UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 12, 2024

Safehold Inc.

(Exact name of registrant as specified in its charter)

Maryland ate or other jurisdictic

(State or other jurisdiction of incorporation)

001-15371 (Commission File

Number)

1114 Avenue of the Americas

39th Floor New York , NY

(Address of principal executive offices)

10036 (Zip Code) 95-6881527

(IRS Employer Identification Number)

Registrant's telephone number, including area code: (212) 930-9400

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company \Box

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.

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

Title of each class	Trading Symbol(s) Name of each exchange on which register SAFE NYSE	Name of each exchange on which registered
Common Stock		NYSE

Item 2.02 Results of Operations and Financial Condition.

On February 12, 2024, Safehold Inc. issued an earnings release and made available on its website an earnings presentation for the fourth quarter and fiscal year ended December 31, 2023. A copy of the earnings release and earnings presentation are attached as Exhibit 99.1 and Exhibit 99.2, respectively, hereto and incorporated herein by reference.

The information in this Current Report, including the exhibits hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

Item 7.01 Regulation FD Disclosure.

On February 12, 2024, Safehold Inc. made available on its website an earnings presentation for the fourth quarter and fiscal year ended December 31, 2023. A copy of the earnings presentation is attached as Exhibit 99.2 hereto and incorporated by reference.

The earnings presentation, including Exhibit 99.2 hereto, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, unless it is specifically incorporated by reference therein.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 <u>Earnings Release</u>.

Exhibit 99.2 Earnings Presentation.

Exhibit 104 Inline XBRL for the cover page of this Current Report on Form 8-K.

SIGNATURE

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

Safehold Inc.

Date: February 12, 2024

By:

/s/ BRETT ASNAS Brett Asnas Chief Financial Officer



Press Release Safehold Reports Fourth Quarter and Fiscal Year 2023 Results

NEW YORK, February 12, 2024

Safehold Inc. (NYSE: SAFE) reported results for the fourth quarter and fiscal year ended December 31, 2023.

SAFE published a presentation detailing these results which can be found on its website, www.safeholdinc.com in the "Investors" section.

Highlights from the earnings announcement include:

- 3/4 Q4'23 revenue was \$103.0 million, and FY'23 was \$352.6 million
- ³/₄ Q4⁵23 net income attributable to common shareholders was \$41.2 million, or \$25.5 million excluding non-recurring gains, and FY²23 net income attributable to common shareholders was (\$55.0) million, or \$96.8 million excluding merger and Caret related costs and non-recurring gains
- ³/₄ Q4²3 earnings per share was \$0.58, or \$0.36 excluding non-recurring gains, and FY²3 earnings per share was (\$0.82), or \$1.45 excluding merger and Caret related costs and non-recurring gains
- $\frac{3}{4}$ 2023 Highlights Include:
 - <u>Corporate</u>: Closed merger with iStar, internalizing Safehold's management structure and adding MSD Partners as major shareholder and Caret investor
 - <u>Credit</u>: Received credit ratings upgrade to A3 from Moody's Investors Services and placed on Positive Outlook by Fitch Ratings, Inc.
 - <u>Capital:</u> Raised \$152 million through the issuance of common equity; closed additional \$500 million unsecured revolving credit facility; formed \$500 million joint venture with leading sovereign wealth fund

"Despite the challenges posed by an uncertain economic environment, 2023 was a transformational year for Safehold," said Jay Sugarman, Chairman and Chief Executive Officer. "We remain optimistic about the future, and as transaction activity increases, are well-positioned to serve our customers and drive the expansion of the modern ground lease industry."

1114 Avenue of the Americas New York, NY 10036 T 212.930.9400 E <u>investors@safeholdinc.com</u>



The Company will host an earnings conference call reviewing this presentation beginning at 9:00 a.m. ET on Wednesday, February 13, 2024. This conference call will be broadcast live and can be accessed by all interested parties through Safehold's website and by using the dial-in information listed below:

Dial-In:	888.506.0062
International:	973.528.0011
Access Code:	264970

A replay of the call will be archived on the Company's website. Alternatively, the replay can be accessed via dial-in from 2:00 p.m. ET on February 13, 2024 through 12:00 a.m. ET on February 27, 2024 by calling:

Replay:	877.481.4010
International:	919.882.2331
Access Code:	49838

Non-GAAP Financial Measures:

Net income attributable to Safehold Inc. common shareholders excluding merger and Caret related costs and non-recurring gains, and EPS excluding merger and Caret related costs and non-recurring gains are non-GAAP measures used as supplemental performance measures to give management and investors a view of net income and EPS more directly derived from operating activities in the period in which they occur. Net income attributable to Safehold Inc. common shareholders excluding merger and Caret related costs and non-recurring gains is calculated as net income (loss) attributable to common shareholders, prior to the effect of non-recurring gains, and, for periods prior to the fourth quarter of 2023, charges related to the merger, administration of Caret, origination of the Secured Term Loan to SAFE and goodwill impairment, all as adjusted to exclude corresponding amounts allocable to noncontrolling interests. It should be examined in conjunction with net income (loss) attributable to common shareholders as shown in our consolidated statements of operations. EPS excluding non-recurring gains and, for periods prior to the fourth quarter of 2023, merger and Caret related costs, divided by the weighted average number of common shares. These metrics should not be considered as alternatives to net income (loss) attributable to common shareholders or EPS, respectively (in each case determined in accordance with generally accepted accounting principles in the United States of America ("GAAP")). These measures may differ from similarly-titled measures used by other companies. Reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures are presented below.

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Earnings Reconciliation (all figures in thousands except per share figures) ¹	Q4'23	FY'23
Net income (loss) attributable to Safehold Inc. common shareholders	\$41,184	(\$54,973)
Add: Impairment of Goodwill	-	145,365
Add: Merger and Caret related costs	-	22,082
Less: Gain on sale of ground leases	(447)	(447)
Less: Non-amortizable hedge gains	(15,191)	(15,191)
Net income excluding merger and Caret related costs and non-recurring gains	\$25,547	\$96,837
Weighted average number of common shares – basic	71,068	66,690
Weighted average number of common shares – diluted for net income excluding merger & Caret related costs and non-recurring gains for the period	71,115	66,702
EPS excluding merger and Caret related costs non-recurring gains (basic & diluted)	\$0.36	\$1.45

¹ All numbers net of impact attributable to noncontrolling interests.

