatory Authority and insured by the Securities Investor Protection Corporation. Gladstone Securities is an affiliate of ours, as its parent company is owned and controlled by David Gladstone, our chairman, chief executive officer, and president. Mr. Gladstone also serves on the board of managers of Gladstone Securities. In addition, Michael LiCalsi, our General Counsel and Secretary, serves in several capacities for Gladstone Securities, serving as Chief Legal Officer, Secretary, and a member of its board of managers since 2010 and a managing principal since 2011.

### **Financing Arrangement Agreement**

On April 11, 2017, we entered into an agreement with Gladstone Securities for it to act as our non-exclusive agent to assist us with arranging financing for our properties (the “Financing Arrangement Agreement”). Pursuant to the agreement, we pay Gladstone Securities a financing fee in connection with the services it provides to us for securing financing on our properties. Refer to Note 6, “*Related-Party Transactions—Gladstone Securities,*” in the accompanying notes to our consolidated financial statements for a discussion of the fees to be paid to Gladstone Securities pursuant to the Financing Arrangement Agreement.

### **Dealer-Manager Agreements**

In connection with the continuous public offering of our Series B Preferred Stock (which was completed in March 2020), our Series C Preferred Stock (which was completed in December 2022), and our Series E Preferred Stock (which offering is ongoing), we entered into certain dealer-manager agreements with Gladstone Securities, whereby Gladstone Securities served or serves, as appropriate, as our exclusive dealer-manager. Pursuant to each of these dealer-manager agreements, Gladstone Securities provided or provides certain sales, promotional, and marketing services to us in connection with the offering of the respective stock. Refer to Note 6, “*Related-Party Transactions—Gladstone Securities,*” in the accompanying notes to our consolidated financial statements for a discussion of the fees and commissions paid to Gladstone Securities pursuant to each of these dealer-manager agreements.

### **Human Capital Management**

We do not currently have any employees and do not expect to have any employees in the foreseeable future. Currently, services necessary for our business are provided by individuals who are employees of our Adviser and our Administrator pursuant to the terms of the Current Advisory Agreement and the Administration Agreement, respectively. Each of our executive officers is an employee or executive officer, or both, of each our Adviser and our Administrator. We expect that approximately 15 to 25 full-time employees of our Adviser and our Administrator will spend substantial time on our matters during the 2024 calendar year. Our CFO, accounting team, and the employees of our Adviser who manage our assets and investments spend all of their time on our matters. To the extent that we acquire more investments, we anticipate that the number of employees of our Adviser and our Administrator who devote time to our matters will increase and the number of our Adviser’s employees working out of local offices, if any, where we buy land will also increase.

As of December 31, 2023, our Adviser and Administrator, collectively, had 69 full-time employees. A breakdown thereof is summarized by functional area in the table below:

<b>Number of Individuals</b>	<b>Functional Area</b>
13	Executive Management
35	Investment Management, Portfolio Management, and Due Diligence
21	Administration, Accounting, Compliance, Human Resources, Legal, and Treasury

The Adviser and the Administrator aim to attract and retain capable advisory and administrative personnel, respectively, by offering competitive base salaries, benefits, and bonus structure and by providing employees with appropriate opportunities for professional development and growth.

### **Competition**

We face competition for farmland acreage from many different entities, including, but not limited to, developers, municipalities, individual farmers, agriculture corporations, institutional investors, and others. Investment firms that we might compete

directly against could include agricultural investment firms, such as Hancock Agricultural Investment Group, Prudential Agricultural Investments, and UBS AgriVest, LLC. These firms engage in the acquisition, asset management, valuation, and disposition of farmland properties. Further competition may also come from other agricultural REITs, both publicly-traded (e.g., Farmland Partners, Inc.) and privately-held (e.g., Iroquois Valley Farmland REIT, PBC); other agricultural-focused privately-held funds, such as AgIS Capital, LLC, and Homestead Capital; and various online farmland crowdfunding platforms (e.g., AcreTrader, FarmTogether).

### **Government Regulations**

We own, manage, acquire, and develop our properties in compliance with the laws and regulations of the United States, as well as state and local laws and regulations in the jurisdictions where our properties are located, which may differ among jurisdictions. Developments related to public health emergencies, including laws and regulations implemented by federal governmental authorities or state and local governmental authorities in jurisdictions where our properties are located in response to such public health emergencies, may impact our ability to operate our business, or those of our tenants, in the ordinary course, which may materially affect our results of operations for the year ending December 31, 2024. Otherwise, we do not expect that compliance with the various laws and regulations we are subject to will have a material effect on our capital expenditures, results of operations, or competitive position for the year ending December 31, 2024, as compared to prior periods.

Additionally, as an owner of real estate, we are subject to various federal, state, and local environmental laws, regulations, and ordinances and also could be liable to third parties resulting from environmental contamination or noncompliance at our properties. Environmental laws often impose liability without regard to whether the owner or operator knew of or was responsible for the presence of the contaminants, and the costs of any required investigation or cleanup of these substances could be substantial. The liability is generally not limited under such laws and could exceed the property's value and the aggregate assets of the liable party. The presence of contamination or the failure to remediate contamination at our properties also may expose us to third-party liability for personal injury or property damage or adversely affect our ability to lease the real property or to borrow using the real estate as collateral.

These and other risks related to governmental regulation and environmental matters are described in more detail in Part I, Item 1A, "Risk Factors," of this Form 10-K.

### **Other Required Financial Information**

For other required financial information related to our properties, concentrations, segments, and operations, refer to our consolidated financial statements, including the notes thereto, included within this Form 10-K.

### **Available Information**

Copies of each of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and amendments, if any, to those reports filed or furnished with the SEC, pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through our website at [www.GladstoneLand.com](http://www.GladstoneLand.com). A request for any of these reports may also be submitted to us by sending a written request addressed to Investor Relations, Gladstone Land Corporation, 1521 Westbranch Drive, Suite 100, McLean, VA, 22102, or by calling our toll-free investor relations line at 1-866-366-5745. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.SEC.gov](http://www.SEC.gov).

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

*An investment in our securities involves a number of significant risks and other factors relating to our structure and investment objectives. As a result, we cannot assure you that we will achieve our investment objectives. You should consider carefully the following information as an investor and/or prospective investor in our securities. The risks described below may not be the only risks we face. Additional risks not presently known to us or that we currently believe are immaterial may also significantly impact our business operations. If any of these risks occur, our business prospects, financial condition, or results of operations could suffer, the market price of our capital stock could decline, and you could lose all or part of your investment in our capital stock.*

### **Risks Relating to Our Business and Operations**

*Our real estate portfolio is concentrated across a limited number of states, which subjects us to an increased risk of significant loss if adverse weather, economic, or regulatory changes or developments in the markets in which our properties are located occur.*

Since our current real estate profile is concentrated across a limited number of states, we are subject to adverse changes in the political or regulatory climate in those states or specific counties where our properties are located that could adversely affect our real estate portfolio and our ability to lease properties. The geographic concentration of our portfolio could also cause us to be more susceptible to adverse weather, economic or regulatory changes, or developments in the markets in which our properties are located than if we owned a more geographically-diverse portfolio, which could materially and adversely affect the value of our farms and our ability to lease our farms on favorable terms or at all.

*We may not be successful in identifying and consummating additional suitable acquisitions that meet our investment criteria, which may impede our growth and negatively affect our results of operations.*

We continue to actively seek and evaluate other farm properties for potential purchase, but there is no guarantee that we will be able to continue to find and acquire properties that meet our investment criteria. We expect that a significant number of our future tenants will be independent farming operations, about which there is generally little or no publicly available operating and financial information. As a result, we rely on our Adviser to perform due diligence investigations of these tenants, their operations, and their prospects. We may not learn all of the material information we need to know regarding these businesses through our investigations. As a result, it is possible that we could lease properties to tenants that ultimately are unable to pay rent to us, which could adversely impact the amount available for distributions.

*Investments in development farmland, or farmland planted with immature permanent crops rather than annual crops or mature permanent crops, may have inherent risks, including those relating to the longer period between development and commercial productivity for certain permanent crop development farms, the cost of development, profitability of newly-developed farms, higher ongoing costs, and delayed development, all of which could adversely impact our results of operations and cash flow.*

On a limited basis, we have invested in certain properties requiring further development before reaching commercial productivity, such as the development of an almond orchard, or in properties with immature permanent plantings. Such investments, and any future investments in property developments, involves risks that are different and, in most cases, greater than the risks associated with our acquisition of fully-developed and commercially-productive farms. In addition to the risks associated with real estate investments in general, as described elsewhere in this Form 10-K, the risks associated with our development farms include, among other things:

- significant time lag between commencement of development and commercial productivity for permanent crop development farms subjects us to greater risks due to fluctuations in the general economy, crop prices, and adverse weather conditions;
- expenditure of money and time on development that may not be completed;
- inability to achieve rental rates per acre at newly-developed farms to make the properties profitable;
- higher than estimated costs, including labor and planting, irrigation or other related costs; and
- possible delays in development due to a number of factors, including weather, labor disruptions, regulatory approvals, acts of terror or other acts of violence, or acts of God (such as fires, earthquakes, or floods).

All of our properties undergoing development or planted with immature permanent crops are currently leased and earning income. However, with regard to future acquisitions of such properties, the time frame required for development and for the farms to become commercially productive means that we may not be able to lease the farms and, in turn, generate revenue with respect to such farms for several years. If any of the above events occur, the development of such farms may hinder our growth and have a material adverse effect on our results of operations and cash flow. In addition, new development farms, regardless of whether or not they are ultimately productive, typically require substantial time and attention from management.

*We currently lease many of our properties to medium-sized, independent farming operations and agricultural businesses, which may have limited financial and personnel resources and, therefore, may be less stable than larger companies, which could impact our ability to generate rental revenue.*

We expect to lease a significant number of our properties to medium-sized farming operations and related agricultural businesses, which will expose us to a number of risks specifically related to these entities. For example, medium-sized agricultural businesses may be more likely than larger farming operations to have difficulty making lease payments when they experience adverse events. They also tend to experience significant fluctuations in their operating results and to be more vulnerable to competitors' actions and market conditions, as well as general economic downturns. In addition, our target tenants may face intense competition, including competition from companies with greater financial resources, which could lead to price pressure on crops that could lower our tenants' income.

Furthermore, the success of a medium-sized business may also depend on the management talents and efforts of one or a small group of persons. The death, disability or resignation of one or more of these persons could have a material adverse impact on our tenant and, in turn, on us.

*Our Adviser has broad authority to make acquisitions and dispositions of properties, and there can be no assurance that, in the future, we will be able to continue to enter into definitive agreements to purchase properties, complete acquisitions, or dispose of properties on favorable terms. Our stockholders are unable to evaluate the economic merits of our investments or the terms of any dispositions of properties.*

Our Adviser has broad authority to make acquisitions and dispositions of properties. There can be no assurance that our Adviser will be able to continue to identify or negotiate acceptable terms for the acquisition or dispositions of properties or that we will be able to continue to acquire or dispose of such properties on favorable terms. We may compete with other purchasers for attractive properties. Further factors that could cause us not to purchase one or more properties that initially meet our investment criteria include our potential inability to agree to definitive purchase terms with the prospective sellers and our discovery of problems with the properties in our due diligence investigations. Factors that could cause us to be unable to dispose of a property on favorable terms include market conditions and competition. Any significant impediment to continue to identify and make investments that fit into our investment criteria or dispose of investments during suitable market conditions would have a material adverse effect on our ability to continue to generate cash flow and make distributions to our stockholders.

*Our cash available for distribution to stockholders may not be sufficient to pay anticipated distributions, nor can we assure you of our ability to make distributions in the future, and we may need to borrow to make such distributions or may not be able to make such distributions at all.*

To remain competitive with alternative investments, our distribution rate may exceed our cash available for distribution, including cash generated from operations. In the event this happens, we intend to fund the difference out of any excess cash on hand or from borrowings under our revolving credit facility. If we do not have sufficient cash available for distribution generated by our assets to pay the distributions set by our Board of Directors, or if cash available for distribution decreases in future periods, the market price of our common stock could decrease.

All distributions will be made at the discretion of our Board of Directors and will depend on our earnings, our financial condition, whether we are able to maintain our qualification as a REIT, and other factors as our Board of Directors may deem relevant from time to time. We may not be able to make distributions in the future. In addition, some of our distributions may include a return of capital. To the extent that our Board of Directors approves distributions in excess of our then current and accumulated earnings and profits, these excess distributions would generally be considered a return of capital for federal income tax purposes to the extent of your adjusted tax basis in your shares. A return of capital is not taxable, but it has the effect of reducing your adjusted tax basis in your investment. To the extent that distributions exceed the adjusted tax basis of your shares, such excess will be treated for tax purposes as a gain from the sale or exchange of your shares. If we borrow to fund distributions, our future interest costs would increase, thereby reducing our earnings and cash available for distribution from what they otherwise would have been.

*Some of our tenants may be unable to pay rent, which could adversely affect our cash available to make distributions to our stockholders or otherwise impair the value of your investment.*

We expect that single tenants will continue to occupy most of our farms, and, therefore, the success of our investments will continue to be materially dependent on the financial stability of these tenants. Some of our tenants may have been recently restructured using leverage acquired in a leveraged transaction, may otherwise be subject to significant debt obligations, or may have been adversely impacted by public health emergencies. Tenants that are subject to significant debt obligations may be unable to make their rent payments if there are adverse changes in their businesses or in general economic conditions. Tenants that have been impacted adversely by public health emergencies may not be able to make timely rental payments due to labor shortages, supply chain issues, or due to government-mandated lockdowns or other measures taken to address such public health emergencies. Tenants that have experienced leveraged restructurings or acquisitions will generally have substantially greater debt and substantially lower net worth than they had prior to the leveraged transaction. In addition, the payment of rent and debt service may reduce the working capital available to leveraged entities and prevent them from devoting the resources necessary to remain competitive in their industries. In situations where management of the tenant will change after a transaction, it may be difficult for our Adviser to determine with certainty the likelihood of the tenant's business success and of it being able to pay rent throughout the lease term. These companies are more vulnerable to adverse conditions in their businesses or industries and economic conditions generally, as well as to increases in interest rates. In addition, these companies' revenues and expenses may fluctuate according to the growing season, which may impact their ability to make regular lease payments.



Any lease payment defaults by a tenant could adversely affect our cash flows and cause us to reduce the amount of distributions to stockholders. In the event of a default by a tenant, we may also experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-leasing our property.

*Some of our tenants could be susceptible to bankruptcy, which would affect our ability to generate rents from them and therefore negatively affect our results of operations.*

In addition to the risk of tenants being unable to make regular rent payments, certain of our tenants who may depend on debt and leverage could be especially susceptible to bankruptcy in the event that their cash flows are insufficient to satisfy their debt. Any bankruptcy of one of our tenants would result in a loss of lease payments to us, as well as an increase in our costs to carry the property.

Additionally, under bankruptcy law, a tenant who is the subject of bankruptcy proceedings has the option of continuing or terminating any unexpired lease. If a bankrupt tenant terminates a lease with us, any claim we might have for breach of the lease, excluding a claim against collateral securing the lease, would be treated as a general unsecured claim. Our claim would likely be capped at the amount the tenant owed us for unpaid rent prior to the bankruptcy unrelated to the termination, plus the greater of one year of lease payments or 15% of the remaining lease payments payable under the lease, but in no case more than three years of lease payments. In addition, a bankruptcy court could re-characterize a net lease transaction as a secured lending transaction. If that were to occur, we would not be treated as the owner of the property, but might have additional rights as a secured creditor. This would mean our claim in bankruptcy court would only be for the amount we paid for the property, which could adversely impact our financial condition.

*Because we expect to continue to enter into some short-term leases, we may continue to be more susceptible to any decreases in prevailing market rental rates than would be the case with long-term leases, which could have a material adverse effect on our results of operations.*

For our properties that are farmed for annual row crops, we intend to primarily enter into leases with independent and corporate farming operations having terms generally ranging from 3 to 10 years. As a result, we will be required to frequently re-lease our properties upon the expiration of our leases. This will subject our business to near term fluctuations in market rental rates, and we will be more susceptible to declines in market rental rates than we would be if we were to enter into longer-term leases. As a result, any decreases in the prevailing market rental rates in the geographic areas in which we own properties could have a material adverse effect on our results of operations and cash available for distribution to stockholders.

*Our investments in properties with longer-term leases (i.e., five years or more), could expose us to various risks, including interest rate risk and the risk of being unable to take advantage of prevailing market rates, which could have a material adverse effect on our results of operations and cash available for distribution to stockholders.*

When entering into longer-term leases in which the rental rate is generally fixed, we intend to incorporate at least one of a variety of forms of rent escalators into the lease, including annual rent escalations or market reset periods. Annual rent escalations may be either a fixed amount each year or variable based on standard cost of living or inflation indices. In addition, some longer-term leases may require a regular survey of comparable land rents, with the rent owed per the lease being adjusted upward to reflect current market rents. If, in the future, we receive a significant portion of our revenues under longer-term leases in which the rental rate is generally fixed, subject to rent escalations described above, we would be subject to interest rate risk in the event interest rates rise at a greater rate than any potential rent escalations. In addition, by entering into longer-term leases, we would be subject to the risk that we would not be able to increase our rental rates if prevailing land values or rental rates have increased. Any inability to take advantage of increases in prevailing land values or rental rates could have a material adverse effect on our results of operations and cash available for distribution to stockholders.

*Our investments in farms subject to leases with a participation rent component based on the annual gross revenues earned on the respective farm means that a portion of our cash flow is exposed to various risks, including risks related to declining crop prices and lower-than-average crop production, which could have a material adverse effect on the amount of rent we can collect and, consequently, our cash flow and ability to make distributions to our stockholders.*

We own several farms subject to leases that include a participation rent component based on the annual gross revenues earned on the respective farm; however, the majority of these leases also include a guarantee of a minimum amount of rental income that generally satisfies our investment return criteria. While we do not expect participation rents to make up a significant portion of our overall leased portfolio, we intend to enter into additional leases with participation rent components. We anticipate that the majority of such leases will continue to have a floor that guarantees a minimum amount of rental income that generally satisfies our investment return criteria; however, such leases will still be impacted by factors related to the success of the farmer-tenant's harvest, including, but not limited to, declining crop prices and lower-than-average crop production, that may result in us receiving less rent than anticipated or projected when entering into such leases. A reduction in the rent we receive could have a material adverse effect on our cash flow and ability to make distributions to our stockholders.

*Our investments in farmland used for permanent crops have a higher risk profile than farmland used for annual row crops.*

Since our IPO, we have expanded our investment focus to include farms used for permanent crops, and we intend to continue to add to our investments in farmland used for permanent crops in the future. Permanent crops have plant structures (such as trees, vines, or bushes) that produce yearly crops without being replanted. Examples include almonds, apples, blueberries, figs, pistachios, oranges, and table and wine grapes. Permanent crops generally involve more risk than annual row crops because permanent crops require more time and capital to plant and cultivate. As a result, permanent crops are generally more expensive to replace and more susceptible to disease and poor weather. If a farmer loses a permanent crop to any natural disaster, such as drought, flooding, fire, or disease, there would generally be significant time and capital needed to return the land to commercial production because a tree, bush, or vine may take years to grow before bearing fruit.

Permanent crop farmland also prevents the farmer from being able to rotate crop types to keep up with changing market conditions or changes in the weather or soil. If demand for one type of permanent crop decreases, the permanent crop farmer cannot easily convert the farm to another type of crop because permanent crop farmland is dedicated to one crop during the lifespan of the trees, bushes, or vines and therefore cannot easily be rotated to adapt to changing environmental or market conditions.

In addition, permanent crops, which can generally endure long periods of time from harvest to consumption, allow for global shipment and trade. As a result, permanent crops are usually less insulated from the global produce market volatility than annual row crops. This will generally provide for less price stability of the harvested crop and therefore less stability of the underlying land value for cropland producing permanent crops. As a result, permanent crop farms typically have a higher risk profile than annual row crop farms.

*Our real estate investments will consist of agricultural properties that may be difficult to sell or re-lease upon tenant defaults or early lease terminations, either of which would adversely affect returns to stockholders.*

We intend to focus our investments on agricultural properties. These types of properties are relatively illiquid compared to other types of real estate and financial assets. This illiquidity could limit our ability to quickly dispose of properties in response to changes in economic or other conditions. With these kinds of properties, if the current lease is terminated or not renewed, we may be required to renovate the property to the extent we have buildings on the property, or to make rent concessions to lease the property to another tenant or sell the property. In addition, in the event we are forced to sell the property, we may have difficulty finding qualified purchasers. These and other limitations may affect our ability to sell or re-lease properties without adversely affecting returns to our stockholders.

*If we sell properties and provide financing to purchasers, defaults by the purchasers would decrease our cash flows and limit our ability to make distributions.*

In some instances, we may sell our properties by providing financing to purchasers who may then also operate the farm. When we provide financing to purchasers, we may bear the risk that the purchaser may default, which could negatively impact our liquidity and thus our ability to either distribute the proceeds from the sale to our stockholders or reinvest the sale proceeds in other property acquisitions.

*If our properties do not have access to adequate water supplies, it could harm our ability to lease the properties for farming, thereby adversely affecting our ability to generate returns on our properties.*

To lease the cropland that we intend to acquire, these properties will require access to sufficient water to make them suitable for farming. Additionally, the ability of our current tenants to make their rental payments is dependent upon sufficient access to water. Although we expect to acquire properties with sufficient water access, should the need arise for additional wells from which to obtain water, we likely would be required to obtain permits prior to drilling such wells. Permits for drilling water wells are required by state and county regulations, and such permits may be difficult to obtain due to the limited supply of water in areas where we expect to acquire properties, such as the farming regions of California. Similarly, our properties may be subject to governmental regulations relating to the quality and disposition of rainwater runoff or other water to be used for irrigation. In such case, we could incur costs necessary to retain this water. If we are unable to obtain or maintain sufficient water supply for our properties, our ability to lease them for farming would be seriously impaired, which would have a material adverse impact on the value of our assets and our results of operations. If, in the future, we invest in farmland that depends upon rain water rather than local water access, our tenants on that farmland may be susceptible to extended droughts, and any failure on the part of such tenants to procure adequate drought insurance would impact the ability of such tenants to make rental payments, which would have a material adverse impact on our ability to generate returns on our properties.

*Our agricultural properties are subject to adverse weather conditions, seasonal variability, crop disease and other contaminants, which may affect our tenants' ability to pay rent and thereby have an adverse effect on our results of operations and our ability to make distributions to stockholders.*

Fresh produce, including produce used in canning and other packaged food operations, is vulnerable to adverse weather conditions, including windstorms, floods, drought and temperature extremes, which are common but difficult to predict. Because fresh produce is highly perishable and generally must be brought to market and sold soon after harvest, unfavorable growing conditions can reduce both crop size and crop quality. Seasonal factors, including supply and consumer demand, may also have an effect on the crops grown by our tenants. In extreme cases, entire harvests may be lost in some geographic areas. Further, certain of our properties are reliant upon groundwater, as they are not located within any state or federal water districts and, thus, are not limited by any government-regulated restrictions.

Fresh produce is also vulnerable to crop disease, pests, and other contaminants. Damages to tenants' crops from crop disease and pests may vary in severity and effect, depending on the stage of production at the time of infection or infestation, the type of treatment applied and environmental conditions. The costs to control these infestations vary depending on the severity of the damage and the extent of the plantings affected. These infestations can increase costs and decrease revenues of our tenants. Tenants may also incur losses from product recalls due to other contaminants that may cause food borne illness. It is difficult to predict the occurrence or severity of such product recalls as well as the impact of these upon our tenants. Although we do not expect that a significant portion of our rental payments will be based on the quality of our tenants' harvests, any of these factors could have a material adverse effect on our tenants' ability to pay rent to us, which in turn could have a material adverse effect on our ability to make distributions to our stockholders.

As permanent crops produce yearly crops without being replanted, they are more expensive to replace and more susceptible to disease and poor weather than annual row crops. If a farmer loses a permanent crop to any natural disaster, such as drought, flooding, fire or disease, there would generally be significant time and capital needed to return the land to production because a tree or vine may take years to grow before bearing fruit. Permanent crop farmland also prevents the farmer from being able to rotate crop types to keep up with changing market conditions or changes to the weather or soil. If demand for one type of permanent crop decreases, the permanent crop farmer cannot easily convert the farm to another type of crop because permanent crop farmland is dedicated to one crop during the lifespan of the trees or vines and therefore cannot easily be rotated to adapt to changing environmental or market conditions. As a result, the risks associated with weather conditions, seasonal variability, crop disease and other contaminants are magnified in the case of permanent crops.

*Our operating results and the value of our properties may be impacted by future climate changes, adversely impacting the value of our properties and our ability to generate rental revenue.*

In addition to the general risks that adverse weather conditions will pose for the tenants of our properties and their subsequent ability to comply with the terms of their leases, the value of our properties will potentially be subject to risks associated with long-term effects of climate change. Many climatologists predict increases in average temperatures, more extreme temperatures and increases in volatile weather over time. The effects of climate change may be more significant along coastlines, such as in the California coastal areas where we partially focus our acquisition efforts, due to rising sea levels resulting from the melting of polar ice caps, which could result in increased risk of coastal erosion, flooding, degradation in the availability and quality of groundwater aquifers, and expanding agricultural weed and pest populations. As a result, the effects of climate change could make our properties less suitable for farming or other alternative uses, which could adversely impact the value of our properties, our ability to generate rental revenue from leasing our properties and our cash available for distribution to stockholders. Climate change may also have indirect effects on our business by increasing the cost of, or availability of, property insurance on terms we find acceptable and increasing the cost of energy at our properties.

*Because we must distribute a substantial portion of our net income to maintain our qualification as a REIT, we will be largely dependent on third-party sources of capital to fund our future capital needs.*

To maintain our qualification as a REIT, we generally must distribute to our stockholders at least 90% of our taxable income each year, excluding net capital gains. Because of this distribution requirement, it is not likely that we will be able to fund a significant portion of our future capital needs, including property acquisitions, from retained earnings. Therefore, we may acquire additional capital from the issuance of securities senior to our common shares, including borrowings or other indebtedness, preferred shares (such as our Series B Preferred Stock, Series C Preferred Stock, Series D Term Preferred Stock, or Series E Preferred Stock), or the issuance of other securities. This capital may not be available on favorable terms or at all. Our access to additional capital depends on a number of things, including the market's perception of our growth potential and our current and potential future earnings.

To the extent we issue debt securities, other instruments of indebtedness, or additional preferred stock or borrow additional money from banks or other financial institutions, we will be additionally exposed to risks associated with leverage, including increased risk of loss. If we issue additional preferred securities that rank senior to our common shares in our capital structure, the holders of such preferred securities may have separate voting rights and other rights, preferences, or privileges, economic and otherwise, more favorable than those of our common shares and our currently-designated preferred securities, and the issuance of such preferred securities could have the effect of delaying, deferring, or preventing a transaction or a change of control that might involve a premium price for common stockholders.

Any inability to access additional financing on terms that are favorable to us may adversely affect our ability to grow and our business generally.

*We may not be able to raise sufficient capital or borrow money in sufficient amounts or on sufficiently favorable terms necessary to attain the optimal degree of leverage to operate our business, which may have an adverse effect on our operations and ability to pay distributions.*

Our ability to raise additional capital in the markets may be limited due to market conditions and applicable SEC regulations. Our business and acquisition strategies rely heavily on borrowing funds, so that we may make more investments than would otherwise be possible to maximize potential returns to stockholders. We may borrow on a secured or unsecured basis. Our charter and bylaws do not impose any limitation on our borrowing. Our ability to achieve our investment objectives will be affected by our ability to borrow money in sufficient amounts and on favorable terms, which may result in us becoming highly leveraged. We expect that we will borrow money that will be secured by our properties and that these financing arrangements will contain customary covenants such as those that limit our ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. In addition, any credit facility we might enter into is likely to contain certain customary restrictions, requirements and other limitations on our ability to incur indebtedness, and will specify debt ratios that we will be required to maintain. Accordingly, we may be unable to obtain the degree of leverage that we believe to be optimal, which may cause us to have less cash for distributions to stockholders. Our use of leverage could also make us more vulnerable to a downturn in our business or the economy generally and a significant increase in the ratio of our indebtedness to our assets may have an adverse effect on the market price of our common stock.

*Our income from operations may not be enough to cover our debt service obligations, which may affect distributions to stockholders or cause us to incur losses.*

If the income generated by our properties and other assets fails to cover our debt service, we could be forced to reduce or eliminate distributions to our stockholders and may experience losses. Some of our debt financing arrangements may require us to make lump-sum, or balloon, payments at maturity. If our income from operations does not cover a balloon payment, our ability to make the balloon payment at maturity could depend upon our ability to obtain additional financing or to sell the financed property. At the time the balloon payment is due, we may not be able to refinance the balloon payment on terms as favorable as the original loan or sell the property at a price sufficient to make the balloon payment, which would likely have a material adverse effect on our financial condition.

*We have secured borrowings, which would have a risk of loss of the property securing such loan upon foreclosure.*

We have multiple borrowing facilities in place, and our total borrowings are secured by the majority of the farms we own. If we are unable to make our debt payments as required, either under our current credit facilities or any future facilities, a lender could foreclose on certain of the properties securing its loan. This could cause us to lose part or all of our investment in the property, which in turn could cause the value of our common stock, any of our currently-designated preferred securities, or the distributions to our stockholders to be reduced or delayed.

*As we consider additional debt financing from third-party lenders, our assets may become highly leveraged, which may result in losses.*

There is no limitation imposed by our charter or bylaws on our borrowings. An increased amount of leverage may expose us to cash flow problems if rental income decreases. Under those circumstances, in order to pay our debt obligations, including distribution and dividend payments to stockholders, we might be required to sell properties at a loss or be unable to make distributions or decrease distributions to our stockholders. A failure to pay amounts due to lenders or redeem shares of our Series D Term Preferred Stock under the mandatory redemption requirement may result in a default on our obligations and result in certain penalties, such as increased interest rates. Additionally, our degree of leverage could adversely affect our ability to obtain additional financing and may have an adverse effect on the public market price of shares of our publicly-traded common stock or currently-designated preferred securities.

*We face a risk from the fact that certain of our properties are cross-collateralized.*

The mortgages on certain of our properties are cross-collateralized. To the extent that any of the properties in which we have an interest are cross-collateralized, any default by the property owner subsidiary under the mortgage note relating to the one property will result in a default under the financing arrangements relating to any other property that also provides security for that mortgage note or is cross-collateralized or cross-defaulted with such mortgage note. Such a default may adversely affect our financial condition, results of operations and ability to pay distributions to our stockholders.

*Competition for the acquisition of agricultural real estate may impede our ability to make acquisitions, increase the cost of these acquisitions or decrease or prevent increases in the occupancy and rental rates of our current properties.*

We will compete for the acquisition of properties with many other entities engaged in agricultural and real estate investment activities, including corporate agriculture companies, financial institutions, institutional pension funds, real estate companies, private equity funds and private real estate investors. These competitors may prevent us from acquiring desirable properties or may cause an increase in the price we must pay for real estate. Our competitors may have greater resources than we do and may be willing to pay more for certain assets or may have a more compatible operating philosophy with our acquisition targets. In particular, larger institutions may enjoy significant competitive advantages that result from, among other things, a lower cost of capital and enhanced operating efficiencies. Our competitors may also adopt transaction structures similar to, or more favorable than ours, offering rental rates below current market rates or below rates we currently charge our tenants, which would decrease our competitive advantage in offering flexible transaction terms. In addition, the number of entities and the amount of funds competing for suitable investment properties may increase, resulting in increased demand and increased prices paid for these properties. If we pay higher prices for properties, our profitability may decrease, and you may experience a lower return on your investment. Increased competition for properties may also preclude us from acquiring those properties that would generate attractive returns to us, as well as prevent us from achieving diversification by geography and crop type, having a material adverse effect on our results of operations and available cash for distributions to stockholders.

*We operate as a holding company dependent upon the assets and operations of our subsidiaries, and because of our structure, we may not be able to generate the funds necessary to make distributions on our common stock.*

We generally operate as a holding company that conducts its businesses primarily through our Operating Partnership, which in turn is a holding company conducting its business through its subsidiaries. These subsidiaries conduct all of our operations and are our only source of income. Accordingly, we are dependent on cash flows and payments of funds to us by our subsidiaries as distributions, loans, advances, leases or other payments from our subsidiaries to generate the funds necessary to make distributions on our common stock. Our subsidiaries' ability to pay such distributions and/or make such loans, advances, leases or other payments may be restricted by, among other things, applicable laws and regulations, current and future debt agreements and management agreements into which our subsidiaries may enter, which may impair our ability to make cash payments on our common stock. In addition, such agreements may prohibit or limit the ability of our subsidiaries to transfer any of their property or assets to us, any of our other subsidiaries or to third parties. Our future indebtedness or our subsidiaries' future indebtedness may also include restrictions with similar effects.

In addition, because we are a holding company, stockholders' claims will be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of our Operating Partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, claims of our stockholders will be satisfied only after all of our and our operating partnership's and its subsidiaries' liabilities and obligations have been paid in full.

*Some state laws prohibit or restrict the ownership of agricultural land by business entities, which could impede the growth of our portfolio and our ability to diversify geographically.*

Certain states, including Iowa, North Dakota, South Dakota, Minnesota, Oklahoma, Wisconsin, Missouri, and Kansas have laws that prohibit or restrict to varying degrees the ownership of agricultural land by corporations or business entities like us. Additional states may, in the future, pass similar or more restrictive laws, and we may not be legally permitted, or it may become overly burdensome or expensive, to acquire properties in these states, which could impede the growth of our portfolio and our ability to diversify geographically in states that might otherwise have attractive investment opportunities.

*Failure to succeed in new markets may have adverse consequences.*

As we expand and diversify our geographic portfolio, we may acquire properties located in new markets, exposing us to risks associated with a lack of market knowledge or understanding of the local market. This includes the availability and identity of quality tenant farmers, forging new business relationships in the area and unfamiliarity with local government requirements and procedures. Furthermore, the evaluation and negotiation of a potential expansion into new markets would divert management time and other resources. As a result, we may have difficulties executing our business strategy in these new markets, which could have a negative impact on our results of operations and ability to make distributions to stockholders.

*We may not ultimately be able to sell our agricultural real estate to developers in connection with the conversion of such properties to urban or suburban uses, especially in light of the current uncertain market for real estate development.*

Our business plan in part contemplates purchasing agricultural real property that we believe is located in the path of urban and suburban growth and ultimately will increase in value over the long term as a result. Pending the sale of such real property to developers for conversion to urban, suburban and other more intensive uses, such as residential or commercial development, we intend to lease the property for agricultural uses, particularly farming. Urban and suburban development is subject to a number of uncertainties, including land zoning and environmental issues, infrastructure development and demand. These uncertainties are particularly pronounced in light of the current economic environment, in which the pace of future development is unclear. Although the current development market contains uncertainties, these uncertainties may be more acute over time, since we do

not intend to acquire properties that are expected to be converted to urban or suburban uses in the near term. As a result, there can be no guarantee that increased development will actually occur and that we will be able to sell any of the properties that we own or acquire in the future for such conversion. Our inability to sell these properties in the future at an appreciated value for conversion to urban or suburban uses could result in a reduced return on your investment.

*Liability for uninsured or underinsured losses could adversely affect our financial condition.*

Losses from disaster-type occurrences, such as wars, earthquakes and weather-related disasters, may be either uninsurable or not insurable on economically viable terms. Should an uninsured loss occur, we could lose our capital investment or anticipated profits and cash flows from one or more properties. If any such loss is insured, we may be required to pay a significant deductible on any claim for recovery of such a loss prior to our insurer being obligated to issue reimbursement. Further, the amount of losses may exceed our coverage, which could have an adverse effect on our cash flow.

*Potential liability for environmental matters could adversely affect our financial condition.*

We intend to purchase agricultural properties and will be subject to the risk of liabilities under federal, state and local environmental laws. Some of these laws could subject us to:

- responsibility and liability for the cost of removal or remediation of hazardous substances released on our properties, which may include herbicides and pesticides, generally without regard to our knowledge of or responsibility for the presence of the contaminants;
- liability for the costs of removal or remediation of hazardous substances at disposal facilities for persons who arrange for the disposal or treatment of these substances; and
- potential liability for claims by third parties for damages resulting from environmental contaminants.

We will generally include provisions in our leases making tenants responsible for all environmental liabilities and for compliance with environmental regulations, and we will seek to require tenants to reimburse us for damages or costs for which we have been found liable. However, these provisions will not eliminate our statutory liability or preclude third-party claims against us. Even if we were to have a legal claim against a tenant to enable us to recover any amounts we are required to pay, there are no assurances that we would be able to collect any money from the tenant. Our costs of investigation, remediation or removal of hazardous substances may be substantial. In addition, the presence of hazardous substances on one of our properties, or the failure to properly remediate a contaminated property, could adversely affect our ability to sell or lease the property or to borrow using the property as collateral. Additionally, we could become subject to new, stricter environmental regulations, which could diminish the utility of our properties and have a material adverse impact on our results of operations.

*If our tenants fail to comply with applicable labor regulations, it could have an adverse effect on our ability to make distributions to our stockholders.*

State, county, and federal governments have also implemented a number of regulations governing labor practices used in connection with farming operations. For example, these regulations seek to provide for minimum wages and minimum and maximum work hours, as well as to restrict the hiring of illegal immigrants. If one of our tenants is accused of violating, or found to have violated such regulations, it could have a material adverse effect on the tenant's operating results, which could adversely affect its ability to make its rental payments to us and, in turn, our ability to make distributions to our stockholders.

*The presence of endangered or threatened species on or near our acquired farmland could restrict the activities of our agricultural tenants, which could in turn have a material adverse impact on the value of our assets and our results of operations.*

Federal, state, and local laws and regulations intended to protect threatened or endangered species could restrict certain activities on our farmland. The size of any area subject to restriction would vary depending on the protected species at issue, the time of year and other factors, and there can be no assurance that such federal, state, and local laws will not become more restrictive over time. If portions of our farmland are deemed to be part of or bordering habitats for such endangered or threatened species that could be disturbed by the agricultural activities of our tenants, it could impair the ability of the land to be used for farming, which in turn could have a material adverse impact on the value of our assets and our results of operations.

*We may be required to permit the owners of the mineral rights to our properties to enter and occupy parts of the properties for the purposes of drilling and operating oil or gas wells, which could adversely impact the rental value of our properties.*

Although we will own the surface rights to the properties that we acquire, other persons may own the rights to any minerals, such as oil and natural gas, that may be located under the surfaces of these properties. Under agreements with any such mineral rights owners, we expect that we would be required to permit third parties to enter our properties for the purpose of drilling and operating oil or gas wells on the premises. We will also be required to set aside a reasonable portion of the surface area of our properties to accommodate these oil and gas operations. The devotion of a portion of our properties to these oil and gas

operations would reduce the amount of the surface available for farming or farm-related uses, which could adversely impact the rents that we receive from leasing these properties.

*Interest rate fluctuations may adversely affect our results of operations.*

We may experience interest rate volatility in connection with mortgage loans on our properties or other variable-rate debt that we may obtain from time to time, such as our existing lines of credit, which are variable. Although we seek to mitigate this risk by structuring such provisions to contain a maximum interest rate or escalation rate, as applicable, and obtain interest rate swaps on certain borrowings to limit our exposure to interest rate risk, these features do not eliminate this risk. We are also exposed to the effects of interest rate changes as a result of holding cash and cash equivalents in short-term, interest-bearing investments. Additionally, increases in interest rates, or reduced access to credit markets due, among other things, to more stringent lending requirements or a high level of leverage, may make it difficult for us to refinance our mortgage debt as it matures or limit the availability of mortgage debt, thereby limiting our acquisition and/or refinancing activities. Even in the event that we are able to secure mortgage debt on, or otherwise finance our mortgage debt, due to increased costs associated with securing financing and other factors beyond our control, we may be unable to refinance the entire mortgage debt as it matures or be subject to unfavorable terms (such as higher loan fees, interest rates, and periodic payments) if we do refinance the mortgage debt. A significant change in interest rates could have an adverse impact on our results of operations.

While the U.S. Federal Reserve increased the federal funds rate 11 times from March 2022 through July 2023, they have held the federal funds rate flat since then. Future decisions on the federal funds rate will depend on a variety of key economic indicators, including inflation and the unemployment rate, among others. Any future increases may cause interest rates and borrowing costs to rise even further, which may negatively impact our ability to access the debt markets on favorable terms. Any prolonged adverse economic conditions could have a material adverse effect on our business, financial condition, and results of operations.

*We cannot predict the impact future actions by regulators or government bodies, including the U.S. Federal Reserve, will have on real estate debt markets, the market value of our capital stock or on our business, and any such actions may negatively impact us.*

Regulators and U.S. government bodies have a major impact on our business. The U.S. Federal Reserve is a major participant in, and its actions significantly impact, the real estate debt markets. The Federal Reserve has kept the federal funds rate flat since July 2023, and there can be no assurance if or when any reductions will be announced. Partly due to increases in the federal funds rate prior to July 2023 and the uncertainty over future actions of the Federal Reserve, borrowing costs remain high. Should the Federal Reserve continue to keep the federal funds rate flat for a prolonged period of time, or should it announce further increases, this may cause interest rates and borrowing costs to remain high or rise even further, which may negatively impact our ability to access the debt markets on favorable terms and the market value of our capital stock. This may result in future acquisitions by us generating lower overall economic returns and increasing the costs associated with refinancing current debt, which could potentially reduce future cash flow available for distributions. It is difficult to predict future legislation, regulation, and executive actions, and we cannot predict or control the impact future actions by regulators or government bodies, such as the Federal Reserve, will have on our business.

*Cybersecurity risks and cyber incidents may adversely affect our business by causing a disruption to our operations or the operations of businesses in which we invest, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our business, financial condition, and operating results.*

In the normal course of business, we and our service providers collect and retain certain personal information provided by our tenants, employees of our Administrator and Adviser, and vendors. We also rely extensively on computer systems to process transactions and manage our business. Despite careful security and controls design, implementation, updating, and independent third-party verification, our information technology systems, and those of our third-party providers, could become subject to cybersecurity incidents. A cybersecurity incident is defined by the SEC as an unauthorized occurrence, or a series of related unauthorized occurrences, on or conducted through our information systems that jeopardize the confidentiality, integrity, or availability of our information resources or any information residing therein. A cybersecurity incident may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems or those of our third-party providers for purposes of misappropriating assets, stealing confidential information, corrupting data, or causing operational disruption. The result of a cybersecurity incident may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation, and damage to our business relationships. As our reliance on technology has increased, so have the risks posed to our information systems, both internal and those provided to us by third-party service providers. In addition, cybersecurity threats such as those noted above have increased in recent years in part due to increasingly numerous and sophisticated malicious cyber actors. We have implemented processes, procedures, and internal controls to help prevent, detect, and mitigate cybersecurity threats and cyber intrusions, but these measures, as well as our increased awareness of the nature and extent of a threat of a cyber-incident,

do not guarantee that a cyber-incident will not occur, will be timely detected, or that our financial results, operations, or confidential information will not be negatively impacted by such an incident. The development and maintenance of these measures are also costly and require ongoing monitoring, testing, and updating as technologies and processes change and efforts to overcome cybersecurity measures become increasingly sophisticated.

*Our business may be adversely affected by public health emergencies.*

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on us and could adversely affect our ability to fulfill our investment objectives.

The extent of the impact of any public health emergency on our operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergencies on overall supply and demand, goods and services, investor liquidity, consumer confidence and levels of economic activity, and the extent of its disruption to important global, regional, and local supply chains and economic markets, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may disrupt the operations of our tenant-farmers and pose the risk that they may be prevented from conducting normal business activities for an unknown period of time, including shutdowns that may be requested or mandated by governmental authorities. We cannot accurately estimate the impact that a public health threat could have on our farmland portfolio, but it could disrupt the businesses of our tenant-farmers and impact their ability to make lease payments to us, including under modified lease terms allowing for deferred rent, thereby decreasing the overall value of our leasehold interests in the properties, which could adversely impact our business, financial condition, or results of operations.

Further, our operations may be significantly impacted, or even temporarily or permanently halted, as a result of government shelter-in-place measures, vaccine mandates, voluntary and precautionary restrictions on travel or meetings, paused or reversed reopening orders, and other factors related to a public health emergency, including its potential adverse impact on the health of our Adviser's and Administrator's personnel. As a result, there is a risk that this continuing crisis could adversely impact our ability to source, manage, and divest investments and the Company's ability to achieve its investment objectives, all of which could result in significant losses to us and could impact our ability to make interest and distribution payments to lenders and stockholders, respectively, including their respective amounts.

#### **Risks Associated With Our Use of an Adviser to Manage Our Business**

*We are dependent upon our key management personnel for our future success, particularly David Gladstone, Terry Lee Brubaker, Bill Reiman, Lewis Parrish, and Jay Beckhorn.*

We have no employees and are therefore dependent on the senior management and other key management members who are employed by our Adviser or Administrator, as applicable, to carry out our business and investment strategies. Our future success depends to a significant extent on the continued service and coordination of our senior management team, particularly David Gladstone, our chairman, chief executive officer and president; Terry Lee Brubaker, our chief operating officer; Bill Reiman, our Executive Vice President; and Lewis Parrish, our chief financial officer and assistant treasurer. Mr. Gladstone also serves as the chief executive officer of our Adviser and our Administrator, and Mr. Brubaker is also an executive officer of our Adviser and our Administrator. The departure of any of our executive officers or key personnel of our Adviser or Administrator, as applicable, could have a material adverse effect on our ability to implement our business strategy and to achieve our investment objectives.

*Our success will continue to depend on the performance of our Adviser and if our Adviser makes inadvisable investment or management decisions, our operations could be materially adversely impacted.*

Our ability to achieve our investment objectives and to pay distributions to our stockholders is substantially dependent upon the performance of our Adviser in evaluating potential investments, selecting and negotiating property purchases and dispositions on our behalf, selecting tenants and borrowers, setting lease terms and determining financing arrangements. You will have no opportunity to evaluate the terms of transactions or other economic or financial data concerning our investments. You must rely entirely on the analytical and management abilities of our Adviser and the oversight of our Board of Directors. If our Adviser or our Board of Directors makes inadvisable investment or management decisions, our operations could be materially adversely impacted.

*We may have conflicts of interest with our Adviser and other affiliates, which could result in investment decisions that are not in the best interests of our stockholders.*

Our Adviser manages our real estate portfolio and locates, evaluates, recommends and negotiates the acquisition of our real estate investments and mortgage loans. At the same time, our Advisory Agreement permits our Adviser to conduct other



commercial activities and to provide management and advisory services to other entities, including, but not limited to, Gladstone Commercial, Gladstone Capital, and Gladstone Investment, each of which is affiliated with us. Each of our executive officers, other than Mr. Parrish, is also an executive officer of Gladstone Commercial, which actively makes real estate investments, and Gladstone Capital and Gladstone Investment, which actively make loans to and invest in small- and medium-sized companies. As a result, we may, from time to time, have conflicts of interest with our Adviser in its management of our business and that of Gladstone Commercial, Gladstone Investment, or Gladstone Capital, which may arise primarily from the involvement of our Adviser, Gladstone Commercial, Gladstone Capital, Gladstone Investment, and their affiliates in other activities that may conflict with our business. Examples of these potential conflicts include:

- our Adviser may realize substantial compensation on account of its activities on our behalf and may be motivated to approve acquisitions solely on the basis of increasing its compensation from us;
- our agreements with our Adviser are not arm's-length agreements, which could result in terms in those agreements that are less favorable than we could obtain from independent third parties;
- we may experience competition with our affiliates for potential financing transactions; and
- our Adviser and other affiliates, such as Gladstone Commercial, Gladstone Capital, and Gladstone Investment could compete for the time and services of our officers and directors and reduce the amount of time they are able to devote to management of our business.

These and other conflicts of interest between us and our Adviser could have a material adverse effect on the operation of our business and the selection or management of our real estate investments.

*Our financial condition and results of operations will depend on our Adviser's ability to effectively manage our future growth.*

Our ability to achieve our investment objectives will depend on our ability to sustain continued growth, which will, in turn, depend on our Adviser's ability to find, select and negotiate property purchases and net leases that meet our investment criteria. Accomplishing this result on a cost-effective basis is largely a function of our Adviser's marketing capabilities, management of the investment process, ability to provide competent, attentive and efficient services and our access to financing sources on acceptable terms. As we grow, our Adviser may be required to hire, train, supervise and manage new employees. Our Adviser's failure to effectively manage our future growth could have a material adverse effect on our business, financial condition and results of operations.

*Our Adviser is not obligated to provide a waiver of the incentive fee, which could negatively impact our earnings and our ability to maintain our current level of, or increase, distributions to our stockholders.*

The Advisory Agreement contemplates a quarterly incentive fee based on our funds from operation ("FFO"). Our Adviser has the ability to issue a full or partial waiver of the incentive fee for current and future periods; however, our Adviser is not required to issue any waiver. Any waiver issued by our Adviser is an unconditional and irrevocable waiver. If our Adviser does not issue this waiver in future quarters, it could negatively impact our earnings and may compromise our ability to maintain our current level of, or increase, distributions to our stockholders.

*We may be obligated to pay our Adviser quarterly incentive compensation even if we incur a net loss during a particular quarter.*

The Advisory Agreement entitles our Adviser to incentive compensation based on our FFO, which rewards our Adviser if our quarterly pre-incentive fee FFO exceeds 1.75% (7.0% annualized) of our total adjusted common equity. Our pre-incentive fee FFO for a particular quarter for incentive compensation purposes excludes the effect of any unrealized gains, losses, or other items during that quarter that do not affect realized net income, even if these adjustments result in a net loss on our statement of operations for that quarter. Thus, we may be required to pay our Adviser incentive compensation for a fiscal quarter even if we incur a net loss for that quarter as determined in accordance with U.S. generally-accepted accounting principles ("GAAP").

#### **Risks Associated With Ownership of Our Common Stock and OP Units and Our Tax Status**

*Certain provisions contained in our charter and bylaws and under Maryland law may prohibit or restrict attempts by our stockholders to change our management and hinder efforts to effect a change of control of us, and the market price of our common stock may be lower as a result.*

There are provisions in our charter and bylaws that may make it difficult for a third party to acquire, or attempt to acquire, control of our company, even if a change in control was considered favorable by you and other stockholders. For example:

- Our articles of incorporation prohibit ownership of more than 3.3% of the outstanding shares of our capital stock by one person, except for certain qualified institutional investors, which are limited to holding 9.8% of our common stock. As of December 31, 2023, David Gladstone, our chairman, chief executive officer, and president, and pursuant to an exception approved by our Board of Directors and in compliance with our charter, owned, directly or indirectly,

including through certain foundations and trusts, approximately 7.0% of our common stock, and the Gladstone Future Trust, for the benefit of Mr. Gladstone's children, owned approximately 1.9% of our common stock. The ownership restriction may discourage a change of control and may deter individuals or entities from making tender offers for our capital stock, which offers might otherwise be financially attractive to our stockholders or which might cause a change in our management.

- Our Board of Directors is divided into three classes, with the term of the directors in each class expiring every third year. At each annual meeting of stockholders, the successors to the class of directors whose term expires at such meeting will be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. After election, a director may only be removed by our stockholders for cause. Election of directors for staggered terms with limited rights to remove directors makes it more difficult for a hostile bidder to acquire control of us. The existence of this provision may negatively impact the price of our securities and may discourage third-party bids to acquire our securities. This provision may reduce any premiums paid to stockholders in a change in control transaction.
- The Control Share Acquisition Act provides that "control shares" of a Maryland corporation acquired in a "control share acquisition" have no voting rights except to the extent approved by the corporation's disinterested stockholders by a vote of two-thirds of the votes entitled to be cast on the matter. Shares of stock owned by interested stockholders, that is, by the acquirer, by officers or by directors who are employees of the corporation, are excluded from shares entitled to vote on the matter. "Control shares" are voting shares of stock that would entitle the acquirer to exercise voting power in electing directors within one of three increasing ranges of voting power. The Control Share Acquisition does not apply (a) to shares acquired in a merger, consolidation or share exchange if the corporation is a party to the transaction or (b) to acquisitions approved or exempted by the charter or bylaws of the corporation. Our bylaws contain a provision exempting from the Control Share Acquisition Act any and all acquisitions of our common stock by David Gladstone or any of his affiliates. This statute could have the effect of discouraging offers from third parties to acquire us and increasing the difficulty of successfully completing this type of offer by anyone other than Mr. Gladstone or any of his affiliates.
- Certain provisions of Maryland law applicable to us prohibit business combinations with:
  - any person who beneficially owns 10% or more of the voting power of our common stock, referred to as an "interested stockholder;"
  - an affiliate of ours who, at any time within the two-year period prior to the date in question, was an interested stockholder; or
  - an affiliate of an interested stockholder.

These prohibitions last for five years after the most recent date on which the interested stockholder became an interested stockholder. Thereafter, any business combination with the interested stockholder must be recommended by our Board and approved by the affirmative vote of at least 80% of the votes entitled to be cast by holders of our outstanding shares of common stock and two-thirds of the votes entitled to be cast by holders of our common stock other than shares held by the interested stockholder. These requirements could have the effect of inhibiting a change in control even if a change in control were in our stockholders' interest. These provisions of Maryland law do not apply, however, to business combinations that are approved or exempted by our Board of Directors prior to the time that someone becomes an interested stockholder.

*Our rights and the rights of our stockholders to take action against our directors and officers are limited.*

Maryland law provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be advisable and in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter (i) eliminates our directors' and officers' liability to us and our stockholders for money damages except for liability resulting from actual receipt of an improper benefit in money, property or services or active and deliberate dishonesty established by a final judgment and that is material to the cause of action and (ii) requires us to indemnify directors and officers for liability resulting from actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, our stockholders and we may have more limited rights against our directors and officers than might otherwise exist under common law. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

*We may enter into tax protection agreements in the future in connection with the issuance of OP Units to acquire additional properties, which could limit our ability to sell or otherwise dispose of certain properties.*

Our Operating Partnership may enter into tax protection agreements in connection with issuing OP Units to acquire additional properties which could provide that if we dispose of any interest in the protected acquired property prior to a certain time, we will indemnify the other party for its tax liabilities attributable to the built-in gain that exists with respect to such property. Therefore, although it may be in our stockholders' best interests that we sell one of these properties, it may be economically

prohibitive for us to do so if we are a party to such a tax protection agreement. While we do not currently have any of these tax protection agreements in place currently, we may enter into such agreements in the future.

*Our redemption of OP Units could result in the issuance of a large number of new shares of our common stock and/or force us to expend significant cash, which may limit our funds necessary to make distributions on our common stock.*

Following any contractual lock-up provisions, including the one-year mandatory holding period, a non-controlling limited partner of our Operating Partnership may require us to redeem the OP Units it holds. At our election, we may satisfy the redemption through either a cash redemption, the issuance of shares of our common stock on a one-for-one basis, or a combination of the two. However, the limited partners' redemption right may not be exercised if and to the extent that the delivery of the shares upon such exercise would result in any person violating the ownership and transfer restrictions set forth in our charter. If a large number of OP Units were redeemed, it could result in the issuance of a large number of new shares of our common stock, which could dilute our existing stockholders' ownership. Alternatively, if we were to redeem a large number of OP Units for cash, we may be required to expend significant amounts to pay the redemption price, which may limit our funds necessary to make distributions on our common stock. Further, if we do not have sufficient cash on hand at the time the OP Units are tendered for redemption, we may be forced to sell additional shares of our common stock in order to raise cash, which could cause dilution to our existing stockholders and adversely affect the market price of our common stock.

*Our charter grants our Board of Directors the right to classify or reclassify any unissued shares of capital stock, increase or decrease the authorized number of shares and establish the preference and rights of any preferred stock without stockholder approval.*

Under our charter, we currently have authority to issue shares of both common stock and preferred stock. Our Board of Directors has the authority, without a stockholders' vote, to classify or reclassify any unissued shares of stock, including common stock, into preferred stock (or vice versa), to increase or decrease the authorized number of shares of common stock and preferred stock and to establish the preferences and rights of any preferred stock or other class or series of shares to be issued. Because our Board of Directors has the power to establish the preferences and rights of additional classes or series of stock without a stockholders' vote, our Board of Directors may give the holders of any class or series of stock preferences, powers and rights, including voting rights, senior to the rights of holders of existing stock.

