

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2022

OR

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

**SIMON PROPERTY GROUP, INC.  
SIMON PROPERTY GROUP, L.P.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(Simon Property Group, Inc.)  
**Delaware**  
(Simon Property Group, L.P.)  
(State of incorporation  
or organization)

**001-14469**  
(Simon Property Group, Inc.)  
**001-36110**  
(Simon Property Group, L.P.)  
(Commission File No.)

**04-6268599**  
(Simon Property Group, Inc.)  
**34-1755769**  
(Simon Property Group, L.P.)  
(I.R.S. Employer  
Identification No.)

**225 West Washington Street  
Indianapolis, Indiana 46204**  
(Address of principal executive offices)

**(317) 636-1600**  
(Registrant's telephone number, including area code)

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

	<u>Title of each class</u>	<u>Trading Symbols</u>	<u>Name of each exchange on which registered</u>
Simon Property Group, Inc.	Common stock, \$0.0001 par value	SPG	New York Stock Exchange
Simon Property Group, Inc.	8 <sup>3</sup> / <sub>8</sub> % Series J Cumulative Redeemable Preferred Stock, \$0.0001 par value	SPGJ	New York Stock Exchange

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Simon Property Group, Inc. Yes  No

Simon Property Group, L.P. 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).

Simon Property Group, Inc. Yes  No

Simon Property Group, L.P. Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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:

Simon Property Group, Inc.:

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

Simon Property Group, L.P.:

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

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

Simon Property Group, Inc.

Simon Property Group, L.P.

Indicate by check mark whether Registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).

Simon Property Group, Inc. Yes  No

Simon Property Group, L.P. Yes  No

As of September 30, 2022, Simon Property Group, Inc. had 326,945,791 shares of common stock, par value \$0.0001 per share, and 8,000 shares of Class B common stock, par value \$0.0001 per share, outstanding. Simon Property Group, L.P. has no common stock outstanding.

## EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarterly period ended September 30, 2022 of Simon Property Group, Inc., a Delaware corporation, and Simon Property Group, L.P., a Delaware limited partnership. Unless stated otherwise or the context otherwise requires, references to “Simon” mean Simon Property Group, Inc. and references to the “Operating Partnership” mean Simon Property Group, L.P. References to “we,” “us” and “our” mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership.

Simon is a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. We are structured as an umbrella partnership REIT under which substantially all of our business is conducted through the Operating Partnership, Simon’s majority-owned partnership subsidiary, for which Simon is the general partner. As of September 30, 2022, Simon owned an approximate 87.4% ownership interest in the Operating Partnership, with the remaining 12.6% ownership interest owned by limited partners. As the sole general partner of the Operating Partnership, Simon has exclusive control of the Operating Partnership’s day-to-day management.

We operate Simon and the Operating Partnership as one business. The management of Simon consists of the same members as the management of the Operating Partnership. As general partner with control of the Operating Partnership, Simon consolidates the Operating Partnership for financial reporting purposes, and Simon has no material assets or liabilities other than its investment in the Operating Partnership. Therefore, the assets and liabilities of Simon and the Operating Partnership are the same on their respective financial statements.

We believe that combining the quarterly reports on Form 10-Q of Simon and the Operating Partnership into this single report provides the following benefits:

- enhances investors’ understanding of Simon and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined presentation since substantially all of the disclosure in this report applies to both Simon and the Operating Partnership; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

We believe it is important for investors to understand the few differences between Simon and the Operating Partnership in the context of how we operate as a consolidated company. The primary difference is that Simon itself does not conduct business, other than acting as the general partner of the Operating Partnership and issuing equity or equity-related instruments from time to time. In addition, Simon itself does not incur any indebtedness, as all debt is incurred by the Operating Partnership or entities/subsidiaries owned or controlled by the Operating Partnership.

The Operating Partnership holds, directly or indirectly, substantially all of our assets, including our ownership interests in our joint ventures. The Operating Partnership conducts substantially all of our business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity issuances by Simon, which are contributed to the capital of the Operating Partnership in exchange for, in the case of common stock issuances by Simon, common units of partnership interest in the Operating Partnership, or units, or, in the case of preferred stock issuances by Simon, preferred units of partnership interest in the Operating Partnership, or preferred units, the Operating Partnership, directly or indirectly, generates the capital required by our business through its operations, the incurrence of indebtedness, proceeds received from the disposition of certain properties and joint ventures and the issuance of units or preferred units to third parties.

The presentation of stockholders’ equity, partners’ equity and noncontrolling interests are the main areas of difference between the consolidated financial statements of Simon and those of the Operating Partnership. The differences between stockholders’ equity and partners’ equity result from differences in the equity issued at the Simon and Operating Partnership levels. The units held by limited partners in the Operating Partnership are accounted for as partners’ equity in the Operating Partnership’s financial statements and as noncontrolling interests in Simon’s financial statements. The noncontrolling interests in the Operating Partnership’s financial statements include the interests of unaffiliated partners in various consolidated partnerships. The noncontrolling interests in Simon’s financial statements include the same noncontrolling interests at the Operating Partnership level and, as previously stated, the units held by limited partners of the Operating Partnership. Although classified differently, total equity of Simon and the Operating Partnership is the same.

To help investors understand the differences between Simon and the Operating Partnership, this report provides:

- separate consolidated financial statements for Simon and the Operating Partnership;
- a single set of condensed notes to such consolidated financial statements that includes separate discussions of noncontrolling interests and stockholders’ equity or partners’ equity, accumulated other comprehensive income (loss) and per share and per unit data, as applicable;

- a combined Management's Discussion and Analysis of Financial Condition and Results of Operations section that also includes discrete information related to each entity; and
- separate Part II, Item 2. Unregistered Sales of Equity Securities and Use of Proceeds sections related to each entity.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of Simon and the Operating Partnership in order to establish that the requisite certifications have been made and that Simon and the Operating Partnership are each compliant with Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 and 18 U.S.C. §1350. The separate discussions of Simon and the Operating Partnership in this report should be read in conjunction with each other to understand our results on a consolidated basis and how management operates our business.

In order to highlight the differences between Simon and the Operating Partnership, the separate sections in this report for Simon and the Operating Partnership specifically refer to Simon and the Operating Partnership. In the sections that combine disclosure of Simon and the Operating Partnership, this report refers to actions or holdings of Simon and the Operating Partnership as being "our" actions or holdings. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and joint ventures, holds assets and incurs debt, we believe that references to "we," "us" or "our" in this context is appropriate because the business is one enterprise and we operate substantially all of our business through the Operating Partnership.

**Simon Property Group, Inc.  
Simon Property Group, L.P.  
Form 10-Q**

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**Simon Property Group, Inc.**  
*Unaudited Consolidated Balance Sheets*  
(Dollars in thousands, except share amounts)

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
<b>ASSETS:</b>		
Investment properties, at cost . . . . .	<b>\$ 37,982,665</b>	\$ 37,932,366
Less - accumulated depreciation . . . . .	<b>16,245,409</b>	15,621,127
	<b>21,737,256</b>	22,311,239
Cash and cash equivalents . . . . .	<b>601,520</b>	533,936
Tenant receivables and accrued revenue, net . . . . .	<b>794,599</b>	919,654
Investment in TRG, at equity . . . . .	<b>3,150,169</b>	3,305,102
Investment in Klépierre, at equity . . . . .	<b>1,378,050</b>	1,661,943
Investment in other unconsolidated entities, at equity . . . . .	<b>3,116,422</b>	3,075,375
Right-of-use assets, net . . . . .	<b>497,490</b>	504,119
Investments held in trust - special purpose acquisition company . . . . .	<b>345,000</b>	345,000
Deferred costs and other assets . . . . .	<b>1,174,857</b>	1,121,011
<b>Total assets</b> . . . . .	<b>\$ 32,795,363</b>	\$ 33,777,379
<b>LIABILITIES:</b>		
Mortgages and unsecured indebtedness . . . . .	<b>\$ 24,640,370</b>	\$ 25,321,022
Accounts payable, accrued expenses, intangibles, and deferred revenues . . . . .	<b>1,421,443</b>	1,433,216
Cash distributions and losses in unconsolidated entities, at equity . . . . .	<b>1,698,917</b>	1,573,105
Dividend payable . . . . .	<b>2,733</b>	1,468
Lease liabilities . . . . .	<b>500,197</b>	506,931
Other liabilities . . . . .	<b>495,142</b>	540,912
<b>Total liabilities</b> . . . . .	<b>28,758,802</b>	29,376,654
Commitments and contingencies		
Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests . . . . .	<b>559,482</b>	547,740
<b>EQUITY:</b>		
Stockholders' Equity		
Capital stock (850,000,000 total shares authorized, \$0.0001 par value, 238,000,000 shares of excess common stock, 100,000,000 authorized shares of preferred stock):		
Series J 8 <sup>3/8</sup> % cumulative redeemable preferred stock, 1,000,000 shares authorized, 796,948 issued and outstanding with a liquidation value of \$39,847 . . . . .	<b>41,517</b>	41,763
Common stock, \$0.0001 par value, 511,990,000 shares authorized, 342,905,419 and 342,907,608 issued and outstanding, respectively . . . . .	<b>34</b>	34
Class B common stock, \$0.0001 par value, 10,000 shares authorized, 8,000 issued and outstanding . . . . .	<b>—</b>	—
Capital in excess of par value . . . . .	<b>11,231,483</b>	11,212,990
Accumulated deficit . . . . .	<b>(6,046,981)</b>	(5,823,708)
Accumulated other comprehensive loss . . . . .	<b>(160,549)</b>	(185,186)
Common stock held in treasury, at cost, 15,959,628 and 14,295,983 shares, respectively . . . . .	<b>(2,043,979)</b>	(1,884,441)
<b>Total stockholders' equity</b> . . . . .	<b>3,021,525</b>	3,361,452
Noncontrolling interests . . . . .	<b>455,554</b>	491,533
<b>Total equity</b> . . . . .	<b>3,477,079</b>	3,852,985
<b>Total liabilities and equity</b> . . . . .	<b>\$ 32,795,363</b>	\$ 33,777,379

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

**Simon Property Group, Inc.**  
*Unaudited Consolidated Statements of Operations and Comprehensive Income*  
(Dollars in thousands, except per share amounts)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>REVENUE:</b>				
Lease income . . . . .	\$ 1,215,470	\$ 1,207,923	\$ 3,618,035	\$ 3,511,806
Management fees and other revenues . . . . .	28,654	27,024	85,051	78,381
Other income . . . . .	71,662	61,607	188,464	200,465
<b>Total revenue</b> . . . . .	<b>1,315,786</b>	<b>1,296,554</b>	<b>3,891,550</b>	<b>3,790,652</b>
<b>EXPENSES:</b>				
Property operating . . . . .	120,858	108,556	336,929	291,248
Depreciation and amortization . . . . .	301,754	311,381	910,190	942,851
Real estate taxes . . . . .	109,932	117,094	333,611	347,800
Repairs and maintenance . . . . .	21,639	21,735	63,993	62,126
Advertising and promotion . . . . .	27,102	38,635	72,429	87,685
Home and regional office costs . . . . .	43,711	48,667	143,424	132,365
General and administrative . . . . .	7,784	6,909	24,977	20,739
Other . . . . .	30,810	31,253	106,649	84,180
<b>Total operating expenses</b> . . . . .	<b>663,590</b>	<b>684,230</b>	<b>1,992,202</b>	<b>1,968,994</b>
<b>OPERATING INCOME BEFORE OTHER ITEMS</b> . . . . .	<b>652,196</b>	<b>612,324</b>	<b>1,899,348</b>	<b>1,821,658</b>
Interest expense . . . . .	(187,878)	(199,772)	(560,353)	(602,207)
Loss on extinguishment of debt . . . . .	—	(28,593)	—	(31,552)
Gain on sale or exchange of equity interests (Note 6) . . . . .	—	159,828	—	159,828
Income and other tax expense . . . . .	(8,256)	(67,262)	(31,168)	(108,367)
Income from unconsolidated entities . . . . .	163,086	198,524	434,343	562,138
Unrealized losses in fair value of equity instruments . . . . .	(14,563)	(4,944)	(63,412)	(8,121)
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net. . . . .	17,262	108,543	879	201,600
<b>CONSOLIDATED NET INCOME</b> . . . . .	<b>621,847</b>	<b>778,648</b>	<b>1,679,637</b>	<b>1,994,977</b>
Net income attributable to noncontrolling interests . . . . .	81,975	97,878	214,722	249,421
Preferred dividends . . . . .	834	834	2,503	2,503
<b>NET INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS</b> . . . . .	<b>\$ 539,038</b>	<b>\$ 679,936</b>	<b>\$ 1,462,412</b>	<b>\$ 1,743,053</b>
<b>BASIC AND DILUTED EARNINGS PER COMMON SHARE:</b>				
<b>Net income attributable to common stockholders</b> . . . . .	<b>\$ 1.65</b>	<b>\$ 2.07</b>	<b>\$ 4.46</b>	<b>\$ 5.30</b>
<b>Consolidated Net Income</b> . . . . .				
Unrealized gain on derivative hedge agreements . . . . .	35,470	8,280	80,327	45,366
Net gain reclassified from accumulated other comprehensive loss into earnings . . . . .	(403)	(404)	(1,191)	(7,022)
Currency translation adjustments . . . . .	(26,143)	(11,199)	(49,482)	(40,968)
Changes in available-for-sale securities and other . . . . .	(546)	(71)	(1,619)	(304)
Comprehensive income . . . . .	630,225	775,254	1,707,672	1,992,049
Comprehensive income attributable to noncontrolling interests . . . . .	83,007	97,451	218,119	249,091
<b>Comprehensive income attributable to common stockholders</b> . . . . .	<b>\$ 547,218</b>	<b>\$ 677,803</b>	<b>\$ 1,489,553</b>	<b>\$ 1,742,958</b>

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

**Simon Property Group, Inc.**  
*Unaudited Consolidated Statements of Cash Flows*  
(Dollars in thousands)

	<b>For the Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Consolidated Net Income</b> .....	<b>\$ 1,679,637</b>	<b>\$ 1,994,977</b>
Adjustments to reconcile consolidated net income to net cash provided by operating activities		
Depreciation and amortization .....	<b>955,767</b>	985,116
Loss on debt extinguishment .....	<b>—</b>	31,552
Gain on acquisition of controlling interests, sale or disposal of, or recovery on, assets and interests in unconsolidated entities, and impairment, net. ....	<b>(879)</b>	(201,600)
Gain on exchange of equity interests .....	<b>—</b>	(159,828)
Unrealized losses in fair value of equity instruments. ....	<b>63,412</b>	8,121
Straight-line lease loss .....	<b>21,451</b>	19,014
Equity in income of unconsolidated entities .....	<b>(434,343)</b>	(562,138)
Distributions of income from unconsolidated entities .....	<b>459,366</b>	319,041
<b>Changes in assets and liabilities</b>		
Tenant receivables and accrued revenue, net .....	<b>77,842</b>	260,470
Deferred costs and other assets .....	<b>(77,339)</b>	(51,079)
Accounts payable, accrued expenses, intangibles, deferred revenues and other .....	<b>89,548</b>	108,825
<b>Net cash provided by operating activities</b> .....	<b>2,834,462</b>	<b>2,752,471</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisitions .....	<b>(29,988)</b>	(157,080)
Funding of loans to related parties .....	<b>(132,857)</b>	(15,419)
Repayments of loans to related parties .....	<b>79,631</b>	8,381
Capital expenditures, net .....	<b>(465,387)</b>	(419,477)
Cash impact from the consolidation of properties .....	<b>20,988</b>	5,595
Net proceeds from sale of assets .....	<b>59,511</b>	—
Investments in unconsolidated entities .....	<b>(235,510)</b>	(48,156)
Purchase of equity instruments .....	<b>(63,653)</b>	(16,769)
Proceeds from sales of equity instruments .....	<b>26,086</b>	—
Insurance proceeds for property restoration .....	<b>—</b>	7,030
Distributions of capital from unconsolidated entities and other .....	<b>377,089</b>	137,031
<b>Net cash used in investing activities</b> .....	<b>(364,090)</b>	<b>(498,864)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from sales of common stock and other, net of transaction costs .....	<b>(246)</b>	(246)
Purchase of shares related to stock grant recipients' tax withholdings .....	<b>(6,788)</b>	(2,318)
Redemption of limited partner units .....	<b>(1,758)</b>	(57)
Purchase of treasury stock .....	<b>(180,387)</b>	—
Proceeds from the special purpose acquisition company IPO, net of transaction costs .....	<b>—</b>	338,121
Establishment of trust account for special purpose acquisition company .....	<b>—</b>	(345,000)
Distributions to noncontrolling interest holders in properties .....	<b>(14,544)</b>	(1,640)
Contributions from noncontrolling interest holders in properties .....	<b>29,681</b>	16,736
Preferred distributions of the Operating Partnership .....	<b>(1,436)</b>	(1,436)
Distributions to stockholders and preferred dividends .....	<b>(1,675,618)</b>	(1,809,156)
Distributions to limited partners .....	<b>(241,348)</b>	(258,995)
Cash paid to extinguish debt .....	<b>—</b>	(30,009)
Proceeds from issuance of debt, net of transaction costs .....	<b>2,540,779</b>	7,353,120
Repayments of debt .....	<b>(2,851,123)</b>	(8,085,917)
<b>Net cash used in financing activities</b> .....	<b>(2,402,788)</b>	<b>(2,826,797)</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b> .....	<b>67,584</b>	(573,190)
<b>CASH AND CASH EQUIVALENTS, beginning of period</b> .....	<b>533,936</b>	1,011,613
<b>CASH AND CASH EQUIVALENTS, end of period</b> .....	<b>\$ 601,520</b>	<b>\$ 438,423</b>

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

**Simon Property Group, Inc.**  
*Unaudited Consolidated Statements of Equity*  
(Dollars in thousands)

	Preferred Stock	Common Stock	Accumulated Other Comprehensive Income (Loss)	Capital in Excess of Par Value	Accumulated Deficit	Common Stock Held in Treasury	Noncontrolling interests	Total Equity
<b>December 31, 2021</b>	<u>\$ 41,763</u>	<u>\$ 34</u>	<u>\$ (185,186)</u>	<u>\$ 11,212,990</u>	<u>\$ (5,823,708)</u>	<u>\$ (1,884,441)</u>	<u>\$ 491,533</u>	<u>\$ 3,852,985</u>
Exchange of limited partner units (2,680 common shares, note 8)				27			(27)	—
Series J preferred stock premium amortization	(82)							(82)
Stock incentive program (47,804 common shares)				(6,864)		6,864		—
Redemption of limited partner units (1,000 units)				(137)			(10)	(147)
Amortization of stock incentive				3,705				3,705
Long-term incentive performance units							3,895	3,895
Issuance of unit equivalents and other (23,514 common shares repurchased)				1	(9,007)	(3,757)	(262)	(13,025)
Unrealized gain on hedging activities			14,715				2,118	16,833
Currency translation adjustments			1,170				135	1,305
Changes in available-for-sale securities and other			(455)				(66)	(521)
Net gain reclassified from accumulated other comprehensive loss into earnings			(338)				(49)	(387)
Other comprehensive income (loss)			<u>15,092</u>				<u>2,138</u>	<u>17,230</u>
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				3,899			(3,899)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(543,010)		(78,024)	(621,034)
Distributions to other noncontrolling interest partners							(60)	(60)
Net income, excluding \$479 attributable to preferred interests in the Operating Partnership and a \$1,269 loss attributable to noncontrolling redeemable interests in properties					427,464		61,636	489,100
<b>March 31, 2022</b>	<u>\$ 41,681</u>	<u>\$ 34</u>	<u>\$ (170,094)</u>	<u>\$ 11,213,621</u>	<u>\$ (5,948,261)</u>	<u>\$ (1,881,334)</u>	<u>\$ 476,920</u>	<u>\$ 3,732,567</u>
Series J preferred stock premium amortization	(82)							(82)
Stock incentive program (160,259 common shares, net)				(20,773)		20,773		—
Redemption of limited partner units (12,930 units)				(1,484)			(126)	(1,610)
Amortization of stock incentive				8,662				8,662
Treasury stock purchase (1,424,096 shares)						(144,114)		(144,114)
Long-term incentive performance units							1,826	1,826
Issuance of unit equivalents and other (23,041 common shares repurchased)				101	(3,006)	(3,031)	7,915	1,979
Unrealized gain on hedging activities			24,484				3,540	28,024
Currency translation adjustments			(21,452)				(3,192)	(24,644)
Changes in available-for-sale securities and other			(482)				(70)	(552)
Net gain reclassified from accumulated other comprehensive loss into earnings			(351)				(50)	(401)
Other comprehensive income (loss)			<u>2,199</u>				<u>228</u>	<u>2,427</u>
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				17,930			(17,930)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(559,069)		(80,478)	(639,547)
Distributions to other noncontrolling interest partners							(52)	(52)
Net income, excluding \$478 attributable to preferred interests in the Operating Partnership and \$136 attributable to noncontrolling redeemable interests in properties					497,579		71,287	568,866
<b>June 30, 2022</b>	<u>\$ 41,599</u>	<u>\$ 34</u>	<u>\$ (167,895)</u>	<u>\$ 11,218,057</u>	<u>\$ (6,012,757)</u>	<u>\$ (2,007,706)</u>	<u>\$ 459,590</u>	<u>\$ 3,530,922</u>
Series J preferred stock premium amortization	(82)							(82)
Amortization of stock incentive				5,651				5,651
Treasury stock purchase (405,926 shares)						(36,273)		(36,273)
Long-term incentive performance units							3,070	3,070
Issuance of unit equivalents and other				1,986	(557)		1,973	3,402
Unrealized gain on hedging activities			30,982				4,488	35,470
Currency translation adjustments			(22,807)				(3,336)	(26,143)
Changes in available-for-sale securities and other			(477)				(69)	(546)
Net gain reclassified from accumulated other comprehensive loss into earnings			(352)				(51)	(403)
Other comprehensive income (loss)			<u>7,346</u>				<u>1,032</u>	<u>8,378</u>
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				5,789			(5,789)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(573,539)		(82,846)	(656,385)
Distributions to other noncontrolling interest partners							(722)	(722)
Net income, excluding \$479 attributable to preferred interests in the Operating Partnership and \$2,250 attributable to noncontrolling redeemable interests in properties					539,872		79,246	619,118
<b>September 30, 2022</b>	<u>\$ 41,517</u>	<u>\$ 34</u>	<u>\$ (160,549)</u>	<u>\$ 11,231,483</u>	<u>\$ (6,046,981)</u>	<u>\$ (2,043,979)</u>	<u>\$ 455,554</u>	<u>\$ 3,477,079</u>

