

**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):
November 9, 2023

CALIBERCOS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

024-11016

(Commission File Number)

47-2426901

(IRS Employer Identification No.)

8901 E. Mountain View Rd. Ste. 150, Scottsdale, AZ

(Address of Principal Executive Offices)

85258

(Zip Code)

(480) 295-7600

(Registrant's Telephone Number, Including Area Code)

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))

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A Common Stock, par value \$0.001	CWD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 2.02. Results of Operations and Financial Condition.

On November 9, 2023, CaliberCos Inc. (the “Company”) issued a press release and earnings supplemental reporting third quarter 2023 financial results. A copy of the press release and earnings supplemental are attached hereto as Exhibit 99.1 and Exhibit 99.2 and the information therein is incorporated herein by reference.

The information contained in this Item 2.02 and in the accompanying Exhibit 99.1 and Exhibit 99.2 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), except as shall be expressly set forth by specific reference in such filing.

Item 7.01. Regulation FD Disclosure.

The information under Item 2.02, above, is incorporated herein by reference.

The information reported under Items 2.02 and 7.01 in this Current Report on Form 8-K, including Exhibit 99.1 and Exhibit 99.2 attached hereto, shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
99.1	Press release dated November 9, 2023 relating to third quarter 2023 financial results and related matters
99.2	Earnings supplemental related to the third quarter 2023 financial results and related matters
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

CaliberCos Inc.

November 9, 2023

By: /s/ John C. Loeffler, II
Name: John C. Loeffler, II
Title: Chairman and Chief Executive Officer



CALIBER REPORTS THIRD QUARTER 2023 RESULTS

*Grows Assets Under Management by 19.9% Year-over-Year to \$822.5 Million
Grows Asset Management Revenue by 26.0%, AM Revenue Run Rate by \$1.5 Million*

SCOTTSDALE, Ariz., November 9, 2023 – Caliber (NASDAQ: CWD; “CaliberCos Inc.”), a real estate investor, developer, and manager, today reported results for the third quarter ended on September 30, 2023.

Third Quarter 2023 Financial Results, Compared to Third Quarter 2022

- Total revenue of \$17.0 million, a 12.7% decrease
- Segment revenue of \$3.7 million, a 55.6% decrease
- Asset management (“AM”) revenue⁽¹⁾ of \$2.4 million, a 26.0% increase; asset management revenue run rate⁽¹⁾ increases to \$9.8 million, an 18.2% increase as compared to the full year results in 2022
- Net loss attributable to Caliber of \$3.4 million, or \$0.16 per diluted share, compared to net income of \$4.4 million or \$0.22 per diluted share
- Caliber Adjusted EBITDA⁽²⁾ loss of \$1.5 million, compared to \$5.7 million gain
- Fair value assets under management⁽³⁾ (“FV AUM”) of \$822.5 million, a 19.9% year-over-year increase
- Managed capital⁽⁴⁾ of \$412.4 million, an 18.2% year-over-year increase, reflective of \$68.2 million in Fundraising from October 1, 2022 through September 30, 2023.

Management Commentary

“Our third quarter results reflect investments in our strategic growth initiatives, which we expect will drive revenue growth going forward” said Chris Loeffler, CEO of Caliber. “The investments we made in the first nine months of the year to grow our fundraising teams, develop and launch three new funds, and to launch our hotel roll-up, Caliber Hospitality Trust (CHT), are now complete, positioning us well to capitalize on market opportunities we see, following a rapid rise in interest rates. Despite market conditions, Caliber has maintained a similar fundraising pace to 2022 and we expect to accelerate our pace going forward.

“We believe the real estate market is currently at an inflection point, where the number of distressed real estate opportunities will grow. We took several important steps during the quarter to ensure our organization has the requisite expertise and capacity to capitalize this environment, including

increasing our bench strength in our wholesale sales channel, investment management, and financial analysis teams.”