About Safehold:

Safehold Inc. (NYSE: SAFE) is revolutionizing real estate ownership by providing a new and better way for owners to unlock the value of the land beneath their buildings. Having created the modern ground lease industry in 2017, Safehold continues to help owners of high quality multifamily, office, industrial, hospitality, student housing, life science and mixed-use properties generate higher returns with less risk. The Company, which is taxed as a real estate investment trust (REIT), seeks to deliver safe, growing income and long-term capital appreciation to its shareholders. Additional information on Safehold is available on its website at www.safeholdinc.com.

Company Contact: Pearse Hoffmann Senior Vice President Capital Markets & Investor Relations T 212.930.9400 E investors@safeholdinc.com

1114 Avenue of the Americas New York, NY 10036 T 212.930.9400 E <u>investors@safeholdinc.com</u>





Earnings Results

Forward-Looking Statements and Other Matters



This presentation may contain forward-looking statements. All statements other than statements of historical fact are forward-looking statements. These forward-looking statements can be identified by the use of words such as "illustrative", "representative", "expect", "plan", "will", "estimate", "project", "intend", "believe", and other similar expressions that do not relate to historical matters, and include estimates of UCA and Illustrative Caret Adjusted Yield. These forward-looking statements reflect the Company's current views about future events, and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause the Company's acutar events described will happen as described [or that they will happen at all].

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements: [1] any delay in or our inability to relize the expected benefits of the recently consumated merger of Safehold Inc. ("STAR") and/or our recently consummated spin-off of Star Holding (collectively, the "transactions"; [2] Anages in tax laws, regulations, rates, policies or interpretations; [3] the risk of unexpected significant transaction costs and/or unknown liabilities related to the transactions; [4] potential litigation relating to the transactions; [5] the impact of actions taken by significant stockholders; [6] general economic and business conditions; [7] market demand for ground lease capital; [8] the Company's ability to source new ground lease investments; [9] the availability of funds to complete new ground lease investments; [10] risks that the rent adjustment clauses in the Company's leases will not adequately keep up with changes in market value and inflation; [11] risks associated with certain tenant and industry concentrations in our portfolio; [12] conflicts of interest and other risks associated with our relationship with Star Holdings and other significant intestion; (1) risks associated with version end and industry content address in our portoxic, (12) controls or interest and other significant of the sissue of the significant of the s industry and local real estate markets (including, without limitation, the potential inability to enter into or renew ground leases at favorable rates, including with respect to contractual rate increases or participating rent); [18] dependence on the creditworthiness of our tenants and their financial condition and operating performance; [19] escalating geopolitical tensions as a result of the war in Ukraine and the evolving conflict Insrael and surrounding areas; and [20] competition from other ground lease investors and risks associated with our failure to qualify for taxation as a REIT, as amended. Please refer to the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023 and any subsequent reports filed with the Securities and Exchange Commission [SEC] for further discussion of these and other investment considerations. The Company expressly disclaims any responsibility to update or revise forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

This presentation also contains modeling and information relating to potential inflation, which are presented for illustrative purposes only, and are not guarantees or otherwise necessarily indicative of fut performance. In addition, this presentation contains certain figures, projections and calculations based in part on management's underlying assumptions. Management believes these assumptions are rea mptions are reasonable: however, other reasonable assumptions could provide differing outputs

Important Note re COVID-19: Readers of this presentation are cautioned that, due to the possibility that the COVID-19 pandemic and its after-effects will have a delayed adverse impact on our financial results, along with the related uncertainty, our results for the period may not be indicative of future results. Similarly, our Rent Coverage and Unrealized Capital Appreciation as of December 31, 2023 may decline with respect to certain properties in future periods due to the continuing impact of the pandemic and its after-effects and the fact that certain metrics that we report and monitor may not reflect the full effects of the pandemic and its after-effects as of their dates of determination. Readers are urged to read our Annual Report on Form 10-K for the year ended December 31, 2023 when it is filed with the SEC for a more fulsome discussion of our annual results, including the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section included therein.

Note: Please refer to the Glossary at the end of this presentation for a list of defined terms and metrics. Everything as of 12/31/23 unless otherwise noted. Merger Transaction / Basis of Presentation: On November 10, 2022, Safehold Inc. ("Old Safe") entered into an Agreement and Plan of Merger (the "Merger Agreement") with iStar Inc. ("iStar"), and on March 31, 2023, in accordance with the terms of the Merger Agreement, Old Safe merged with and into iStar, at which time Old Safe ceased to exist, and iStar continued as the surviving corporation and changed its name to "Safehold Inc." (the "Merger"). For accounting purposes, the Merger is treated as a "reverse acquisition" in which IStar is considered the legal acquirer and Old Safe is considered the accounting acquirer. As a result, the historical financial statements of Old Safe became the historical financial statements of Safehold Inc. Unless context otherwise requires, references to "iStar" refer to iStar prior to the Merger, and references to "we," "our" and "the Company" refer to the business and operations of Old Safe and its consolidated subsidiaries prior to the Merger and to Safehold Inc. [formerly known as iStar Inc.] and its consolidated subsidiaries following the consummation of the Merger. Inflation Adjusted Yield / CPI Adjustments: SafeholdTM originated ground leases typically include a periodic rent increase based on prior years cumulative CPI growth with the initial lookback year generally starting

between lease year 11 and 2. These CPI lookbacks are generally capped between 3.0% - 3.5% per annum compounded. In the event cumulative inflation growth for the lookback period exceeds the cap, the excess is not captured by the CPI lookback. Other forms of inflation capture include fair market value resets and percentage rent, typically for acquired ground leases. 82% of our portfolio as determined by cash rent has some form of a CPI lookback and 94% of our portfolio as determined by cash rent has some form of inflation capture. For Inflation Adjusted Yield calculation assumes current FRED 30-yr Breakeven Inflation Rate of 2.2% annually. [Federal Reserve Bank of St. Louis, 30-year Breakeven Inflation Rate, retrieved from FRED, Federal Reserve Bank of St. Louis; https://tred.stlouis/ed.org/series/T30YIEM, February 9, 2024] Rent Coverage / Property NOI: The Company uses estimates of the stabilized Property NOI for Rent Coverage calculations if it does not receive current tenant information or if the properties are under construct / in transition. These estimates are based on leasing activity at the property, third property appraisals and available market information, such as leasing activity at comparable properties in the relevant market.