*Holders of our currently-designated preferred securities and future holders of any securities ranking senior to our common stock have dividend and/or liquidation rights that are senior to the rights of the holders of our common stock. Additional issuances of securities senior to our common stock may negatively impact the value of our common stock and further restrict the ability of holders of our common stock to receive dividends and/or liquidation rights.*

In addition to our outstanding borrowings and common stock, our capital structure also includes our currently-designated preferred securities. In the future, we may attempt to increase our capital resources by completing additional offerings of these preferred securities or other equity securities or by issuing debt securities. In the event of a liquidation, lenders with respect to any outstanding borrowings, holders of any debt securities, and holders of any preferred stock issuances (including our currently-designated preferred securities and any other preferred stock with parity ranking we may issue in the future) would receive a distribution of our available assets in full prior to the holders of our common stock. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Holders of our common stock are not entitled to preemptive rights or other protection against dilutions. As additional acquisition opportunities arise, we may issue additional shares of common stock or preferred stock, or we may issue OP Units, which are redeemable for cash or, at our option, our common stock on a one-to-one basis, to raise the capital necessary to finance these acquisitions, thus potentially further diluting stockholders' equity. As such, our common stockholders bear the risk of our future offerings reducing the per-share trading price of our common stock and diluting their interest in us. Further, holders of our currently-designated preferred securities rank senior in priority of dividend payments, which may restrict our ability to declare and pay dividends to our common stockholders at the current rate, or at all.

*We may not have sufficient earnings and profits to pay distributions on our currently-designated preferred securities or common stock to be treated as dividends.*

The distributions payable by us on our currently-designated preferred securities or common stock may exceed our current and accumulated earnings and profits, as calculated for U.S. federal income tax purposes, at the time of payment. If that were to occur, it would result in the amount of distributions that exceed our current and accumulated earnings and profits being treated first as a return of capital to the extent of the holder's adjusted tax basis in the respective security and then, to the extent of any excess over such adjusted tax basis, as capital gain.

*We may not be able to maintain our qualification as a REIT for federal income tax purposes, which would subject us to federal income tax on our taxable income at regular corporate rates, thereby reducing the amount of funds available for paying distributions to stockholders.*

Our ability to maintain our qualification as a REIT depends on our ability to satisfy requirements set forth in the Code, concerning, among other things, the ownership of our outstanding common stock, the nature of our assets, the sources of our income and the amount of our distributions to our stockholders. The REIT qualification requirements are extremely complex, and interpretations of the federal income tax laws governing qualification as a REIT are limited. Accordingly, we cannot be certain that we will be successful in continuing to operate so as to qualify as a REIT. At any time, new laws, interpretations or court decisions may change the federal tax laws relating to, or the federal income tax consequences of, qualification as a REIT. It is possible that future economic, market, legal, tax or other considerations may cause our Board of Directors to revoke our REIT election, which it may do without stockholder approval.

If we lose our REIT status or if it was revoked, we would face serious tax consequences that would substantially reduce the funds available for distribution to our stockholders because:

- we would not be allowed a deduction for distributions to stockholders in computing our taxable income;
- we would be subject to federal income tax at regular corporate rates and might need to borrow money or sell assets to pay any such tax;
- we also could be subject to increased state and local taxes and, for taxable years ended on or before December 31, 2017, the federal alternative minimum tax; and
- unless we are entitled to relief under statutory provisions, we would be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify.

If we fail to maintain our qualification as a REIT, domestic stockholders will be subject to tax as “qualified dividends” to the extent of our current and accumulated earnings and profits. The maximum U.S. federal income tax rate on such “qualified dividends” is 20%. If we fail to maintain our qualification as a REIT, we would not be required to make distributions to stockholders, and any distributions to stockholders that are U.S. corporations might be eligible for the dividends received deduction.

As a result of all these factors, our failure to maintain our qualification as a REIT could impair our ability to expand our business and raise capital and could adversely affect the value of our capital stock.

*Complying with REIT requirements may cause us to forgo or liquidate otherwise attractive investments.*

To maintain our qualification as a REIT for federal income tax purposes, we must continually satisfy various tests regarding the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. In order to meet these tests, we may be required to forgo investments we might otherwise make.

In particular, we must ensure that at the end of each calendar quarter at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets. The remainder of our investment in securities other than government securities, securities of a taxable REIT subsidiary (“TRS”), and qualified real estate assets generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets other than government securities, securities of TRSs, and qualified real estate assets can consist of the securities of any one issuer, and no more than 20% (or 25% for taxable years ended on or before December 31, 2017) of the value of our total assets can be represented by securities of one or more TRSs.

If we fail to comply with these requirements, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to dispose of otherwise attractive investments to satisfy REIT requirements. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

*Failure to make required distributions, both prior to and following our REIT election, would jeopardize our REIT status, which could require us to pay taxes and negatively impact our cash available for future distribution.*

To maintain our qualification as a REIT, each year we must distribute to our stockholders at least 90% of our taxable income, other than any net capital gains. To the extent that we satisfy the distribution requirement but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any year are less than the sum of:

- 85% of our ordinary income for that year;
- 95% of our capital gain net income for that year; and

- 100% of our undistributed taxable income from prior years.

We intend to pay out our income to our stockholders in a manner intended to satisfy the distribution requirement applicable to REITs and to avoid corporate income tax and the 4% excise tax. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% excise tax in a particular year.

*Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.*

The maximum federal income tax rate applicable to individuals with respect to income from “qualified dividends” is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates. More favorable rates applicable to regular corporate qualified dividends may cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends.

*If we fail to meet stock ownership diversification requirements, we would fail to maintain our qualification as a REIT, which could require us to pay taxes and negatively impact our cash available for future distribution.*

To maintain our qualification as a REIT, no more than 50% of the value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals during the last half of a taxable year, beginning with the second year after our election to be treated as a REIT. To facilitate compliance with this requirement, our charter prohibits any individual from owning more than 3.3% in value of our outstanding stock. Pursuant to an exception from this limit contained in our charter, as of December 31, 2023, David Gladstone owned, directly or indirectly, including through certain trusts, aggregate beneficial ownership of approximately 8.3% of our outstanding common stock. In addition, the David and Lorna Gladstone Foundation, a private charitable foundation, owned approximately 0.6% of our outstanding common stock. Our Board of Directors may also reduce the 3.3% ownership limitation if it determines that doing so is necessary for us to maintain our qualification for REIT treatment. However, such a reduction would not be effective for any stockholder who beneficially owns more than the reduced ownership limit. We believe that we have satisfied the ownership diversification requirements, including with respect to our taxable year ended December 31, 2023. However, if, at any point in time, we are unable to comply with the ownership diversification requirements, we could fail to maintain our qualification as a REIT, which could require us to pay taxes and negatively impact our cash available for future distribution.

*We will not seek to obtain a ruling from the Internal Revenue Service (the “IRS”) that we qualify as a REIT for federal income tax purposes.*

We have not requested, and do not expect to request, a ruling from the IRS that we qualify as a REIT. An IRS determination that we do not qualify as a REIT would deprive our stockholders of the tax benefits of our REIT status only if the IRS determination is upheld in court or otherwise becomes final. To the extent that we challenge an IRS determination that we do not qualify as a REIT, we may incur legal expenses that would reduce our funds available for distribution to stockholders.

*The IRS may treat sale-leaseback transactions as loans, which could jeopardize our REIT status.*

The IRS may take the position that transactions in which we acquire a property and lease it back to the seller do not qualify as leases for federal income tax purposes but are, instead, financing arrangements or loans. If a sale-leaseback transaction were so re-characterized, we might fail to satisfy the asset or income tests required for REIT qualification and consequently could lose our REIT status. Alternatively, the amount of our REIT taxable income could be recalculated, which could cause us to fail the distribution test for REIT qualification.

*Investments in our common stock may not be suitable for pension or profit-sharing trusts, Keogh Plans or individual retirement accounts (“IRAs”).*

If you are investing the assets of a pension, profit sharing, 401(k), Keogh or other retirement plan, IRA or benefit plan in us, you should consider:

- whether your investment is consistent with the applicable provisions of the Employee Retirement Income Security Act (“ERISA”), or the Code;
- whether your investment will produce unrelated business taxable income to the benefit plan; and
- your need to value the assets of the benefit plan annually.

We do not believe that under current ERISA law and regulations that our assets would be treated as “plan assets” for purposes of ERISA. However, if our assets were considered to be plan assets, our assets would be subject to ERISA and/or Section 4975 of the Code, and some of the transactions we have entered into with our Adviser and its affiliates could be considered “prohibited transactions” which could cause us, our Adviser and its affiliates to be subject to liabilities and excise taxes. In addition, our officers and directors, our Adviser and its affiliates could be deemed to be fiduciaries under ERISA and subject to

other conditions, restrictions and prohibitions under Part 4 of Title I of ERISA. Even if our assets are not considered to be plan assets, a prohibited transaction could occur if we or any of our affiliates is a fiduciary within the meaning of ERISA with respect to a purchase by a benefit plan.

*If our Operating Partnership fails to maintain its status as a partnership for federal income tax purposes, its income may be subject to taxation.*

We intend to maintain the status of the Operating Partnership as a partnership for federal income tax purposes. However, if the IRS were to successfully challenge the status of the Operating Partnership as a partnership, it would be taxable as a corporation. In such event, this would reduce the amount of distributions that the Operating Partnership could make to us. This would also result in our losing REIT status and becoming subject to a corporate level tax on our own income. This would substantially reduce our cash available to pay distributions and the return on your investment. In addition, if any of the entities through which the Operating Partnership owns its properties, in whole or in part, loses its characterization as a disregarded entity or a partnership for federal income tax purposes, it would be subject to taxation as a corporation, thereby reducing distributions to the Operating Partnership. Such a re-characterization of an underlying property owner could also threaten our ability to maintain REIT status.

*Our ownership of, and relationship with, TRSs will be limited, and our failure to comply with the limits would jeopardize our REIT status and could result in the application of a 100% excise tax.*

We have elected to treat Gladstone Land Advisers, Inc. (“Land Advisers”), a wholly-owned subsidiary of our Operating Partnership, as a TRS. We may also form other TRSs as part of our overall business strategy. A TRS may earn income that would not be qualifying income if earned directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT’s assets may consist of stock or securities of one or more TRSs. A TRS will pay federal, state, and local income tax at regular corporate rates on any income that it earns. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to ensure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm’s-length basis.

Our TRSs will pay federal, state, and local income tax on their taxable income, and their after-tax net income will be available for distribution to us but is not required to be distributed to us. We anticipate that the aggregate value of any TRS stock and securities owned by us will be less than 20% of the value of our total assets, including the TRS stock and securities. We will evaluate all of our transactions with TRSs to ensure that they are entered into on arm’s-length terms to avoid incurring the 100% excise tax. There can be no assurance, however, that we will be able to comply with the 20% limitation or to avoid application of the 100% excise tax.

*Legislative or regulatory income tax changes related to REITs could materially and adversely affect us.*

The U.S. federal income tax laws and regulations governing REITs and their stockholders, as well as the administrative interpretations of those laws and regulations, are constantly under review and may be changed at any time, possibly with retroactive effect. No assurance can be given as to whether, when, or in what form the U.S. federal income tax laws applicable to us and our stockholders may be enacted. Changes to the U.S. federal income tax laws and interpretations of U.S. federal tax laws could adversely affect an investment in our common stock.

#### **Risks Relating to the Market for our Common Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Term Preferred Stock, and Series E Preferred Stock**

*Future issuances and sales of shares of our common stock, our currently-designated preferred securities, future series of preferred securities, or the perception that such issuances will occur, may have adverse effects on the trading prices of our shares.*

We cannot predict the effect, if any, of future issuances and sales of our common stock, our currently-designated preferred securities, possible future series of preferred securities, or the availability of shares for future sales on the market price of our publicly-traded common stock and preferred securities. Sales of substantial amounts of our common stock (including shares of our common stock issuable upon the conversion of OP Units that we may issue from time to time) or our currently-designated preferred securities, or the perception that these sales could occur, may adversely affect prevailing market prices for our publicly-traded common stock and preferred securities.

*An increase in market interest rates may have an adverse effect on the market price of our common stock.*

One of the factors that investors may consider in deciding whether to buy or sell our common stock is our distribution yield, which is our distribution rate as a percentage of our share price, relative to market interest rates. If market interest rates

increase, prospective investors may desire a higher distribution yield on our common stock or may seek securities paying higher dividends or interest. The market price of our common stock likely will be based primarily on the earnings that we derive from rental income with respect to our properties and our related distributions to stockholders, and not from the underlying appraised value of the properties themselves. As a result, interest rate fluctuations and capital market conditions are likely to affect the market price of our common stock, and such effects could be significant. For instance, if interest rates rise without an increase in our distribution rate, the market price of our common stock could decrease because potential investors may require a higher distribution yield on our common stock as market rates on interest-bearing securities, such as bonds, rise.

*Shares of our currently-designated preferred securities are subordinated to existing and future debt, and your interests could be diluted by the issuance of additional preferred stock or by other transactions.*

Payment of accrued dividends on our currently-designated preferred securities will be subordinated to all of our existing and future debt and will be structurally subordinate to the obligations of our subsidiaries. In addition, we may issue additional shares of another class or series of preferred stock ranking on parity with our currently-designated preferred securities with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up. None of the provisions relating to our currently-designated preferred securities relate to or limit our indebtedness or afford the holders of these securities protection in the event of a highly-leveraged or other transaction, including a merger or the sale, lease, or conveyance of all or substantially all our assets or business, that might adversely affect the holders of our currently-designated preferred securities, other than in connection with a Change of Control Triggering Event (as defined by the Certificate of Designations). These factors may affect the trading price of our publicly-traded preferred securities.

*We operate as a holding company dependent upon the assets and operations of our subsidiaries, and because of our structure, we may not be able to generate the funds necessary to make distributions on our currently-designated preferred securities.*

We generally operate as a holding company that conducts its businesses primarily through the Operating Partnership, which, in turn, is a holding company conducting its business through its subsidiaries. These subsidiaries conduct all of our operations and are our only sources of income. Accordingly, we are dependent on cash flows and payments of funds to us by our subsidiaries as distributions, loans, advances, leases, or other payments from our subsidiaries to generate the funds necessary to make distributions or dividends on our securities. Our subsidiaries' ability to pay such distributions and/or make such loans, advances, leases, or other payments may be restricted by, among other things, applicable laws and regulations, current and future debt agreements, and management agreements into which our subsidiaries may enter, which may impair our ability to make cash payments on our securities, including our currently-designated preferred securities. In addition, such agreements may prohibit or limit the ability of our subsidiaries to transfer any of their property or assets to us, any of our other subsidiaries, or to third parties. Our future indebtedness or our subsidiaries' future indebtedness may also include restrictions with similar effects.

In addition, because we are a holding company, stockholders' claims will be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of the Operating Partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation, or reorganization, claims of holders of our currently-designated preferred securities will be satisfied only after all of our and the Operating Partnership's and its subsidiaries' liabilities and obligations have been paid in full.

*We intend to apply for quotation on Nasdaq for the Series E Preferred Stock in the future; however, there is currently no public market for this security. Even after listing, if achieved, a liquid secondary trading market may not develop, and the features of the Series E Preferred Stock may not provide holders of such shares with favorable liquidity options.*

There is currently no public market for the Series E Preferred Stock. We intend to apply to list the Series E Preferred Stock on Nasdaq or another national securities exchange or to include these shares for quotation on a national securities market sometime within 12 months following the Series E Preferred Stock offering's termination date. Until shares of the Series E Preferred Stock are listed on Nasdaq or another national securities exchange, if ever, holders of such shares may be unable to sell them at all or, if they are able to, only at substantial discounts from the liquidation preference. Even if the Series E Preferred Stock is listed on Nasdaq or another national securities exchange within one calendar year of the respective offerings' termination date, as anticipated, there is a risk that such shares may be thinly traded, and the market for such shares may be relatively illiquid compared to the market for other types of securities, with the spread between the bid and asked prices considerably greater than the spreads of other securities with comparable terms and features. Additionally, our charter contains restrictions on the ownership and transfer of our securities, including the Series E Preferred Stock, and these restrictions may inhibit your ability to sell the Series E Preferred Stock promptly, or at all. Also, since the Series E Preferred Stock has a stated maturity date, holders may be forced to hold the Series E Preferred Stock and receive stated dividends on the shares when, as, and if authorized by our Board of Directors and declared by us with no assurance as to ever receiving the liquidation preference.

*We will be required to terminate the Series E Offering (as defined elsewhere in this Form 10-K) if our common stock and our publicly-traded, currently-designated preferred securities are all no longer listed on Nasdaq or another national securities exchange.*

The Series E Preferred Stock is a “covered security” and therefore is not subject to registration under the state securities, or “Blue Sky,” regulations in the various states in which it may be sold due to its seniority to our common stock, which is listed on Nasdaq. In the event that our common stock and our publicly-traded, currently-designated preferred securities are all no longer listed on Nasdaq or another national securities exchange, we will be required to register this offering in any state in which we offer shares of the Series E Preferred Stock. This would require the termination of this offering and could result in our raising an amount of gross proceeds that is substantially less than the amount of the gross proceeds we expect to raise if the maximum amount of the Series E Offering is sold. This would reduce our ability to make additional investments and limit the further diversification of our portfolio.

*Our currently-designated preferred securities all bear a risk of redemption by us.*

We may voluntarily redeem some or all of the Series B Preferred Stock at any time, and we may voluntarily redeem some or all of the Series C Preferred Stock on or after June 1, 2024. In addition, we may voluntarily redeem some or all of the Series E Preferred Stock on or after the first anniversary of the offering’s termination date. Before January 31, 2026, we may, at our option, redeem the Series D Term Preferred Stock, in whole or in part, at any time or from time to time. Any such redemptions may occur at a time that is unfavorable to stockholders. We may have an incentive to redeem any of our series of preferred stock voluntarily if market conditions allow us to issue common stock, other preferred stock, or debt securities at a dividend or interest rate that is lower than the dividend rate on such series of preferred stock.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 1C. CYBERSECURITY**

**Risk Management and Strategy**

We have implemented ongoing processes that are designed to continually identify, assess, manage, and mitigate the dynamic and evolving material risks to us from cybersecurity threats. Our cybersecurity threat risks are identified, assessed, managed, and monitored by our Adviser’s and Administrator’s resource management and compliance departments, which work in conjunction with an independent third-party information technology service provider (“ISP”) engaged by our Adviser to manage our information technology strategy. The ISP regularly performs cyber assessments and assists in maintaining our cyber and information security programs. The ISP proposes recommendations to our Adviser’s resource management and compliance departments, which are then considered by other officers and employees of our Adviser and Administrator working on our behalf before improvements are implemented to our information technology strategy, cybersecurity, and incident response policies, processes, and procedures.

In addition, regular ongoing cybersecurity threat risk assessments are performed throughout the year and reported to our officers and Board of Directors by our Chief Compliance Officer (“CCO”) no less than quarterly. Cybersecurity risks are assessed in general as a part of the overall enterprise risk management for us, but also specifically between the ISP and our Adviser and Administrator in monitoring and determining not only the risks but also assessing corresponding processes and procedures to mitigate those risks appropriately. Third-party business applications are also incorporated into these risk assessments.

As an international service provider, our ISP constantly monitors information technology risk and cybersecurity threats globally. When risks are detected, we, through our Adviser and Administrator, consult with the ISP to assess if the risk is a cybersecurity threat to our information technology systems or data. If a risk to our information systems or data is identified, we then, through our Adviser and Administrator, work in conjunction with the ISP to implement recommended processes, improvements, or safeguards to our systems or processes to address the risks as needed. Relevant examples of such efforts include but are not limited to:

- implementation of industry-leading Cloud solutions and business applications which possess integrated cybersecurity safeguards,
- anti-malware, antivirus, and threat detection software,
- ransomware containment and isolation software,



- enhanced password requirements and multifactor authentication requirements,
- endpoint encryption,
- intrusion detection and response system conduct file integrity monitoring,
- email archiving, firewalls, and quarantine capabilities,
- mobile device management of business applications,
- frequent systems backups with recovery capabilities, and
- regular vulnerability scans and penetration testing.

Contractually, we require the ISP to provide us with annually a third-party report on its systems and on the suitability of the design and operating effectiveness of its controls relevant to information and cyber security. In addition to the ongoing dialogue and technology interaction between our Adviser and Administrator and our ISP, any significant findings in these reports are shared with us, including our Board of Directors and other officers, to enhance ongoing monitoring and assessment of our information technology and cybersecurity risk management.

While our ISP works to create a hardened information technology systems environment, our Adviser and Administrator also regularly trains employees working on our behalf on the evolving threats and educates them on cybersecurity risks. Whether it is communicating information about the latest cybersecurity threats, assessing employees' awareness through mock fraud exercises, social engineering and phishing campaigns, or providing access to a library of educational material about past and newly-evolving cybersecurity attacks, our Adviser and Administrator work in concert with the ISP on our behalf to keep employees servicing us informed so as to provide an additional protection barrier through end-user knowledge.

Notwithstanding our risk management and strategy described above, we may not be successful in preventing or mitigating a cybersecurity incident that could have a material adverse effect on us. See Part I, Item 1A, "*Risk Factors—Risks Relating to Our Business and Operations—Cybersecurity risks and cyber incidents may adversely affect our business by causing a disruption to our operations or the operations of businesses in which we invest, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our business, financial condition, and operating results.*"

## **Governance**

Our Board of Directors is actively engaged in overseeing our cybersecurity and information security program. Our Board of Directors receives regular reports during board meetings from our CCO on our and our Adviser's and Administrator's efforts concerning information security and addressing information technology and cybersecurity risks no less than quarterly. The reports are distributed to our Board of Directors, and our CCO engages in detailed discussions with the independent board members during the independent members' session. The reports cover all potentially material cybersecurity threats facing us, as well as key risks and mitigation efforts undertaken by us and our Adviser and Administrator. As significant threats or events are identified by management or the ISP between regular reporting periods, our CCO will inform our Board of Directors immediately and keep it informed as to the developments of assessing the risks, mitigating efforts, and potential disclosure. Appropriate members of management and third-party providers will be involved as deemed necessary based on the potential impact.

Management personnel most involved with assessing and managing the cybersecurity risks and program with our ISP include our Head of Resources Management, who is also a member of our Board of Directors, and our CCO. Our Head of Resources Management has more than 30 years of overall experience and more than 20 years directly assessing and managing our cyber information technology and human resources systems and the associated security concerns. Our CCO has more than 30 years of overall experience as a CPA, with more than 15 years managing information technology systems and databases, and 15-plus years supporting our Adviser's and Administrator's resource management department. This includes identifying, assessing, mitigating, and monitoring cyber information security risks. These managers, as well as other management personnel, attend various professional continuing education programs that include cybersecurity matters. Certain members of our Board of Directors have, or previously held, positions with other companies, including other public companies, that involved managing risks associated with their cyber and information technology systems. Our Board of Directors regularly receives updates from third parties on various business risks, which include cybersecurity matters.

## **ITEM 2. PROPERTIES**

All of our properties are wholly-owned on a fee-simple basis, except where noted. The following table provides certain summary information about the 169 farms we owned as of December 31, 2023 (dollars in thousands, except for footnotes):

Location	No. of Farms	Total Acres	Farm Acres	Acre-feet of Water Assets	Net Cost Basis <sup>(1)</sup>	Encumbrances <sup>(2)</sup>
California <sup>(3)(4)(5)</sup>	63	34,844	32,321	46,400	\$ 850,610	\$ 389,405
Florida <sup>(6)</sup>	26	22,468	17,639	—	221,185	95,012
Washington	6	2,520	2,004	—	59,763	20,133
Arizona <sup>(7)</sup>	6	6,320	5,333	—	52,119	12,303
Colorado	12	32,773	25,577	—	45,945	14,599
Nebraska	9	7,782	7,050	—	30,402	10,357
Oregon <sup>(8)</sup>	6	898	736	—	29,534	11,308
Michigan	23	1,892	1,245	—	23,048	13,868
Texas	1	3,667	2,219	—	8,101	—
Maryland	6	987	863	—	8,013	4,344
South Carolina	3	597	447	—	3,542	2,147
Georgia	2	230	175	—	2,317	1,645
North Carolina	2	310	295	—	2,117	—
New Jersey	3	116	101	—	2,100	1,221
Delaware	1	180	140	—	1,296	697
<b>Totals</b>	<b>169</b>	<b>115,584</b>	<b>96,145</b>	<b>46,400</b>	<b>\$ 1,340,092</b>	<b>\$ 577,039</b>

<sup>(1)</sup> Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs associated with the properties, and adjusted for accumulated depreciation and amortization. Specifically, includes Total real estate, net (excluding improvements paid for by the tenant) and Lease intangibles, net; plus long-term water assets, net above-market lease values, net lease incentives, and net investments in special-purpose LLCs included in Other assets, net; and less net below-market lease values and other deferred revenue included in Other liabilities, net; each as shown on the accompanying Consolidated Balance Sheets.

<sup>(2)</sup> Excludes approximately \$2.9 million of debt issuance costs related to notes and bonds payable, included in Notes and bonds payable, net on the accompanying Consolidated Balance Sheets.

<sup>(3)</sup> Includes ownership in a special-purpose LLC that owns a pipeline conveying water to certain of our properties. As of December 31, 2023, this investment had a net carrying value of approximately \$1.0 million and is included within Other assets, net on the accompanying Consolidated Balance Sheet.

<sup>(4)</sup> Includes eight acres in which we own a leasehold interest via a ground lease with a private individual that expires in December 2040 and five acres in which we own a leasehold interest via a ground sublease with a California municipality that expires in December 2041. As of December 31, 2023, these two ground leases had a net cost basis of approximately \$689,000 and are included in Lease intangibles, net on the accompanying Consolidated Balance Sheets.

<sup>(5)</sup> Includes 46,003 acre-feet of water stored with Semitropic Water Storage District, located in Kern County, California and 397 surplus water credits in our account with Westlands Water District, located in Fresno County, California. See Note 3, "Real Estate and Intangible Assets—Investments in Water Assets," in the accompanying notes to our consolidated financial statements for additional information.

<sup>(6)</sup> Includes one property classified as held for sale; see Note 3, "Real Estate and Intangible Assets—Real Estate Held for Sale," in the accompanying notes to our consolidated financial statements for additional information.

<sup>(7)</sup> Includes two farms consisting of 1,368 total acres and 1,221 farm acres in which we own leasehold interests via two ground leases with the State of Arizona that expire in February 2025 and February 2032, respectively. As of December 31, 2023, these ground leases had an aggregate net cost basis of approximately \$376,000 and are included in Lease intangibles, net on the accompanying Consolidated Balance Sheets.

<sup>(8)</sup> Includes ownership in a special-purpose LLC that owns certain irrigation infrastructure that provides water to two of our farms. As of December 31, 2023, this investment had a net carrying value of approximately \$4.8 million and is included within Other assets, net on the accompanying Consolidated Balance Sheets.

### ITEM 3. LEGAL PROCEEDINGS

In the ordinary course of business incidental to our business, we may be involved in various legal proceedings from time to time which we may not consider material. We are not currently subject to any material legal proceedings, nor, to our knowledge, are any material legal proceedings threatened against us.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

The principal market for our common stock is the Nasdaq Global Market under the symbol "LAND."

#### Distribution Information

Since our IPO on January 29, 2013, we have never missed a payment of a scheduled distribution on our common stock, which are declared quarterly and paid monthly. Our Board of Directors regularly evaluates our per-share distribution payments as it monitors the capital markets and the impact that the economy has on the Company. The decision as to whether to authorize and pay distributions on shares of our common stock in the future, as well as the timing, amount, and composition thereof, will be at the sole and absolute discretion of our Board of Directors in light of conditions then existing, including our earnings, taxable income, FFO, adjusted FFO, financial condition, liquidity, capital requirements, debt maturities, the availability of capital, contractual prohibitions or other restrictions, legal requirements (including applicable requirements that we must satisfy to qualify and to maintain our qualification to be taxed as a REIT), and general overall economic conditions and other factors. While the statements above concerning our distribution policy represent our current expectations, any actual distribution payable will be determined by our Board of Directors based upon the circumstances at the time of declaration and the actual number of common shares then outstanding, and any common distribution payable may vary from such expected amounts.

For federal income tax purposes, distributions to our stockholders generally consist of ordinary income, capital gains, nontaxable return of capital, or a combination of those items. Distributions that exceed our current and accumulated earnings and profits (calculated for tax purposes) constitute a non-taxable return of capital rather than a dividend and will not be taxable to the extent of the stockholder's basis in its shares of our stock, which basis will be reduced by an amount equal to such non-taxable distribution. To the extent a distribution exceeds the stockholder's share of both our current and accumulated earnings and profits and the stockholder's basis in its shares of our stock, that distribution will be treated as a gain from the sale or exchange of that stockholder's shares of our stock. Every year, we notify stockholders of the taxability of distributions paid to stockholders during the preceding year.

#### Stockholder Information

As of February 12, 2024:

- there were 19 registered holders of record and approximately 53,664 beneficial owners of our common stock; and
- other than those owned by the Company, there were no holders of record or beneficial owners of our OP Units. After a mandatory one-year holding period, our OP Units are redeemable at the option of the holder for cash or, at our election, shares of our common stock on a one-for-one basis.

#### OP Unit Redemptions

Since January 1, 2023, through the date of this filing, no OP Units were tendered for redemption. There are currently no OP Units outstanding other than those owned by the Company.

#### Sale of Unregistered Securities

We did not sell any unregistered shares of stock during the three months or year ended December 31, 2023.

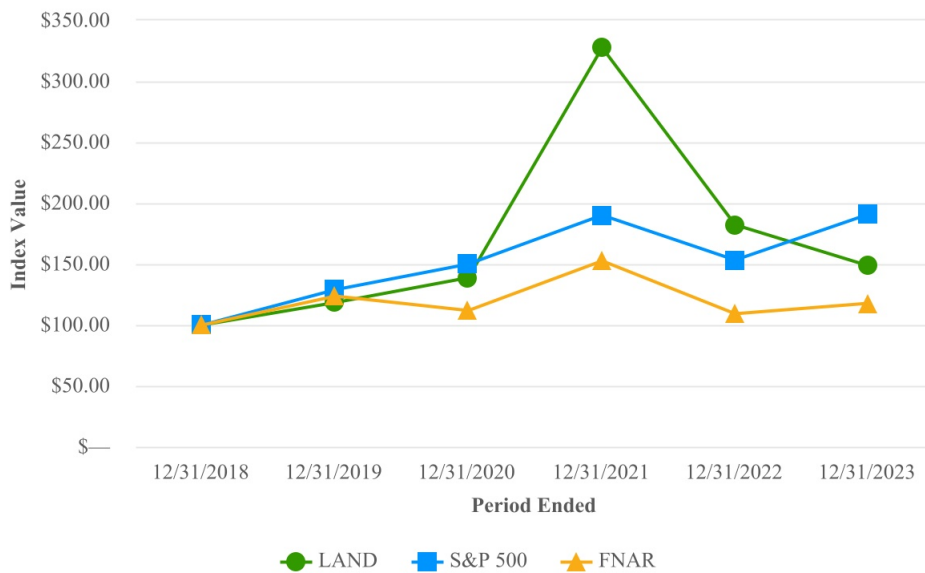
#### Issuer Purchaser of Equity Securities

We did not purchase any class of our equity securities registered under Section 12 of the Exchange Act during the three months or year ended December 31, 2023.

#### Stock Performance Graph

The following graph compares the cumulative stockholder return (assuming reinvestment of distributions) of our common stock with that of the Standard and Poor's 500 Index ("S&P 500") and the FTSE NAREIT All REIT Index ("FNAR"), which is a market capitalization-weighted index that includes all REITs that are listed on the New York Stock Exchange, the American

Stock Exchange, or the Nasdaq National Market List. The stock performance graph assumes \$100 was invested on December 31, 2018.



Index	As of December 31,					
	2018	2019	2020	2021	2022	2023
LAND	\$ 100.00	\$ 118.07	\$ 138.58	\$ 327.40	\$ 181.98	\$ 148.32
S&P 500	100.00	128.88	149.83	190.13	153.16	190.27
FNAR	100.00	123.50	111.47	152.60	108.78	117.18

**ITEM 6. RESERVED**

**MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**ITEM 7.**

*The following analysis of our financial condition and results of operations should be read in conjunction with our financial statements and the notes thereto contained elsewhere in this Form 10-K.*

**OVERVIEW**

**General**

We are an externally-managed, agricultural real estate investment trust (“REIT”) that is engaged in the business of owning and leasing farmland. We are not a grower of crops, nor do we typically farm the properties we own. We currently own 168 farms comprised of 111,836 acres across 15 states in the U.S. We also own several farm-related facilities, such as cooling facilities, packinghouses, processing facilities, and various storage facilities.

We conduct substantially all of our activities through, and all of our properties are held, directly or indirectly, by, Gladstone Land Limited Partnership (the “Operating Partnership”). Gladstone Land Corporation controls the sole general partner of the Operating Partnership and currently owns, directly or indirectly, 100.0% of the units of limited partnership interest in the

Operating Partnership (“OP Units”). In addition, we have elected for Gladstone Land Advisers, Inc. (“Land Advisers”), a wholly-owned subsidiary of ours, to be treated as a taxable REIT subsidiary (“TRS”).

Gladstone Management Corporation (our “Adviser”) manages our real estate portfolio pursuant to an advisory agreement, and Gladstone Administration, LLC (our “Administrator”), provides administrative services to us pursuant to an administration agreement. Our Adviser and our Administrator collectively employ all of our personnel and pay directly their salaries, benefits, and general expenses.

As of February 20, 2024:

- we owned 168 farms comprised of 111,836 total acres across 15 states in the U.S.;
- our occupancy rate (based on farmable acreage) was 98.9%, and our farms were leased to 93 different, unrelated third-party tenants growing over 60 different types of crops;
- the weighted-average remaining lease term across our agricultural real estate holdings was 5.9 years; and
- the weighted-average term to maturity of our notes and bonds payable was 8.8 years, and over 99.9% of our notes and bonds payable bore interest at fixed rates; on a weighted-average basis, the remaining fixed-price term of our borrowings was 4.2 years, with an expected weighted-average effective interest rate (after interest patronage, as described below) of 3.34% over that term.

## **Business Environment**

### ***Impact of Inflation and Interest Rates***

According to the U.S. Bureau of Labor Statistics, the consumer price index (“CPI”) grew at an annual rate of 3.4% through December 31, 2023, as overall inflation continued to ease from the peak levels experienced in the summer of 2022, when it reached the highest rates seen in over 40 years. The increase in food prices has also slowed but has generally kept pace with the rate of inflation until the past couple of months, as the overall food segment increased at an annual rate of 2.7% through December 31, 2023. In addition, according to the NCREIF Farmland Index, which, as of December 31, 2023, consisted of approximately \$16.6 billion of farms across the U.S., the total return on U.S. farmland (including appreciation and income) was 5.0% for the 12 months ended December 31, 2023. Despite the slowdown in food prices in recent months, prices remain high, as the overall food segment increased by 25.2% since from December 2019 to December 2023, outpacing overall inflation of 19.4% over the same time period. If the increases in food prices continue to outpace or at least keep pace with inflation, we believe this will help mitigate any increase in input costs experienced by our farm operators.

To combat inflation, the Federal Reserve raised its benchmark funds rate 11 times between March 2022 and July 2023, resulting in the highest target rate seen since January 2011. Since that time, it has held rates flat, and many now expect the Federal Reserve to begin cutting rates later this year. While we do not currently expect additional rate hikes, the timing of rate cuts, if any, remains uncertain. Despite cooling inflation and a strong labor market, the Federal Reserve has indicated its desire to see more evidence of inflation being on a sustainable path to its target rate of 2.0%. As a result of this uncertainty, interest rates remain somewhat volatile. The yield on the 10-year U.S. Treasury Note has withdrawn from the 16-year high it achieved in October 2023 but still remains above 4.0%. As such, interest rates on long-term financing continue to be high, limiting our ability to finance new acquisitions at favorable terms.

Over 99.9% of our borrowings are currently at fixed rates, and on a weighted-average basis, these rates are fixed at an effective interest rate of 3.34% for another 4.2 years. As such, with respect to our current borrowings, we have experienced minimal impact from the recent increases in interest rates, and we believe we are well-protected against the potential of continued high interest rates or any further interest rate increases.

### ***California Water Outlook***

Moving into 2024, we continue to see the impacts of the extremely wet year California experienced starting in early 2023. Due to the extreme rainfall and snowpack over the past year, California has come out of drought conditions, and its reservoir levels remain above historical averages. The 2023 water year carry-over should provide stability in 2024, reducing the dependency on historic rain events to keep the state out of drought conditions. If 2024 proves to be another average or above-average year in terms of precipitation, we expect the continuation of programs developed by certain California water districts for the long-term storage of excess water supplies, which would create opportunities to capture and store more water.

With the continued implementation of the Sustainable Groundwater Management Act (“SGMA”), farmland operators continue to experience groundwater restrictions across the state. These restrictions have led to the implementation of supplemental water projects that allow farmland owners and operators to capture or import surplus surface water supplies. Significant investments were made in these projects in 2023, led by farmers and water districts to take advantage of the excess water supplies made available by the state. These water supplies are critical to the long-term water strategy for farmers, allowing them to acquire

supplemental water in wet years and store that water for use in dry years when supplemental water is in short supply or unavailable.

***Factors Impacting Agricultural Land Values in our Regions of Focus***

*Western U.S.*

In the past year, land values in the western U.S. have been heavily impacted by the higher interest rate environment and depressed crop pricing, particularly in almonds, wine grapes, and apples. The almond and wine grape industries have experienced large amounts of acres being removed, and the increased cost of capital is preventing much of that acreage from being replanted at this time. Row crops and pistachios are faring much better and are experiencing stronger profitability, despite an increase in bearing acreage of pistachios. With water being more abundant, row crop acreage has increased, which could put downward pressure on future pricing of these crops. The cost of most crop inputs have leveled off; however, there continue to be shortages of certain equipment and some petroleum-based inputs.

Large amounts of land are becoming available in the Central Valley of California; however, while smaller acreages are transacting rather quickly, larger holdings are sitting on the market longer. Groundwater plans to be in compliance with SGMA are being approved and implemented, which continues to significantly impact land values. Values of land that is short on water are decreasing to levels not seen in decades, while land with sufficient water resources is selling for extremely high prices, a trend that we expect to see continue for the next several years. Coastal California land is still in short supply, and values are either stable or increasing. Land values in the Pacific Northwest have been relatively stable despite troubles in the wine grape and apple industries.

*Southeastern U.S.*

Values of farmland in the Southeast growing fruits and vegetables continue to increase at a steady pace, driven in part by significant and sustained migration to that region. Our land holdings in Florida, in particular, have benefited greatly from a substantial amount of residential development and state projects taking place in the surrounding areas, all putting upward pressure on the value of our portfolio in the region.

Despite ongoing pressure from production in Mexico, the strawberry industry has continued to thrive, resulting in upward rent pressure on our farms, and vegetable ground has also seen steady demand. Further, after a decade-long decline in citrus due to falling consumer demand and production declines caused by the plant disease known as “citrus greening,” we are seeing the citrus industry start to stabilize, as acreage has right-sized, and new applications to combat citrus greening and other blights have proven very effective.

**Portfolio Diversification**

Since our initial public offering in January 2013 (the “IPO”), we have expanded our portfolio from 12 farms leased to 7 different, unrelated tenants to a current portfolio of 168 farms leased to 93 different, unrelated third-party tenants who grow over 60 different types of crops on our farms. Our investment focus is in farmland suitable for growing either fresh produce annual row crops (e.g., certain berries and vegetables) or certain permanent crops (e.g., almonds, blueberries, pistachios, and wine grapes), with an ancillary focus on farmland growing certain commodity crops (e.g., beans and corn).

The acquisition of additional farms since our IPO has also allowed us to further diversify our portfolio geographically. The following table summarizes the geographic locations (by state) of our farms owned as of and during the years ended December 31, 2023, 2022, and 2021 (dollars in thousands):

State	As of and For the Year Ended December 31, 2023					As of and For the Year Ended December 31, 2022					As of and For the Year Ended December 31, 2021				
	No. of Farms	Total Acres	% of Total Acres	Lease Revenue	% of Total Lease Revenue	No. of Farms	Total Acres	% of Total Acres	Lease Revenue	% of Total Lease Revenue	No. of Farms	Total Acres	% of Total Acres	Lease Revenue	% of Total Lease Revenue
California <sup>(1)</sup>	63	34,844	30.1%	\$ 59,143	65.5%	63	34,844	30.1%	\$ 61,118	68.5%	62	33,027	29.3%	\$ 49,644	65.9%
Florida <sup>(2)</sup>	26	22,468	19.4%	15,076	16.7%	26	22,606	19.5%	14,537	16.3%	26	22,591	20.1%	13,675	18.2%
Washington	6	2,520	2.2%	4,651	5.1%	6	2,529	2.2%	3,401	3.8%	3	1,384	1.2%	2,384	3.2%
Colorado	12	32,773	28.3%	2,564	2.8%	12	32,773	28.3%	2,153	2.4%	12	32,773	29.1%	2,675	3.6%
Arizona	6	6,320	5.5%	2,263	2.5%	6	6,320	5.5%	2,100	2.4%	6	6,280	5.6%	1,951	2.6%
Oregon	6	898	0.8%	2,181	2.4%	6	898	0.8%	1,710	1.9%	5	726	0.6%	854	1.1%
Nebraska	9	7,782	6.7%	1,778	2.0%	9	7,782	6.7%	1,712	1.9%	9	7,782	6.9%	1,588	2.1%
Michigan	23	1,892	1.6%	966	1.1%	23	1,892	1.6%	786	0.9%	23	1,892	1.7%	1,040	1.4%
Maryland	6	987	0.9%	461	0.5%	6	987	0.8%	453	0.5%	6	987	0.9%	476	0.6%
Texas	1	3,667	3.2%	450	0.5%	1	3,667	3.2%	450	0.5%	1	3,667	3.3%	450	0.6%
South Carolina	3	597	0.5%	244	0.3%	3	597	0.5%	244	0.3%	3	597	0.5%	244	0.3%
Georgia	2	230	0.2%	224	0.3%	2	230	0.2%	224	0.3%	2	230	0.2%	31	—%
New Jersey	3	116	0.1%	129	0.1%	3	116	0.1%	129	—%	3	116	0.1%	75	0.1%
North Carolina	2	310	0.3%	114	0.1%	2	310	0.3%	145	0.2%	2	310	0.3%	150	0.2%
Delaware	1	180	0.2%	75	0.1%	1	180	0.2%	74	0.1%	1	180	0.2%	81	0.1%
<b>TOTALS</b>	<b>169</b>	<b>115,584</b>	<b>100.0%</b>	<b>\$ 90,319</b>	<b>100.0%</b>	<b>169</b>	<b>115,731</b>	<b>100.0%</b>	<b>\$ 89,236</b>	<b>100.0%</b>	<b>164</b>	<b>112,542</b>	<b>100.0%</b>	<b>\$ 75,318</b>	<b>100.0%</b>

<sup>(1)</sup> According to the California Chapter of the American Society of Farm Managers and Rural Appraisers, there are eight distinct growing regions within California; our farms are spread across six of these growing regions.

<sup>(2)</sup> Includes a 3,748-acre farm that was sold on January 11, 2024.

## Leases

### General

Most of our leases are on a triple-net basis, an arrangement under which, in addition to rent, the tenant is required to directly pay the related taxes, insurance costs, maintenance, and other operating costs. Our leases generally have original terms ranging from 3 to 10 years for farms growing row crops and 7 to 15 years for farms growing permanent crops (in each case, often with options to extend the lease further). Rent is generally payable to us in advance on either an annual or semi-annual basis, with such rent typically subject to periodic escalation clauses provided for within the lease. Currently, 105 of our farms are leased on a pure, triple-net basis, 45 farms are leased on a partial-net basis (with us, as landlord, responsible for all or a portion of the related property taxes), 3 farms are leased on a single-net basis (with us, as landlord, responsible for the related property taxes, as well as certain maintenance, repairs, and insurance costs), and 15 farms are vacant. Additionally, 27 of our farms are leased under agreements that include a variable rent component, called “participation rents,” that are based on the gross revenues earned on the respective farms (though such leases generally include a guarantee of a minimum amount of rental income).

### Lease Expirations

Agricultural leases are often shorter term in nature (relative to leases of other types of real estate assets), so in any given year, we may have multiple leases up for extension or renewal. The following table summarizes the lease expirations by year for the farms owned and with leases in place as of December 31, 2023 (dollars in thousands):

Year	Number of Expiring Leases <sup>(1)</sup>	Expiring / Expired Leased Acreage	% of Total Acreage	Lease Revenue for the Year Ended December 31, 2023	% of Total Lease Revenue
2024	8	9,171	7.9%	\$ 9,361	10.4%
2025	11	20,729	17.9%	7,899	8.7%
2026	11	11,706	10.1%	5,851	6.5%
2027	6	7,123	6.2%	10,304	11.4%
2028	13	5,198	4.5%	6,422	7.1%
Thereafter	49	56,349	48.8%	46,608	51.6%
Other <sup>(2)</sup>	13	37	—%	485	0.5%
Terminated/expired leases and sold properties <sup>(3)</sup>	N/A	5,271	4.6%	3,389	3.8%
<b>Totals</b>	<b>111</b>	<b>115,584</b>	<b>100.0%</b>	<b>\$ 90,319</b>	<b>100.0%</b>

<sup>(1)</sup> Certain lease agreements encompass multiple farms.

- (2) Primarily consists of ancillary leases (e.g., renewable energy leases; oil, gas, and mineral leases; telecommunications leases; etc.) with varying expirations on certain of our farms.
- (3) Includes approximately \$463,000 of lease revenue recorded from 15 farms on which the respective leases expired during the three months ended December 31, 2023, and remain vacant, and approximately \$2.9 million from one farm that was sold subsequent to December 31, 2023, which expired on December 31, 2023.

We currently have one agricultural lease scheduled to expire within the next six months on a farm in California. We are currently in negotiations with the existing tenant on the farm, as well as other potential tenants, and we anticipate being able to renew the lease at its current market rental rate without incurring any downtime on the farm. We may choose to replant a portion of this farm with new plantings, which would likely result in a decrease in cash rent for the first few years while the new plantings are being established. Regarding all vacancies and upcoming lease expirations, there can be no assurance that we will be able to renew the existing leases or execute new leases at rental rates favorable to us, if at all, or be able to find replacement tenants, if necessary.

## Recent Developments

### Portfolio Activity—Existing Properties

#### Property Sales

On June 23, 2023, we completed the sale of a 138-acre parcel of unfarmed land in Florida for \$9.6 million. Including closing costs, we recognized a net gain on the sale of approximately \$6.4 million.

On January 11, 2024, we completed the sale of a 3,748-acre farm in Martin County, Florida, for approximately \$65.7 million. Including closing costs, we recognized a net gain on the sale of approximately \$10.4 million.

#### Leasing Activity

The following table summarizes certain leasing activity that has occurred on our existing properties since January 1, 2023, through the date of this filing (dollars in thousands, except for footnotes):

Farm Locations	Number of Leases	Total Farm Acres	PRIOR LEASES			NEW LEASES <sup>(1)</sup>			
			Total Annualized Straight-line Rent <sup>(2)</sup>	# of Leases with Participation Rents	Lease Structures (# of NNN / NN / N) <sup>(3)</sup>	Total Annualized Straight-line Rent <sup>(2)</sup>	Wtd. Avg. Term (Years)	# of Leases with Participation Rents	Lease Structures (# of NNN / NN / N) <sup>(3)</sup>
CA, CO, FL, MI, NC, & NE	31	48,670	\$ 24,051	6	18 / 11 / 2	\$ 23,838	6.9	4	14 / 17 / 0

(1) In connection with certain of these leases, we committed to provide capital for certain improvements on these farms. See Note 7, “Commitments and Contingencies—Operating Obligations,” within the accompanying notes to our consolidated financial statements for additional information on these and other commitments.

(2) Based on the minimum cash rental payments guaranteed under the applicable leases (presented on an annualized basis), as required under GAAP, and generally excludes contingent rental payments, such as participation rents.

(3) “NNN” refers to leases under triple-net lease arrangements, “NN” refers to leases under partial-net lease arrangements, and “N” refers to leases under single-net lease arrangements, in each case, as described above under “Leases—General.”

### Vacant, Self-operated, and Non-accrual Properties

During a portion of the year ended December 31, 2023, we had 22 farms (7 in California, 14 in Michigan, and 1 in Washington) that were either vacant, self-operated, or on which lease revenues were recognized on a cash basis (due to credit issues with three tenants causing us to determine that the full collectability of the remaining rental payments under the respective leases were not deemed to be probable).

During the year ended December 31, 2023, we recorded lease revenues related to the aforementioned farms of approximately \$2.8 million (including approximately \$240,000 of participation rents), as compared to approximately \$4.0 million (including approximately \$829,000 of participation rents) and approximately \$4.3 million (including approximately \$121,000 of participation rents) during the years ended December 31, 2022 and 2021, respectively.

Currently, 15 farms (14 in Michigan and 1 in Washington) are vacant, and 5 farms in California remain on non-accrual status.

Regarding the vacant farms, we are exploring both leasing and selling options, and we are in discussions with both potential tenants and potential buyers for these farms. We currently expect to come to agreements within the next six months on these farms; however, there can be no guarantee that we will be able to reach lease or sale agreements with tenants or buyers at favorable terms, or at all.

Regarding the properties currently on non-accrual status, the tenants on three of the five farms are current with their rental payments to us. We are continuing to work with the tenant leasing the other two farms and will seek to come to an agreement



for the remaining rental payments, if possible. Such agreement, if one can be reached, may include placing the tenant on a payment plan, deferring a portion of the rent owed to us, or agreeing to terminate the lease. In the event of a termination, we estimate that we would be able to find new tenants to lease each of these properties to at market rental rates within 1 to 12 months.

#### *Water Asset Acquisitions*

During the three months ended December 31, 2023, we obtained a contract to purchase 1,003 acre-feet of banked water held by Semitropic Water Storage District (“SWSD”), a water storage district located in Kern County, California, which was received from one of our tenants as partial consideration for a rent payment owed. We subsequently executed the contract to purchase all 1,003 acre-feet of banked water for an aggregate cost of approximately \$61,000. We currently have a total of 46,003 acre-feet of banked water held by SWSD at a total carrying value of approximately \$34.5 million.

In addition, during the year ended December 31, 2023, we elected to participate in a groundwater recharge program established by Westlands Water District (“WWD”), a water district located in Fresno County, California. Under the program, WWD will pay for surplus surface water to be delivered to individual landowners’ properties with district-approved groundwater recharge facilities, also known as “water banks.” The landowner would be allowed to keep 50% of the net amount of groundwater credits generated under the program (after allowing for certain leave-behind and evaporative losses), and the remaining 50% would be used to recharge the aquifer and retained by WWD. Delivery of water under this program is subject to surplus water availability at WWD’s discretion, and WWD has not yet announced a termination date for this program. To date, we have obtained 397 water credits, which represents 50% of the total net water credits generated and confirmed by WWD under the program thus far, at a total carrying value of approximately \$111,000.

During the year ended December 31, 2023, we also entered into various other agreements with certain third parties (including local water districts and private individuals) to either buy water directly, buy a portion of other water districts’ surface water allocations in future years in which allocations are granted, or to store surface water on others’ behalf in one of our groundwater recharge facilities in exchange for a portion of the net groundwater credits produced and recognized by the respective water district.

We currently own a total of 46,400 acre-feet of long-term water assets, and our investments in these long-term water assets have an aggregate carrying value of approximately \$34.6 million.

To date, we have invested approximately \$1.8 million to construct groundwater recharge facilities on two of our farms, and we have invested an additional \$1.8 million in the aggregate in connection with these agreements that are expected to result in additional groundwater credits in the future; however, the amount and timing of these credits, if any, is currently unknown and is dependent upon and subject to the recognition of such credits by the respective water districts, in their sole discretion.

#### *California Floods*

In January 2023, periods of heavy rainfall in California resulted in floods that impacted several areas of the state, including regions where certain of our farms are located. As a result of the flooding, one of our farms in the Central Valley suffered damage to certain structures located on the farm, and we estimated the carrying value of the structures on this property damaged by the floods to be approximately \$855,000. As such, during the year ended December 31, 2023, we wrote down the carrying value of these structures and also recorded a corresponding property and casualty loss. Certain of our other farms in California suffered minor damage as a result of the floods, but no other farms were materially impacted.

In addition, in February 2024, certain parts of California, particularly the southern part of the state, experienced a “one-in-one-thousand year” rainfall event, as atmospheric river storms caused widespread flooding and mudslides in multiple areas. Certain of our farms in the state suffered minor damage as a result of the storms, but no farms were materially impacted.

#### ***Financing Activity***

##### *Debt Activity*

##### Loan Repayments

From January 1, 2023, through the date of this filing, we repaid approximately \$52.2 million of notes and bonds that were either maturing or scheduled for a price reset. On a weighted-average basis, these borrowings bore interest at a stated rate of 3.55% and an effective interest rate (after interest patronage, where applicable) of 3.43%.

##### MetLife Facility

On December 14, 2023, we amended our facility with Metropolitan Life Insurance Company (“MetLife”), which currently consists of a \$75.0 million long-term note payable (the “2020 MetLife Term Note”), \$75.0 million of revolving equity lines of credit (the “MetLife Lines of Credit”), and a \$100.0 million long-term note payable (the “2022 MetLife Term Note,” and

together with the 2020 MetLife Term Note and the MetLife Lines of Credit, the “Current MetLife Facility”). Pursuant to the amendment, the maturity dates of the MetLife Lines of Credit were extended to December 15, 2033. As part of this amendment, we paid aggregate fees of approximately \$188,000 to MetLife.

#### Farmer Mac Facility

On June 2, 2023, we amended our agreement with Federal Agricultural Mortgage Corporation (“Farmer Mac”), which provides for bond issuances up to an aggregate amount of \$225.0 million (the “Farmer Mac Facility”). Pursuant to the amendment, the date through which we may issue new bonds under the Farmer Mac Facility was extended to December 31, 2026, and the final maturity date for new bonds issued under the facility will be the date that is ten years from the applicable issuance date.

#### Farm Credit Notes Payable—Interest Patronage

From time to time since September 2014, we, through certain subsidiaries of our Operating Partnership, have entered into various loan agreements (collectively, the “Farm Credit Notes Payable”) with 13 different Farm Credit associations (collectively, “Farm Credit”). During the three months ended March 31, 2023, we recorded interest patronage of approximately \$2.3 million related to interest accrued on the Farm Credit Notes Payable during the year ended December 31, 2022. During the three months ended September 30, 2022, we received approximately \$113,000 of interest patronage, as certain Farm Credit associations paid a portion of the 2022 interest patronage (which relates to interest accrued during 2022 but is typically paid during the first half of 2023) early. In total, 2022 interest patronage resulted in a 24.1% reduction (approximately 109 basis points) to the interest rates on such borrowings. In addition, during the three months ended September 30, 2023, we recorded approximately \$111,000 of interest patronage, as certain Farm Credit associations paid a portion of the 2023 interest patronage early. For further discussion on interest patronage, refer to Note 4, “*Borrowings—Farm Credit Notes Payable—Interest Patronage*,” in the accompanying notes to our consolidated financial statements.

#### Equity Activity

##### Series C Preferred Stock

On April 3, 2020, we filed a prospectus supplement with the SEC for a continuous public offering (the “Series C Offering”) of our 6.00% Series C Cumulative Redeemable Preferred Stock (the “Series C Preferred Stock”). Under the Series C Offering, as amended, we were permitted to sell up to 10,200,000 shares of our Series C Preferred Stock on a “reasonable best efforts” basis through Gladstone Securities at an offering price of \$25.00 per share (the “Primary Series C Offering”) and up to 200,000 additional shares of our Series C Preferred Stock pursuant to our dividend reinvestment plan (the “DRIP”) at a price of \$22.75 per share. The Primary Series C Offering terminated on December 31, 2022, and the DRIP was terminated effective March 22, 2023.

During the three months ended June 30, 2023, we listed the Series C Preferred Stock on Nasdaq under the ticker symbol “LANDP.” Trading of the Series C Preferred Stock on Nasdaq commenced on June 8, 2023.

From January 1, 2023, through the date we listed the Series C Preferred Stock on Nasdaq, we issued approximately 14,069 shares of the Series C Preferred Stock pursuant to the DRIP and redeemed 48,913 shares that were tendered for optional redemption, which we satisfied with an aggregate cash payment of approximately \$1.2 million.

##### Series E Preferred Stock

On November 9, 2022, we filed a prospectus supplement with the SEC for a continuous public offering (the “Series E Offering”) of up to 8,000,000 shares of our newly-designated 5.00% Series E Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series E Preferred Stock”), on a “reasonable best efforts” basis through Gladstone Securities at an offering price of \$25.00 per share. See Note 6, “*Related-Party Transactions—Gladstone Securities—Dealer-Manager Agreements*,” for a discussion of the commissions and fees to be paid to Gladstone Securities in connection with the Series E Offering.

