

Item 5.07. Submission of Matters to a Vote of Security Holders.

The 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”) of CTO Realty Growth, Inc. (the “Company”) was held on June 21, 2023. At the 2023 Annual Meeting, the Company’s stockholders (i) elected John P. Albright, George R. Brokaw, Christopher J. Drew, Laura M. Franklin, R. Blakeslee Gable and Christopher W. Haga to serve as members of the board of directors of the Company (the “Board”) until the Company’s 2024 Annual Meeting of Stockholders; (ii) ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers (the “Say-on-Pay Vote”); (iv) approved, on an advisory basis, holding the Say-on-Pay Vote every year; and (v) approved the CTO Realty Growth, Inc. Fifth Amended and Restated 2010 Equity Incentive Plan, replacing the Company’s Fourth Amended and Restated 2010 Equity Incentive Plan.

The proposals below are described in detail in the Company’s definitive proxy statement dated April 28, 2023. The voting results for each proposal are as follows:

Proposal 1 – Election of Directors:

DIRECTOR	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
John P. Albright	12,464,223	261,962	43,083	4,572,670
George R. Brokaw	11,114,785	1,606,921	49,491	4,572,670
Christopher J. Drew	12,082,683	635,093	53,421	4,572,670
Laura M. Franklin	12,308,866	419,998	40,404	4,572,670
R. Blakeslee Gable	10,732,358	1,980,798	58,041	4,572,670
Christopher W. Haga	11,968,175	755,862	47,160	4,572,670

Proposal 2 – Ratification of the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for fiscal year 2023:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
16,902,599	347,988	93,280

Proposal 3 – The Say-on-Pay Vote:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
12,266,145	366,946	138,105	4,572,670

Proposal 4 – Advisory vote regarding frequency of the Say-on-Pay Vote:

<u>1 YEAR</u>	<u>2 YEARS</u>	<u>3 YEARS</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
12,266,043	47,803	441,073	56,277	4,572,670

In light of the stockholders' recommendation that future Say-on-Pay Votes be held every year, which was consistent with the recommendation of the Board, the Company has decided that the Company will hold future Say-on-Pay votes every year, until the next required advisory vote of stockholders regarding the frequency of future Say-on-Pay Votes.

Proposal 5 – Approval of the CTO Realty Growth, Inc. Fifth Amended and Restated 2010 Equity Incentive Plan:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
11,797,579	841,228	132,389	4,572,670

SIGNATURES

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

Date: June 23, 2023

CTO Realty Growth, Inc.

By: /s/ John P. Albright
John P. Albright, President and Chief Executive Officer