> Investor Relations Contact Pearse Hoffmann 212.930.9400 investors@safeboldinc.com

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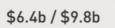


FY'23 Highlights

Internalization	Internalized management, created go-forward operating synergies and improved investor profile
Caret Sale	Round 2 sale of Caret closed in connection with the internalization, raised \$24m at a \$2.0b equity value for Caret ¹
Credit Ratings	Moody's upgrade from Baa1 to A3 and Fitch outlook changed from Stable to Positive
Equity Raise	\$152m gross proceeds, included participation from MSD Partners and Safehold management
Debt Raise	\$500m unsecured revolving credit obtained, resulting in \$1.85b of total revolving credit facilities
Joint Venture	\$500m joint venture formed with leading sovereign wealth fund ⁷

Portfolio Metrics²

Capital Sources





- Note: Refer to Appendix for Unrealized Capital Appreciation Details, Portfolio Reconciliation and Giossary for more details.

 (1)
 In conjunction with the merger, MSD committed to buy 5.4m shares of Safehold common atock from iStar and 1.0% of the total outstanding Caret Units from Safehold with no redemption rights in August 2022 and certain other investors committee to buy an aggregate of 22,500 Caret Units on the same terms and conditions in November 2022. Purchase closed on 3/31/23 in connection with the merger.

 (2)
 Represents Care Dround Lease Portfolio.

 (3)
 Includes \$136m of Safehold's forward commitments (including amounts to be paid to a fund partially owned by us) that have not yet been funded as of 12/31/23. There can be no assurance that Safehold will fully fund these transactions.

 (3)
 CPV uses to calculate EDL'V is generally based on independent appraisals, however, the Company will use actual sales prices / management estimates for recently acquired and originated ground leases for which appraisals are not yet available.

 (3)
 The Company uses estimates of the stabilized Property NDI for Rent Coverage calculations if it does not receive current tenant information or if the properties are under construction / in transition. These estimates are based on leasing activity at comparable properties in the relevant market.

 (6)
 Based on cash & cash equivalents and unused capacity of the unscured revolving credit tosicities as of 12/31/23.

 (3)
 Safehold target commitment of \$275m. Each party's commitment is discretionary. Numbers above includes full commitment of the existing assets of \$40m, in which \$24m is forward commitments is discretionary.

Portfolio Growth¹



Estimated	e GBV (Ground Lea d Unrealized Capita Estimated UCA Growth since IPO Portfolio Growth since IPO ²		\$8.1b	\$9.8b	Originations \$56m Fundings \$122m	 Q4 Originations & Fundings Three new originations of \$56m (1 with JV Partner) Safehold \$46m, fully funded JV Partner \$10m, fully funded All multifamily ground leases 39% GLTV³ / 2.8x Rent Coverage⁴ 7.4% Economic Yield \$46m new ground leases (7.4% Economic Yield) \$68m existing ground leases (6.3% Economic Yield) \$8m Leasehold Loan Fund (SOFR+604)
	\$0.45 \$0.35	\$2.7ь	\$4.8b	\$6.4b		FY Originations & Fundings
Asset Count	IPO (6/22/2017) 12	Q4'19 54	Q4'21 106	Q4'23 137	Originations \$204m	 Seven new originations of \$204m⁵ (3 with JV Partner) Safehold \$177m (\$114m funded, \$63m unfunded) JV Partner \$27m (\$16m funded, \$11m unfunded) All multifamily ground leases 34% GLTV³ / 2.7x Rent Coverage⁴ 7.4% Economic Yield
	Portfolio Tot	al Square F	eet: 34.6m ⁶			 \$114m new ground leases (7.4% Economic Yield)
Multifamily 16.3m SF 18.1k Units	Office 12.5m SF	Hotel 3.8m SF 5.1k Keys	Life Science 1.3m SF	Other 0.7m SF	Fundings \$529m	 \$227m existing ground leases [5.6% Economic Yield] \$43m Leasehold Loan Fund [SOFR+508] \$29m GL Plus Fund (7.2% Economic Yield) \$115m Star Holdings Term Loan (8.0%)

The portfolio is presented using Aggregate Gross Book Value. As of 12/21/22, the portfolio included 51/2m of Safehold's forward commitments (including amounts to be paid to a fund partially owned by us) that have not yet been funded (such funding commitments are subject to certain conditions). There can be no assurance Safehold will fully fund these transactions. The CPV used to calculate GLTV is generally based on independent appraisals; however, the Company will use actual sales prices / management estimates for recently acquired and originated ground leases for which appraisals are not yet available. The CPV used to calculate GLTV is generally based on independent appraisals; however, the Company will use actual sales prices / management estimates for recently acquired and originated ground leases for which appraisals are not excirce current tenant information or if the properties are under construction / in transition. These estimates are based on leasing activity at the property, third party appraisals and available market information, such as leasing activity at comparable properties in the relevant market. Includes \$72m of forward commitments as of 12/31/23 (including amounts to be paid to a fund partially owned by us) that have not yet been funded (such funding commitments are subject to certain conditions). There can be no assurance that Safehold will furt these fragers. Safehold | The Ground Lease Company | February 2024 (3) (4)

(5)

(6) 4



Earnings Results

- Y/Y decline in GAAP Net Income and EPS includes:
 - o \$145.4m (\$2.18/sh) in FY'23 for the non-cash full impairment of goodwill taken in Q3'23
 - o \$15.2m or \$0.21/sh in Q4'23 [\$0.23/sh in FY'23] due to a derivative hedge gain realized in Other Income
- Y/Y decline in EPS excluding merger & Caret related costs and non-recurring gains was primarily due to:
 - \$0.8m (\$0.01/sh) in Q4'23 and \$4.4m (\$0.07/sh) in FY'23 decrease due to G&A of internalized structure¹ vs. previous external management structure
 - \$1.9m (\$0.03/sh) in FY'23 (Q3'23) non-recurring expense on a terminated option to purchase a ground lease