The following table summarizes the sales of our Series E Preferred Stock that occurred from January 1, 2023, through the date of this filing (dollars in thousands):

<b>Number of Shares Sold</b>	<b>Weighted-average Offering Price Per Share</b>	<b>Gross Proceeds</b>	<b>Net Proceeds<sup>(1)</sup></b>
247,781	\$ 24.96	\$ 6,184	\$ 5,575

<sup>(1)</sup> Net of underwriting discounts and selling commissions and dealer-manager fees borne by us. Aggregate selling commissions and dealer-manager fees paid to Gladstone Securities as a result of these sales was approximately \$609,000.

The Series E Offering will terminate on the date (the “Series E Termination Date”) that is the earlier of (i) December 31, 2025 (unless terminated or extended by our Board of Directors) and (ii) the date on which all 8,000,000 shares of Series E Preferred Stock offering in the Series E Offering are sold. There is currently no public market for shares of Series E Preferred Stock. We intend to apply to list the Series E Preferred Stock on Nasdaq or another national securities exchange within one calendar year after the Series E Termination Date; however, there can be no assurance that a listing will be achieved in such timeframe, or at all.

#### Common Stock—At-the-Market Program

On May 12, 2020, we entered into equity distribution agreements with Virtu Americas, LLC, and Ladenburg Thalmann & Co., Inc. (each a “Sales Agent”), that, as subsequently amended, permitted us to issue and sell, from time to time and through the Sales Agents, shares of our common stock having an aggregate offering price of up to \$260.0 million (the “ATM Program”). On April 13, 2023, we entered into separate amended and restated equity distribution agreements with the Sales Agents to allow us to sell shares of our common stock having an aggregate offering price of up to \$500.0 million.

The following table summarizes the activity under the ATM Program from January 1, 2023, through the date of this filing (dollars in thousands):

<u>Number of Shares Sold</u>	<u>Weighted-average Offering Price Per Share</u>	<u>Gross Proceeds</u>	<u>Net Proceeds<sup>(1)</sup></u>
788,045	\$ 19.34	\$ 15,240	\$ 15,087

<sup>(1)</sup> Net of underwriter commissions.

#### **LIBOR Transition**

The majority of our debt is at fixed rates, and we currently have very limited exposure to variable-rate debt. Previously, our variable-rate debt was based upon the London Interbank Offered Rate (“LIBOR”), which was phased out in June 2023. LIBOR has since transitioned to a new standard rate, the Secured Overnight Financing Rate (“SOFR”), which was formally adopted by the Alternative Reference Rates Committee in July 2021 as a benchmark interest rate that incorporates certain overnight repo market data collected from multiple data sets. The intent was to adjust the SOFR to minimize the differences between the interest that a borrower was paying using LIBOR versus what it will be paying SOFR. Our lines of credit with MetLife and four term loans with Rabo AgriFinance LLC (which are effectively fixed through our entry into interest swap agreements) were previously indexed based on LIBOR, and all have since transitioned to SOFR, resulting in a minimal impact to our overall operations.

#### **Our Adviser and Administrator**

We are externally managed pursuant to contractual arrangements with our Adviser and our Administrator (both affiliates of ours), which collectively employ all of our personnel and pay their salaries, benefits, and general expenses directly. The investment advisory agreement with our Adviser that was in effect from January 1, 2020, through June 30, 2021 (the “Prior Advisory Agreement”), was amended and restated effective July 1, 2021 (as amended, the “Current Advisory Agreement,” and together with the Prior Advisory Agreement, the “Advisory Agreements”). The Current Advisory Agreement revised the calculation of the base management fee beginning with the three months ended September 30, 2021, while all other terms of the Prior Advisory Agreement remained the same. Each of the Advisory Agreements and the current administration agreement with our Administrator (the “Administration Agreement”) were approved unanimously by our Board of Directors, including, specifically, our independent directors.

A summary of certain compensation terms within the Advisory Agreements and a summary of the Administration Agreement is below.

#### **Advisory Agreements**

Pursuant to each of the Advisory Agreements, our Adviser is compensated in the form of a base management fee, an incentive fee, a capital gains fee, and a termination fee. Our Adviser does not charge acquisition or disposition fees when we acquire or dispose of properties, as is common in other externally-managed REITs. The base management and incentive fees are described below. For information on the capital gains and termination fees, refer to Note 6, “*Related-Party Transactions—Our Adviser and Administrator—Advisory Agreements,*” within the accompanying notes to our consolidated financial statements.

#### **Base Management Fee**

Pursuant to the Prior Advisory Agreement, through June 30, 2021, a base management fee was paid quarterly and was calculated at an annual rate of 0.50% (0.125% per quarter), of the prior calendar quarter’s “Gross Tangible Real Estate,”

defined as the gross cost of tangible real estate owned by us (including land and land improvements, permanent plantings, irrigation and drainage systems, farm-related facilities, and other tangible site improvements), prior to any accumulated depreciation, and as shown on our balance sheet or the notes thereto for the applicable quarter.

Pursuant to the Current Advisory Agreement, beginning with the three months ended September 30, 2021, a base management fee is paid quarterly and is calculated at an annual rate of 0.60% (0.15% per quarter) of the prior calendar quarter’s Gross Tangible Real Estate.

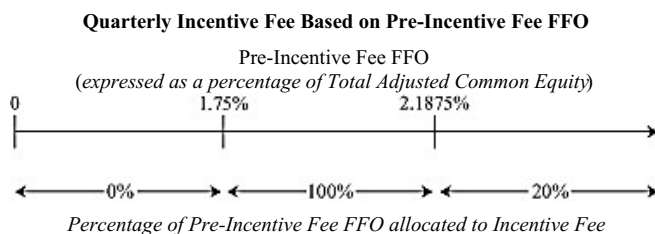
*Incentive Fee*

Pursuant to each of the Advisory Agreements, an incentive fee is calculated and payable quarterly in arrears if the Pre-Incentive Fee FFO for a particular quarter exceeds a hurdle rate of 1.75% (7.0% annualized) of the prior calendar quarter’s Total Adjusted Common Equity.

For purposes of this calculation, Pre-Incentive Fee FFO is defined in each of the Advisory Agreements as FFO (also as defined in each of the Advisory Agreements) accrued by the Company during the current calendar quarter (prior to any incentive fee calculation for the current calendar quarter), less any dividends paid on preferred stock securities that are not treated as a liability for GAAP purposes. In addition, Total Adjusted Common Equity is defined as common stockholders’ equity plus non-controlling common interests in our Operating Partnership, if any (each as reported on our balance sheet), adjusted to exclude unrealized gains and losses and certain other one-time events and non-cash items.

We pay our Adviser an incentive fee with respect to our Pre-Incentive Fee FFO quarterly, as follows:

- no Incentive Fee in any calendar quarter in which our Pre-Incentive Fee FFO does not exceed the hurdle rate of 1.75% (7.0% annualized);
- 100% of the amount of our Pre-Incentive Fee FFO with respect to that portion of such Pre-Incentive Fee FFO, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and
- 20% of the amount of our Pre-Incentive fee FFO, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).



**Administration Agreement**

Pursuant to the Administration Agreement, we pay for our allocable portion of the Administrator’s expenses incurred while performing its obligations to us, including, but not limited to, rent and the salaries and benefits expenses of our Administrator’s employees, including our chief financial officer, treasurer, chief compliance officer, general counsel and secretary (who also serves as our Administrator’s president, general counsel, and secretary), and their respective staffs. Our allocable portion of the Administrator’s expenses is generally derived by multiplying our Administrator’s total expenses by the approximate percentage of time the Administrator’s employees perform services for us in relation to their time spent performing services for all companies serviced by our Administrator under similar contractual agreements.

**Critical Accounting Policies**

The preparation of our financial statements in accordance with GAAP requires management to make judgments that are subjective in nature to make certain estimates and assumptions. Application of these accounting policies involves the exercise of judgment regarding the use of assumptions as to future uncertainties, and, as a result, actual results could materially differ from these estimates. A summary of all of our significant accounting policies are provided in Note 2, “Summary of Significant Accounting Policies,” in the accompanying notes to our consolidated financial statements, located elsewhere in this Form 10-K, and a summary of our critical accounting policies is below. We consider these policies to be critical because they involve estimates and assumptions that require complex, subjective or significant judgments in their application and that materially affect our results of operations. There were no material changes in our critical accounting policies during the year ended December 31, 2023.

### **Purchase Price Allocation**

When we acquire real estate, we allocate the purchase price to: (i) the tangible assets acquired and liabilities assumed, consisting primarily of land, improvements (including irrigation and drainage systems), permanent plantings, and farm-related facilities and, if applicable, (ii) any identifiable intangible assets and liabilities, which primarily consist of the values of above- and below-market leases, in-place lease values, lease origination costs, and tenant relationships, based in each case on their fair values.

Certain of our acquisitions involve sale-leaseback transactions with newly-originated leases, and other of our acquisitions involve the acquisition of farmland that is already being operated as rental property, in which case we will typically assume the lease in place at the time of acquisition. We generally consider both types of acquisitions to be asset acquisitions under ASC 360, "Property Plant and Equipment," which requires us to capitalize the transaction costs incurred in connection with the acquisition. ASC 360 further requires that the purchase price of real estate be allocated to (i) the tangible assets acquired and liabilities assumed, and, if applicable, (ii) any identifiable intangible assets and liabilities, by valuing the property as if it was vacant, based on management's determination of the relative fair values of such assets and liabilities as of the date of acquisition.

For a more detailed discussion on this accounting policy, see Note 2, "Summary of Significant Accounting Policies—Real Estate and Lease Intangibles" in the accompanying notes to our consolidated financial statements.

### **Real Estate Impairment Evaluation**

We account for the impairment of our real estate assets in accordance with ASC 360, which requires us to periodically review the carrying value of each property to determine whether indicators of impairment exist or if depreciation periods should be modified. If circumstances support the possibility of impairment, we prepare a projection of the total undiscounted future cash flows of the specific property and compare them to the net book value of the property to determine whether the carrying value of the property is recoverable. If impairment is indicated, the carrying value of the property is written down to its estimated fair value based on our best estimate of the property's discounted future cash flows using certain market-derived terms. Any material changes to the estimates and assumptions used in this analysis could have a significant impact on our results of operations, as the changes would impact our determination of whether impairment is deemed to have occurred and the amount of impairment loss that we would recognize.

For a more detailed discussion on this accounting policy, see Note 2, "Summary of Significant Accounting Policies—Real Estate Impairment Evaluation," in the accompanying notes to our consolidated financial statements.

### **Recently-Issued Accounting Pronouncements**

See Note 2, "Summary of Significant Accounting Policies—Recently-Issued Accounting Pronouncements," in the accompanying notes to our consolidated financial statements for a description of recently-issued accounting pronouncements.

## **RESULTS OF OPERATIONS**

For the purposes of the following discussions on certain operating revenues and expenses:

- With regard to the comparison between the years ended December 31, 2023 and 2022:
  - Same-property basis represents farms owned as of December 31, 2021, which were not vacant at any point during either period presented and full collectability of future rental payments under the respective leases was deemed probable during the entirety of both periods;
  - Properties acquired or disposed of are farms that were either acquired or disposed of at any point subsequent to December 31, 2021. From January 1, 2022, through December 31, 2023, we acquired five new farms and had one partial farm disposition; and
  - Vacant, self-operated, or non-accrual properties are:
    - Farms that were vacant (either wholly or partially) at any point during either period presented. Five of our farms were vacant during a portion of either of the years ended December 31, 2023 or 2022;
    - Farms that were self-operated at any point during either period presented. 11 of our farms were self-operated (on a temporary basis via management agreements with unrelated third-parties) during a portion of the year ended December 31, 2023; and
    - Farms with leases where revenue was recognized on a cash basis during either period presented (rather than a straight-line basis) due to full collectability of future rental payments under the respective leases deemed not to be probable as a result of tenant credit issues. During a portion of the year ended

December 31, 2023, we recognized revenue from four different leases with three separate tenants (encompassing six different farms) on a cash basis.

**A comparison of results of components comprising our operating income for the years ended December 31, 2023 and 2022 is below (dollars in thousands):**

	For the Years Ended December 31,		\$ Change	% Change
	2023	2022		
<b>Operating revenues:</b>				
Lease revenue:				
Fixed lease payments	\$ 83,695	\$ 81,423	\$ 2,272	2.8%
Variable lease payments – participation rents	5,890	7,703	(1,813)	(23.5)%
Variable lease payments – tenant reimbursements	734	110	624	567.3%
Total lease revenue	90,319	89,236	1,083	1.2%
Other operating revenue	79	—	79	NM
Total operating revenues	90,398	89,236	1,162	1.3%
<b>Operating expenses:</b>				
Depreciation and amortization	37,161	35,366	1,795	5.1%
Property operating expenses	4,201	2,819	1,382	49.0%
Base management and incentive fees	10,374	11,532	(1,158)	(10.0)%
Administration fee	2,255	2,005	250	12.5%
General and administrative expenses	2,924	2,740	184	6.7%
Write-off of costs associated with offering of Series C cumulative redeemable preferred stock	—	853	(853)	NM
Total operating expenses	56,915	55,315	1,600	2.9%
<b>Operating income</b>	<b>\$ 33,483</b>	<b>\$ 33,921</b>	<b>\$ (438)</b>	<b>(1.3)%</b>

NM = Not Meaningful

### Operating Revenues

#### Lease Revenue

The following table provides a summary of our lease revenue during the years ended December 31, 2023 and 2022 (dollars in thousands):

	For the Years Ended December 31,			
	2023	2022	\$ Change	% Change
<b>Same-property basis:</b>				
Fixed lease payments	\$ 76,866	\$ 76,182	\$ 684	0.9%
Participation rents	5,650	6,874	(1,224)	(17.8)%
Total – Same-property basis	82,516	83,056	(540)	(0.7)%
<b>Properties acquired or disposed of:</b>				
Fixed lease payments	4,357	2,067	2,290	110.8%
Total – Properties acquired or disposed of	4,357	2,067	2,290	110.8%
<b>Vacant, self-operated, or non-accrual properties:</b>				
Fixed lease payments	2,472	3,174	(702)	(22.1)%
Participation rents	240	829	(589)	(71.0)%
Total – Vacant, self-operated, or non-accrual properties	2,712	4,003	(1,291)	(32.3)%
Tenant reimbursements <sup>(1)</sup>	734	110	624	567.3%
<b>Total Lease revenues</b>	<b>\$ 90,319</b>	<b>\$ 89,236</b>	<b>\$ 1,083</b>	<b>1.2%</b>

<sup>(1)</sup> Tenant reimbursements generally represent tenant-reimbursed property operating expenses on certain of our farms, including property taxes, insurance premiums, and other property-related expenses. Similar amounts were also recorded as property operating expenses during the respective periods.

#### Same-property Basis – 2023 compared to 2022

Lease revenues from fixed lease payments increased primarily due to additional rents earned on capital improvements completed on certain of our farms, partially offset by the execution of one lease agreement in the fourth quarter of 2022, pursuant to which we agreed to reduce the fixed base rent amount in exchange for increasing the participation rent component in the lease, the majority of which was realized in the fourth quarter of 2023.

The decrease in participation rents was primarily driven by lower production (i.e., pounds per acre) on certain almond and pistachio farms (partly due to the alternate-bearing nature of such tree crops but also due to the harvest of such crops coming at the end of a multi-year drought), coupled with weaker crop prices, particularly in the almond market, which continued to be hampered with oversupply exacerbated by supply chain disruptions that occurred during the height of the COVID-19 pandemic.

Other – 2023 compared to 2022

Lease revenue from properties acquired or disposed of increased primarily due to additional revenues earned on new farms acquired subsequent to December 31, 2021.

Fixed lease payments from vacant, self-operated, or non-accrual properties decreased primarily due to revenue from certain of our leases being recognized on a cash basis during a portion of the year ended December 31, 2023 (rather than a straight-line basis), due to full collectability of future rental payments under the respective leases deemed not to be probable as a result of tenant credit issues. In addition, 11 of our farms were self-operated (on a temporary basis via management agreements with unrelated third-parties) and 5 of our farms were vacant during portions of the year ended December 31, 2023. The decrease in lease revenue from vacant, self-operated, or non-accrual properties was partially offset by cash collections (in part or in whole) from tenants occupying certain of these properties during the year ended December 31, 2023. No revenue has been recognized as a result of operations at farms that were self-operated during any period presented.

The fluctuations in tenant reimbursement revenue are primarily driven by payments made by certain tenants on our behalf (pursuant to the lease agreements) to unconsolidated entities of ours that convey water to the respective properties. As such, the timing of tenant reimbursement revenue fluctuates as payments are made by our tenants. Amounts recorded during the current year include increased reimbursements from certain tenants for costs to delivery water to their farms via a pipeline owned by an unconsolidated entity of ours, as well as late fees received from certain tenants.

*Other Operating Revenue*

Other operating revenue consists of non-lease revenue generated as a result of activities performed on certain of our properties. During the year ended December 31, 2023, we recognized approximately \$79,000 of non-cash revenue associated with the transfer and storing of surplus water on behalf of a government municipality using a groundwater recharge facility constructed on one of our farms. See Note 2, “*Summary of Significant Accounting Policies—Other Operating Revenue*,” and Note 3, “*Real Estate and Intangible Assets—Investments in Water Assets*,” within the accompanying notes to our consolidated financial statements for further discussion.

**Operating Expenses**

*Depreciation and Amortization*

Depreciation and amortization expense increased primarily due to additional depreciation and amortization expense incurred on new farms acquired subsequent to December 31, 2021, as well as additional depreciation expense associated with new capital improvements made on certain of our existing farms. The increase was partially offset by a decrease attributable to certain assets reaching the end of their useful lives.

*Property Operating Expenses*

Property operating expenses consist primarily of real estate taxes, repair and maintenance expense, insurance premiums, and other miscellaneous operating expenses paid for certain of our properties. The following table provides a summary of the property operating expenses recorded during the years ended December 31, 2023 and 2022 (dollars in thousands):

	For the Years Ended December 31,			
	2023	2022	\$ Change	% Change
Same-property basis	\$ 2,785	\$ 2,407	\$ 378	15.7%
Properties acquired or disposed of	6	29	(23)	(79.3)%
Vacant, self-operated properties, or non-accrual, properties	723	273	450	164.8%
Tenant-reimbursed property operating expenses <sup>(1)</sup>	687	110	577	524.5%
<b>Total Property operating expenses</b>	<b>\$ 4,201</b>	<b>\$ 2,819</b>	<b>\$ 1,382</b>	<b>49.0%</b>

<sup>(1)</sup> Represents certain operating expenses (property taxes, insurance premiums, and other property-related expenses) paid by us that, per the respective leases, are required to be reimbursed to us by the tenant. Similar amounts are also recorded as lease revenue when earned in accordance with the lease.

Same-property Basis – 2023 compared to 2022

Property operating expenses increased primarily due to additional property management and consulting fees incurred across our portfolio, as well as higher legal fees related to drafting new lease agreements. We also recorded additional repairs and maintenance expense as a result of minor damage caused by natural disasters at certain of our farms. This increase was partially offset by a decrease in real estate tax expense.

Other – 2023 compared to 2022

Property operating expenses on properties acquired or disposed of decreased, primarily due to additional legal fees incurred in the prior year periods on certain farms acquired subsequent to December 31, 2021.

Property operating expenses attributable to vacant, self-operated, or non-accrual properties increased primarily due to additional legal fees incurred in connection with rent collection, lease termination, or re-leasing efforts on such farms, as well as an increase in real estate tax expense that the prior tenants were previously responsible for.

The fluctuations in tenant-reimbursed property operating expenses are primarily driven by miscellaneous property operating costs incurred by us in connection with our ownership interests in certain unconsolidated entities, for which our tenants are contractually obligated to reimburse us under the terms of the respective leases. Such expenses will fluctuate commensurate with the timing and amount of miscellaneous operating costs incurred by the underlying entities. Amounts recorded during the current year include additional costs to deliver water to certain of our farms via a pipeline owned by an unconsolidated entity of ours, which costs were reimbursed to us by our tenants.

*Related-Party Fees*

The following table provides the calculations of the base management and incentive fees due to our Advisor pursuant to the Current Advisory Agreement for the years ended December 31, 2023 and 2022 (dollars in thousands; for further discussion on certain defined terms used below, refer to Note 6, “*Related-Party Transactions*,” within the accompanying notes to our consolidated financial statements):



	Quarters Ended				Year to Date
	March 31	June 30	September 30	December 31	
<b>FY 2023 Fee Calculations:</b>					
<b>Base Management Fee:</b>					
Gross Tangible Real Estate <sup>(1)(2)</sup>	\$ 1,432,394	\$ 1,431,761	\$ 1,433,713	\$1,437,268	
Quarterly rate	0.150 %	0.150 %	0.150 %	0.150 %	
<b>Base management fee<sup>(3)</sup></b>	<b>\$ 2,149</b>	<b>\$ 2,148</b>	<b>\$ 2,150</b>	<b>\$ 2,156</b>	<b>\$ 8,603</b>
<b>Incentive Fee:</b>					
Total Adjusted Common Equity <sup>(1)(2)</sup>	\$ 358,689	\$ 362,411	\$ 360,339	\$ 353,412	
First hurdle quarterly rate	1.750 %	1.750 %	1.750 %	1.750 %	
First hurdle threshold	\$ 6,277	\$ 6,342	\$ 6,306	\$ 6,185	
Second hurdle quarterly rate	2.1875 %	2.1875 %	2.1875 %	2.1875 %	
Second hurdle threshold	\$ 7,846	\$ 7,928	\$ 7,882	\$ 7,731	
Pre-Incentive Fee FFO <sup>(1)</sup>	\$ 5,303	\$ 4,400	\$ 7,095	\$ 7,167	
100% of Pre-Incentive Fee FFO in excess of first hurdle threshold, up to second hurdle threshold	\$ —	\$ —	\$ 789	\$ 982	
20% of Pre-Incentive Fee FFO in excess of second hurdle threshold	—	—	—	—	
<b>Total Incentive fee<sup>(3)</sup></b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 789</b>	<b>\$ 982</b>	<b>\$ 1,771</b>
<b>Total fees due to Adviser, net</b>	<b>\$ 2,149</b>	<b>\$ 2,148</b>	<b>\$ 2,939</b>	<b>\$ 3,138</b>	<b>\$ 10,374</b>
<b>FY 2022 Fee Calculations:</b>					
<b>Base Management Fee:</b>					
Gross Tangible Real Estate <sup>(1)(2)</sup>	\$ 1,357,800	\$ 1,361,757	\$ 1,390,646	\$ 1,427,482	
Quarterly rate	0.150 %	0.150 %	0.150 %	0.150 %	
<b>Base management fee<sup>(3)</sup></b>	<b>\$ 2,037</b>	<b>\$ 2,043</b>	<b>\$ 2,086</b>	<b>\$ 2,141</b>	<b>\$ 8,307</b>
<b>Incentive Fee:</b>					
Total Adjusted Common Equity <sup>(1)(2)</sup>	\$ 378,299	\$ 381,201	\$ 364,955	\$ 361,186	
First hurdle quarterly rate	1.750 %	1.750 %	1.750 %	1.750 %	
First hurdle threshold	\$ 6,620	\$ 6,671	\$ 6,387	\$ 6,321	
Second hurdle quarterly rate	2.1875 %	2.1875 %	2.1875 %	2.1875 %	
Second hurdle threshold	\$ 8,275	\$ 8,339	\$ 7,983	\$ 7,901	
Pre-Incentive Fee FFO <sup>(1)</sup>	\$ 7,751	\$ 4,819	\$ 6,892	\$ 7,944	
100% of Pre-Incentive Fee FFO in excess of first hurdle threshold, up to second hurdle threshold	\$ 1,131	\$ —	\$ 505	\$ 1,580	
20% of Pre-Incentive Fee FFO in excess of second hurdle threshold	—	—	—	9	
<b>Total Incentive fee<sup>(3)</sup></b>	<b>\$ 1,131</b>	<b>\$ —</b>	<b>\$ 505</b>	<b>\$ 1,589</b>	<b>\$ 3,225</b>
<b>Total fees due to Adviser, net</b>	<b>\$ 3,168</b>	<b>\$ 2,043</b>	<b>\$ 2,591</b>	<b>\$ 3,730</b>	<b>\$ 11,532</b>

(1) As defined in the Current Advisory Agreement.

(2) As of the end of the respective prior quarters.

(3) Reflected as a line item on our accompanying Consolidated Statements of Operations and Comprehensive Income.

The base management fee increased primarily due to additional assets acquired and improvements made on certain of our farms since December 31, 2021.

Our Adviser earned incentive fees during each of the years ended December 31, 2023 and 2022 due to our Pre-Incentive Fee FFO (as defined in the Advisory Agreements) exceeding the required hurdle rate of the applicable equity base during the third and fourth quarters of 2023 and during the first, third, and fourth quarters of 2022.

The administration fee paid to our Administrator increased primarily due to hiring additional personnel and us using a higher overall share of our Administrator's resources in relation to those used by other funds and affiliated companies serviced by our Administrator.

*Other Operating Expenses*

General and administrative expenses consist primarily of professional fees, director fees, stockholder-related expenses, overhead insurance, acquisition-related costs for investments no longer being pursued, and other miscellaneous expenses. General and administrative expenses increased during the current year, primarily due to an increase in professional fees (driven by higher legal and accounting fees), additional costs expensed related to amending our Current MetLife Facility, and an increase in stockholder-related expenses related to the listing of the Series C Preferred Stock on Nasdaq. This increase was partially offset by a decrease in acquisition-related costs for investments no longer being pursued.

During the year ended December 31, 2022, we wrote off approximately \$853,000 of costs (including approximately \$798,000 of unamortized deferred offering costs) related to the Series C Offering due to an amendment that reduced the number of shares of Series C Preferred Stock to be offered.

**A comparison of results of other components contributing to net loss attributable to common stockholders for the years ended December 31, 2023 and 2022 is below (dollars in thousands):**

	For the Years Ended December 31,			
	2023	2022	\$ Change	% Change
<b>Operating income</b>	<b>\$33,483</b>	<b>\$33,921</b>	<b>\$ (438.00)</b>	<b>(1.3)%</b>
Other income (expense)				
Other income	3,633	3,441	192	5.6%
Interest expense	(23,665)	(25,738)	2,073	(8.1)%
Dividends declared on cumulative term preferred stock	(3,019)	(3,019)	—	—%
Gain (loss) on dispositions of real estate assets, net	5,208	(3,760)	8,968	(238.5)%
Property and casualty loss, net	(1,016)	(56)	(960)	1,714.3%
Loss from investments in unconsolidated entities	(59)	(73)	14	(19.2)%
Total other expense, net	(18,918)	(29,205)	10,287	(35.2)%
<b>Net income</b>	<b>14,565</b>	<b>4,716</b>	<b>9,849</b>	<b>208.8%</b>
Net income attributable to non-controlling interests	—	(8)	8	(100.0)%
Net income attributable to the Company	14,565	4,708	9,857	209.4%
Aggregate dividends declared on and charges related to extinguishment of cumulative redeemable preferred stock	(24,417)	(19,718)	(4,699)	23.8%
<b>Net loss attributable to common stockholders</b>	<b>\$ (9,852)</b>	<b>\$ (15,010)</b>	<b>\$ 5,158</b>	<b>(34.4)%</b>

*Other Income (Expense)*

Other income, which generally consists of interest patronage received from Farm Credit (as defined in Note 4, "Borrowings," in the accompanying notes to our consolidated financial statements) and interest earned on short-term investments, increased primarily due to additional income earned on short-term investments due to higher interest rates, partially offset by less interest patronage received from Farm Credit (primarily due to decreased borrowings from Farm Credit).

During the three months ended March 31, 2023, we recorded approximately \$2.3 million of interest patronage from Farm Credit related to interest accrued during 2022, as compared to approximately \$2.8 million of interest patronage recorded during the prior-year period that related to interest accrued during 2021. In addition, during the three months ended September 30, 2022, we received approximately \$113,000 of interest patronage related to interest accrued during 2022, as certain Farm Credit associations paid a portion of 2022 interest patronage (which is typically paid during the first half of 2023) early. In total, 2022 interest patronage resulted in a 24.1% reduction (approximately 109 basis points) to the interest rate of such borrowings. In

addition, during the three months ended September 30, 2023, we recorded approximately \$111,000 of interest patronage, as certain Farm Credit associations paid a portion of the 2023 interest patronage early.

Interest expense decreased, primarily due to a decrease in overall borrowings. The weighted-average principal balance of our aggregate borrowings (excluding our cumulative term preferred stock) outstanding for the year ended December 31, 2023, was approximately \$595.8 million, as compared to approximately \$654.7 million for the prior-year period. Excluding interest patronage received on certain of our Farm Credit borrowings and the impact of debt issuance costs, the weighted average interest rate charged on our aggregate borrowings was 3.79% and 3.77% for the years ended December 31, 2023 and 2022, respectively.

During the year ended December 31, 2023, we recorded a net capital gain, driven by the sale of a 138-acre parcel of unfarmed land in Florida for \$9.6 million, which, after accounting for closing costs, resulted in a net gain of approximately \$6.4 million. The net losses recorded during the year ended December 31, 2022, related to the disposals of certain irrigation and other improvements on certain of our farms.

The net property and casualty loss related to net expenses incurred and insurance recoveries received for certain improvements that were damaged due to natural disasters. The property and casualty loss recorded during the year ended December 31, 2023, was the result of the heavy rainfall that occurred in California in early 2023 and the resulting flooding, which damaged certain structures located on one of our farms in the Central Valley.

The aggregate dividends paid on our cumulative redeemable preferred stock increased due to additional shares of the Series C Preferred Stock and Series E Preferred Stock issued and outstanding during the current year.

#### **Comparison of Results of Operations for the Years Ended December 31, 2022 and 2021**

A comparison of our operating results for the years ended December 31, 2022 and 2021 was included in our Annual Report on Form 10-K for the year ended December 31, 2022, beginning on page 45 under Part II, Item 7, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*,” which was filed with the Securities and Exchange Commission, or SEC, on February 21, 2023.

### **LIQUIDITY AND CAPITAL RESOURCES**

#### **Overview**

Our current short- and long-term sources of funds include cash and cash equivalents, cash flows from operations, borrowings (including the undrawn commitments available under the Current MetLife Facility), and issuances of additional equity securities. Our current available liquidity is approximately \$209.7 million, consisting of approximately \$60.1 million in cash on hand and, based on the current level of collateral pledged, approximately \$149.6 million of availability under the Current MetLife Facility (subject to compliance with covenants) and other undrawn notes or bonds. In addition, we currently have certain properties valued at a total of approximately \$130.5 million that are unencumbered and eligible to be pledged as collateral.

Over 99.9% of our borrowings are currently at fixed rates, and on a weighted-average basis, these rates are fixed at an effective interest rate (after interest patronage) of 3.34% for another 4.2 years. In addition, the weighted-average remaining term of our notes and bonds payable is approximately 8.8 years. As such, with respect to our current borrowings, we have experienced minimal impact from increased interest rates over the past year, and we believe we are well-protected against any further interest rate increases. Despite ongoing uncertainty in the markets, based on discussions with our lenders, we do not believe there will be a credit freeze on agricultural lending in the near term. We are in compliance with all of our debt covenants under our respective credit facilities and borrowings, and we believe we currently have adequate liquidity to cover all near- and long-term debt obligations and operating expenses.

#### **Future Capital Needs**

Our short- and long-term liquidity requirements consist primarily of making principal and interest payments on outstanding borrowings; funding our general operating costs; making dividend payments on our currently-designated preferred securities; making distributions to stockholders (including non-controlling OP Unitholders, if any) to maintain our qualification as a REIT; and, as capital is available, funding capital improvements on existing farms and new farmland and farm-related acquisitions consistent with our investment strategy.

In the near term, we believe that our current and short-term cash resources will be sufficient to service our debt; fund our current operating costs; pay dividends on our currently-designated preferred securities; and fund our distributions to stockholders (including non-controlling OP Unitholders). We expect to meet our long-term liquidity requirements through

various sources of capital, including long-term mortgage indebtedness and bond issuances, future equity issuances (including, but not limited to, shares of our Series E Preferred Stock, OP Units through our Operating Partnership as consideration for future acquisitions, and shares of common stock through our ATM Program), and other secured and unsecured borrowings.

We intend to use a significant portion of any current and future available liquidity to purchase additional farms and farm-related facilities. We continue to actively seek and evaluate acquisitions of additional farms and farm-related facilities that satisfy our investment criteria, and we have several properties that are in various stages of our due diligence process. However, all potential acquisitions will be subject to our due diligence investigation of such properties, and there can be no assurance that we will be successful in identifying or acquiring any properties in the future.

### Operating Commitments and Obligations

See Note 7, “*Commitments and Contingencies*,” in the accompanying notes to our consolidated financial statements for additional discussion around certain operating and ground lease obligations.

### Cash Flow Resources

The following table summarizes total net cash flows for operating, investing, and financing activities for the years ended December 31, 2023 and 2022 (dollars in thousands):

	For the Years Ended December 31,		\$ Change	% Change
	2023	2022		
Net change in cash from:				
Operating activities	\$ 40,081	\$ 43,788	\$ (3,707)	(8.5)%
Investing activities	(3,768)	(85,484)	81,716	95.6%
Financing activities	(78,883)	86,129	(165,012)	(191.6)%
Net change in Cash and cash equivalents	<u>\$ (42,570)</u>	<u>\$ 44,433</u>	<u>\$ (87,003)</u>	<u>(195.8)%</u>

### Operating Activities

The majority of cash from operating activities is generated from the rental payments we receive from our tenants, which is first used to fund our property-level operating expenses, with any excess cash being primarily used for principal and interest payments on our borrowings, management fees to our Adviser, administrative fees to our Administrator, and other corporate-level expenses. Cash provided by operating activities decreased, primarily due to the acquisition of additional long-term water assets during 2023 and the timing of certain rental cash payments received and interest payments made during the respective periods. This was partially offset by a decrease in aggregate fees paid to our Advisor during the current year.

### Investing Activities

The change in cash from investing activities was primarily due to a decrease in aggregate cash paid for acquisitions of new farms and capital improvements on existing farms during the current year, partially offset by the proceeds received from the sale of a 138-acre parcel of unfarmed land in Florida for \$9.6 million during the current year, which resulted in a net gain of approximately \$6.4 million.

### Financing Activities

The change in cash from financing activities was primarily due to a decrease in aggregate net proceeds received from preferred and common equity offerings of approximately \$153.9 million and a decrease in aggregate net borrowings of approximately \$11.2 million.

### Debt Capital

#### MetLife Facility

The Current MetLife Facility currently consists of an aggregate of \$75.0 million of revolving equity lines of credit and an aggregate of \$175.0 million of term notes. We currently have \$200,000 outstanding under the lines of credit and \$36.9 million outstanding on the term notes. While \$212.9 million of the full commitment amount under the Current MetLife Facility remains undrawn, based on the current level of collateral pledged, we currently have approximately \$110.2 million of availability under the Current MetLife Facility. As recently amended, the revolving equity lines of credit mature on December 15, 2033, and the draw period for both term notes expires on December 31, 2024, after which MetLife has no obligation to disburse any additional undrawn funds under the term notes.

**Farmer Mac Facility**

As amended in June 2023, the Farmer Mac Facility provides for bond issuances up to an aggregate amount of \$225.0 million by December 31, 2026, after which, Farmer Mac has no obligation to purchase additional bonds under this facility. To date, we have issued aggregate bonds of approximately \$100.1 million under the Farmer Mac Facility.

**Farm Credit and Other Lenders**

Since September 2014, we have closed on multiple loans with various different Farm Credit associations (for additional information on these associations, see Note 4, “*Borrowings*,” within the accompanying notes to our consolidated financial statements). We also have borrowing relationships with several other agricultural lenders and are continuously reaching out to other lenders to establish prospective new relationships. As such, we expect to enter into additional borrowing agreements with existing and new lenders in connection with certain potential new acquisitions in the future.

**Equity Capital**

The following table provides information on equity sales that have occurred since January 1, 2023 (dollars in thousands, except per-share amounts):

Type of Issuance	Number of Shares Sold	Weighted-average Offering Price Per Share	Gross Proceeds	Net Proceeds <sup>(1)</sup>
Series E Preferred Stock	247,781	24.96	6,184	5,575
Common Stock – ATM Program	788,045	19.34	15,240	15,087

<sup>(1)</sup> Net of selling commissions and dealer-manager fees or underwriting discounts and commissions (in each case, as applicable).

Our 2023 Registration Statement (as defined in Note 8, “*Equity—Registration Statement*,” within the accompanying notes to our consolidated financial statements) permits us to issue up to an aggregate of \$1.5 billion in securities, consisting of common stock, preferred stock, warrants, debt securities, depository shares, subscription rights, and units, including through separate, concurrent offerings of two or more of such securities. To date, we have issued approximately \$4.2 million of Series E Preferred Stock, and \$2.2 million of common stock under the 2023 Registration Statement.

In addition, we have the ability to, and expect to in the future, issue additional OP Units to third parties as consideration in future property acquisitions.

**Off-Balance Sheet Arrangements**

As of December 31, 2023, we did not have any off-balance sheet arrangements.

**NON-GAAP FINANCIAL INFORMATION****Funds from Operations, Core Funds from Operations, and Adjusted Funds from Operations**

The National Association of Real Estate Investment Trusts (“NAREIT”) developed funds from operations (“FFO”) as a relative non-GAAP supplemental measure of operating performance of an equity REIT to recognize that income-producing real estate historically has not depreciated on the same basis as determined under GAAP. FFO, as defined by NAREIT, is net income (computed in accordance with GAAP), excluding gains or losses from sales of property and impairment losses on property, plus depreciation and amortization of real estate assets, and after adjustments for unconsolidated partnerships and joint ventures. We further present core FFO (“CFFO”) and adjusted FFO (“AFFO”) as additional non-GAAP financial measures of our operational performance, as we believe both CFFO and AFFO improve comparability on a period-over-period basis and are more useful supplemental metrics for investors to use in assessing our operational performance on a more sustainable basis than FFO. We believe that these additional performance metrics, along with the most directly-comparable GAAP measure, provide investors with helpful insight regarding how management measures our ongoing performance, as each of CFFO and AFFO (and their respective per-share amounts) are used by management and our Board of Directors, as appropriate, in assessing overall performance, as well as in certain decision-making analysis, including, but not limited to, the timing of acquisitions and potential equity raises (and the type of securities to offer in any such equity raises), the determination of any fee credits, and declarations of distributions on our common stock. The non-GAAP financial measures presented herein have limitations as analytical tools and should not be considered in isolation or as a substitute for an analysis of our results calculated in accordance with GAAP. We believe that net income is the most directly-comparable GAAP measure to each of FFO, CFFO, and AFFO.

Specifically, we believe that FFO is helpful to investors in better understanding our operating performance, primarily because its calculation excludes depreciation and amortization expense on real estate assets, as we believe that GAAP historical cost

depreciation of real estate assets is generally not correlated with changes in the value of those assets, particularly with farmland real estate, the value of which does not diminish in a predictable manner over time, as historical cost depreciation implies. Further, we believe that CFFO and AFFO are helpful in understanding our operating performance in that it removes certain items that, by their nature, are not comparable on a period-over-period basis and therefore tend to obscure actual operating performance. In addition, we believe that providing CFFO and AFFO as additional performance metrics allows investors to gauge our overall performance in a manner that is more similar to how our performance is measured by management (including their respective per-share amounts), as well as by analysts and the overall investment community.

We calculate CFFO by adjusting FFO for the following items:

- *Acquisition- and disposition-related expenses.* Acquisition- and disposition-related expenses (including due diligence costs on acquisitions not consummated and certain auditing and accounting fees incurred that were directly related to completed acquisitions or dispositions) are incurred for investment purposes and do not correlate with the ongoing operations of our existing portfolio. Further, certain auditing and accounting fees incurred vary depending on the number and complexity of acquisitions or dispositions completed during the period. Due to the inconsistency in which these costs are incurred and how they have historically been treated for accounting purposes, we believe the exclusion of these expenses improves comparability of our operating results on a period-to-period basis.
- *Other adjustments.* We will adjust for certain non-recurring charges and receipts and will explain such adjustments accordingly. We believe the exclusion of these amounts improves comparability of our operating results on a period-to-period basis and will apply consistent definitions of CFFO for all prior-year periods presented to provide consistency and better comparability.

Further, we calculate AFFO by adjusting CFFO for the following items:

- *Rent adjustments.* This adjustment removes the effects of straight-lining rental income, as well as the amortization related to above-market lease values and certain noncash lease incentives and accretion related to below-market lease values, certain other deferred revenue, and tenant improvements, resulting in rental income reflected on a modified accrual cash basis. In addition to these adjustments, we also modify the calculation of cash rents within our definition of AFFO to provide greater consistency and comparability due to the period-to-period volatility in which cash rents are received. To coincide with our tenants' harvest seasons, our leases typically provide for cash rents to be paid at various points throughout the lease year, usually annually or semi-annually. As a result, cash rents received during a particular period may not necessarily be comparable to other periods or represent the cash rents indicative of a given lease year. Therefore, we further adjust AFFO to normalize the cash rent received pertaining to a lease year over that respective lease year on a straight-line basis, resulting in cash rent being recognized ratably over the period in which the cash rent is earned. During the three months ended December 31, 2023, we adjusted our definition of AFFO to exclude from this adjustment the removal of lease incentives that were a result of previous cash disbursements made by us to or on behalf of our tenants. The results of all years presented, including those of the prior years, have been adjusted in the table below to conform with this new definition.
- *Amortization of debt issuance costs.* The amortization of costs incurred to obtain financing is excluded from AFFO, as it is a non-cash expense item that is not directly related to the operating performance of our properties.
- *Other adjustments.* We will adjust for certain non-cash charges and receipts and will explain such adjustments accordingly. We believe the exclusion of such non-cash amounts improves comparability of our operating results on a period-to-period basis and will apply consistent definitions of AFFO for all prior-year periods presented to provide consistency and better comparability.

We believe the foregoing adjustments aid our investors' understanding of our ongoing operational performance.

FFO, CFFO, and AFFO do not represent cash flows from operating activities in accordance with GAAP, which, unlike FFO, CFFO, and AFFO, generally reflects all cash effects of transactions and other events in the determination of net income, and should not be considered an alternative to net income as an indication of our performance or to cash flows from operations as a measure of liquidity or ability to make distributions. Comparisons of FFO, CFFO, and AFFO, using the NAREIT definition for FFO and the definitions above for CFFO and AFFO, to similarly-titled measures for other REITs may not necessarily be meaningful due to possible differences in the definitions used by such REITs.

Diluted funds from operations ("Diluted FFO"), diluted core funds from operations ("Diluted CFFO"), and diluted adjusted funds from operations ("Diluted AFFO") per share are FFO, CFFO, and AFFO, respectively, divided by the weighted-average number of total shares (including shares of our common stock and OP Units held by non-controlling limited partners) outstanding on a fully-diluted basis during a period. We believe that diluted earnings per share is the most directly-comparable GAAP measure to each of Diluted FFO, CFFO, and AFFO per share. Because many REITs provide Diluted FFO, CFFO, and

AFFO per share information to the investment community, we believe these are useful supplemental measures when comparing us to other REITs.

We believe that FFO, CFFO, and AFFO and Diluted FFO, CFFO, and AFFO per share are useful to investors because they provide investors with a further context for evaluating our FFO, CFFO, and AFFO results in the same manner that investors use net income and EPS in evaluating net income.

The following table provides a reconciliation of our FFO, CFFO, and AFFO for the years ended December 31, 2023, 2022, and 2021 to the most directly-comparable GAAP measure, net income, and a computation of diluted FFO, CFFO, and AFFO per share, using the weighted-average number of total shares (including shares of our common stock and OP Units held by non-controlling OP Unitholders) outstanding during the respective periods (dollars in thousands, except per-share amounts):

	For the Years Ended December 31,		
	2023	2022	2021
<b>Net income</b>	<b>\$ 14,565</b>	<b>\$ 4,716</b>	<b>\$ 3,514</b>
Less: Aggregate dividends declared on and charges related to extinguishment of cumulative redeemable preferred stock <sup>(1)</sup>	(24,417)	(19,718)	(12,258)
<b>Net loss attributable to common stockholders and non-controlling OP Unitholders</b>	<b>(9,852)</b>	<b>(15,002)</b>	<b>(8,744)</b>
Plus: Real estate and intangible depreciation and amortization	37,161	35,366	27,183
(Less) plus: (Gains) losses on dispositions of real estate assets, net	(5,208)	3,760	2,537
Adjustments for unconsolidated entities <sup>(2)</sup>	92	57	36
<b>FFO available to common stockholders and non-controlling OP Unitholders</b>	<b>22,193</b>	<b>24,181</b>	<b>21,012</b>
Plus: Acquisition- and disposition-related expenses, net	149	438	355
Plus (less): Other nonrecurring charges (receipts), net <sup>(3)</sup>	1,418	1,023	(12)
<b>CFFO available to common stockholders and non-controlling OP Unitholders</b>	<b>23,760</b>	<b>25,642</b>	<b>21,355</b>
Net rent adjustments	(4,519)	(3,371)	(2,414)
Plus: Amortization of debt issuance costs	1,065	1,085	1,172
(Less) plus: Other non-cash (receipts) charges, net <sup>(4)</sup>	17	907	246
<b>AFFO available to common stockholders and non-controlling OP Unitholders</b>	<b>\$ 20,323</b>	<b>\$ 24,263</b>	<b>\$ 20,359</b>
Weighted-average shares of common stock outstanding	35,733,742	34,563,460	30,357,268
Weighted-average common non-controlling OP Units outstanding	—	61,714	166,067
Weighted-average shares of common shares outstanding, fully diluted	35,733,742	34,625,174	30,523,335
Diluted FFO per weighted-average total common share	\$ 0.62	\$ 0.70	\$ 0.69
Diluted CFFO per weighted-average total common share	\$ 0.66	\$ 0.74	\$ 0.70
Diluted AFFO per weighted-average total common share	\$ 0.57	\$ 0.70	\$ 0.67
Distributions declared per total common share	\$ 0.55	\$ 0.55	\$ 0.54

<sup>(1)</sup> Includes (i) cash dividends paid on our cumulative redeemable preferred stock, (ii) the value of additional shares of Series C Preferred Stock issued pursuant to the DRIP, and (iii) the pro-rata write-off of offering costs related to shares of cumulative redeemable preferred stock that were redeemed during the respective periods.

<sup>(2)</sup> Represents our pro-rata share of depreciation expense recorded in unconsolidated entities during the respective periods.

<sup>(3)</sup> Consists primarily of (i) net property and casualty losses (recoveries) recorded and the cost of related repairs expensed as a result of the damage caused to certain improvements by natural disasters on certain of our farms, (ii) costs related to the amendment, termination, and listing of shares from the Series C Offering that were expensed, and (iii) the write-off of certain unallocated costs related to a prior universal registration statement.

<sup>(4)</sup> Consists of (i) the amount of dividends on the Series C Preferred Stock paid via issuing new shares (pursuant to the DRIP), (ii) the pro-rata write-off of offering costs related to shares of cumulative redeemable preferred stock that were redeemed, which were noncash charges, (iii) our remaining pro-rata share of (income) loss recorded from investments in unconsolidated entities during the respective periods, and (iv) less noncash income recorded during 2023 as a result of additional water assets received as consideration in certain transactions.

### Net Asset Value

Real estate companies are required to record real estate using the historical cost basis of the real estate, adjusted for accumulated depreciation and amortization, and, as a result, the carrying value of the real estate does not typically change as the fair value of the assets change. Thus, one challenge is determining the fair value of the real estate in order to allow stockholders to see the value of the real estate increase or decrease over time, which we believe is useful to our investors.

### Determination of Fair Value

Our Board of Directors reviews and approves the valuations of our properties pursuant to a valuation policy approved by our Board of Directors (the “Valuation Policy”). Such review and approval occurs in three phases: (i) prior to its quarterly meetings, the Board of Directors receives written valuation recommendations and supporting materials that are provided by professionals of the Adviser and Administrator, with oversight and direction from the chief valuation officer, who is also employed by the Administrator (collectively, the “Valuation Team”); (ii) the valuation committee of the Board of Directors (the “Valuation Committee”), which is comprised entirely of independent directors, meets to review the valuation recommendations and supporting materials; and (iii) after the Valuation Committee concludes its meeting, it and the chief valuation officer present the Valuation Committee’s findings to the entire Board of Directors so that the full Board of Directors may review and approve the fair values of our properties in accordance with the Valuation Policy. Further, on a quarterly basis, the Board of Directors reviews the Valuation Policy to determine if changes thereto are advisable and also reviews whether the Valuation Team has applied the Valuation Policy consistently.

Per the Valuation Policy, our valuations are generally derived based on the following:

- For properties acquired within 12 months prior to the date of valuation, the purchase price of the property will generally be used as the current fair value unless overriding factors apply. In situations where OP Units are issued as partial or whole consideration in connection with the acquisition of a property, the fair value of the property will generally be the lower of: (i) the agreed-upon purchase price between the seller and the buyer (as shown in the purchase and sale agreement or contribution agreement and using the agreed-upon pricing of the OP Units, if applicable), or (ii) the value as determined by an independent, third-party appraiser.
- For real estate we acquired more than one year prior to the date of valuation, we determine the fair value either by relying on estimates provided by independent, third-party appraisers or through an internal valuation process. In addition, if significant capital improvements take place on a property, we will typically have those properties reappraised upon completion of the project by an independent, third-party appraiser. In any case, we intend to have each property valued by an independent, third-party appraiser via a full appraisal at least once every three years, with interim values generally being determined by either: (i) a restricted appraisal (a “desk appraisal”) performed by an independent, third-party appraiser, or (ii) our internal valuation process.

Various methodologies were used, both by the appraisers and in our internal valuations, to determine the fair value of our real estate, including the sales comparison, income capitalization (or a discounted cash flow analysis), and cost approaches of valuation. In performing their analyses, the appraisers typically (i) conducted site visits to the properties (where full appraisals were performed), (ii) discussed each property with our Adviser and reviewed property-level information, including, but not limited to, property operating data, prior appraisals (as available), existing lease agreements, farm acreage, location, access to water and water rights, potential for future development, and other property-level information, and (iii) reviewed information from a variety of sources about regional market conditions applicable to each of our properties, including, but not limited to, recent sale prices of comparable farmland, market rents for similar farmland, estimated marketing and exposure time, market capitalization rates, and the current economic environment, among others. In performing our internal valuations, we will consider the most recent appraisal available and use similar methodologies in determining an updated fair value. We will also obtain updated market data related to the property, such as updated sales and market rent comparisons and market capitalization rates, and perform an updated assessment of the tenants’ credit risk profiles, among others. Sources of this data may come from market inputs from recent acquisitions of our own portfolio of real estate, recent appraisals of properties we own that are similar in nature and in the same region (as applicable) as the property being valued, market conditions and trends we observe in our due diligence process, and conversations with appraisers, brokers, and farmers.

A breakdown of the methodologies used to value our properties and the aggregate value as of December 31, 2023, determined by each method is shown in the table below (dollars in thousands, except in footnotes):

Valuation Method	Number of Farms	Total Acres	Farm Acres	Acre-feet of Water	Net Cost Basis <sup>(1)</sup>	Current Fair Value	% of Total Fair Value
Purchase Price	—	—	—	1,400	\$ 573	\$ 573	0.0%
Sales Price	1	3,748	3,748	—	53,626	65,652	4.2%
Internal Valuation	3	6,189	4,730	—	20,034	36,000	2.3%
Third-party Appraisal <sup>(2)</sup>	165	105,647	87,667	45,000	1,265,859	1,464,249	93.5%
<b>Total</b>	<b>169</b>	<b>115,584</b>	<b>96,145</b>	<b>46,400</b>	<b>\$ 1,340,092</b>	<b>\$ 1,566,474</b>	<b>100.0%</b>

<sup>(1)</sup> Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs paid for by us that were associated with the properties, and adjusted for accumulated depreciation and amortization.

<sup>(2)</sup> Appraisals performed between March 2023 and December 2023.

Some of the significant assumptions used by appraisers and the Valuation Team in valuing our portfolio as of December 31, 2023, include land values per farmable acre, market rental rates per farmable acre and the resulting net operating income



(“NOI”) at the property level, and capitalization rates, among others. These assumptions were applied on a farm-by-farm basis and were selected based on several factors, including comparable land sales, surveys of both existing and current market rates, discussions with other brokers and farmers, soil quality, size, location, and other factors deemed appropriate. A summary of these significant assumptions is provided in the following table:

	Appraisal Assumptions		Internal Valuation Assumptions	
	Range (Low - High)	Weighted Average	Range (Low - High)	Weighted Average
<b>Land Value (per farmable acre)</b>	\$708 – \$123,280	\$35,320	\$5,512 – \$17,521	\$13,268
<b>Market NOI (per farmable acre)</b>	\$230 – \$3,536	\$1,526	N/A	N/A
<b>Market Capitalization Rate</b>	3.30% – 5.30%	4.43%	N/A	N/A

Note: Figures in the table above apply only to the farmland portion of our portfolio and exclude assumptions made related to water, farm-related facilities (e.g., cooling facilities), and other structures on our properties (e.g., residential housing).

Our Valuation Team reviews the appraisals, including the significant assumptions and inputs used in determining the appraised values, and considers any developments that may have occurred since the time the appraisals were performed. Developments considered that may have an impact on the fair value of our real estate include, but are not limited to, changes in tenant credit profiles, changes in lease terms (such as expirations and notices of non-renewals or to vacate), and potential asset sales (particularly those at prices different from the appraised values of our properties).

Management believes that the purchase prices of the farms acquired during the previous 12 months and the most recent appraisals available for the farms acquired prior to the previous 12 months fairly represent the current market values of the properties as of December 31, 2023, and, accordingly, did not make any adjustment to these values.

A quarterly rollforward of the change in our portfolio value for the three months ended December 31, 2023, from the prior value basis as of September 30, 2023, is provided in the table below (dollars in thousands):

<b>Total portfolio fair value as of September 30, 2023</b>	<b>\$ 1,579,331</b>
Plus: Acquisition of water assets during the three months ended December 31, 2023	551
<b>Change in value of farms during the three months ended December 31, 2023</b>	
Farms valued based on sales price	\$ 1,951
Farms valued via third-party appraisals	(15,359)
Net change in value of farms during the three months ended December 31, 2023	(13,408)
<b>Total portfolio fair value as of December 31, 2023</b>	<b>\$ 1,566,474</b>

Management also determined fair values of all of its long-term borrowings and preferred stock. Using a discounted cash flow analysis, management determined that the fair value of all long-term encumbrances on our properties as of December 31, 2023, was approximately \$529.4 million, as compared to a carrying value (excluding unamortized related debt issuance costs) of approximately \$576.8 million. The fair values of our Series B Preferred Stock, Series C Preferred Stock, and Series D Term Preferred Stock were determined using the closing stock prices as of December 31, 2023, of \$19.25 per share, \$19.00 per share, and \$23.75 per share, respectively. Finally, pursuant to Financial Industry Regulatory Authority Rule 2310(b)(5), with the assistance of a third-party valuation expert, we determined the estimated value of our Series E Preferred Stock to be \$25.00 per share as of December 31, 2023 (see Exhibit 99.1 to this Form 10-K).

#### Calculation of Estimated Net Asset Value

To provide our stockholders with an estimate of the fair value of our real estate assets, we intend to estimate the fair value of our farms and farm-related properties and provide an estimated net asset value (“NAV”) on a quarterly basis. NAV is a non-GAAP, supplemental measure of financial position of an equity REIT and is calculated as total equity, adjusted for the increase or decrease in fair value of our real estate assets and long-term borrowings (including any preferred stock required to be treated as debt for GAAP purposes) relative to their respective cost bases. Further, we calculate NAV per common share by dividing NAV by our total common shares outstanding (consisting of our common stock and OP Units held by non-controlling limited partners).

The fair values presented above and their usage in the calculation of net asset value per share presented below have been prepared by and is the responsibility of management. PricewaterhouseCoopers LLP has neither examined, compiled, nor performed any procedures with respect to the fair values or the calculation of net asset value per common share, which utilizes information that is not disclosed within the financial statements, and, accordingly, does not express an opinion or any other form of assurance with respect thereto.