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



**Simon Property Group, Inc.**  
*Unaudited Consolidated Statements of Equity*  
(Dollars in thousands)

	Preferred Stock	Common Stock	Accumulated Other Comprehensive Income (Loss)	Capital in Excess of Par Value	Accumulated Deficit	Common Stock Held in Treasury	Noncontrolling interests	Total Equity
<b>December 31, 2020</b>	<u>\$ 42,091</u>	<u>\$ 34</u>	<u>\$ (188,675)</u>	<u>\$ 11,179,688</u>	<u>\$ (6,102,314)</u>	<u>\$ (1,891,352)</u>	<u>\$ 432,874</u>	<u>\$ 3,472,346</u>
Series J preferred stock premium amortization	(82)							(82)
Stock incentive program (37,976 common shares)				(7,214)		7,214		—
Redemption of limited partner units (316 units)				(34)			(3)	(37)
Amortization of stock incentive				4,231				4,231
Long-term incentive performance units							5,014	5,014
Issuance of unit equivalents and other				(4,313)	(2,681)		15,822	8,828
Unrealized gain on hedging activities			31,333				4,514	35,847
Currency translation adjustments			(20,878)				(3,005)	(23,883)
Changes in available-for-sale securities and other			(276)				(40)	(316)
Net gain reclassified from accumulated other comprehensive loss into earnings			(5,370)				(773)	(6,143)
Other comprehensive income (loss)			4,809				696	5,505
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				4,849			(4,849)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(428,712)		(61,558)	(490,270)
Distributions to other noncontrolling interest partners							(577)	(577)
Net income, excluding \$479 attributable to preferred interests in the Operating Partnership and an \$897 loss attributable to noncontrolling redeemable interests in properties					446,694		64,184	510,878
<b>March 31, 2021</b>	<u>\$ 42,009</u>	<u>\$ 34</u>	<u>\$ (183,866)</u>	<u>\$ 11,177,207</u>	<u>\$ (6,087,013)</u>	<u>\$ (1,884,138)</u>	<u>\$ 451,603</u>	<u>\$ 3,515,836</u>
Exchange of limited partner units (58,571 common shares, note 8)				539			(539)	—
Series J preferred stock premium amortization	(82)							(82)
Stock incentive program (41,574 common shares, net)				(1,945)		1,945		—
Redemption of limited partner units (170 units)				(19)			(1)	(20)
Amortization of stock incentive				5,204				5,204
Long-term incentive performance units							5,333	5,333
Issuance of unit equivalents and other (20,374 common shares repurchased)				9,336	(1,212)	(2,318)	1,135	6,941
Unrealized gain on hedging activities			1,079				160	1,239
Currency translation adjustments			(5,176)				(710)	(5,886)
Changes in available-for-sale securities and other			72				10	82
Net gain reclassified from accumulated other comprehensive loss into earnings			(416)				(59)	(475)
Other comprehensive income (loss)			(4,441)				(599)	(5,040)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				3,452			(3,452)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(460,986)		(66,105)	(527,091)
Distributions to other noncontrolling interest partners							(54)	(54)
Net income, excluding \$478 attributable to preferred interests in the Operating Partnership and a \$1,021 loss attributable to noncontrolling redeemable interests in properties					618,092		88,320	706,412
<b>June 30, 2021</b>	<u>\$ 41,927</u>	<u>\$ 34</u>	<u>\$ (188,307)</u>	<u>\$ 11,193,774</u>	<u>\$ (5,931,119)</u>	<u>\$ (1,884,511)</u>	<u>\$ 475,641</u>	<u>\$ 3,707,439</u>
Series J preferred stock premium amortization	(82)							(82)
Amortization of stock incentive				4,718				4,718
Long-term incentive performance units							(2,475)	(2,475)
Issuance of unit equivalents and other					(44,669)		(381)	(45,050)
Unrealized gain on hedging activities			7,239				1,040	8,279
Currency translation adjustments			(9,790)				(1,409)	(11,199)
Changes in available-for-sale securities and other			(62)				(9)	(71)
Net gain reclassified from accumulated other comprehensive loss into earnings			(354)				(50)	(404)
Other comprehensive income (loss)			(2,967)				(428)	(3,395)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership				2,841			(2,841)	—
Distributions to common stockholders and limited partners, excluding Operating Partnership preferred interests					(494,311)		(71,009)	(565,320)
Distributions to other noncontrolling interest partners							(54)	(54)
Net income, excluding \$479 attributable to preferred interests in the Operating Partnership and a \$742 loss attributable to noncontrolling redeemable interests in properties					680,770		98,141	778,911
<b>September 30, 2021</b>	<u>\$ 41,845</u>	<u>\$ 34</u>	<u>\$ (191,274)</u>	<u>\$ 11,201,333</u>	<u>\$ (5,789,329)</u>	<u>\$ (1,884,511)</u>	<u>\$ 496,594</u>	<u>\$ 3,874,692</u>

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

**Simon Property Group, L.P.**  
*Unaudited Consolidated Balance Sheets*  
(Dollars in thousands, except unit amounts)

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
<b>ASSETS:</b>		
Investment properties, at cost .....	\$ 37,982,665	\$ 37,932,366
Less — accumulated depreciation .....	16,245,409	15,621,127
	<b>21,737,256</b>	22,311,239
Cash and cash equivalents .....	601,520	533,936
Tenant receivables and accrued revenue, net .....	794,599	919,654
Investment in TRG, at equity .....	3,150,169	3,305,102
Investment in Klépierre, at equity .....	1,378,050	1,661,943
Investment in other unconsolidated entities, at equity .....	3,116,422	3,075,375
Right-of-use assets, net .....	497,490	504,119
Investments held in trust - special purpose acquisition company .....	345,000	345,000
Deferred costs and other assets .....	1,174,857	1,121,011
<b>Total assets</b> .....	<b>\$ 32,795,363</b>	<b>\$ 33,777,379</b>
<b>LIABILITIES:</b>		
Mortgages and unsecured indebtedness .....	\$ 24,640,370	\$ 25,321,022
Accounts payable, accrued expenses, intangibles, and deferred revenues .....	1,421,443	1,433,216
Cash distributions and losses in unconsolidated entities, at equity .....	1,698,917	1,573,105
Distribution payable .....	2,733	1,468
Lease liabilities .....	500,197	506,931
Other liabilities .....	495,142	540,912
<b>Total liabilities</b> .....	<b>28,758,802</b>	29,376,654
Commitments and contingencies		
Preferred units, various series, at liquidation value, and noncontrolling redeemable interests .....	<b>559,482</b>	547,740
<b>EQUITY:</b>		
Partners' Equity		
Preferred units, 796,948 units outstanding. Liquidation value of \$39,847. ....	41,517	41,763
General Partner, 326,953,791 and 328,619,625 units outstanding, respectively .....	2,980,008	3,319,689
Limited Partners, 47,303,768 and 47,247,936 units outstanding, respectively .....	431,145	477,292
Total partners' equity .....	<b>3,452,670</b>	3,838,744
Nonredeemable noncontrolling interests in properties, net .....	24,409	14,241
<b>Total equity</b> .....	<b>3,477,079</b>	3,852,985
<b>Total liabilities and equity</b> .....	<b>\$ 32,795,363</b>	<b>\$ 33,777,379</b>

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

**Simon Property Group, L.P.**  
*Unaudited Consolidated Statements of Operations and Comprehensive Income*  
(Dollars in thousands, except per unit amounts)

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2022	2021	2022	2021
<b>REVENUE:</b>				
Lease income . . . . .	\$ 1,215,470	\$ 1,207,923	\$ 3,618,035	\$ 3,511,806
Management fees and other revenues . . . . .	28,654	27,024	85,051	78,381
Other income . . . . .	71,662	61,607	188,464	200,465
<b>Total revenue</b> . . . . .	<b>1,315,786</b>	<b>1,296,554</b>	<b>3,891,550</b>	<b>3,790,652</b>
<b>EXPENSES:</b>				
Property operating . . . . .	120,858	108,556	336,929	291,248
Depreciation and amortization . . . . .	301,754	311,381	910,190	942,851
Real estate taxes . . . . .	109,932	117,094	333,611	347,800
Repairs and maintenance . . . . .	21,639	21,735	63,993	62,126
Advertising and promotion . . . . .	27,102	38,635	72,429	87,685
Home and regional office costs . . . . .	43,711	48,667	143,424	132,365
General and administrative . . . . .	7,784	6,909	24,977	20,739
Other . . . . .	30,810	31,253	106,649	84,180
<b>Total operating expenses</b> . . . . .	<b>663,590</b>	<b>684,230</b>	<b>1,992,202</b>	<b>1,968,994</b>
<b>OPERATING INCOME BEFORE OTHER ITEMS</b> . . . . .	<b>652,196</b>	<b>612,324</b>	<b>1,899,348</b>	<b>1,821,658</b>
Interest expense . . . . .	(187,878)	(199,772)	(560,353)	(602,207)
Loss on extinguishment of debt . . . . .	—	(28,593)	—	(31,552)
Gain on sale or exchange of equity interests (Note 6) . . . . .	—	159,828	—	159,828
Income and other tax expense . . . . .	(8,256)	(67,262)	(31,168)	(108,367)
Income from unconsolidated entities . . . . .	163,086	198,524	434,343	562,138
Unrealized losses in fair value of equity instruments . . . . .	(14,563)	(4,944)	(63,412)	(8,121)
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net . . . . .	17,262	108,543	879	201,600
<b>CONSOLIDATED NET INCOME</b> . . . . .	<b>621,847</b>	<b>778,648</b>	<b>1,679,637</b>	<b>1,994,977</b>
Net income (loss) attributable to noncontrolling interests . . . . .	3,616	(405)	2,498	(2,875)
Preferred unit requirements . . . . .	1,313	1,313	3,939	3,939
<b>NET INCOME ATTRIBUTABLE TO UNITHOLDERS</b> . . . . .	<b>\$ 616,918</b>	<b>\$ 777,740</b>	<b>\$ 1,673,200</b>	<b>\$ 1,993,913</b>
<b>NET INCOME ATTRIBUTABLE TO UNITHOLDERS</b>				
<b>ATTRIBUTABLE TO:</b>				
General Partner . . . . .	\$ 539,038	\$ 679,936	\$ 1,462,412	\$ 1,743,053
Limited Partners . . . . .	77,880	97,804	210,788	250,860
<b>Net income attributable to unitholders</b> . . . . .	<b>\$ 616,918</b>	<b>\$ 777,740</b>	<b>\$ 1,673,200</b>	<b>\$ 1,993,913</b>
<b>BASIC AND DILUTED EARNINGS PER UNIT:</b>				
<b>Net income attributable to unitholders</b> . . . . .	<b>\$ 1.65</b>	<b>\$ 2.07</b>	<b>\$ 4.46</b>	<b>\$ 5.30</b>
<b>Consolidated Net Income</b> . . . . .				
Unrealized gain on derivative hedge agreements . . . . .	35,470	8,280	80,327	45,366
Net gain reclassified from accumulated other comprehensive loss into earnings . . . . .	(403)	(404)	(1,191)	(7,022)
Currency translation adjustments . . . . .	(26,143)	(11,199)	(49,482)	(40,968)
Changes in available-for-sale securities and other . . . . .	(546)	(71)	(1,619)	(304)
Comprehensive income . . . . .	630,225	775,254	1,707,672	1,992,049
Comprehensive income (loss) attributable to noncontrolling interests . . . . .	1,366	336	1,381	(215)
<b>Comprehensive income attributable to unitholders</b> . . . . .	<b>\$ 628,859</b>	<b>\$ 774,918</b>	<b>\$ 1,706,291</b>	<b>\$ 1,992,264</b>

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

**Simon Property Group, L.P.**  
*Unaudited Consolidated Statements of Cash Flows*  
(Dollars in thousands)

	<b>For the Nine Months Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Consolidated Net Income</b> .....	<b>\$ 1,679,637</b>	<b>\$ 1,994,977</b>
Adjustments to reconcile consolidated net income to net cash provided by operating activities		
Depreciation and amortization .....	<b>955,767</b>	985,116
Loss on debt extinguishment .....	<b>—</b>	31,552
Gain on acquisition of controlling interests, sale or disposal of, or recovery on, assets and interests in unconsolidated entities, and impairment, net. ....	<b>(879)</b>	(201,600)
Gain exchange of equity interests .....	<b>—</b>	(159,828)
Unrealized losses in fair value of equity instruments. ....	<b>63,412</b>	8,121
Straight-line lease loss .....	<b>21,451</b>	19,014
Equity in income of unconsolidated entities .....	<b>(434,343)</b>	(562,138)
Distributions of income from unconsolidated entities .....	<b>459,366</b>	319,041
<b>Changes in assets and liabilities</b>		
Tenant receivables and accrued revenue, net .....	<b>77,842</b>	260,470
Deferred costs and other assets .....	<b>(77,339)</b>	(51,079)
Accounts payable, accrued expenses, intangibles, deferred revenues and other .....	<b>89,548</b>	108,825
<b>Net cash provided by operating activities</b> .....	<b>2,834,462</b>	<b>2,752,471</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisitions .....	<b>(29,988)</b>	(157,080)
Funding of loans to related parties .....	<b>(132,857)</b>	(15,419)
Repayments of loans to related parties .....	<b>79,631</b>	8,381
Capital expenditures, net .....	<b>(465,387)</b>	(419,477)
Cash impact from the consolidation of properties .....	<b>20,988</b>	5,595
Net proceeds from sale of assets .....	<b>59,511</b>	—
Investments in unconsolidated entities .....	<b>(235,510)</b>	(48,156)
Purchase of equity instruments .....	<b>(63,653)</b>	(16,769)
Proceeds from sale of equity instruments .....	<b>26,086</b>	—
Insurance proceeds for property restoration .....	<b>—</b>	7,030
Distributions of capital from unconsolidated entities and other .....	<b>377,089</b>	137,031
<b>Net cash used in investing activities</b> .....	<b>(364,090)</b>	<b>(498,864)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Issuance of units and other .....	<b>(246)</b>	(246)
Purchase of units related to stock grant recipients' tax withholdings .....	<b>(6,788)</b>	(2,318)
Redemption of limited partner units .....	<b>(1,758)</b>	(57)
Purchase of general partner units .....	<b>(180,387)</b>	—
Proceeds from the special purpose acquisition company IPO, net of transaction costs .....	<b>—</b>	338,121
Establishment of trust account for special purpose acquisition company .....	<b>—</b>	(345,000)
Distributions to noncontrolling interest holders in properties .....	<b>(14,544)</b>	(1,640)
Contributions from noncontrolling interest holders in properties .....	<b>29,681</b>	16,736
Partnership distributions .....	<b>(1,918,402)</b>	(2,069,587)
Cash paid to extinguish debt .....	<b>—</b>	(30,009)
Mortgage and unsecured indebtedness proceeds, net of transaction costs .....	<b>2,540,779</b>	7,353,120
Mortgage and unsecured indebtedness principal payments .....	<b>(2,851,123)</b>	(8,085,917)
<b>Net cash used in financing activities</b> .....	<b>(2,402,788)</b>	<b>(2,826,797)</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b> .....	<b>67,584</b>	(573,190)
<b>CASH AND CASH EQUIVALENTS, beginning of period</b> .....	<b>533,936</b>	1,011,613
<b>CASH AND CASH EQUIVALENTS, end of period</b> .....	<b>\$ 601,520</b>	<b>\$ 438,423</b>

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

**Simon Property Group, L.P.**  
**Unaudited Consolidated Statements of Equity**  
(Dollars in thousands)

	Preferred Units	Simon (Managing General Partner)	Limited Partners	Noncontrolling interests	Total Equity
<b>December 31, 2021</b>	<b>\$ 41,763</b>	<b>\$ 3,319,689</b>	<b>\$ 477,292</b>	<b>\$ 14,241</b>	<b>\$ 3,852,985</b>
Series J preferred stock premium and amortization	(82)				(82)
Limited partner units exchanged to common units (2,680 units)		27	(27)		—
Stock incentive program (47,804 common units)		—			—
Amortization of stock incentive		3,705			3,705
Redemption of limited partner units (1,000 units)		(137)	(10)		(147)
Long-term incentive performance units			3,895		3,895
Issuance of unit equivalents and other (72,442 LTIP units and 23,514 common units)		(12,763)	(2)	(260)	(13,025)
Unrealized gain on hedging activities		14,715	2,118		16,833
Currency translation adjustments		1,170	135		1,305
Changes in available-for-sale securities and other		(455)	(66)		(521)
Net gain reclassified from accumulated other comprehensive loss into earnings		(338)	(49)		(387)
Other comprehensive income (loss)		15,092	2,138		17,230
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		3,899	(3,899)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(834)	(542,176)	(78,024)	(60)	(621,094)
Net income, excluding preferred distributions on temporary equity preferred units of \$479 and a \$1,269 loss attributable to noncontrolling redeemable interests in properties	834	426,630	61,363	273	489,100
<b>March 31, 2022</b>	<b>\$ 41,681</b>	<b>\$ 3,213,966</b>	<b>\$ 462,726</b>	<b>\$ 14,194</b>	<b>\$ 3,732,567</b>
Series J preferred stock premium and amortization	(82)				(82)
Stock incentive program (160,259 common units, net)		—			—
Amortization of stock incentive		8,662			8,662
Redemption of limited partner units (12,930 units)		(1,484)	(126)		(1,610)
Treasury unit purchase (1,424,096 units)		(144,114)			(144,114)
Long-term incentive performance units			1,826		1,826
Issuance of unit equivalents and other (23,041 common units)		(5,936)	5	7,910	1,979
Unrealized gain on hedging activities		24,484	3,540		28,024
Currency translation adjustments		(21,452)	(3,192)		(24,644)
Changes in available-for-sale securities and other		(482)	(70)		(552)
Net gain reclassified from accumulated other comprehensive loss into earnings		(351)	(50)		(401)
Other comprehensive income (loss)		2,199	228		2,427
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		17,930	(17,930)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(835)	(558,234)	(80,478)	(52)	(639,599)
Net income, excluding preferred distributions on temporary equity preferred units of \$478 and \$136 attributable to noncontrolling redeemable interests in properties	835	496,744	71,545	(258)	568,866
<b>June 30, 2022</b>	<b>\$ 41,599</b>	<b>\$ 3,029,733</b>	<b>\$ 437,796</b>	<b>\$ 21,794</b>	<b>\$ 3,530,922</b>
Series J preferred stock premium and amortization	(82)				(82)
Amortization of stock incentive		5,651			5,651
Treasury unit purchase (405,926 units)		(36,273)			(36,273)
Long-term incentive performance units			3,070		3,070
Issuance of unit equivalents and other		1,429	2	1,971	3,402
Unrealized gain on hedging activities		30,982	4,488		35,470
Currency translation adjustments		(22,807)	(3,336)		(26,143)
Changes in available-for-sale securities and other		(477)	(69)		(546)
Net gain reclassified from accumulated other comprehensive loss into earnings		(352)	(51)		(403)
Other comprehensive income (loss)		7,346	1,032		8,378
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		5,789	(5,789)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(834)	(572,705)	(82,846)	(722)	(657,107)
Net income, excluding preferred distributions on temporary equity preferred units of \$479 and \$2,250 loss attributable to noncontrolling redeemable interests in properties	834	539,038	77,880	1,366	619,118
<b>September 30, 2022</b>	<b>\$ 41,517</b>	<b>\$ 2,980,008</b>	<b>\$ 431,145</b>	<b>\$ 24,409</b>	<b>\$ 3,477,079</b>