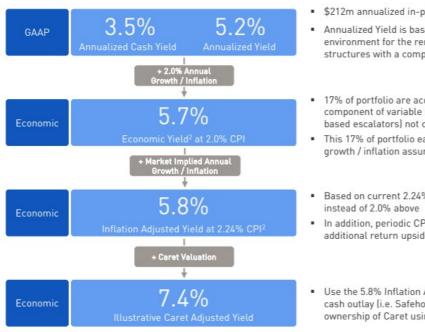
		Q4'23	Q4'22	Y/Y Change	FY'23	FY'22	Y/Y Change
Revenues		\$103.0m	\$73.4m	40%	\$352.6m	\$270.3m	30%
Net Income (Loss)	GAAP	\$41.2m	\$21.8m	89%	(\$55.0m)	\$135.4m	-141%
Attributable to Safehold Inc. common shareholders	Excluding Merger & Caret Related Costs and Non-Recurring Gains ²	\$25.5m	\$25.0m	2%	\$96.8m	\$98.5m	-2%
Earnings (Loss)	GAAP	\$0.58	\$0.34	69%	(\$0.82)	\$2.17	-138%
Per Share	Excluding Merger & Caret Related Costs and Non-Recurring Gains ²	\$0.36	\$0.39	-8%	\$1.45	\$1.58	-8%
Share Count (Basic & Diluted)	GAAP	71.1m	63.6m	12%	66.7m	62.4m	7%

Note: Please refer the "Earnings Reconciliation" section of the Appendix for more information with regard to the calculation of net income attributable to Safehold Inc. common shareholders excluding merger & Caret related costs and non-recurring

Note: Please refer the "Larnings Reconclilation" section of the Appendix for more information with regard to the calculation of net income attributable to Satehold Inc. common shareholders excluding merger & Caret related costs and non-recurring gains for the period.
 Represents increase in G&A of \$7.3m offset by management fee income of \$6.2m and sublease income of \$0.3m in Q423, Represents increase in G&A of \$24.7m [excluding merger related costs] offset by management fee income of \$19.4m and sublease income of \$19.4m and sublease income of \$0.3m in Q423.
 Merger and Caret related costs were \$0 in Q423 and \$167.4m PY23. FY23 includes \$145.4m full impairment of goodwill, \$10.1m expenses and reserves primarily related to legal, tax, accounting and advisors, \$6.7m transfer tax and \$5.3m G&A primarily related to the termination of pre-existing (Star incentive plans and other miscellaneous items. Q422 and FY22 had \$3.2m and \$9.4m of such costs, respectively, primarily related to legal, tax and accounting. Non-recurring gains were \$15.6m in Q423 and PY22, which includes \$15.2m non-amortizable hedge gain due to long-term debt not procured and \$0.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease. FY22 had \$46.4m gain on sale of a ground lease.

Portfolio Yields

[Core Ground Lease Portfolio Gross Book Value: \$6.3b on 92-Year W.A. Lease Term w/ Ext.]1



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\$212m annualized in-place Cash Rent. \$330m annualized in-place Net Rent

- Annualized Yield is based on GAAP treatment; assumes a 0% growth / inflation environment for the remaining term of existing legacy ground leases that have structures with a component of variable rent
- 17% of portfolio are acquisitions of existing legacy ground leases that have a component of variable rent (percentage rent, fair market value reset, or CPIbased escalators) not captured in the above 5.2% Annualized Yield (GAAP)
- This 17% of portfolio earns 3.0% for GAAP; however, when using a 2.0% annual growth / inflation assumption, it is a 5.8% Economic Yield
- Based on current 2.24% Federal Reserve 30-Year Breakeven Inflation Rate³
- In addition, periodic CPI lookbacks in typical Safehold form leases provide additional return upside when inflation is above 2.0% (typically up to 3.0% - 3.5%)
- Use the 5.8% Inflation Adjusted Yield as the starting point, and reduce initial cash outlay (i.e. Safehold's basis) by ~\$1.6b, which is Safehold's 82% ownership of Caret using its most recent \$2 billion valuation⁴

- Note: Refer to the Glossary in the Appendix for yield calculations and additional details. Represents Core Ground Lease Portfolio. Does not include \$136m of Safehold's forward commitments lincluding amounts to be paid to a fund partially owned by us). Safehold^{1M} originated ground leases typically include a periodic rent increase based on prior years' cumulative CPI growth with the initial lookback year generally starting between lease year 11 and 21. These CPI lookbacks are generally caped between 30% 35% periodic start and addition and the originated growth with the initial lookback year generally starting between lease year 11 and 21. These CPI lookbacks are generally caped between 30% 35% periodic start and addition capture include fair market value resets and percentage rent, typically for acquired ground leases. 82% of our portfolio as determined by cash rent has some form of a CPI lookback and 94% of our portfolio as determined by cash rent has some form of a CPI lookback and 94% of our portfolio as determined by cash rent has some form of a CPI lookback and 94% of our portfolio as determined by cash rent has some form of a CPI lookback and 94% of our portfolio as determined by cash rent has some form of inflation capture. 31 Federal Reserve Bank of St. Louis, 30-year Breakeven Inflation Gartu Federal Reserve Bank of St. Louis; https://fred.stlouisfed.org/series/T30YIEM, February 9, 2024. 32 In conjunction with the merger, MSD committed to buy 1.0% of the total outstanding Caret Units for \$200 with no redemption rights in November 2022 and certain other investors committed to buy an aggregate of 22,500 Caret Units on the same terms and conditions in November 2022. Purchase closed on 331/23 in connection with the merger. Contended Tare Comments and Committed to Day and Committed to Day on 2007 (

Safehold



Portfolio Diversification

Safehold primarily invests in the top 30 MSAs across the U.S., which we believe are positioned for long-term sustainable growth



Top 10 Markets (% of GBV, Count, Rent Coverage², GLTV³)

