

# **CTO REALTY GROWTH, INC.**

## **CORPORATE DISCLOSURE/REGULATION FD POLICY**

### **I. Introduction**

As a publicly held company, CTO Realty Growth, Inc. (the “*Company*”) is subject to certain obligations imposed by the federal securities laws regarding the disclosure of information to the public. Premature, selective or otherwise unauthorized disclosure of internal or nonpublic information relating to the Company could adversely affect the Company’s ability to meet its disclosure obligations under the federal securities laws. In addition, premature, selective or unauthorized disclosure could cause competitive harm to the Company and in some cases result in liability for the Company. Further, all information, whether material or immaterial, provided to outsiders by management should be accurate and consistent with these responsibilities.

### **II. Purpose**

This policy establishes guidelines for the disclosure of Company information to the investing public, financial market analysts, the media and any persons who are not officers, employees or directors of the Company, or otherwise have access to confidential information regarding the Company, consistent with the requirements set forth in Regulation FD promulgated by the Securities and Exchange Commission (“*SEC*”) under the Securities Exchange Act of 1934, as amended. This policy is in addition to the Company’s Insider Trading Policy.

### **III. Summary of Regulation FD**

#### **A. Application of Regulation FD.**

Regulation FD applies to disclosures of material nonpublic information to the following categories of persons:

1. Broker-dealers and their associated persons, such as analysts;
2. Investment advisers, institutional investment managers and their associated persons;
3. Investment companies, hedge funds, and affiliated persons; and
4. Any holder of the Company’s securities if it is reasonably foreseeable that such holder will purchase or sell the Company’s securities on the basis of the information.

#### **B. Communications Exempted from Regulation FD.**

The following types of communications are specifically exempted from the disclosure requirements of Regulation FD:

1. Communications made to a person who owes the Company a duty of trust or confidence, such as an attorney or accountant;

2. Communications made to any person who expressly agrees to maintain the information in confidence (such express agreement may be given after the disclosure of material nonpublic information, but must be before the recipient discloses or trades on the basis of it); and
3. Communications made in connection with most registered securities offerings.

#### **C. Disclosure of Material Nonpublic Information.**

Regulation FD requires that whenever the Company or a person acting on its behalf discloses material nonpublic information to securities market professionals or holders of the Company's securities who may well trade on the basis of the information, the Company must make public disclosure of that same information as follows:

1. If the Company or any person acting on the Company's behalf intentionally discloses material nonpublic information, the Company must make public disclosure of such information simultaneously.
2. If the Company or any person acting on the Company's behalf unintentionally discloses material nonpublic information, the Company must make public disclosure of such information as soon as reasonably practicable (but in no event after the later of 24 hours or the commencement of the next day's trading on the New York Stock Exchange) after discovery of the disclosure. Discovery happens when a director, executive officer, investor relations or public relations officer learns that the Company or any person acting on the Company's behalf disclosed information that such director, executive officer, investor relations or public relations officer knows, or is reckless in not knowing, is both material and nonpublic.

### **IV. Definitions**

#### **A. Intentional Disclosure**

A selective disclosure of material nonpublic information is "intentional" when the person making the disclosure either knows, or is reckless in not knowing, that the information he or she is communicating is both material and nonpublic.

#### **B. Material Information**

Information is "material" if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision, or if a reasonable investor would view it as altering the total mix of information available. In short, material information includes any information that could reasonably affect the price of the Company's stock.

The following list, while not exhaustive, identifies several types of information or events that are likely to be considered material. The SEC emphasizes, however, that materiality must be judged on a case-by-case basis. Some examples of events likely considered material are:

- earnings information, financial results, financial forecasts and budgets;

- possible mergers, acquisitions, tender offers, changes in control, joint ventures, investments in companies and other purchases and sales of companies or assets;
- major litigation developments;
- the entering into, amendment, or termination of important contracts;
- major financing developments, including events that create, accelerate or increase financial obligations, whether direct or off-balance sheet;
- major personnel changes, particularly departures or elections of directors or executive officers;
- cybersecurity risks and incidents; and
- events regarding the rights of security holders, such as:
  - defaults on senior securities (such as bank debt or publicly held notes);
  - calls of securities for redemption;
  - repurchase programs;
  - stock splits or changes in dividends; and
  - public or private sales of additional securities.