As of December 31, 2023, we estimate the NAV per common share to be \$19.06. A reconciliation of NAV to total equity, which we believe is the most directly-comparable GAAP measure, is provided below (dollars in thousands, except per-share data):

<b>Total equity per balance sheet</b>	<b>\$ 719,613</b>
<i>Fair value adjustment for long-term assets:</i>	
Less: net cost basis of tangible and intangible real estate holdings <sup>(1)</sup>	\$ (1,340,092)
Plus: estimated fair value of real estate holdings <sup>(2)</sup>	1,566,474
Net fair value adjustment for real estate holdings	226,382
<i>Fair value adjustment for long-term liabilities:</i>	
Plus: book value of aggregate long-term indebtedness <sup>(3)</sup>	637,214
Less: fair value of aggregate long-term indebtedness <sup>(3)(4)</sup>	(586,722)
Net fair value adjustment for long-term indebtedness	50,492
<b>Estimated NAV</b>	<b>\$ 996,487</b>
Less: aggregate fair value of cumulative redeemable preferred stock <sup>(5)</sup>	(313,524)
<b>Estimated NAV available to common stockholders and non-controlling OP Unitholders</b>	<b>\$ 682,963</b>
Total common shares and non-controlling OP Units outstanding	35,838,442
<b>Estimated NAV per common share and OP Unit</b>	<b>\$ 19.06</b>

<sup>(1)</sup> Per Net Cost Basis as presented in the table above.

<sup>(2)</sup> Per Current Fair Value as presented in the table above.

<sup>(3)</sup> Includes the principal balances outstanding of all long-term borrowings (consisting of notes and bonds payable) and the Series D Term Preferred Stock.

<sup>(4)</sup> Long-term notes and bonds payable were valued using a discounted cash flow model. The Series D Term Preferred Stock was valued based on its closing stock price as of December 31, 2023.

<sup>(5)</sup> The Series B Preferred Stock and Series C Preferred Stock were valued based on their respective closing stock prices as of December 31, 2023, while the Series E Preferred Stock was valued at its liquidation value, as discussed above.

A quarterly rollforward in the estimated NAV per common share and OP Unit for the three months ended December 31, 2023, is provided below:

<b>Estimated NAV per common share and non-controlling OP Unit as of September 30, 2023</b>	<b>\$ 20.33</b>
Less net loss attributable to common stockholders and non-controlling OP Unitholders	(0.12)
<i>Adjustments for net change in valuations:</i>	
Net change in unrealized fair value of farmland portfolio <sup>(1)</sup>	\$ (0.12)
Net change in unrealized fair value of long-term indebtedness	(0.35)
Net change in unrealized fair value of preferred equity securities	(0.46)
Net change in valuations	(0.93)
Less distributions on common stock and non-controlling OP Units	(0.14)
Less net dilutive effect of equity issuances and redemptions, net	(0.08)
<b>Estimated NAV per common share and non-controlling OP Unit as of December 31, 2023</b>	<b>\$ 19.06</b>

<sup>(1)</sup> The net change in unrealized fair value of our farmland portfolio consists of three components: (i) a decrease of \$0.43 per share due to the net depreciation in value of the farms that were valued during the three months ended December 31, 2023, (ii) an increase of \$0.27 per share due to the aggregate depreciation and amortization expense recorded during the three months ended December 31, 2023, and (iii) an increase of \$0.04 per share due to net asset dispositions or capital improvements made on certain farms that have not yet been considered in the determination of the respective farms' estimated fair values.

Comparison of estimated NAV and estimated NAV per common share, using the definitions above, to similarly-titled measures for other REITs may not necessarily be meaningful due to possible differences in the calculation or application of the definition of NAV used by such REITs. In addition, the trading price of our common shares may differ significantly from our most recent estimated NAV per common share calculation. For example, while we estimated our NAV per common share to be \$19.06 as of December 31, 2023, based on the calculation above, the closing price of our common stock on December 31, 2023, was \$14.45 per share.

The determination of estimated NAV is subjective and involves a number of assumptions, judgments, and estimates, and minor adjustments to these assumptions, judgments, or estimates may have a material impact on our overall portfolio valuation. In addition, many of the assumptions used are sensitive to market conditions and can change frequently. Changes in the market environment and other events that may occur during our ownership of these properties may cause the values reported above to vary from the actual fair value that may be obtained in the open market. Further, while management believes the values presented reflect current market conditions, the ultimate amount realized on any asset will be based on the timing of such

dispositions and the then-current market conditions. There can be no assurance that the ultimate realized value upon disposition of an asset will approximate the estimated fair value above.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### ITEM 7A.

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices, and other market changes that affect market-sensitive instruments. The primary market risk that we believe we are and will be exposed to is interest rate risk. Certain of our existing leases contain escalations based on market indices, such as the consumer price index ("CPI"), and while very little of our existing borrowings are subject to variable interest rates, the interest rates on the majority of our fixed-rate borrowings are fixed for a finite period before converting to variable rate. Although we seek to mitigate this risk by including certain provisions in many of our leases, such as escalation clauses or adjusting the rent to prevailing market rents at various intervals, these features do not eliminate this risk.

Currently, over 99.9% of our borrowings are at fixed rates, and on a weighted-average basis, these rates are fixed at an effective interest rate (after interest patronage) of 3.34% for another 4.2 years. As such, with respect to our current borrowings, we believe fluctuations in interest rates would have a minimal impact on our net income. However, interest rate fluctuations may affect the fair value of our fixed-rate borrowings. As of December 31, 2023, the fair value of our fixed-rate borrowings outstanding (excluding our Series D Term Preferred Stock) was approximately \$529.4 million.

The following table summarizes the hypothetical change in fair value of our fixed-rate borrowings at December 31, 2023, if market interest rates had been one or two percentage points lower or higher than those in place as of December 31, 2023 (dollars in thousands):

<b>Change in Market Interest Rates</b>	<b>Carrying Value<sup>(1)</sup></b>	<b>Fair Value</b>	<b>Difference</b>
2% decrease	\$ 576,839	\$ 562,496	\$ (14,343)
1% decrease	576,839	545,510	(31,329)
<b>No change</b>	<b>576,839</b>	<b>529,366</b>	<b>(47,473)</b>
1% increase	576,839	514,021	(62,818)
2% increase	576,839	499,421	(77,418)

<sup>(1)</sup> Includes the principal balances outstanding of all long-term borrowings (consisting of notes and bonds payable), excluding unamortized debt issuance costs.

In the future, we may be exposed to additional effects of interest rate changes, primarily as a result of additional borrowings used to maintain liquidity and fund expansion of our farmland investment portfolio and operations. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, we will borrow primarily at fixed rates or, in limited cases, at variable rates with the lowest margins available and, where available, with the ability to convert to fixed rates in the future. We may also enter into derivative financial instruments, such as interest rate swaps and caps, to mitigate the interest rate risk on a related financial instrument. We will not enter into derivative or interest rate transactions for speculative purposes.

In addition to changes in interest rates, the fair value of our farmland portfolio is subject to fluctuations based on changes in local and regional economic conditions and changes in the creditworthiness of our tenants. Materially adverse changes in the fair value of our real estate may affect our ability to refinance our debt, if necessary.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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### **Report of Management on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and include those policies and procedures that pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and the dispositions of our assets, provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with appropriate authorizations; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, we assessed the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations (COSO). Based on our assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

The effectiveness of our internal control over financial reporting as of December 31, 2023 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

February 20, 2024

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders of Gladstone Land Corporation

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Gladstone Land Corporation and its subsidiaries (the “Company”) as of December 31, 2023 and 2022, and the related consolidated statements of operations and comprehensive income, of equity and of cash flows for each of the three years in the period ended December 31, 2023, including the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

***Basis for Opinions***

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

***Definition and Limitations of Internal Control over Financial Reporting***

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

*Real Estate Impairment Evaluation – Undiscounted Future Cash Flows*

As described in Notes 2 and 3 to the consolidated financial statements, the Company's consolidated total real estate, net balance was \$1.2 billion as of December 31, 2023. As of December 31, 2023, management concluded that none of the properties were impaired. Management periodically reviews the carrying value of each property to determine whether indicators of impairment exist. If circumstances support the possibility of impairment, management prepares a projection of the total undiscounted future cash flows of the specific property (without interest charges), including net proceeds from disposition, if any, and compares them to the net book value of the property to determine whether the carrying value of the property is recoverable. In preparing the projection of undiscounted future cash flows, management estimates cap rates, rental rates, and property values, as applicable, using information obtained from market data and other comparable sources, such as recent sales data from comparable properties and broker quotes, and applies the undiscounted cash flows to the expected hold period. If impairment is indicated, the carrying value of the property is written down to its estimated fair value based on management's best estimate of the property's discounted future cash flows using market-derived terms, such as cap rates, discount rates, and rental rates applied to the expected hold period.

The principal considerations for our determination that performing procedures relating to the undiscounted future cash flows used in the real estate impairment evaluation is a critical audit matter are (i) the significant judgment by management when developing the projection of the undiscounted future cash flows and (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the cap rates, rental rates, property values, and expected hold periods.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's real estate impairment evaluation, including controls over the projection of the undiscounted future cash flows. These procedures also included, among others (i) testing management's process for developing the projection of the undiscounted future cash flows; (ii) evaluating the appropriateness of the undiscounted cash flow model; (iii) testing the completeness and accuracy of underlying data used in the undiscounted cash flow model; and (iv) evaluating the reasonableness of the significant assumptions used by management related to cap rates, rental rates, property values, and expected hold periods. Evaluating management's assumptions related to the cap rates, rental rates, property values, and expected hold periods involved evaluating whether the assumptions used by management were reasonable considering (i) the consistency with external market and industry data and (ii) whether the rental rates assumption was consistent with evidence obtained in other areas of the audit.

/s/ PricewaterhouseCoopers LLP  
Washington, District of Columbia  
February 20, 2024

We have served as the Company's auditor since 2005.

**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per-share data)

	December 31, 2023	December 31, 2022
<b>ASSETS</b>		
Real estate, at cost	\$ 1,383,742	\$ 1,432,394
Less: accumulated depreciation	(142,212)	(106,966)
Total real estate, net	1,241,530	1,325,428
Lease intangibles, net	4,782	5,702
Real estate and related assets held for sale, net	53,626	—
Cash and cash equivalents	18,571	61,141
Other assets, net	68,815	64,980
<b>TOTAL ASSETS</b>	<b>\$ 1,387,324</b>	<b>\$ 1,457,251</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES:</b>		
Borrowings under lines of credit	\$ 200	\$ 100
Notes and bonds payable, net	573,911	626,400
Series D cumulative term preferred stock, net, \$0.001 par value, \$25.00 per share liquidation preference; 3,600,000 shares authorized, 2,415,000 shares issued and outstanding as of December 31, 2023, and December 31, 2022	59,519	59,107
Accounts payable and accrued expenses	10,298	16,266
Due to related parties, net	3,874	4,370
Other liabilities, net	19,909	19,646
<b>Total liabilities</b>	<b>667,711</b>	<b>725,889</b>
Commitments and contingencies (Note 7)		
<b>EQUITY:</b>		
Stockholders' equity:		
Series B cumulative redeemable preferred stock, \$0.001 par value; \$25.00 per share liquidation preference; 6,456,065 shares authorized, 5,956,065 shares issued and outstanding as of December 31, 2023, and December 31, 2022	6	6
Series C cumulative redeemable preferred stock, \$0.001 par value, \$25.00 per share liquidation preference; 25,902,437 shares authorized, 10,156,509 shares issued and outstanding as of December 31, 2023; 25,951,347 shares authorized, 10,191,353 shares issued and outstanding as of December 31, 2022	10	10
Series E cumulative redeemable preferred stock, \$0.001 par value, \$25.00 per share liquidation preference; 15,998,400 shares authorized, 235,841 shares issued and outstanding as of December 31, 2023; 16,000,000 shares authorized, 0 issued, and outstanding as of December 31, 2022	—	—
Common stock, \$0.001 par value; 48,043,098 shares authorized, 35,838,442 shares issued and outstanding as of December 31, 2023; 47,992,588 shares authorized, 35,050,397 shares issued and outstanding as of December 31, 2022	36	35
Additional paid-in capital	856,206	836,674
Distributions in excess of accumulated earnings	(144,011)	(114,370)
Accumulated other comprehensive income (loss)	7,366	9,007
Total stockholders' equity	719,613	731,362
Non-controlling interests in Operating Partnership	—	—
<b>Total equity</b>	<b>719,613</b>	<b>731,362</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 1,387,324</b>	<b>\$ 1,457,251</b>

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



**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(In thousands, except share and per-share data)

	For the Years Ended December 31,		
	2023	2022	2021
<b>OPERATING REVENUES:</b>			
Lease revenue, net	\$ 90,319	\$ 89,236	\$ 75,318
Other operating revenue	79	—	—
Total operating revenues	<u>90,398</u>	<u>89,236</u>	<u>75,318</u>
<b>OPERATING EXPENSES:</b>			
Depreciation and amortization	37,161	35,366	27,183
Property operating expenses	4,201	2,819	2,536
Base management fee	8,603	8,307	6,329
Incentive fee	1,771	3,225	3,901
Administration fee	2,255	2,005	1,526
General and administrative expenses	2,924	2,740	2,139
Write-off of costs associated with offering of Series C cumulative redeemable preferred stock	—	853	—
Total operating expenses	<u>56,915</u>	<u>55,315</u>	<u>43,614</u>
<b>OTHER INCOME (EXPENSE):</b>			
Other income	3,633	3,441	2,291
Interest expense	(23,665)	(25,738)	(24,883)
Dividends declared on cumulative term preferred stock	(3,019)	(3,019)	(3,068)
Gain (loss) on dispositions of real estate assets, net	5,208	(3,760)	(2,537)
Property and casualty (loss) recovery, net	(1,016)	(56)	68
Loss from investments in unconsolidated entities	(59)	(73)	(61)
Total other expense, net	<u>(18,918)</u>	<u>(29,205)</u>	<u>(28,190)</u>
<b>NET INCOME</b>	<b>14,565</b>	<b>4,716</b>	<b>3,514</b>
Net income attributable to non-controlling interests	—	(8)	(19)
<b>NET INCOME ATTRIBUTABLE TO THE COMPANY</b>	<b>14,565</b>	<b>4,708</b>	<b>3,495</b>
Dividends declared on cumulative redeemable preferred stock	(24,371)	(19,693)	(12,235)
Loss on extinguishment of cumulative redeemable preferred stock	(46)	(25)	(23)
<b>NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS</b>	<b>\$ (9,852)</b>	<b>\$ (15,010)</b>	<b>\$ (8,763)</b>
<b>LOSS PER COMMON SHARE:</b>			
Basic and diluted	\$ (0.28)	\$ (0.43)	\$ (0.29)
<b>WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING</b>			
Basic and diluted	<u>35,733,742</u>	<u>34,563,460</u>	<u>30,357,268</u>
<b>NET INCOME:</b>	<b>14,565</b>	<b>4,716</b>	<b>3,514</b>
Change in fair value related to interest rate hedging instruments	(1,641)	10,043	464
<b>COMPREHENSIVE INCOME</b>	<b>12,924</b>	<b>14,759</b>	<b>3,978</b>
Net income attributable to non-controlling interests	—	(8)	(19)
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO THE COMPANY</b>	<b>\$ 12,924</b>	<b>\$ 14,751</b>	<b>\$ 3,959</b>

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

**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY**  
(In thousands, except share data)

	Series B Preferred Stock		Series C Preferred Stock		Series E Preferred Stock		Common Stock		Additional Paid-in Capital	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Non-Controlling Interest	Total Equity
	No. of Shares	Par Value	No. of Shares	Par Value	No. of Shares	Par Value	No. of Shares	Par Value						
<b>Balance at December 31, 2020</b>	<b>5,956,065</b>	<b>\$ 6</b>	<b>1,088,435</b>	<b>\$ 1</b>	<b>—</b>	<b>\$ —</b>	<b>26,219,019</b>	<b>\$ 26</b>	<b>\$ 440,470</b>	<b>\$ (55,213)</b>	<b>\$ (1,500)</b>	<b>\$ 383,790</b>	<b>\$ —</b>	<b>\$ 383,790</b>
Issuance of Series C Preferred Stock, net	—	—	2,414,818	2	—	—	—	—	54,897	—	—	54,899	—	54,899
Redemptions of Series C Preferred Stock, net	—	—	(9,920)	—	—	—	—	—	(225)	(23)	—	(248)	—	(248)
Issuance of OP Units as consideration in real estate acquisitions, net	—	—	—	—	—	—	—	—	—	—	—	—	3,970	3,970
Issuance of common stock, net	—	—	—	—	—	—	7,990,994	8	171,487	—	—	171,495	—	171,495
Net income	—	—	—	—	—	—	—	—	—	3,495	—	3,495	19	3,514
Dividends—cumulative redeemable preferred stock	—	—	—	—	—	—	—	—	—	(12,235)	—	(12,235)	—	(12,235)
Distributions—OP Units and common stock	—	—	—	—	—	—	—	—	—	(16,491)	—	(16,491)	(92)	(16,583)
Comprehensive income attributable to the Company	—	—	—	—	—	—	—	—	—	—	464	464	—	464
Adjustment to non-controlling interests resulting from changes in ownership of the Operating Partnership	—	—	—	—	—	—	—	—	1,646	—	—	1,646	(1,646)	—
<b>Balance at December 31, 2021</b>	<b>5,956,065</b>	<b>\$ 6</b>	<b>3,493,333</b>	<b>\$ 3</b>	<b>—</b>	<b>\$ —</b>	<b>34,210,013</b>	<b>\$ 34</b>	<b>\$ 668,275</b>	<b>\$ (80,467)</b>	<b>\$ (1,036)</b>	<b>\$ 586,815</b>	<b>\$ 2,251</b>	<b>\$ 589,066</b>
Issuance of Series C Preferred Stock, net	—	—	6,736,615	7	—	—	—	—	152,732	—	—	152,739	—	152,739
Redemptions of Series C Preferred Stock, net	—	—	(38,595)	—	—	—	—	—	(876)	(25)	—	(901)	—	(901)
Redemptions of OP Units	—	—	—	—	—	—	—	—	(3,700)	—	—	(3,700)	(3,970)	(7,670)
Issuance of common stock, net	—	—	—	—	—	—	840,384	1	21,981	—	—	21,982	—	21,982
Net income	—	—	—	—	—	—	—	—	—	4,708	—	4,708	8	4,716
Dividends—cumulative redeemable preferred stock	—	—	—	—	—	—	—	—	—	(19,693)	—	(19,693)	—	(19,693)
Distributions—OP Units and common stock	—	—	—	—	—	—	—	—	—	(18,893)	—	(18,893)	(27)	(18,920)
Comprehensive income attributable to the Company	—	—	—	—	—	—	—	—	—	—	10,043	10,043	—	10,043
Adjustment to non-controlling interests resulting from changes in ownership of the Operating Partnership	—	—	—	—	—	—	—	—	(1,738)	—	—	(1,738)	1,738	—
<b>Balance at December 31, 2022</b>	<b>5,956,065</b>	<b>\$ 6</b>	<b>10,191,353</b>	<b>\$ 10</b>	<b>—</b>	<b>\$ —</b>	<b>35,050,397</b>	<b>\$ 35</b>	<b>\$ 836,674</b>	<b>\$ (114,370)</b>	<b>\$ 9,007</b>	<b>\$ 731,362</b>	<b>\$ —</b>	<b>\$ 731,362</b>

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

**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EQUITY (Continued)**  
(In thousands, except share data)

	Series B Preferred Stock		Series C Preferred Stock		Series E Preferred Stock		Common Stock		Additional Paid-in Capital	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity	Non-Controlling Interest	Total Equity
	No. of Shares	Par Value	No. of Shares	Par Value	No. of Shares	Par Value	Number of Shares	Par Value						
<b>Balance at December 31, 2022</b>	<b>5,956,065</b>	<b>\$ 6</b>	<b>10,191,353</b>	<b>\$ 10</b>	<b>—</b>	<b>\$ —</b>	<b>35,050,397</b>	<b>\$ 35</b>	<b>\$ 836,674</b>	<b>\$ (114,370)</b>	<b>\$ 9,007</b>	<b>\$ 731,362</b>	<b>\$ —</b>	<b>\$ 731,362</b>
Issuance of Series C Preferred Stock, net	—	—	14,069	—	—	—	—	—	298	—	—	298	—	298
Redemptions of Series C Preferred Stock, net	—	—	(48,913)	—	—	—	—	—	(1,110)	(46)	—	(1,156)	—	(1,156)
Issuance of Series E Preferred Stock, net	—	—	—	—	237,441	—	—	—	5,301	—	—	5,301	—	5,301
Redemptions of Series E Preferred Stock, net	—	—	—	—	(1,600)	—	—	—	(36)	—	—	(36)	—	(36)
Issuance of common stock, net	—	—	—	—	—	—	788,045	1	15,079	—	—	15,080	—	15,080
Net income	—	—	—	—	—	—	—	—	—	14,565	—	14,565	—	14,565
Dividends—cumulative redeemable preferred stock	—	—	—	—	—	—	—	—	—	(24,371)	—	(24,371)	—	(24,371)
Distributions—OP Units and common stock	—	—	—	—	—	—	—	—	—	(19,789)	—	(19,789)	—	(19,789)
Comprehensive income attributable to the Company	—	—	—	—	—	—	—	—	—	—	(1,641)	(1,641)	—	(1,641)
<b>Balance at December 31, 2023</b>	<b>5,956,065</b>	<b>\$ 6</b>	<b>10,156,509</b>	<b>\$ 10</b>	<b>235,841</b>	<b>\$ —</b>	<b>35,838,442</b>	<b>\$ 36</b>	<b>\$ 856,206</b>	<b>\$ (144,011)</b>	<b>\$ 7,366</b>	<b>\$ 719,613</b>	<b>\$ —</b>	<b>\$ 719,613</b>

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

**GLADSTONE LAND CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	For the Years Ended December 31,		
	2023	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 14,565	\$ 4,716	\$ 3,514
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	37,161	35,366	27,183
Amortization of debt issuance costs	1,065	1,085	1,172
Amortization of deferred rent assets and liabilities, net	534	(482)	(581)
Amortization of right-of-use assets from operating leases and operating lease liabilities, net	92	90	122
Loss from investments in unconsolidated entities	59	73	61
Bad debt expense	149	83	13
Write-off of unamortized deferred offering costs associated with cumulative redeemable preferred stock (Series C)	—	798	—
(Gain) loss on dispositions of real estate assets, net	(5,208)	3,760	2,537
Property and casualty loss (recovery), net	1,016	56	(68)
Changes in operating assets and liabilities:			
Other assets, net	(6,914)	(7,487)	(5,939)
Accounts payable and accrued expenses and Due to related parties, net	(3,400)	5,678	1,905
Other liabilities, net	962	52	2,458
Net cash provided by operating activities	40,081	43,788	32,377
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Acquisition of new real estate assets	—	(62,055)	(286,827)
Capital expenditures on existing real estate assets	(12,805)	(20,126)	(6,120)
Contributions to unconsolidated real estate entities	—	(2,749)	(2,054)
Proceeds from dispositions of real estate assets	9,037	—	—
Deposits on prospective real estate acquisitions and investments	—	(554)	—
Net cash used in investing activities	(3,768)	(85,484)	(295,001)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Borrowings from lines of credit	200	—	—
Repayments of lines of credit	(100)	—	—
Borrowings from notes and bonds payable	—	9,932	67,907
Repayments of notes and bonds payable	(53,015)	(51,651)	(23,924)
Payments of financing fees	(192)	(948)	(2,717)
Proceeds from issuance of preferred and common equity	21,268	188,106	233,393
Offering costs	(763)	(13,751)	(6,660)
Redemption of cumulative term preferred stock (Series A)	—	—	(28,750)
Redemption of cumulative redeemable preferred stock	(1,191)	(901)	(248)
Proceeds from issuance of cumulative term preferred stock (Series D)	—	—	60,375
Payments for redemptions of OP Units	—	(7,670)	—
Dividends paid on cumulative redeemable preferred stock	(25,301)	(18,068)	(12,679)
Distributions paid to non-controlling common interests in Operating Partnership	—	(27)	(92)
Distributions paid on common stock	(19,789)	(18,893)	(16,491)
Net cash (used in) provided by financing activities	(78,883)	86,129	270,114
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(42,570)</b>	<b>44,433</b>	<b>7,490</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>61,141</b>	<b>16,708</b>	<b>9,218</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 18,571</b>	<b>\$ 61,141</b>	<b>\$ 16,708</b>

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

**GLADSTONE LAND CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(In thousands)

<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Interest paid <sup>(1)</sup>	\$ 26,218	\$ 25,259	\$ 26,935
<b>NON-CASH INVESTING AND FINANCING INFORMATION:</b>			
Issuance of non-controlling interests in Operating Partnership in conjunction with acquisitions	—	—	3,970
Real estate additions included in Accounts payable and accrued expenses and Due to related parties, net	441	2,657	3,724
Tenant-funded improvements included within Real estate, at cost	25	284	1,270
Stock offering and OP Unit issuance costs included in Accounts payable and accrued expenses and Due to related parties, net	11	108	3
Financing fees included in Accounts payable and accrued expenses and Due to related parties, net	7	42	116
Dividends paid on Series C Preferred Stock via additional share issuances	320	788	185

<sup>(1)</sup>Includes distributions made on our cumulative term preferred stock

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

**GLADSTONE LAND CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*References to the number of farms/properties, acreage, and primary crop use are unaudited.*

**NOTE 1. BUSINESS AND ORGANIZATION**

**Business**

Gladstone Land Corporation (“we,” “us,” or the “Company”) is an agricultural real estate investment trust (“REIT”) that was re-incorporated in Maryland on March 24, 2011, having been originally incorporated in California on June 14, 1997. We are primarily in the business of owning and leasing farmland. Subject to certain restrictions and limitations, and pursuant to contractual agreements, our business is managed by Gladstone Management Corporation (the “Adviser”), a Delaware corporation, and administrative services are provided to us by Gladstone Administration, LLC (the “Administrator”), a Delaware limited liability company. Our Adviser and Administrator are both affiliates of ours (see Note 6, “*Related-Party Transactions*,” for additional discussion regarding our Adviser and Administrator).

**Organization**

We conduct substantially all of our operations through a subsidiary, Gladstone Land Limited Partnership (the “Operating Partnership”), a Delaware limited partnership. As we currently control the sole general partner of the Operating Partnership and own, directly or indirectly, a majority of the common units of limited partnership interest in the Operating Partnership (“OP Units”), the financial position and results of operations of the Operating Partnership are consolidated within our financial statements. As of December 31, 2023, 2022, and 2021, the Company owned approximately 100.0%, 100.0%, and 99.4%, respectively, of the outstanding OP Units (see Note 8, “*Equity*,” for additional discussion regarding OP Units).

Gladstone Land Partners, LLC (“Land Partners”), a Delaware limited liability company and a subsidiary of ours, was organized to engage in any lawful act or activity for which a limited liability company may be organized in Delaware. Land Partners is the general partner of the Operating Partnership and has the power to make and perform all contracts and to engage in all activities necessary in carrying out the purposes of the Company, as well as all other powers available to it as a limited liability company. As we currently own all of the membership interests of Land Partners, the financial position and results of operations of Land Partners are consolidated within our financial statements.

Gladstone Land Advisers, Inc. (“Land Advisers”), a Delaware corporation and a subsidiary of ours, was created to collect any non-qualifying income related to our real estate portfolio and to perform certain small-scale farming business operations. We have elected for Land Advisers to be taxed as a taxable REIT subsidiary (“TRS”) of ours. Since we currently own all of the voting securities of Land Advisers, its financial position and results of operations are consolidated within our financial statements. For the tax years ended December 31, 2023, 2022, and 2021, there was no taxable income or loss from Land Advisers, nor did we have any undistributed REIT taxable income.

All further references herein to “we,” “us,” “our,” and the “Company” refer, collectively, to Gladstone Land Corporation and its consolidated subsidiaries, except where indicated otherwise.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in accordance with U.S. generally-accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may materially differ from these estimates.

**Real Estate and Lease Intangibles**

Our investments in real estate consist of farmland, improvements made to the farmland (consisting primarily of irrigation and drainage systems and buildings), and permanent plantings acquired in connection with certain land purchases (consisting primarily of almond and pistachio trees, blueberry bushes, and wine vineyards). We record investments in real estate at cost and generally capitalize improvements and replacements when they extend the useful life or improve the efficiency of the asset. We expense costs of routine repairs and maintenance as such costs are incurred. We generally compute depreciation using the

straight-line method over the shorter of the estimated useful life or 50 years for buildings, improvements, and permanent plantings, and the shorter of the estimated useful life or 5 to 20 years for equipment and fixtures.

Certain of our acquisitions involve sale-leaseback transactions with newly-originated leases, and other of our acquisitions involve the acquisition of farmland that was already being operated as rental property, in which case we will typically assume the lease in place at the time of acquisition. Most of our acquisitions, including those with a prior leasing history, are generally treated as asset acquisitions under Accounting Standards Codification (“ASC”) 805, “Business Combinations” (“ASC 805”).

ASC 805 requires that the purchase price of real estate be allocated to (i) the tangible assets acquired and liabilities assumed (typically consisting of land, buildings, improvements, permanent plantings, and long-term debt) and, if applicable, (ii) any identifiable intangible assets and liabilities (typically consisting of in-place lease values, lease origination costs, the values of above- and below-market leases, and tenant relationships), based in each case on their fair values. In addition, all acquisition-related costs (other than legal costs incurred directly related to either originating new leases we execute upon acquisition or reviewing in-place leases we assumed upon acquisition) are capitalized and included as part of the fair value allocation of the identifiable tangible and intangible assets acquired or liabilities assumed.

Management’s estimates of fair value are made using methods similar to those used by independent appraisers, such as a sales comparison approach, a cost approach, and either an income capitalization approach or discounted cash flow analysis. Factors considered by management in its analysis include an estimate of carrying costs during hypothetical, expected lease-up periods, taking into consideration current market conditions and costs to execute similar leases. We also consider information obtained about each property as a result of our pre-acquisition due diligence, marketing, and leasing activities in estimating the fair value of the tangible and intangible assets acquired and liabilities assumed. In estimating carrying costs, management also includes lost reimbursement of real estate taxes, insurance, and certain other operating expenses, as well as estimates of lost rental income at market rates during the hypothetical, expected lease-up periods, which typically range from 1 to 24 months, depending on specific local market conditions. Management also estimates costs to execute similar leases, including leasing commissions, legal fees, and other related expenses, to the extent that such costs are not already incurred in connection with a new lease origination as part of the transaction. While management believes these estimates to be reasonable based on the information available at the time of acquisition, the purchase price allocation may be adjusted if management obtains more information regarding the valuations of the assets acquired or liabilities assumed.

We allocate the purchase price to the fair value of the tangible assets and liabilities of an acquired property by valuing the property as if it were vacant. The “as-if-vacant” value is allocated to land, buildings, improvements, and permanent plantings, based on management’s determination of the relative fair values of such assets and liabilities as of the date of acquisition.

We record above- and below-market lease values for acquired properties based on the present value (using a discount rate that reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place lease agreements, and (ii) management’s estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining, non-cancelable term of the lease. When determining the non-cancelable term of the lease, we evaluate whether fixed-rate or below-market renewal options, if any, should be included. The fair value of capitalized above-market lease values, included as part of Other assets in the accompanying Consolidated Balance Sheets, is amortized as a reduction of rental income on a straight-line basis over the remaining, non-cancelable terms of the respective leases. The fair value of capitalized below-market lease values, included as part of Other liabilities in the accompanying Consolidated Balance Sheets, is amortized as an increase to rental income on a straight-line basis over the remaining, non-cancelable terms of the respective leases, including that of any fixed-price or below-market renewal options.

The value of the remaining intangible assets acquired, which consists of in-place lease values, lease origination costs, and tenant relationship values, are determined based on management’s evaluation of the specific characteristics of each tenant’s lease and our overall relationship with that respective tenant. Characteristics to be considered by management in allocating these values include the nature and extent of our existing business relationships with the tenant, prospects for developing additional business with the tenant, the tenant’s credit quality, and our expectations of lease renewals (including those existing under the terms of the current lease agreement), among other factors.

The value of in-place leases and certain lease origination costs (if any) are amortized to amortization expense on a straight-line basis over the remaining, non-cancelable terms of the respective leases. The value of tenant relationship intangibles, which is the benefit to us resulting from the likelihood of an existing tenant renewing its lease at the existing property or entering into a lease at a different property we own, is amortized to amortization expense over the remaining lease term and any anticipated renewal periods in the respective leases.

Should a tenant terminate its lease, the unamortized portion of the above intangible assets or liabilities would be charged to the appropriate income or expense account.

Total consideration for acquisitions may include a combination of cash and equity securities, such as OP Units. When OP Units are issued in connection with acquisitions, we determine the fair value of the OP Units issued based on the number of units issued multiplied by the closing price of the Company's common stock on the date of acquisition.

### **Real Estate Impairment Evaluation**

We account for the impairment of our real estate assets in accordance with ASC 360, "Property, Plant, and Equipment" ("ASC 360"), which requires us to periodically review the carrying value of each property to determine whether indicators of impairment exist or if depreciation periods should be modified. In determining if impairment exists, we consider such indicators which may include, but are not limited to, deteriorating market conditions, declines in a property's operating performance due to near-term lease maturities or vacancy rates, environmental damage, including due to natural disasters or tenant neglect, legal concerns, and whether our hold period has shortened. If circumstances support the possibility of impairment, we prepare a projection of the total undiscounted future cash flows of the specific property (without interest charges), including net proceeds from disposition, if any, and compare them to the net book value of the property to determine whether the carrying value of the property is recoverable. In preparing the projection of undiscounted future cash flows, we estimate cap rates, rental rates, and property values, as applicable, using information that we obtain from market data and other comparable sources, such as recent sales data from comparable properties and broker quotes, and apply the undiscounted cash flows to our expected holding period. If impairment is indicated, the carrying value of the property is written down to its estimated fair value based on our best estimate of the property's discounted future cash flows using market-derived terms, such as cap rates, discount rates, and rental rates applied to our expected hold period.

Using the methodology discussed above, we evaluated our entire portfolio for any impairment indicators and performed an impairment analysis on select properties that had an indication of impairment. As of December 31, 2023, and December 31, 2022, we concluded that none of our properties were impaired. There have been no impairments recognized on our real estate assets since our inception. We will continue to monitor our portfolio for any other indicators of impairment.

### **Held-for-Sale Property**

For properties classified as held-for-sale, we cease depreciating and amortizing the property and related intangible assets and value the property at the lower of depreciated and amortized cost or fair value, less costs to dispose. If the sale meets the definition of discontinued operations, we present the related assets, liabilities, and results of operations that have been sold (or that otherwise qualify as held-for-sale) as discontinued operations in all periods. The definition of discontinued operations is met if the disposal of a component or group of components either meets the held-for-sale criteria or is disposed of and also represents a strategic shift that has (or will have) a major effect on our operations and financial results. If classified as such, the components of the property's net income (loss) that are reflected as discontinued operations include operating results, depreciation, amortization, and interest expense.

When properties are considered held-for-sale, but do not qualify as a discontinued operation, we present such assets and liabilities as held for sale on the consolidated balance sheet in all periods that the related assets and liabilities meet the held-for-sale criteria under ASC 360. Components of the held-for-sale property's net income (loss) are recorded within continuing operations on the consolidated statements of operations and comprehensive income.

### **Tenant Improvements**

From time to time, our tenants may pay for improvements on certain of our properties with the ownership of the improvements remaining with us, in which case we will record the cost of such improvements as an asset (tenant-funded improvements, included within Investments in real estate, net), along with a corresponding liability (deferred rent liability, included within Other liabilities, net) on our Consolidated Balance Sheets. When we are determined to be the owner of the tenant-funded improvements, such improvements will be depreciated over the useful life in accordance with our depreciation policy noted above, and the related deferred rent liability will be amortized as an addition to rental income over the remaining term of the existing lease in place. If the tenant is determined to be the owner of a tenant improvement funded by us, such amounts are treated as a lease incentive and amortized as a reduction of rental income over the remaining term of the existing lease in place.

In determining whether the tenant or the Company is the owner of such improvements, several factors will be considered, including, but not limited to: (i) whether the improvement's useful life is greater than the remaining lease term plus any reasonably certain renewal options; (ii) whether the lease allows the tenant to remove the improvements; (iii) whether the improvement is unique to the tenant or useful to subsequent tenants; (iv) whether the improvement adds value to the property or increases the lifespan of the property; and (v) whether the tenant was provided a form of reimbursement or incentive concerning the improvement. The determination of who owns the improvements can be subject to significant judgment.

### **Cash and Cash Equivalents**

We consider cash equivalents to be all short-term, highly-liquid investments that are both readily convertible to cash and have a maturity of three months or less at the time of purchase, except that any such investments purchased with funds held in escrow or similar accounts are classified as restricted cash. Items classified as cash equivalents include money-market deposit accounts. Our cash and cash equivalents as of December 31, 2023 and 2022 were held in the custody of one financial institution (which management believes to be financially sound and with minimal credit risk), and our balance at times may exceed federally-insurable limits. We did not have any restricted cash or restricted cash equivalents as of December 31, 2023 or 2022.

#### **Debt Issuance Costs**

Debt issuance costs consist of costs incurred to obtain debt financing, including legal fees, origination fees, and administrative fees. Costs associated with our long-term borrowings and term preferred stock securities required to be recorded net of the respective debt for GAAP purposes are deferred and amortized over the terms of the respective financings using the straight-line method, which approximates the effective interest method. In the case of our lines of credit, the straight-line method is used due to the revolving nature of the financing instrument. Upon early extinguishment of any borrowings, the unamortized portion of the related deferred financing costs will be immediately charged to expense. In addition, in accordance with ASC 470, “Debt” (“ASC 470”), when a financing arrangement is amended so that the only material change is an increase in the borrowing capacity, the unamortized deferred financing costs from the prior arrangement are amortized over the term of the new arrangement. During the years ended December 31, 2023, 2022, and 2021, we recorded approximately \$1.1 million, \$1.1 million, and \$1.2 million, respectively, of total amortization expense related to debt issuance costs.

#### **Deferred Offering Costs**

We account for offering costs in accordance with SEC Staff Accounting Bulletin Topic 5.A., which states that incremental offering costs directly attributable to a proposed or actual offering of securities may be deferred and charged against the gross proceeds of such offering. Accordingly, costs incurred related to our ongoing equity offerings are included in Other assets, net on the accompanying Consolidated Balance Sheets and are ratably applied to the cost of equity as the related securities are issued. If an equity offering is subsequently terminated, the remaining, unallocated portion of the related deferred offering costs are charged to expense in the period such offering is aborted and recorded on the accompanying Consolidated Statements of Operations and Comprehensive Income.

#### **Other Assets and Other Liabilities**

Other assets, net generally consists primarily of net deferred rent assets, rents receivable, deferred offering costs, prepaid expenses, deferred financing costs associated with our lines of credit, operating lease right-of-use assets, deposits on potential real estate acquisitions, the carrying value of certain farm equipment owned by us and used on our farms, investments in long-term water assets (see “—*Investments in Water Assets*” below for further discussion), net ownership interests in special-purpose LLCs (see “—*Investments in Unconsolidated Entities*” below for further discussion), and the fair value of interest rate swaps if market interest rates are above the fixed rate of the respective swap (see Note 4, “*Borrowings—Interest Rate Swap Agreements*,” for further discussion).

Other liabilities, net generally consists primarily of rents received in advance, net deferred rent liabilities, operating lease liabilities, and the fair value of interest rate swaps if market interest rates are below the fixed rate of the respective swap (see Note 4, “*Borrowings—Interest Rate Swap Agreements*,” for further discussion).

#### **Investments in Unconsolidated Entities**

We determine if an entity is a variable interest entity (“VIE”) in accordance with ASC Topic 810, “Consolidation.” For an entity in which we have acquired an interest, the entity will be considered a VIE if either of the following characteristics are met: (i) the entity lacks sufficient equity to finance its activities without additional subordinated financial support, or (ii) equity holders, as a group, lack the characteristics of a controlling financial interest. We evaluate all significant investments in real estate-related assets to determine if they are VIEs, utilizing judgment and estimates that are inherently subjective.

If an entity is determined to be a VIE, we then determine whether to consolidate the entity as the primary beneficiary. The primary beneficiary has both (i) the power to direct the activities that most significantly impact the VIE’s economic performance, and (ii) the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the entity.

See Note 3, “*Real Estate and Lease Intangibles—Investments in Unconsolidated Entities*” for further discussion.

#### **Investments in Water Assets**



From time to time, we have entered into contracts to acquire additional water assets for certain of our farms (see Note 3, *Real Estate and Lease Intangibles—Investments in Water Assets*). The water assets acquired may be in the form of either water banked at a government municipality or groundwater pumping credits obtained through groundwater recharge programs established by government municipalities, which recharge is achieved via groundwater recharge facilities we have constructed on certain of our farms. The contracts we have entered into to acquire additional water assets cannot readily be net settled by means outside of the respective contracts; therefore, in accordance with ASC 360, we recognize the investments in long-term water assets at cost, including all costs necessary to procure and transfer the water asset to its intended location. Costs to acquire water assets are initially deferred in a prepaid account until such time that the water assets are recognized by the respective water district, at which time, the costs related to the recognized water assets are reclassified and capitalized as an investment in long-term water assets. Investments in long-term water assets and the related prepaid asset are both included in Other assets, net on our accompanying Consolidated Balance Sheets. While we may, in the future, sell portions of these water assets to unrelated third parties for a profit, our current intent is to hold these water assets for the long-term for future use on our farms. There is no amount of time by which we must use these water assets.

Each quarter, we will review our investments in long-term water assets for any indicators of impairment in accordance with ASC 360 and perform an impairment analysis if there are any such indicators. In determining if impairment exists, we consider such indicators which may include, but are not limited to, deteriorating market conditions and environmental or regulatory changes. As of December 31, 2023, we concluded that there were no such indicators and that the water assets were not impaired.

#### **Non-controlling Interests**

Non-controlling limited interests in our Operating Partnership are those OP Units not owned by us. We evaluate whether OP Units held by non-controlling OP Unitholders are subject to redemption features outside of our control. OP Units held by non-controlling OP Unitholders are redeemable at the option of the holder for cash or, at our election, shares of our common stock and thus are reported in the equity section of the Consolidated Balance Sheets but separate from stockholders' equity. The amount reported for such non-controlling interests on the Consolidated Statements of Operations and Comprehensive Income represent the portion of income (loss) from the Operating Partnership not attributable to us. At the end of each reporting period, we determine the amount of equity (at book value) that is allocable to non-controlling interests based upon the respective ownership interests. To reflect such non-controlling interests' equity interest in the Company, an adjustment is made to non-controlling interests, with a corresponding adjustment to paid-in capital, as reflected on the Consolidated Statements of Equity.

#### **Lease Revenue**

Lease revenue includes rents that each tenant pays in accordance with the terms of its respective lease, reported evenly over the non-cancelable term of the lease. Most of our leases contain rental increases at specified intervals, which we recognize on a straight-line basis. For leases that are deemed not probable of collection, revenue is recorded as the lesser of (i) the amount that would be recognized on a straight-line basis or (ii) cash that has been received from the tenant (including deferred revenue), with any receivable balances (including deferred rent receivables) charged as a direct write-off against lease revenue in the period of the change in the collectability determination. If the collectability determination for leases for which revenue is being recorded based on cash received from the tenant subsequently changes to being probable, we resume recognizing revenue, including deferred revenue, on a straight-line basis and recognize incremental revenue related to the reinstatement of cumulative deferred rent receivable and deferred revenue balances as if revenue had been recorded on a straight-line basis since the inception of the lease. As of December 31, 2023, three of our leases with two different tenants were recognized on a cash basis due to the full collectability of the remaining rental payments under the respective leases not being deemed probable. Certain other leases provide for additional rental payments that are based on a percentage of the gross crop revenues earned on the farm, which we refer to as participation rents. Such contingent revenue is generally recognized when all contingencies have been resolved and when actual results become known or estimable, enabling us to estimate and/or measure our share of such gross revenues. As a result, depending on the circumstances of each lease, certain participation rents may be recognized by us in the year the crop was harvested, while other participation rents may be recognized in the year following the harvest.

Deferred rent receivable, included in Other assets on the accompanying Consolidated Balance Sheets, includes the cumulative difference between rental revenue as recorded on a straight-line basis and cash rents received from the tenants in accordance with the lease terms. In addition, we determine, in our judgment, to what extent the deferred rent receivable applicable to each specific tenant is collectable. We perform a quarterly review of the net deferred rent receivable balance as it relates to straight-line rents and take into consideration the tenant's payment history, the financial condition of the tenant, business conditions of the industry in which the tenant operates, and economic and agricultural conditions in the geographic area in which the property is located. In the event that the collectability of deferred rent with respect to any given tenant is in doubt, we record a direct write-off of the specific rent receivable, with a corresponding adjustment to lease revenue.

Tenant recovery revenue includes payments received from tenants as reimbursements for certain operating expenses, such as property taxes, insurance premiums, and water delivery costs. These expenses and their subsequent reimbursements are recognized under property operating expenses as incurred and lease revenue as earned, respectively, and are recorded in the same periods. We generally do not record any lease revenue or property operating expenses associated with costs paid directly by our tenants for net-leased properties.

#### **Other Operating Revenue**

Other operating revenue consists of non-lease revenue generated as a result of activities performed on certain of our properties. During the year ended December 31, 2023, we recognized approximately \$79,000 of non-cash revenue, in the form of water credits, associated with the transfer and storing of surplus water on behalf of a government municipality using a groundwater recharge facility constructed on one of our farms. The timing of revenue recognition generally occurs once water credits are recognized by the respective water district at the estimated fair value of the resulting water credits. See Note 3, “*Real Estate and Intangible Assets—Investments in Water Assets*” for further discussion.

#### **Gain (loss) on Dispositions of Real Estate Assets**

We recognize net gains (losses) on dispositions of real estate assets either upon the abandonment of an asset before the end of its useful life or upon the closing of a transaction (be it an outright sale of a property or the sale of a perpetual, right-of-way easement on all or a portion of a property) with the purchaser. When a real estate asset is abandoned prior to the end of its useful life, a loss is recorded in an amount equal to the net book value of the related real estate asset at the time of abandonment. In the case of a sale of a property, a gain (loss) is recorded to the extent that the total consideration received for a property is more (less) than the property’s net carrying value, plus any closing costs incurred, at the time of the sale. Gains are recognized using the full accrual method (i.e., when the collectability of the sales price is reasonably assured, we are not obligated to perform additional activities that may be considered significant, the initial investment from the buyer is sufficient, and other profit recognition criteria have been satisfied). Gains on sales of real estate assets may be deferred in whole or in part until the requirements for gain recognition have been met.

#### **Other Income**

We record non-operating and unusual or infrequent income as Other income on our Consolidated Statements of Operations. Other income recorded for the years ended December 31, 2023, 2022, and 2021 was primarily from interest patronage received on certain of our long-term borrowings and interest earned on short-term investments.

#### **Involuntary Conversions and Property and Casualty Recovery**

We account for involuntary conversions, for example, when a nonmonetary asset, such as property or equipment, is involuntarily converted to a monetary asset, such as insurance proceeds, in accordance with ASC 605, “Revenue Recognition,” which requires us to recognize a gain or a loss equal to the difference between the carrying amount of the nonmonetary asset and the amount of monetary assets received. Further, in accordance with ASC 450, “Contingencies,” recovery of the loss is considered to be probable, we will recognize a receivable for the amount expected to be covered by insurance proceeds, not to exceed the related loss recognized, unless such amounts have been realized.

#### **Income Taxes**

We have operated and intend to continue to operate in a manner that will allow us to qualify as a REIT under the Sections 856-860 of the Internal Revenue Code of 1986, as amended (the “Code”). Beginning with our tax year ended December 31, 2013, we elected to be taxed as a REIT for federal income tax purposes, and Land Advisers has been treated as a wholly-owned TRS that is subject to federal and state income taxes.

As a REIT, we generally are not subject to federal corporate income taxes on amounts that we distribute to our stockholders (except income from any foreclosure property), provided that, on an annual basis, we distribute at least 90% of our REIT taxable income (excluding net capital gains) to our stockholders and meet certain other conditions. To the extent that we satisfy the annual distribution requirement but distribute less than 100% of our taxable income (including net capital gains), we will be subject to corporate income tax on our undistributed taxable income. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax on our taxable income at regular corporate rates (including any alternative minimum tax) and may not be able to qualify as a REIT for the four immediately-subsequent taxable years. Even as a REIT, we may be subject to certain state and local income and property taxes and to federal income and excise taxes on undistributed taxable income. In general, however, as long as we qualify as a REIT, no provision for federal income taxes will be necessary, except for taxes on undistributed REIT taxable income and taxes on the income generated by a TRS (such as Land Advisers), if any.

Should we have any taxable income or loss in the future, we will account for any income taxes in accordance with the provisions of ASC 740, “Income Taxes” (“ASC 740”), using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized based on differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax basis (including for operating loss, capital loss, and tax credit carryforwards) and are calculated using the enacted tax rates and laws expected to be in effect when such amounts are realized or settled. In addition, we will establish valuation allowances for tax benefits when we believe it is more-likely-than-not (defined as a likelihood of more than 50%) that such assets will not be realized.

We perform an annual review for any uncertain tax positions and, if necessary, will record future tax consequences of uncertain tax positions in the financial statements. An uncertain tax position is defined as a position taken or expected to be taken in a tax return that is not based on clear and unambiguous tax law and which is reflected in measuring current or deferred income tax assets and liabilities for interim or annual periods. As of December 31, 2023 and 2022, we had no provisions for uncertain tax positions. The prior three tax years remain open for an audit by the Internal Revenue Service.

### Comprehensive Income

We record the effective portion of changes in the fair value of the interest rate swap agreements that qualify as cash flow hedges to accumulated other comprehensive income. For the years ended December 31, 2023, 2022, and 2021, we reconciled net income attributable to the Company to comprehensive income attributable to the Company on the accompanying Consolidated Statements of Operations and Comprehensive Income.

### Segment Reporting

We manage our operations on an aggregated, single-segment basis for purposes of assessing performance and making operating decisions and, accordingly, have only one reporting and operating segment.

### Recently-Issued Accounting Pronouncements

As of December 31, 2023, there were no recently-issued accounting pronouncements that had a material impact on our consolidated financial statements.

### NOTE 3. REAL ESTATE AND INTANGIBLE ASSETS

All of our properties are wholly-owned on a fee-simple basis, except where noted. The following table provides certain summary information about the 169 farms we owned as of December 31, 2023 (dollars in thousands, except for footnotes):

Location	No. of Farms	Total Acres	Farm Acres	Acre-feet of Water Assets	Net Cost Basis <sup>(1)</sup>	Encumbrances <sup>(2)</sup>
California <sup>(3)(4)(5)</sup>	63	34,844	32,321	46,400	\$ 850,610	\$ 389,405
Florida <sup>(6)</sup>	26	22,468	17,639	—	221,185	95,012
Washington	6	2,520	2,004	—	59,763	20,133
Arizona <sup>(7)</sup>	6	6,320	5,333	—	52,119	12,303
Colorado	12	32,773	25,577	—	45,945	14,599
Nebraska	9	7,782	7,050	—	30,402	10,357
Oregon <sup>(8)</sup>	6	898	736	—	29,534	11,308
Michigan	23	1,892	1,245	—	23,048	13,868
Texas	1	3,667	2,219	—	8,101	—
Maryland	6	987	863	—	8,013	4,344
South Carolina	3	597	447	—	3,542	2,147
Georgia	2	230	175	—	2,317	1,645
North Carolina	2	310	295	—	2,117	—
New Jersey	3	116	101	—	2,100	1,221
Delaware	1	180	140	—	1,296	697
<b>Totals</b>	<b>169</b>	<b>115,584</b>	<b>96,145</b>	<b>46,400</b>	<b>\$ 1,340,092</b>	<b>\$ 577,039</b>

<sup>(1)</sup> Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs associated with the properties, and adjusted for accumulated depreciation and amortization. Specifically, includes Total real estate, net (excluding improvements paid for by the tenant) and Lease intangibles, net; plus long-term water assets, net above-market lease values, net lease incentives, and net investments in special-purpose LLCs included in Other assets, net; and less net below-market lease values and other deferred revenue included in Other liabilities, net; each as shown on the accompanying Consolidated Balance Sheets.

<sup>(2)</sup> Excludes approximately \$2.9 million of debt issuance costs related to notes and bonds payable, included in Notes and bonds payable, net on the accompanying Consolidated Balance Sheets.

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- (3) Includes ownership in a special-purpose LLC that owns a pipeline conveying water to certain of our properties. As of December 31, 2023, this investment had a net carrying value of approximately \$1.0 million and is included within Other assets, net on the accompanying Consolidated Balance Sheet.
- (4) Includes eight acres in which we own a leasehold interest via a ground lease with a private individual that expires in December 2040 and five acres in which we own a leasehold interest via a ground sublease with a California municipality that expires in December 2041. As of December 31, 2023, these two ground leases had a net cost basis of approximately \$689,000 and are included in Lease intangibles, net on the accompanying Consolidated Balance Sheets.
- (5) Includes 46,003 acre-feet of water stored with Semitropic Water Storage District, located in Kern County, California and 397 surplus water credits in our account with Westlands Water District, located in Fresno County, California. See “—Investments in Water Assets” below for additional information.
- (6) Includes one property classified as held for sale; see “—Real Estate Held for Sale” below for additional information.
- (7) Includes two farms consisting of 1,368 total acres and 1,221 farm acres in which we own leasehold interests via two ground leases with the State of Arizona that expire in February 2025 and February 2032, respectively. As of December 31, 2023, these ground leases had an aggregate net cost basis of approximately \$376,000 and are included in Lease intangibles, net on the accompanying Consolidated Balance Sheets.
- (8) Includes ownership in a special-purpose LLC that owns certain irrigation infrastructure that provides water to two of our farms. As of December 31, 2023, this investment had a net carrying value of approximately \$4.8 million and is included within Other assets, net on the accompanying Consolidated Balance Sheets.

**Real Estate**

The following table sets forth the components of our investments in tangible real estate assets as of December 31, 2023 and 2022, excluding real estate held for sale (dollars in thousands):

	December 31, 2023	December 31, 2022
<b>Real estate:</b>		
Land and land improvements	\$ 792,277	\$ 845,779
Permanent plantings	359,131	358,249
Irrigation and drainage systems	168,545	165,438
Farm-related facilities	50,517	48,690
Other site improvements	13,272	14,238
Real estate, at cost	1,383,742	1,432,394
Accumulated depreciation	(142,212)	(106,966)
<b>Real estate, net</b>	<b>\$ 1,241,530</b>	<b>\$ 1,325,428</b>

Real estate depreciation expense on these tangible assets was approximately \$36.1 million, \$34.3 million, and \$25.9 million for the years ended December 31, 2023, 2022, and 2021, respectively.

**Intangible Assets and Liabilities**

The following table summarizes the carrying value of certain lease intangible assets and the related accumulated amortization as of December 31, 2023 and 2022, excluding real estate held for sale (dollars in thousands):

	December 31, 2023	December 31, 2022
<b>Lease intangibles:</b>		
Leasehold interest – land	\$ 4,295	\$ 4,295
In-place lease values	2,470	2,763
Leasing costs	3,017	3,088
Other <sup>(1)</sup>	141	133
Lease intangibles, at gross cost	9,923	10,279
Accumulated amortization	(5,141)	(4,577)
<b>Lease intangibles, net</b>	<b>\$ 4,782</b>	<b>\$ 5,702</b>

<sup>(1)</sup> Other consists primarily of acquisition-related costs allocated to miscellaneous lease intangibles.

Total amortization expense related to these lease intangible assets was approximately \$988,000, \$1.0 million, and \$1.3 million for the years ended December 31, 2023, 2022, and 2021, respectively.

The following table summarizes the carrying values of certain lease intangible assets or liabilities (excluding those related to real estate held for sale) included in Other assets, net or Other liabilities, net, respectively, on the accompanying Consolidated Balance Sheets and the related accumulated amortization or accretion, respectively, as of December 31, 2023 and 2022 (dollars in thousands):

Intangible Asset or Liability	December 31, 2023		December 31, 2022	
	Deferred Rent Asset (Liability)	Accumulated (Amortization) Accretion	Deferred Rent Asset (Liability)	Accumulated (Amortization) Accretion
Above-market lease values and lease incentives <sup>(1)</sup>	\$ 5,342	\$ (1,849)	\$ 4,702	\$ (585)
Below-market lease values and other deferred revenue <sup>(2)</sup>	(1,944)	624	(2,010)	518
	<b>\$ 3,398</b>	<b>\$ (1,225)</b>	<b>\$ 2,692</b>	<b>\$ (67)</b>

<sup>(1)</sup> Net above-market lease values and lease incentives are included as part of Other assets, net on the accompanying Consolidated Balance Sheets, and the related amortization is recorded as a reduction of Lease revenue, net on the accompanying Consolidated Statements of Operations and Comprehensive Income.