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

**Simon Property Group, L.P.**  
*Unaudited Consolidated Statements of Equity*  
(Dollars in thousands)

	Preferred Units	Simon (Managing General Partner)	Limited Partners	Noncontrolling interests	Total Equity
<b>December 31, 2020</b>	<b>\$ 42,091</b>	<b>\$ 2,997,381</b>	<b>\$ 431,784</b>	<b>\$ 1,090</b>	<b>\$ 3,472,346</b>
Series J preferred stock premium and amortization	(82)				(82)
Stock incentive program (37,976 common units)		—			—
Amortization of stock incentive		4,231			4,231
Redemption of limited partner units (316 units)		(34)	(3)		(37)
Long-term incentive performance units			5,014		5,014
Issuance of unit equivalents and other		(6,994)		15,822	8,828
Unrealized gain on hedging activities		31,333	4,514		35,847
Currency translation adjustments		(20,878)	(3,005)		(23,883)
Changes in available-for-sale securities and other		(276)	(40)		(316)
Net gain reclassified from accumulated other comprehensive loss into earnings		(5,370)	(773)		(6,143)
Other comprehensive income (loss)		4,809	696		5,505
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		4,849	(4,849)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(834)	(427,878)	(61,558)	(577)	(490,847)
Net income, excluding preferred distributions on temporary equity preferred units of \$479 and an \$897 loss attributable to noncontrolling redeemable interests in properties	834	445,860	64,225	(41)	510,878
<b>March 31, 2021</b>	<b>\$ 42,009</b>	<b>\$ 3,022,224</b>	<b>\$ 435,309</b>	<b>\$ 16,294</b>	<b>\$ 3,515,836</b>
Series J preferred stock premium and amortization	(82)				(82)
Limited partner units exchanged to common units (58,571 units)		539	(539)		—
Stock incentive program (41,574 common units, net)		—			—
Amortization of stock incentive		5,204			5,204
Redemption of limited partner units (170 units)		(19)	(1)		(20)
Long-term incentive performance units			5,333		5,333
Issuance of unit equivalents and other (20,374 common units)		5,806		1,135	6,941
Unrealized gain on hedging activities		1,079	160		1,239
Currency translation adjustments		(5,176)	(710)		(5,886)
Changes in available-for-sale securities and other		72	10		82
Net gain reclassified from accumulated other comprehensive loss into earnings		(416)	(59)		(475)
Other comprehensive income (loss)		(4,441)	(599)		(5,040)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		3,452	(3,452)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(835)	(460,151)	(66,105)	(54)	(527,145)
Net income, excluding preferred distributions on temporary equity preferred units of \$478 and a \$1,021 loss attributable to noncontrolling redeemable interests in properties	835	617,257	88,830	(510)	706,412
<b>6/30/2021</b>	<b>\$ 41,927</b>	<b>\$ 3,189,871</b>	<b>\$ 458,776</b>	<b>\$ 16,865</b>	<b>\$ 3,707,439</b>
Series J preferred stock premium and amortization	(82)				(82)
Amortization of stock incentive		4,718			4,718
Long-term incentive performance units			(2,475)		(2,475)
Issuance of unit equivalents and other		(44,669)	(1)	(380)	(45,050)
Unrealized gain on hedging activities		7,239	1,040		8,279
Currency translation adjustments		(9,790)	(1,409)		(11,199)
Changes in available-for-sale securities and other		(62)	(9)		(71)
Net gain reclassified from accumulated other comprehensive loss into earnings		(354)	(50)		(404)
Other comprehensive income (loss)		(2,967)	(428)		(3,395)
Adjustment to limited partners' interest from change in ownership in the Operating Partnership		2,841	(2,841)		—
Distributions, excluding distributions on preferred interests classified as temporary equity	(834)	(493,477)	(71,009)	(54)	(565,374)
Net income, excluding preferred distributions on temporary equity preferred units of \$479 and a \$742 loss attributable to noncontrolling redeemable interests in properties	834	679,936	97,805	336	778,911
<b>September 30, 2021</b>	<b>\$ 41,845</b>	<b>\$ 3,336,253</b>	<b>\$ 479,827</b>	<b>\$ 16,767</b>	<b>\$ 3,874,692</b>

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

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## **1. Organization**

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns all of our real estate properties and other assets. According to the Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon. In these condensed notes to the consolidated financial statements, unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership. Unless otherwise indicated, these condensed notes to consolidated financial statements apply to both Simon and the Operating Partnership.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of September 30, 2022, we owned or held an interest in 197 income-producing properties in the United States, which consisted of 94 malls, 69 Premium Outlets, 14 Mills, six lifestyle centers, and 14 other retail properties in 37 states and Puerto Rico. We also own an 80% noncontrolling interest in the Taubman Realty Group, LLC, or TRG, which has an interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. Internationally, as of September 30, 2022, we had ownership in 33 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe, and Canada. As of September 30, 2022, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company which owns, or has an interest in, shopping centers located in 14 countries in Europe.

## **2. Basis of Presentation**

The accompanying unaudited consolidated financial statements include the accounts of all controlled subsidiaries, and all significant intercompany amounts have been eliminated. Due to the seasonal nature of certain operational activities, the results for the interim periods ended September 30, 2022 are not necessarily indicative of the results to be expected for the full year.

These consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and include all of the information and disclosures required by accounting principles generally accepted in the United States (GAAP) for interim reporting. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments necessary for a fair presentation (including normal recurring accruals) have been included. The consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in the combined 2021 Annual Report on Form 10-K of Simon and the Operating Partnership. Certain reclassifications considered necessary for a fair presentation have been made to the prior period financial statements in order to conform to the current year presentation. These reclassifications have not changed the results of operations.

As of September 30, 2022, we consolidated 130 wholly-owned properties and 18 additional properties that are less than wholly-owned, but which we control or for which we are the primary beneficiary. We apply the equity method of accounting to the other 82 properties (the joint venture properties) and our investments in Klépierre (a publicly traded, Paris-based real estate company) and TRG, as well as our investments (collectively, our other platform investments) in retail operations (J.C. Penney and SPARC Group); intellectual property and licensing ventures (Authentic Brands Group, LLC, or ABG, and Eddie Bauer Ipco); and an e-commerce venture (Rue Gilt Groupe, or RGG). We manage the day-to-day operations of 51 of the 82 joint venture properties, but have determined that our partner or partners have substantive participating rights with respect to the assets and operations of these joint venture properties. Our investments in joint ventures in Japan, South Korea, Mexico, Malaysia, Thailand, Canada, Spain, and the United Kingdom comprise 23 of the remaining 31 properties. These international properties are managed by joint ventures in which we share control.

Preferred distributions of the Operating Partnership are accrued at declaration and represent distributions on outstanding preferred units of partnership interests, or preferred units, and are included in net income attributable to noncontrolling interests. We allocate net operating results of the Operating Partnership after preferred distributions to limited partners and to Simon based on the partners' respective weighted average ownership interests in the Operating Partnership. Net operating results of the Operating Partnership attributable to limited partners are reflected in net income attributable to noncontrolling interests. Simon's weighted average ownership interest in the Operating Partnership was 87.4% for both the nine months ended September 30, 2022

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and 2021. As of September 30, 2022 and December 31, 2021, Simon's ownership interest in the Operating Partnership was 87.4%. We adjust the noncontrolling limited partners' interests at the end of each period to reflect their interest in the net assets of the Operating Partnership.

Preferred unit requirements in the Operating Partnership's accompanying consolidated statements of operations and comprehensive income represent distributions on outstanding preferred units and are recorded when declared.

### **3. Significant Accounting Policies**

#### ***Cash and Cash Equivalents***

We consider all highly liquid investments purchased with an original maturity of 90 days or less to be cash and cash equivalents. Cash equivalents are carried at cost, which approximates fair value. Cash equivalents generally consist of commercial paper, bankers' acceptances, Eurodollars, repurchase agreements, and money market deposits or securities. Financial instruments that potentially subject us to concentrations of credit risk include our cash and cash equivalents and our trade accounts receivable. We place our cash and cash equivalents with institutions of high credit quality. However, at certain times, such cash and cash equivalents are in excess of Federal Deposit Insurance Corporation and Securities Investor Protection Corporation insurance limits.

#### ***Equity Instruments and Debt Securities***

Equity instruments and debt securities consist primarily of equity instruments, our deferred compensation plan investments, the debt securities of our captive insurance subsidiary, and certain investments held to fund the debt service requirements of debt previously secured by investment properties. At September 30, 2022 and December 31, 2021, we had equity instruments with readily determinable fair values of \$70.0 million and \$142.2 million, respectively. Changes in the fair value of these equity instruments are recorded in unrealized losses in fair value of equity instruments in our consolidated statements of operations and comprehensive income. At September 30, 2022 and December 31, 2021, we had equity instruments without readily determinable fair values of \$259.8 million and \$217.2 million, respectively, for which we have elected the measurement alternative. We regularly evaluate these investments for any impairment in their estimated fair value, as well as any observable price changes for an identical or similar equity instrument of the same issuer, and determined that no material adjustment in the carrying value was required for the three or nine months ended September 30, 2022 and 2021.

Our deferred compensation plan equity instruments are valued based upon quoted market prices. The investments have a matching liability as the amounts are fully payable to the employees that earned the compensation. Changes in value of these securities and changes to the matching liability to employees are both recognized in earnings and, as a result, there is no impact to consolidated net income.

At September 30, 2022 and December 31, 2021, we held debt securities of \$50.3 million and \$60.9 million, respectively, in our captive insurance subsidiary. The types of securities included in the investment portfolio of our captive insurance subsidiary are typically U.S. Treasury or other U.S. government securities as well as corporate debt securities with maturities ranging from less than one year to ten years. These securities are classified as available-for-sale and are valued based upon quoted market prices or other observable inputs when quoted market prices are not available. The amortized cost of debt securities, which approximates fair value, held by our captive insurance subsidiary is adjusted for amortization of premiums and accretion of discounts to maturity. Changes in the values of these securities are recognized in accumulated other comprehensive income (loss) until the gain or loss is realized or until any unrealized loss is deemed to be other-than-temporary. We review any declines in value of these securities for other-than-temporary impairment and consider the severity and duration of any decline in value. To the extent an other-than-temporary impairment is deemed to have occurred, an impairment is recorded and a new cost basis is established.

Our captive insurance subsidiary is required to maintain statutory minimum capital and surplus as well as maintain a minimum liquidity ratio. Therefore, our access to these securities may be limited.



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***Fair Value Measurements***

Level 1 fair value inputs are quoted prices for identical items in active, liquid and visible markets such as stock exchanges. Level 2 fair value inputs are observable information for similar items in active or inactive markets, and appropriately consider counterparty creditworthiness in the valuations. Level 3 fair value inputs reflect our best estimate of inputs and assumptions market participants would use in pricing an asset or liability at the measurement date. The inputs are unobservable in the market and significant to the valuation estimate. We have no investments for which fair value is measured on a recurring basis using Level 3 inputs.

The equity instruments with readily determinable fair values we held at September 30, 2022 and December 31, 2021 were primarily classified as having Level 1 fair value inputs. In addition, we had derivative instruments which were classified as having Level 2 inputs, which consist primarily of foreign currency forward contracts, interest rate swap and interest rate cap agreements with an asset balance of \$35.6 million at September 30, 2022 and \$6.2 million at December 31, 2021, and a liability balance of an insignificant value and \$1.5 million at September 30, 2022 and December 31, 2021, respectively.

Note 7 includes a discussion of the fair value of debt measured using Level 2 inputs. Level 3 inputs to our purchase accounting and impairment analyses include our estimations of net operating results of the property, capitalization rates and discount rates.

***Noncontrolling Interests***

***Simon***

Details of the carrying amount of our noncontrolling interests are as follows:

	<b>As of September 30, 2022</b>	<b>As of December 31, 2021</b>
Limited partners' interests in the Operating Partnership . . . . .	<b>\$ 431,145</b>	\$ 477,292
Nonredeemable noncontrolling interests in properties, net. . . . .	<b>24,409</b>	14,241
Total noncontrolling interests reflected in equity . . . . .	<b>\$ 455,554</b>	\$ 491,533

Net income attributable to noncontrolling interests (which includes nonredeemable and redeemable noncontrolling interests in consolidated properties, limited partners' interests in the Operating Partnership and preferred distributions payable by the Operating Partnership on its outstanding preferred units) is a component of consolidated net income. In addition, the individual components of other comprehensive income (loss) are presented in the aggregate for both controlling and noncontrolling interests, with the portion attributable to noncontrolling interests deducted from comprehensive income attributable to common stockholders.

***The Operating Partnership***

Our evaluation of the appropriateness of classifying the Operating Partnership's common units of partnership interest, or units, held by Simon and the Operating Partnership's limited partners within permanent equity considered several significant factors. First, as a limited partnership, all decisions relating to the Operating Partnership's operations and distributions are made by Simon, acting as the Operating Partnership's sole general partner. The decisions of the general partner are made by Simon's Board of Directors or management. The Operating Partnership has no other governance structure. Secondly, the sole asset of Simon is its interest in the Operating Partnership. As a result, a share of common stock of Simon, or common stock, if owned by the Operating Partnership, is best characterized as being similar to a treasury share and thus not an asset of the Operating Partnership.

Limited partners of the Operating Partnership have the right under the Operating Partnership's partnership agreement to exchange their units for shares of common stock or cash, as selected by Simon as the sole general partner. Accordingly, we classify units held by limited partners in permanent equity because Simon may elect to issue shares of common stock to limited partners exercising their exchange rights rather than using cash. Under the Operating Partnership's partnership agreement, the

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Operating Partnership is required to redeem units held by Simon only when Simon has repurchased shares of common stock. We classify units held by Simon in permanent equity because the decision to redeem those units would be made by Simon.

Net income attributable to noncontrolling interests (which includes nonredeemable and redeemable noncontrolling interests in consolidated properties) is a component of consolidated net income.

***Accumulated Other Comprehensive Income (Loss)***

***Simon***

The total accumulated other comprehensive income (loss) related to Simon's currency translation adjustment was (\$218.2) million and (\$175.1) million as of September 30, 2022 and December 31, 2021, respectively.

The reclassifications out of accumulated other comprehensive income (loss) consisted of the following:

	<u>For the Three Months Ended</u> <u>September 30,</u>		<u>For the Nine Months Ended</u> <u>September 30,</u>		<u>Affected line item where</u> <u>net income is presented</u>
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Currency translation adjustments . . .	\$ —	\$ —	\$ —	\$ 5,660	Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net
	<u>—</u>	<u>—</u>	<u>—</u>	<u>(712)</u>	Net income attributable to noncontrolling interests
	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 4,948</u>	
Accumulated derivative gains, net . . .	\$ 403	\$ 404	\$ 1,191	\$ 1,362	Interest expense
	<u>(51)</u>	<u>(50)</u>	<u>(150)</u>	<u>(171)</u>	Net income attributable to noncontrolling interests
	<u>\$ 352</u>	<u>\$ 354</u>	<u>\$ 1,041</u>	<u>\$ 1,191</u>	

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***The Operating Partnership***

The total accumulated other comprehensive income (loss) related to the Operating Partnership's currency translation adjustment was (\$249.7) million and (\$200.2) million as of September 30, 2022 and December 31, 2021, respectively.

The reclassifications out of accumulated other comprehensive income (loss) consisted of the following:

	<u>For the Three Months Ended</u> <u>September 30,</u>		<u>For the Nine Months Ended</u> <u>September 30,</u>		<u>Affected line item where</u> <u>net income is presented</u>
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Currency translation adjustments . . .	\$ —	\$ —	\$ —	\$ 5,660	Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net
Accumulated derivative gains, net . . .	\$ 403	\$ 404	\$ 1,191	\$ 1,362	Interest expense

***Derivative Financial Instruments***

We record all derivatives on our consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether we have designated a derivative as a hedge and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. We may use a variety of derivative financial instruments in the normal course of business to selectively manage or hedge a portion of the risks associated with our indebtedness and interest payments. Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps and caps. We require that hedging derivative instruments be highly effective in reducing the risk exposure that they are designated to hedge. We formally designate any instrument that meets these hedging criteria as a hedge at the inception of the derivative contract. We have no credit-risk-related hedging or derivative activities.

As of September 30, 2022, we had the following outstanding interest rate derivatives related to managing our interest rate risk:

<u>Interest Rate Derivative</u>	<u>Number of</u> <u>Instruments</u>	<u>Notional</u> <u>Amount</u>
Interest Rate Swaps . . . . .	1	€ 128.0 million
Interest Rate Caps . . . . .	5	€ 319.0 million

As of December 31, 2021, we had the following outstanding interest rate derivatives related to managing our interest rate risk:

<u>Interest Rate Derivative</u>	<u>Number of</u> <u>Instruments</u>	<u>Notional</u> <u>Amount</u>
Interest Rate Swaps . . . . .	2	\$ 375.0 million

The carrying value of our interest rate swap and cap agreements, at fair value, as of September 30, 2022 and December 31, 2021 was an asset balance of \$11.1 million and \$0.6 million, respectively, and is included in deferred costs and other assets.

We may enter into treasury lock agreements as part of an anticipated debt issuance. Upon completion of the debt issuance, the fair value of these instruments that had been recorded as part of accumulated other comprehensive income (loss) is amortized to interest expense over the life of the debt agreement.

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The unamortized gain on our treasury locks and terminated hedges recorded in accumulated other comprehensive income (loss) was \$11.3 million as of September 30, 2022, compared to an unamortized gain of \$6.9 million as of December 31, 2021. Within the next 12 months, we expect to reclassify to earnings approximately \$1.1 million of gains related to terminated interest rate swaps from the current balance held in accumulated other comprehensive income (loss).

We are also exposed to foreign currency risk on financings of certain foreign operations. Our intent is to offset gains and losses that occur on the underlying exposures, with gains and losses on the derivative contracts hedging these exposures. We do not enter into either interest rate protection or foreign currency rate protection agreements for speculative purposes.

We are also exposed to fluctuations in foreign exchange rates on financial instruments which are denominated in foreign currencies, primarily in Yen and Euro. We use currency forward contracts, cross currency swap contracts and foreign currency denominated debt to manage our exposure to changes in foreign exchange rates on certain Yen and Euro-denominated receivables and net investments. Currency forward contracts involve fixing the Yen:USD or Euro:USD exchange rate for delivery of a specified amount of foreign currency on a specified date. The currency forward contracts are typically cash settled in U.S. dollars for their fair value at or close to their settlement date.