Long-term Financial Targets

In a separate release, Caliber today announced long-term financial targets:

- Cumulative fundraising of \$750 million for the period, 2024-2026
- AUM target of \$3 billion by year-end, 2026
- Annualized segment revenue of \$50 million by year-end, 2026

Business Update

The following are key milestones completed both during and subsequent to the third quarter ended September 30, 2023.

- In August, Caliber announced a contribution agreement with L.T.D. Hospitality Group LLC (“L.T.D.”) in which L.T.D. agreed to contribute nine hotel properties to its subsidiary, Caliber Hospitality Trust (CHT). Upon closing, this will expand CHT’s portfolio to 15 hotel properties and more than double its valuation to \$405.0 million.
- On September 13, 2023, Caliber received the first \$5.0 million tranche of a planned investment into CHT of up to \$50.0 million from a family office group.
- On October 13, 2023, Northsight Crossing AZ, LLC, a Caliber co-sponsored single asset syndication, sold Northsight Crossing Retail Center for \$27.4 million, resulting in cash proceeds, net of loan repayment, closing costs and fees, of approximately \$12.2 million, a gain on the sale of real estate of approximately \$5.0 million, and a loss on the extinguishment of debt of approximately \$0.2 million. The property was purchased in January 2022 for \$21.1 million.
- After the quarter closed, Caliber signed its first selling agreement with a regional broker dealer for investments in Caliber-sponsored products. This regional partner has approximately 65 representatives and is expected to increase Caliber fundraising.
- As of September 30, 2023, Caliber is actively developing 2,460 multifamily units, 2,300 single family units, 2.5 million square feet of commercial and industrial, and 1.3 million square feet of office and retail.

Summary of Consolidated Results

Third Quarter 2023 Consolidated Financial Review

Total revenues decreased 12.7% to \$17.0 million, compared to \$19.5 million for the third quarter 2022, primarily due to lower year-over-year consolidated transaction and advisory fees associated with the organization and offering fees⁽⁵⁾ earned for services performed in conjunction with the formation of Caliber Tax Advantaged Opportunity Zone Fund II, LLC in the third quarter, 2022. This was partially offset by an increase in consolidated fund revenues, primarily from Hilton Tucson East, which was consolidated during the three months ended March 31, 2023.

Asset management fees were \$1.3 million, a year-over-year increase of 29.6%; performance allocations were \$0.04 million, remaining relatively constant; and transaction and advisory fees were \$1.0 million, a decrease of 82.3%. Hospitality revenue from consolidated funds was \$12.5 million, an increase of 14.0% and other revenue from consolidated funds was \$2.1 million, a 39.1% increase from the prior year period.

Total expenses for the third quarter of 2023 were \$28.4 million, up 32.9% from the third quarter of 2022, primarily due to an increase in consolidated fund related expenses from Hilton Tucson East, which was consolidated during the three months ended March 31, 2023, and rising labor costs and variable costs associated with increased revenue, such as management and franchise fees and loyalty program costs. In addition, operating costs were \$4.9 million, up 52.4%, primarily due to additional payroll costs associated with increased headcount and cost of human capital driven by the Company's growth initiatives, as the Company looks to enhance its capabilities across all lines of service.

Net loss for the third quarter of 2023 was \$12.2 million, compared to \$0.7 million in the third quarter of 2022 and Consolidated Adjusted EBITDA for the third quarter of 2023 was a loss of \$3.2 million, compared to income of \$4.7 million in the prior year period. The decreases compared to the prior year period were due to lower net income attributed to increased expenses from consolidated funds and higher expenses related to investment in the Company's strategic growth initiatives.

After adjusting for net loss attributable to noncontrolling interests, net loss attributable to the Company for the third quarter of 2023 was \$3.4 million, or \$0.16 per diluted share, as compared to net income attributable to the Company of \$4.4 million, or \$0.22 per diluted share, in the prior year period.