<sup>(2)</sup> Net below-market lease values and other deferred revenue are included as a part of Other liabilities, net on the accompanying Consolidated Balance Sheets, and the related accretion is recorded as an increase to Lease revenue, net on the accompanying Consolidated Statements of Operations and Comprehensive Income.

Total amortization related to above-market lease values and lease incentives was approximately \$1.3 million, \$573,000 and \$48,000 for the years ended December 31, 2023, 2022, and 2021, respectively. Total accretion related to below-market lease values and other deferred revenue was approximately \$172,000, \$178,000 and \$224,000 for the years ended December 31, 2023, 2022, and 2021, respectively.

The estimated aggregate amortization expense to be recorded related to in-place lease values, leasing costs, and tenant relationships and the estimated net impact on lease revenue from the amortization of above-market lease values and lease incentives or accretion of above-market lease values and other deferred revenues for each of the five succeeding fiscal years and thereafter is as follows (dollars in thousands):

Period		Estimated Amortization Expense	Estimated Net Increase (Decrease) to Lease Revenue
For the fiscal years ending December 31:	2024	\$ 711	\$ (1,184)
	2025	610	(1,184)
	2026	486	(961)
	2027	556	(1,178)
	2028	556	(1,178)
	Thereafter	1,863	3,512
		<b>\$ 4,782</b>	<b>\$ (2,173)</b>

#### Real Estate Held for Sale

As of December 31, 2023, we had one property located in Martin County, Florida, that was classified as held for sale. This property had a net cost basis of approximately \$53.6 million as of December 31, 2023, and was sold subsequent to December 31, 2023. See Note 11, “Subsequent Events—Portfolio Activity—Property Sale,” for additional information on this sale. We did not have any properties classified as held for sale as of December 31, 2022.

#### Acquisitions

##### 2023 Acquisitions

We did not acquire any new farms during the year ended December 31, 2023.

## 2022 Acquisitions

During the year ended December 31, 2022, we completed the following acquisitions, which are summarized in the table below (dollars in thousands, except for footnotes):

Property Name	Property Location	Acquisition Date	Total Acres	No. of Farms	Primary Crop(s) / Use	Lease Term	Renewal Options	Total Purchase Price	Acquisition Costs <sup>(1)</sup>	Annualized Straight-line Rent <sup>(2)</sup>
Farm Road <sup>(3)</sup>	Charlotte, FL	5/20/2022	15	0	Adjacent parcel	N/A	None	\$ 54	\$ 15	\$ —
County Road 35	Glenn, CA	6/16/2022	1,374	1	Olives for Olive Oil	14.5 years	1 (5 years)	24,500	55	1,714
Reagan Road <sup>(4)</sup>	Cochise, AZ	7/13/2022	40	0	Corn	12.5 years	None	120	17	39
North Columbia River Road <sup>(5)(7)</sup>	Franklin & Grant, WA	7/21/2022	1,145	3	Wine Grapes	8.4 years	None	30,320	146	2,296
Prunedale Road <sup>(6)(7)</sup>	Umatilla, OR	7/21/2022	172	1	Wine Grapes	10.4 years	None	7,008	36	286
Phelps Avenue <sup>(8)</sup>	Fresno, CA	12/29/2022	443	0	Open ground and water credits	5.0 years	1 (5 years)	3,100	72	25
			<b>3,189</b>	<b>5</b>				<b>\$ 65,102</b>	<b>\$ 341</b>	<b>\$ 4,360</b>

- (1) Includes approximately \$27,000 of external legal fees associated with negotiating and originating the leases associated with these acquisitions, which were expensed in the period incurred.
- (2) Unaudited; based on the minimum cash rental payments guaranteed under the respective leases, as required under GAAP, and excludes contingent rental payments, such as participation rents.
- (3) Represents the acquisition of a parcel of land adjacent to an existing farm, providing additional road access to such farm. No new lease was executed related to this acquisition.
- (4) Represents the acquisition of a parcel of farmable land adjacent to an existing farm. Subsequent to acquisition, we spent approximately \$153,000 to install certain improvements on this property.
- (5) Upon acquisition, we executed three new leases with the existing tenants on these farms. The lease terms above represent the weighted-average lease term and aggregate annualized straight-line rent of these three leases.
- (6) In connection with the acquisition of this property, we also acquired an ownership interest in a related LLC, the sole purpose of which is to own and maintain an irrigation system providing water to this and other neighboring properties. Our acquired ownership, which equated to an 11.3% interest in the LLC, was valued at approximately \$2.7 million at the time of acquisition and is included within Other assets, net on the accompanying Consolidated Balance Sheets. See “—Investments in Unconsolidated Entities” below for additional information on our aggregate ownership interest in this and other LLCs.
- (7) These two properties were acquired as part of a single transaction. In connection with the acquisition of these vineyards, we committed to provide up to an aggregate amount of \$2.2 million for certain irrigation and vineyard improvements on these farms, for which we will earn additional rent as the funds are disbursed by us.
- (8) Represents the acquisition of three parcels of land adjacent to an existing farm that will initially be utilized for its water rights (including additional surface water rights and groundwater pumping rights) to be used on nearby farms. In addition, a portion of this acquisition was leased back to the seller.

During the year ended December 31, 2022, in the aggregate, we recognized operating revenues of approximately \$1.1 million and net income of approximately \$244,000 related to the above acquisitions.

## Purchase Price Allocations

The allocation of the aggregate purchase price for the farms acquired during the year ended December 31, 2022 was as follows (dollars in thousands):

Assets (Liabilities) Acquired	2022 Acquisitions
Land and land improvements	\$ 30,353
Permanent plantings	24,706
Irrigation & drainage systems	3,102
Farm-related facilities	1,287
In-place lease values	909
Leasing costs	1,355
Above-market lease values <sup>(1)</sup>	641
Investment in LLC <sup>(1)</sup>	2,749
<b>Total Purchase Price</b>	<b>\$ 65,102</b>

- (1) Included within Other assets, net on the accompanying Consolidated Balance Sheets.

## Acquired Intangibles and Liabilities

The following table shows the weighted-average amortization periods (in years) for the intangible assets acquired and liabilities assumed in connection with new real estate acquired during the year ended December 31, 2022:

<b>Intangible Assets and Liabilities</b>	<b>Weighted-Average Amortization Period (in Years)</b>
	<b>2022</b>
Leasehold interest – land	0.0
In-place lease values	10.9
Leasing costs	11.7
Above-market lease values and lease incentives	9.1
Below-market lease values and other deferred revenue	0.0
<b>All intangible assets and liabilities</b>	<b>10.6</b>

**Property Sale**

On June 23, 2023, we completed the sale of a 138-acre parcel of unfarmed land in Florida for \$9.6 million. Including closing costs, we recognized a net gain on the sale of approximately \$6.4 million.

**Investments in Unconsolidated Entities**

In connection with the acquisition of certain farmland located in Fresno County, California, we also acquired an ownership in a related limited liability company (the “Fresno LLC”), the sole purpose of which is to own and maintain a pipeline conveying water to our and other neighboring properties. In addition, in connection with the acquisition of certain farmland located in Umatilla County, Oregon, we also acquired an ownership in a related limited liability company (the “Umatilla LLC”), the sole purpose of which is to own and maintain an irrigation system providing water to our and other neighboring properties.

As of December 31, 2023, our aggregate ownership interest in the Fresno LLC and the Umatilla LLC was 50.00% and 20.4%, respectively. As our investments in the Fresno LLC and Umatilla LLC are both deemed to constitute “significant influence,” we have accounted for these investments under the equity method.

During the years ended December 31, 2023, 2022, and 2021, we recorded an aggregate loss of approximately \$9,000, \$73,000, and \$61,000, respectively (included in Loss from investments in unconsolidated entities on our Consolidated Statements of Operations and Comprehensive Income), which represents our pro-rata share of the aggregate loss recognized by the Fresno LLC and Umatilla LLC. As of both December 31, 2023 and 2022, our combined ownership interest in the Fresno LLC and Umatilla LLC had an aggregate carrying value of approximately \$5.8 million and is included within Other assets, net on the accompanying Consolidated Balance Sheets.

**Investments in Water Assets**

In connection with the acquisition of certain farmland located in Kern County, California, we also acquired three contracts to purchase an aggregate of 45,000 acre-feet of banked water held by Semitropic Water Storage District (“SWSD”), a water storage district located in Kern County, California. We subsequently executed all three contracts to purchase all 45,000 acre-feet of banked water for an aggregate additional cost of approximately \$2.8 million. In addition, during the three months ended December 31, 2023, we obtained another contract to purchase an additional 1,003 acre-feet of banked water held by SWSD, which was received from one of our tenants as partial consideration for a rent payment owed. We subsequently executed the contract to purchase all 1,003 acre-feet of banked water for an aggregate cost of approximately \$61,000.

All acquired banked water was recognized at cost, including the subsequent cost to execute the contracts and any administrative fees necessary to transfer the water to our banked water account. As of December 31, 2023, the 46,003 acre-feet of banked water held by SWSD was recognized as a long-term water asset and had an aggregate carrying value of approximately \$34.5 million (included within Other assets, net on our Consolidated Balance Sheets).

In addition, during the year ended December 31, 2023, we elected to participate in a groundwater recharge program established by Westlands Water District (“WWD”), a water district located in Fresno County, California. Under the program, WWD will pay for surplus surface water to be delivered to individual landowners’ properties with district-approved groundwater recharge facilities, also known as “water banks.” The landowner would be allowed to keep 50% of the net amount of groundwater credits generated under the program (after allowing for certain leave-behind and evaporative losses), and the remaining 50% would be used to recharge the aquifer and retained by WWD. Delivery of water under this program is subject to surplus water availability at WWD’s discretion, and WWD has not yet announced a termination date for this program. Through December 31, 2023, we have obtained 397 water credits, which represents 50% of the total net water credits generated and confirmed by WWD under the program as of December 31, 2023. As of December 31, 2023, these water credits were recognized as a long-term water asset and had an aggregate carrying value of approximately \$111,000 (included within Other assets, net on our Consolidated Balance Sheets).

During the year ended December 31, 2023, we also entered into various other agreements with certain third parties (including local water districts and private individuals) to either buy water directly, buy a portion of other water districts' surface water allocations in future years in which allocations are granted, or to store surface water on others' behalf in one of our groundwater recharge facilities in exchange for a portion of the net groundwater credits produced and recognized by the respective water district.

As of December 31, 2023 and 2022, we owned a total of 46,400 acre-feet and 45,000 acre-feet, respectively, of long-term water assets, and our investments in these long-term water assets had an aggregate carrying value of approximately \$34.6 million and \$34.0 million, respectively, and are included within Other assets, net on our Consolidated Balance Sheets.

We have invested approximately \$1.8 million to construct groundwater recharge facilities on two of our farms, which is included within Real estate, at cost on our Consolidated Balance Sheets. In addition, through December 31, 2023, we have invested an additional \$1.8 million in the aggregate in connection with these agreements that are expected to result in additional groundwater credits in the future; however, the amount and timing of these credits, if any, is currently unknown and is dependent upon and subject to the recognition of such credits by the respective water districts, in their sole discretion. Such costs are held in a deferred asset account (also included within Other assets, net on our Consolidated Balance Sheets) until the related net water credits become estimable and are recognized by the respective water district, at which time the costs would be reclassified to investments in long-term water assets.

#### Future Minimum Lease Payments

We account for all of our leasing arrangements in which we are the lessor as operating leases. The majority of our leases are subject to fixed rental increases, and a small subset of our lease portfolio includes lease payments based on an index, such as the consumer price index ("CPI"). In addition, several of our leases contain participation rent components based on the gross revenues earned on the respective farms. Most of our leases also include tenant renewal options; however, these renewal options are generally based on then-current market rental rates and are therefore typically excluded from the determination of the minimum lease term. The majority of our leases generally do not include tenant termination options.

The following tables summarize the future lease payments to be received under noncancellable leases as of December 31, 2023 (dollars in thousands):

Period		Tenant Lease Revenue
For the fiscal years ending December 31,	2024	\$ 77,576
	2025	70,372
	2026	63,954
	2027	60,099
	2028	51,482
	Thereafter	180,832
		<u>\$ 504,315</u>

#### Leases—Cash Basis Recognition

As of December 31, 2023, due to credit issues with two of our tenants, we determined that the full collectability of the remaining rental payments under the respective leases with these tenants was not deemed to be probable. As such, during the year ended December 31, 2023, we recognized all or a portion of lease revenues from the three leases with these two tenants (all farms located in California) on a cash basis. We are continuing to work with the current tenants and will seek to come to an agreement for the remaining rental payments, if possible. Such agreement, if one can be reached, may include placing these tenants on payment plans, deferring a portion of the rent owed to us, or agreeing to terminate the respective leases. In the event of a termination, we estimate that we would be able to find new tenants to lease each of these properties to at market rental rates within 1 to 12 months.

During the year ended December 31, 2023, we recorded lease revenues from these three leases of approximately \$2.5 million (including approximately \$72,000 of participation rents), as compared to approximately \$3.1 million (including approximately \$0.8 million of participation rents) and approximately \$2.4 million (including approximately \$95,000 of participation rents) during the years ended December 31, 2022 and 2021, respectively.

#### Portfolio Concentrations

##### Credit Risk



As of December 31, 2023, our farms were leased to various different, unrelated third-party tenants, with certain tenants leasing more than one farm. No individual tenant represented greater than 10.0% of the total lease revenue recorded during the year ended December 31, 2023.

**Geographic Risk**

Farms located in California and Florida accounted for approximately \$59.1 million (65.5%) and \$15.1 million (16.7%), respectively, of the total lease revenue recorded during the year ended December 31, 2023. We seek to continue to further diversify geographically, as may be desirable or feasible. If an unexpected natural disaster (such as an earthquake, wildfire, or flood) occurs or climate change impacts the regions where our properties are located, there could be a material adverse effect on our financial performance and ability to continue operations. None of our farms in California or Florida were materially impacted by the wildfires, droughts, or hurricanes that occurred in those respective regions during the year ended December 31, 2023. See “—California Floods” below for a discussion on damage caused on certain of our farms by the January 2023 floods that occurred in California. Besides California and Florida, no other single state accounted for more than 10.0% of the total rental revenue recorded during the year ended December 31, 2023.

**2023 California Floods**

In January 2023, periods of heavy rainfall in California resulted in floods that impacted several areas of the state, including regions where certain of our farms are located. As a result of the flooding, one of our farms in the Central Valley suffered damage to certain structures located on the farm, and we estimated the carrying value of the structures on this property damaged by the floods to be approximately \$855,000. As such, during the year ended December 31, 2023, we wrote down the carrying value of these structures and also recorded a corresponding property and casualty loss, included within Property and casualty (loss) recovery, net on our Consolidated Statements of Operations and Comprehensive Income. Certain of our other farms in California suffered minor damage as a result of the floods, but no other farms were materially impacted.

**NOTE 4. BORROWINGS**

Our borrowings as of December 31, 2023 and 2022 are summarized below (dollars in thousands):

	Carrying Value as of		As of December 31, 2023	
	December 31, 2023	December 31, 2022	Stated Interest Rates <sup>(1)</sup> (Range; Wtd Avg)	Maturity Dates (Range; Wtd Avg)
<b>Variable-rate revolving lines of credit</b>	\$ 200	\$ 100	7.39%	12/15/2033
<b>Notes and bonds payable:</b>				
Fixed-rate notes payable	\$ 524,199	\$ 550,974	2.45%–5.70%; 3.71%	9/1/2024–7/1/2051; April 2033
Variable-rate notes payable	—	1,104	N/A	N/A
Fixed-rate bonds payable	52,640	77,776	2.66%–4.57%; 3.64%	01/12/2024–12/30/2030; August 2026
Total notes and bonds payable	576,839	629,854		
Debt issuance costs – notes and bonds payable	(2,928)	(3,454)	N/A	N/A
<b>Notes and bonds payable, net</b>	<b>\$ 573,911</b>	<b>\$ 626,400</b>		
<b>Total borrowings, net</b>	<b>\$ 574,111</b>	<b>\$ 626,500</b>		

<sup>(1)</sup> Where applicable, stated interest rates are before interest patronage (as described below).

As of December 31, 2023, the above borrowings were collateralized by certain of our farms with an aggregate net book value of approximately \$1 billion. The weighted-average interest rate charged on the above borrowings (excluding the impact of debt issuance costs and before any interest patronage, or refunded interest) was 3.79% and 3.77% for the years ended December 31, 2023 and 2022, respectively. In addition, 2022 interest patronage from our Farm Credit Notes Payable (as defined below) resulted in a 24.1% reduction (approximately 109 basis points) to the stated interest rates on such borrowings. See below under “—Farm Credit Notes Payables—Interest Patronage” for further discussion on interest patronage.

We generally borrow at a rate of 60% of the value of the underlying agricultural real estate, and, except as noted herein, the amounts borrowed are not generally guaranteed by the Company. Our loan agreements generally contain various affirmative and negative covenants, including with respect to liens, indebtedness, mergers, and asset sales, and customary events of default. These agreements may also require that we satisfy certain financial covenants at the end of each calendar quarter or year. Some of these financial covenants include, but are not limited to, staying below a maximum leverage ratio and maintaining a

minimum net worth value, rental-revenue-to-debt ratio, current ratio, and fixed charge coverage ratio. As of December 31, 2023, we were in compliance with all covenants applicable to the above borrowings.

### MetLife Facility

On February 3, 2022, we amended our credit facility with Metropolitan Life Insurance Company (“MetLife”), which previously consisted of a \$75.0 million long-term note payable (the “2020 MetLife Term Note”) and \$75.0 million of revolving equity lines of credit (the “MetLife Lines of Credit,” and together with the 2020 MetLife Term Note, the “Prior MetLife Facility”). Pursuant to the amendment, our credit facility with MetLife now consists of the 2020 MetLife Term Note, the MetLife Lines of Credit, and a new \$100.0 million long-term note payable (the “2022 MetLife Term Note,” and together with the 2020 MetLife Term Note and the MetLife Lines of Credit, the “Current MetLife Facility”).

On December 14, 2023, we entered into an amendment with MetLife to extend the maturity dates of the MetLife Lines of Credit from April 5, 2024, to December 15, 2033. In addition, the amendment revised certain covenant thresholds and increased the minimum balance requirement on each line of credit. As part of this amendment, we paid aggregate fees of approximately \$188,000 to MetLife.

The following table summarizes the pertinent terms of the Current MetLife Facility as of December 31, 2023 (dollars in thousands, except for footnotes):

Issuance	Aggregate Commitment	Maturity Dates	Principal Outstanding	Interest Rate Terms	Undrawn Commitment <sup>(1)</sup>
MetLife Lines of Credit	\$ 75,000	12/15/2033	\$ 200	3M SOFR + 2.00% <sup>(2)</sup>	\$ 74,800
2020 MetLife Term Note	75,000 <sup>(3)</sup>	1/5/2030	36,900	2.75%, fixed through 1/4/2030 <sup>(4)</sup>	38,100
2022 MetLife Term Note	100,000 <sup>(3)</sup>	1/5/2032	—	<sup>(4)</sup>	100,000
<b>Totals</b>	<b>\$ 250,000</b>		<b>\$ 37,100</b>		<b>\$ 212,900</b>

<sup>(1)</sup> Based on the properties that were pledged as collateral under the Current MetLife Facility, as of December 31, 2023, the maximum additional amount we could draw under the facility was approximately \$110.2 million.

<sup>(2)</sup> The interest rate on the MetLife Lines of Credit is subject to a minimum annualized rate of 2.50%, plus an unused fee ranging from 0.10% to 0.20% on undrawn amounts (based on the balance drawn under each line of credit).

<sup>(3)</sup> If the aggregate commitments under the 2020 MetLife Term Note and the 2022 MetLife Term Note are not fully utilized by December 31, 2024, MetLife has no obligation to disburse the additional funds under either note.

<sup>(4)</sup> Interest rates on future disbursements under each of the 2020 MetLife Term Note and the 2022 MetLife Term Note will be based on prevailing market rates at the time of such disbursements. In addition, through December 31, 2024, the 2020 MetLife Term Note and the 2022 MetLife Term Note are each subject to an unused fee ranging from 0.10% to 0.20% on undrawn amounts (based on the balance drawn under the respective note).

Under the Current MetLife Facility, we are generally allowed to borrow up to 60% of the aggregate of the lower of cost or the appraised value of the pool of agricultural real estate pledged as collateral. Amounts owed to MetLife under the Current MetLife Facility are guaranteed by us and each subsidiary of ours that owns a property pledged as collateral pursuant to the loan documents.

### Farmer Mac Facility

Through certain subsidiaries of our Operating Partnership, we have entered into a bond purchase agreement (the “Bond Purchase Agreement”) with Federal Agricultural Mortgage Corporation (“Farmer Mac”) and Farmer Mac Mortgage Securities Corporation (the “Bond Purchaser”) for a secured note purchase facility (the “Farmer Mac Facility”). As amended from time to time, the Farmer Mac Facility currently provides for bond issuances up to an aggregate amount of \$225.0 million. Pursuant to the Bond Purchase Agreement, as further amended on June 2, 2023, we may issue new bonds under the Farmer Mac Facility through December 31, 2026, and the final maturity date for new bonds issued under the facility will be the date that is ten years from the applicable issuance date. We did not issue any new bonds under the Farmer Mac Facility during the year ended December 31, 2023.

Pursuant to the Bond Purchase Agreement, bonds issued by us to the Bond Purchaser will be secured by a security interest in loans originated by us (pursuant to a pledge and security agreement), which, in turn, will be collateralized by first liens on agricultural real estate owned by subsidiaries of ours. The bonds issued generally have a maximum aggregate, effective loan-to-value ratio of 60% of the underlying agricultural real estate, after giving effect to certain overcollateralization obligations. As of December 31, 2023, we had approximately \$52.6 million of bonds issued and outstanding under the Farmer Mac Facility.

### Farm Credit Notes Payable

From time to time since September 2014, we, through certain subsidiaries of our Operating Partnership, have entered into various loan agreements (collectively, the “Farm Credit Notes Payable”) with various different Farm Credit associations

(collectively, “Farm Credit”). We did not enter into any new loan agreements with Farm Credit during the year ended December 31, 2023.

Certain amounts owed under the Farm Credit Notes Payable, limited to 12 months of principal and interest due under certain of the loans, are guaranteed by us pursuant to the respective loan documents.

**Interest Patronage**

Interest patronage, or refunded interest, on our borrowings from Farm Credit is generally recorded upon receipt and is included within Other income on our Consolidated Statements of Operations and Comprehensive Income. Receipt of interest patronage typically occurs in the first half of the calendar year following the calendar year in which the respective interest expense is accrued.

During the three months ended March 31, 2023, we recorded interest patronage of approximately \$2.3 million related to interest accrued on the Farm Credit Notes Payable during the year ended December 31, 2022, and during the three months ended September 30, 2022, we received approximately \$13,000 of interest patronage, as certain Farm Credit associations paid a portion of the 2022 interest patronage (which relates to interest accrued during 2022 but is typically paid during the first half of 2023) early. In total, 2022 interest patronage resulted in a 24.1% reduction (approximately 109 basis points) to the interest rates on such borrowings. In addition, during the three months ended September 30, 2023, we recorded approximately \$111,000 of interest patronage, as certain Farm Credit associations paid a portion of the 2023 interest patronage early. We are unable to estimate the remaining amount of interest patronage to be received, if any, related to interest accrued during 2023 on our Farm Credit Notes Payable.

**Debt Service – Aggregate Maturities**

Scheduled principal payments of our aggregate notes and bonds payable as of December 31, 2023, for the succeeding years are as follows (dollars in thousands):

Period	Scheduled Principal Payments
For the fiscal years ending December 31:	
2024	\$ 40,656 <sup>(1)</sup>
2025	39,020
2026	18,175
2027	51,389
2028	77,808
Thereafter	349,791
	<b>\$ 576,839</b>

<sup>(1)</sup> Subsequent to December 31, 2023, we repaid \$ 16.2 million of expiring bonds.

During the year ended December 31, 2023, we repaid approximately \$6.0 million of notes and bonds that were either maturing or scheduled for a price reset. On a weighted-average basis, these borrowings bore interest at a stated rate of 3.73% and an effective interest rate (after interest patronage) of 3.56%.

**Fair Value**

ASC 820, “Fair Value Measurement (Subtopic 820)” (“ASC 820”), provides a definition of fair value that focuses on the exchange (exit) price of an asset or liability in the principal, or most advantageous, market and prioritizes the use of market-based inputs to the valuation. ASC 820-10 establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

- Level 1 — inputs that are based upon quoted prices (unadjusted) for identical assets or liabilities in active markets;
- Level 2 — inputs are based upon quoted prices for similar assets or liabilities in active or inactive markets or model-based valuation techniques, for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and
- Level 3 — inputs are generally unobservable and significant to the fair value measurement. These unobservable inputs are generally supported by little or no market activity and are based upon management’s estimates of assumptions that market participants would use in pricing the asset or liability.

As of December 31, 2023, the aggregate fair value of our notes and bonds payable was approximately \$29.4 million, as compared to an aggregate carrying value (excluding unamortized related debt issuance costs) of approximately \$576.8 million. The fair value of our long-term notes and bonds payable is valued using Level 3 inputs under the hierarchy established by ASC

820-10 and is determined by a discounted cash flow analysis, using discount rates based on management’s estimates of market interest rates on long-term debt with comparable terms. Further, due to the revolving nature and variable interest rates applicable to the MetLife Lines of Credit, their aggregate fair value as of December 31, 2023, is deemed to approximate their aggregate carrying value of \$200,000.

### Interest Rate Swap Agreements

In order to hedge our exposure to variable interest rates, we have entered into various interest rate swap agreements in connection with certain of our mortgage financings. In accordance with these swap agreements, we will pay our counterparty a fixed interest rate on a quarterly basis and receive payments from our counterparty equal to the respective stipulated floating rates. We have adopted the fair value measurement provision for these financial instruments, and the aggregate fair value of our interest rate swap agreements is recorded in Other assets, net or Other liabilities, net, as appropriate, on our accompanying Consolidated Balance Sheets. Generally, in the absence of observable market data, we will estimate the fair value of our interest rate swaps using estimates of certain data points, including estimated remaining life, counterparty credit risk, current market yield, and interest rate spreads of similar securities as of the measurement date. In accordance with the Financial Accounting Standards Board’s fair value measurement guidance, we have made an accounting policy election to measure the credit risk of our derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio. As of December 31, 2023, our interest rate swaps were valued using Level 2 inputs.

In addition, we have designated our interest rate swaps as cash flow hedges. For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is initially recorded in Accumulated other comprehensive income (loss) on the accompanying Consolidated Balance Sheets and subsequently reclassified into interest expense in the same period(s) during which the hedged transaction affects. During the next 12 months, we estimate that an additional \$2.2 million will be reclassified as a reduction to interest expense.

We had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk as of December 31, 2023 and 2022 (dollars in thousands):

Period	Number of Instruments	Aggregate Notional Amount
As of December 31, 2023	4	\$ 70,229
As of December 31, 2022	4	73,392

The following table presents the fair value of our interest rate swaps and their classification on the Consolidated Balance Sheets as of December 31, 2023 and 2022 (dollars in thousands):

Derivative Type	Balance Sheet Location	Derivative Asset (Liability) Fair Value	
		December 31, 2023	December 31, 2022
Derivatives Designated as Hedging Instruments:			
Interest rate swaps	Other assets, net	\$ 7,366	\$ 9,007
<b>Total</b>		<b>\$ 7,366</b>	<b>\$ 9,007</b>

The following table presents the amount of income (loss) recognized in comprehensive income within our consolidated financial statements for the years ended December 31, 2023, 2022, and 2021 (dollars in thousands):

	For the Years Ended		
	December 31, 2023	December 31, 2022	December 31, 2021
Derivative in cash flow hedging relationship:			
Interest rate swaps	\$ (1,641)	\$ 10,043	\$ 464
<b>Total</b>	<b>\$ (1,641)</b>	<b>\$ 10,043</b>	<b>\$ 464</b>

### Credit-risk-related Contingent Features

We have agreements with each of our derivative counterparties that contain a provision where if we default on any of our indebtedness, then we could also be declared in default on our derivative obligations. As of December 31, 2023, we did not have any derivatives in a net liability position, nor have we posted any collateral related to these agreements.

### NOTE 5. MANDATORILY-REDEEMABLE PREFERRED STOCK

#### Series A Term Preferred Stock

In August 2016, we completed a public offering of 6.375% Series A Cumulative Term Preferred Stock, par value \$0.001 per share (the “Series A Term Preferred Stock”), at a public offering price of \$25.00 per share. As a result of this offering (including the underwriters’ exercise of their option to purchase additional shares to cover over-allotments), we issued a total of 1,150,000 shares of the Series A Term Preferred Stock for gross proceeds of approximately \$28.8 million and net proceeds, after deducting underwriting discounts and offering expenses borne by us, of approximately \$27.6 million.

On February 12, 2021, we redeemed all of our outstanding shares of Series A Term Preferred Stock at a cash redemption price of \$5.00 per share plus all accrued and unpaid dividends up to, but excluding, the redemption date. In total, we paid approximately \$28.8 million for the redemption of the Series A Term Preferred Stock using proceeds from the offering of our Series D Term Preferred Stock (as defined below). Our Series A Term Preferred Stock was delisted from Nasdaq on the date we redeemed all outstanding shares. In connection with this early redemption, we wrote off approximately \$127,000 of unamortized issuance costs related to the issuance of the Series A Term Preferred Stock.

#### *Series D Term Preferred Stock*

In January 2021, we completed a public offering of 5.00% Series D Cumulative Term Preferred Stock, par value \$0.001 per share (the “Series D Term Preferred Stock”), at a public offering price of \$25.00 per share. As a result of this offering (including the underwriters’ exercise of their option to purchase additional shares to cover over-allotments), we issued a total of 2,415,000 shares of the Series D Term Preferred Stock for gross proceeds of approximately \$60.4 million and net proceeds, after deducting underwriting discounts and offering expenses borne by us, of approximately \$58.3 million. The Series D Term Preferred Stock is traded under the ticker symbol “LANDM” on Nasdaq.

The shares of the Series D Term Preferred Stock have a mandatory redemption date of January 31, 2026, and are not convertible into our common stock or any other securities. Generally, we were not permitted to redeem shares of the Series D Term Preferred Stock prior to January 31, 2023, except in limited circumstances to preserve our qualification as a REIT. On or after January 31, 2023, we may redeem the shares at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends up to, but excluding, the date of redemption.

We incurred approximately \$2.1 million in total offering costs related to this issuance, which have been recorded net of the Series D Term Preferred Stock as presented on the accompanying Consolidated Balance Sheets and are being amortized over the mandatory redemption period as a component of interest expense on the accompanying Consolidated Statements of Operations and Comprehensive Income. The Series D Term Preferred Stock is recorded as a liability on our accompanying Consolidated Balance Sheets in accordance with ASC 480, “Distinguishing Liabilities from Equity,” which states that mandatorily-redeemable financial instruments should be classified as liabilities. In addition, the related dividend payments are treated similarly to interest expense on the accompanying Consolidated Statements of Operations and Comprehensive Income.

As of December 31, 2023, the fair value of our Series D Term Preferred Stock was approximately \$7.4 million, as compared to the carrying value (exclusive of unamortized offering costs) of approximately \$60.4 million. The fair value of our Series D Term Preferred Stock uses Level 1 inputs under the hierarchy established by ASC 820-10 and is calculated based on the closing per-share price on December 31, 2023, of \$23.75.

For information on the dividends declared by our Board of Directors and paid by us on the Series D Term Preferred Stock during the year ended December 31, 2023, see Note 8, “*Equity—Distributions.*”

## **NOTE 6. RELATED-PARTY TRANSACTIONS**

### **Our Adviser and Administrator**

We are externally managed pursuant to contractual arrangements with our Adviser and our Administrator, which collectively employ all of our personnel and pay their salaries, benefits, and general expenses directly. Both our Adviser and Administrator are affiliates of ours, as their parent company is owned and controlled by David Gladstone, our chairman, chief executive officer, and president. In addition, two of our executive officers, Mr. Gladstone and Terry Brubaker (our chief operating officer), serve as directors and executive officers of each of our Adviser and Administrator. Michael LiCalsi, our general counsel and secretary (who also serves as our Administrator’s president, general counsel, and secretary) is also executive vice president of administration of our Adviser.

We have entered into an investment advisory agreement with our Adviser and an administration agreement with our Administrator (the “Administration Agreement”). The advisory agreement with our Advisor that was in effect through June 30, 2021 (the “Prior Advisory Agreement”), was amended and restated effective July 1, 2021 (as amended, the “Current Advisory Agreement,” and together with the Prior Advisory Agreement, the “Advisory Agreements”). Each of the Advisory Agreements and the Administration Agreement were approved unanimously by our Board of Directors, including our independent directors.

Our Board of Directors reviews and considers renewing the agreement with our Adviser each July. During its July 2023 meeting, our Board of Directors reviewed and renewed each of the Current Advisory Agreement and the Administration Agreement for an additional year, through August 31, 2024.

A summary of the compensation terms for each of the Advisory Agreements and a summary of the Administration Agreement is below.

***Advisory Agreements***

Pursuant to each of the Prior Advisory Agreement (which was in effect from January 1, 2020, through June 30, 2021) and the Current Advisory Agreement (which has been in effect since July 1, 2021), our Adviser is compensated in the form of a base management fee and, each as applicable, an incentive fee, a capital gains fee, and a termination fee. Our Adviser does not charge acquisition or disposition fees when we acquire or dispose of properties, as is common in other externally-managed REITs. Each of the base management, incentive, capital gains, and termination fees is described below.

***Base Management Fee***

Pursuant to the Prior Advisory Agreement, a base management fee was paid quarterly and was calculated at an annual rate of 0.50% (0.125% per quarter) of the prior calendar quarter's "Gross Tangible Real Estate," defined as the gross cost of tangible real estate owned by us (including land and land improvements, permanent plantings, irrigation and drainage systems, farm-related facilities, and other tangible site improvements), prior to any accumulated depreciation, and as shown on our balance sheet or the notes thereto for the applicable quarter.

Pursuant to the Current Advisory Agreement, a base management fee is paid quarterly and is calculated at an annual rate of 0.60% (0.15% per quarter) of the prior calendar quarter's Gross Tangible Real Estate.

***Incentive Fee***

Pursuant to each of the Advisory Agreements, an incentive fee is calculated and payable quarterly in arrears if the Pre-Incentive Fee FFO for a particular quarter exceeded a hurdle rate of 1.75% (7.0% annualized) of the prior calendar quarter's Total Adjusted Common Equity.

For purposes of this calculation, Pre-Incentive Fee FFO is defined in each of the Advisory Agreements as FFO (also as defined in each of the Advisory Agreements) accrued by the Company during the current calendar quarter (prior to any incentive fee calculation for the current calendar quarter), less any dividends declared on preferred stock securities that were not treated as a liability for GAAP purposes. In addition, Total Adjusted Common Equity is defined as common stockholders' equity plus non-controlling common interests in the Operating Partnership, if any (each as reported on our balance sheet), adjusted to exclude unrealized gains and losses and certain other one-time events and non-cash items.

Our Adviser receives: (i) no Incentive Fee in any calendar quarter in which the Pre-Incentive Fee FFO does not exceed the hurdle rate; (ii) 100% of the Pre-Incentive Fee FFO with respect to that portion of such Pre-Incentive Fee FFO, if any, that exceeds the hurdle rate but was less than 2.1875% in any calendar quarter (8.75% annualized); and (iii) 20% of the amount of the Pre-Incentive Fee FFO, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

***Capital Gains Fee***

Pursuant to each of the Advisory Agreements, a capital gains-based incentive fee is calculated and payable in arrears at the end of each fiscal year (or upon termination of the agreement with our Adviser). The capital gains fee shall equal: (i) 15% of the cumulative aggregate realized capital gains minus the cumulative aggregate realized capital losses, minus (ii) any aggregate capital gains fees paid in prior periods. For purposes of this calculation, realized capital gains and losses will be calculated as (x) the sales price of the property, minus (y) any costs to sell the property and the then-current gross value of the property (which includes the property's original acquisition price plus any subsequent, non-reimbursed capital improvements). At the end of each fiscal year, if this figure is negative, no capital gains fee shall be paid.

***Termination Fee***

Pursuant to each of the Advisory Agreements, in the event of our termination of the agreement with our Adviser for any reason (with 20 days' prior written notice and the vote of at least two-thirds of our independent directors), a termination fee would be payable to the Adviser equal to three times the sum of the average annual base management fee and incentive fee earned by the Adviser during the 24-month period prior to such termination.

***Administration Agreement***

Pursuant to the Administration Agreement, we pay for our allocable portion of the Administrator's expenses incurred while performing its obligations to us, including, but not limited to, rent and the salaries and benefits expenses of our Administrator's

employees, including our chief financial officer, treasurer, chief compliance officer, general counsel and secretary (who also serves as our Administrator’s president, general counsel, and secretary), and their respective staffs.

As approved by our Board of Directors, our allocable portion of the Administrator’s expenses is generally derived by multiplying our Administrator’s total expenses by the approximate percentage of time the Administrator’s employees perform services for us in relation to their time spent performing services for all companies serviced by our Administrator under similar contractual agreements.

### **Gladstone Securities**

We have entered into an agreement with Gladstone Securities, LLC (“Gladstone Securities”), for it to act as our non-exclusive agent to assist us with arranging financing for our properties (the “Financing Arrangement Agreement”). Gladstone Securities is a privately-held broker-dealer and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. Gladstone Securities is an affiliate of ours, as its parent company is owned and controlled by Mr. Gladstone, who also serves on the board of managers of Gladstone Securities. In addition, Michael LiCalsi, our General Counsel and Secretary, serves in several capacities for Gladstone Securities, including as chief legal officer, secretary, a member of its board of managers, and a managing principal.

### ***Financing Arrangement Agreement***

We pay Gladstone Securities a financing fee in connection with the services it provides to us for securing financing on our properties. Depending on the size of the financing obtained, the maximum amount of the financing fee, which will be payable upon closing of the respective financing, will range from 0.5% to 1.0% of the amount of financing obtained. The amount of the financing fee may be reduced or eliminated as determined by us and Gladstone Securities after taking into consideration various factors, including, but not limited to, the involvement of any unrelated third-party brokers and general market conditions.

We did not pay any financing fees to Gladstone Securities during the year ended December 31, 2023. During the years ended December 31, 2022, and 2021, we paid total financing fees to Gladstone Securities of approximately \$154,000 and \$166,000, respectively. Through December 31, 2023, the total amount of financing fees paid to Gladstone Securities represented approximately 0.14% of the total financings secured since the Financing Arrangement Agreement has been in place.

### ***Dealer-Manager Agreements***

We have entered into dealer-manager agreements with Gladstone Securities (collectively, the “Dealer-Manager Agreements”), pursuant to which Gladstone Securities served or serves as our exclusive dealer-manager in connection with the offering of our Series C Preferred Stock and Series E Preferred Stock (each as defined in Note 8, “*Equity—Equity Issuances*”).

Pursuant to the Dealer-Manager Agreements, Gladstone Securities provided or provides certain sales, promotional, and marketing services to us in connection with the offering of the Series C Preferred Stock and Series E Preferred Stock, and we generally paid or pay Gladstone Securities for the following:

- With regard to the Series C Preferred Stock:
  - i selling commissions of up to 6.0% of the gross proceeds from sales in the offering (the “Series C Selling Commissions”), and
  - ii a dealer-manager fee of 3.0% of the gross proceeds from sales in the offering (the “Series C Dealer-Manager Fee”).
- With regard to the Series E Preferred Stock:
  - i selling commissions of up to 7.0% of the gross proceeds from sales in the offering (the “Series E Selling Commissions,” and together with the Series C Selling Commissions, the “Selling Commissions”), and
  - ii a dealer-manager fee of 3.0% of the gross proceeds from sales in the offering (the “Series E Dealer-Manager Fee,” and together with the Series C Dealer-Manager Fee, the “Dealer-Manager Fees”).

No Selling Commissions or Dealer-Manager Fees shall be paid with respect to shares of the Series C Preferred Stock sold pursuant to our dividend reinvestment plan (the “DRIP”) for the Series C Preferred Stock. Gladstone Securities may, in its sole discretion, remit all or a portion of the Selling Commissions and also reallocate all or a portion of the Dealer-Manager Fees to participating broker-dealers and wholesalers in support of the offerings. The terms of each of the Dealer-Manager Agreements were approved by our Board of Directors, including all of our independent directors.

The following tables summarize the total Selling Commissions and Dealer-Manager Fees paid to Gladstone Securities during the years ended December 31, 2023, 2022, and 2021 (dollars in thousands):

	For the Years Ended December 31,		
	2023	2022	2021
Series C Preferred Stock	\$ —	\$ 13,471	\$ 4,961
Series E Preferred Stock	583	—	—
<b>Total Selling Commissions and Dealer-Manager Fees</b>	<b>\$ 583</b>	<b>\$ 13,471</b>	<b>\$ 4,961</b>

Selling Commissions and Dealer-Manager Fees paid to Gladstone Securities are netted against the gross proceeds received from sales of the respective securities and are included within Additional paid-in capital on the accompanying Consolidated Balance Sheets.

#### Related Party Fees

The following table summarizes related-party fees paid or accrued for and reflected in our accompanying consolidated financial statements (dollars in thousands):

	For the Years Ended December 31,		
	2023	2022	2021
Base management fee <sup>(1)(2)</sup>	\$ 8,603	\$ 8,307	\$ 6,329
Incentive fee <sup>(1)(2)</sup>	1,771	3,225	3,901
<b>Total fees to our Adviser</b>	<b>\$ 10,374</b>	<b>\$ 11,532</b>	<b>\$ 10,230</b>
<b>Administration fee<sup>(1)(2)</sup></b>	<b>\$ 2,255</b>	<b>\$ 2,005</b>	<b>\$ 1,526</b>
Selling Commissions and Dealer-Manager Fees <sup>(1)(3)</sup>	\$ 583	\$ 13,471	\$ 4,961
Financing fees <sup>(1)(4)</sup>	—	154	166
<b>Total fees to Gladstone Securities</b>	<b>\$ 583</b>	<b>\$ 13,625</b>	<b>\$ 5,127</b>

(1) Pursuant to the agreements with the respective related-party entities, as discussed above.

(2) Reflected as a line item on our accompanying Consolidated Statements of Operations and Comprehensive Income.

(3) Included within Additional paid-in capital on the accompanying Consolidated Balance Sheets.

(4) Included within Notes and bonds payable, net on the Consolidated Balance Sheets and amortized into Interest expense on the Consolidated Statements of Operations and Comprehensive Income.

#### Related-Party Fees Due

Amounts due to related parties on our accompanying Consolidated Balance Sheets as of December 31, 2023 and 2022 were as follows (dollars in thousands):

	December 31, 2023	December 31, 2022
Base management fee	\$ 2,156	\$ 2,141
Incentive fee	982	1,589
Other, net <sup>(1)</sup>	49	80
<b>Total due to Adviser</b>	<b>3,187</b>	<b>3,810</b>
Administration fee	546	536
Cumulative accrued but unpaid portions of prior Administration Fees <sup>(2)</sup>	141	—
<b>Total due to Administrator</b>	<b>687</b>	<b>536</b>
<b>Total due to Gladstone Securities<sup>(3)</sup></b>	<b>—</b>	<b>24</b>
<b>Total due to related parties<sup>(4)</sup></b>	<b>\$ 3,874</b>	<b>\$ 4,370</b>

(1) Other amounts due to or from our Adviser primarily relate to miscellaneous general and administrative expenses either paid by our Adviser on our behalf or by us on our Adviser's behalf.

(2) Represents the cumulative accrued but unpaid portion of prior Administration fees that are scheduled to be paid during the three months ending September 30 of each year, which is the quarter following our Administrator's fiscal year end.

(3) Represents certain costs related to sales of preferred stock paid by Gladstone Securities on our behalf.

(4) Reflected as a line item on our accompanying Consolidated Balance Sheets.

#### NOTE 7. COMMITMENTS AND CONTINGENCIES



### Operating Obligations

In connection with the execution of certain lease agreements, we have committed to provide capital improvements on certain of our farms. Below is a summary of certain of those projects for which we have incurred or accrued costs as of December 31, 2023 (dollars in thousands):

Farm Locations	Farm Acreage	Total Commitment	Obligated Completion Date <sup>(1)</sup>	Amount Expended or Accrued as of December 31, 2023
Columbia, OR	157	1,800 <sup>(2)</sup>	Q3 2024	1,146
St. Lucie, FL	549	230	Q3 2025	185
Atkinson, GA	175	175	Q3 2025	30
Ventura, CA	402	1,000 <sup>(2)</sup>	Q4 2025	448
Napa, CA	270	1,635 <sup>(2)</sup>	Q4 2029	1,158
Wicomico & Caroline, MD, and Sussex, DE	833	115	Q3 2030	49
Franklin & Grant, WA, & Umatilla, OR	1,126	2,169 <sup>(2)</sup>	Q4 2032	1,997

<sup>(1)</sup> Our obligation to provide capital to fund these improvements does not extend beyond these respective dates.

<sup>(2)</sup> Pursuant to contractual agreements, we will earn additional rent on the cost of these capital improvements as the funds are disbursed by us.

### Ground Lease Obligations

In connection with certain farms acquired through a leasehold interest, we assumed certain ground lease arrangements under which we are the lessee. These operating ground leases have lease expiration dates ranging from February 2025 through December 2041, and none of these leases contain any extension, renewal, or termination options. At lease commencement, the net present value of the minimum lease payments was determined by discounting the respective future minimum lease payments using a discount rate equivalent to our fully-collateralized borrowing rate ranging from 4.22% to 8.72%.

As of December 31, 2023 and 2022, we recorded the following as a result of these operating ground leases (dollars in thousands, except for footnotes):

	December 31, 2023	December 31, 2022
Operating lease right-of-use assets <sup>(1)</sup>	\$ 574	\$ 623
Operating lease liabilities <sup>(2)</sup>	\$ 568	\$ 617
Weighted-average remaining lease term (years)	15.0	15.3
Weighted-average incremental borrowing rate	8.12 %	7.93 %

<sup>(1)</sup> Operating lease right-of-use assets are shown net of prepaid lease payments of approximately \$ 6,000 for each of the years ended December 31, 2023 and 2022 and are included within Other assets, net on the accompanying Consolidated Balance Sheets.

<sup>(2)</sup> Included within Other liabilities, net on the accompanying Consolidated Balance Sheets.

Future minimum lease payments due under the remaining non-cancelable terms of these leases as of December 31, 2023, are as follows (dollars in thousands):

Period	Future Lease Payments <sup>(1)</sup>
For the fiscal years ending December 31: 2024	\$ 92
2025	62
2026	62
2027	62
2028	62
Thereafter	631
Total undiscounted lease payments	971
Less: imputed interest	(403)
<b>Present value of lease payments</b>	<b>\$ 568</b>

<sup>(1)</sup> Certain annual lease payments are set at the beginning of each year to then-current market rates (as determined by the lessor). The amounts shown above represent estimated amounts based on the lease rates currently in place.

As a result of these ground leases, we recorded lease expense (included within Property operating expenses on the accompanying Consolidated Statement of Operations and Comprehensive Income) of approximately \$103,000, \$92,000, and \$81,000 during the years ended December 31, 2023, 2022, and 2021, respectively.

#### **Litigation**

In the ordinary course of business incidental to our business, we may be involved in various legal proceedings from time to time which we may not consider material. We are not currently subject to any known material litigation known or, to our knowledge, threatened litigation.

#### **NOTE 8. EQUITY**

##### **Amendment to Articles of Incorporation and Operating Partnership Agreement**

On January 13, 2021, we amended our articles of incorporation (i) setting forth the rights, preferences, and terms of the Series D Term Preferred Stock and (ii) reclassifying and designating 3,600,000 shares of our authorized and unissued shares of common stock as shares of Series D Term Preferred Stock. In connection with the authorization of the Series D Term Preferred Stock, we amended our Operating Partnership agreement to provide for the establishment and issuance of an equal number of 5.00% Series D Cumulative Term Preferred Units (the “Series D Term Preferred Units”) as are issued shares of the Series D Term Preferred Stock by the Company. Generally, the Series D Term Preferred OP Units have preferences, distribution rights, and other provisions substantially equivalent to those of the Series D Term Preferred Stock.

On November 9, 2022, we further amended our articles of incorporation (i) reclassifying and designating 15,551,347 authorized but unissued shares of our Series C Preferred Stock and 1,185,000 authorized but unissued shares of our Series D Term Preferred Stock as shares of common stock, (ii) setting forth the rights, preferences, and terms of the Series E Preferred Stock, and (iii) reclassifying and designating 16,000,000 shares of our authorized and unissued shares of common stock as shares of Series E Term Preferred Stock. In connection with the authorization of the Series E Preferred Stock, we amended our Operating Partnership agreement to provide for the establishment and issuance of an equal number of 5.00% Series E Cumulative Redeemable Preferred Units (the “Series E Preferred OP Units”) as are issued shares of the Series E Preferred Stock by the Company. Generally, the Series E Preferred OP Units have preferences, distribution rights, and other provisions substantially equivalent to those of the Series E Preferred Stock.

##### **Registration Statement**

On March 6, 2020, we filed a universal registration statement on Form S-3 (File No. 333-236943) with the SEC (the “2020 Registration Statement”). The 2020 Registration Statement, which was declared effective by the SEC on April 1, 2020, permitted us to issue up to an aggregate of \$1.0 billion in securities, consisting of common stock, preferred stock, warrants, debt securities, depository shares, subscription rights, and units, including through separate, concurrent offerings of two or more of such securities. Under the 2020 Registration Statement, we issued a total of approximately 10,254,072 shares of Series C Preferred Stock for gross proceeds of approximately \$253.9 million, 2,415,000 shares of Series D Term Preferred Stock for gross proceeds of approximately \$0.4 million, 77,841 shares of Series E Preferred Stock for gross proceeds of approximately \$1.9 million, and 14,367,524 shares of common stock (including common stock issued to redeem OP Units) for gross proceeds of approximately \$80.9 million.

On March 28, 2023, we filed a universal registration statement on Form S-3, as amended (File No. 333-270901), with the SEC (the “2023 Registration Statement”) to replace the 2020 Registration Statement. The 2023 Registration Statement, which was declared effective by the SEC on April 13, 2023, permits us to issue up to an aggregate of \$1.5 billion in securities consisting of common stock, preferred stock, warrants, debt securities, depository shares, subscription rights, and units, including through separate, concurrent offerings of two or more securities. Through December 31, 2023, we have issued a total of 159,600 shares of Series E Preferred Stock for gross proceeds of approximately \$4.0 million and 124,460 shares of common stock for gross proceeds of approximately \$2.2 million under the 2023 Registration Statement. See Note 11, “*Subsequent Events*,” for equity issuances completed subsequent to December 31, 2023.

##### **Equity Issuances**

###### ***Series C Preferred Stock***

On April 3, 2020, we filed a prospectus supplement with the SEC for a continuous public offering (the “Series C Offering”) of up to 26,000,000 shares of our newly-designated 6.00% Series C Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series C Preferred Stock”). The Series C Offering permitted us to sell up to 20,000,000 shares (the “Primary Series C Offering”) of our Series C Preferred Stock on a “reasonable best efforts” basis through Gladstone Securities at an offering price of \$25.00 per share and up to 6,000,000 shares of our Series C Preferred Stock pursuant to the DRIP at a price of \$22.75 per share. On August 24, 2022, we amended the Series C Offering, to (i) reduce the amount of shares of the Series C Preferred Stock offered through the Primary Series C Offering to 10,200,000, (ii) reduce the amount of shares of the Series C Preferred Stock offered pursuant to the DRIP to 200,000, and (iii) reduce the duration of the period during which shares of the Series C Preferred Stock may be offered to the earlier of (a) December 31, 2022 (unless earlier terminated or extended by our Board of Directors) or (b) the date on which all 10,200,000 shares of the Series C Preferred Stock offered in the Primary Series C Offering are sold. In conjunction with the amendment of the Series C Offering, we expensed approximately \$798,000 of unamortized deferred offering costs. These costs were recorded to Write-off of costs associated with the offering of Series C cumulative redeemable preferred stock on the accompanying Consolidated Statements of Operations and Comprehensive Income during the year ended December 31, 2022.

The Primary Series C Offering terminated on December 31, 2022, with substantially all of the allotted 10,200,000 shares being sold. In addition, the Series C Preferred Stock DRIP was terminated effective March 22, 2023. Exclusive of redemptions, the Primary Series C Offering resulted in total gross proceeds of approximately \$252.6 million and net proceeds, after deducting Series C Selling Commissions, Series C Dealer-Manager Fees, and offering expenses payable by us, of approximately \$230.5 million. See Note 6, “*Related-Party Transactions—Gladstone Securities—Dealer-Manager Agreements*,” for a discussion of the commissions and fees paid to Gladstone Securities in connection with the Series C Offering.

The following table provides information on sales of the Series C Preferred Stock that occurred during the years ended December 31, 2022, and 2021 (dollars in thousands, except per-share amounts):

	Years Ended December 31,	
	2022	2021
Number of shares sold <sup>(1)</sup>	6,701,987	2,407,027
Weighted-average offering price per share	\$ 24.76	\$ 24.81
Gross proceeds	\$ 165,941	\$ 59,720
Net proceeds <sup>(2)</sup>	\$ 152,470	\$ 54,760

<sup>(1)</sup> Excludes shares issued pursuant to the DRIP. During the years ended December 31, 2023, 2022, and 2021, we issued approximately 14,069 shares, 34,628 shares, and 7,791 shares, respectively, of the Series C Preferred Stock pursuant to the DRIP.

<sup>(2)</sup> Net of Series C Selling Commissions, Series C Dealer-Manager Fees, and underwriting discounts.

In addition, during the years ended December 31, 2023, 2022, and 2021, 48,913 shares, 38,595 shares, and 9,920 shares, respectively, of Series C Preferred Stock were tendered for optional redemption, which we satisfied with aggregate cash payments of approximately \$1.2 million, \$901,000, and \$248,000, respectively.

During the year ended December 31, 2023, we listed the Series C Preferred Stock on Nasdaq under the ticker symbol “LANDP.” Trading of the Series C Preferred Stock on Nasdaq commenced on June 8, 2023.

#### **Series E Preferred Stock**

On November 9, 2022, we filed a prospectus supplement with the SEC for a continuous public offering (the “Series E Offering”) of up to 8,000,000 shares of our newly-designated 5.00% Series E Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series E Preferred Stock”), on a “reasonable best efforts” basis through Gladstone Securities at an offering price of \$25.00 per share. See Note 6, “*Related-Party Transactions—Gladstone Securities—Dealer-Manager Agreements*,” for a discussion of the commissions and fees to be paid to Gladstone Securities in connection with the Series E Offering.

No shares of the Series E Preferred Stock had been sold during the year ended December 31, 2022. The following table provides information on sales of our Series E Preferred Stock during the year ended December 31, 2023 (dollars in thousands, except per-share amounts):

	Year Ended December 31, 2023
Number of shares sold	237,441
Weighted-average offering price per share	\$ 24.96
Gross proceeds	\$ 5,925
Net proceeds <sup>(1)</sup>	\$ 5,342

<sup>(1)</sup> Net of Selling Commissions, Dealer-Manager Fees, and underwriting discounts.

Refer to Note 11, “*Subsequent Events—Equity Activity—Series E Preferred Stock*,” for sales of the Series E Preferred Stock completed subsequent to December 31, 2023.

In addition, during the year ended December 31, 2023, 1,600 shares of Series E Preferred Stock were tendered for optional redemption, which we satisfied with an aggregate cash payment of approximately \$36,000.

The Series E Offering will terminate on the date (the “Series E Termination Date”) that is the earlier of (i) December 31, 2025 (unless terminated or extended by its Board of Directors) and (ii) the date on which all 8,000,000 shares of Series E Preferred Stock offering in the Series E Offering are sold. There is currently no public market for shares of Series E Preferred Stock. The Company intends to apply to list the Series E Preferred Stock on Nasdaq or another national securities exchange within one 12 months after the Series E Termination Date; however, there can be no assurance that a listing will be achieved in such timeframe, or at all.