We had the following Euro:USD forward contracts designated as net investment hedges at September 30, 2022 and December 31, 2021 (in millions):

<u>Notional Value</u>	<u>Maturity Date</u>	<u>Asset (Liability) Value as of</u>	
		<u>September 30,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
€ 60.0 .....	March 15, 2022	—	2.8
€ 62.0 .....	September 15, 2022	—	2.8
€ 44.5 .....	September 15, 2022	—	(0.3)
€ 44.5 .....	September 15, 2022	—	(0.4)
€ 89.0 .....	December 16, 2022	13.7	(0.8)
€ 50.0 .....	January 13, 2023	1.2	—
€ 15.0 .....	March 15, 2023	1.9	—
€ 15.0 .....	March 15, 2023	1.9	—
€ 50.0 .....	December 15, 2023	1.1	—
€ 30.0 .....	March 15, 2024	3.6	—
€ 51.0 .....	March 15, 2024	1.1	—

Asset balances in the above table are included in deferred costs and other assets. Liability balances in the above table are included in other liabilities.

We have designated certain currency forward contracts as net investment hedges. Accordingly, we report the changes in fair value in other comprehensive income (loss). Changes in the value of these forward contracts are offset by changes in the underlying hedged Euro-denominated joint venture investments.

The total accumulated other comprehensive income (loss) related to Simon's derivative activities, including our share of other comprehensive income (loss) from unconsolidated entities, was \$59.2 million and (\$10.0) million as of September 30, 2022 and December 31, 2021, respectively. The total accumulated other comprehensive income (loss) related to the Operating Partnership's derivative activities, including our share of other comprehensive income (loss) from unconsolidated entities, was \$67.7 million and (\$11.4) million as of September 30, 2022 and December 31, 2021, respectively.

***New Accounting Pronouncements***

In March 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2020-04, "Reference Rate Reform," which provides temporary optional expedients and exceptions to the US GAAP guidance on contract

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modifications and hedge accounting to ease the financial reporting burdens of the expected market transition from LIBOR and other interbank offered rates to alternative reference rates. Additional optional expedients, exceptions, and clarifications were created in ASU 2021-01. The guidance is effective upon issuance and generally can be applied to any contract modifications or existing and new hedging relationships through December 31, 2024. We elected the expedients in conjunction with transitioning certain debt instruments, as discussed in note 7, to alternative benchmark indices. There was no impact on our consolidated financial statements at adoption.

**4. Real Estate Acquisitions and Dispositions**

Unless otherwise noted, gains and losses on property transactions are included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income. We capitalize asset acquisition costs and expense costs related to business combinations, as well as disposition related costs as they are incurred. We incurred a minimal amount of transaction expenses during the nine months ended September 30, 2022 and 2021.

**2022 Acquisitions**

On June 17, 2022, we acquired an additional interest in Gloucester Premium Outlets from a joint venture partner for \$14.0 million in cash consideration, including a pro-rata share of working capital, resulting in the consolidation of this property. The property is subject to an \$85.7 million 3.29% variable rate mortgage loan. We accounted for this transaction as an asset acquisition and substantially all of our investment has been determined to relate to investment property.

**2022 Dispositions**

During 2022, we disposed of our interest in one consolidated retail property. The proceeds from this transaction were \$59.0 million, resulting in a loss of \$15.6 million, which is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statement of operations and comprehensive income.

**2021 Dispositions**

During 2021, we recorded non-cash net gains of \$176.8 million primarily related to disposition activity which included the foreclosure of three consolidated retail properties in satisfaction of their respective \$180.0 million, \$120.9 million and \$100.0 million non-recourse mortgage loans, and this non-cash investing and financing activity is excluded from our consolidated statement of cash flows.

**5. Per Share and Per Unit Data**

We determine basic earnings per share and basic earnings per unit based on the weighted average number of shares of common stock or units, as applicable, outstanding during the period and we consider any participating securities for purposes of applying the two-class method. We determine diluted earnings per share and diluted earnings per unit based on the weighted average number of shares of common stock or units, as applicable, outstanding combined with the incremental weighted average number of shares or units, as applicable, that would have been outstanding assuming all potentially dilutive securities were converted into shares of common stock or units, as applicable, at the earliest date possible. The following tables set forth the components of basic and diluted earnings per share and basic and diluted earnings per unit.

**Simon**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>Net Income attributable to Common</b>				
<b>Stockholders — Basic and Diluted</b> .....	<b>\$ 539,038</b>	\$ 679,936	<b>\$ 1,462,412</b>	\$ 1,743,053
<b>Weighted Average Shares Outstanding —</b>				
<b>Basic and Diluted</b> .....	<b>327,286,003</b>	328,619,163	<b>328,107,491</b>	328,576,315

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For the nine months ended September 30, 2022, potentially dilutive securities include units that are exchangeable for common stock and long-term incentive performance units, or LTIP units, granted under our long-term incentive performance programs that are convertible into units and exchangeable for common stock. No securities had a material dilutive effect for the nine months ended September 30, 2022 and 2021. We have not adjusted net income attributable to common stockholders and weighted average shares outstanding for income allocable to limited partners or units, respectively, as doing so would have no dilutive impact. We accrue dividends when they are declared.

***The Operating Partnership***

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>Net Income attributable to Unitholders —</b>				
<b>Basic and Diluted</b> .....	<b>\$ 616,918</b>	<b>\$ 777,740</b>	<b>\$ 1,673,200</b>	<b>\$ 1,993,913</b>
<b>Weighted Average Units Outstanding —</b>				
<b>Basic and Diluted</b> .....	<b>374,589,771</b>	<b>375,882,318</b>	<b>375,400,082</b>	<b>375,864,921</b>

For the nine months ended September 30, 2022, potentially dilutive securities include LTIP units. No securities had a material dilutive effect for the nine months ended September 30, 2022 and 2021. We accrue distributions when they are declared.

**6. Investment in Unconsolidated Entities and International Investments**

***Real Estate Joint Ventures and Investments***

Joint ventures are common in the real estate industry. We use joint ventures to finance properties, develop new properties and diversify our risk in a particular property or portfolio of properties. As discussed in note 2, we held joint venture interests in 82 properties as of September 30, 2022.

Certain of our joint venture properties are subject to various rights of first refusal, buy-sell provisions, put and call rights, or other sale or marketing rights for partners which are customary in real estate joint venture agreements and the industry. We and our partners in these joint ventures may initiate these provisions (subject to any applicable lock up or similar restrictions), which may result in either the sale of our interest or the use of available cash or borrowings, or the use of limited partnership interests in the Operating Partnership, to acquire the joint venture interest from our partner.

We may provide financing to joint venture properties primarily in the form of interest bearing construction loans. As of September 30, 2022 and December 31, 2021, we had construction loans and other advances to these related parties totaling \$112.1 million and \$88.4 million, respectively, which are included in deferred costs and other assets in the accompanying consolidated balance sheets.

***Unconsolidated Entity Transactions***

On December 29, 2020, we completed the acquisition of an 80% noncontrolling ownership interest in TRG, which has an interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. Under the terms of the transaction, we, through the Operating Partnership, acquired all of Taubman Centers, Inc., or Taubman, common stock for \$43.00 per share in cash. Total consideration for the acquisition, including the redemption of Taubman's \$192.5 million 6.5% Series J Cumulative Preferred Shares and its \$170.00 million 6.25% Series K Cumulative Preferred Shares, and the issuance of 955,705 Operating Partnership units, was approximately \$3.5 billion. Our investment includes the 6.38% Series A Cumulative Redeemable Preferred Units for \$362.5 million issued to us. Substantially all of our investment has been allocated to investment property based upon fair values determined at the acquisition date using Level 2 and 3 inputs.

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The table below represents summary financial information of TRG.

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Total revenues . . . . .	\$ 161,503	\$ 152,043	\$ 504,034	\$ 436,409
Operating income before other items . . . . .	57,355	51,893	192,414	137,368
Consolidated net income . . . . .	35,500	25,224	123,304	55,364
Our share of net income, net of amortization of our excess investment . . . . .	(15,953)	(11,477)	(44,574)	(49,943)

During the third quarter of 2022, we recorded a non-cash gain of \$19.9 million related to the disposition and foreclosure of one unconsolidated property in satisfaction of the respective \$99.6 million non-recourse mortgage loan, which is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statement of operations and comprehensive income.

On July 1, 2021, we contributed to ABG all of our interests in both the Forever 21 and Brooks Brothers licensing ventures in exchange for additional interests in ABG. As a result, in the third quarter of 2021, we recognized a non-cash, pre-tax gain of \$159.8 million representing the difference between the fair value of the interests received determined using Level 3 inputs and the carrying value of \$102.7 million of the intellectual property licensing ventures less costs to sell, and this non-cash investing and financing activity is excluded from our consolidated statement of cash flows. In connection with this transaction, we recorded deferred taxes of \$47.9 million. On December 20, 2021, we sold a portion of our interest in ABG, resulting in a pre-tax gain of \$18.8 million. In connection with this transaction, we recorded tax expense of \$8.0 million. Subsequently, we acquired additional interests in ABG for cash consideration of \$100.0 million. At September 30, 2022, our interest in ABG was approximately 10.4%.

During the fourth quarter of 2021, we disposed of our interest in an unconsolidated property resulting in a gain of \$3.4 million. Our share of the proceeds from this transaction was \$3.0 million.

On June 1, 2021, we and our partner, ABG, acquired the licensing rights of Eddie Bauer. Our non-controlling interest in the licensing venture, Eddie Bauer Ipco, is 49% and was acquired for cash consideration of \$100.8 million.

During the second quarter of 2021, we sold our interest in one multi-family residential investment resulting in a gain of \$14.9 million. Our share of the gross proceeds from this transaction was \$27.1 million.

On December 7, 2020, we and a group of co-investors acquired certain assets and liabilities of J.C. Penney, a department store retailer, out of bankruptcy. Our non-controlling interest in the venture is 41.67% and was acquired for cash consideration of \$125.0 million.

On February 19, 2020, we and a group of co-investors acquired certain assets and liabilities of Forever 21, a retailer of apparel and accessories, out of bankruptcy. The interests were acquired through two separate joint ventures, a licensing venture and an operating venture. Our aggregate investment in the ventures was \$67.6 million. In connection with the acquisition of our interest, the Forever 21 joint venture recorded a non-cash bargain purchase gain in the second quarter of 2020, of which our share was \$35.0 million pre-tax. In the first quarter of 2021, we and our partner, ABG, each acquired additional 12.5% interests in the licensing and operations of Forever 21, our share of which was \$56.3 million, bringing our respective interests to 50%. Subsequently, the Forever 21 operations were merged into SPARC Group.

In 2016, we and a group of co-investors acquired certain assets and liabilities of Aéropostale, a retailer of apparel and accessories, out of bankruptcy, and subsequently renamed SPARC Group. The interests were acquired through two separate joint ventures, a licensing venture and an operating venture. In April 2018, we contributed our entire interest in the licensing venture in exchange for additional interests in ABG. In January 2020, we acquired additional interests of 5.05% and 1.37% in SPARC Group and ABG, respectively, for \$6.7 million and \$33.5 million, respectively. During the third quarter of 2020, SPARC Group acquired certain assets and operations of Brooks Brothers and Lucky Brands out of bankruptcy. During the second quarter of 2021, SPARC Group acquired certain assets and operations of Eddie Bauer. During the first quarter of 2022, SPARC Group

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acquired certain assets and operations of Reebok and entered into a long-term strategic partnership agreement with ABG to become the core licensee and operating partner for Reebok in the United States. At September 30, 2022, our noncontrolling equity method interests in SPARC Group was 50.0%.

The table below represents combined summary financial information, after intercompany eliminations, of our other platform investments.

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Total revenues . . . . .	\$ 3,543,438	\$ 3,560,993	\$ 10,247,196	\$ 9,675,055
Operating income before other items . . . . .	337,119	445,670	596,234	975,286
Consolidated net income . . . . .	280,999	410,258	454,606	869,766
Our share of net income, net of amortization of our excess investment . . . . .	61,462	106,306	146,820	253,826

***European Investments***

At September 30, 2022, we owned 63,924,148 shares, or approximately 22.4%, of Klépierre, which had a quoted market price of \$17.54 per share. The table below represents summary financial information with respect to our investment in Klépierre. This information is based on applicable Euro:USD exchange rates and after our conversion of Klépierre's results to GAAP.

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
Total revenues . . . . .	\$ 265,348	\$ 298,790	\$ 940,408	\$ 840,396
Operating income before other items . . . . .	103,087	102,325	411,965	215,295
Consolidated net income . . . . .	84,723	91,503	311,608	619,942
Our share of net income, net of amortization of our excess investment . . . . .	24,224	8,947	51,981	115,874

During the three and nine months ended September 30, 2022, Klépierre completed the disposal of its interest in certain shopping centers and we recorded a loss of \$3.3 million. This transaction is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income.

During the nine months ended September 30, 2021, Klépierre elected to step-up the tax basis of certain assets in Italy, which triggered a one-time payment at a significantly reduced tax rate. As a result of the step-up in tax basis, a previously established deferred tax liability was reversed resulting in a non-cash gain, of which our share was \$118.4 million.

We have an interest in a European investee that had interests in 11 Designer Outlet properties as of September 30, 2022 and December 31, 2021, seven of which are consolidated by us as of September 30, 2022. As of September 30, 2022, our legal percentage ownership interests in these properties ranged from 23% to 94%.

On January 1, 2021, our European investee gained control of Ochtrup Designer Outlets as a result of the expiration of certain participating rights held by a venture partner. This resulted in the consolidation of the property and related mortgage of \$47.1 million, requiring a remeasurement of our previously held equity interest, which had a carrying value of \$48.7 million, to fair value and the recognition of a non-cash gain of \$3.7 million in earnings during the first quarter of 2021, which includes amounts reclassified from accumulated other comprehensive income (loss) related to the currency translation adjustment previously recorded on our investment. The non-cash gain is included in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income, and this non-cash investing and financing activity is excluded from our consolidated



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statement of cash flows. The determination of the fair value consisted of Level 2 and 3 inputs and was predominately allocated to investment property.

In addition, we have a 50.0% noncontrolling interest in a European property management and development company that provides services to the Designer Outlet properties.

We also have minority interests in Value Retail PLC and affiliated entities, which own or have interests in and operate nine luxury outlets located throughout Europe and we also have a direct minority ownership in three of those outlets. At September 30, 2022 and December 31, 2021, the carrying value of these equity instruments without readily determinable fair values was \$140.8 million and is included in deferred costs and other assets.

***Asian Joint Ventures***

We conduct our international Premium Outlet operations in Japan through a joint venture with Mitsubishi Estate Co., Ltd. We have a 40% noncontrolling ownership interest in this joint venture. The carrying amount of our investment in this joint venture was \$185.3 million and \$206.1 million as of September 30, 2022 and December 31, 2021, respectively, including all related components of accumulated other comprehensive income (loss). We conduct our international Premium Outlet operations in South Korea through a joint venture with Shinsegae International Co. We have a 50% noncontrolling ownership interest in this joint venture. The carrying amount of our investment in this joint venture was \$199.4 million and \$194.9 million as of September 30, 2022 and December 31, 2021, respectively, including all related components of accumulated other comprehensive income (loss).

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**Summary Financial Information**

A summary of the combined balance sheets and statements of operations of our equity method investments and share of income from such investments, excluding our investments in Klépierre and TRG as well as our other platform investments, follows.

**COMBINED BALANCE SHEETS**

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
<b>Assets:</b>		
Investment properties, at cost . . . . .	\$ 18,889,882	\$ 19,724,242
Less - accumulated depreciation . . . . .	8,315,951	8,330,891
	<b>10,573,931</b>	11,393,351
Cash and cash equivalents . . . . .	1,375,947	1,481,287
Tenant receivables and accrued revenue, net . . . . .	493,643	591,369
Right-of-use assets, net . . . . .	132,665	154,561
Deferred costs and other assets . . . . .	451,414	394,691
<b>Total assets</b> . . . . .	<b>\$ 13,027,600</b>	<b>\$ 14,015,259</b>
<b>Liabilities and Partners' Deficit:</b>		
Mortgages . . . . .	\$ 14,455,676	\$ 15,223,710
Accounts payable, accrued expenses, intangibles, and deferred revenue . . . . .	870,351	995,392
Lease liabilities . . . . .	121,668	158,372
Other liabilities . . . . .	363,615	383,018
<b>Total liabilities</b> . . . . .	<b>15,811,310</b>	16,760,492
Preferred units . . . . .	67,450	67,450
Partners' deficit . . . . .	(2,851,160)	(2,812,683)
<b>Total liabilities and partners' deficit</b> . . . . .	<b>\$ 13,027,600</b>	<b>\$ 14,015,259</b>
<b>Our Share of:</b>		
Partners' deficit . . . . .	\$ (1,238,149)	\$ (1,207,396)
Add: Excess Investment . . . . .	1,228,164	1,283,645
Our net (deficit) Investment in unconsolidated entities, at equity . . . . .	<b>\$ (9,985)</b>	<b>\$ 76,249</b>

"Excess Investment" represents the unamortized difference of our investment over our share of the equity in the underlying net assets of the joint ventures or other investments acquired and has been determined to relate to the fair value of the investment properties, intangible assets, including goodwill, and debt premiums and discounts. We amortize excess investment over the life of the related depreciable components of assets acquired, typically no greater than 40 years, the terms of the applicable leases, the estimated useful lives of the finite lived intangibles, and the applicable debt maturity, respectively. The amortization is included in the reported amount of income from unconsolidated entities.

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**COMBINED STATEMENTS OF OPERATIONS**

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
<b>REVENUE:</b>				
Lease income . . . . .	\$ 710,084	\$ 719,723	\$ 2,142,068	\$ 2,053,826
Other income . . . . .	72,355	67,630	258,446	204,923
<b>Total revenue</b> . . . . .	<b>782,439</b>	787,353	<b>2,400,514</b>	2,258,749
<b>OPERATING EXPENSES:</b>				
Property operating . . . . .	153,002	151,008	445,214	420,174
Depreciation and amortization . . . . .	169,453	170,568	504,926	512,165
Real estate taxes . . . . .	59,008	66,221	187,697	203,242
Repairs and maintenance . . . . .	17,632	18,274	58,322	53,625
Advertising and promotion . . . . .	17,153	18,238	52,718	52,479
Other . . . . .	48,866	43,400	146,595	113,042
<b>Total operating expenses</b> . . . . .	<b>465,114</b>	467,709	<b>1,395,472</b>	1,354,727
<b>Operating Income Before Other Items</b> . . . . .	<b>317,325</b>	319,644	<b>1,005,042</b>	904,022
Interest expense . . . . .	(147,539)	(154,501)	(438,559)	(453,145)
Gain on sale or disposal of, or recovery on, assets and interests in unconsolidated entities, net . . . . .	4,522	—	4,522	33,371
<b>Net Income</b> . . . . .	<b>\$ 174,308</b>	\$ 165,143	<b>\$ 571,005</b>	\$ 484,248
<b>Third-Party Investors' Share of Net Income</b> . . . . .	<b>\$ 83,222</b>	\$ 82,639	<b>\$ 280,919</b>	\$ 243,525
<b>Our Share of Net Income</b> . . . . .	<b>91,086</b>	82,504	<b>290,086</b>	240,723
<b>Amortization of Excess Investment</b> . . . . .	<b>(14,928)</b>	(15,199)	<b>(45,153)</b>	(49,794)
<b>Our Share of Gain on Sale or Disposal of Assets and Interests in Other Income in the Consolidated Financial Statements</b> . . . . .	—	—	—	(14,941)
<b>Our Share of Gain on Sale or Disposal of Assets and Interests in Unconsolidated Entities, net</b> . . . . .	(2,532)	—	(2,532)	—
<b>Income from Unconsolidated Entities</b> . . . . .	<b>\$ 73,626</b>	\$ 67,305	<b>\$ 242,401</b>	\$ 175,988

Our share of income from unconsolidated entities in the above table, aggregated with our share of results from our investments in Klépierre and TRG as well as our other platform investments, before any applicable taxes, is presented in income from unconsolidated entities in the accompanying consolidated statements of operations and comprehensive income. Unless otherwise noted, our share of the gain on acquisition of controlling interest sale or disposal of assets and interests in unconsolidated entities, net is reflected within gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net in the accompanying consolidated statements of operations and comprehensive income.

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**7. Debt**

***Unsecured Debt***

At September 30, 2022, our unsecured debt consisted of \$19.3 billion of senior unsecured notes of the Operating Partnership and \$125.0 million outstanding under the Operating Partnership's \$4.0 billion unsecured revolving credit facility, or Credit Facility.