Caliber's business is organized into three reportable segments: Fund Management, Development, and Brokerage. The following highlights results from each of those segments. For segment reporting purposes, revenues, expenses, and Caliber Adjusted EBITDA are presented on a basis that deconsolidates the consolidated funds. As a result, segment amounts are different than those presented on a consolidated basis in accordance with U.S. GAAP basis because certain amounts are eliminated in consolidation when they are derived from a consolidated fund. Eliminating the impact of consolidated funds and noncontrolling interest provides investors with a view of the performance attributable to CaliberCos Inc. and is consistent with performance models and analysis used by management.

Third Quarter Segment Performance

Total segment revenues decreased 55.6% to \$3.7 million, compared to \$8.4 million for the third quarter 2022, primarily due to lower transaction and advisory fees in the fund management segment.

Fund Management Segment

Total fund management segment revenues for the third quarter of 2023 were \$3.0 million, a decrease of \$4.0 million, or 57.2%. Asset management fees were \$2.4 million, an increase of 26.0%, while the asset management revenue run rate was \$9.8 million, an increase of 18.2%, as compared to the full year results in 2022. The higher asset management fees were driven by a higher year-over-year average balance of managed assets. Performance allocations were less than \$0.1 million, remaining relatively constant and transaction and advisory fees decreased \$4.4 million or 88.8%. The decrease in the transaction and advisory fees was primarily related to lower year-over-year O&O fees earned for services performed in conjunction with the formation of the Caliber Tax Advantaged Opportunity Zone Fund II, LLC during the third quarter 2022, partially offset by increased fund administration fees.

Total fund management segment expenses for the third quarter of 2023 were \$6.0 million, an increase of \$1.9 million, or 45.4% from the third quarter 2022. The increase was primarily due to an increase in operating costs from additional payroll associated with increased headcount and cost of human capital driven by the Company's growth initiatives, as the Company looks to enhance its capabilities across all lines of service.

The increase in interest expense was primarily due to the increase in corporate notes outstanding, including the mortgage assumed in the acquisition of the Company's corporate headquarters.

Fund management segment net loss for the third quarter of 2023 was \$3.4 million, compared to segment net income of \$4.1 million in the third quarter of 2022.

Development Segment

Development segment revenues for the third quarter of 2023 were \$0.5 million, a decrease of \$0.7 million, or 56.3%. The decrease was primarily due to a decrease in development fees related to one commercial development project in Arizona.

Development segment expenses for the third quarter of 2023 were \$0.5 million, an increase of \$0.1 million, or 26.2% from the third quarter 2022. The increase was primarily due to additional payroll associated with increased headcount driven by the Company's growth initiatives resulting in higher operating costs.

Development segment net income for the third quarter of 2023 was \$0.04 million, a decrease of \$0.8 million, or 94.6%, from the third quarter of 2022.

Brokerage Segment

Brokerage segment revenues for the third quarter of 2023 were \$0.2 million, an increase of \$0.02 million, or 11.7%. The increase was primarily due to a \$3.8 million increase in brokerage transactions between periods.

Brokerage segment expenses for the third quarter of 2023 were \$0.2 million, an increase of \$0.1 million, compared with the third quarter of 2022. The increase is related to higher operating costs, primarily related to repairs and maintenance and depreciation expense, due to the acquisition of the

Company's headquarters office building in 2023. Interest expense increased due to the note assumed in conjunction with the headquarters office building acquisition.

Brokerage segment net loss for the third quarter of 2023 was \$0.02 million, compared with net income of \$0.1 million in the third quarter of 2022.

Managed Capital

Managed capital as of September 30, 2023 was \$412.4 million, an increase of \$63.5 million, or 18.2%, from September 30, 2022, and an increase of \$29.3 million, or 7.6%, from December 31, 2022. The sequential \$10.7 million increase from June 30, 2023 was due to \$13.0 million of originations and was partially offset by \$2.3 million of redemptions. Originations during the quarter were primarily driven by the \$5.0 million investment in CHT and a \$3.7 million increase in the Company's commercial investment funds as a result of capital raised and funds contributed to support commercial development and acquisition activity in the quarter.