**Common Stock**

*At-the-Market Program*

On May 12, 2020, we entered into equity distribution agreements (commonly referred to as “at-the-market agreements”) with Virtu Americas LLC and Ladenburg Thalmann & Co. Inc. (each a “Sales Agent”), that as subsequently amended, permitted us to issue and sell, from time to time and through the Sales Agents, shares of our common stock having an aggregate offering price up to \$260.0 million (the “Prior ATM Program”). On April 13, 2023, we entered into separate amended and restated equity distribution agreements with the Sales Agents to allow us to sell shares of our common stock having an aggregate offering price of up to \$500.0 million (the “New ATM Program,” and collectively with the Prior ATM Program, the “ATM Program”). The following table provides information on shares of common stock sold by the Sales Agents under the ATM Program during the years ended December 31, 2023, 2022, and 2021 (dollars in thousands, except per-share amounts):

	Years Ended December 31,		
	2023	2022	2021
Number of shares sold	788,045	840,384	7,990,994
Weighted-average offering price per share	\$ 19.34	\$ 26.47	\$ 21.70
Gross proceeds	\$ 15,240	\$ 22,242	\$ 173,428
Net proceeds <sup>(1)</sup>	\$ 15,087	\$ 21,993	\$ 171,693

<sup>(1)</sup> Net of underwriting commissions.

**Non-Controlling Interests in Operating Partnership**

We consolidate our Operating Partnership, which is a majority-owned partnership. As of December 31, 2023, 2022, and 2021, we owned approximately 100.0%, 100.0%, and 99.4%, respectively, of the outstanding OP Units. As of each of December 31, 2023 and 2022, there were no OP Units held by non-controlling OP Unitholders. As of December 31, 2021, there were 204,778 OP Units held by non-controlling OP Unitholders.

On or after 12 months after becoming a holder of OP Units, each non-controlling OP Unitholder has the right, subject to the terms and conditions set forth in the partnership agreement of the Operating Partnership, to require the Operating Partnership to redeem all or a portion of such units in exchange for cash or, at the Company’s option, shares of our common stock on a one-for-one basis. The cash redemption per OP Unit would be based on the market price of our common stock at the time of redemption. A limited partner will not be entitled to exercise redemption rights if the delivery of common stock to the redeeming limited partner would breach restrictions on the ownership of common stock imposed under our charter and other limitations thereof.

Regardless of the rights described above, the Operating Partnership will not have an obligation to issue cash to a unitholder upon a redemption request if the Company elects to redeem the OP Units for shares of its common stock. When a non-controlling unitholder redeems OP Units and the Company elects to satisfy that redemption through the issuance of common stock, non-controlling interest in the Operating Partnership is reduced and stockholders’ equity is increased.

During the year ended December 31, 2021, we issued 204,778 OP Units to noncontrolling OP Unitholders representing an aggregate value of approximately \$4.0 million, or \$19.42 per OP Unit. During the year ended December 31, 2022, we redeemed those 204,778 OP Units with a cash payment of approximately \$7.7 million or \$37.45 per OP Unit.

The Operating Partnership is required to make distributions on each OP Unit in the same amount as those paid on each share of the Company’s common stock, with the distributions on the OP Units held by the Company being utilized to make distributions to the Company’s common stockholders.

## Distributions

The per-share distributions to preferred and common stockholders declared by our Board of Directors during the years ended December 31, 2023, 2022, and 2021 are reflected in the table below.

Issuance	For the Years Ended December 31,		
	2023	2022	2021
Series A Term Preferred Stock <sup>(1)(2)</sup>	\$ —	\$ —	\$ 0.181510
Series B Preferred Stock	1.500000	1.500000	1.500000
Series C Preferred Stock	1.500000	1.500000	1.500000
Series D Term Preferred Stock <sup>(1)(3)</sup>	1.250004	1.250004	1.184031
Series E Preferred Stock	1.250004	—	—
Common Stock <sup>(4)</sup>	0.553500	0.546300	0.540750

<sup>(1)</sup> Dividends are treated similar to interest expense on the accompanying Consolidated Statements of Operations and Comprehensive Income.

<sup>(2)</sup> The Series A Term Preferred Stock was redeemed in full on February 12, 2021.

<sup>(3)</sup> The Series D Term Preferred Stock was issued on January 19, 2021.

<sup>(4)</sup> The same amounts were paid as distributions on each OP Unit held by non-controlling OP Unitholders.

For federal income tax characterization purposes, distributions paid to stockholders may be characterized as ordinary income, capital gains, return of capital, or a combination thereof. The characterization of distributions on our preferred and common stock during each of the years ended December 31, 2023, 2022, and 2021 is reflected in the following table:

	Ordinary Income	Long-term Capital Gain	Return of Capital
<b>For the Year Ended December 31, 2023</b>			
Series B Preferred Stock	30.782342 %	22.611772 %	46.605886 %
Series C Preferred Stock	30.782342 %	22.611772 %	46.605886 %
Series D Term Preferred Stock	30.782342 %	22.611772 %	46.605886 %
Series E Preferred Stock	30.782342 %	22.611772 %	46.605886 %
Common Stock	— %	— %	100.000000 %
<b>For the Year Ended December 31, 2022</b>			
Series B Preferred Stock	34.205000 %	— %	65.795000 %
Series C Preferred Stock	34.205000 %	— %	65.795000 %
Series D Term Preferred Stock	34.205000 %	— %	65.795000 %
Common Stock	— %	— %	100.000000 %
<b>For the Year Ended December 31, 2021</b>			
Series A Term Preferred Stock	54.534493 %	— %	45.465507 %
Series B Preferred Stock	54.534493 %	— %	45.465507 %
Series C Preferred Stock	54.534493 %	— %	45.465507 %
Series D Term Preferred Stock	54.534493 %	— %	45.465507 %
Common Stock	— %	— %	100.000000 %

## NOTE 9. LEASE REVENUES

The following table sets forth the components of our lease revenue for the years ended December 31, 2023, 2022, and 2021 (dollars in thousands, except for footnotes):

	For the Years Ended December 31,		
	2023	2022	2021
Fixed lease payments <sup>(1)</sup>	\$ 83,695	\$ 81,423	\$ 69,998
Variable lease payments <sup>(2)</sup>	6,624	7,813	5,320
<b>Lease revenue, net<sup>(3)</sup></b>	<b>\$ 90,319</b>	<b>\$ 89,236</b>	<b>\$ 75,318</b>

- (1) Fixed lease payments include contractual rents under lease agreements with tenants recognized on a straight-line basis over the respective lease terms and includes the amortization of above-market lease values and lease incentives and the accretion of below-market lease values and other deferred revenue.
- (2) Variable lease payments include participation rents, which are generally based on a percentage of the gross crop revenues earned on the farm, and reimbursements of certain property operating expenses by tenants. Participation rents are generally recognized when all contingencies have been resolved and when actual results become known or estimable, enabling us to estimate and/or measure our share of such gross revenues. During the years ended December 31, 2023, 2022, and 2021, we recorded participation rents of approximately \$5.9 million, \$7.7 million, and \$5.2 million, respectively, and reimbursements of certain property operating expenses by tenants of approximately \$688,000, \$110,000, and \$101,000, respectively. In addition, during the year ended December 31, 2023, we recorded late fees of approximately \$46,000.
- (3) Reflected as a line item on our accompanying Consolidated Statements of Operations and Comprehensive Income.

**NOTE 10. EARNINGS PER SHARE OF COMMON STOCK**

The following table sets forth the computation of basic and diluted earnings per common share for the years ended December 31, 2023, 2022, and 2021, computed using the weighted-average number of common shares outstanding during the respective periods. Earnings figures are presented net of non-controlling interests in the earnings per share calculations. The non-controlling limited partners' outstanding OP Units (which may be redeemed for shares of common stock) have been excluded from the diluted per-share calculation, as there would be no effect on the amounts since the non-controlling OP Unitholders' share of earnings would also be added back to net income or loss.

	For the Years Ended December 31,		
	2023	2022	2021
<i>(Dollars in thousands, except per-share amounts):</i>			
Net loss attributable to common stockholders	\$ (9,852)	\$ (15,010)	\$ (8,763)
Weighted average shares of common stock outstanding – basic and diluted	35,733,742	34,563,460	30,357,268
<b>Loss per common share – basic and diluted</b>	<b>\$ (0.28)</b>	<b>\$ (0.43)</b>	<b>\$ (0.29)</b>

The weighted-average number of OP Units held by non-controlling OP Unitholders was 0, 61,714, and 166,067 for the years ended December 31, 2023, 2022, and 2021, respectively.

**NOTE 11. SUBSEQUENT EVENTS**

**Portfolio Activity—Property Sale**

On January 11, 2024, we completed the sale of a 3,748-acre farm in Martin County, Florida, for approximately \$65.7 million. Including closing costs, we recognized a net gain on the sale of approximately \$10.4 million.

**2024 California Floods**

In February 2024, certain parts of California, particularly the southern part of the state, experienced a “one-in-one-thousand year” rainfall event, as atmospheric river storms caused widespread flooding and mudslides in multiple areas. Certain of our farms in the state suffered minor damage as a result of the storms, but no farms were materially impacted.

**Financing Activity**

**Debt Activity—Loan Maturities**

Subsequent to December 31, 2023, we repaid \$16.2 million in maturing bonds that bore interest at a weighted-average annual rate of 3.15%.

**Equity Activity**

The following table provides information on equity sales that have occurred subsequent to December 31, 2023 (dollars in thousands, except per-share amounts):

Type of Issuance	Number of Shares Sold	Weighted Average Offering Price Per Share	Gross Proceeds	Net Proceeds <sup>(1)</sup>
Series E Preferred Stock	10,340	\$ 25.00	\$ 259	\$ 233

(1) Net of Selling Commissions and Dealer-Manager Fees or underwriting discounts and commissions (in each case, as applicable).

**Distributions**

On January 9, 2024, our Board of Directors authorized and we declared the following monthly cash distributions to holders of our preferred and common stock:

<u>Issuance</u>	<u>Record Date</u>	<u>Payment Date</u>	<u>Distribution per Share</u>
<b>Series B Preferred Stock:</b>	January 23, 2024	January 31, 2024	\$ 0.125
	February 21, 2024	February 29, 2024	0.125
	March 21, 2024	March 29, 2024	0.125
	<b>Total Series B Preferred Stock Distributions:</b>		<b>\$ 0.375</b>
<b>Series C Preferred Stock:</b>	January 23, 2024	January 31, 2024	\$ 0.125
	February 21, 2024	February 29, 2024	0.125
	March 21, 2024	March 29, 2024	0.125
	<b>Total Series C Preferred Stock Distributions:</b>		<b>\$ 0.375</b>
<b>Series D Term Preferred Stock:</b>	January 23, 2024	January 31, 2024	\$ 0.104167
	February 21, 2024	February 29, 2024	0.104167
	March 21, 2024	March 29, 2024	0.104167
	<b>Total Series D Term Preferred Stock Distributions:</b>		<b>\$ 0.312501</b>
<b>Series E Preferred Stock:</b>	January 25, 2024	February 5, 2024	\$ 0.104167
	February 27, 2024	March 5, 2024	0.104167
	March 26, 2024	April 5, 2024	0.104167
	<b>Total Series E Preferred Stock Distributions:</b>		<b>\$ 0.312501</b>
<b>Common Stock<sup>(1)</sup>:</b>	January 23, 2024	January 31, 2024	\$ 0.0465
	February 21, 2024	February 29, 2024	0.0465
	March 21, 2024	March 29, 2024	0.0465
	<b>Total Common Stock Distributions:</b>		<b>\$ 0.1395</b>

<sup>(1)</sup> The same amounts paid to common stockholders will be paid as distributions on each OP Unit held by non-controlling OP Unitholders as of the above record dates.

**GLADSTONE LAND CORPORATION**  
**SCHEDULE III—REAL ESTATE AND ACCUMULATED DEPRECIATION**  
**December 31, 2023**  
**(In Thousands)**

Location and Description of Property	Date Acquired	Encumbrances	Initial Cost			Subsequent Capitalized Additions			Total Cost			Accumulated Depreciation <sup>(2)</sup>	
			Land and Land Improvements	Buildings & Improvements	Permanent Plantings	Land Improvements	Buildings & Improvements	Permanent Plantings	Land and Land Improvements	Buildings & Improvements	Permanent Plantings		Total <sup>(1)</sup>
Santa Cruz County, California: Land & Improvements	6/16/1997	\$ 7,219	\$ 4,350	\$ —	\$ —	\$ —	\$ 622	\$ —	\$ 4,350	\$ 622	\$ —	\$ 4,972	\$ (429)
Ventura County, California: Land, Buildings & Improvements	9/15/1998	28,133	9,895	5,256	—	—	365	—	9,895	5,621	—	15,516	(4,983)
Santa Cruz County, California: Land & Improvements	1/3/2011	6,295	8,328	—	—	443	545	—	8,771	545	—	9,316	(259)
Hillsborough County, Florida: Land, Buildings & Improvements	9/12/2012	—	2,199	1,657	—	14	1,796	—	2,213	3,453	—	5,666	(1,820)
Monterey County, California: Land, Buildings & Improvements	10/21/2013	4,512	7,187	164	—	180	3,064	—	7,367	3,228	—	10,595	(1,110)
Cochise County, Arizona: Land, Buildings & Improvements	12/27/2013	1,263	6,168	572	—	8	5,697	—	6,176	6,269	—	12,445	(2,098)
Santa Cruz County, California: Land, Building & Improvements	6/13/2014	1,224	5,576	207	—	—	27	—	5,576	234	—	5,810	(208)
Ventura County, California: Land, Buildings & Improvements	7/23/2014	890	6,219	505	—	—	85	—	6,219	590	—	6,809	(343)
Kern County, California: Land & Improvements	7/25/2014	1,047	5,841	67	—	—	974	—	5,841	1,041	—	6,882	(555)
Manatee County, Florida: Land, Buildings & Improvements	9/29/2014	—	8,466	5,426	—	—	3,734	—	8,466	9,160	—	17,626	(4,408)
Ventura County, California: Land, Buildings & Improvements	10/29/2014	14,332	23,673	350	—	—	2,303	—	23,673	2,653	—	26,326	(1,049)
Ventura County, California: Land & Improvements	11/4/2014	—	5,860	92	—	—	2	—	5,860	94	—	5,954	(86)
Monterey County, California: Land, Buildings & Improvements	1/5/2015	10,673	15,852	582	—	(156)	1,488	—	15,696	2,070	—	17,766	(1,054)
Manatee County, Florida: Land, Buildings & Improvements	3/10/2015	—	2,403	1,871	—	—	369	—	2,403	2,240	—	4,643	(1,618)
Hendry County, Florida: Land, Buildings & Improvements	6/25/2015	10,356	14,411	789	—	—	—	—	14,411	789	—	15,200	(678)
Rock County, Nebraska: Land, Buildings & Improvements	8/20/2015	—	4,862	613	—	—	32	—	4,862	645	—	5,507	(515)
Holt County, Nebraska: Land, Buildings & Improvements	8/20/2015	—	4,690	786	—	—	76	—	4,690	862	—	5,552	(509)
Kern County, California: Land & Improvements	9/3/2015	14,863	18,893	497	—	688	6,607	1,418	19,581	7,104	1,418	28,103	(3,293)
Cochise County, Arizona: Land, Buildings & Improvements	12/23/2015	—	4,234	1,502	—	142	3,779	—	4,376	5,281	—	9,657	(1,702)
Saguache County, Colorado: Land, Buildings & Improvements	3/3/2016	880	16,756	8,348	—	—	1,486	—	16,756	9,834	—	26,590	(6,599)
Fresno County, California: Land, Improvements & Permanent plantings	4/5/2016	7,235	3,623	1,228	11,455	28	2,540	(25)	3,651	3,768	11,430	18,849	(4,237)
Saint Lucie County, Florida: Land, Buildings & Improvements	7/1/2016	—	4,165	971	—	—	—	—	4,165	971	—	5,136	(728)
Baca County, Colorado: Land & Buildings	9/1/2016	3,185	6,167	214	—	—	—	—	6,167	214	—	6,381	(104)
Merced County, Colorado: Land & Improvements	9/14/2016	7,007	12,845	504	—	—	190	—	12,845	694	—	13,539	(317)
Stanislaus County, Colorado: Land & Improvements	9/14/2016	7,591	14,114	45	—	59	463	—	14,173	508	—	14,681	(179)
Fresno County, California: Land, Improvements & Permanent plantings	10/13/2016	3,159	2,937	139	3,452	—	—	—	2,937	139	3,452	6,528	(1,317)
Baca County, Colorado: Land & Improvements	12/28/2016	6,157	11,430	278	—	—	—	—	11,430	278	—	11,708	(278)
Martin County, Florida: Land & Improvements	1/12/2017	16,200	52,443	1,627	—	—	—	—	52,443	1,627	—	54,070	(445)
Yuma County, Arizona Land & Improvements	6/1/2017	11,040	12,390	12,191	—	151	16,646	—	12,541	28,837	—	41,378	(7,952)



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Fresno County, California: Land, Improvements & Permanent plantings	7/17/2017	6,160	5,048	777	7,818	3,614	2,209	(1,124)	8,662	2,986	6,694	18,342	(2,205)
Santa Barbara County, California: Land, Improvements & Permanent plantings	8/9/2017	3,225	4,559	577	397	(50)	377	1,484	4,509	954	1,881	7,344	(771)
Okeechobee County, Florida: Land & Improvements	8/9/2017	4,551	9,111	953	—	985	1,378	—	10,096	2,331	—	12,427	(1,073)
Walla Walla County, Washington: Land, Improvements & Permanent plantings	9/8/2017	4,230	5,286	401	3,739	(26)	—	68	5,260	401	3,807	9,468	(4,036)
Baca County, Colorado Land & Improvements	10/2/2017	—	924	—	—	—	—	—	924	—	—	924	—
Fresno County, California: Land, Improvements & Permanent plantings	12/15/2017	2,807	2,016	324	3,626	(1)	—	(3)	2,015	324	3,623	5,962	(2,169)
Kern County, California: Land & Improvements	1/31/2018	1,928	2,733	249	—	(4)	1,529	—	2,729	1,778	—	4,507	(431)
Collier & Hendry, Florida Land & Improvements	7/12/2018	19,951	36,223	344	—	1	—	—	36,224	344	—	36,568	(269)
Kings County, California: Land, Improvements & Permanent plantings	9/13/2018	3,898	3,264	284	3,349	5	—	5	3,269	284	3,354	6,907	(760)
Madera, California: Land, Improvements & Permanent plantings	11/1/2018	12,445	12,305	1,718	9,015	13	704	(563)	12,318	2,422	8,452	23,192	(1,602)
Hartley County, Texas: Land & Improvements	11/20/2018	—	7,320	1,054	—	3	96	—	7,323	1,150	—	8,473	(373)
Merced County, California: Land	12/6/2018	4,343	8,210	—	—	5	—	—	8,215	—	—	8,215	—
Madera County, California: Land & Improvements	4/9/2019	15,417	8,074	2,696	17,916	—	1,571	—	8,074	4,267	17,916	30,257	(4,554)
Allegan and Van Buren County, Michigan: Land & Improvements	6/4/2019	2,757	1,634	800	2,694	—	—	—	1,634	800	2,694	5,128	(841)
Yolo County, California: Land & Improvements	6/13/2019	4,632	5,939	665	2,648	—	—	—	5,939	665	2,648	9,252	(632)
Monterey County, California: Land & Improvements	7/11/2019	4,850	8,629	254	—	2,184	1,973	—	10,813	2,227	—	13,040	(324)
Martin County, Florida: Land & Improvements	7/22/2019	34,738	51,691	6,595	—	(2,629)	1	—	49,062	6,596	—	55,658	(2,244)
Fresno County, California: Land & Improvements	8/16/2019	37,156	24,772	13,410	31,420	(3)	1,332	10	24,769	14,742	31,430	70,941	(7,865)
Ventura County, California: Land & Improvements	8/28/2019	11,426	20,602	397	—	306	1,690	—	20,908	2,087	—	22,995	(559)
Napa County, California: Land & Improvements	8/29/2019	16,478	27,509	1,646	2,923	3,235	1,263	802	30,744	2,909	3,725	37,378	(1,592)
Hayes County, Nebraska: Land & Improvements	10/7/2019	2,907	4,750	264	—	16	1	—	4,766	265	—	5,031	(187)
Hayes & Hitchcock County, Nebraska: Land & Improvements	10/7/2019	5,478	9,275	431	—	20	1	—	9,295	432	—	9,727	(338)
Phillips County, Colorado: Land & Improvements	1/15/2020	4,377	6,875	660	—	—	7	—	6,875	667	—	7,542	(263)
Kern County, California: Land, Improvements & Permanent plantings	6/24/2020	7,846	12,521	1,325	370	—	121	—	12,521	1,446	370	14,337	(263)
Wicomico & Caroline County, Maryland, and Sussex County, Delaware: Land & Improvements	8/31/2020	4,147	6,703	626	—	—	460	—	6,703	1,086	—	7,789	(261)
Fresno County, California: Land & Improvements	9/3/2020	17,324	15,071	4,680	11,921	305	548	—	15,376	5,228	11,921	32,525	(2,700)
Fresno County, California: Land, Improvements & Permanent plantings	10/1/2020	17,369	7,128	9,206	15,242	8	441	16	7,136	9,647	15,258	32,041	(3,473)
Ventura County, California: Land & Improvements	12/15/2020	12,450	19,215	1,264	—	48	23	—	19,263	1,287	—	20,550	(347)
Tulare County, California: Land, Improvements & Permanent plantings	12/17/2020	9,292	26,952	6,420	28,152	36	9	37	26,988	6,429	28,189	61,606	(7,968)
Whatcom County, Washington: Land, Improvements, & Permanent plantings	12/24/2020	15,903	8,219	7,228	16,281	18	187	35	8,237	7,415	16,316	31,968	(4,179)
San Joaquin County, California: Land, Improvements, & Permanent plantings	12/24/2020	18,775	12,265	2,142	19,924	6	(996)	10	12,271	1,146	19,934	33,351	(5,969)
San Joaquin County, California: Land, Improvements, & Permanent plantings	3/11/2021	2,177	—	4,306	—	—	—	—	—	4,306	—	4,306	(1,038)
Tehama County, California Land & Improvements & Horticulture	4/5/2021	21,854	27,747	2,512	6,600	103	34	—	27,850	2,546	6,600	36,996	(2,037)

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Kern County, California Land & Improvements & Horticulture	6/4/2021	8,612	21,810	2,514	25,984	65	368	—	21,875	2,882	25,984	50,741	(6,550)
Van Buren County, Michigan: Land & Improvements & Horticulture	6/9/2021	7,603	3,677	4,391	5,233	14	44	70	3,691	4,435	5,303	13,429	(967)
Kern County, California Land & Improvements & Horticulture	8/11/2021	14,040	5,690	8,156	16,154	11	46	—	5,701	8,202	16,154	30,057	(3,829)
Yamhill County, Oregon Land & Improvements & Horticulture	8/11/2021	6,318	2,854	2,493	6,972	8	28	—	2,862	2,521	6,972	12,355	(1,413)
St. Lucie County, Florida Land & Improvements & Horticulture	8/18/2021	3,061	2,494	601	2,146	99	135	140	2,593	736	2,286	5,615	(599)
Kern County, California Land & Improvements & Horticulture	12/3/2021	13,295	22,363	2,894	62,744	23	67	—	22,386	2,961	62,744	88,091	(5,494)
Charlotte County, FL Land & Improvements & Horticulture	12/16/2021	4,621	7,275	75	—	1,937	647	—	9,212	722	—	9,934	(42)
Glenn, California Land & Improvements	6/16/2022	—	16,184	1,298	5,933	34	600	—	16,218	1,898	5,933	24,049	(1,150)
Franklin & Grant, Washington Land & Improvements & Horticulture	7/21/2022	—	11,437	1,607	15,798	50	196	191	11,487	1,803	15,989	29,279	(3,792)
Umatilla, Oregon Land & Improvements & Horticulture	7/21/2022	—	344	564	2,858	14	132	1,056	358	696	3,914	4,968	(234)
Miscellaneous Investments	Various	25,337	39,771	11,689	10,031	263	6,879	2,709	40,035	18,567	12,740	71,342	(8,391)
		<u>\$ 577,039</u>	<u>\$ 832,446</u>	<u>\$ 156,971</u>	<u>\$ 352,795</u>	<u>\$ 12,273</u>	<u>\$ 76,991</u>	<u>\$ 6,336</u>	<u>\$ 844,720</u>	<u>\$ 233,961</u>	<u>\$ 359,131</u>	<u>\$ 1,437,812</u>	<u>\$ (142,657)</u>

(1) The aggregate cost for land, buildings, improvements, and permanent plantings for federal income tax purposes is approximately \$ 1.5 billion.

(2) The Company computes depreciation using the straight-line method over the shorter of the estimated useful life or 50 for buildings, improvements, and permanent plantings, and the shorter of the estimated useful life or 5 to 20 years for equipment and fixtures.

The following table reconciles the change in the balance of real estate during the years ended December 31, 2023 and 2022, respectively (dollars in thousands):

	2023	2022
<b>Balance, beginning of period</b>	\$ 1,432,394	\$ 1,357,800
<i>Additions:</i>		
Acquisitions during the period	—	59,448
Improvements	10,578	20,030
<i>Deductions:</i>		
Dispositions during period	(5,160)	(4,884)
<b>Balance, end of period<sup>(1)</sup></b>	<u>\$ 1,437,812</u>	<u>\$ 1,432,394</u>

(1) Includes approximately \$54.1 million of real estate held for sale, at cost, as of December 31, 2023.

The following table reconciles the change in the balance of accumulated depreciation during the years ended December 31, 2023 and 2022, respectively (dollars in thousands):

	2023	2022
<b>Balance, beginning of period</b>	\$ 106,966	\$ 74,002
Additions during period	36,050	34,175
Dispositions during period	(359)	(1,211)
<b>Balance, end of period<sup>(1)</sup></b>	<u>\$ 142,657</u>	<u>\$ 106,966</u>

(1) Includes approximately \$445,000 of accumulated depreciation related to real estate held for sale as of December 31, 2023.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**(a) Evaluation of Disclosure Controls and Procedures**

As of December 31, 2023, our management, including our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, management, including the chief executive officer and chief financial officer, concluded that our disclosure controls and procedures were effective as of December 31, 2023, in providing a reasonable level of assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, including providing a reasonable level of assurance that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure. However, in evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated can provide only reasonable assurance of necessarily achieving the desired control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

**(b) Management’s Annual Report on Internal Control over Financial Reporting**

Refer to “*Report of Management on Internal Controls over Financial Reporting*” located in Part II, Item 8 of this Form 10-K.

**(c) Attestation Report of the Registered Public Accounting Firm**

Refer to the “*Report of Independent Registered Public Accounting Firm*” located in Part II, Item 8 of this Form 10-K.

**(d) Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting that occurred during the quarter or year ended December 31, 2023, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

During the three months ended December 31, 2023, no officer or director of the Company adopted or terminated any “Rule 10b5-1 trading agreement” or any “non-Rule 10b5-1 trading arrangement,” as each item is defined in Item 408 of Regulation S-K

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

### PART III

We will file a definitive Proxy Statement for our 2024 Annual Meeting of Stockholders (the “2024 Proxy Statement”) with the SEC, pursuant to Regulation 14A, not later than 120 days after December 31, 2023. Accordingly, certain information required by Part III has been omitted under General Instruction G(3) to Form 10-K. Only those sections of the 2024 Proxy Statement that specifically address the items set forth herein are incorporated by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 is hereby incorporated by reference from our 2024 Proxy Statement under the caption *Security Ownership of Certain Beneficial Owners and Management.*”

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 is hereby incorporated by reference from our 2024 Proxy Statement under the captions *Election of Directors to Class of 2026,* “*Information Regarding the Board of Directors and Corporate Governance,*” “*Compensation Committee Report,*” “*Executive Officers,*” and the sub-caption “*Code of Ethics and Business Conduct.*”

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 is hereby incorporated by reference from our 2024 Proxy Statement under the captions *Executive Compensation,* “*Director Compensation*” and “*Compensation Committee Report*” and the sub-caption “*Compensation Committee Interlocks and Insider Participation.*”

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information required by Item 13 is hereby incorporated by reference from our 2024 Proxy Statement under the captions *Transactions with Related Persons*” and “*Information Regarding the Board of Directors and Corporate Governance*”

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by Item 14 is hereby incorporated by reference from our 2024 Proxy Statement under the sub-captions *Independent Registered Public Accounting Firm Fees*” and “*Pre-Approval Policy and Procedures*” under the caption “*Ratification of Selection of Independent Registered Public Accounting Firm.*”

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**a. DOCUMENTS FILED AS PART OF THIS REPORT**

1. The following financial statements are filed herewith:
  - Report of Management on Internal Control over Financial Reporting
  - Report of Independent Registered Public Accounting Firm
  - Consolidated Balance Sheets as of December 31, 2023 and 2022
  - Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2023, 2022, and 2021
  - Consolidated Statements of Equity for the years ended December 31, 2023, 2022, and 2021
  - Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022, and 2021
  - Notes to Financial Statements
2. Financial statement schedules
  - Schedule III – Real Estate and Accumulated Depreciation is filed herewith.
  - All other schedules are omitted because they are not applicable, or because the required information is included in the financial statements or notes thereto.
3. Exhibits
  - The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the Securities and Exchange Commission:

Exhibit Number	Exhibit Description
3.1	<a href="#">Articles of Incorporation, incorporated by reference to Exhibit 3.1 to Pre-Effective Amendment No. 2 to the Registration Statement on Form S-11 (File No. 333-183965), filed on November 2, 2012.</a>
3.2	<a href="#">Articles of Amendment, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35795), filed on July 12, 2017.</a>
3.3	<a href="#">Articles Supplementary 6.00% Series B Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35795), filed on May 31, 2018.</a>
3.4	<a href="#">Articles Supplementary for 6.00% Series C Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35795), filed on February 20, 2020.</a>
3.5	<a href="#">Articles Supplementary for 5.00% Series D Cumulative Term Preferred Stock, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35795), filed on January 14, 2021.</a>
3.6	<a href="#">Articles Supplementary, incorporated by reference to Exhibit 3.7 to the Quarterly Report on Form 10-Q (File No. 001-35795), filed on May 12, 2021.</a>
3.7	<a href="#">Articles Supplementary, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35795), filed on November 9, 2022.</a>
3.8	<a href="#">Articles Supplementary for 5.00% Series E Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K (File No. 001-35795), filed on November 9, 2022.</a>
3.9	<a href="#">Amended and Restated Bylaws, incorporated by reference to Exhibit 3.2 to Pre-Effective Amendment No. 3 the Registration Statement on Form S-11 (File No. 333-183965), filed on November 15, 2012.</a>
3.10	<a href="#">First Amendment to Amended and Restated Bylaws, incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K (File No. 001-35795), filed on October 10, 2023.</a>
4.1	<a href="#">Description of Securities.+</a>
4.2	<a href="#">Form of Common Stock Certificate, incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 4 to the Registration Statement on Form S-11 (File No. 333-183965), filed on December 27, 2012.</a>
4.3	<a href="#">Form of Certificate for 6.00% Series B Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35795), filed on May 31, 2018.</a>
4.4	<a href="#">Form of Certificate for 6.00% Series C Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K (File No. 001-35795), filed on February 20, 2020.</a>

- 4.5 [Form of Certificate for 5.00% Series D Cumulative Term Preferred Stock, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on January 14, 2021.](#)
- 4.6 [Form of Certificate for 5.00% Series E Cumulative Redeemable Preferred Stock, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on November 9, 2022.](#)
- 4.7 [Form of Indenture, incorporated by reference to Exhibit 4.11 to the Registration Statement on Form S-3 \(File No. 333-270901\), filed on March 28, 2023.](#)
- 10.1 [Fifth Amended and Restated Investment Advisory Agreement, dated July 13, 2021, by and between Gladstone Land Corporation and Gladstone Management Corporation, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on July 14, 2021.](#)
- 10.2 [Second Amended and Restated Administration Agreement, dated February 1, 2013, by and between Gladstone Land Corporation and Gladstone Administration, LLC, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K \(File No. 001-35795\), filed on February 4, 2013.](#)
- 10.3 [First Amended and Restated Agreement of Limited Partnership of Gladstone Land Limited Partnership, dated October 7, 2014, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on October 14, 2014.](#)
- 10.4 [Third Amendment to First Amended and Restated Agreement of Limited Partnership of Gladstone Land Limited Partnership, including Exhibit SB-2 thereto, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on January 31, 2018.](#)
- 10.5 [Fourth Amendment to the First Amended and Restated Agreement of Limited Partnership of Gladstone Land Limited Partnership, including Exhibit SC thereto, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on February 20, 2020.](#)
- 10.6 [Fifth Amendment to the First Amended and Restated Agreement of Limited Partnership of Gladstone Land Limited Partnership, including Exhibit SD thereto, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on January 14, 2021.](#)
- 10.7 [Sixth Amendment to the First Amended and Restated Agreement of Limited Partnership of Gladstone Land Limited Partnership, including Exhibit SE thereto, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on November 9, 2022.](#)
- 10.8 [Amended and Restated AgVantage Bond Purchase Agreement, dated as of December 10, 2020, by and among Gladstone Lending Company, LLC, as Issuer, Farmer Mac Mortgage Securities Corporation, as Bond Purchaser, and Federal Agricultural Mortgage Corporation, as Guarantor, incorporated by reference to Exhibit 10.1 on the Current Report on Form 8-K \(File No. 001-35795\), filed on December 15, 2020.](#)
- 10.9 [Amendment No. 1 to Amended and Restated AgVantage Bond Purchase Agreement, dated as of June 2, 2023, by and among Gladstone Lending Company, LLC, as Issuer, Farmer Mac Mortgage Securities Corporation, as Bond Purchaser, and Federal Agricultural Mortgage Corporation, as Guarantor, incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K \(File No. 001-35795\), filed on June 6, 2023.](#)
- 10.10 [Amended and Restated Pledge and Security Agreement, dated as of December 10, 2020, by and among Gladstone Lending Company, LLC, as Grantor, Farmer Mac Mortgage Securities Corporation, as Purchaser, and Federal Agricultural Mortgage Corporation, as Collateral Agent and Bond Guarantor, incorporated by reference to Exhibit 10.2 on the Current Report on Form 8-K \(File No. 001-35795\), filed on December 15, 2020.](#)
- 10.11 [Loan Agreement, dated as of February 20, 2020, by and among Gladstone Land Limited Partnership, as borrower, Gladstone Land Corporation, as guarantor, and Metropolitan Life Insurance Company, as lender, incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K \(File No. 001-35795\), filed on February 20, 2020.](#)
- 10.12 [First Amendment to Loan Agreement, dated as of February 3, 2022 by and among Gladstone Land Limited Partnership, as borrower, Gladstone Land Corporation, as guarantor, and Metropolitan Life Insurance Company, as lender, incorporated by reference to Exhibit 10.15 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2021 \(File No. 001-357954\), filed on February 22, 2022.](#)
- 10.13 [Second Amendment to Loan Agreement, dated as of December 14, 2023 by and among Gladstone Land Limited Partnership, as borrower, Gladstone Land Corporation, as guarantor, and Metropolitan Life Insurance Company, as lender.](#)
- 10.14 [Amended and Restated Subscription Escrow Agreement, dated as of May 31, 2018, by and among Gladstone Land Corporation, Gladstone Land Securities, LLC, and UMB Bank, National Association, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K \(File No. 001-35795\), filed on May 31, 2018.](#)
- 10.15 [First Amendment to the Amended and Restated Escrow Agreement, dated as of February 20, 2020, by and between Gladstone Land Corporation and UMB Bank, National Association, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K \(File No. 001-35795\), filed on February 20, 2020.](#)
- 10.16 [Second Amendment to the Escrow Agreement, dated as of November 9, 2022, by and between Gladstone Land Corporation and UMB Bank, National Association, incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K \(File No. 001-35795\), filed on August 24, 2022.](#)

[Table of Content](#)

10.17	<a href="#">Amended and Restated Dealer Manager Agreement, dated as of August 24, 2022, by and between Gladstone Land Corporation and Gladstone Securities, LLC, incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K (File No. 001-35795), filed on August 24, 2022.</a>
10.18	<a href="#">Dealer Manager Agreement, dated as of November 9, 2022, by and between Gladstone Land Corporation and Gladstone Securities, LLC, incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K (File No. 001-35795), filed on November 9, 2022</a>
21	<a href="#">List of Subsidiaries of Gladstone Land Corporation.+</a>
23	<a href="#">Consent of PricewaterhouseCoopers, LLP.+</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+</a>
32.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.++</a>
32.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.++</a>
97.1	<a href="#">Gladstone Land Corporation Compensation Recoupment Policy+</a>
99.1	<a href="#">Estimated Value Methodology for Series E Cumulative Redeemable Preferred Stock at December 31, 2023 +</a>
*	Certain information in this exhibit has been redacted pursuant to Item 601(b)(10) of Regulation S-K and the Company agrees to furnish to the Securities and Exchange Commission a complete copy of the exhibit, including the redacted portions, upon request.
+	Filed herewith.
++	Furnished herewith.
101.INS***	XBRL Instance Document
101.SCH***	XBRL Taxonomy Extension Schema Document
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF***	XBRL Definition Linkbase
104	Cover Page Interactive Data File (formatted in iXBRL and contained in Exhibit 101)

\*\*\* Attached as Exhibit 101 to this Annual Report on Form 10-K are the following materials, formatted in Inline eXtensible Business Reporting Language (iXBRL): (i) the Consolidated Balance Sheets as of December 31, 2023, and December 31, 2022; (ii) the Consolidated Statements of Operations and Comprehensive Income for the years ended December 31, 2023, 2022, and 2021; (iii) the Consolidated Statements of Equity for the years ended December 31, 2023, 2022, and 2021; (iv) the Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022, and 2021; and (v) the Notes to the Consolidated Financial Statements.

**ITEM 16. FORM 10-K SUMMARY**

Not applicable.







**DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

Gladstone Land Corporation (which we refer to as “we,” “us,” or the “Company”) has four classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”): our common stock, par value \$0.001 per share (“common stock”); our 6.00% Series B Cumulative Redeemable Preferred Stock, par value \$0.001 per share (“Series B Preferred Stock”); our 6.00% Series C Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series C Preferred Stock”); and our 5.00% Series D Cumulative Term Preferred Stock, par value \$0.001 per share (“Series D Preferred Stock”). Our 5.00% Series E Cumulative Redeemable Preferred Stock, par value \$0.001 per share (the “Series E Preferred Stock”) is not registered under Section 12 of the Exchange Act.

We collectively refer to our Series B Preferred Stock, our Series C Preferred Stock, our Series D Preferred Stock and our Series E Preferred Stock as our “Preferred Stock,” where appropriate. Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Annual Report on Form 10-K to which this Description of Securities is an exhibit.

**DESCRIPTION OF CAPITAL STOCK**

**General**

Our authorized capital stock consists of 100,000,000 shares of capital stock, \$0.001 par value per share, 64,728,935 of which are classified as common stock, 6,456,065 of which are classified as Series B Preferred Stock, 10,400,000 of which are classified as Series C Preferred Stock, 2,415,000 of which are classified as Series D Preferred Stock and 16,000,000 of which are classified as Series E Preferred Stock. Under our charter, our board of directors is authorized to classify and reclassify any unissued shares of capital stock into other classes or series of stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption of such stock. In addition, our board of directors, with the approval of a majority of the entire board and without any action by our stockholders, may amend our charter from time to time to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have authority to issue.

The following summary description of our capital stock is not necessarily complete and is qualified in its entirety by reference to our charter and bylaws, as amended, each of which has been filed with the Securities and Exchange Commission, as well as applicable provisions of the General Corporation Law of the State of Maryland (the “MGCL”).

**Meetings and Special Voting Requirements**

An annual meeting of the stockholders is held each year for the purpose of electing the class of directors whose term is up for election and to conduct other business that may be brought before the stockholders. Special meetings of stockholders may be called upon the request of our chairman, our chief executive officer, our president, a majority of our directors or a majority of our independent directors or by the written request of stockholders of record as of the request date entitled to cast not less than a majority of all votes entitled to be cast at such meeting, provided that the request is in the form and manner specified in our Bylaws. In general, the presence in person or by proxy of a majority of the outstanding shares entitled to vote at the meeting constitutes a quorum. Generally, the affirmative vote of a majority of the votes cast at a

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meeting at which a quorum is present is necessary to take stockholder action, except that a plurality of all votes cast at such a meeting is sufficient to elect any director.

Under the MGCL, a Maryland corporation generally cannot dissolve, amend its charter, merge, convert or consolidate with another entity, sell all or substantially all of its assets or engage in a statutory share exchange unless the action is declared advisable by its board of directors and approved by the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast on the matter, unless a lesser percentage (but not less than a majority of all of the votes entitled to be cast on the matter) is specified in the corporation's charter. Our charter provides that these actions (other than certain amendments to the provisions of our charter related to the removal of directors and the restrictions on ownership and transfer of our stock, and the vote required to amend such provisions, which must be approved by the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast on the amendment) may be approved by a majority of all of the votes entitled to be cast on the matter.

## **Common Stock**

### ***Voting Rights***

Subject to the provisions of our charter regarding restrictions on the transfer and ownership of our capital stock and except as may otherwise be specified in the terms of any class or series of common stock, each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders, including the election of directors, and, except as provided with respect to any other class or series of capital stock, including our Preferred Stock, the holders of the common stock possess the exclusive voting power. There is no cumulative voting in the election of directors, which means that the holders of a majority of the outstanding common stock, voting as a single class, can elect all of the directors then standing for election and the holders of the remaining shares are not able to elect any directors.

### ***Dividends, Liquidations and Other Rights***

All shares of common stock offered and sold will be duly authorized, fully paid and nonassessable. Holders of our common stock are entitled to receive dividends when authorized by our board of directors and declared by us out of assets legally available for the payment of dividends. They also are entitled to share ratably in our assets legally available for distribution to our stockholders in the event of our liquidation, dissolution or winding up, after payment of or adequate provision for all of our known debts and liabilities. These rights are subject to the preferential rights of any other class or series of our shares, including our Preferred Stock, and to the provisions of our charter regarding restrictions on transfer of our shares.

Holders of our common stock have no preference, conversion, exchange, sinking fund, redemption or appraisal rights and have no preemptive rights to subscribe for any of our securities. Subject to the restrictions on transfer of shares contained in our charter, all shares of common stock have equal dividend, liquidation and other rights.

### ***Certificates***

Generally, we will not issue stock certificates. Shares of common stock will be held in "uncertificated" form, which will eliminate the physical handling and safekeeping responsibilities inherent in owning transferable stock certificates and eliminate the need to return a duly executed stock certificate to the transfer agent to effect a transfer. Transfers can be effected simply by mailing to us a duly executed transfer form. Upon the issuance of shares of common stock, we will send on request to each stockholder a written statement which will

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include all information that is required to be written upon stock certificates pursuant to the MGCL.

***Transfer Agent and Registrar***

The transfer and distribution paying agent and registrar for our common stock is Computershare, Inc.

**Series B Preferred Stock**

***Dividends***

Holders of shares of the Series B Preferred Stock are entitled to receive, when, as and if authorized by our Board of Directors (or a duly authorized committee of the board) and declared by us, out of funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate of 6.00% per annum of the liquidation preference of \$25.00 per share (equivalent to a fixed annual amount of \$1.50 per share). Holders of the Series B Preferred Stock are not eligible to participate in the Company's dividend reinvestment plan. Dividends on shares of the Series B Preferred Stock will accrue and be paid on the basis of a 360-day year consisting of twelve 30-day months. Dividends on outstanding shares of the Series B Preferred Stock will accrue and be cumulative from the end of the most recent dividend period for which dividends have been paid or, if no dividends have been paid, from the date of issuance. Dividends are payable monthly in arrears on such date as our Board of Directors may designate to holders of record as they appear in our stock records at the close of business on the applicable record date. The record date for each dividend will be designated by our Board of Directors and will be a date that is prior to the dividend payment date.

Our Board of Directors will not authorize, and we will not declare, pay or set apart for payment, any dividends on shares of Series B Preferred Stock at any time that the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibits that action or provides that the authorization, declaration, payment or setting apart for payment of those dividends would constitute a breach of or a default under any such agreement, or if such action is restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series B Preferred Stock will accumulate whether or not (1) restrictions exist in respect thereof, (2) we have earnings, (3) there are funds legally available for the payment of such dividends, or (4) our Board of Directors authorizes or we declare such dividends. Accumulated but unpaid dividends on the Series B Preferred Stock will not bear interest, and holders of the Series B Preferred Stock will not be entitled to any distributions in excess of full cumulative dividends described above.

If we do not declare and either pay or set apart for payment the full cumulative dividends on the Series B Preferred Stock and all shares of capital stock that are equal in rank with Series B Preferred Stock (including shares of the Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock), the amount which we have declared will be allocated ratably to the Series B Preferred Stock and to each series of shares of capital stock equal in rank so that the amount declared for each share of Series B Preferred Stock and for each share of each series of capital stock equal in rank is proportionate to the accrued and unpaid dividends on those shares.

Except as provided in the immediately preceding paragraph, unless full cumulative dividends on the Series B Preferred Stock have been or contemporaneously are declared and paid (or declared and a sum sufficient for the payment is set apart for payment) for all past dividend periods, no dividends (other than in shares of common stock or other shares of capital stock ranking junior to the Series B Preferred Stock as to dividends and upon liquidation) will be declared and paid or

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declared and set apart for payment nor will any other distribution be declared and made upon our common stock, or any of our other capital stock ranking junior to or equal with the Series B Preferred Stock as to dividends or upon liquidation, nor will we redeem, purchase, or otherwise acquire for any consideration (or pay or make any monies available for a sinking fund for the redemption of any such shares) any shares of our common stock, or any other shares of our capital stock ranking junior to or equal with the Series B Preferred Stock as to dividends or upon liquidation (except by conversion into or exchange for any of our capital stock ranking junior to the Series B Preferred Stock as to dividends and upon liquidation or redemption for the purpose of preserving our qualification as a REIT).

### ***Ranking***

The Series B Preferred Stock ranks, with respect to dividend rights and rights upon our liquidation, winding-up or dissolution:

- senior to all classes or series of our common stock and any future class or series of our capital stock expressly designated as ranking junior to the Series B Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up;
- on parity with our Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock and any future class or series of our capital stock expressly designated as ranking on parity with the Series B Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding up;
- junior to any future class or series of our capital stock expressly designated as ranking senior to the Series B Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up, none of which exists on the date hereof; and
- junior to all of our existing and future indebtedness.

### ***Redemption by Stockholders***

#### *Optional Redemption Following Death of a Holder*

Subject to the restrictions described under “-Stockholder Redemption Option,” and the terms and procedures described below under “-Redemption Procedures,” commencing on the date of original issuance and terminating upon the listing of the Series B Preferred Stock on Nasdaq or another national securities exchange, shares of Series B Preferred Stock held by a natural person upon his or her death will be redeemed at the written request of the holder’s estate for a cash payment of \$25.00 per share of Series B Preferred Stock on the Death Redemption Date, which is the tenth calendar day following delivery of such holder’s estate’s request to redeem shares of the Series B Preferred Stock, or if such tenth calendar day is not a business day, on the next succeeding business day.

#### *Stockholder Redemption Option*

Subject to the restrictions described herein, and the terms and procedures described below under “-Redemption Procedures,” commencing on the date of original issuance (or, if after the date of original issuance our Board of Directors suspends the redemption program of the holders of the Series B Preferred Stock, on the date our Board of Directors reinstates such program) and terminating on the earlier to occur of (1) the date upon which our Board of Directors, by resolution, suspends or terminates the redemption program, and (2) the date on which shares of the Series B Preferred Stock are listed on Nasdaq or another national securities exchange, holders of the Series B Preferred Stock may, at their option, require us to redeem any or all of their

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shares of Series B Preferred Stock for a cash payment of \$22.50 per share of Series B Preferred Stock on the Stockholder Redemption Date, which is the tenth calendar day following delivery of such holder's request to redeem shares of the Series B Preferred Stock, or if such tenth calendar day is not a business day, on the next succeeding business day. The maximum dollar amount that we will make available each calendar year to redeem shares of Series B Preferred Stock will not be subject to an annual limit; provided, that our obligation to redeem shares of Series B Preferred Stock is limited to the extent that our Board of Directors determines, in its sole and absolute discretion, that we do not have sufficient funds available to fund any such redemption or we are restricted by applicable law from making such redemption; and is also limited to the extent our Board of Directors suspends or terminates the optional redemption right at any time or for any reason, including after delivery of a Stockholder Redemption Notice but prior to the corresponding Stockholder Redemption Date.

#### *Redemption Procedures*

To require us to redeem shares of Series B Preferred Stock, a holder or estate of a holder, as applicable, must deliver a notice of redemption, by overnight delivery or by first class mail, postage prepaid to us at our principal executive offices. Each such notice must be an original, notarized copy and must state: (1) the name and address of the stockholder whose shares of Series B Preferred Stock are requested to be redeemed, (2) the number of shares of Series B Preferred Stock requested to be redeemed, (3) the name of the broker dealer who holds the shares of Series B Preferred Stock requested to be redeemed, the stockholder's account number with such broker dealer and such broker dealer's participant number for DTC and (4) in the case of a notice to redeem upon the death of a holder, a certified copy of the death certificate (and such other evidence that is satisfactory to us in our sole discretion) for the natural person who previously held the shares to be redeemed.

If, as a result of the limitations described under “-Stockholder Redemption Option,” the optional redemption right has not been suspended or terminated but fewer than all shares for which a notice of redemption was delivered to us are to be redeemed, the number of shares to be redeemed will be pro rata based on the number of shares of Series B Preferred Stock for which each holder timely submitted a notice of redemption. If a Stockholder Redemption Date is also a Death Redemption Date, the limitations described under “-Stockholder Redemption Option” shall first be applied to any redemption requested upon the death of the holder and then to shares to be redeemed pursuant to the Stockholder Redemption Option.

Upon any redemption of shares of Series B Preferred Stock, the holder thereof will also be entitled to receive a sum equal to all accumulated and unpaid dividends on such shares to, but excluding, the applicable Stockholder Redemption Date or Death Redemption Date (unless such Stockholder Redemption Date or Death Redemption Date falls after a dividend record date and on or prior to the corresponding dividend payment date, in which case each holder of shares of Series B Preferred Stock on such dividend record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date, notwithstanding the redemption of such shares on or prior to such dividend payment date, and each holder of shares of Series B Preferred Stock that are redeemed on such Stockholder Redemption Date or Death Redemption Date will be entitled to the dividends, if any, occurring after the end of the dividend period to which such dividend payment date relates up to, but excluding, the Stockholder Redemption Date or Death Redemption Date, as the case may be). Upon the redemption of any shares of Series B Preferred Stock, such shares of Series B Preferred Stock will cease to be outstanding, dividends with respect to such shares of Series B Preferred Stock will cease to accumulate and all rights whatsoever with respect to such shares (except the right to receive the per share cash payment for the redeeming shares) will terminate.

We may suspend or terminate the redemption program at any time in our sole discretion.

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### *Optional Redemption by the Company*

We may, at our sole option upon not less than 30 nor more than 60 days' written notice, redeem shares of the Series B 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 an amount equal to all accumulated and unpaid dividends on such shares to, but excluding, the date fixed for redemption, without interest. Holders of Series B Preferred Stock to be redeemed must then surrender such Series B Preferred Stock at the place designated in the notice. Upon surrender of the Series B Preferred Stock, the holders will be entitled to the redemption price. If notice of redemption of any shares of Series B Preferred Stock has been given and if we have deposited the funds necessary for such redemption with the paying agent for the benefit of the holders of any of the shares of Series B Preferred Stock to be redeemed, then from and after the redemption date, dividends will cease to accumulate on those shares of Series B Preferred Stock, those shares of Series B Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. If less than all of the outstanding Series B Preferred Stock is to be redeemed, the Series B Preferred Stock to be redeemed will be selected (1) pro rata, (2) by lot or (3) by any other fair and equitable method that our Board of Directors may choose.

Unless full cumulative dividends for all applicable past dividend periods on all shares of Series B Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation have been or contemporaneously are declared and paid (or declared and a sum sufficient for payment set apart for payment), no shares of Series B Preferred Stock will be redeemed. In such event, we also will not purchase or otherwise acquire directly or indirectly any shares of Series B Preferred Stock (except by exchange for our capital stock ranking junior to the Series B Preferred Stock as to dividends and upon liquidation). However, the foregoing will not prevent us from purchasing shares pursuant to our charter, in order to ensure that we continue to meet the requirements for qualification as a REIT, or from acquiring shares of Series B Preferred Stock pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series B Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation. So long as no dividends are in arrears, we will be entitled at any time and from time to time to repurchase shares of Series B Preferred Stock in open-market transactions duly authorized by the Board of Directors and effected in compliance with applicable laws.

We will deliver a notice of redemption, by overnight delivery, by first class mail, postage prepaid or electronically to holders thereof, or request our agent, on behalf of us, to promptly do so by overnight delivery, by first class mail, postage prepaid or electronically. The notice will be provided not less than 30 nor more than 60 days prior to the date fixed for redemption in such notice. Each such notice will state: (1) the date for redemption; (2) the number of Series B Preferred Stock to be redeemed; (3) the CUSIP number for the Series B Preferred Stock; (4) the applicable redemption price on a per share basis; (5) if applicable, the place or places where the certificate(s) for such shares are to be surrendered for payment of the price for redemption; (6) that dividends on the Series B Preferred Stock to be redeemed will cease to accumulate from and after such date of redemption; and (7) the applicable provisions of our charter under which such redemption is made. If fewer than all shares held by any holder are to be redeemed, the notice delivered to such holder will also specify the number of Series B Preferred Stock to be redeemed from such holder or the method of determining such number. We may provide in any such notice that such redemption is subject to one or more conditions precedent and that we will not be required to effect such redemption unless each such condition has been satisfied at the time or times and in the manner specified in such notice. No defect in the notice or delivery thereof will affect the validity of redemption proceedings, except as required by applicable law.

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If a redemption date falls after a record date and on or prior to the corresponding dividend payment date, each holder of Series B Preferred Stock at the close of business on that record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date notwithstanding the redemption of such shares before the dividend payment date, and the redemption price received by the holder on the redemption date will be \$25.00 per share.

### ***Liquidation Preference***

In the event of our voluntary or involuntary liquidation, dissolution or winding up, the holders of shares of Series B Preferred Stock will be entitled to be paid, out of our assets legally available for distribution to our stockholders, a liquidation preference of \$25.00 per share, plus an amount equal to any accumulated and unpaid dividends on such shares to, but excluding, the date of payment, but without interest, before any distribution of assets is made to holders of our common stock or any other class or series of our capital stock that ranks junior to the Series B Preferred Stock as to liquidation rights. If our assets legally available for distribution to stockholders are insufficient to pay in full the liquidation preference on the Series B Preferred Stock and the liquidation preference on any shares of preferred stock equal in rank with the Series B Preferred Stock, all assets distributed to the holders of the Series B Preferred Stock and any other series of preferred stock equal in rank with the Series B Preferred Stock will be distributed ratably so that the amount of assets distributed per share of Series B Preferred Stock and such other series of preferred stock equal in rank with the Series B Preferred Stock will in all cases bear to each other the same ratio that the liquidation preference per share on the Series B Preferred Stock and on such other series of preferred stock bear to each other. Written notice of any such liquidation, dissolution or winding up of us, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances will be payable, will be given by first class mail, postage pre-paid, not less than 30 nor more than 60 days prior to the payment date stated therein, to each record holder of the Series B Preferred Stock at the respective addresses of such holders as the same appear on the stock transfer records of the Company. After payment of the full amount of the liquidation preference, plus any accumulated and unpaid dividends to which they are entitled, the holders of Series B Preferred Stock will have no right or claim to any of our remaining assets. If we convert into or consolidate or merge with or into any other corporation, trust or entity, effect a statutory share exchange or sell, lease, transfer or convey all or substantially all of our property or business, we will not be deemed to have liquidated, dissolved or wound up.

### ***Voting Rights***

Holders of the Series B Preferred Stock do not have any voting rights, except as described below.

Whenever dividends on any shares of Series B Preferred Stock are in arrears for 18 or more consecutive months, then the holders of those shares together with the holders of all other series of preferred stock equal in rank with the Series B Preferred Stock upon which like voting rights have been conferred and are exercisable, will be entitled to vote separately as a class for the election of a total of two additional directors on our Board of Directors.