At September 30, 2022, we had an aggregate available borrowing capacity of \$7.4 billion under the Credit Facility and the Operating Partnership's \$3.5 billion unsecured revolving credit facility, or Supplemental Facility, and together with the Credit Facility, the Credit Facilities. The maximum aggregate outstanding balance under the Credit Facilities, during the nine months ended September 30, 2022 was \$1.2 billion and the weighted average outstanding balance was \$171.2 million. Letters of credit of \$10.0 million were outstanding under the Credit Facilities as of September 30, 2022.

The Credit Facility can be increased in the form of additional commitments in an aggregate not to exceed \$1.0 billion, for a total aggregate size of \$5.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. Borrowings may be denominated in U.S. dollars, Euro, Yen, Pounds Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 95% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2024. The Credit Facility can be extended for two additional six-month periods to June 30, 2025, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at our election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000% and 0.400%. The Credit Facility includes a facility fee determined by our corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Credit Facility. Based upon our current credit ratings, the interest rate on the Credit Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Supplemental Facility's borrowing capacity of \$3.5 billion may be increased to \$4.5 billion during its term and provides for borrowings denominated in U.S. dollars, Euro, Yen, Pounds, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 100% of the maximum revolving credit amount, as defined. The initial maturity date of the Supplemental Facility is January 31, 2026 and can be extended for an additional year to January 31, 2027 at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Supplemental Facility bear interest, at the Company's election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000% and 0.400%. The Supplemental Facility includes a facility fee determined by our corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Supplemental Facility. Based upon our current credit ratings, the interest rate on the Supplemental Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Operating Partnership also has available a global unsecured commercial paper note program, or Commercial Paper program of, \$2.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one

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or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes are sold under customary terms in the U.S. and Euro commercial paper note markets and rank (either by themselves or as a result of the guarantee described above) pari passu with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities and, if necessary or appropriate, we may make one or more draws under either of the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program. On September 30, 2022, we had no outstanding balance under the Commercial Paper program. Borrowings reduce amounts otherwise available under the Credit Facilities.

On January 11, 2022, the Operating Partnership completed the issuance of the following senior unsecured notes: \$500 million with a floating interest rate of SOFR plus 43 basis points, and \$700 million with a fixed interest rate of 2.650%, with maturity dates of January 11, 2024 and February 1, 2032, respectively. The proceeds were used to repay \$1.05 billion outstanding under the Supplemental Facility on January 12, 2022.

***Mortgage Debt***

Total mortgage indebtedness was \$5.3 billion at September 30, 2022 and December 31, 2021, respectively.

***Covenants***

Our unsecured debt agreements contain financial covenants and other non-financial covenants. The Credit Facilities contain ongoing covenants relating to total and secured leverage to capitalization value, minimum earnings before interest, taxes, depreciation, and amortization, or EBITDA, and unencumbered EBITDA coverage requirements. Payment under the Credit Facilities can be accelerated if the Operating Partnership or Simon is subject to bankruptcy proceedings or upon the occurrence of certain other events. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender, including adjustments to the applicable interest rate. As of September 30, 2022, we were in compliance with all covenants of our unsecured debt.

At September 30, 2022, our consolidated subsidiaries were the borrowers under 38 non-recourse mortgage notes secured by mortgages on 41 properties and other assets, including two separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of five properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties that serve as collateral for that debt. If the applicable borrower under these non-recourse mortgage notes were to fail to comply with these covenants, the lender could accelerate the debt and enforce its rights against their collateral. At September 30, 2022, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually or in the aggregate, giving effect to applicable cross-default provisions, have a material adverse effect on our financial condition, liquidity or results of operations.

***Fair Value of Debt***

The carrying value of our variable-rate mortgages and other loans approximates their fair values. We estimate the fair values of consolidated fixed rate mortgages using cash flows discounted at current borrowing rates and other indebtedness using cash flows discounted at current market rates. We estimate the fair values of consolidated fixed rate unsecured notes using quoted market prices, or, if no quoted market prices are available, we use quoted market prices for securities with similar terms and maturities. The book value of our consolidated fixed rate mortgages and unsecured indebtedness including commercial paper was

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\$23.2 billion and \$23.3 billion as of September 30, 2022 and December 31, 2021. The fair values of these financial instruments and the related discount rate assumptions as of September 30, 2022 and December 31, 2021 are summarized as follows:

	<u>September 30,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
Fair value of consolidated fixed rate mortgages and unsecured indebtedness (in millions) . . . . .	\$ 20,170	\$ 24,597
Weighted average discount rates assumed in calculation of fair value for fixed rate mortgages . . . . .	6.06 %	3.17 %
Weighted average discount rates assumed in calculation of fair value for unsecured indebtedness . . . . .	5.77 %	3.33 %

**8. Equity**

During the nine months ended September 30, 2022, Simon issued 2,680 shares of common stock to two limited partners of the Operating Partnership in exchange for an equal number of units pursuant to the partnership agreement of the Operating Partnership. During the nine months ended September 30, 2022, the Operating Partnership redeemed 13,930 units from two limited partners for \$1.8 million. These transactions increased Simon's ownership interest in the Operating Partnership.

On May 9, 2022, Simon's Board of Directors authorized a common stock repurchase plan. Under the plan, Simon may repurchase up to \$2.0 billion of its common stock during the two-year period commencing on May 16, 2022 and ending on May 16, 2024 in the open market or in privately negotiated transactions as market conditions warrant. During the nine months ended September 30, 2022, Simon purchased 1,830,022 shares at an average price of \$98.57 per share. As Simon repurchases shares under these programs, the Operating Partnership repurchases an equal number of units from Simon.

We paid a common stock dividend of \$1.75 per share for the third quarter of 2022, and \$5.10 per share for the nine months ended September 30, 2022. We paid common stock dividends of \$5.50 per share for the nine months ended September 30, 2021. The Operating Partnership paid distributions per unit for the same amounts. On November 1, 2022, Simon's Board of Directors declared a quarterly cash dividend for the fourth quarter of 2022 of \$1.80 per share, payable on December 30, 2022 to shareholders of record on December 9, 2022. The distribution rate on units is equal to the dividend rate on common stock.

***Temporary Equity***

***Simon***

Simon classifies as temporary equity those securities for which there is the possibility that Simon could be required to redeem the security for cash irrespective of the probability of such a possibility. As a result, Simon classifies one series of preferred units in the Operating Partnership and noncontrolling redeemable interests in properties in temporary equity. Each of these securities is discussed further below.

***Limited Partners' Preferred Interest in the Operating Partnership and Noncontrolling Redeemable Interests in Properties.*** The redemption features of the preferred units in the Operating Partnership contain provisions which could require the Operating Partnership to settle the redemption in cash. As a result, this series of preferred units in the Operating Partnership remains classified outside permanent equity. The remaining interests in a property or portfolio of properties which are redeemable at the option of the holder or in circumstances that may be outside Simon's control are accounted for as temporary equity. The carrying amount of the noncontrolling interest is adjusted to the redemption amount assuming the instrument is redeemable at the balance sheet date. Changes in the redemption value of the underlying noncontrolling interest are recorded within accumulated deficit in the consolidated statements of equity in issuance of unit equivalents and other. There were no noncontrolling interests

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redeemable at amounts in excess of fair value as of September 30, 2022 and December 31, 2021. The following table summarizes the preferred units in the Operating Partnership and the amount of the noncontrolling redeemable interests in properties as follows:

	<b>As of September 30, 2022</b>	<b>As of December 31, 2021</b>
7.50% Cumulative Redeemable Preferred Units, 260,000 units authorized, 255,373 issued and outstanding. . . . .	<b>\$ 25,537</b>	\$ 25,537
Other noncontrolling redeemable interests . . . . .	<b>533,945</b>	522,203
Limited partners' preferred interest in the Operating Partnership and noncontrolling redeemable interests in properties . . . . .	<b>\$ 559,482</b>	<b>\$ 547,740</b>

***The Operating Partnership***

The Operating Partnership classifies as temporary equity those securities for which there is the possibility that the Operating Partnership could be required to redeem the security for cash, irrespective of the probability of such a possibility. As a result, the Operating Partnership classifies one series of preferred units and noncontrolling redeemable interests in properties in temporary equity. The following table summarizes the preferred units and the amount of the noncontrolling redeemable interests in properties as follows:

	<b>As of September 30, 2022</b>	<b>As of December 31, 2021</b>
7.50% Cumulative Redeemable Preferred Units, 260,000 units authorized, 255,373 issued and outstanding. . . . .	<b>\$ 25,537</b>	\$ 25,537
Other noncontrolling redeemable interests . . . . .	<b>533,945</b>	522,203
Total preferred units, at liquidation value, and noncontrolling redeemable interests in properties . . . . .	<b>\$ 559,482</b>	<b>\$ 547,740</b>

***Stock-Based Compensation***

Our long-term incentive compensation awards under our stock-based compensation plans primarily take the form of LTIP units, restricted stock units, and restricted stock. The substantial majority of these awards are market condition or performance-based, and are based on various market, corporate and business unit performance measures as further described below. The expense related to these programs, net of amounts capitalized, is included within home and regional office costs and general and administrative costs in the accompanying statements of operations and comprehensive income. LTIP units are a form of limited partnership interest issued by the Operating Partnership, which are subject to the participant maintaining employment with us through certain dates and other conditions as described in the applicable award agreements. Awarded LTIP units not earned in accordance with the conditions set forth in the applicable award agreements are forfeited. Earned and fully vested LTIP units are equivalent to units of the Operating Partnership. Participants are entitled to receive distributions on the awarded LTIP units, as defined, equal to 10% of the regular quarterly distributions paid on a unit of the Operating Partnership. As a result, we account for these LTIP units as participating securities under the two class method of computing earnings per share. These are granted under The Simon Property Group, L.P. 2019 Stock Incentive Plan, or the 2019 Plan.

The grant date fair values of any LTIP units that are market-based awards are estimated using a Monte Carlo model, and the resulting fixed expense is recorded regardless of whether the market condition criteria are achieved if the participant performs the required service period. The grant date fair values of the market-based awards are being amortized into expense over the performance period, which is the grant date through the date at which the awards, if earned, become vested. The expense of the performance-based award is recorded over the performance period, which is the grant date through the date at which the awards, if earned, become vested, based on our assessment as to whether it is probable that the performance criteria will be achieved during the applicable performance periods. The grant date fair values of any restricted stock unit awards are recognized as expense over the vesting period.

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**2019 LTIP Program.** In 2019, the Compensation and Human Capital Committee established and granted awards under the 2019 LTIP Program. Awards under the 2019 LTIP Program will be considered earned if the respective performance conditions (based upon Funds From Operations, or FFO, per share, and Objective Criteria Goals) and market condition (based on Relative TSR performance), as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. All of the earned LTIP units under the 2019 LTIP Program will vest on January 1, 2023. The 2019 LTIP Program provides that the amount earned of the performance-based portion of the awards is dependent on Simon's performance compared to certain criteria and in March 2022, the Compensation and Human Capital Committee determined 72,442 performance based LTIP units under this program were earned as noted in the table below.

**2020 LTI Program.** In 2020, the Compensation and Human Capital Committee established and granted awards under the 2020 LTI Program, which consisted of a one-time grant of 312,263 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$84.37 per share. One-third of these awards vested on January 1, 2022 and the remaining awards will vest ratably on January 1, 2023 and January 1, 2024. The grant date fair value of the awards of \$26.3 million is being recognized as expense over the three-year vesting period.

**2021 LTI Program.** In 2021, the Compensation and Human Capital Committee established and granted awards under the 2021 LTI Program. Awards under the 2021 LTI Program took the form of LTIP units and restricted stock units. Awards of LTIP units under this program will be considered earned if the respective performance conditions (based on FFO and Objective Criteria Goals) and market conditions (based on Absolute TSR performance), as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. Any units determined to be earned LTIP units under the 2021 LTI Program will vest on January 1, 2025. The 2021 LTI Program provides that the amount earned related to the performance-based portion of the awards is dependent on the Compensation and Human Capital Committee's determination that Simon's FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at grant date of \$18.4 million. As part of the 2021 LTI Program, the Compensation and Human Capital Committee also established a grant of 37,976 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$112.92 per share. These awards will vest, subject to the grantee's continued service, on March 1, 2024. The \$4.3 million grant date fair value of these awards is being recognized as expense over the three-year vesting period.

**2022 LTI Program.** In the first quarter of 2022, the Compensation and Human Capital Committee established and granted awards under a 2022 Long-Term Incentive Program, or 2022 LTI Program. Awards under the 2022 LTI Program, took the form of LTIP units and restricted stock units. Awards of LTIP units under this program will be considered earned if the respective performance conditions (based on FFO and Objective Criteria Goals), subject to adjustment based upon a TSR modifier, with respect to the FFO performance condition, as defined in the applicable award agreements, are achieved during the applicable three-year measurement period. Any units determined to be earned LTIP units under the 2022 LTI Program will vest on January 1, 2026. The 2022 LTI Program provides that the amount earned related to the performance-based portion of the awards is dependent on the Compensation and Human Capital Committee's determination that Simon's FFO performance and achievement of certain objective criteria goals and has a maximum potential fair value at grant date of \$20.6 million. As part of the 2022 LTI Program, on March 11, 2022 and March 18, 2022, the Compensation and Human Capital Committee also established grants of 52,673 time-based restricted stock units under the 2019 Plan at a grant date fair market value of \$130.05 and \$130.84 per share. These awards will vest on March 11, 2025 and March 18, 2025. The \$6.9 million grant date fair value of these awards is being recognized as expense over the three-year vesting period.

The Compensation and Human Capital Committee approved LTIP unit grants as shown in the table below. The extent to which LTIP units were determined by the Compensation and Human Capital Committee's to have been earned, and the aggregate grant date fair value, are as follows:

<u>LTIP Program</u>	<u>LTIP Units Earned</u>	<u>Grant Date Fair Value of TSR Award</u>	<u>Grant Date Target Value of Performance-Based Awards</u>
2019 LTIP program . . . . .	72,442	\$9.5 million	\$14.7 million
2021 LTIP program . . . . .	To be determined in 2024	\$5.7 million	\$12.2 million
2022 LTIP program . . . . .	To be determined in 2025	—	\$13.7 million



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We recorded compensation expense, net of capitalization, related to the aforementioned LTIP and LTI programs of approximately \$16.2 million and \$14.1 million for the nine months ended September 30, 2022 and 2021, respectively.

**Restricted Stock.** The Compensation and Human Capital Committee awarded 143,518 shares of restricted stock to employees on April 1, 2022 at a grant date fair market value of \$131.56 per share related to 2021 compensation plans. During the nine months ended September 30, 2022, our non-employee Directors were awarded 16,741 shares of restricted stock at a weighted-average fair market value of \$113.01 per share. These shares represent a portion of the compensation we pay our non-employee Directors, and all of the shares have been placed in a non-employee Director deferred compensation account maintained by us. The grant date fair value of the employee restricted stock awards is being recognized as expense over the three-year vesting period. The grant date fair value of the non-employee Director restricted stock awards is being recognized as expense over the one-year vesting service period. In accordance with the Operating Partnership's partnership agreement, the Operating Partnership issued an equal number of units to Simon that are subject to the same vesting conditions as the restricted stock.

We recorded compensation expense, net of capitalization, related to restricted stock of approximately \$7.2 million and \$5.8 million for the nine months ended September 30, 2022 and 2021, respectively.

**9. Lease Income**

Fixed lease income under our operating leases includes fixed minimum lease consideration and fixed CAM reimbursements recorded on a straight-line basis. Variable lease income includes consideration based on sales, as well as reimbursements for real estate taxes, utilities, marketing, and certain other items including negative variable lease income as discussed below.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
Fixed lease income . . . . .	\$ 952,615	\$ 921,521	\$ 2,874,484	\$ 2,783,459
Variable lease income . . . . .	262,855	286,402	743,551	728,347
Total lease income . . . . .	<u>\$ 1,215,470</u>	<u>\$ 1,207,923</u>	<u>\$ 3,618,035</u>	<u>\$ 3,511,806</u>

Tenant receivables and accrued revenue in the accompanying consolidated balance sheets includes straight-line receivables of \$550.3 million and \$568.7 million on September 30, 2022, and December 31, 2021, respectively.

In April 2020, the FASB staff released guidance focused on treatment of concessions related to the effects of COVID-19 on the application of lease modification guidance in Accounting Standards Codification (ASC) 842, "Leases." The guidance provides a practical expedient to forgo the associated reassessments required by ASC 842 when changes to a lease result in similar or lower future consideration. We have elected to generally account for rent abatements as negative variable lease consideration in the period granted, or in the period we determine we expect to grant an abatement. Further abatements granted in the future will reduce lease income in the period we grant, or determine we expect to grant, an abatement.

We have agreed to deferral or abatement arrangements with a number of our tenants as a result of the COVID-19 pandemic. In addition, uncollected rent due from certain of our tenants is subject to ongoing litigation, the outcome of which may affect our ability to collect in full the associated outstanding receivable balances.

In connection with rent deferrals or other accruals of unpaid rent payments, if we determine that rent payments are probable of collection, we will continue to recognize lease income on a straight-line basis over the lease term along with associated tenant receivables. However, if we determine that such deferred rent payments or other accrued but unpaid rent payments are not probable of collection, lease income will be recorded on the cash basis, with the corresponding tenant receivable and deferred rent receivable balances charged as a direct write-off against lease income in the period of the change in our collectability determination. Additionally, our assessment of collectability incorporates information regarding a tenant's financial condition that is obtained from available financial data, the expected outcome of contractual disputes and other matters, and our communications and negotiations with the tenant.

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When a tenant seeks to reorganize its operations through bankruptcy proceedings, we assess the collectability of receivable balances. Our ongoing assessment incorporates, among other things, the timing of a tenant's bankruptcy filing and our expectations of the assumptions by the tenant in bankruptcy proceedings of leases at the Company's properties on substantially similar terms.

**10. Commitments and Contingencies**

***Litigation***

We are involved from time-to-time in various legal and regulatory proceedings that arise in the ordinary course of our business, including, but not limited to, commercial disputes, environmental matters, and litigation in connection with transactions such as acquisitions and divestitures. We believe that current proceedings will not have a material adverse effect on our financial condition, liquidity, or results of operations. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

***Lease Commitments***

As of September 30, 2022, we are subject to ground leases that cover all or a portion of 23 of our consolidated properties with termination dates extending through 2090, including periods for which exercising an extension option is reasonably assured. These ground leases generally require us to make fixed annual rental payments, or a fixed annual rental payment plus a percentage rent component based upon the revenues or total sales of the property. In addition, we have several regional office locations that are subject to leases with termination dates ranging from 2023 to 2028. These office leases generally require us to make fixed annual rental payments plus pay our share of common area, real estate taxes, and utility expenses. Some of our ground and office leases include escalation clauses. All of our lease arrangements are classified as operating leases. We incurred ground lease expense and office lease expense, which are included in other expense and home office and regional expense, respectively, as follows:

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
<b>Operating Lease Cost</b>				
Fixed lease cost . . . . .	\$ 8,128	\$ 8,118	\$ 24,354	\$ 24,367
Variable lease cost . . . . .	4,396	3,984	13,253	11,821
Sublease income . . . . .	—	(187)	—	(560)
<b>Total operating lease cost . . . . .</b>	<b>\$ 12,524</b>	<b>\$ 11,915</b>	<b>\$ 37,607</b>	<b>\$ 35,628</b>

	<b>For the Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2022</b>	<b>2021</b>

**Other Information**

Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating leases . . . . .	\$ 37,534	\$ 36,098
Weighted-average remaining lease term - operating leases . . . . .	32.9 years	33.8 years
Weighted-average discount rate - operating leases . . . . .	4.87%	4.87%

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Minimum lease payments due under these leases for years ending December 31, excluding applicable extension options and renewal options unless reasonably certain of exercise and any sublease income, are as follows:

2022 .....	\$ 33,222
2023 .....	33,398
2024 .....	33,532
2025 .....	33,543
2026 .....	33,557
Thereafter .....	864,688
	<u>\$ 1,031,940</u>
Impact of discounting .....	(531,743)
Operating lease liabilities .....	<u>\$ 500,197</u>

***Guarantees of Indebtedness***

Joint venture debt is the liability of the joint venture and is typically secured by the joint venture property, which is non-recourse to us. As of September 30, 2022 and December 31, 2021, the Operating Partnership guaranteed joint venture related mortgage indebtedness of \$122.7 million and \$209.9 million, respectively. Mortgages guaranteed by the Operating Partnership are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount.