### **C. Nonpublic Information**

Information is “nonpublic” if it has not been disclosed to the general public by means of a press release, SEC filing or other media for broad public access. Disclosure to even a large group of analysts does not constitute disclosure to the public.

### **D. Person Acting on the Company’s Behalf**

A “person acting on the Company’s behalf” is a senior official or any other officer, employee, or agent of the Company, or otherwise has access to confidential information regarding the Company, who regularly communicates with market professionals or with the Company’s stockholders. A senior official is defined as any director, executive officer, investor relations or public relations officer, or other person with similar functions.

### **V. Policy**

Company personnel should not disclose internal or nonpublic information, material or otherwise, about the Company to anyone outside the Company, except as required in the performance of regular duties for the Company and in a manner consistent with this policy.

The initial disclosure of material information by the Company will generally be made only through press releases or other means reasonably designed to provide broad, non-exclusionary distribution of the information to the public so that all members of the investing public will have equal opportunity to access simultaneously the material information.

Rumors concerning the business and affairs of the Company may circulate from time to time. The Company's general policy is not to comment upon such rumors.

Material information about the Company that has previously been disclosed to the public in accordance with this policy shall not be confirmed or updated by Company personnel, except in a manner consistent with the procedures outlined in this policy.

Should any Company personnel or any Company director believe that he or she may have unintentionally disclosed material nonpublic information, such person shall immediately contact Daniel Smith, the Company's General Counsel.

## **VI. Procedures**

As a general rule, communication with stockholders, the media and financial market analysts shall be restricted to the Company's Chief Executive Officer, Chief Financial Officer, General Counsel and such other attendees as are requested by such officers. The Company's Chief Executive Officer and Chief Financial Officer may, however, designate other officers to respond to inquiries regarding specific areas of interest. The following methods shall be the exclusive means by which material, nonpublic information is disseminated by the Company:

### **A. Press Releases**

The Company may issue press releases from time to time to disclose information management believes is important or of use to the public, whether or not the information is material. The Chief Executive Officer will designate an appropriate person to prepare press releases to be issued by the Company. All press releases will be reviewed and approved by the Company's Chief Executive Officer or Chief Financial Officer and the General Counsel. The Chief Executive Officer will also designate the "**Key Contact**" for follow-up media inquiries on the press release. Unless specifically designated, such Key Contact shall not be authorized to respond to inquiries from stockholders or financial analysts. Alternatively, the Chief Executive Officer may, at his or her discretion, determine that the Company's press release represents its sole response to inquiries regarding the matter.

The Chief Executive Officer and Chief Financial Officer will designate the appropriate person to implement the transmission of the press release through the appropriate communication channels. These duties may include:

1. Transmission of the press release to the Company's investment bankers/analysts and others who may request to be included on the Investor Relations distribution list, so long as such transmission is preceded by the transmission of the press release to the national wire service.
2. Coordinating the transmission of the press release on the national wire service.

3. Immediately following confirmation of the transmission of the press release on the national wire service, the representatives of the local media and others who may request to be included on the Investor Relations distribution list may be contacted to inform them of the press release and, if desired, transmit a copy to them.

#### **B. Form 8-K**

In the discretion of the Company's Chief Executive Officer or Chief Financial Officer, the Company may file with or furnish to the SEC a Current Report on Form 8-K setting forth the information to be disclosed.