The election of these directors will take place at a special meeting called upon the written request of the holders of record of at least 20% of the outstanding shares of Series B Preferred Stock or holders of record of at least 20% of any class or series of preferred stock equal in rank with the Series B Preferred Stock which like voting rights have been conferred and are exercisable (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of stockholders) or at the next annual meeting of stockholders, and at each subsequent annual meeting until all dividends accumulated from past dividend periods and the then current dividend period have been paid (or declared and a sum sufficient for payment set apart). A quorum for any such meeting will exist if at least a majority of the total outstanding shares of

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Series B Preferred Stock and outstanding shares of preferred stock equal in rank with the Series B Preferred Stock entitled to like voting rights are represented in person or by proxy at that meeting. The directors elected as described above will be elected upon the affirmative vote of a plurality of the votes cast by the holders of shares of Series B Preferred Stock and preferred stock equal in rank with the Series B Preferred Stock, voting separately as a single class, present and voting in person or by proxy at a duly called and held meeting at which a quorum is present. If and when all accumulated dividends and the dividend for the then current dividend period on the Series B Preferred Stock have been paid in full or declared or set apart for payment in full the holders of the Series B Preferred Stock will be divested of the right to elect directors and, if all dividend arrearages have been paid in full or declared and set apart for payment in full on all series of preferred stock entitled to like voting rights, the term of office of each director so elected will terminate. Any director so elected may be removed at any time with or without cause by, and may not be removed otherwise than by the vote of, the holders of record of a majority of the outstanding shares of the Series B Preferred Stock having the voting rights described above, voting separately as a single class with all classes or series of preferred stock entitled to like voting rights. So long as a dividend arrearage continues, any vacancy in the office of a director elected as described above may be filled by written consent of the director elected as described above who remains in office, or if none remains in office, by a vote of the holders of record of the outstanding shares of Series B Preferred Stock when they have the voting rights described above, voting separately as a single class with all classes or series of preferred stock entitled to like voting rights, by majority vote. These directors will each be entitled to one vote per director on any matter.

So long as any shares of Series B Preferred Stock remain outstanding, we will not, without the affirmative vote or consent of the holders of at least two-thirds of the shares of the Series B Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (voting separately as a class), amend, alter or repeal the provisions of our charter, including the articles supplementary designating the Series B Preferred Stock, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series B Preferred Stock. However, with respect to the occurrence of any event listed above, so long as the Series B Preferred Stock remains outstanding (or shares issued by a surviving entity in substitution for the Series B Preferred Stock) with its terms materially unchanged, taking into account that upon the occurrence of such an event, we may not be the surviving entity, the occurrence of any such event will not be deemed to materially and adversely affect such rights, preferences, privileges or voting power of holders of the Series B Preferred Stock. In addition (i) any increase in the number of authorized shares of Series B Preferred Stock, (ii) any increase in the number of authorized shares of preferred stock or the creation or issuance of any other class or series of preferred stock or (iii) any increase in the number of authorized shares of such class or series, in each case ranking equal with or junior to the Series B Preferred Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up, will not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required is effected, all outstanding shares of Series B Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been deposited in trust to effect such redemption.

#### **Transfer Agent and Registrar**

The transfer agent and registrar for the Series B Preferred Stock is Computershare, Inc.

#### **Series C Preferred Stock**

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## *Dividends*

Holders of shares of the Series C Preferred Stock will be entitled to receive, when, as and if authorized by our Board of Directors (or a duly authorized committee of the board) and declared by us, out of funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate of 6.00% per annum of the liquidation preference of \$25.00 per share (equivalent to a fixed annual amount of \$1.50 per share). Generally, holders of the Series C Preferred Stock are not eligible to participate in the Company's dividend reinvestment plan, except that each registered holder of at least one full share of Series C Preferred Stock will be automatically enrolled in our Series C Preferred Stock dividend reinvestment plan unless the stockholder opts out of the dividend reinvestment plan.

Dividends on shares of the Series C Preferred Stock will accrue and be paid on the basis of a 360-day year consisting of twelve 30-day months. Dividends on outstanding shares of the Series C Preferred Stock will accrue and be cumulative from the end of the most recent dividend period for which dividends have been paid or, if no dividends have been paid, from the date of issuance. Dividends will be payable monthly in arrears, on or about the fifth day of each month for dividends accrued the previous month or such other date as our Board of Directors may designate, to holders of record as they appear in our stock records at the close of business on the applicable record date. The record date for each dividend will be designated by our Board of Directors and will be a date that is prior to the dividend payment date.

Our Board of Directors will not authorize, and we will not declare, pay or set apart for payment, any dividends on shares of Series C Preferred Stock at any time that the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibits that action or provides that the authorization, declaration, payment or setting apart for payment of those dividends would constitute a breach of or a default under any such agreement, or if such action is restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series C Preferred Stock will accumulate whether or not (1) restrictions exist in respect thereof, (2) we have earnings, (3) there are funds legally available for the payment of such dividends, or (4) our Board of Directors authorizes or we declare such dividends. Accumulated but unpaid dividends on the Series C Preferred Stock will not bear interest, and holders of the Series C Preferred Stock will not be entitled to any distributions in excess of full cumulative dividends described above.

If we do not declare and either pay or set apart for payment the full cumulative dividends on the Series C Preferred Stock and all shares of capital stock that are equal in rank with Series C Preferred Stock (including shares of the Series B Preferred Stock, Series D Preferred Stock and Series E Preferred Stock), the amount which we have declared will be allocated ratably to the Series C Preferred Stock and to each series of shares of capital stock equal in rank so that the amount declared for each share of Series C Preferred Stock and for each share of each series of capital stock equal in rank is proportionate to the accrued and unpaid dividends on those shares.

Except as provided in the immediately preceding paragraph, unless full cumulative dividends on the Series C Preferred Stock have been or contemporaneously are declared and paid (or declared and a sum sufficient for the payment is set apart for payment) for all past dividend periods, no dividends (other than in shares of common stock or other shares of capital stock ranking junior to the Series C Preferred Stock as to dividends and upon liquidation) will be declared and paid or declared and set apart for payment nor will any other distribution be declared and made upon our common stock, or any of our other capital stock ranking junior to or equal with the Series C Preferred Stock as to dividends or upon liquidation, nor will we redeem, purchase, or otherwise acquire for any consideration (or pay or make any monies available for a sinking fund for the redemption of any such shares) any shares of our common stock, or any other shares of our

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capital stock ranking junior to or equal with the Series C Preferred Stock as to dividends or upon liquidation (except by conversion into or exchange for any of our capital stock ranking junior to the Series C Preferred Stock as to dividends and upon liquidation or redemption for the purpose of preserving our qualification as a REIT).

### ***Ranking***

The Series C Preferred Stock ranks, with respect to dividend rights and rights upon our liquidation, winding-up or dissolution:

- senior to all classes or series of our common stock and any future class or series of our capital stock expressly designated as ranking junior to the Series C Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up;
- on parity with our Series B Preferred Stock, Series D Preferred Stock and Series E Preferred Stock and any future class or series of our capital stock expressly designated as ranking on parity with the Series C Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding up;
- junior to any future class or series of our capital stock expressly designated as ranking senior to the Series C Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up, none of which exists on the date hereof; and
- junior to all of our existing and future indebtedness.

### ***Redemption by Stockholders***

#### *Optional Redemption Following Death of a Holder*

Subject to the restrictions described under “-Stockholder Redemption Option,” and the terms and procedures described below under “-Redemption Procedures,” commencing on the date of original issuance and terminating upon the listing of the Series C Preferred Stock on Nasdaq or another national securities exchange, shares of Series C Preferred Stock held by a natural person upon his or her death will be redeemed at the written request of the holder’s estate for a cash payment of \$25.00 per share of Series C Preferred Stock on the Death Redemption Date, which is the tenth calendar day following delivery of such holder’s estate’s request to redeem shares of the Series C Preferred Stock, or if such tenth calendar day is not a business day, on the next succeeding business day.

#### *Stockholder Redemption Option*

Subject to the restrictions described herein, and the terms and procedures described below under “-Redemption Procedures,” commencing on the date of original issuance (or, if after the date of original issuance our Board of Directors suspends the redemption program of the holders of the Series C Preferred Stock, on the date our Board of Directors reinstates such program) and terminating on the earlier to occur of (1) the date upon which our Board of Directors, by resolution, suspends or terminates the redemption program, and (2) the date on which shares of the Series C Preferred Stock are listed on Nasdaq or another national securities exchange, holders of the Series C Preferred Stock may, at their option, require us to redeem any or all of their shares of Series C Preferred Stock for a cash payment of \$22.50 per share of Series C Preferred Stock on the Stockholder Redemption Date, which is the tenth calendar day following delivery of such holder’s request to redeem shares of the Series C Preferred Stock, or if such tenth calendar day is not a business day, on the next succeeding business day. The maximum dollar amount that we will make available each calendar year to redeem shares of Series C Preferred Stock will not

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be subject to an annual limit; provided, that our obligation to redeem shares of Series C Preferred Stock is limited to the extent that our Board of Directors determines, in its sole and absolute discretion, that we do not have sufficient funds available to fund any such redemption or we are restricted by applicable law from making such redemption; and is also limited to the extent our Board of Directors suspends or terminates the optional redemption right at any time or for any reason, including after delivery of a Stockholder Redemption Notice but prior to the corresponding Stockholder Redemption Date.

#### *Redemption Procedures*

To require us to redeem shares of Series C Preferred Stock, a holder or estate of a holder, as applicable, must deliver a notice of redemption, by overnight delivery or by first class mail, postage prepaid to us at our principal executive offices. Each such notice must be an original, notarized copy and must state: (1) the name and address of the stockholder whose shares of Series C Preferred Stock are requested to be redeemed, (2) the number of shares of Series C Preferred Stock requested to be redeemed, (3) the name of the broker dealer who holds the shares of Series C Preferred Stock requested to be redeemed, the stockholder's account number with such broker dealer and such broker dealer's participant number for DTC and (4) in the case of a notice to redeem upon the death of a holder, a certified copy of the death certificate (and such other evidence that is satisfactory to us in our sole discretion) for the natural person who previously held the shares to be redeemed.

If, as a result of the limitations described under “-Stockholder Redemption Option,” the optional redemption right has not been suspended or terminated but fewer than all shares for which a notice of redemption was delivered to us are to be redeemed, the number of shares to be redeemed will be pro rata based on the number of shares of Series C Preferred Stock for which each holder timely submitted a notice of redemption. If a Stockholder Redemption Date is also a Death Redemption Date, the limitations described under “-Stockholder Redemption Option” shall first be applied to any redemption requested upon the death of the holder and then to shares to be redeemed pursuant to the Stockholder Redemption Option.

Upon any redemption of shares of Series C Preferred Stock, the holder thereof will also be entitled to receive a sum equal to all accumulated and unpaid dividends on such shares to, but excluding, the applicable Stockholder Redemption Date or Death Redemption Date (unless such Stockholder Redemption Date or Death Redemption Date falls after a dividend record date and on or prior to the corresponding dividend payment date, in which case each holder of shares of Series C Preferred Stock on such dividend record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date, notwithstanding the redemption of such shares on or prior to such dividend payment date, and each holder of shares of Series C Preferred Stock that are redeemed on such Stockholder Redemption Date or Death Redemption Date will be entitled to the dividends, if any, occurring after the end of the dividend period to which such dividend payment date relates up to, but excluding, the Stockholder Redemption Date or Death Redemption Date, as the case may be). Upon the redemption of any shares of Series C Preferred Stock, such shares of Series C Preferred Stock will cease to be outstanding, dividends with respect to such shares of Series C Preferred Stock will cease to accumulate and all rights whatsoever with respect to such shares (except the right to receive the per share cash payment for the redeeming shares) will terminate.

We may suspend or terminate the redemption program at any time in our sole discretion.

#### *Optional Redemption by the Company*

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Except in certain limited circumstances relating to maintaining our qualification as a REIT as described in “-Restrictions on Ownership and Transfer,” we cannot redeem the Series C Preferred Stock prior to June 1, 2024.

On and after June 1, 2024, at our sole option upon not less than 30 nor more than 60 days’ written notice, we may redeem shares of the Series C 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 an amount equal to all accumulated and unpaid dividends on such shares to, but excluding, the date fixed for redemption, without interest. Holders of Series C Preferred Stock to be redeemed must then surrender such Series C Preferred Stock at the place designated in the notice. Upon surrender of the Series C Preferred Stock, the holders will be entitled to the redemption price. If notice of redemption of any shares of Series C Preferred Stock has been given and if we have deposited the funds necessary for such redemption with the paying agent for the benefit of the holders of any of the shares of Series C Preferred Stock to be redeemed, then from and after the redemption date, dividends will cease to accumulate on those shares of Series C Preferred Stock, those shares of Series C Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. If less than all of the outstanding Series C Preferred Stock is to be redeemed, the Series C Preferred Stock to be redeemed will be selected (1) pro rata, (2) by lot or (3) by any other fair and equitable method that our Board of Directors may choose.

Unless full cumulative dividends for all applicable past dividend periods on all shares of Series C Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation have been or contemporaneously are declared and paid (or declared and a sum sufficient for payment set apart for payment), no shares of Series C Preferred Stock will be redeemed. In such event, we also will not purchase or otherwise acquire directly or indirectly any shares of Series C Preferred Stock (except by exchange for our capital stock ranking junior to the Series C Preferred Stock as to dividends and upon liquidation). However, the foregoing will not prevent us from purchasing shares pursuant to our charter, in order to ensure that we continue to meet the requirements for qualification as a REIT, or from acquiring shares of Series C Preferred Stock pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series C Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation. Upon listing, if any, of the Series C Preferred Stock on Nasdaq or another national securities exchange, so long as no dividends are in arrears, we will be entitled at any time and from time to time to repurchase shares of Series C Preferred Stock in open-market transactions duly authorized by the Board of Directors and effected in compliance with applicable laws.

We will deliver a notice of redemption, by overnight delivery, by first class mail, postage prepaid or electronically to holders thereof, or request our agent, on behalf of us, to promptly do so by overnight delivery, by first class mail, postage prepaid or electronically. The notice will be provided not less than 30 nor more than 60 days prior to the date fixed for redemption in such notice. Each such notice will state: (1) the date for redemption; (2) the number of shares of Series C Preferred Stock to be redeemed; (3) the CUSIP number for the Series C Preferred Stock; (4) the applicable redemption price on a per share basis; (5) if applicable, the place or places where the certificate(s) for such shares are to be surrendered for payment of the price for redemption; (6) that dividends on the Series C Preferred Stock to be redeemed will cease to accumulate from and after such date of redemption; and (7) the applicable provisions of our charter under which such redemption is made. If fewer than all shares held by any holder are to be redeemed, the notice delivered to such holder will also specify the number of Series C Preferred Stock to be redeemed from such holder or the method of determining such number. We may provide in any such notice that such redemption is subject to one or more conditions precedent and that we will not be required to effect such redemption unless each such condition has been satisfied at the

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time or times and in the manner specified in such notice. No defect in the notice or delivery thereof will affect the validity of redemption proceedings, except as required by applicable law.

If a redemption date falls after a record date and on or prior to the corresponding dividend payment date, each holder of Series C Preferred Stock at the close of business on that record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date notwithstanding the redemption of such shares before the dividend payment date. Each holder of shares Series C Preferred Stock that are redeemed on such redemption date will be entitled to the dividends, if any, accruing after the end of the dividend period for which such dividend payment date relates up to, but excluding, the redemption date.

### ***Liquidation Preference***

In the event of our voluntary or involuntary liquidation, dissolution or winding up, the holders of shares of Series C Preferred Stock will be entitled to be paid, out of our assets legally available for distribution to our stockholders, a liquidation preference of \$25.00 per share, plus an amount equal to any accumulated and unpaid dividends on such shares to, but excluding, the date of payment, but without interest, before any distribution of assets is made to holders of our common stock or any other class or series of our capital stock that ranks junior to the Series C Preferred Stock as to liquidation rights. If our assets legally available for distribution to stockholders are insufficient to pay in full the liquidation preference on the Series C Preferred Stock and the liquidation preference on any shares of preferred stock equal in rank with the Series C Preferred Stock, all assets distributed to the holders of the Series C Preferred Stock and any other series of preferred stock equal in rank with the Series C Preferred Stock will be distributed ratably so that the amount of assets distributed per share of Series C Preferred Stock and such other series of preferred stock equal in rank with the Series C Preferred Stock will in all cases bear to each other the same ratio that the liquidation preference per share on the Series C Preferred Stock and on such other series of preferred stock bear to each other. Written notice of any such liquidation, dissolution or winding up of us, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances will be payable, will be given by first class mail, postage pre-paid, not less than 30 nor more than 60 days prior to the payment date stated therein, to each record holder of the Series C Preferred Stock at the respective addresses of such holders as the same appear on the stock transfer records of the Company. After payment of the full amount of the liquidation preference, plus any accumulated and unpaid dividends to which they are entitled, the holders of Series C Preferred Stock will have no right or claim to any of our remaining assets. If we convert into or consolidate or merge with or into any other corporation, trust or entity, effect a statutory share exchange or sell, lease, transfer or convey all or substantially all of our property or business, we will not be deemed to have liquidated, dissolved or wound up.

### ***Voting Rights***

Holders of the Series C Preferred Stock will not have any voting rights, except as described below.

Whenever dividends on any shares of Series C Preferred Stock are in arrears for 18 or more consecutive months, then the holders of those shares together with the holders of all other series of preferred stock equal in rank with the Series C Preferred Stock upon which like voting rights have been conferred and are exercisable, will be entitled to vote separately as a class for the election of a total of two additional directors on our Board of Directors.

The election of these directors will take place at a special meeting called upon the written request of the holders of record of at least 20% of the outstanding shares of Series C Preferred Stock or holders of record of at least 20% of any class or series of preferred stock equal in rank with the

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Series C Preferred Stock which like voting rights have been conferred and are exercisable (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of stockholders) or at the next annual meeting of stockholders, and at each subsequent annual meeting until all dividends accumulated from past dividend periods and the then current dividend period have been paid (or declared and a sum sufficient for payment set apart). A quorum for any such meeting will exist if at least a majority of the total outstanding shares of Series C Preferred Stock and outstanding shares of preferred stock equal in rank with the Series C Preferred Stock entitled to like voting rights are represented in person or by proxy at that meeting. The directors elected as described above will be elected upon the affirmative vote of a plurality of the votes cast by the holders of shares of Series C Preferred Stock and preferred stock equal in rank with the Series C Preferred Stock, voting separately as a single class, present and voting in person or by proxy at a duly called and held meeting at which a quorum is present. If and when all accumulated dividends and the dividend for the then current dividend period on the Series C Preferred Stock have been paid in full or declared or set apart for payment in full the holders of the Series C Preferred Stock will be divested of the right to elect directors and, if all dividend arrearages have been paid in full or declared and set apart for payment in full on all series of preferred stock entitled to like voting rights, the term of office of each director so elected will terminate. Any director so elected may be removed at any time with or without cause by, and may not be removed otherwise than by the vote of, the holders of record of a majority of the outstanding shares of the Series C Preferred Stock having the voting rights described above, voting separately as a single class with all classes or series of preferred stock entitled to like voting rights. So long as a dividend arrearage continues, any vacancy in the office of a director elected as described above may be filled by written consent of the director elected as described above who remains in office, or if none remains in office, by a vote of the holders of record of the outstanding shares of Series C Preferred Stock when they have the voting rights described above, voting separately as a single class with all classes or series of preferred stock entitled to like voting rights, by majority vote. These directors will each be entitled to one vote per director on any matter.

So long as any shares of Series C Preferred Stock remain outstanding, we will not, without the affirmative vote or consent of the holders of at least two-thirds of the shares of the Series C Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (voting separately as a class), amend, alter or repeal the provisions of our charter, including the articles supplementary designating the Series C Preferred Stock, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series C Preferred Stock. However, with respect to the occurrence of any event listed above, so long as the Series C Preferred Stock remains outstanding (or shares issued by a surviving entity in substitution for the Series C Preferred Stock) with its terms materially unchanged, taking into account that upon the occurrence of such an event, we may not be the surviving entity, the occurrence of any such event will not be deemed to materially and adversely affect such rights, preferences, privileges or voting power of holders of the Series C Preferred Stock. In addition (i) any increase in the number of authorized shares of Series C Preferred Stock, (ii) any increase in the number of authorized shares of preferred stock or the creation or issuance of any other class or series of preferred stock or (iii) any increase in the number of authorized shares of such class or series, in each case ranking equal with or junior to the Series C Preferred Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up, will not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required is effected, all outstanding shares of Series C Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been deposited in trust to effect such redemption.

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## **Transfer Agent and Registrar**

The transfer agent and registrar for the Series C Preferred Stock is Computershare, Inc.

## **Series D Preferred Stock**

### ***Dividends***

Holders of shares of the Series D Preferred Stock are entitled to receive, when, as and if, authorized by our Board of Directors (or a duly authorized committee of the Board) and declared by us, out of funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate of 5.00% per annum of the liquidation preference of \$25.00 per share (equivalent to a fixed annual amount of \$1.25 per share).

Dividends on shares of the Series D Preferred Stock are cumulative from (but excluding) the date of original issue and are payable monthly in arrears, on or about the fifth day of each month for dividends accrued the previous month or such date as our Board of Directors may designate, to holders of record as they appear in our stock records at the close of business on the applicable record date. The record date for each dividend will be designated by our Board of Directors and will be a date that is prior to the dividend payment date.

Our Board of Directors will not authorize, and we will not declare, pay or set apart for payment, any dividends on shares of Series D Preferred Stock at any time that the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibits that action or provides that the authorization, declaration, payment or setting apart for payment of those dividends would constitute a breach of or a default under any such agreement, or if such action is restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series D Preferred Stock will accumulate whether or not (1) restrictions exist in respect thereof, (2) we have earnings, (3) there are funds legally available for the payment of such dividends, or (4) our Board of Directors authorizes or we declare such dividends. Accumulated but unpaid dividends on the Series D Preferred Stock will not bear interest, and holders of the Series D Preferred Stock will not be entitled to any distributions in excess of full cumulative dividends described above.

If we do not declare and either pay or set apart for payment the full cumulative dividends on the Series D Preferred Stock and all shares of capital stock that are equal in rank with Series D Preferred Stock (including shares of the Series B Preferred Stock, Series C Preferred Stock and Series E Preferred Stock), the amount which we have declared will be allocated ratably to the Series D Preferred Stock and to each series of shares of capital stock equal in rank so that the amount declared for each share of Series D Preferred Stock and for each share of each series of capital stock equal in rank is proportionate to the accrued and unpaid dividends per share on those shares.

Except as provided in the immediately preceding paragraph, unless full cumulative dividends on the Series D Preferred Stock have been or contemporaneously are declared and paid (or declared and a sum sufficient for the payment is set apart for payment) for all past dividend periods, no dividends (other than in shares of common stock or other shares of capital stock ranking junior to the Series D Preferred Stock as to dividends and upon liquidation) will be declared and paid or declared and set apart for payment nor will any other distribution be declared and made upon our common stock, or any of our other capital stock ranking junior to or on parity with the Series D Preferred Stock as to dividends or upon liquidation, nor will we redeem, purchase, or otherwise acquire for any consideration (or pay or make any monies available for a sinking fund for the redemption of any such shares) any shares of our common stock, or any other shares of

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our capital stock ranking junior to or on parity with the Series D Preferred Stock as to dividends or upon liquidation (except by conversion into or exchange for any of our capital stock ranking junior to the Series D Preferred Stock as to dividends and upon liquidation or redemption for the purpose of preserving our qualification as a REIT).

Holders of shares of the Series D Preferred Stock are not entitled to any distribution, whether payable in cash, property or shares of capital stock, in excess of full cumulative dividends on the Series D Preferred Stock as described above; however, if we fail to redeem or call for redemption the Series D Preferred Stock pursuant to the mandatory redemption required on January 31, 2026, the dividend rate on the Series D Preferred Stock will increase by 3.0% per share per annum to 8.0%, until such shares are redeemed or called for redemption. Any dividend payment made on the Series D Preferred Stock will first be credited against the earliest accumulated but unpaid dividends due with respect to those shares which remain payable. Accrued but unpaid dividends on the Series D Preferred Stock will accumulate as of the dividend payment date on which they first become payable.

### ***Redemption***

#### ***Mandatory Redemption***

We are required to redeem the Series D Preferred Stock on January 31, 2026 at a redemption price of \$25.00 per share plus an amount equal to accumulated but unpaid dividends thereon up to but excluding January 31, 2026.

#### ***Optional Redemption***

At our sole option upon not less than 15 nor more than 60 days' written notice, we may redeem shares of the Series D 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 an amount equal to all accumulated and unpaid dividends thereon to, but excluding, the date fixed for redemption, without interest. If notice of redemption of any shares of Series D Preferred Stock has been given and if we have deposited the funds necessary for such redemption with the paying agent for the benefit of the holders of any of the shares of Series D Preferred Stock to be redeemed, then from and after the date of such deposit dividends will cease to accumulate on those shares of Series D Preferred Stock, those shares of Series D Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. If less than all of the outstanding Series D Preferred Stock is to be redeemed, the Series D Preferred Stock to be redeemed shall be selected ratably by lot or by any other fair and equitable method that the Board may choose.

Unless full cumulative dividends for all applicable past dividend periods on all shares of Series D Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation have been or contemporaneously are declared and paid (or declared and a sum sufficient for payment set apart for payment or deposited with the applicable paying agent for all past dividend periods), no shares of Series D Preferred Stock will be redeemed. However, the foregoing will not prevent us from purchasing shares pursuant to our charter, in order to ensure that we continue to meet the requirements for qualification as a REIT, or from acquiring shares of Series D Preferred Stock pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series D Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation.

We will deliver a notice of redemption, by overnight delivery, by first class mail, postage prepaid or electronically to holders thereof, or request our agent, on behalf of us, to promptly do so by overnight delivery, by first class mail, postage prepaid or electronically. The notice will be

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provided not less than 15 nor more than 60 days prior to the date fixed for redemption in such notice. Each such notice will state: (A) the date for redemption; (B) the number of Series D Preferred Stock to be redeemed; (C) the CUSIP number for the Series D Preferred Stock; (D) the applicable redemption price on a per share basis; (E) if applicable, the place or places where the certificate(s) for such shares are to be surrendered for payment of the price for redemption; (F) that dividends on the Series D Preferred Stock to be redeemed will cease to accumulate from and after such date of redemption; and (G) the applicable provisions of our charter under which such redemption is made. If fewer than all shares held by any holder are to be redeemed, the notice delivered to such holder will also specify the number of Series D Preferred Stock to be redeemed from such holder or the method of determining such number. We may provide in any such notice that such redemption is subject to one or more conditions precedent and that we will not be required to affect such redemption unless each such condition has been satisfied at the time or times and in the manner specified in such notice. No defect in the notice or delivery thereof will affect the validity of redemption proceedings, except as required by applicable law.

If a redemption date falls after a record date and prior to the corresponding dividend payment date, however, each holder of Series D Preferred Stock at the close of business on that record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date notwithstanding the redemption of such shares before the dividend payment date.

### ***Change of Control***

If a Change of Control Triggering Event occurs with respect to the Series D Preferred Stock, unless we have exercised our option to redeem such Series D Preferred Stock as described above, holders of the Series D Preferred Stock will have the right to require us to redeem (a "Change of Control Redemption") the Series D Preferred Stock at a price equal to the liquidation preference of \$25.00 per share, plus an amount equal to any accumulated and unpaid dividends up to but excluding the date of payment, but without interest (a "Change of Control Payment"). Within 30 days following any Change of Control Triggering Event or, at our option, prior to any Change of Control Triggering Event, but after public announcement of the transaction that constitutes or may constitute the Change of Control Triggering Event, a notice will be mailed to holders of the Series D Preferred Stock, describing the transaction that constitutes or may constitute the Change of Control Triggering Event and offering to redeem such Series D Preferred Stock on the date specified in the applicable notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed (a "Change of Control Payment Date"). The notice will, if mailed prior to the date of consummation of the Change of Control Triggering Event, state that the Change of Control Redemption is conditioned on the Change of Control Triggering Event occurring on or prior to the applicable Change of Control Payment Date.

We will not be required to make a Change of Control Redemption upon the occurrence of a Change of Control Triggering Event if a third party makes such an offer in the manner, at the times and otherwise in compliance with the requirements for an offer made by us and the third party redeems all Series D Preferred Stock properly tendered and not withdrawn under its offer.

We will comply with the requirements of Rule 14e-1 under the Exchange Act, and any other securities laws and regulations thereunder to the extent those laws and regulations are applicable in connection with the redemption of the Series D Preferred Stock as a result of a Change of Control Triggering Event. To the extent that the provisions of any such securities laws or regulations conflict with the Change of Control Redemption provisions of the Series D Preferred Stock, we will comply with those securities laws and regulations and will not be deemed to have breached our obligations under the Change of Control Redemption provisions of the Series D Preferred Stock by virtue of any such conflict.

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For purposes of the foregoing discussion of the redemption of the Series D Preferred Stock at the option of the holders, the following definitions are applicable.

“*Capital Stock*” of a corporation means the capital stock of every class whether now or hereafter authorized, regardless of whether such capital stock shall be limited to a fixed sum or percentage with respect to the rights of the holders thereof to participate in dividends and in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of such corporation.

“*Change of Control Triggering Event*” means the occurrence of any of the following: (1) the direct or indirect sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or more series of related transactions, of all or substantially all of our assets and the assets of our subsidiaries, taken as a whole, to any Person, other than us or one of our subsidiaries; (2) the consummation of any transaction (including, without limitation, any merger or consolidation) the result of which is that any Person becomes the beneficial owner (as defined in Rules 13d-3 and 13d-5 under the Exchange Act), directly or indirectly, of more than 50% of our outstanding Voting Stock or other Voting Stock into which our Voting Stock is reclassified, consolidated, exchanged or changed, measured by voting power rather than number of shares; (3) we consolidate with, or merge with or into, any Person, or any Person consolidates with, or merges with or into, us, in any such event pursuant to a transaction in which any of our outstanding Voting Stock or the Voting Stock of such other Person is converted into or exchanged for cash, securities or other property, other than any such transaction where the shares of our Voting Stock outstanding immediately prior to such transaction constitute, or are converted into or exchanged for, a majority of the Voting Stock of the surviving Person or any direct or indirect parent company of the surviving Person immediately after giving effect to such transaction; (4) the first day on which a majority of the members of our Board of Directors are not Continuing Directors; or (5) the adoption of a plan relating to our liquidation or dissolution. Notwithstanding the foregoing, a transaction will not be deemed to involve a Change of Control Triggering Event under clause (2) above if (i) we become a direct or indirect wholly-owned subsidiary of a holding company and (ii)(A) the direct or indirect holders of the Voting Stock of such holding company immediately following that transaction are substantially the same as the holders of our Voting Stock immediately prior to that transaction or (B) immediately following that transaction no Person (other than a holding company satisfying the requirements of this sentence) is the beneficial owner, directly or indirectly, of more than 50% of the Voting Stock of such holding company.

“*Continuing Directors*” means, as of any date of determination, any member of our Board of Directors who (A) was a member of such Board of Directors on the date the Series D Preferred Stock was issued or (B) was nominated for election, elected or appointed to such Board of Directors with the approval of a majority of the continuing directors who were members of such Board of Directors at the time of such nomination, election or appointment (either by a specific vote or by approval of a proxy statement in which such member was named as a nominee for election as a director, without objection to such nomination).

“*Person*” has the meaning given thereto in Section 13(d)(3) of the Exchange Act.

“*Voting Stock*” means, with respect to any specified Person that is a corporation as of any date, the Capital Stock of such Person that is at the time entitled to vote generally in the election of the Board of Directors of such Person.

### ***Liquidation Preference***

In the event of our voluntary or involuntary liquidation, dissolution or winding up, the holders of shares of Series D Preferred Stock will be entitled to be paid, out of our assets legally available

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for distribution to our stockholders, a liquidation preference of \$25.00 per share, plus an amount equal to any accumulated and unpaid dividends on such shares to, but excluding, the date of payment, but without interest, before any distribution of assets is made to holders of our common stock or any other class or series of our capital stock that ranks junior to the Series D Preferred Stock as to liquidation rights. If our assets legally available for distribution to stockholders are insufficient to pay in full the liquidation preference on the Series D Preferred Stock and the liquidation preference on any shares of preferred stock equal in rank with the Series D Preferred Stock, all assets distributed to the holders of Series D Preferred Stock and any other series of preferred stock on parity with the Series D Preferred Stock will be distributed ratably so that the amount of assets distributed per share of Series D Preferred Stock and such other series of preferred stock equal in rank with the Series D Preferred Stock will in all cases bear to each other the same ratio that the liquidation preference per share on the Series D Preferred Stock and on such other series of preferred stock bear to each other. Written notice of any such liquidation, dissolution or winding up of us, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances will be payable, will be given by first class mail, postage pre-paid, not less than 30 nor more than 60 days prior to the payment date stated therein, to each record holder of the Series D Preferred Stock at the respective addresses of such holders as the same appear on the stock transfer records of the Company. After payment of the full amount of the liquidation preference, plus an amount equal to any accumulated and unpaid dividends to which they are entitled, the holders of Series D Preferred Stock will have no right or claim to any of our remaining assets. If we convert into or consolidate or merge with or into any other corporation, trust or entity, effect a statutory share exchange or sell, lease, transfer or convey all or substantially all of our property or business, we will not be deemed to have liquidated, dissolved or wound up.

### ***Rank***

The Series D Preferred Stock ranks, with respect to dividend rights and rights upon our liquidation, winding-up or dissolution:

- senior to all classes or series of our common stock and any future class or series of our capital stock expressly designated as ranking junior to the Series D Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up;
- on parity with our Series B Preferred Stock, Series C Preferred Stock and Series E Preferred Stock and any future class or series of our capital stock expressly designated as ranking on parity with the Series D Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding up;
- junior to any future class or series of our capital stock expressly designated as ranking senior to the Series D Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up, none of which exists on the date hereof; and
- junior to all of our existing and future indebtedness.

### ***Voting Rights***

Holders of the Series D Preferred Stock will not have any voting rights, except as described below. Whenever dividends on any shares of Series D Preferred Stock are in arrears for 18 or more consecutive months, then the holders of those shares together with the holders of all other series of preferred stock equal in rank with the Series D Preferred Stock upon which like voting rights have been conferred and are exercisable, will be entitled to vote separately as a class for the election of a total of two additional directors on our Board of Directors.

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The election of these directors will take place at a special meeting called upon the written request of the holders of record of at least 20% of the outstanding shares of Series D Preferred Stock or holders of record of at least 20% of any class or series of preferred stock equal in rank with the Series D Preferred Stock upon which like voting rights have been conferred and are exercisable (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of stockholders) or at the next annual meeting of stockholders, and at each subsequent annual meeting until all dividends accumulated from past dividend periods and the then current dividend period have been paid (or declared and a sum sufficient for payment set apart). A quorum for any such meeting will exist if at least a majority of the total outstanding shares of Series D Preferred Stock and outstanding shares of preferred stock equal in rank with the Series D Preferred Stock entitled to like voting rights are represented in person or by proxy at that meeting. The directors elected as described above will be elected upon the affirmative vote of a plurality of the votes cast by the holders of shares of Series D Preferred Stock and such preferred stock equal in rank with the Series D Preferred Stock, voting separately as a single class, present and voting in person or by proxy at a duly called and held meeting at which a quorum is present. If and when all accumulated dividends and the dividend for the then current dividend period on the Series D Preferred Stock have been paid in full or declared or set apart for payment in full the holders of the Series D Preferred Stock will be divested of the right to elect directors and, if all dividend arrearages have been paid in full or declared and set apart for payment in full on all series of preferred stock entitled to like voting rights, the term of office of each director so elected will terminate. Any director so elected may be removed at any time with or without cause by, and may not be removed otherwise than by the vote of, the holders of record of a majority of the total outstanding shares of Series D Preferred Stock having the voting rights described above and outstanding shares of all classes or series of preferred stock entitled to like voting rights, voting separately as a single class. So long as a dividend arrearage continues, any vacancy in the office of a director elected as described above may be filled by written consent of the director elected as described above who remains in office, or if none remains in office, by a vote of the holders of record of the total outstanding shares of Series D Preferred Stock when they have the voting rights described above and outstanding shares of all classes or series of preferred stock entitled to like voting rights, voting separately as a single class. These directors will each be entitled to one vote per director on any matter.

So long as any shares of Series D Preferred Stock remain outstanding, we will not, without the affirmative vote or consent of the holders of at least two-thirds of the shares of the Series D Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (voting separately as a class), amend, alter or repeal the provisions of our charter, including the articles supplementary designating the Series D Preferred Stock, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series D Preferred Stock. However, with respect to the occurrence of any event listed above, so long as the Series D Preferred Stock remains outstanding (or shares issued by a surviving entity in substitution for the Series D Preferred Stock) with its terms materially unchanged, taking into account that upon the occurrence of such an event, we may not be the surviving entity, the occurrence of any such event will not be deemed to materially and adversely affect such rights, preferences, privileges or voting power of holders of the Series D Preferred Stock. In addition (i) any increase in the number of authorized shares of Series D Preferred Stock, (ii) any increase in the number of authorized shares of preferred stock or the creation or issuance of any other class or series of preferred stock or (iii) any increase in the number of authorized shares of such class or series, in each case ranking equal with or junior to the Series D Preferred Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up, will not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required is effected, all outstanding shares of Series D

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Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been deposited in trust to effect such redemption.

### ***Conversion***

The Series D Preferred Stock is not convertible into or exchangeable for any of our other property or securities.

### **Transfer Agent and Registrar**

The transfer agent and registrar for the Series D Preferred Stock is Computershare, Inc.

### **Series E Preferred Stock**

#### ***Dividends***

Holders of shares of the Series E Preferred Stock will be entitled to receive, when, as and if authorized by our Board of Directors (or a duly authorized committee of the board) and declared by us, out of funds legally available for the payment of dividends, preferential cumulative cash dividends at the rate of 5.00% per annum of the liquidation preference of \$25.00 per share (equivalent to a fixed annual amount of \$1.25 per share).

Dividends on shares of the Series E Preferred Stock will accrue and be paid on the basis of a 360-day year consisting of twelve 30-day months. Dividends on outstanding shares of the Series E Preferred Stock will accrue and be cumulative from the end of the most recent dividend period for which dividends have been paid or, if no dividends have been paid, from the date of issuance. If a share of Series E Preferred Stock is issued after the Dividend Record Date (as defined below) for the dividend period in which such share is issued, dividends on such share shall accrue and be cumulative from the beginning of the first dividend period commencing after its issuance. Dividends will be payable monthly in arrears, on or about the fifth day of each month for dividends accrued the previous month or such other date as our Board of Directors may designate, to holders of record as they appear in our stock records at the close of business on the applicable record date. The record date for each dividend will be designated by our Board of Directors and will be a date that is prior to the dividend payment date.

Our Board of Directors will not authorize, and we will not declare, pay or set apart for payment, any dividends on shares of Series E Preferred Stock at any time that the terms and provisions of any of our agreements, including any agreement relating to our indebtedness, prohibits that action or provides that the authorization, declaration, payment or setting apart for payment of those dividends would constitute a breach of or a default under any such agreement, or if such action is restricted or prohibited by law.

Notwithstanding the foregoing, dividends on the Series E Preferred Stock will accumulate whether or not (1) restrictions exist in respect thereof, (2) we have earnings, (3) there are funds legally available for the payment of such dividends, or (4) our Board of Directors authorizes or we declare such dividends. Accumulated but unpaid dividends on the Series E Preferred Stock will not bear interest, and holders of the Series E Preferred Stock will not be entitled to any distributions in excess of full cumulative dividends described above.

If we do not declare and either pay or set apart for payment the full cumulative dividends on the Series E Preferred Stock and all shares of capital stock that are equal in rank with Series E Preferred Stock (including shares of the Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock), the amount which we have declared will be allocated ratably to the Series E Preferred Stock and to each series of shares of capital stock equal in rank so that the

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amount declared for each share of Series E Preferred Stock and for each share of each series of capital stock equal in rank is proportionate to the accrued and unpaid dividends on those shares.

Except as provided in the immediately preceding paragraph, unless full cumulative dividends on the Series E Preferred Stock have been or contemporaneously are declared and paid (or declared and a sum sufficient for the payment is set apart for payment) for all past dividend periods, no dividends (other than in shares of common stock or other shares of capital stock ranking junior to the Series E Preferred Stock as to dividends and upon liquidation) will be declared and paid or declared and set apart for payment nor will any other distribution be declared and made upon our common stock, or any of our other capital stock ranking junior to or equal with the Series E Preferred Stock as to dividends or upon liquidation, nor will we redeem, purchase, or otherwise acquire for any consideration (or pay or make any monies available for a sinking fund for the redemption of any such shares) any shares of our common stock, or any other shares of our capital stock ranking junior to or equal with the Series E Preferred Stock as to dividends or upon liquidation (except by conversion into or exchange for any of our capital stock ranking junior to the Series E Preferred Stock as to dividends and upon liquidation or redemption for the purpose of preserving our qualification as a REIT).

### ***Ranking***

The Series E Preferred Stock ranks, with respect to dividend rights and rights upon our liquidation, winding-up or dissolution:

- senior to all classes or series of our common stock and any future class or series of our capital stock expressly designated as ranking junior to the Series E Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up;
- on parity with our Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock and any future class or series of our capital stock expressly designated as ranking on parity with the Series E Preferred Stock with respect to dividend rights and rights upon liquidation, dissolution or winding up;
- junior to any future class or series of our capital stock expressly designated as ranking senior to the Series E Preferred Stock with respect to dividend rights or rights upon liquidation, dissolution or winding up, none of which exists on the date hereof; and
- junior to all of our existing and future indebtedness.

### ***Redemption by Stockholders***

#### *Optional Redemption Following Death of a Holder*

Subject to the restrictions described under “-Stockholder Redemption Option,” and the terms and procedures described below under “-Redemption Procedures,” commencing on the date of original issuance and terminating upon the listing of the Series E Preferred Stock on Nasdaq or another national securities exchange, shares of Series E Preferred Stock held by a natural person upon his or her death will be redeemed at the written request of the holder’s estate for a cash payment of \$25.00 per share of Series E Preferred Stock on the Death Redemption Date, which is the tenth calendar day following delivery of such holder’s estate’s request to redeem shares of the Series E Preferred Stock, or if such tenth calendar day is not a business day, on the next succeeding business day.

#### *Stockholder Redemption Option*

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Subject to the restrictions described herein, and the terms and procedures described below under “-Redemption Procedures,” commencing on the date of original issuance (or, if after the date of original issuance our Board of Directors suspends the redemption program of the holders of the Series E Preferred Stock, on the date our Board of Directors reinstates such program) and terminating on the earlier to occur of (1) the date upon which our Board of Directors, by resolution, suspends or terminates the redemption program, and (2) the date on which shares of the Series E Preferred Stock are listed on Nasdaq or another national securities exchange, holders of the Series E Preferred Stock may, at their option, require us to redeem any or all of their shares of Series E Preferred Stock for a cash payment of \$22.50 per share of Series E Preferred Stock on the Stockholder Redemption Date, which is the tenth calendar day following delivery of such holder’s request to redeem shares of the Series E Preferred Stock, or if such tenth calendar day is not a business day, on the next succeeding business day. The maximum dollar amount that we will make available each calendar year to redeem shares of Series E Preferred Stock will not be subject to an annual limit; provided, that our obligation to redeem shares of Series E Preferred Stock is limited to the extent that our Board of Directors determines, in its sole and absolute discretion, that we do not have sufficient funds available to fund any such redemption or we are restricted by applicable law from making such redemption; and is also limited to the extent our Board of Directors suspends or terminates the optional redemption right at any time or for any reason, including after delivery of a Stockholder Redemption Notice but prior to the corresponding Stockholder Redemption Date.

#### *Redemption Procedures*

To require us to redeem shares of Series E Preferred Stock, a holder or estate of a holder, as applicable, must deliver a notice of redemption, by overnight delivery or by first class mail, postage prepaid to us at our principal executive offices. Each such notice must be an original, notarized copy and must state: (1) the name and address of the stockholder whose shares of Series E Preferred Stock are requested to be redeemed, (2) the number of shares of Series E Preferred Stock requested to be redeemed, (3) the name of the broker dealer who holds the shares of Series E Preferred Stock requested to be redeemed, the stockholder’s account number with such broker dealer and such broker dealer’s participant number for DTC and (4) in the case of a notice to redeem upon the death of a holder, a certified copy of the death certificate (and such other evidence that is satisfactory to us in our sole discretion) for the natural person who previously held the shares to be redeemed.

If, as a result of the limitations described under “-Stockholder Redemption Option,” the optional redemption right has not been suspended or terminated but fewer than all shares for which a notice of redemption was delivered to us are to be redeemed, the number of shares to be redeemed will be pro rata based on the number of shares of Series E Preferred Stock for which each holder timely submitted a notice of redemption. If a Stockholder Redemption Date is also a Death Redemption Date, the limitations described under “-Stockholder Redemption Option” shall first be applied to any redemption requested upon the death of the holder and then to shares to be redeemed pursuant to the Stockholder Redemption Option.

Upon any redemption of shares of Series E Preferred Stock, the holder thereof will also be entitled to receive a sum equal to all accumulated and unpaid dividends on such shares to, but excluding, the applicable Stockholder Redemption Date or Death Redemption Date (unless such Stockholder Redemption Date or Death Redemption Date falls after a dividend record date and on or prior to the corresponding dividend payment date, in which case each holder of shares of Series E Preferred Stock on such dividend record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date, notwithstanding the redemption of such shares on or prior to such dividend payment date, and each holder of shares of Series E Preferred Stock that are redeemed on such Stockholder Redemption Date or Death Redemption Date will be entitled to the dividends, if any, occurring after the end of the dividend period to which such

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dividend payment date relates up to, but excluding, the Stockholder Redemption Date or Death Redemption Date, as the case may be). Upon the redemption of any shares of Series E Preferred Stock, such shares of Series E Preferred Stock will cease to be outstanding, dividends with respect to such shares of Series E Preferred Stock will cease to accumulate and all rights whatsoever with respect to such shares (except the right to receive the per share cash payment for the redeeming shares) will terminate.

We may suspend or terminate the redemption program at any time in our sole discretion.

#### ***Optional Redemption by the Company***

Except in certain limited circumstances relating to maintaining our qualification as a REIT as described in “-Restrictions on Ownership and Transfer,” we cannot redeem the Series E Preferred Stock prior to the later of (1) first anniversary of the Termination Date and (2) January 1, 2026.

On and after the later of (1) first anniversary of the Termination Date and (2) January 1, 2026, at our sole option upon not less than 30 nor more than 60 days’ written notice, we may redeem shares of the Series E 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 an amount equal to all accumulated and unpaid dividends on such shares to, but excluding, the date fixed for redemption, without interest. Holders of Series E Preferred Stock to be redeemed must then surrender such Series E Preferred Stock at the place designated in the notice. Upon surrender of the Series E Preferred Stock, the holders will be entitled to the redemption price. If notice of redemption of any shares of Series E Preferred Stock has been given and if we have deposited the funds necessary for such redemption with the paying agent for the benefit of the holders of any of the shares of Series E Preferred Stock to be redeemed, then from and after the redemption date, dividends will cease to accumulate on those shares of Series E Preferred Stock, those shares of Series E Preferred Stock will no longer be deemed outstanding and all rights of the holders of such shares will terminate, except the right to receive the redemption price. If less than all of the outstanding Series E Preferred Stock is to be redeemed, the Series E Preferred Stock to be redeemed will be selected (1) pro rata, (2) by lot or (3) by any other fair and equitable method that our Board of Directors may choose.

Unless full cumulative dividends for all applicable past dividend periods on all shares of Series E Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation have been or contemporaneously are declared and paid (or declared and a sum sufficient for payment set apart for payment), no shares of Series E Preferred Stock will be redeemed. In such event, we also will not purchase or otherwise acquire directly or indirectly any shares of Series E Preferred Stock (except by exchange for our capital stock ranking junior to the Series E Preferred Stock as to dividends and upon liquidation). However, the foregoing will not prevent us from purchasing shares pursuant to our charter, in order to ensure that we continue to meet the requirements for qualification as a REIT, or from acquiring shares of Series E Preferred Stock pursuant to a purchase or exchange offer made on the same terms to holders of all outstanding shares of Series E Preferred Stock and any shares of stock that rank on parity with regards to dividends and upon liquidation. Upon listing, if any, of the Series E Preferred Stock on Nasdaq or another national securities exchange, so long as no dividends are in arrears, we will be entitled at any time and from time to time to repurchase shares of Series E Preferred Stock in open-market transactions duly authorized by the Board of Directors and effected in compliance with applicable laws.

We will deliver a notice of redemption, by overnight delivery, by first class mail, postage prepaid or electronically to holders thereof, or request our agent, on behalf of us, to promptly do so by overnight delivery, by first class mail, postage prepaid or electronically. The notice will be

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provided not less than 30 nor more than 60 days prior to the date fixed for redemption in such notice. Each such notice will state: (1) the date for redemption; (2) the number of shares of Series E Preferred Stock to be redeemed; (3) the CUSIP number for the Series E Preferred Stock; (4) the applicable redemption price on a per share basis; (5) if applicable, the place or places where the certificate(s) for such shares are to be surrendered for payment of the price for redemption; (6) that dividends on the Series E Preferred Stock to be redeemed will cease to accumulate from and after such date of redemption; and (7) the applicable provisions of our charter under which such redemption is made. If fewer than all shares held by any holder are to be redeemed, the notice delivered to such holder will also specify the number of Series E Preferred Stock to be redeemed from such holder or the method of determining such number. We may provide in any such notice that such redemption is subject to one or more conditions precedent and that we will not be required to effect such redemption unless each such condition has been satisfied at the time or times and in the manner specified in such notice. No defect in the notice or delivery thereof will affect the validity of redemption proceedings, except as required by applicable law.

If a redemption date falls after a record date and on or prior to the corresponding dividend payment date, each holder of Series E Preferred Stock at the close of business on that record date will be entitled to the dividend payable on such shares on the corresponding dividend payment date notwithstanding the redemption of such shares before the dividend payment date. Each holder of shares Series E Preferred Stock that are redeemed on such redemption date will be entitled to the dividends, if any, accruing after the end of the dividend period for which such dividend payment date relates up to, but excluding, the redemption date.

### ***Liquidation Preference***

In the event of our voluntary or involuntary liquidation, dissolution or winding up, the holders of shares of Series E Preferred Stock will be entitled to be paid, out of our assets legally available for distribution to our stockholders, a liquidation preference of \$25.00 per share, plus an amount equal to any accumulated and unpaid dividends on such shares to, but excluding, the date of payment, but without interest, before any distribution of assets is made to holders of our common stock or any other class or series of our capital stock that ranks junior to the Series E Preferred Stock as to liquidation rights. If our assets legally available for distribution to stockholders are insufficient to pay in full the liquidation preference on the Series E Preferred Stock and the liquidation preference on any shares of preferred stock equal in rank with the Series E Preferred Stock, all assets distributed to the holders of the Series E Preferred Stock and any other series of preferred stock equal in rank with the Series E Preferred Stock will be distributed ratably so that the amount of assets distributed per share of Series E Preferred Stock and such other series of preferred stock equal in rank with the Series E Preferred Stock will in all cases bear to each other the same ratio that the liquidation preference per share on the Series E Preferred Stock and on such other series of preferred stock bear to each other. Written notice of any such liquidation, dissolution or winding up of us, stating the payment date or dates when, and the place or places where, the amounts distributable in such circumstances will be payable, will be given by first class mail, postage pre-paid, not less than 30 nor more than 60 days prior to the payment date stated therein, to each record holder of the Series E Preferred Stock at the respective addresses of such holders as the same appear on the stock transfer records of the Company. After payment of the full amount of the liquidation preference, plus an amount equal to any accumulated and unpaid dividends to which they are entitled, the holders of Series E Preferred Stock will have no right or claim to any of our remaining assets. If we convert into or consolidate or merge with or into any other corporation, trust or entity, effect a statutory share exchange or sell, lease, transfer or convey all or substantially all of our property or business, we will not be deemed to have liquidated, dissolved or wound up.

### ***Voting Rights***

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Holders of the Series E Preferred Stock will not have any voting rights, except as described below.

Whenever dividends on any shares of Series E Preferred Stock are in arrears for 18 or more consecutive months, then the holders of those shares together with the holders of all other series of preferred stock equal in rank with the Series E Preferred Stock upon which like voting rights have been conferred and are exercisable, will be entitled to vote separately as a class for the election of a total of two additional directors on our Board of Directors.

The election of these directors will take place at a special meeting called upon the written request of the holders of record of at least 20% of the outstanding shares of Series E Preferred Stock or holders of record of at least 20% of any class or series of preferred stock equal in rank with the Series E Preferred Stock which like voting rights have been conferred and are exercisable (unless such request is received less than 90 days before the date fixed for the next annual or special meeting of stockholders) or at the next annual meeting of stockholders, and at each subsequent annual meeting until all dividends accumulated from past dividend periods and the then current dividend period have been paid (or declared and a sum sufficient for payment set apart). A quorum for any such meeting will exist if at least a majority of the total outstanding shares of Series E Preferred Stock and outstanding shares of preferred stock equal in rank with the Series E Preferred Stock entitled to like voting rights are represented in person or by proxy at that meeting. The directors elected as described above will be elected upon the affirmative vote of a plurality of the votes cast by the holders of shares of Series E Preferred Stock and preferred stock equal in rank with the Series E Preferred Stock, voting separately as a single class, present and voting in person or by proxy at a duly called and held meeting at which a quorum is present. If and when all accumulated dividends and the dividend for the then current dividend period on the Series E Preferred Stock have been paid in full or declared or set apart for payment in full the holders of the Series E Preferred Stock will be divested of the right to elect directors and, if all dividend arrearages have been paid in full or declared and set apart for payment in full on all series of preferred stock entitled to like voting rights, the term of office of each director so elected will terminate. Any director so elected may be removed at any time with or without cause by, and may not be removed otherwise than by the affirmative vote of a majority of the votes entitled to be cast collectively by the holders of record of the outstanding shares of the Series E Preferred Stock having the voting rights described above and the holders of all classes or series of preferred stock entitled to like voting rights (voting separately as a single class). So long as a dividend arrearage continues, any vacancy in the office of a director elected as described above may be filled by written consent of the director elected as described above who remains in office, or if none remains in office, by the affirmative vote of a majority of the votes entitled to be cast collectively by the holders of record of the outstanding shares of Series E Preferred Stock when they have the voting rights described above and the holders of all classes or series of preferred stock entitled to like voting rights, by majority vote (voting separately as a single class). These directors will each be entitled to one vote per director on any matter.

So long as any shares of Series E Preferred Stock remain outstanding, we will not, without the affirmative vote or consent of the holders of at least two-thirds of the shares of the Series E Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting (voting separately as a class), amend, alter or repeal the provisions of our charter, including the articles supplementary designating the Series E Preferred Stock, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Series E Preferred Stock. However, with respect to the occurrence of any event listed above, so long as the Series E Preferred Stock remains outstanding (or shares issued by a surviving entity in substitution for the Series E Preferred Stock) with its terms materially unchanged, taking into account that upon the occurrence of such an event, we may not be the surviving entity, the occurrence of any such event will not be deemed to materially and adversely affect such rights, preferences, privileges or voting power of holders of

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the Series E Preferred Stock. In addition (i) any increase in the number of authorized shares of Series E Preferred Stock, (ii) any increase in the number of authorized shares of preferred stock or the creation or issuance of any other class or series of preferred stock or (iii) any increase in the number of authorized shares of such class or series, in each case ranking equal with or junior to the Series E Preferred Stock with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding up, will not be deemed to materially and adversely affect such rights, preferences, privileges or voting powers.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which such vote would otherwise be required is effected, all outstanding shares of Series E Preferred Stock have been redeemed or called for redemption upon proper notice and sufficient funds have been deposited in trust to effect such redemption.

#### **Transfer Agent and Registrar**

The transfer agent and registrar for the Series E Preferred Stock is Computershare, Inc.

#### **Listing**

We intend to apply to list the Series E Preferred Stock on Nasdaq within one calendar year of the Termination Date (as defined in the Articles Supplementary setting forth the terms of the Series E Preferred Stock). There can be no assurance that a listing will be achieved in such timeframe, or at all.

### **CERTAIN PROVISIONS OF MARYLAND LAW AND OF OUR CHARTER AND BYLAWS**

#### **Classification of our Board of Directors**

Our board of directors is currently comprised of eight members. Our board is divided into three classes of directors. Directors of each class are elected for a term expiring at the third annual meeting following their election and until their respective successor is duly elected and qualifies, and each year one class of directors will be elected by the stockholders. Our board of directors has the sole power to fill any vacancy on the board of directors and any director elected to fill a vacancy shall serve for the remainder of the full term of the class in which the vacancy occurred and until a successor is elected and qualifies. We believe that classification of our board of directors helps to assure the continuity and stability of our business strategies and policies as determined by our directors. Holders of shares of our common stock have no right to cumulative voting in the election of directors. Consequently, at each annual meeting of stockholders, the holders of a majority of the capital stock entitled to vote are able to elect all of the successors of the class of directors whose terms expire at that meeting.