***Concentration of Credit Risk***

Our U.S. Malls, Premium Outlets, and The Mills rely upon anchor tenants to attract customers; however, anchors do not contribute materially to our financial results as many anchors own their spaces. All material operations are within the United States and no customer or tenant accounts for 5% or more of our consolidated revenues.

***Hurricane Impacts***

During the third quarter of 2020, one of our properties located in Texas experienced property damage and business interruption as a result of Hurricane Hanna. We wrote-off assets of approximately \$9.6 million, and recorded an insurance recovery receivable, and have received \$14.0 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable. During the quarter ended September 30, 2021, we recorded a \$3.5 million gain related to property insurance recovery of previously depreciated assets. This amount was recorded in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairments, net.

During the third quarter of 2020, one of our properties located in Louisiana experienced property damage and business interruption as a result of Hurricane Laura. We wrote-off assets of approximately \$11.1 million and recorded an insurance recovery receivable, and have received \$27.5 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable. During the quarter ended September 30, 2021, we recorded a \$17.5 million gain related to property insurance recovery of previously depreciated assets. This amount was recorded in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairments, net.

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**COVID-19**

On March 11, 2020, the World Health Organization declared the novel strain of coronavirus, or COVID-19, a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 pandemic has had a material negative impact on economic and market conditions around the world, and, notwithstanding the fact that vaccines are being administered in the United States and elsewhere, the pandemic continues to adversely impact economic activity in retail real estate. The impact of the COVID-19 pandemic continues to evolve and governments and other authorities, including where we own or hold interests in properties, have at times imposed measures intended to control its spread, including restrictions on freedom of movement, group gatherings and business operations such as travel bans, border closings, business closures, quarantines, stay-at-home, shelter-in-place orders, density limitations and social distancing measures. As a result of the COVID-19 pandemic and these measures, the Company has experienced and may continue to experience material impacts including changes in the ability to recognize revenue due to changes in our assessment of the probability of collection of lease income and asset impairment charges as a result of changing cash flows generated by our properties and investments.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in this report.

### Overview

Simon Property Group, Inc. is a Delaware corporation that operates as a self-administered and self-managed real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. REITs will generally not be liable for U.S. federal corporate income taxes as long as they distribute not less than 100% of their REIT taxable income. Simon Property Group, L.P. is our majority-owned Delaware partnership subsidiary that owns all of our real estate properties and other assets. According to the Operating Partnership's partnership agreement, the Operating Partnership is required to pay all expenses of Simon. Unless stated otherwise or the context otherwise requires, references to "Simon" mean Simon Property Group, Inc. and references to the "Operating Partnership" mean Simon Property Group, L.P. References to "we," "us" and "our" mean collectively Simon, the Operating Partnership and those entities/subsidiaries owned or controlled by Simon and/or the Operating Partnership.

We own, develop and manage premier shopping, dining, entertainment and mixed-use destinations, which consist primarily of malls, Premium Outlets®, and The Mills®. As of September 30, 2022, we owned or held an interest in 197 income-producing properties in the United States, which consisted of 94 malls, 69 Premium Outlets, 14 Mills, six lifestyle centers, and 14 other retail properties in 37 states and Puerto Rico. We also own an 80% noncontrolling interest in the Taubman Realty Group, LLC, or TRG, which has an interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. In addition, we have redevelopment and expansion projects, including the addition of anchors, big box tenants, and restaurants, underway at properties in the North America, Europe and Asia. Internationally, as of September 30, 2022, we had ownership in 33 Premium Outlets and Designer Outlet properties primarily located in Asia, Europe, and Canada. As of September 30, 2022, we also owned a 22.4% equity stake in Klépierre SA, or Klépierre, a publicly traded, Paris-based real estate company which owns, or has an interest in, shopping centers located in 14 countries in Europe.

We generate the majority of our lease income from retail tenants including consideration received from:

- fixed minimum lease consideration and fixed common area maintenance (CAM) reimbursements, and
- variable lease consideration primarily based on tenants' sales, as well as reimbursements for real estate taxes, utilities, marketing and certain other items.

Revenues of our management company, after intercompany eliminations, consist primarily of management fees that are typically based upon the revenues of the property being managed.

We invest in real estate properties to maximize total financial return which includes both operating cash flows and capital appreciation. We seek growth in earnings, funds from operations, or FFO, and cash flows by enhancing the profitability and operation of our properties and investments. We seek to accomplish this growth through the following:

- attracting and retaining high quality tenants and utilizing economies of scale to reduce operating expenses,
- expanding and re-tenanting existing highly productive locations at competitive rental rates,
- selectively acquiring or increasing our interests in high quality real estate assets or portfolios of assets,
- generating consumer traffic in our retail properties through marketing initiatives and strategic corporate alliances, and
- selling selective non-core assets.

We also grow by generating supplemental revenues from the following activities:

- establishing our malls as leading market resource providers for retailers and other businesses and consumer-focused corporate alliances, including payment systems (such as handling fees relating to the sales of bank-issued prepaid cards), national marketing alliances, static and digital media initiatives, business development, sponsorship, and events,
- offering property operating services to our tenants and others, including waste handling and facility services, and the provision of energy services,
- selling or leasing land adjacent to our properties, commonly referred to as "outlots" or "outparcels," and
- generating interest income on cash deposits and investments in loans, including those made to related entities.

We focus on high quality real estate across the retail real estate spectrum. We expand or redevelop properties to enhance profitability and market share of existing assets when we believe the investment of our capital meets our risk-reward criteria. We selectively develop new properties in markets we believe are not adequately served by existing retail outlet properties.

We routinely review and evaluate acquisition opportunities based on their ability to enhance our portfolio. Our international strategy includes partnering with established real estate companies and financing international investments with local currency to minimize foreign exchange risk.

To support our growth, we employ a three-fold capital strategy:

- provide the capital necessary to fund growth,
- maintain sufficient flexibility to access capital in many forms, both public and private, and
- manage our overall financial structure in a fashion that preserves our investment grade credit ratings.

We consider FFO and net operating income, or NOI, and portfolio NOI to be key measures of operating performance that are not specifically defined by accounting principles generally accepted in the United States, or GAAP. We use these measures internally to evaluate the operating performance of our portfolio and provide a basis for comparison with other real estate companies. Reconciliations of these measures to the most comparable GAAP measure are included below in this discussion.

### **COVID-19**

On March 11, 2020, the World Health Organization declared the novel strain of coronavirus, or COVID-19, a global pandemic and recommended containment and mitigation measures worldwide. The COVID-19 pandemic has had a material negative impact on economic and market conditions around the world, and, notwithstanding the fact that vaccines are being administered in the United States and elsewhere, the pandemic continues to adversely impact economic activity in retail real estate. The impact of the COVID-19 pandemic continues to evolve and governments and other authorities, including where we own or hold interests in properties, have at times imposed measures intended to control its spread, including restrictions on freedom of movement, group gatherings and business operations such as travel bans, border closings, business closures, quarantines, stay-at-home, shelter-in-place orders, density limitations and social distancing measures. As a result of the COVID-19 pandemic and these measures, the Company has experienced and may continue to experience material impacts including changes in the ability to recognize revenue due to changes in our assessment of the probability of collection of lease income and asset impairment charges as a result of changing cash flows generated by our properties and investments.

As we developed and implemented our response to the impact of the COVID-19 pandemic and restrictions intended to prevent its spread on our business, our primary focus has been on the health and safety of our employees, our shoppers and the communities in which we serve.

### **Results Overview**

Diluted earnings per share and diluted earnings per unit decreased \$0.84 during the first nine months of 2022 to \$4.46 from \$5.30 for the same period last year. The decrease in diluted earnings per share and diluted earnings per unit was primarily attributable to:

- a non-cash gain in 2021 on acquisitions and disposals of \$201.6 million, or \$0.54 per diluted share/unit, comprised of the disposition of our interest in two properties of \$177.4 million, or \$0.47 per diluted share/unit, a non-cash gain on the consolidation of one property of \$3.7 million, or \$0.01 per diluted share/unit, and net gains of \$21.0 million, or \$0.06 per diluted share/unit, related to property insurance recoveries of previously depreciated assets,
- a non-cash pre-tax gain in 2021 on exchange of equity interests of \$159.8 million, or \$0.43 per diluted share/unit,
- decreased income from unconsolidated entities of \$127.8 million, or \$0.34 per diluted share/unit, the majority of which is due to unfavorable year-over-year operations from our other platform investments as well as the reversal of a previously established deferred tax liability at Klépierre in 2021 resulting in a non-cash gain, of which our share was \$118.4 million, which is partially offset by improved operations and core fundamentals in our other unconsolidated entities,
- unrealized losses in fair value of equity instruments of \$55.3 million, or \$0.15 per diluted share/unit, partially offset by
- decreased interest expense in 2022 of \$41.9 million, or \$0.11 per diluted share/unit, primarily due to the early extinguishment of nine secured loans in the fourth quarter of 2021, the disposition of three retail properties in 2021, and the refinancing of two retail properties at lower interest rates in 2021,

- decreased tax expense in 2022 of \$77.2 million, or \$0.21 per diluted share/unit, primarily due to unfavorable year-over-year operations from other platform investments, and a \$47.9 million deferred tax impact created by the gain on exchange of equity interests transaction in 2021 noted above,
- charges on early extinguishment of debt of \$31.6 million, or \$0.08 per diluted share/unit, in 2021, and
- improved operations and core fundamentals, as discussed below.

Portfolio NOI increased 5.5% for the nine month period in 2022 over the prior year period primarily as a result of improved operations in our domestic and international portfolios compared to the prior year. Average base minimum rent for U.S. Malls and Premium Outlets increased 1.7% to \$54.80 psf as of September 30, 2022, from \$53.91 psf as of September 30, 2021. Ending occupancy for our U.S. Malls and Premium Outlets increased 1.7% to 94.5% as of September 30, 2022, from 92.8% as of September 30, 2021.

Our effective overall borrowing rate at September 30, 2022 on our consolidated indebtedness increased 15 basis point to 3.12% as compared to 2.97% at September 30, 2021. This is primarily due to an increase in effective overall borrowing rate on variable rate debt of 155 basis points (3.57% at September 30, 2022 compared to 2.02% at September 30, 2021) due to increasing interest rates, partially offset by a decrease in the effective overall borrowing rate on fixed rate debt of 20 basis points (3.10% at September 30, 2022 as compared to 3.30% at September 30, 2021). The weighted average years to maturity of our consolidated indebtedness was 7.6 years and 7.8 years at September 30, 2022 and December 31, 2021, respectively.

Our financing activity for the nine months ended September 30, 2022 included:

- decreasing our borrowings under the Operating Partnership's global unsecured commercial paper note program, or the Commercial Paper program, by \$500.0 million,
- completing on January 11, 2022, the issuance of the following senior unsecured notes: \$500 million with a floating interest rate of SOFR plus 43 basis points and \$700 million with a fixed interest rate of 2.650%, with maturity dates of January 11, 2024 and February 1, 2032, respectively. The proceeds were used to repay \$1.05 billion outstanding under the \$3.5 billion unsecured revolving credit facility, or the Supplemental Facility, on January 12, 2022.

#### ***United States Portfolio Data***

The portfolio data discussed in this overview includes the following key operating statistics: ending occupancy and average base minimum rent per square foot. We include acquired properties in this data beginning in the year of acquisition and remove disposed properties in the year of disposition. For comparative purposes, we separate the information related to The Mills from our other U.S. operations. We also do not include any information for properties located outside the United States.

The following table sets forth these key operating statistics for the combined U.S. Malls and Premium Outlets:

- properties that are consolidated in our consolidated financial statements,
- properties we account for under the equity method of accounting as joint ventures, and
- the foregoing two categories of properties on a total portfolio basis.

	<u>September 30, 2022</u>	<u>September 30, 2021</u>	<u>%/Basis Points Change (1)</u>
<b><u>U.S. Malls and Premium Outlets:</u></b>			
<b><i>Ending Occupancy</i></b>			
Consolidated .....	94.5%	92.9%	160 bps
Unconsolidated .....	94.5%	92.4%	210 bps
<b>Total Portfolio</b> .....	94.5%	92.8%	170 bps
<b><i>Average Base Minimum Rent per Square Foot</i></b>			
Consolidated .....	\$ 53.58	\$ 52.51	2.0%
Unconsolidated .....	\$ 58.12	\$ 57.81	0.5%
<b>Total Portfolio</b> .....	\$ 54.80	\$ 53.91	1.7%
<b><u>U.S. TRG:</u></b>			
<b><i>Ending Occupancy</i></b> .....			
	94.5%	90.3%	420 bps
<b><i>Average Base Minimum Rent per Square Foot</i></b> .....			
	\$ 61.11	\$ 58.18	5.0%
<b><u>The Mills:</u></b>			
<b><i>Ending Occupancy</i></b> .....			
	97.8%	97.0%	80 bps
<b><i>Average Base Minimum Rent per Square Foot</i></b> .....			
	\$ 34.69	\$ 33.68	3.0%

(1) Percentages may not recalculate due to rounding. Percentage and basis point changes are representative of the change from the comparable prior period.

***Ending Occupancy Levels and Average Base Minimum Rent per Square Foot.*** Ending occupancy is the percentage of gross leasable area, or GLA, which is leased as of the last day of the reporting period. We include all company owned space except for mall anchors, mall majors, mall freestanding and mall outlots in the calculation. Base minimum rent per square foot is the average base minimum rent charge in effect for the reporting period for all tenants that would qualify to be included in ending occupancy.

#### ***Current Leasing Activities***

During the nine months ended September 30, 2022, we signed 983 new leases and 1,116 renewal leases (excluding mall anchors and majors, new development, redevelopment and leases with terms of one year or less) with a fixed minimum rent across our U.S. Malls and Premium Outlets portfolio, comprising approximately 6.9 million square feet, of which 5.2 million square feet related to consolidated properties. During the comparable period in 2021, we signed 734 new leases and 1,310 renewal leases with a fixed minimum rent, comprising approximately 7.0 million square feet, of which 5.5 million square feet related to consolidated properties. The average annual initial base minimum rent for new leases was \$54.53 per square foot in 2022 and \$55.28 per square foot in 2021 with an average tenant allowance on new leases of \$52.11 per square foot and \$54.00 per square foot, respectively.

#### ***Japan Data***

The following are selected key operating statistics for our Premium Outlets in Japan. The information used to prepare these statistics has been supplied by the managing venture partner.

	<u>September 30, 2022</u>	<u>September 30, 2021</u>	<u>%/Basis Points Change</u>
Ending Occupancy .....	99.3 %	99.5 %	-20 bps
Average Base Minimum Rent per Square Foot .....	¥ 5,563	¥ 5,498	1.18 %



## Results of Operations

The following acquisitions and dispositions of consolidated properties affected our consolidated results in the comparative periods:

- On June 17, 2022, we acquired an additional interest in Gloucester Premium Outlets from a joint venture, resulting in the consolidation of this property.
- During the second quarter of 2022, we disposed of one retail property.
- During 2021, we disposed of three retail properties.
- During the first quarter of 2021, we consolidated one Designer Outlet property in Europe that had previously been accounted for under the equity method.

The following acquisitions, dispositions and openings of equity method investments and properties affected our income from unconsolidated entities in the comparative periods:

- During the third quarter of 2022, we disposed of one retail property.
- During the fourth quarter of 2021, we disposed of our noncontrolling interest in one retail property.
- On December 20, 2021, we sold a portion of our interest in ABG for cash consideration of \$65.5 million and purchased additional interests in ABG for cash consideration of \$100.0 million. Our noncontrolling interest in ABG is approximately 10.4%.
- On October 15, 2021, we opened Jeju Premium Outlet, a 92,000 square foot center in Jeju Province, South Korea. We own 50% interest in this center.
- On July 1, 2021, we contributed to ABG all of our interests in the intellectual property licensing ventures of Forever 21 and Brooks Brothers for additional interests in ABG.
- On June 1, 2021, we and our partner, ABG, acquired the intellectual property licensing rights of Eddie Bauer. Our noncontrolling interest in the licensing venture is 49% and was acquired for cash consideration of \$100.8 million.
- On April 12, 2021, we opened West Midlands Designer Outlet, a 197,000 square foot center in Cannock, United Kingdom. We own 23.2% interest in this center.
- In the first quarter of 2021, we and our partner, ABG, both acquired additional 12.5% interests in the licensing and operations of Forever 21 for \$56.3 million bringing our interest to 50%. Subsequently the Forever 21 operations were merged into SPARC Group.

For the purposes of the following comparison between the three and nine months ended September 30, 2022 and 2021, the above transactions are referred to as the property transactions. In the following discussions of our results of operations, "comparable" refers to properties we owned or held interests in and operated in both of the periods under comparison.

### ***Three months ended September 30, 2022 vs. Three months ended September 30, 2021***

Lease income increased \$7.5 million, of which the property transactions accounted for a \$5.0 million decrease. Comparable lease income increased \$12.5 million, or 1.1%. Total lease income increased primarily due to an increase in fixed lease income of \$31.1 million primarily due to an increase in fixed minimum lease consideration, partially offset by a decrease in variable lease income of \$23.6 million.

Total other income increased \$10.1 million, primarily due to a \$5.9 million increase related to land sale activity, a \$3.2 million increase in interest income, and an \$8.5 million increase in fee and net other income, partially offset by a \$7.5 million decrease in lease settlement income.

Property operating expenses increased \$12.3 million primarily due to the return to a more normalized operating environment.

Interest expense decreased \$11.9 million primarily related to the early extinguishment of nine secured loans, the disposition of three retail properties, and the refinancing of two retail properties at lower interest rates in 2021.

During 2021, we recorded a loss on extinguishment of debt of \$28.6 million as a result of the early redemption of unsecured notes.

During 2021, we recorded a non-cash gain on exchange of equity interests of \$159.8 million as a result of the contribution to ABG of all of our interests in the licensing ventures of Forever 21 and Brooks Brothers in exchange for additional interests in ABG, as discussed further in footnote 6.

Income and other tax expense decreased \$59.0 million due to the impact in 2021 on deferred tax expense as a result of the ABG transaction noted above, which had a non-cash tax impact of \$47.9 million, and lower tax expense in 2022 on our share of operating results from our other platform investments.

Income from unconsolidated entities decreased \$35.4 million primarily due to unfavorable results of operations year over year from our other platform investments of \$55.9 million, partially offset by favorable year over year results of operations across the properties in 2022.

During 2022, we recorded a \$17.3 million gain primarily related to the disposition of one unconsolidated property, partially offset by a loss on the disposal of certain assets by Klépierre. During 2021, we recorded a gain of \$88.0 million related to the disposition of one consolidated property and gains of \$21.0 million related to property insurance recoveries of previously depreciated assets.

Simon's net income attributable to noncontrolling interests decreased \$15.9 million due to a decrease in the net income of the Operating Partnership.

***Nine months ended September 30, 2022 vs. Nine months ended September 30, 2021***

Lease income increased \$106.2 million, of which the property transactions accounted for a \$22.9 million decrease. Comparable lease income increased \$129.1 million, or 3.7%. Total lease income increased primarily due to an increase in fixed lease income of \$91.0 million primarily due to an increase in fixed minimum lease consideration, reduction in reserves for collectability and higher occupancy, and an increase in variable lease income of \$15.2 million primarily related to higher consideration based on tenant sales.

Total other income decreased \$12.0 million, primarily due to a decrease in lease settlement income of \$29.6 million, a \$14.9 million gain from the sale of our interest in a multi-family residential property in 2021, and a \$6.4 million non-cash dilution gain on a non-retail investment in 2021, partially offset by an \$17.1 million increase in fee and other income, a \$12.2 million increase related to Simon Brand Ventures and gift card revenues and a \$9.6 million increase related to land sale activity.

Property operating expenses increased \$45.7 million primarily due to the return to a more normalized operating environment.

Home and regional office costs increased \$11.1 million due to lower personnel and compensation costs in 2021 as a result of the continued impacts of the pandemic.

Other expense increased \$22.5 million primarily due to the write-off of development costs related to an international development project in Germany we are no longer intending to pursue, as well as increased legal fees.