- Manhattan (23%)¹ 10 Assets (3.0x, 49%) 1.
- Washington D.C. (11%) 17 Assets (4.1x, 44%) 2.
- Boston (8%) 3 Assets (3.3x, 44%) 3.
- Los Angeles (7%) 8 Assets (3.8x, 39%) 4.
- San Francisco (4%) 5 Assets (3.0x, 51%) 5.
- Denver (4%) 6 Assets (3.1x, 53%) 6.
- Honolulu (4%) 2 Assets (5.5x, 39%) 7.
- Nashville (4%) 5 Assets (3.1x, 37%) 8.
- Miami (3%) 6 Assets (3.7x, 36%) 9.
- 10. Atlanta (3%) 7 Assets (3.3x, 38%)

					Portfolio by Co	ount				
	Northeast	West	Mid Atlantic	Southeast	Southwest	Central	Total	GBV %	Rent Coverage ²	GLTV ³
Multifamily	9	21	11	22	8	4	75	38%	3.6x	37%
Office	10	7	9	5	4	1	36	42%	3.4x	50%
Hotel	2	8	1	1	4	0	16	11%	4.1x	45%
Mixed Use & Other	1	1	0	2	0	1	5	3%	3.2x	44%
Life Science	1	2	2	0	0	0	5	6%	4.8x	41%
Total	23	39	23	30	16	6	137	100%	3.6x	44%

Note: Represents Core Ground Lease Portfolio. Based on Gross Book Value of \$6.3b, which excludes \$136m of Safehold's forward commitments [including amounts to be paid to a fund partially owned by us], There can be no assurance that Safehold's forward commitments.

 (1)
 Total New York MSA including areas outside of Manhattan makes up 29% of GBV (18 assets).

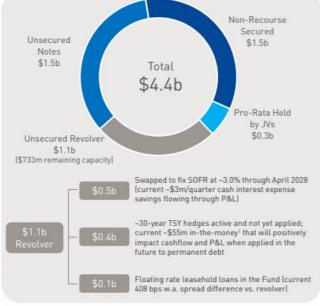
 (2)
 The Company uses estimates of the stabilized Property NOI for Rent Coverage calculations if it does not receive current tenant information or if the properties are under construction / in transition. These estimates are based on leasing activity at the property, third party appraisals and available market information, such as leasing activity at comparable properties in the relevant market.

 (1)
 The CPV used to calculate GLV is generally based on independent appraisals, however, the Company will use actual alleas prices / management estimates for recently acquired and originated ground leases for which appraisals are not yet available. We currently intend that the CPV associated with each Ground Lease in our portfolio will be valued approximately every 12 calendar months and no less frequently than every 24 months.

Capital Structure







22.2-year w.a. maturity²

No corporate maturities due until 2026 (Revolver)

- Includes \$11m of gains from terminated hedges which will be applied to future permanent debt. Includes JV debt and excludes outstanding borrowings under the Company's unsecured revolving credit facilities. Based on SAFE closing share price of \$20.88 on February 9, 2024. Represents yields on the Core Ground Lease Portfolio.
- (1) (2) (3) (4)

Safehold | The Ground Lease Company | February 2024

Ratings & Metrics

A3 (Stable Outlook) Moody's

BBB+ (Positive Outlook) Fitch

Upgrade from Baa1 to A3 on 10/2/23 by Moody's

"The ratings upgrade was based on Safehold's reduced governance risks following the recent merger and the company's solid financial performance, including strong asset quality and conservative leverage." - Moody's Credit Opinion, 10/2/23

Debt and Liquidity Metrics	04'23	Interest Rates and Spreads ²⁴	Q4'23
Total debt	\$4,368m	Annualized Yield	5.2%
Total book equity	\$2,277m	Effective Interest Rate	3.9%
Equity market cap ³	\$1,463m	Effective Spread	138 bps
Total debt / book equity	1.9x		
Total debt / equity market cap	3.0x	Annualized Cash Yield	3.5%
		Cash Interest Rate	3.3%
Unencumbered assets	\$3,873m	Cash Spread	18 bps
Cash & credit facility availability	\$752m		



9

Appendix

APPENDIX



Income Statement

	For the three months ende 2023	ed December 31, 2022	For the twelve months en 2023	ded December 31, 2022
Revenues:				
Interest income from sales-type leases	\$61,153	\$56,244	\$235,503	\$202,258
Operating lease income	16,921	16,892	71,287	66,817
Interest income - related party	2,381	-	7,143	-
Other income	22,572	234	38,645	1,238
Total revenues	\$103,027	\$73,370	\$352,578	\$270,313
Costs and expenses:				
Interest expense	\$47,529	\$37,919	\$181,011	\$128,969
Real estate expense	1,434	838	4,653	3,110
Depreciation and amortization	2,492	2,398	9,936	9,613
General and administrative	13,623	9,383	45,339	37,068
General and administrative - stock-based compensation	3,103	28	23,230	1,546
Impairment of goodwill	-	-	145,365	-
Provision for credit losses	79	-	2,704	-
Other expense	330	3,412	17,862	10,189
Total costs and expenses	\$68,590	\$53,978	\$430,100	\$190,495
Gain on sales of Ground Leases	\$447	-	\$447	\$55,811
Income (loss) from operations before other items	\$34,884	\$19,392	(\$77,075)	\$135,629
Earnings from equity method investments	7,709	2,283	24,229	9,055
Net income (loss) before income taxes	\$42,593	\$21,675	(\$52,846)	\$144,684
Income tax expense	(1,139)	-	(1,719)	-
Net income (loss)	\$41,454	\$21,675	(\$54,565)	\$144,684
Net (income) loss attributable to noncontrolling interests	(270)	120	(408)	(9,261)
Net income (loss) attributable to Safehold Inc. common shareholders	\$41,184	\$21,795	(\$54,973)	\$135,423
Weighted avg. share count - basic	71,068	63,587	66,690	62,393
Weighted avg. share count - diluted	71,115	63,587	66,690	62,394
Earnings (loss) per share (basic & diluted)	\$0.58	\$0.34	(\$0.82)	\$2.17

Note: Figures in thousands except for per share amounts. Safehold | The Ground Lease Company | February 2024