Our classified board could have the effect of making the replacement of incumbent directors more time consuming and difficult. At least two annual meetings of stockholders, instead of one, will generally be required to effect a change in a majority of our board of directors. Thus, our classified board could increase the likelihood that incumbent directors will retain their positions. The staggered terms of directors may delay, defer or prevent a tender offer or an attempt to change control of us or another transaction that might involve a premium price for our common stock that might be in the best interest of our stockholders.

#### **Removal of Directors**

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Any director may be removed only for cause by the stockholders upon the affirmative vote of at least two-thirds of all the votes entitled to be cast generally in the election of directors.

### **Restrictions on Ownership and Transfer**

To qualify and maintain status as a REIT, not more than 50% of our outstanding shares may be owned by any five or fewer individuals (including some tax-exempt entities) during the last half of each taxable year, and the outstanding shares must be owned by 100 or more persons independent of us and each other during at least 335 days of a 12-month taxable year or during a proportionate part of a shorter taxable year for which an election to be treated as a REIT is made. These requirements do not apply to us for our first taxable year for which we elect to be taxed as a REIT for federal income tax purposes. In order to assist our board of directors in becoming a REIT and preserving our status as a REIT, among other purposes, our charter contains ownership limits which prohibit any person or group of persons from acquiring, directly or indirectly, beneficial ownership of more than 3.3% in value of our outstanding shares of capital stock or more than 3.3% in value or in number of shares (whichever is more restrictive) of our outstanding shares of common stock, other than David Gladstone, who currently owns approximately 7.2% of our outstanding capital stock, and the Gladstone Future Trust, that currently owns approximately 1.9% of our outstanding capital stock, and certain qualified institutional investors who may own up to 9.8%.

The 3.3% ownership limit does not apply to any underwriter, placement agent or initial purchaser that participates in a public offering, a private placement or other private offering of our capital stock (or securities convertible or exchangeable for capital stock) in a public offering of our shares, only to the extent necessary to facilitate such offering.

### **Distributions**

Distributions will be paid to stockholders as of the record date selected by our board of directors. We generally pay distributions on a monthly basis regardless of the frequency with which such distributions are declared. To qualify as a REIT, we are required to make distributions sufficient to satisfy the REIT requirements. Generally, income distributed as distributions will not be taxable to us under federal income tax laws unless we fail to comply with the REIT requirements.

Distributions are authorized at the discretion of our board of directors based on our earnings, cash flow and general financial condition. The directors' discretion will be governed, in substantial part, by their obligation to cause us to comply with the REIT requirements. Because we may receive income from interest or rents at various times during our fiscal year, distributions may not reflect our income earned in that particular distribution period but may be made in anticipation of cash flow which we expect to receive during a later month and may be made in advance of actual receipt in an attempt to make distributions relatively uniform. We may borrow to make distributions if the borrowing is necessary to maintain our REIT status, or if the borrowing is part of a liquidation strategy whereby the borrowing is done in anticipation of the sale of properties and the proceeds will be used to repay the loan.

### **Information Rights**

Any stockholder may, during normal business hours and for any lawful and proper purpose, inspect and copy our bylaws, minutes of the proceedings of our stockholders meetings, our annual statement of affairs and any voting trust agreement that is on file at our principal office. In addition, one or more stockholders who together are, and for at least six months have been, record or beneficial holders of 5% of any class of our stock are entitled to inspect our books of accounts or a copy of our stockholder list upon written request. The list will include the name

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and address of, and the number of shares owned by, each stockholder and will be available at our principal office within 20 days of the stockholder's request.

The rights of stockholders described above are in addition to, and do not adversely affect rights provided to investors under, Rule 14a-7 promulgated under the Exchange Act. Rule 14a-7 provides that, upon request of investors and the payment of the expenses of the distribution, we are required to distribute specific materials to stockholders in the context of the solicitation of proxies for voting on matters presented to stockholders, or, at our option, provide requesting stockholders with a copy of the list of stockholders so that the requesting stockholders may make the distribution themselves.

### **Business Combinations**

The MGCL prohibits "business combinations" between a corporation and an interested stockholder or an affiliate of an interested stockholder for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, statutory share exchange, or, in circumstances specified in the statute, certain transfers of assets, certain stock issuances and transfers, liquidation plans and reclassifications involving interested stockholders and their affiliates. The MGCL defines an interested stockholder as:

- any person who beneficially owns, directly or indirectly, 10% or more of the voting power of our outstanding voting stock; or
- an affiliate or associate of the corporation who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then-outstanding stock of the corporation.
- A person is not an interested stockholder if the board of directors approves in advance the transaction by which the person otherwise would have become an interested stockholder. However, in approving the transaction, the board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board of directors.

After the five-year prohibition, any business combination between a corporation and an interested stockholder generally must be recommended by the board of directors and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of the then outstanding shares of voting stock; and
- two-thirds of the votes entitled to be cast by holders of the voting stock other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or shares held by an affiliate or associate of the interested stockholder.

These super-majority vote requirements do not apply if the common stockholders receive a minimum price, as defined under the MGCL, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares.

The statute permits various exemptions from its provisions, including business combinations that are approved by the board of directors before the time that the interested stockholder becomes an interested stockholder.

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## **Subtitle 8**

Subtitle 8 of Title 3 of the MGCL permits a Maryland corporation with a class of equity securities registered under the Exchange Act and at least three independent directors to elect to be subject, by provision in its charter or bylaws or a resolution of its board of directors and notwithstanding any contrary provision in the charter or bylaws, to any or all of five provisions:

- a classified board of directors;
- a two-thirds vote requirement for removing a director;
- a requirement that the number of directors be fixed only by vote of the directors;
- a requirement that a vacancy on the board be filled only by the remaining directors and for the remainder of the full term of the class of directors in which the vacancy occurred; and
- a majority requirement for the calling by stockholders of a special meeting of stockholders.

Through provisions in our charter and bylaws unrelated to Subtitle 8, we already (a) have a classified board, (b) require a two-thirds vote for the removal of any director from the board, (c) vest in the board the exclusive power to fix the number of directorships and (d) require, unless called by our chairman, our chief executive officer, our president, a majority of our directors or a majority of our independent directors, the request of stockholders entitled to cast not less than a majority of all votes entitled to be cast to call a special meeting. We have elected that, except as may be provided by our board of directors in setting the terms of any class or series of stock, any and all vacancies on the board may be filled only by the affirmative vote of a majority of the remaining directors in office, even if the remaining directors do not constitute a quorum, and any director elected to fill a vacancy will serve for the remainder of the full term of the class in which such vacancy occurred and until his or her successor is duly elected and qualifies.

## **Amendments to Our Charter and Bylaws**

Except for amendments to the provisions of our charter relating to the removal of directors and the restrictions on ownership and transfer of our shares of stock and the vote required to amend these provisions (each of which must be advised by our board of directors and approved by the affirmative vote of stockholders entitled to cast not less than two-thirds of all the votes entitled to be cast on the matter), our charter generally may be amended only if approved and advised by our board of directors and approved by the affirmative vote of stockholders entitled to cast a majority of all of the votes entitled to be cast on the matter.

Our board of directors has the exclusive power to adopt, alter or repeal any provision of our bylaws and to make new bylaws.

## **Extraordinary Transactions**

Under the MGCL, a Maryland corporation generally cannot dissolve, merge, sell all or substantially all of its assets, convert into another entity, engage in a statutory share exchange or engage in similar transactions outside the ordinary course of business unless approved by the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast on the matter unless a lesser percentage (but not less than a majority of all of the votes entitled to be cast on the matter) is set forth in the corporation's charter. As permitted by the MGCL, our charter provides that any of these actions except for the charter amendments described above

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may be approved by the affirmative vote of stockholders entitled to cast a majority of all of the votes entitled to be cast on the matter.

### **Operations**

We generally are prohibited from engaging in certain activities, including acquiring or holding property or engaging in any activity that would cause us to fail to qualify as a REIT.

### **Term and Termination**

Our charter provides for us to have a perpetual existence. Pursuant to our charter, and subject to the provisions of any of our classes or series of stock then outstanding and the approval by a majority of the entire board of directors, our stockholders by the affirmative vote of a majority of all of the votes entitled to be cast on the matter, may approve a plan of liquidation and dissolution.

### **Advance Notice of Director Nominations and New Business**

Our bylaws provide that, with respect to an annual meeting of stockholders, nominations of persons for election to our board of directors and the proposal of business to be considered by stockholders at the annual meeting may be made only:

- pursuant to our notice of the meeting;
- by or at the direction of our board of directors; or
- by a stockholder who was a stockholder of record at the time of the provision of notice, who is entitled to vote at the meeting and who has complied with the advance notice procedures set forth in our bylaws.

With respect to special meetings of stockholders, only the business specified in our notice of meeting may be brought before the meeting of stockholders and nominations of persons for election to our board of directors at which directors are to be elected pursuant to our notice of the meeting may be made only:

- by or at the direction of our board of directors; or
- by a stockholder who was a stockholder of record at the time of the provision of notice, who is entitled to vote at the meeting and who has complied with the advance notice provisions set forth in our bylaws.

### **Power to Issue Additional Shares**

In the future, we may issue additional securities, including upon the redemption of limited partnership interests that we may issue in connection with acquisitions of real property. We believe that the power to issue additional shares of stock and to classify or reclassify unissued shares of common stock or preferred stock into other classes or series of stock and thereafter to issue the classified or reclassified shares provides us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs which might arise. These actions can be taken without stockholder approval, unless stockholder approval is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Although we have no present intention of doing so, we could issue a class or series of shares that could delay, defer or prevent a transaction or a change in

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control that might involve a premium price for holders of common stock or otherwise be in their best interest.

### **Control Share Acquisitions**

The MGCL provides that a holder of “control shares” of a Maryland corporation acquired in a “control share acquisition” has no voting rights with respect to such shares except to the extent approved at a special meeting by the affirmative vote of two-thirds of the votes entitled to be cast on the matter, excluding shares of stock in a corporation in respect of which any of the following persons is entitled to exercise or direct the exercise of the voting power of shares of stock of the corporation in the election of directors: (i) a person who makes or proposes to make a control share acquisition, (ii) an officer of the corporation or (iii) an employee of the corporation who is also a director of the corporation. “Control shares” are voting shares of stock which, if aggregated with all other such shares of stock previously acquired by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within one of the following ranges of voting power: (i) one-tenth or more but less than one-third, (ii) one-third or more but less than a majority, or (iii) a majority or more of all voting power. Control shares do not include shares that the acquiring person is then entitled to vote as a result of having previously obtained stockholder approval. A “control share acquisition” means the acquisition of issued and outstanding control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition, upon satisfaction of certain conditions (including an undertaking to pay expenses and delivering an acquiring person statement), may compel our board of directors to call a special meeting of stockholders to be held within 50 days of demand to consider the voting rights of the shares. If no request for a meeting is made, the corporation may itself present the question at any stockholders meeting.

If voting rights are not approved at the meeting or if the acquiring person does not deliver an acquiring person statement as required by the statute, then, subject to certain conditions and limitations, the corporation may redeem any or all of the control shares (except those for which voting rights have previously been approved) for fair value determined, without regard to the absence of voting rights for the control shares, as of the date of the last control share acquisition by the acquiror or of any meeting of stockholders at which the voting rights of such shares are considered and not approved. If voting rights for control shares are approved at a stockholders meeting and the acquiror becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights. The fair value of the shares as determined for purposes of such appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition.

The control share acquisition statute does not apply (a) to shares acquired in a merger, consolidation or share exchange if the corporation is a party to the transaction or (b) to acquisitions approved or exempted by the charter or bylaws of the corporation.

Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions of shares of our stock by David Gladstone and any of his affiliates. There is no assurance that such provision will not be amended or eliminated at any time in the future.

### **Possible Anti-Takeover Effect of Certain Provisions of Maryland Law and of Our Charter and Bylaws**

The business combination provisions and the control share acquisition provisions of the MGCL; the classification of our board of directors; the restrictions on the transfer and ownership of stock and the advance notice provisions of our bylaws could have the effect of delaying, deferring or

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preventing a transaction or a change in control that might involve a premium price for holders of common stock or otherwise be in their best interests.

## SECOND AMENDMENT TO LOAN AGREEMENT

This SECOND AMENDMENT TO LOAN AGREEMENT (this “**Amendment**”) is made and entered into as of the \_\_14th\_\_ day of December, 2023 (the “**Effective Date**”) by and among GLADSTONE LAND LIMITED PARTNERSHIP, a Delaware limited partnership (“**Borrower**”), GLADSTONE LAND CORPORATION, a Maryland corporation (“**Guarantor**”), and METROPOLITAN LIFE INSURANCE COMPANY, a New York corporation (“**Lender**”).

### RECITALS

A. Borrower, Guarantor and Lender are parties to that certain Loan Agreement dated as of February 20, 2020, as amended by that certain First Amendment to Loan Agreement dated as of February 3, 2022 (collectively, the “**Loan Agreement**”). The Loan Agreement was executed in connection with a loan or loans (the “**Loan**”) made by Lender to Borrower evidenced by (i) that certain Amended and Restated Promissory Note (Note B - RELOC) in the principal amount of up to Twenty-Five Million and 00/100 Dollars (\$25,000,000.00) dated as of February 20, 2020 (“**Note B**”), (ii) that certain Amended and Restated Promissory Note (Note D - RELOC) in the principal amount of up to Fifty Million and 00/100 Dollars (\$50,000,000.00) dated February 20, 2020 (“**Note D**”), (iii) that certain Promissory Note (Note E – Term Facility) in the principal amount of up to Seventy-Five Million and 00/100 Dollars (\$75,000,000.00) dated as of February 20, 2020 (“**Note E**”), and (iv) that certain Promissory Note (Note F – Term Loan) in the principal amount of up to One Hundred Million and 00/100 Dollars (\$100,000,000.00) dated as of February 3, 2022 (“**Note F**,” and collectively with Note B, Note D and Note E, the “**Existing Notes**”). The Existing Notes are currently secured by the Security Instruments, as defined in the Loan Agreement. Guarantor has guaranteed the payment and performance of the Loan pursuant to that certain Loan Guaranty Agreement dated as of February 20, 2020 (as amended, the “**Guaranty**”). Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Loan Agreement.

B. Borrower has requested, and Lender has agreed to provide, a renewal of Note B and Note D in anticipation of their maturity (the “**Renewal Loans**”), subject to and in accordance with the terms and conditions of the Loan Agreement, as amended hereby.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Borrower, Guarantor and Lender hereby agree as follows:

### AGREEMENT

1. Status of Existing Loans. Borrower and Guarantor acknowledge for the benefit of Lender that the Existing Notes, the Guaranty, the Loan Agreement, the Security Instruments, and any other Loan Documents are all valid and binding obligations enforceable in accordance with their terms, and that neither Borrower nor Guarantor has any offset or defense against the indebtedness evidenced by the Existing Notes or any of the obligations set forth in the Loan Documents.

2. Renewal Loans. Borrower hereby agrees to borrow from Lender, and Lender, subject to the terms and conditions of the Loan Agreement, as amended hereby and the other Loan Documents, hereby agrees to lend to Borrower, the aggregate principal sum of up to Seventy-five Million and 00/100 Dollars (\$75,000,000.00) to be evidenced by the following described notes and disbursed in accordance with the Loan Agreement as amended hereby.

2.1 Borrower has duly authorized the execution and delivery of that certain Promissory Note (Note B – RELOC) in the principal amount of up to Twenty-Five Million and 00/100 Dollars (\$25,000,000.00) (as amended, modified, restated, extended or expanded from time to time “**Renewal Note B**”), dated as of even date herewith and executed by Borrower to the order of Lender to evidence a portion of the Renewal Loans (“**Loan No. 203128**”). The interest rates applicable to the balance under Renewal Note B (and the adjustment of such interest rates),

<sup>1</sup>  
Second Amendment to Loan Agreement  
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the repayment terms and other terms applicable to the indebtedness evidenced by Renewal Note B are more particularly set forth in Renewal Note B.

2.2 Borrower has duly authorized the delivery of that certain Promissory Note (Note D – RELOC) in the principal amount of up to Fifty Million and 00/100 Dollars (\$50,000,000.00) (as amended, modified, restated, extended or expanded from time to time “**Renewal Note D**”), dated as of even date herewith and executed by Borrower to the order of Lender to evidence a portion of the Renewal Loans (“**Loan No. 203129**”). The interest rates applicable to the balance under Renewal Note D (and the adjustment of such interest rates), the repayment terms and other terms applicable to the indebtedness evidenced by Renewal Note D are more particularly set forth in Renewal Note D.

2.3 Payment of Renewal Note B and Renewal Note D and performance of the obligations arising under the Loan Agreement, as amended by this Amendment, and the Loan shall be secured by the Security Instruments. Each Property Owner shall execute and deliver to Lender an amendment to its respective Security Instrument to expand the obligations secured thereby to include Renewal Note B, Loan No. 203128, Renewal Note D, and Loan No. 203129, and all references in the Loan Agreement and the other Loan Documents to “Security Instruments” shall mean the Security Instruments as so amended.

2.4 Borrower’s obligations under Renewal Note B and Renewal Note D, the Loan Agreement as modified by this Amendment and the other Loan Documents shall be guaranteed by (a) Guarantor pursuant to the Guaranty; (b) the Property Owners pursuant to certain Property Owner Guaranties and the Security Instruments; and (c) any Future Property Owners pursuant to Loan Guaranty Agreements and Security Instruments, delivered in connection with the addition of Future Property to the Collateral. Renewal Note B and Renewal Note D are each also supported by the Indemnity Agreement.

2.5 As of the Effective Date, Note B and Note D will be paid in full with the initial Disbursement of Renewal Note B and Renewal Note D.

3. Amendment to Loan Agreement. The Loan Agreement is hereby amended as follows:

3.1 Defined Terms. The following terms as defined and used in the Loan Agreement and the other Loan Documents are hereby amended as indicated below:

(a) The definition of “**Appraised Value**” as set forth in and used in the Loan Agreement and the other Loan Documents, is hereby deleted and replaced with the following:

“**Appraised Value**” means (a) at the time a Future Property is pledged as Collateral, the amount established by a Conforming Appraisal; and (b) thereafter or in connection with calculating the Loan to Value Ratio, the amount established by a current Conforming Appraisal or, if a current Conforming Appraisal is not provided by Borrower, the value (1) determined by Lender using a methodology that (A) is considered by Lender to be reasonable and appropriate under the circumstances and is consistent with Lender’s practices for similarly situated borrowers under similar loans, and (B) takes into account current market conditions and a reasonable exposure period, all as determined by Lender at its sole discretion. The current Appraised Value of the Land as of the Effective Date is set forth on the attached Exhibit A and the attached u hereby replaces and supersedes the schedules of the Collateral valuation previously attached to and included in the Loan Agreement. To the extent that there are any plantings on any Land that are covered by plant patents, the value of the patented plants shall be excluded from the Appraised Value.

(b) The following definition of “**Conforming Appraisal**” is hereby added to Section 1 of the Loan Agreement. “**Conforming Appraisal** means a current appraisal of market value of land (i) performed at Borrower’s expense by an appraiser from Lender’s approved list of appraisers or otherwise approved by Lender (such approval not to be unreasonably withheld or delayed), (ii) complying with then current regulatory requirements applicable to Lender, (iii) conforming to the Uniform Standards of Professional Appraisal (“USPAP”) and the Financial Institutions Reform and Recovery Enforcement Act of 1989 (“FIRREA”) and otherwise conforming with Lender’s appraisal requirements for real and personal property substantially similar to the appraised property; and (iv) otherwise acceptable to Lender. All third party appraisals of the Mortgaged Land commissioned by Borrower and utilized for purposes of establishing the Appraised Value shall either be commissioned expressly for the benefit of (and addressed to) Lender as well as Borrower or expressly identify Lender as an intended user thereof and dated within the last twelve months.

(c) The definition of “**Notes**” is hereby amended to mean Renewal Note B, Renewal Note D, Note E and Note F, as modified, extended, replaced or renewed from time to time.

(c) The definition of “**Loan**” means the Loan and the Renewal Loans.

(d) The term “**Loan to Value Ratio**” means the ratio of the aggregate outstanding principal balance of the Loans to the Appraised Value of the Collateral and shall be calculated by dividing the sum of the outstanding principal balance of the Loan by the Appraised Value of the Collateral.

(e) The definition “**Loan Documents**” shall include this Amendment, Renewal Note B and Renewal Note D. Furthermore, the Loan Documents shall be interpreted in accordance with the provisions of this Amendment and any related terms set forth in such documents are hereby modified accordingly.

(f) The following definition of “**Revolving Commitment**” is hereby added to Section 1 of the Loan Agreement. “**Revolving Commitment**” means the lesser of (i) \$250,000,000.00; and (ii) the amount equal to sixty percent (60%) of the Appraised Value of the Collateral. In addition, none of the Notes shall be drawn in an amount in excess of their respective face amounts.

(g) The definition of “**Security Instrument**” or the “**Security Instruments**” are hereby amended to incorporate the amendments to such Security Instruments referenced in Section 2.3 above.

3.2 Disbursements under Note E. Section 3.1(a) of the Loan Agreement is hereby amended superseded and replaced with the following:

“(a) The amount of each disbursement will be based on and limited such that the amount disbursed under the Loan shall not exceed 60% of the Appraised Value of the Real Property and any new agricultural property accepted by Lender as Collateral of such Disbursement (the “**Future Property**”), as established by Conforming Appraisal and otherwise limited as provided in this Section 3.1. In no event shall the total aggregate Disbursements under Note E exceed the amount of \$75,000,000 or be in excess of the Revolving Commitment.”

3.3 Disbursements under Note F. Note F shall be disbursed in accordance with Section 3.1 of the Loan Agreement; provided that (a) Borrower may request disbursements at any time after the Effective Date but no later than December 31, 2024, with no more than six (6) Disbursements under Note F permitted in any calendar year; (b) in no event shall the total

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Disbursements under Note F exceed the lesser of \$100,000,000.00 or the amount available under the Revolving Commitment; and (c) Section 3.1(m) of the Loan Agreement is adjusted to provide that voluntary unscheduled prepayments shall, in the absence of an Event of Default, be applied as directed by Borrower, and any mandatory unscheduled prepayments shall be applied first to the outstanding principal balance, if any, of Note E, Note F and then, pro rata to Note B and Note D.

3.4 Disbursement of Renewal Note B and Renewal Note D. Section 3.2 of the Loan Agreement is hereby deleted and amended and replaced in its entirety by the following, which shall govern the Disbursement of Renewal Note B and Renewal Note D:

“3.2 Disbursements under Renewal Note B and Renewal Note D.

(a) Disbursements. On the Effective Date, (i) an initial Disbursement shall be made under Renewal Note B in the amount equal to the greater of \$100,000 and that amount sufficient to pay in full all outstanding principal, interest and fees due and payable under Note B as of the Effective Date; and (ii) an initial Disbursement shall be made under Renewal Note D in the amount equal to the greater of \$100,000 and that amount sufficient to pay in full all outstanding principal, interest and fees due and payable under Note D as of the Effective Date. Thereafter Borrower shall have the right from time to time, to request additional Disbursements under Note B or Note D, up to the face amount of such Note (i.e., \$25,000,000.00 and \$50,000,000.00, respectively), under the following conditions: (i) no Event of Default has occurred and is continuing and no event has occurred and is continuing which with the passing of time or giving of notice or both would become an Event of Default, and (ii) Disbursements shall be available so long as the combined outstanding principal balances of all Notes, plus the amount of the requested Disbursement do not exceed the lesser of (a) the aggregate face principal amounts of the Notes, (b) the amount equal to 60% of the Appraised Value or (c) cause the Revolving Commitment to be exceeded. Borrower may repay and reborrow such amounts as a revolving credit. Revolver draws and repayments shall be made not more than twice per calendar month per each type of transaction and written request for a Disbursement under Note B or Note D must be received by Lender no later than 12:00 p.m., Pacific Time, at least three (3) Business Days prior to the Business Day on which funds are desired. All draws and repayments will be by wire transfer and any draws shall be in amounts not less than One Hundred Thousand and 00/100 Dollars (\$100,000.00) and in even increments of One Thousand and 00/100 Dollars (\$1,000.00).

(b) Balance in Excess of Original Principal Amount. Notwithstanding anything contained herein to the contrary, in the event that (i) the aggregate outstanding unpaid principal amount of Note B at any time exceeds the amount of \$25,000,000.00, (ii) the aggregate outstanding unpaid principal amount of Note D at any time exceeds the amount of \$50,000,000.00, or (iii) the aggregate outstanding principal balance of all Notes exceeds the lesser of \$250,000,000.00, or the amount equal to sixty percent (60%) of the Appraised Value of the Collateral, all Disbursements shall be suspended and Borrower shall immediately, without the requirement of any oral or written notice by Lender, prepay the principal of one or more of the Notes (including any Note with an outstanding unpaid principal amount exceeding the face amount of such Note) in an aggregate amount at least equal to such excess.

(c) Minimum Outstanding Balance. If the outstanding principal balance under Note B or Note D shall be an amount less than One Hundred Thousand and 00/100 Dollars (\$100,000.00) at any time, then the entire outstanding principal amount of such Note, together with accrued interest thereon at the Default Interest Rate, shall, ten (10) Business Days after receipt of written notice from Lender, immediately become due and payable without demand, and Borrower's right to draw upon such Note shall terminate and Lender's obligation to fund future Disbursements under such Note shall cease.

(d) Use of Funds. Subject to availability as set forth above, Disbursements under Renewal Note B and Renewal Note D may be used for (i) working capital and general corporate purposes; (ii) capital expenditures; (iii) real estate acquisitions; or (iv) refinancing existing debt secured by real property. Any additional agricultural property so acquired or refinanced may be added to the Collateral for the Loan as a Future Property so long as all requirements for Future Property set forth in Section 3.1 with respect to Disbursements for the acquisition or refinance of Future Property under Note E are satisfied, as determined by Lender in its discretion.”

3.5 Liens and Leases. Exhibit D of the Loan Agreement setting forth the liens and leases constituting Permitted Encumbrances on the Collateral is replaced with Exhibit D-1 attached hereto.

3.6 Consolidated Net Worth. Section 9.2 of the Loan Agreement is hereby amended to provide that Borrower and Guarantor shall maintain a Consolidated Net Worth at all times in excess of \$400,000,000, measured at the end of each calendar quarter.

3.7 Affiliate Debt. Borrower and Guarantor represent and warrant that, as of the Effective Date, the only Indebtedness outstanding among Borrower, Guarantor, Property Owners or their respective Subsidiaries is as set forth in Exhibit F attached to the Loan Agreement..

3.8 Default Interest. Upon the occurrence of an Event of Default, the entire outstanding balance of the Loan shall bear interest at the Default Interest Rate.

3.9 Revolving Commitment. Notwithstanding anything the contrary set forth in the Loan Agreement or any of the other Loan Documents, the amounts outstanding or available for disbursement under the Notes or any of them shall not exceed the Revolving Commitment.

3.10 Loan to Value Covenant. Section 9.3 of the Loan Agreement is hereby superseded and replaced with the following:

“9.3 LTV Covenant. Borrower shall maintain during the term of the Loan a Loan to Value Ratio equal to or less than 60% as determined by Lender set forth below (this requirement, the “**Loan to Value Covenant**”).

a. The Loan to Value Ratio shall be calculated by Lender on or before April 1 of each year during the term of the Loan, commencing on May 1, 2024. In addition, Lender may calculate the Loan to Value Ratio in connection with any Partial Release pursuant to Section 10.1, and at any other time as required by Lender. The Loan to Value Ratio shall be based upon the outstanding principal balance of the Loan, taking into account any payments made and received by Lender on or before the applicable effective date of the Loan to Value Ratio calculation.

b. Prior to declaring an Event of Default on the basis of a breach of the Loan to Value Covenant, Lender shall notify Borrower of any violation of the Loan to Value Covenant and the amount by which the Revolving Commitment is suppressed, together with the amount the Note or Notes are required to be prepaid to cure the related breach. Within thirty (30) days following Borrower’s receipt of any written notice from Lender of a violation of the Loan to Value Covenant, Borrower shall, either (i) make a prepayment in an amount sufficient to cure the related breach, which will be applied to reduce the unpaid principal balance of Note E, Note F and then, pro rata, to Note B and Note D, if applicable, and the Revolving Commitment will

amount set forth in Lender's notice; or (ii) deliver notice to Lender that Borrower accepts a suppression of the Revolving Commitment by an amount sufficient to cure the related breach (if a suppression of the Revolving Commitment will operate to cure the breach) and the Revolving Commitment will be suppressed in such amount; or (iii) deliver notice to Lender that Borrower requests Lender to obtain, at Borrower's expense, a new Conforming Appraisal any portion of the Collateral identified by Borrower (a "**Reappraisal Notice**"); or (iv) deliver notice to Lender that Borrower will provide additional land ("**Additional Land**") in accordance with the requirements for a Future Property in Section 3.1 above, with a Appraised Value sufficient to cause Borrower to be in compliance with the Loan to Value Covenant (an "**Additional Mortgaged Land Notice**").

c. If Borrower delivers a Reappraisal Notice, Lender shall, within 120 days after the date of the Reappraisal Notice (or as soon thereafter as practical), obtain a new Conforming Appraisal of that portion thereof specified by Borrower in the Reappraisal Notice at Borrower's expense. Promptly following receipt of such new Conforming Appraisal, Lender shall recalculate the Loan to Value Ratio using such new Conforming Appraisal in the calculation of the Appraised Value, and notify Borrower of the results. If such recalculated Loan to Value Ratio is sufficient to comply with the Loan to Value Covenant, no further action by Borrower is required with respect to the Loan to Value Covenant for the applicable period. However, if such recalculated Loan to Value Ratio is insufficient for such purpose, Borrower shall, within ten (10) days after receipt of notice from Lender of such insufficiency, either (i) make a prepayment which, if made prior to the date of measurement of such recalculated Loan to Value Ratio, would have caused Borrower to be in compliance with the Loan to Value Covenant and acknowledged the reduction in the Revolving Line Commitment by an amount which will cause Borrower to be in compliance with the Loan to Value Covenant; or (ii) deliver an Additional Mortgaged Land Notice.

d. If Borrower delivers an Additional Mortgaged Land Notice, Lender's acceptance of the Additional Land as Collateral for the Loan is subject to satisfaction of all the following requirements no later than 60 days after the date of the Additional Mortgaged Land Notice:

(1) Lender has received all information regarding the Additional Land required by Lender, including (A) a copy of the purchase agreement for its acquisition of the proposed Additional Land and all relevant conveyance documents, if applicable; (B) a copy of the Borrower's Conforming Appraisal for the Additional Land; (C) a current title report for the proposed Additional Land; (D) copies of any leases, management agreements, contracts or any other agreements applicable to the proposed Additional Land; and (E) copies of such additional documents and materials as Lender shall reasonably request consistent with the requirements of Section 3.1 above;

(2) Lender has received such additional information and documentation, in a form and substance satisfactory to Lender, as Lender may reasonably request, confirming compliance with any and all of the covenants, representations and warranties contained in this agreement and the other Loan Documents;



(3) Lender has determined that the Additional Land meets all of Lender's requirements with respect to Future Property set forth in Section 3.1; and

(4) Borrower must pay or reimburse Lender for all of Lender's actual out-of-pocket costs and expenses related to the pledge of the Additional Land as Collateral.

e. If and when all of the Additional Mortgaged Land Conditions are satisfied, no further action by Borrower is required with respect to the Loan to Value Covenant for the applicable period.

3.11 Delivery of Appraisals. The following subsection is hereby added to Section 6.1 of the Loan Agreement:

“(d) copies of all annual full or desktop appraisals completed on any portion of the Collateral within sixty (60) days after completion; provided, however, that Lender shall be under no obligation to review, rely upon or otherwise use any such appraisals for any purpose.”

1. Cross-Default and Cross-Collateralization/Pari Passu. Borrower and Guarantor acknowledge that the Security Instruments are Collateral for the entire Loan, including without limitation the Renewal Loans, and the occurrence of a default under any of the Security Instruments or any of the Loan Documents will comprise a default under all of the Security Instruments and other Loan Documents. Notwithstanding anything to the contrary contained in any of the Notes or the other Loan Documents, so long as there exists no Event of Default, nor any event which, but for the giving and receiving of notice, would become an Event of Default, then (1) any voluntary unscheduled principal payments shall be allocated to the Notes as directed by the Borrower; and (2) any mandatory, unscheduled payment of principal shall be applied in the following order of priority: (i) to Loan 200539 (Note E); (ii) to Loan 202051 (Note F) and then (iii) to Loan 203128 (Renewal Note B) and Loan 203129 (Renewal Note D) on a pro rata basis calculated using the then outstanding aggregate principal balances of Loan 203128 and Loan 203129. In all other respects, regardless of whether an Event of Default has occurred, the Loans shall be pari-passu as to payment and lien priority.

2. Consent of Guarantor. Guarantor hereby consents to the addition of Renewal Note B and Renewal Note D to the Loan under the terms of the Loan Agreement, as amended hereby, and further, consents to the execution by all parties of this Amendment and any other documents or modifications to documents contemplated hereby. Guarantor agrees that the Guaranty remains in full force and effect with regard to all disbursements of the Loan and the Loan Documents as so modified.

3. Reaffirmation of Guaranty. Guarantor hereby confirms and reaffirms all of the representations, warranties, covenants and obligations of the Guaranty and the other Loan Documents, and further confirms and agrees that Guarantor is and shall continue to be liable for all obligations arising under and in connection with the Loan, as well as the Renewal Loans.

4. Reaffirmation by Borrower. Except as specifically amended by this Amendment, the Loan Agreement shall remain unmodified and in full force and effect. Borrower hereby reaffirms for the benefit of Lender each and every of the terms and provisions of the Notes, the Loan Agreement, and the other Loan Documents, in each case as amended by this Amendment the terms of this Amendment.

5. Representations and Warranties of Borrower. Borrower hereby restates and reaffirms all of the covenants, representations and warranties set forth in the Loan Agreement, as if made as of the date of this Amendment. In particular, all of the representations and warranties set forth in Section 4 of the Loan Agreement, as amended hereby, as applied to Borrower and all of the Property, remain true, accurate and complete.

Second Amendment to Loan Agreement  
Gladstone  
Loan Nos. 200539, 202051, 203128 and 203129

6. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be an original and all of which, when combined, shall constitute one and the same instrument.

*(Signatures appear on the following pages)*

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Second Amendment to Loan Agreement  
Gladstone  
Loan Nos. 200539, 202051, 203128 and 203129

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IN WITNESS WHEREOF, Lender, Borrower and Guarantor have executed this Amendment, or have caused this Amendment to be executed by its duly authorized representative(s) as of the Effective Date.

BORROWER:

GLADSTONE LAND LIMITED PARTNERSHIP,  
a Delaware limited partnership

By: Gladstone Land Partners, LLC,  
a Delaware limited liability company  
Its General Partner

By: Gladstone Land Corporation,  
a Maryland corporation  
Its Manager

By: /s/ David Gladstone  
David Gladstone  
Its Chief Executive Officer

GUARANTOR:

GLADSTONE LAND CORPORATION,  
a Maryland corporation

By: /s/ David Gladstone  
David Gladstone  
Its Chief Executive Officer

SIGNATURE PAGE – BORROWER AND GUARANTOR      *(Signatures continue on the following page)*  
Second Amendment to Loan Agreement  
Gladstone  
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LENDER:

METROPOLITAN LIFE INSURANCE COMPANY,  
a New York corporation

By: MetLife Investment Management, LLC,

its investment manager

By: /s/ Robert Frudelen  
Name: Robert Frudelen  
Its: Authorized Signatory and Director

SIGNATURE PAGE – LENDER  
Second Amendment to Loan Agreement  
Gladstone  
Loan Nos. 200539, 202051, 203128 and 203129

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**EXHIBIT A**  
Current Schedule of Properties and Proportionate Shares

	%	Amount
20th Avenue South Haven, LLC, a Delaware limited liability company	.63	\$1,560,000.00
Broadway Road Moorpark, LLC, a Delaware limited liability company	1.55	\$3,820,000.00
East Shelton Road, LLC, a Delaware limited liability company	3.57	\$8,800,000.00
Spring Valley Road Watsonville, LP, a Delaware limited partnership	3.55	\$8,750,000.00
Naumann Road Oxnard, LP, a Delaware limited partnership	2.51	\$6,200,000.00
Sycamore Road Arvin, LP, a Delaware limited partnership	2.81	\$6,930,000.00
Dalton Lane Watsonville, LLC, a California limited liability company	2.07	\$5,100,000.00
West Sierra Avenue Earlimart CA, LP, a Delaware limited partnership	25.15	\$62,000,000.00
Lerdo Highway Shafter CA, LP, a Delaware limited partnership	22.47	\$55,400,000.00
Lerdo Highway Lost Hills CA, LP, a Delaware limited partnership	35.69	\$88,000,000.00
<b>Total</b>	<b>100.00</b>	<b>\$246,560,000.00</b>

EXHIBIT A  
Second Amendment to Loan Agreement  
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EXHIBIT D-1  
LIENS AND LEASES

<u>Lessor</u>	<u>Lessee</u>	<u>Date(s)</u>
Dalton Lane Watsonville,  LLC, a California limited liability company	Westside Strawberry Farms, Inc., a California corporation	7/17/2018 (effective 11/1/2018; expires 10/31/2028)
20 <sup>th</sup> Avenue South Haven,  LLC, a Delaware limited liability company	None	N/A
Broadway Road Moorpark,  LLC, a Delaware limited liability company, as successor to original Lessor, Gladstone Land Corporation, a Maryland corporation, per amendment	Waters Ranches, LLC, and  James Andrew Waters, III	12/1/2013 (effective 12/16/2013; expires  1/30/2023), as amended to expire 6/30/24
East Shelton Road, LLC, a Delaware limited liability company	Riverview, LLP, a Minnesota limited liability partnership	11/27/2019 (Commencement Date 3/1/2020 – expires 2/28/2020); Amended 01/01/2021 effective date – expires 02/28/2035

<p>Spring Valley Road</p> <p>Watsonville, LP, a Delaware limited partnership</p>	<p>Golden State Bulb Growers, Inc., a California corporation (as assigned to Gem-Pack Berries, LLC a Delaware limited liability company</p>	<p>2/23/2015 (effective 10/1/2016; expires 9/30/2022); amended 3/30/22 to expire 9/30/28</p>
<p>Sycamore Road Arvin, LP, a Delaware limited partnership</p>	<p>Underwood Ranches, LP, a California limited partnership</p>	<p>7/24/2014 (effective 11/1/2015; expires 10/31/2024); amended 2/1/2016 &amp; 9/28/2018</p>

**EXHIBIT D 1 1**

Second Amendment to Loan Agreement  
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<p>Naumann Road Oxnard, LP, a Delaware</p> <p>limited partnership</p>	<p>Reiter Brothers, Inc., a California</p> <p>corporation</p>	<p>7/8/2014 (effective 7/23/2014; expires 7/31/2017). Extension signed on 5/15/2017 and expires 7/31/2020; Amended 03/27/2020 – expires 7/31/23; Amended 8/22/22 expires 7/31/28</p>
<p>West Sierra Avenue Earlimart CA, LP, a</p> <p>Delaware limited partnership</p>	<p>Etchegaray Farms LLC, a California</p> <p>limited liability company</p>	<p>10/2/2020 (Commencement Date 12/17/2020; expires 10/31/2030; subject to 1 option to renew for 10 years)</p>
<p>Lerdo Highway Shafter CA,</p> <p>LP, a Delaware limited partnership</p>	<p>Lerdo Farming, LLC, a</p> <p>California limited liability company</p>	<p>6/3/2021 (Commencement</p> <p>Date 6/4/21; expires later of (i).10/31/2031 and (ii)</p>



		<p>completion of 2031 crop harvest (but no later than 12/15/2031); subject to 3 options to extend for 10 years each)</p>
<p>West Lerdo Highway Lost Hills CA, LP, a Delaware limited partnership</p>	<p>Stiefvater Farming Corporation, a California corporation</p>	<p>11/10/2021, Effective Date; expires later of (i) 10/31/2031 and (ii) completion of 2031 crop harvest (but no later than 12/15/2031);</p>

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EXHIBIT D-1-2  
Second Amendment to Loan Agreement  
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## SUBSIDIARIES OF GLADSTONE LAND CORPORATION

**Arizona**

East Shelton Road, LLC  
Reagan Road Willcox, LLC  
Spot Road Dateland, LLC

**California**

American Avenue Kerman CA, LP  
Bear Mountain Arvin, LP  
Broadway Road Moorpark, LLC  
Calaveras Avenue Coalinga, LP  
Cat Canyon Road Los Alamos, LP  
Central Avenue Kerman, LP  
County Road 35 Artois CA, LP  
Dalton Lane Watsonville, LLC  
Diego Ranch Stanislaus, LP  
Driver Road McFarland CA, LP  
Dufau Road Oxnard, LP  
Eight Mile Road Stockton CA, LP  
Espinosa Road Salinas, LP  
Firestone Avenue Coalinga CA, LP  
Flint Avenue Hanford, LP  
Fountain Springs Avenue Ducor CA, LP  
Greenhills Boulevard Chowchilla CA, LP  
Jayne Avenue Huron, LP  
Las Posas Camarillo CA, LP  
Natividad Road Salinas, LLC  
Naumann Road Oxnard, LP  
Nevada Ranch Merced, LP  
Olsen Road Snelling CA, LP  
Round Mountain Road Camarillo CA, LP  
San Andreas Road Watsonville, LLC  
Santa Clara Avenue Oxnard, LP  
San Juan Grade Road Salinas CA, LP  
Spring Valley Road Watsonville, LP  
Sunnyside Avenue Madera, LP  
Sutter Avenue Coalinga, LP  
Sycamore Road Arvin, LP  
Taft Highway Bakersfield, LP  
West Beach Street Watsonville, LLC  
West Gonzales Road Oxnard, LLC  
West Lost Hills Road Coalinga CA, LP  
West Sierra Avenue Earlimart CA, LP  
Withers Road Napa CA, LP  
Yolo County Line Road Arbuckle CA, LP  
South Avenue Corning CA, LP  
Lerdo Highway Shafter CA, LP  
Maricopa Highway Bakersfield CA, LP  
Raymond Road Madera CA, LP  
West Lerdo Highway Lost Hills CA, LP

**Colorado**

Baca County Edler, LLC  
County Road 18 Holyoke CO, LLC

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Gunbarrel Road Alamosa, LLC  
Horse Creek Baca, LLC  
JJ Road Pritchett, LLC

**Delaware**

Gladstone California Farmland GP, LLC  
Gladstone Land Advisers, Inc.  
Gladstone Land Limited Partnership  
Gladstone Land Partners, LLC  
Gladstone Lending Company, LLC  
Gladstone California Water Management GP LLC  
Gladstone California Water LP

**Florida**

Citrus Boulevard Stuart, LLC  
Colding Loop Road Wimauma, LLC  
Corbitt Road Immokalee, LLC  
Farm Road Port Charlotte FL, LLC  
Immokalee Exchange, LLC  
Keysville Road Plant City, LLC  
Lithia Road Plant City, LLC  
McIntosh Road Dover, LLC  
Orange Avenue Fort Pierce, LLC  
Owl Hammock Immokalee, LLC  
Parrish Road Duette, LLC  
Parrot Avenue Okeechobee, LLC  
Plantation Road Marianna, LLC  
Trapnell Road Plant City, LLC  
Wauchula Road Duette, LLC  
West Citrus Boulevard Stuart FL, LLC  
West Orange Avenue Fort Pierce FL, LLC

**Georgia**

Cogdell Highway Pearson GA, LLC

**Maryland**

Mt. Hermon Road Salisbury MD, LLC  
Palmer Mill Road Hurlock MD, LLC

**Michigan**

20th Avenue South Haven, LLC  
38th Avenue Covert, LLC  
Blue Star Highway Fennville MI, LLC  
Cemetery Road Bangor, LLC  
Van Buren Trail Covert MI, LLC

**Nebraska**

Highway 17 Wauneta NE, LLC  
Holt County Stuart, LLC  
Indian Highway Palisade NE, LLC  
Lamar Valley Champion NE, LLC  
Rock County Bassett, LLC  
Somerset Road Grant NE, LLC

**New Jersey**

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Richards Avenue Hammonton NJ, LLC  
Almena Drive Paw Paw MI, LLC

**North Carolina**

Poplar Street Bladenboro, LLC

**Oregon**

Chuckhole Lane Milton-Freewater OR, LLC  
Collins Road Clatskanie, LLC  
Oregon Trail Highway, LLC  
Prunedale Road Milton-Freewater OR, LLC  
Sequoia Street Brooks, LLC  
Wallace Road Salem OR, LLC

**South Carolina**

Tractor Road Bamberg SC, LLC

**Texas**

Bunker Hill Road Dalhart TX, LP

**Washington**

North Columbia River Road Pasco WA, LLC  
Oasis Road Walla Walla, LLC  
Rock Road Sumas WA, LLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-270901) of Gladstone Land Corporation of our report dated February 20, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Washington, DC  
February 20, 2024

**CERTIFICATION**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, David Gladstone, certify that:

1. I have reviewed this annual report on Form 10-K of Gladstone Land Corporation;

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

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

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

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

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

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

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

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

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

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

Date: February 20, 2024

/s/ David Gladstone

David Gladstone

Chief Executive Officer, President, and  
Chairman of the Board of Directors

**CERTIFICATION**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Lewis Parrish, certify that:

1. I have reviewed this annual report on Form 10-K of Gladstone Land Corporation;

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

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

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

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

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

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

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

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

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

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

Date: February 20, 2024

/s/ Lewis Parrish  
Lewis Parrish  
Chief Financial Officer and  
Assistant Treasurer



CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer of Gladstone Land Corporation (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the period ended December 31, 2023 ("Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: February 20, 2024

/s/ David Gladstone

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David Gladstone

Chief Executive Officer, President and  
Chairman of the Board of Directors

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Financial Officer and Assistant Treasurer of Gladstone Land Corporation (the “Company”), hereby certifies on the date hereof, pursuant to 18 U.S.C. §1350(a), as adopted pursuant to Section 906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the period ended December 31, 2023 (“Form 10-K”), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: February 20, 2024

/s/ Lewis Parrish

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Lewis Parrish

Chief Financial Officer

**Gladstone Land Corporation  
Compensation Recoupment Policy**

**1. Purpose.** The purpose of this Compensation Recoupment Policy of the Company (as amended from time to time, the “Policy”), dated as of October 10, 2023 (the “Adoption Date”) is to describe the circumstances in which current and former Executive Officers will be required to repay or return Erroneously Awarded Compensation to members of the Company Group. The Company has adopted this Policy to comply with Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as codified by Section 10D of the Exchange Act, Exchange Act Rule 10D-1 promulgated thereunder, and the rules and requirements of Nasdaq (including Nasdaq Listing Rule 5608) (such legal requirements, and rules and requirements of Nasdaq, collectively, the “SEC/Nasdaq Clawback Rules”). Each Executive Officer shall be required to sign and return to the Company an acknowledgment to this Policy in the form attached hereto as Exhibit A pursuant to which such Executive Officer will agree to be bound by the terms and comply with this Policy.

**2. Administration.** This Policy shall be administered by the Committee. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy, and any such determinations made by the Committee shall be in the Committee’s sole discretion, and shall be final and binding on all affected individuals. Subject to applicable legal requirements and the rules and requirements of Nasdaq, the Committee may delegate any or all of its powers and duties under the Policy to authorized officers of the Company, subject to such limitations on such delegated powers and duties as the Committee may impose, if any. Except as otherwise required by applicable legal requirements or the rules and requirements of the Nasdaq, any determinations of the Committee hereunder need not be uniform with respect to one or more Executive Officers (whether current or former).

**3. Definitions.** For purposes of this Policy, the following capitalized terms shall have the meanings set forth below:

(a) “Accounting Restatement” shall mean an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement (i) to correct an error in previously issued financial statements that is material to the previously issued financial statements (a “Big R” restatement), or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a “little r” restatement).

(b) “Board” shall mean the Board of Directors of the Company.

(c) “Clawback Eligible Incentive Compensation” shall mean all Incentive-Based Compensation Received by any current or former Executive Officer on or after the Nasdaq Effective Date, provided that:

1. such Incentive-Based Compensation is Received after such individual began serving as an Executive Officer;
  1. such individual served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation;
  1. such Incentive-Based Compensation is Received while the Company has a class of securities listed on Nasdaq; and
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1. such Incentive-Based Compensation is Received during the applicable Clawback Period.

(d) “Clawback Period” shall mean, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company’s fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(e) “Committee” shall mean the Compensation Committee of the Board.

(f) “Common Stock” shall mean the common stock, \$0.001 par value per share, of the Company.

(g) “Company” shall mean Gladstone Land Corporation, a Maryland corporation.

(h) “Company Group” shall mean the Company, together with each of its direct and indirect subsidiaries.

(i) “Erroneously Awarded Compensation” shall mean, with respect to any current or former Executive Officer in connection with any Accounting Restatement, the amount of Clawback Eligible Incentive Compensation Received by such current or former Executive Officer that exceeds the amount of Clawback Eligible Incentive Compensation that otherwise would have been Received by such current or former Executive Officer had such Clawback Eligible Incentive Compensation been determined based on the restated amounts as reflected in connection with such Accounting Restatement, computed without regard to any taxes paid.

(j) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(k) “Executive Officer” shall mean any officer as defined in Rule 10D-1(d) (or any successor provision thereof) under the Exchange Act.

(l) “Financial Reporting Measures” shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any other measures that are derived wholly or in part from such measures. For purposes of this Policy, stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented within the Company’s financial statements or included in a filing with the SEC.

(m) “Incentive-Based Compensation” shall mean any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(n) “Nasdaq” shall mean the Nasdaq Stock Market.

(o) “Nasdaq Effective Date” shall mean October 2, 2023.

(p) “Received” shall mean when Incentive-Based Compensation is received, and Incentive-Based Compensation shall be deemed received in the Company’s fiscal period during which the Financial

Reporting Measure specified in the Incentive-Based Compensation award is attained, even if payment or grant of the Incentive-Based Compensation occurs after the end of that period.

(q) “Restatement Date” shall mean the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

(r) “SEC” shall mean the U.S. Securities and Exchange Commission.

#### **4. Recoupment of Erroneously Awarded Compensation.**

(a) In the event that the Company is required to prepare an Accounting Restatement, (i) the Committee shall determine the amount of any Erroneously Awarded Compensation for each applicable current or former Executive Officer (whether or not such individual is serving as an Executive Officer at such time) (the “Applicable Executives”) in connection with such Accounting Restatement, and (ii) the Company will reasonably promptly require the recoupment of such Erroneously Awarded Compensation from any such Applicable Executive, and any such Applicable Executive shall surrender such Erroneously Awarded Compensation to the Company, at such time(s), and via such method(s), as determined by the Committee in accordance with the terms of this Policy. In such event, any such Applicable Executive shall enter into any recoupment or similar agreement as may be requested by the Committee in connection with the Company’s recoupment of Erroneously Awarded Compensation from such Applicable Executive pursuant to the terms of this Policy.

(b) For Incentive-Based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, (i) such amount shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received, and (ii) the Company will maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.

(c) The Committee shall determine, in its sole discretion, the method(s) for recouping any Erroneously Awarded Compensation from any Applicable Executive, which may include one or more of the following:

(i) requiring one or more cash payments to the Company Group from such Applicable Executive, including, but not limited to, the repayment of cash Incentive-Based Compensation previously paid by the Company Group to such Applicable Executive;

(ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards previously made by the Company to such Applicable Executive and/or otherwise requiring the delivery to the Company of shares of Common Stock held by such Applicable Executive;

(iii) withholding, reducing or eliminating future cash compensation (including cash incentive payments), future equity awards and/or other benefits or amounts otherwise to be paid or awarded by the Company Group to such Applicable Executive;

(iv) offsetting amounts against compensation or other amounts otherwise payable by the Company Group to such Applicable Executive;

(v) cancelling, adjusting or offsetting against some or all outstanding vested or unvested equity awards of the Company held by such Applicable Executive; and/or

(vi) taking any other remedial and recovery actions with respect to such Applicable Executive permitted by applicable legal requirements and the rules and regulations of Nasdaq, as determined by the Committee.

(d) Notwithstanding anything herein to the contrary, the Company shall not be required to recover Erroneously Awarded Compensation from any Applicable Executive pursuant to the terms of this Policy if (1) the Committee determines that such recovery would be impracticable, and (2) any of the following conditions is met:

(i) the direct expenses paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered, provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement pursuant to this clause (i), the Company has (x) made a reasonable attempt to recover such Erroneously Awarded Compensation, (y) documented such reasonable attempt(s) to recover, and (z) provided such documentation to Nasdaq;

(ii) recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in such a violation, has provided copy of the opinion is provided to Nasdaq; or

(iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company Group, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

**5. No Indemnification, Etc.** The Company Group shall not (x) indemnify any current or former Executive Officer against the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (y) pay or reimburse any current or former Executive Officers for insurance premiums to recover losses incurred under this Policy.

**6. Supersedeure.** This Policy will supersede any provisions in (x) any agreement, plan or other arrangement applicable to any member of the Company Group, and (y) any organizational documents of any entity that is part of Company Group that, in any such case, (a) exempt any Incentive-Based Compensation from the application of this Policy, (b) waive or otherwise prohibit or restrict the Company Group's right to recover any Erroneously Awarded Compensation, including, without limitation, in connection with exercising any right of setoff as provided herein, and/or (c) require or provide for indemnification to the extent that such indemnification is prohibited under Section 5 above.

**7. Amendment; Termination; Interpretation.** The Committee may amend or terminate this Policy at any time, subject to compliance with all applicable legal requirements and the rules and requirements of Nasdaq. It is intended that this Policy be interpreted in a manner that is consistent with the SEC/Nasdaq Clawback Rules.

## **8. Other Recoupment Rights; No Additional Payments.**

(a) Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company Group pursuant to (i) the terms of any recoupment provisions in any employment agreement, incentive or equity compensation plan or award or other agreement, (ii) any other legal requirements, including, but not limited to, Section 304 of Sarbanes-Oxley Act of 2002 (subject to Section 8(b) of this Policy below), and (iii) any other legal rights or remedies available to the Company.

(b) Notwithstanding anything herein to the contrary, to the extent that the Committee determines that any Erroneously Awarded Compensation includes any amounts that have been actually reimbursed to the Company Group from any Applicable Executive pursuant to Section 304 of the Sarbanes-Oxley Act (any such amounts that have been reimbursed to the Company Group, the "Applicable SOX Recoupment Amount"), in order to prevent duplicative recovery, the amount of any Erroneously Awarded Compensation to be recovered from any such Applicable Executive shall be reduced by the Applicable SOX Recoupment Amount.

(c) To the extent so determined by the Committee, the Company shall be entitled to recover from any Applicable Executive all fees and expenses incurred by the Company Group in connection with enforcing its rights under this Policy against any Applicable Executive.

**9. Successors.** This Policy shall be binding and enforceable against all current and former Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

**Exhibit A**

**Form of Acknowledgment**

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of the Gladstone Land Corporation Compensation Recoupment Policy (the "Policy"). Capitalized terms used but not otherwise defined in this acknowledgment shall have the meanings ascribed to such terms in the Policy.

By signing this acknowledgment, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company Group. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation to the Company Group to the extent required by the Policy.

\_\_\_\_\_  
Signature

Print Name \_\_\_\_\_

\_\_\_\_\_  
Date



**Exhibit 99.2**

Pursuant to FINRA Rule 2310(b)(5) and 2231(c), Gladstone Land Corporation (the “Company”) determined the estimated value as of December 31, 2023, of its 5.00% Series E Cumulative Redeemable Preferred Stock (the “Series E Preferred Stock”), \$25.00 stated value per share, with the assistance of a third-party valuation service. In particular, the third-party valuation service reviewed the amount resulting from the consolidated total equity of the Company (as reflected on the Company’s Consolidated Balance Sheet within its Annual Report on Form 10-Q for the period ended December 31, 2023 (the “Form 10-K”), which was prepared in accordance with U.S. generally accepted accounting principles), adjusted for the fair value of its long-term assets (i.e., its real estate holdings) and long-term liabilities (each as disclosed within the Form 10-K (to which this exhibit is attached) under “Non-GAAP Financial Information—Net Asset Value”), divided by the number of shares of the Company’s Series E Preferred Stock outstanding. Based on this methodology and because the result from the calculation above is greater than the \$25.00 per share stated value of the Company’s Series E Preferred Stock, the Company has determined that the estimated value of its Series E Preferred Stock as of December 31, 2023, is \$25.00 per share.