Interest expense decreased \$41.9 million primarily related to the early extinguishment of nine secured loans, the disposition of three retail properties, and the refinancing of two retail properties at lower interest rates in 2021.

During 2021, we recorded a loss on extinguishment of debt of \$31.6 million as a result of the early redemption of unsecured notes.

During 2021, we recorded a non-cash gain on exchange of equity interests of \$159.8 million as a result of the contribution to ABG of all of our interests in the licensing ventures of Forever 21 and Brooks Brothers in exchange for additional interests in ABG, as discussed further in Note 6.

Income and other tax expense decreased \$77.2 million due to the impact in 2021 on deferred tax expense as a result of the ABG transaction noted above, which had a non-cash tax impact of \$47.9 million, and lower tax expense in 2022 on our share of operating results from our other platform investments.

Income from unconsolidated entities decreased \$127.8 million primarily due to unfavorable results of operations year over year from our other platform investments of \$139.0 million, as well as the reversal in 2021 of a previously established deferred tax liability at Klépierre resulting in a non-cash gain, of which our share was \$118.4 million, partially offset partially by favorable year over year results of operations across the properties in 2022.

During 2022, we recorded a \$19.9 million gain on the disposition of one unconsolidated property and a \$1.5 million gain related to excess insurance proceeds, partially offset by a \$17.9 million loss primarily related to the disposition of one consolidated property and a \$3.3 million loss on the disposition of certain assets by Klépierre. During 2021, we recorded a gain of \$181.1 million

related to the disposition of two consolidated properties and the impact from the consolidation of one property that was previously unconsolidated, and gains of \$21.0 million related to property insurance recoveries of previously depreciated assets.

Simon's net income attributable to noncontrolling interests decreased \$34.7 million due to a decrease in the net income of the Operating Partnership.

### **Liquidity and Capital Resources**

Because we own long-lived income-producing assets, our financing strategy relies primarily on long-term fixed rate debt. Floating rate debt comprised 5.9% of our total consolidated debt at September 30, 2022. We also enter into interest rate protection agreements from time to time to manage our interest rate risk. We derive most of our liquidity from positive net cash flow from operations and distributions of capital from unconsolidated entities that totaled \$3.2 billion in the aggregate during the nine months ended September 30, 2022. As of September 30, 2022, the Operating Partnership has a \$4.0 billion unsecured revolving credit facility, or Credit Facility, and the Supplemental Facility, and together with the Credit Facility, the Credit Facilities. The Credit Facilities and the Commercial Paper program provide alternative sources of liquidity as our cash needs vary from time to time. Borrowing capacity under these sources may be increased as discussed further below.

Our balance of cash and cash equivalents increased \$67.6 million during the first nine months of 2022 to \$601.5 million as of September 30, 2022 as a result of the operating and financing activity, as further discussed in "Cash Flows" below.

On September 30, 2022, we had an aggregate available borrowing capacity of approximately \$7.4 billion under the Credit Facilities, net of outstanding borrowings of \$125.0 million and letters of credit of \$10.0 million. For the nine months ended September 30, 2022, the maximum aggregate outstanding balance under the Credit Facilities was \$1.2 billion and the weighted average outstanding balance was \$171.2 million. The weighted average interest rate was 1.5% for the nine months ended September 30, 2022.

Simon has historically had access to public equity markets and the Operating Partnership has historically had access to private and public long and short-term unsecured debt markets and access to secured debt and private equity from institutional investors at the property level.

Our business model and Simon's status as a REIT require us to regularly access the debt markets to raise funds for acquisition, development and redevelopment activity, and to refinance maturing debt. Simon may also, from time to time, access the equity capital markets to accomplish our business objectives. We believe we have sufficient cash on hand and availability under the Credit Facilities and the Commercial Paper program to address our debt maturities and capital needs through 2022.

### **Cash Flows**

Our net cash flow from operating activities and distributions of capital from unconsolidated entities for the nine months ended September 30, 2022 totaled \$3.2 billion. In addition, we had net repayments from our debt financing and repayment activities of \$310.3 million, including all amounts outstanding under the Commercial Paper program, in 2022. These activities are further discussed below under "Financing and Debt." During the first nine months of 2022, we also:

- paid stockholder dividends and unitholder distributions totaling approximately \$1.9 billion and preferred unit distributions totaling \$3.9 million,
- funded consolidated capital expenditures of \$465.4 million (including development and other costs of \$75.7 million, redevelopment and expansion costs of \$236.3 million, and tenant costs and other operational capital expenditures of \$153.4 million), and
- funded investments in unconsolidated entities of \$235.5 million.
- funded the repurchase of \$180.4 million of Simon's common stock

In general, we anticipate that cash generated from operations will be sufficient to meet operating expenses, monthly debt service, recurring capital expenditures, and dividends to stockholders and/or distributions to partners necessary to maintain Simon's REIT qualification on a long-term basis. At this time, we do not expect the impact of COVID-19 to impact our ability to fund these needs for the foreseeable future; however its ultimate impact is difficult to predict. In addition, we expect to be able to generate or obtain capital for nonrecurring capital expenditures, such as acquisitions, major building redevelopments and expansions, as well as for scheduled principal maturities on outstanding indebtedness, from the following, however a severe and prolonged disruption and instability in the global financial markets, including the debt and equity capital markets, may affect our ability to access necessary capital:

- excess cash generated from operating performance and working capital reserves,
- borrowings on the Credit Facilities and Commercial Paper program,

- additional secured or unsecured debt financing, or
- additional equity raised in the public or private markets.

We expect to generate positive cash flow from operations in 2022, and we consider these projected cash flows in our sources and uses of cash. These cash flows are principally derived from rents paid by our tenants. A significant deterioration in projected cash flows from operations, including one due to the impact of the COVID-19 pandemic and restrictions intended to restrict its spread, could cause us to increase our reliance on available funds from the Credit Facilities and Commercial Paper program, further curtail planned capital expenditures, or seek other additional sources of financing.

## **Financing and Debt**

### ***Unsecured Debt***

At September 30, 2022, our unsecured debt consisted of \$19.3 billion of senior unsecured notes of the Operating Partnership and \$125.0 million outstanding under the Credit Facility.

At September 30, 2022, we had an aggregate available borrowing capacity of \$7.4 billion under the Credit Facilities. The maximum aggregate outstanding balance under the Credit Facilities, during the nine months ended September 30, 2022 was \$1.2 billion and the weighted average outstanding balance was \$171.2 million. Letters of credit of \$10.0 million were outstanding under the Credit Facilities as of September 30, 2022.

The Credit Facility can be increased in the form of additional commitments in an aggregate not to exceed \$1.0 billion, for a total aggregate size of \$5.0 billion, subject to obtaining additional lender commitments and satisfying certain customary conditions precedent. Borrowings may be denominated in U.S. dollars, Euro, Yen, Pounds Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 95% of the maximum revolving credit amount, as defined. The initial maturity date of the Credit Facility is June 30, 2024. The Credit Facility can be extended for two additional six-month periods to June 30, 2025, at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Credit Facility bear interest, at our election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000% and 0.400%. The Credit Facility includes a facility fee determined by our corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Credit Facility. Based upon our current credit ratings, the interest rate on the Credit Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Supplemental Facility's borrowing capacity of \$3.5 billion may be increased to \$4.5 billion during its term and provides for borrowings denominated in U.S. dollars, Euro, Yen, Pounds, Sterling, Canadian dollars and Australian dollars. Borrowings in currencies other than the U.S. dollar are limited to 100% of the maximum revolving credit amount, as defined. The initial maturity date of the Supplemental Facility is January 31, 2026 and can be extended for an additional year to January 31, 2027 at our sole option, subject to satisfying certain customary conditions precedent.

Borrowings under the Supplemental Facility bear interest, at the Company's election, at either (i) (x) for Term Benchmark Loans, the Adjusted Term SOFR Rate, the applicable Local Rate, the Adjusted EURIBOR Rate, or the Adjusted TIBOR Rate, (y) for RFR Loans, if denominated in Sterling, SONIA plus a benchmark adjustment and if denominated in Dollars, Daily Simple SOFR plus a benchmark adjustment, or (z) for Daily SOFR Loans, the Adjusted Floating Overnight Daily SOFR Rate, in each case of clauses (x) through (z) above, plus a margin determined by our corporate credit rating of between 0.650% and 1.400% or (ii) for loans denominated in U.S. Dollars only, the base rate (which rate is equal to the greatest of the prime rate, the federal funds effective rate plus 0.500% or Adjusted Term SOFR Rate for one month plus 1.000%) (the "Base Rate"), plus a margin determined by our corporate credit rating of between 0.000% and 0.400%. The Supplemental Facility includes a facility fee determined by our corporate credit rating of between 0.100% and 0.300% on the aggregate revolving commitments under the Supplemental Facility. Based upon our current credit ratings, the interest rate on the Supplemental Facility is SOFR plus 72.5 basis points, plus a spread adjustment to account for the transition from LIBOR to SOFR.

The Operating Partnership also has available a Commercial Paper program of \$2.0 billion, or the non-U.S. dollar equivalent thereof. The Operating Partnership may issue unsecured commercial paper notes, denominated in U.S. dollars, Euro and other currencies. Notes issued in non-U.S. currencies may be issued by one or more subsidiaries of the Operating Partnership and are guaranteed by the Operating Partnership. Notes are sold under customary terms in the U.S. and Euro commercial paper note

markets and rank (either by themselves or as a result of the guarantee described above) pari passu with the Operating Partnership's other unsecured senior indebtedness. The Commercial Paper program is supported by the Credit Facilities and if necessary or appropriate, we may make one or more draws under either of the Credit Facilities to pay amounts outstanding from time to time on the Commercial Paper program. On September 30, 2022, we had no outstanding balance under the Commercial Paper program. These borrowings reduce amounts otherwise available under the Credit Facilities.

On January 11, 2022, the Operating Partnership completed the issuance of the following senior unsecured notes: \$500 million with a floating interest rate of SOFR plus 43 basis points, and \$700 million with a fixed interest rate of 2.650%, with maturity dates of January 11, 2024 and February 1, 2032, respectively. The proceeds were used to repay \$1.05 billion outstanding under the Supplemental Facility on January 12, 2022.

### **Mortgage Debt**

Total mortgage indebtedness was \$5.3 billion at September 30, 2022 and December 31, 2021, respectively.

### **Covenants**

Our unsecured debt agreements contain financial covenants and other non-financial covenants. The Credit Facilities contain ongoing covenants relating to total and secured leverage to capitalization value, minimum earnings before interest, taxes, depreciation, and amortization, or EBITDA, and unencumbered EBITDA coverage requirements. Payment under the Credit Facilities can be accelerated if the Operating Partnership or Simon is subject to bankruptcy proceedings or upon the occurrence of certain other events. If we were to fail to comply with these covenants, after the expiration of the applicable cure periods, the debt maturity could be accelerated or other remedies could be sought by the lender, including adjustments to the applicable interest rate. As of September 30, 2022, we were in compliance with all covenants of our unsecured debt.

At September 30, 2022, our consolidated subsidiaries were the borrowers under 38 non-recourse mortgage notes secured by mortgages on 41 properties and other assets, including two separate pools of cross-defaulted and cross-collateralized mortgages encumbering a total of five properties. Under these cross-default provisions, a default under any mortgage included in the cross-defaulted pool may constitute a default under all mortgages within that pool and may lead to acceleration of the indebtedness due on each property within the pool. Certain of our secured debt instruments contain financial and other non-financial covenants which are specific to the properties that serve as collateral for that debt. If the applicable borrower under these non-recourse mortgage notes were to fail to comply with these covenants, the lender could accelerate the debt and enforce its rights against their collateral. At September 30, 2022, the applicable borrowers under these non-recourse mortgage notes were in compliance with all covenants where non-compliance could individually or in the aggregate, giving effect to applicable cross-default provisions, have a material adverse effect on our financial condition, liquidity or results of operations.

### **Summary of Financing**

Our consolidated debt, adjusted to reflect outstanding derivative instruments, and the effective weighted average interest rates as of September 30, 2022 and December 31, 2021, consisted of the following (dollars in thousands):

Debt Subject to	Adjusted Balance as of September 30, 2022	Effective Weighted Average Interest Rate(1)	Adjusted Balance as of December 31, 2021	Effective Weighted Average Interest Rate(1)
<b>Fixed Rate</b> .....	<b>\$ 23,125,275</b>	<b>3.09%</b>	\$ 23,364,566	2.99%
<b>Variable Rate</b> .....	<b>1,515,095</b>	<b>3.30%</b>	1,956,456	1.22%
	<b><u>\$ 24,640,370</u></b>	<b><u>3.10%</u></b>	<b><u>\$ 25,321,022</u></b>	<b><u>2.86%</u></b>

(1) Effective weighted average interest rate excludes the impact of net discounts and debt issuance costs.

### **Contractual Obligations**

There have been no material changes to our outstanding capital expenditure and lease commitments previously disclosed in the combined 2021 Annual Report on Form 10-K of Simon and the Operating Partnership.

In regards to long-term debt arrangements, the following table summarizes the material aspects of these future obligations on our consolidated indebtedness as of September 30, 2022, for the remainder of 2022 and subsequent years thereafter (dollars

in thousands), assuming the obligations remain outstanding through initial maturities, including applicable exercise of available extension options:

	<u>2022</u>	<u>2023-2024</u>	<u>2025-2026</u>	<u>After 2026</u>	<u>Total</u>
Long Term Debt (1) .....	\$ 842,578	\$ 4,643,178	\$ 6,491,443	\$ 12,743,689	\$ 24,720,888
Interest Payments (2) .....	189,525	1,417,160	1,054,252	3,879,420	6,540,357

(1) Represents principal maturities only and, therefore, excludes net discounts and debt issuance costs.

(2) Variable rate interest payments are estimated based on the applicable LIBOR or SOFR rate at September 30, 2022.

#### **Off-Balance Sheet Arrangements**

Our off-balance sheet arrangements consist primarily of our investments in joint ventures which are common in the real estate industry and are described in note 6 of the condensed notes to our consolidated financial statements. Our joint ventures typically fund their cash needs through secured debt financings obtained by and in the name of the joint venture entity. The joint venture debt is secured by a first mortgage, is without recourse to the joint venture partners, and does not represent a liability of the partners, except to the extent the partners or their affiliates expressly guarantee the joint venture debt. As of September 30, 2022, the Operating Partnership guaranteed joint venture-related mortgage indebtedness of \$122.7 million. Mortgages guaranteed by the Operating Partnership are secured by the property of the joint venture which could be sold in order to satisfy the outstanding obligation and which has an estimated fair value in excess of the guaranteed amount. We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such fundings are not typically required contractually or otherwise.

#### **Hurricane Impacts**

During the third quarter of 2020, one of our properties located in Texas experienced property damage and business interruption as a result of Hurricane Hanna. We wrote-off assets of approximately \$9.6 million, and recorded an insurance recovery receivable, and have received \$14.0 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable. During the quarter ended September 30, 2021, we recorded a \$3.5 million gain related to property insurance recovery of previously depreciated assets. This amount was recorded in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairments, net.

During the third quarter of 2020, one of our properties located in Louisiana experienced property damage and business interruption as a result of Hurricane Laura. We wrote-off assets of approximately \$11.1 million and recorded an insurance recovery receivable, and have received \$27.5 million of insurance proceeds from third-party carriers. The proceeds were used for property restoration and remediation and reduced the insurance recovery receivable. During the quarter ended September 30, 2021, we recorded a \$17.5 million gain related to property insurance recovery of previously depreciated assets. This amount was recorded in gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairments, net.

#### **Acquisitions and Dispositions**

Buy-sell, marketing rights, and other exit mechanisms are common in real estate partnership agreements. Most of our partners are institutional investors who have a history of direct investment in retail real estate. We and our partners in our joint venture properties may initiate these provisions (subject to any applicable lock up or similar restrictions). If we determine it is in our stockholders' best interests for us to purchase the joint venture interest and we believe we have adequate liquidity to execute the purchase without hindering our cash flows, then we may initiate these provisions or elect to buy our partner's interest. If we decide to sell any of our joint venture interests, we expect to use the net proceeds to reduce outstanding indebtedness or to reinvest in development, redevelopment, or expansion opportunities.

**Acquisitions.** On June 17, 2022, we acquired an additional interest in Gloucester Premium Outlets from a joint venture partner for \$14.0 million in cash consideration, including a pro-rata share of working capital, resulting in the consolidation of this property. The property is subject to an \$85.7 million 3.29% variable rate mortgage loan. We accounted for this transaction as an asset acquisition and substantially all of our investment has been determined to relate to investment property.

**Dispositions.** We may continue to pursue the disposition of properties that no longer meet our strategic criteria or that are not a primary retail venue within their trade area.

During 2022, we disposed of our interest in one consolidated retail property. The proceeds from this transaction were \$59.0 million, resulting in a loss of \$15.6 million. We also recorded a non-cash gain of \$19.9 million related to the disposition of one unconsolidated retail property in satisfaction of its \$99.6 million non-recourse mortgage loan. These are included in gain on

acquisition of controlling interest, sale or disposal of, or recovery on, assets and interest in unconsolidated entities and impairment, net in the accompanying consolidated statement of operations and comprehensive income.

During 2021, we recorded non-cash net gains of \$176.8 million primarily related to disposition activity which included the foreclosure of three consolidated retail properties in satisfaction of their respective \$180.0 million, \$120.9 million and \$100.0 million non-recourse mortgage loans. We also disposed of our interest in an unconsolidated property resulting in a gain of \$3.4 million.

#### **Joint Venture Formation and Other Investment Activity**

On October 11, 2022, we announced a strategic partnership with Jamestown, a global real estate investment and asset management firm, anticipated to close prior to the end of 2022. Upon closing, we will acquire a 50% non-controlling interest in Jamestown.

During the first quarter of 2022, SPARC Group acquired certain assets and operations at Reebok and entered into a long-term strategic partnership agreement with ABG to become the core licensee and operating partner for Reebok in the United States.

On July 1, 2021, we contributed to ABG all of our interests in both the Forever 21 and Brooks Brothers intellectual property licensing ventures in exchange for additional interests in ABG. As a result, in the third quarter of 2021, we recognized a non-cash gain of \$159.8 million representing the difference between fair value of the interests received and the carrying value of \$102.7 million of our interests in the licensing ventures, less costs to sell. On December 20, 2021, we sold a portion of our interest in ABG, resulting in a pre-tax gain of \$18.8 million. In connection with this transaction, we recorded taxes of \$8.0 million. Subsequently we acquired additional interests in ABG for tax consideration of \$100.0 million. At December 31, 2021, our noncontrolling interest in ABG was approximately 10.4%.

On June 1, 2021, we and our partner, ABG, acquired the intellectual property licensing rights of Eddie Bauer. Our non-controlling interest in the licensing venture is 49% and was acquired for cash consideration of \$100.8 million.

In the first quarter of 2021, we and our partner, ABG, each acquired additional 12.5% interests in the licensing and operations of Forever 21, our share of which was \$56.3 million, bringing our interest to 50%. Subsequently the Forever 21 operations were merged into SPARC Group.

On December 29, 2020, we completed the acquisition of an 80% ownership interest in TRG, which has an ownership interest in 24 regional, super-regional, and outlet malls in the U.S. and Asia. Under the terms of the transaction, we, through the Operating Partnership, acquired all of Taubman Centers, Inc. common stock for \$43.00 per share in cash. Total consideration for the acquisition, including the redemption of Taubman's \$192.5 million 6.5% Series J Cumulative Preferred Shares and its \$170.0 million 6.25% Series K Cumulative Preferred Shares, and the issuance of 955,705 Operating Partnership units, was approximately \$3.5 billion. Our investment includes the 6.38% Series A Cumulative Redeemable Preferred Units for \$362.5 million issued to us.

#### **Development Activity**

We routinely incur costs related to construction for significant redevelopment and expansion projects at our properties. Redevelopment and expansion projects, including the addition of anchors, big box tenants, restaurants, as well as office space and residential uses are underway at properties in North America, Europe and Asia.

Construction continues on certain redevelopment and new development projects in the U.S. and internationally that are nearing completion. Our share of the costs of all new development, redevelopment and expansion projects currently under construction is approximately \$891 million. Simon's share of remaining net cash funding required to complete the new development and redevelopment projects currently under construction is approximately \$215 million. We expect to fund these capital projects with cash flows from operations. We seek a stabilized return on invested capital in the range of 7-10% for all of our new development, expansion and redevelopment projects.