APPENDIX



Balance Sheet

	As of December 31, 2023	As of December 31, 2022
Assets:		
Net investment in sales-type leases	\$3,255,195	\$3,106,59
Ground Lease receivables, net	1,622,298	1,374,716
Real estate:		
Real estate, at cost	744,337	740,97
Less: accumulated depreciation	(40,400)	(34,371
Real estate, net	703,937	706,600
Real estate-related intangible assets, net	211,113	217,79
Real estate available and held for sale	9,711	
Total real estate, net, real estate-related intangible assets, net and real	28.	
estate available and held for sale	924,761	924,395
Loans receivable, net - related party	112,111	
Equity investments	310,320	180,388
Cash and cash equivalents	18,761	20,064
Restricted cash	27,979	28,324
Deferred tax assets, net	7,619	
Deferred operating lease income receivable	180,032	148,870
Deferred expenses and other assets, net	89,238	67,564
Total assets	\$6,548,314	\$5,850,922
Liabilities:		
Accounts payable, accrued expenses, and other liabilities	\$134,518	\$100,357
Real estate-related intangible liabilities, net	63,755	64,59
Debt obligations, net	4,054,365	3,521,359
Total liabilities	\$4,252,638	\$3,686,307
Redeemable noncontrolling interests	\$19,011	\$19,01
Equity:		
Safehold Inc. shareholders' equity:		
Common stock	\$711	\$624
Additional paid-in capital	2,184,299	1,986,411
Retained earnings	47,580	151,220
Accumulated other comprehensive income (loss)	(1,337)	3,28
Total Safehold Inc. shareholders' equity	\$2,231,253	\$2,141,548
Noncontrolling interests	\$45,412	\$4,05
Total equity	\$2,276,665	\$2,145,604
Total liabilities, redeemable noncontrolling interests and equity	\$6,548,314	\$5,850,922

Note: Figures in thousands. Safehold | The Ground Lease Company | February 2024

APPENDIX Portfolio Reconciliation



	IPO					
	(6/22/17)	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23
Net investment in Sales-Type Leases	-	\$985	\$1,306	\$2,413	\$3,107	\$3,255
Ground Lease receivables	-	397	\$577	\$796	\$1,375	\$1,622
Pro-rata interest in Ground Leases held as equity method investments	-	340	\$345	\$441	\$445	\$493
Real estate, net (Operating Leases)	\$265	\$672	\$730	\$713	\$707	\$701
Add: Accumulated depreciation	1	16	22	28	34	40
Add: Lease intangible assets, net	123	243	242	224	218	211
Add: Accumulated amortization	1	16	23	29	36	43
Add: Other assets	-	24	23	22	21	20
Add: CECL allowance	-	17.1	-	17.1	-	1
Less: Lease intangible liabilities, net	(51)	(57)	(66)	(65)	(65)	(64)
Less: Noncontrolling interest	-	[2]	(2)	(2)	(2)	(19)
Gross Book Value	\$339	\$2,634	\$3,201	\$4,599	\$5,876	\$6,303
Add: Forward Commitments	-	81	19	166	308	136
Aggregate Gross Book Value	\$339	\$2,715	\$3,219	\$4,764	\$6,184	\$6,439
Less: Accruals to net investment in leases and ground lease receivables	-	(7)	(42)	(101)	(176)	(265)
Aggregate Cost Basis	\$339	\$2,708	\$3,177	\$4,664	\$6,008	\$6,174
Less: Forward Commitments	-	(81)	[19]	[166]	(308)	(136)
Cost Basis	\$339	\$2,627	\$3,159	\$4,498	\$5,700	\$6,038

Note: Figures in thousands. Represents Core Ground Lease Portfolio. (1) Excludes \$3m other assets. Safehold | The Ground Lease Company | February 2024

APPENDIX Earnings Reconciliation

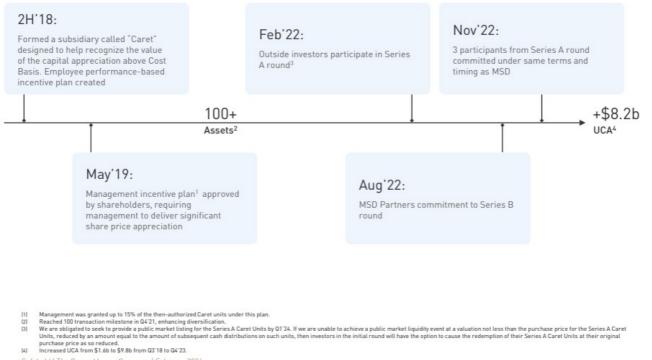


	For the three months ended		For the twelve months ended	
	December 2023	2022	December 2023	2022
Net income (loss) attributable to Safehold Inc. common shareholders	\$41,184	\$21,795	(\$54,973)	\$135,423
Add: Impairment of goodwill ¹	-	-	145,365	
Add: Merger & Caret related costs ¹	-	3,322	22,082	9,764
Less: Gain on sale of ground leases ²	[447]	2	[447]	(55,811
Less: Non-amortizable hedge gains	(15,191)	-	(15,191)	-
Net income excluding merger & Caret related costs and non-recurring gains for the period	\$25,547	\$25,117	\$96,837	\$89,376
Impact attributable to noncontrolling interests	-	(\$154)	-	\$9,12
Net income attributable to Safehold Inc. common shareholders excluding merger & Caret related costs and non-recurring gains for the period	\$25,547	\$24,964	\$96,837	\$98,502
Weighted average number of common shares - basic	71,068	63,587	66,690	62,393
Weighted average number of common shares - diluted for net income excluding merger & Caret related costs and non-recurring gains for the period	71,115	63,587	66,707	62,394
EPS excluding merger & Caret related costs and non-recurring gains for the period (basic & diluted)	\$0.36	\$0.39	\$1.45	\$1.58