#### **C. Conference Calls**

The Company may schedule conference calls from time to time in order to discuss financial results or other information that may be material to the investing public and the securities industry. While the Company may permit securities analysts or other designated individuals to ask questions during the question and answer period, a "listen-only" mode for members of the general public and the new media is appropriate. The procedures applicable to such conference calls are as follows:

1. A reasonable time prior to the initiation of the call, a press release shall be disseminated setting forth a description of the material information to be discussed in the call and announcing the time, date and call-in information for the call.
2. A notice containing the time, date and call-in information for the call shall also be posted on the Company's website.
3. All communications by the Company during the course of the conference call shall be consistent with the press release that accompanied the conference call and/or with other prior public disclosures made by the Company.
4. A transcript and/or audio file of the call (as well as any other summaries thereof) may be posted on the Company's website for a period to be determined upon the advice of counsel.

#### **D. Contact with Financial Market Analysts**

Direct contact with financial market analysts will be limited to the Company's Chief Executive Officer and Chief Financial Officer. Such persons may engage in "one-on-one" communications with securities analysts solely for the purposes of clarifying previously disclosed information. Such communications shall be limited to information that has been previously disclosed to the public in a manner consistent with this policy. Notwithstanding the foregoing, in no event shall previously disclosed information be confirmed or updated unless such confirmation or update is contemporaneously made available to the public in a manner consistent with this policy.

#### **E. Annual Reports, Quarterly Reports and Company Literature**

The Company will regularly provide an annual report of its financial condition and related business performance in a timely manner following the fiscal year-end. Interim reporting of the Company's financial and business performance will be provided quarterly between annual reports. Such annual reports, interim and summary reports shall be made available in a manner reasonably designed to provide broad, non-exclusionary distribution of the information to the public. All the aforementioned materials must be approved by the Company's Chief Executive Officer, Chief Financial Officer, and the General Counsel prior to distribution. Auxiliary materials, such as corporate brochures, etc., may be provided as needed upon management's judgment.

#### **F. Website Postings**

In the discretion of the Company's Chief Executive Officer and Chief Financial Officer, an audio file or written transcript of a conference call or other communication of material, nonpublic information may be placed on the Company's website. Any written materials shall include appropriate cautionary disclosures in order to take advantage of the safe harbor under the Private Securities Litigation Reform Act of 1995. No material, nonpublic information shall be posted on the Company's website unless it has previously or simultaneously been disseminated via other methods reasonably designed to ensure broad, non-exclusionary distribution of the information.

#### **G. Presentations**

Company personnel must receive approval by management prior to accepting any speaking or audiovisual engagement regarding the Company. The following procedures and restrictions shall apply to such presentations:

1. The Chief Executive Officer, Chief Financial Officer, General Counsel or a designee must approve the content of such presentations prior to disclosure.
2. All employees presenting Company information will retain a complete copy of such presentation to document its content as given.
3. Such presentation shall not include material, nonpublic information about the Company.

#### **H. Handling Inquiries**

Inquiries from institutional and retail investors, securities and industry analysts and members of the media, as well as inquiries other than in the ordinary course of business, received by employees or other officers from any outsider must be forwarded initially to the Company's Chief Executive Officer and the General Counsel. They may, at their discretion, and subject to the other provisions of this policy, designate an appropriate person to respond on specific areas of interest. In the absence of such designation, an inquiry, subject to the other provisions of this policy, will be handled according to the following guidelines:

1. Chief Executive Officer and Chief Financial Officer – Questions about the strategic direction or operating performance of the Company, operational issues such as product performance, research and development, sales and marketing, etc.
2. Chief Executive Officer and Chief Financial Officer – Questions concerning the financial performance of the Company.
3. Chief Executive Officer and Chief Financial Officer – Requests for general information about the Company, e.g. annual and quarterly reports, product literature, 10-K reports, etc., as well as additions to the Company's mailing list.

Any employees with questions about these matters should contact the Company's Chief Executive Officer and Chief Financial Officer.

**Adopted: October 28, 2020**

**Last Amended: February 10, 2021**

**Last Reviewed: February 16, 2023**