**International Development Activity.** We typically reinvest net cash flow from our international joint ventures to fund future international development activity. We believe this strategy mitigates some of the risk of our initial investment and our exposure to changes in foreign currencies. We have also funded most of our foreign investments with local currency-denominated borrowings that act as a natural hedge against fluctuations in exchange rates. Our consolidated net income exposure to changes in the volatility of the Euro, Yen, Peso, Won, and other foreign currencies is not material. We expect our share of estimated committed capital for international development projects to be completed with projected delivery in 2022 or 2023 is \$142 million, primarily funded through reinvested joint venture cash flow and construction loans.

The following table describes these new development and expansion projects as well as our share of the estimated total cost as of September 30, 2022 (in millions):

Property	Location	Gross Leasable Area (sqft)	Our Ownership Percentage	Our Share of Projected Net Cost (in Local Currency)	Our Share of Projected Net Cost (in USD) (1)	Projected/Actual Opening Date
<b>New Development Projects:</b>						
Fukaya-Hanazono Premium Outlets . . . . .	Fukaya City, Japan	296,300	40%	JPY 6,153	\$ 42.6	Oct. - 2022
Paris-Giverny Designer Outlet . . . . .	Vernon (Normandy), France	220,000	74%	EUR 119.5	\$ 117.1	Mar. - 2023
<b>Expansion:</b>						
Busan Premium Outlet Phase 2 . . . . .	Busan, South Korea	194,000	50%	KRW 72,933	\$ 50.8	Oct. - 2024

(1) USD equivalent based upon September 30, 2022 foreign currency exchange rates.

### Dividends, Distributions and Stock Repurchase Program

Simon paid a common stock dividend of \$1.75 per share in the third quarter of 2022 and \$5.10 per share for the nine months ended September 30, 2022. Simon paid common stock dividends of \$5.50 per share for the nine months ended September 30, 2021. The Operating Partnership paid distributions per unit for the same amounts. On November 1, 2022, Simon's Board of Directors declared a quarterly cash dividend for the fourth quarter of 2022 of \$1.80 per share, payable on December 30, 2022 to shareholders of record on December 9, 2022. The distribution rate on units is equal to the dividend rate on common stock. In order to maintain its status as a REIT, Simon must pay a minimum amount of dividends. Simon's future dividends and the Operating Partnership's future distributions will be determined by Simon's Board of Directors, in its sole discretion, based on actual and projected financial condition, liquidity and results of operations, cash available for dividends and limited partner distributions, cash reserves as deemed necessary for capital and operating expenditures, financing covenants, if any, and the amount required to maintain Simon's status as a REIT.

On May 9, 2022, Simon's Board of Directors authorized a common stock repurchase plan. Under the plan, Simon may repurchase up to \$2.0 billion of its common stock during the two-year period commencing on May 16, 2022 and ending on May 16, 2024 in the open market or in privately negotiated transactions as market conditions warrant. During the nine months ended September 30, 2022, Simon purchased 1,830,022 shares at an average price of \$98.57 per share. As Simon repurchases shares under these programs, the Operating Partnership repurchases an equal number of units from Simon.

### Forward-Looking Statements

Certain statements made in this section or elsewhere in this Quarterly Report on Form 10-Q may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Although the Company believes the expectations reflected in any forward-looking statements are based on reasonable assumptions, the Company can give no assurance that its expectations will be attained, and it is possible that the Company's actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks, uncertainties and other factors. Such factors include, but are not limited to: changes in economic and market conditions that may adversely affect the general retail environment; the inability to renew leases and relet vacant space at existing properties on favorable terms; an increase in vacant space at our properties; the potential loss of anchor stores or major tenants; the inability to collect rent due to the bankruptcy or insolvency of tenants or otherwise; the intensely competitive market environment in the retail industry, including e-commerce; the inability to lease newly developed properties on favorable terms; our international activities subjecting us to risks that are different from or greater than those associated with our domestic operations, including changes in foreign exchange rates; changes in market rates of interest; risks associated with the acquisition, development, redevelopment, expansion, leasing and management of properties; general risks related to real estate investments, including the illiquidity of real estate investments; the impact of our substantial indebtedness on our future operations, including covenants in the governing agreements that impose restrictions on us that may affect our ability to operate freely; any disruption in the financial markets that may adversely affect our ability to access capital for growth and satisfy our ongoing debt service requirements; any change in our credit rating; the continuing transition of LIBOR to SOFR; our continued ability to maintain our status as a REIT; changes in tax laws or regulations that result in adverse tax consequences; risks relating to our joint venture properties, including guarantees of certain joint venture indebtedness; environmental liabilities; the conflict in Ukraine; natural disasters; the availability of comprehensive insurance coverage; the potential for terrorist activities; security breaches that could compromise our information technology or infrastructure; uncertainties regarding the impact of pandemics, epidemics or public health crises, and the associated governmental restrictions on our business, financial condition, results of operations, cash flow and liquidity; and the loss of key management personnel. The Company discusses these and other risks and uncertainties under the heading "Risk Factors" in its annual and quarterly periodic reports filed with the SEC. The Company may update that discussion in subsequent other periodic reports, but except as required by law, the Company undertakes no duty or obligation to update or revise these forward-looking statements, whether as a result of new information, future developments, or otherwise.



## Non-GAAP Financial Measures

Industry practice is to evaluate real estate properties in part based on performance measures such as FFO, diluted FFO per share, NOI, beneficial interest of combined NOI and portfolio NOI. We believe that these non-GAAP measures are helpful to investors because they are widely recognized measures of the performance of REITs and provide a relevant basis for comparison among REITs. We also use these measures internally to measure the operating performance of our portfolio. We are providing different components of NOI, such as Portfolio NOI (a component of beneficial interest of combined NOI that relates to the operational performance of our global real estate portfolio), to provide investors with disaggregated information to further differentiate our global real estate portfolio performance from corporate and other platform investments.

We determine FFO based upon the definition set forth by the National Association of Real Estate Investment Trusts ("NAREIT") Funds From Operations White Paper – 2018 Restatement. Our main business includes acquiring, owning, operating, developing, and redeveloping real estate in conjunction with the rental of real estate. Gain and losses of assets incidental to our main business are included in FFO. We determine FFO to be our share of consolidated net income computed in accordance with GAAP:

- excluding real estate related depreciation and amortization,
- excluding gains and losses from extraordinary items,
- excluding gains and losses from the acquisition of controlling interest, sale, disposal or property insurance recoveries of, or any impairment related to, depreciable retail operating properties,
- plus the allocable portion of FFO of unconsolidated joint ventures based upon economic ownership interest, and
- all determined on a consistent basis in accordance with GAAP.

You should understand that our computations of these non-GAAP measures might not be comparable to similar measures reported by other REITs and that these non-GAAP measures:

- do not represent cash flow from operations as defined by GAAP,
- should not be considered as an alternative to net income determined in accordance with GAAP as a measure of operating performance, and
- are not an alternative to cash flows as a measure of liquidity.

The following schedule reconciles total FFO to consolidated net income and, for Simon, diluted net income per share to diluted FFO per share.

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2022	2021	2022	2021
	(in thousands)		(in thousands)	
<b>Funds from Operations</b> .....	<b>\$ 1,098,890</b>	<b>\$ 1,175,910</b>	<b>\$ 3,206,948</b>	<b>\$ 3,326,753</b>
<b>Change in FFO from prior period</b> .....	<b>(6.5)%</b>	<b>62.6 %</b>	<b>(3.6)%</b>	<b>35.8 %</b>
<b>Consolidated Net Income</b> .....	<b>\$ 621,847</b>	<b>\$ 778,648</b>	<b>\$ 1,679,637</b>	<b>\$ 1,994,977</b>
<b>Adjustments to Arrive at FFO:</b>				
Depreciation and amortization from consolidated properties .. .	<b>299,202</b>	309,199	<b>903,137</b>	936,346
Our share of depreciation and amortization from unconsolidated entities, including Klépierre, TRG and other corporate investments .....	<b>204,428</b>	202,519	<b>645,130</b>	609,271
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net .....	<b>(17,262)</b>	(108,543)	<b>(879)</b>	(201,600)
Unrealized losses excluded from FFO .....	<b>—</b>	—	<b>—</b>	3,177
Net (income) loss attributable to noncontrolling interest holders in properties .....	<b>(3,616)</b>	405	<b>(2,498)</b>	2,875
Noncontrolling interests portion of depreciation and amortization, gain on consolidation of properties, and gain on disposal of properties .....	<b>(4,396)</b>	(5,005)	<b>(13,640)</b>	(14,354)
Preferred distributions and dividends .....	<b>(1,313)</b>	(1,313)	<b>(3,939)</b>	(3,939)
<b>FFO of the Operating Partnership</b> .....	<b>\$ 1,098,890</b>	<b>\$ 1,175,910</b>	<b>\$ 3,206,948</b>	<b>\$ 3,326,753</b>
FFO allocable to limited partners .....	<b>138,760</b>	147,864	<b>404,008</b>	418,548
<b>Dilutive FFO allocable to Simon Property</b> .....	<b>\$ 960,130</b>	<b>\$ 1,028,046</b>	<b>\$ 2,802,940</b>	<b>\$ 2,908,205</b>
<b>Diluted net income per share to diluted FFO per share reconciliation:</b>				
<b>Diluted net income per share</b> .....	<b>\$ 1.65</b>	<b>\$ 2.07</b>	<b>\$ 4.46</b>	<b>\$ 5.30</b>
Depreciation and amortization from consolidated properties and our share of depreciation and amortization from unconsolidated entities, including Klépierre, TRG and other corporate investments, net of noncontrolling interests portion of depreciation and amortization .....	<b>1.33</b>	1.35	<b>4.08</b>	4.08
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net .....	<b>(0.05)</b>	(0.29)	<b>—</b>	(0.54)
Unrealized (gains) losses excluded from FFO .....	<b>—</b>	—	<b>—</b>	0.01
<b>Diluted FFO per share</b> .....	<b>\$ 2.93</b>	<b>\$ 3.13</b>	<b>\$ 8.54</b>	<b>\$ 8.85</b>
Basic and Diluted weighted average shares outstanding .....	<b>327,286</b>	328,619	<b>328,107</b>	328,576
Weighted average limited partnership units outstanding .....	<b>47,304</b>	47,263	<b>47,293</b>	47,289
Basic and Diluted weighted average shares and units outstanding .	<b>374,590</b>	375,882	<b>375,400</b>	375,865

The following schedule reconciles consolidated net income to our beneficial share of combined NOI and portfolio NOI.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2022	2021	2022	2021
	(in thousands)		(in thousands)	
<b>Reconciliation of NOI of consolidated entities:</b>				
<b>Consolidated Net Income</b> .....	\$ 621,847	\$ 778,648	\$ 1,679,637	\$ 1,994,977
Income and other tax expense .....	8,256	67,262	31,168	108,367
Gain on exchange of equity interests .....	—	(159,828)	—	(159,828)
Interest expense .....	187,878	199,772	560,353	602,207
Income from unconsolidated entities .....	(163,086)	(198,524)	(434,343)	(562,138)
Loss on extinguishment of debt .....	--	28,593	—	31,552
Unrealized losses in fair value of equity instruments .....	14,563	4,944	63,412	8,121
Gain on acquisition of controlling interest, sale or disposal of, or recovery on, assets and interests in unconsolidated entities and impairment, net .....	(17,262)	(108,543)	(879)	(201,600)
<b>Operating Income Before Other Items</b> .....	<b>652,196</b>	<b>612,324</b>	<b>1,899,348</b>	<b>1,821,658</b>
Depreciation and amortization .....	301,754	311,381	910,190	942,851
Home and regional office costs .....	43,711	48,667	143,424	132,365
General and administrative .....	7,784	6,909	24,977	20,739
Other expenses (1) .....	1,018	--	13,413	—
<b>NOI of consolidated entities</b> .....	<b>\$ 1,006,463</b>	<b>\$ 979,281</b>	<b>\$ 2,991,352</b>	<b>\$ 2,917,613</b>
<b>Less: Noncontrolling interest partners share of NOI</b> .....	<b>(9,484)</b>	<b>(5,638)</b>	<b>(21,062)</b>	<b>(15,178)</b>
<b>Beneficial NOI of consolidated entities</b> .....	<b>\$ 996,979</b>	<b>\$ 973,643</b>	<b>\$ 2,970,290</b>	<b>\$ 2,902,435</b>
<b>Reconciliation of NOI of unconsolidated entities:</b>				
<b>Net Income</b> .....	\$ 174,308	\$ 165,143	\$ 571,005	\$ 484,248
Interest expense .....	147,539	154,501	438,559	453,145
Gain on sale or disposal of, or recovery on, assets and interests in unconsolidated entities, net .....	(4,522)	—	(4,522)	(33,371)
<b>Operating Income Before Other Items</b> .....	<b>317,325</b>	<b>319,644</b>	<b>1,005,042</b>	<b>904,022</b>
Depreciation and amortization .....	169,453	170,568	504,926	512,165
<b>NOI of unconsolidated entities</b> .....	<b>\$ 486,778</b>	<b>\$ 490,212</b>	<b>\$ 1,509,968</b>	<b>\$ 1,416,187</b>
<b>Less: Joint Venture partners share of NOI</b> .....	<b>(255,856)</b>	<b>(257,729)</b>	<b>(788,737)</b>	<b>(744,186)</b>
<b>Beneficial NOI of unconsolidated entities</b> .....	<b>\$ 230,922</b>	<b>\$ 232,483</b>	<b>\$ 721,231</b>	<b>\$ 672,001</b>
<b>Add: Beneficial interest of NOI from TRG</b> .....	<b>121,503</b>	<b>108,301</b>	<b>347,199</b>	<b>307,848</b>
<b>Add: Beneficial interest of NOI from Other Platform Investments and Investments</b> .....	<b>149,638</b>	<b>189,565</b>	<b>415,957</b>	<b>479,808</b>
<b>Beneficial interest of Combined NOI</b> .....	<b>\$ 1,499,042</b>	<b>\$ 1,503,992</b>	<b>\$ 4,454,677</b>	<b>\$ 4,362,092</b>
<b>Less: Beneficial interest of Corporate and Other NOI Sources (2)</b> ..	<b>30,921</b>	<b>43,501</b>	<b>123,917</b>	<b>173,309</b>
<b>Less: Beneficial interest of NOI from Other Platform Investments (3)</b> .....	<b>87,537</b>	<b>140,374</b>	<b>229,960</b>	<b>339,731</b>
<b>Less: Beneficial interest of NOI from Investments (4)</b> .....	<b>62,101</b>	<b>42,643</b>	<b>167,250</b>	<b>120,446</b>
<b>Beneficial interest of Portfolio NOI</b> .....	<b>\$ 1,318,483</b>	<b>\$ 1,277,474</b>	<b>\$ 3,933,550</b>	<b>\$ 3,728,606</b>
<b>Beneficial interest of Portfolio NOI Change</b> .....	<b>3.2 %</b>		<b>5.5 %</b>	

(1) Represents the write-off of pre-development costs for the three and nine months ended September 30, 2022.

(2) Includes income components excluded from portfolio NOI and domestic property NOI (domestic lease termination income, interest income, land sale gains, straight line lease income, above/below market lease adjustments), Simon management company revenues, and other assets.

(3) Other Platform Investments include J.C. Penney, SPARC, ABG, Eddie Bauer Ipco, and RGG.

(4) Includes our share of NOI of Klépierre (at constant currency) and other corporate investments.

### **Item 3. Qualitative and Quantitative Disclosures About Market Risk**

#### ***Sensitivity Analysis***

We disclosed a qualitative and quantitative analysis regarding market risk in Management's Discussion and Analysis of Financial Condition and Results of Operations included in the combined 2021 Annual Report on Form 10-K of Simon and the Operating Partnership. There have been no material changes in the assumptions used or results obtained regarding market risk since December 31, 2021.

### **Item 4. Controls and Procedures**

#### ***Simon***

##### ***Management's Evaluation of Disclosure Controls and Procedures***

Simon maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's, or the SEC's, rules and forms, and that such information is accumulated and communicated to Simon's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of Simon's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of Simon's disclosure controls and procedures as of September 30, 2022. Based on that evaluation, Simon's Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2022, Simon's disclosure controls and procedures were effective at a reasonable assurance level.

##### ***Changes in Internal Control Over Financial Reporting***

There have not been any changes in Simon's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, Simon's internal control over financial reporting.

#### ***The Operating Partnership***

##### ***Management's Evaluation of Disclosure Controls and Procedures***

The Operating Partnership maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including Simon's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Because of inherent limitations, disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of disclosure controls and procedures are met.

Our management, with the participation of Simon's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Operating Partnership's disclosure controls and procedures as of September 30, 2022. Based on that evaluation, Simon's Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2022, the Operating Partnership's disclosure controls and procedures were effective at a reasonable assurance level.

##### ***Changes in Internal Control Over Financial Reporting***

There have not been any changes in the Operating Partnership's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

## Part II — Other Information

### Item 1. Legal Proceedings

We are involved from time-to-time in various legal and regulatory proceedings that arise in the ordinary course of our business, including, but not limited to, commercial disputes, environmental matters, and litigation in connection with transactions such as acquisitions and divestitures. We believe that current proceedings will not have a material adverse effect on our financial condition, liquidity or results of operations. We record a liability when a loss is considered probable and the amount can be reasonably estimated.

### Item 1A. Risk Factors

Through the period covered by this report there were no material changes to the Risk Factors disclosed under Item 1A. Risk Factors in Part I of the combined 2021 Annual Report on Form 10-K of Simon and the Operating Partnership.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### *Simon*

#### Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities made by Simon during the quarter ended September 30, 2022.

#### Issuer Purchases of Equity Securities

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans	Approximate value of shares that may yet be purchased under plans (1)
July 1, 2022 - July 31, 2022	67,800	\$ 94.56	67,800	\$ 1,849,475,293
August 1, 2022 - August 31, 2022	—	\$ —	—	\$ 1,849,475,293
September 1, 2022 - September 30, 2022	338,126	\$ 88.32	338,126	\$ 1,819,613,279
	<u>405,926</u>	<u>\$ 89.36</u>	<u>405,926</u>	

(1) On May 9, 2022, Simon's Board of Directors authorized a common stock repurchase plan. Under the plan, Simon may repurchase up to \$2.0 billion of its common stock during the two-year period commencing on May 16, 2022 and ending on May 16, 2024 in the open market or in privately negotiated transactions as market conditions warrant. As Simon repurchases shares under these programs, the Operating Partnership repurchases an equal number of units from Simon.

#### *The Operating Partnership*

#### Unregistered Sales of Equity Securities

There were no unregistered sales of equity securities made by the Operating Partnership during the quarter ended September 30, 2022.

#### Issuer Purchases of Equity Securities

There were no unregistered purchases of equity securities made by the Operating Partnership during the quarter ended September 30, 2022, other than the purchases made in connection with Simon's share repurchases.

### Item 3. Defaults Upon Senior Securities

Not applicable.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

During the quarter covered by this report, the Audit Committee of Simon's Board of Directors approved certain audit, audit-related and non-audit tax compliance and tax consulting services to be provided by Ernst & Young LLP, our independent registered public accounting firm. This disclosure is made pursuant to Section 10A(i)(2) of the Exchange Act as added by Section 202 of the Sarbanes-Oxley Act of 2002.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Descriptions</b>
31.1	Simon Property Group, Inc. — Certification by the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Simon Property Group, Inc. — Certification by the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Simon Property Group, L.P. — Certification by the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Simon Property Group, L.P. — Certification by the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Simon Property Group, Inc. — Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Simon Property Group, L.P. — Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)

**SIGNATURES**

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

**SIMON PROPERTY GROUP, INC.**

/s/ BRIAN J. MCDADE

\_\_\_\_\_  
Brian J. McDade  
Executive Vice President, Chief Financial  
Officer and Treasurer

Date: November 3, 2022

**SIMON PROPERTY GROUP, L.P.**

/s/ BRIAN J. MCDADE

\_\_\_\_\_  
Brian J. McDade  
Executive Vice President, Chief Financial Officer and  
Treasurer of Simon Property Group, Inc., General Partner

Date: November 3, 2022