Note: Figures in millions except for per share amounts. Net income attributable to Safehold Inc. common shareholders excluding merger & Caret related costs and non-recurring gains are non-GAAP measures used as supplemental performance measures to give management and investors a view of net income and EPS more directly derived from operating activities in the period in which they occur. Net income attributable to Safehold Inc. common shareholders excluding merger & Caret related costs and non-recurring gains is calculated as net income (loss) attributable to Safehold Inc. common shareholders excluding merger & Caret related costs and non-recurring gains is calculated as net income (loss) attributable to common shareholders, prior to the effect of non-recurring gains as net income attributable to exclude or responding mounts allocable to encounter or responding mounts allocable to noncontroling interests. It should be examined in conjunction with net income [loss] attributable to common shareholders excluding merger & Caret related costs and non-recurring gains is a net income floss) attributable to common shareholders excluding merger & Caret related costs and non-recurring gains as net income floss) attributable to common shareholders excluding merger & Caret related costs and non-recurring gains as net income floss) attributable to acculate costs and non-recurring gains are netrics should not be considered as alternatives to net income [loss] attributable to common shareholders excluding merger & Caret related costs and non-recurring gains are and floss member of common shareholders. Tespectively [in each case determined in accordance with generally accepted accounting principles in the United States of America ["GAAP"]]. These measures may differ from similarly-titied to the termination of pre-existing [Stat inconsing] interest. State of Aprimarily related to legal, tax, accounting and advisors, \$6.7m transfer tax and a57.3m GAAprimarily related to legal, tax, accounting and advisors, \$6.7m transfer tax and

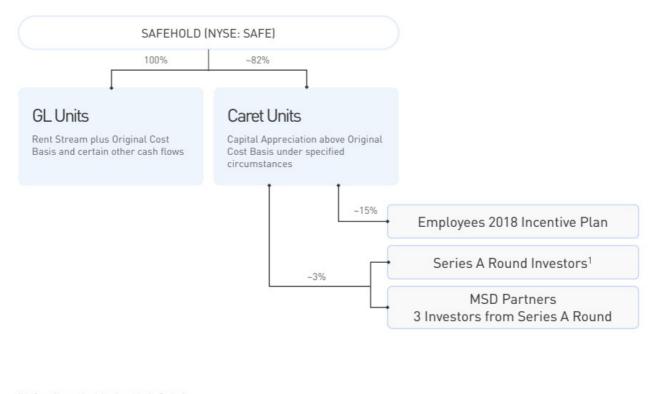
APPENDIX **Caret Timeline**





APPENDIX Caret Ownership





Note: Ownership percentage is based on outstanding Caret units. (1) Including commitment to purchase 28,571 units Safehold | The Ground Lease Company | February 2024

Unrealized Capital Appreciation Details



Refer to the Glossary in the Appendix for a definition of Owned Residual Portfolio, Unrealized Capital Appreciation ["UCA"], and "Combined PropertyValue" ["CPV"]. SAFE relies in part on CBRE's valuations of the CPV of our portfolio in calculating UCA SAFE may utilize management's estimate of CPV for ground lease investments recently acquired that CBRE has not yet evaluated. For construction deals, CPV represents the cost to build inclusive of the land. CPV is a hypothetical value of the as-improved subject property, based on an assumed ownership structure different from the actual ownership structure. CPV does not take into account the implace Ground Lease or other contractual obligations and is based on the hypothetical condition that the property is leased at marker trent at stabilized levels, where applicable, as of the valuation date, without consideration of any costs to achieve stabilization through lease up and associated costs. In determining the CPV of each property, CBRE has utilized the sales comparison approach, based on sales of comparable properties, adjusted for differences, and the income capitalization approach, based on the subject property sincense-producing capabilities. The assumptions applied to determine values for these purposes vary by property type and are selected for use based on a number of factors, including information supplied by our tenants, market data and other factors. We currently intend that the CPV associated with each Ground Lease in our portfolio will be valued approximately every 12 calendar months and no less frequently than every 24 months. Lagging valuations may not accurately capture declines in our UCA, CPV or derived metrics such as GLTV, and such declines could be reflected in future periods, and any such decline could be material.

The calculation of the estimated UCA in our Owned Residual Portfolio is subject to a number of limitations and qualifications. We do not typically receive full financial statements prepared in accordance with U.S. GAAP for the commercial properties being operated on the land subject to our Ground Leases. In some cases, we are prohibited by confidentiality provisions in our Ground Leases from disclosing information that we receive from our tenants to CBRE. Additionally, we do not independently investigate or verify the information supplied by our tenants, but rather assume the accuracy and completeness of such information and the appropriateness of the accounting methodology or principles, assumptions, estimates and judgments made by our tenants in providing the information to us. Our calculation of UCA in our Owned Residual Portfolio is not subject to U.S. GAAP and will not be subject to independent audit. We conduct rolling property valuations; therefore, our estimated UCA and CPV may not reflect current market conditions and may decline materially in the future. There can be no assurance that we will realize any incremental value from the UCA in our Owned Residual Portfolio or that the market price of our common stock will reflect any value attributable thereto. We will generally not be able to realize value from UCA through near term transactions, as properties are leased to tenants pursuant to long-term leases. For more information on UCA and CPV, including additional limitations and qualifications, please refer to our Current Report on Form 8-K filed with the SEC on February 12, 2024 and the "Risk Factors" section of our Annual. Report on Form 10-K for the year ended December 31, 2022, as updated from time to time to time in our subsequent periodic reports, filed with the SEC.

Certain interests in our subsidiary Safehold GL Holdings LLC ("Portfolio Holdings") are structured to track and capture UCA to the extent UCA is realized upon sale of our land and Ground Leases or certain other specified events. Under a shareholder-approved plan, management was granted up to 15% of the total authorized Caret units, 1,496,982 of which are currently outstanding and some of which remains subject to timebased vesting. See our 2023 Proxy Statement for additional information on the long-term incentive plan.

Additionally, we have sold an aggregate of 231,071 Caret units to third-party investors, including affiliates of MSD Partners, L.P. and received a commitment for the sale of 28,571 Caret units from an entity affiliated with one of our independent directors. As of December 31, 2023, we own approximately 82.2% of the outstanding Caret units. In connection with the sale of 137,142 Caret units in February 2022 (including the 28,571 Which have not yet been closed upon), we agreed to use commercially reasonable efforts to provide public market liquidity for such units, or securities into which they may be exchanged, prior to the second anniversary of such sales. In the event market liquidity for such caret units is not achieved within such period at a valuation not less than the purchase price for the Caret units purchased in February 2022, reduced by an amount of subsequent cash distributions made to investors on account of such caret units, then the investors in the February 2022 transaction have the right to cause their Caret units purchased in February 2022 to be redeemed by Portfolio Holdings at such purchase price as so reduced.

APPENDIX

Glossary



Aggregate Cost Basis	Represents Cost Basis plus unfunded commitments of the Core Ground Lease Portfolio. For unfunded commitments, it represents the aggregate future amount to be paid under the commitments.			
Aggregate Gross Book Value	Represents the Gross Book Value plus unfunded commitments of the Core Ground Lease Portfolio. For unfunded commitments, it represents the aggregate future amount to be paid under the commitments.			
Annualized Cash Yield	Calculated as the annualized base Cash Rent plus Percentage Rent divided by Cost Basis, each for the Core Ground Lease Portfolio.			
Annualized Yield	Calculated as the annualized base Net Rent plus Percentage Rent divided by GBV, each for the Core Ground Lease Portfolio.			
Caret Adjusted Yield	Using the same cash flows as Inflation Adjusted Yield except that initial cash outlay (i.e., Safehold's basis) is reduced by -\$1.6b, which amount corresponds to Safehold's share (-82%) of the most recent third-party Caret valuation of \$2.0b from the Series B round (see page 10 for more detail on the Caret valuation).			
Cash Interest Rate	The current cash interest rate of debt.			
Cash Rent	Represents base ground lease income recognized excluding straight-line rent, amortization of lease intangibles, and non-cash income from sales-type leases, each for the Core Ground Lease Portfol			
Combined Property Value (CPV)	The current combined value of the land, buildings and improvements relating to a commercial property, as if there was no ground lease on the land at the property. CPV is generally based on independent appraisals, however, the Company will use actual sales prices/management estimates for recently acquired and originated ground leases for which appraisals are not yet available. For construction projects, CPV represents the total cost associated with the acquisition, development, and construction of the project.			
Core Ground Lease Portfolio	Represents the portfolio of assets owned at the date indicated and our proportionate share of two unconsolidated joint venture assets, as well as one ground lease asset in the GL Plus Fund that has moved out of the pre-development stage and, as a result, Salehold is obligated to purchase when all conditions are satisfied (such conditions may or not be satisfied), and excludes the Star Holdings Lean, Leasehold Loan Fund and the remainder of the GL Plus Fund.			
Cost Basis	Represents the historical purchase price of an asset in the Core Ground Lease Portfolio, including capitalized acquisition costs of the assets.			
Economic Yield	Computed similarly to effective yield on a bond, the Economic Yield is calculated using projected cash flows beginning 1/1/2024 for the duration of the lease, with an initial cash outflow and a residual value equal to our cost of the land. The cash flows incorporate contractual fixed escalators and the impact of an assumed inflation scenario on variable rate escalators such as (i) CPI adjustments and CPI lookacks, filip percentage of revenues the building generates and/or [iii] percicit arim market valuation of the land. The cash flows, this metric uses the Federal reserve long-term 2.0% CPI target for the duration of the leases. For ground leases that have other forms of inflation capture including fair market value resets and percentage rent based on building revenue this metric assumes fair market value a casualty events.			
Effective Interest Rate	Represents the all-in stated interest rate over the term of debt from funding through maturity based on the contractual payments owed excluding the effect of debt premium, discount and deferred financing costs.			
GAAP Rent	Current period revenue from operating and sales-type leases recognized under GAAP, each for the Core Ground Lease Portfolio.			
GL Plus Fund	The Company's investment fund that targets the origination and acquisition of Ground Leases for commercial real estate projects that are in a pre-development phase.			
Gross Book Value (GBV)	Represents Cost Basis plus accrued interest on sales-type leases of the Core Ground Lease Portfolio. The amount is not reduced for CECL allowances.			
Ground Lease-to-Value (GLTV)	Calculated as the Aggregate GBV divided by CPV of the Core Ground Lease Portfolio. Safehold uses this metric to assess risk and our seniority level in a real estate capital structure. Similar to the concept of the LTV metric used in the loan market.			
Ground Lease Plus Commitment (GL+)	Safehold's commitment or option to purchase ground leases from a joint venture contingent on certain development and timing criteria.			
Inflation Adjusted Yield	For CPI adjustments and CPI lookbacks, Inflation Adjusted Yield is computed in the same manner as Economic Yield, assuming a specific alternative inflation scenario for the duration of the leases. ground leases that have other forms of inflation capture including fair market value resets and percentage rent based on building revenue, Inflation Adjusted Yield is based on Economic Yield and assumes fair market value and building revenue increase by the assume dinflation scenario annually.			
Net Rent	AP Rent less depreciation & amortization for the Core Ground Lease Portfolio. This includes the amortization of a right of use asset recorded as real estate expense (totals \$1.0m annualized). Ludes our proportionate share of GAAP rent and amortization from our equity method investments, each for the Core Ground Lease Portfolio.			
Owned Residual Portfolio	Represents the portfolio of properties under which Safehold owns a ground lease and reflects Safehold's right to the land, property and tenant improvements at the end of the lease. The current val of the Owned Residual Portfolio is typically represented by the Combined Property Value or CPV of our portfolio.			
Percentage Rent	Represents TTM cash percentage rent paid by the property.			
Property NOI	Represents the net operating income [NOI] of the building/Safehold's ground lease tenant prior to paying ground lease rent.			
Rent Coverage	The ratio of Property NOI as provided by the building owner or estimated Property NOI to the annualized Cash Rent due to Safehold. The Company adjusts Property NOI for material non-recurring item and uses estimates of the stabilized Property NOI if it does not receive current tenant information and for properties under construction or transition, in each case based on leasing activity at the property and available market information, including leasing activity at comparable properties in the relevant market.			
Safehold™/Safehold™ Ground Lease	A ground lease originated and structured by Safehold.			
Unrealized Capital Appreciation (UCA)	Calculated as the difference between CPV of the Core Ground Lease Portfolio and the Aggregate Cost Basis. The Company tracks UCA because we believe it provides relevant information with regard to the three key investment characteristics of our ground leases. (1) the safety of our position in a tennal's capital structure; [2] the quality of the long-term cash flows generated by our portfolio rent that increases over time; and [3] increases and decreases in CPV of the portfolio that will utilize the vert to us.			