FV AUM

Fair value assets under management as of September 30, 2023 were \$822.5 million, an increase of \$77.0 million, or 10.3%, from December 31, 2022, and a decrease of \$2.8 million, or 0.3%, from June 30, 2023. The decrease in the third quarter of 2023 was primarily due to the sale of \$6.0 million of lots in Colorado and Caliber Residential Advantage Fund, LP single-family homes, offset by \$1.0 million of construction and net market appreciation, as the value of Caliber's hospitality and residential assets continued to recover in an improving economy and an increase in undeployed capital of \$1.2 million.

Balance Sheet and Liquidity

The Company, excluding consolidated funds, ended the quarter with \$54.3 million of total debt and unrestricted cash and cash equivalents of \$1.0 million.

⁽¹⁾ Asset management revenue run rate is an estimate that annualizes asset management revenue, which are on a basis that deconsolidates the consolidated funds, for the month ended September 30, 2023.

⁽²⁾ Caliber Adjusted EBITDA is a non-GAAP financial measure. See "Non-GAAP Financial Measures" below.

⁽³⁾ Fair value assets under management is defined as the aggregate fair value of the real estate assets the Company manages from which it derives management fees, performance revenues and other fees and expense reimbursements as of September 30, 2023.

⁽⁴⁾ Managed capital is defined as the total equity capital raised by the Company from investors for its investment funds as of September 30, 2023.

⁽⁵⁾ Organizational & offering fees are referred to as O&O fees and are generally non-recurring fees paid at the launch of a new fund.

About Caliber (CaliberCos Inc.) (NASDAQ: CWD)

With more than \$2.9 billion of managed assets, including estimated costs to complete assets under development, Caliber's 15-year track record of managing and developing real estate is built on a singular goal: make money in all market conditions. Our growth is fueled by our performance and our competitive advantage: we invest in projects, strategies, and geographies that global real estate institutions do not. Integral to our competitive advantage is our in-house shared services group, which offers Caliber greater control over our real estate and visibility to future investment opportunities. There are multiple ways to participate in Caliber's success: you can invest in Nasdaq-listed CaliberCos Inc. and/or you can invest directly in our Private Funds.

Forward Looking Statements

This press release contains "forward-looking statements" that are subject to substantial risks and uncertainties. All statements, other than statements of historical fact, contained in this press release are forward-looking statements. Forward-looking statements contained in this press release may be identified by the use of words such as "anticipate," "believe," "contemplate," "could," "estimate," "expect," "intend," "seek," "may," "might," "plan," "potential," "predict," "project," "target," "aim," "should," "will" "would," or the negative of these words or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are based on the Company's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Further, certain forward-looking statements are based on assumptions as to future events that may not prove to be accurate including, but not limited to, the Company's ability to adequately grow cumulative fundraising, AUM and annualized segment revenue to meet 2026 targeted goals, the closing of the transaction with L.T.D. Hospitality Group LLC and the viability of and ability of the Company to adequately access the real estate and capital markets. These and other risks and uncertainties are described more fully in the section titled "Risk Factors" in the final prospectus related to the Company's public offering filed with the SEC and other reports filed with the SEC thereafter. Forward-looking statements contained in this announcement are made as of this date, and the Company undertakes no duty to update such information except as required under applicable law.

CONTACTS:*Caliber:*

Victoria Rotondo
+1 480-295-7600

Victoria.Rotondo@caliberco.com

Investor Relations:

Tamara Gonzalez, Financial Profiles
+1 310-622-8234

ir@caliberco.com

Media Relations:

Kelly McAndrew, Financial Profiles
+1 203-613-1552

KMcAndrew@finprofiles.com

CALIBERCOS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues				
Asset management fees	\$ 1,273	\$ 982	\$ 3,784	\$ 3,048
Performance allocations	36	103	2,474	2,508
Transaction and advisory fees	1,043	5,890	2,462	8,261
Consolidated funds – hospitality revenue	12,526	10,988	52,008	43,801
Consolidated funds – other revenue	2,147	1,543	6,264	4,871
Total revenues	<u>17,025</u>	<u>19,506</u>	<u>66,992</u>	<u>62,489</u>
Expenses				
Operating costs	4,881	3,203	16,205	8,421
General and administrative	1,672	1,252	4,914	5,389
Marketing and advertising	210	288	888	1,293
Depreciation and amortization	140	7	409	23
Consolidated funds – hospitality expenses	18,644	14,960	59,676	44,786
Consolidated funds – other expenses	2,883	1,677	6,757	6,146
Total expenses	<u>28,430</u>	<u>21,387</u>	<u>88,849</u>	<u>66,058</u>
Consolidated funds - gain on sale of real estate investments	—	—	—	21,530
Other income (loss), net	414	25	1,479	241
Gain on extinguishment of debt	—	1,421	—	1,421
Interest income	85	109	279	112
Interest expense	(1,316)	(341)	(3,408)	(685)
Net (loss) income before income taxes	<u>(12,222)</u>	<u>(667)</u>	<u>(23,507)</u>	<u>19,050</u>
Provision for income taxes	—	—	—	—
Net (loss) income	<u>(12,222)</u>	<u>(667)</u>	<u>(23,507)</u>	<u>19,050</u>
Net (loss) income attributable to noncontrolling interests	(8,813)	(5,067)	(13,165)	14,561
Net (loss) income attributable to CaliberCos Inc.	<u>(3,409)</u>	<u>4,400</u>	<u>(10,342)</u>	<u>4,489</u>
Basic net (loss) income per share attributable to common stockholders	<u>\$ (0.16)</u>	<u>\$ 0.24</u>	<u>\$ (0.53)</u>	<u>\$ 0.25</u>
Diluted net (loss) income per share attributable to common stockholders	<u>\$ (0.16)</u>	<u>\$ 0.22</u>	<u>\$ (0.53)</u>	<u>\$ 0.23</u>
Weighted average common shares outstanding:				
Basic	<u>21,238</u>	<u>18,229</u>	<u>19,688</u>	<u>18,033</u>
Diluted	<u>21,238</u>	<u>20,074</u>	<u>19,688</u>	<u>19,878</u>

CALIBERCOS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

Assets	September 30, 2023	December 31, 2022
Cash	\$ 995	\$ 1,921
Restricted cash	2,479	23
Real estate investments, net	21,383	2,065
Due from related parties	6,498	9,646
Investments in unconsolidated entities	3,290	3,156
Operating lease - right of use assets	204	1,411
Prepaid and other assets	2,629	5,861
<i>Assets of consolidated funds</i>		
Cash	4,536	5,736
Restricted cash	10,407	8,254
Real estate investments, net	219,140	196,177
Accounts receivable, net	2,434	2,228
Notes receivable - related parties	31,184	28,229
Due from related parties	27	15
Operating lease - right of use assets	8,785	8,769
Prepaid and other assets	10,739	5,343
Total assets	<u>\$ 324,730</u>	<u>\$ 278,834</u>

CALIBERCOS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

	September 30, 2023	December 31, 2022
Liabilities and Stockholders' Equity		
Notes payable	\$ 54,254	\$ 14,653
Notes payable - related parties	—	365
Accounts payable and accrued expenses	6,852	6,374
Buyback obligation	—	12,391
Due to related parties	87	171
Operating lease liabilities	125	1,587
Other liabilities	535	64
<i>Liabilities of consolidated funds</i>		
Notes payable, net	147,779	134,256
Notes payable - related parties	12,799	6,973
Accounts payable and accrued expenses	11,949	9,252
Due to related parties	210	68
Operating lease liabilities	12,397	12,461
Other liabilities	2,987	3,030
Total liabilities	249,974	201,645
 Commitments and Contingencies		
Preferred stock Series B, \$0.001 par value; 12,500,000 shares authorized, no shares issued and outstanding as of September 30, 2023 and 1,651,302 shares issued and outstanding as of December 31, 2022	—	—
Common stock Class A, \$0.001 par value; 100,000,000 shares authorized, 13,848,800 and 10,790,787 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively	14	11
Common stock Class B, \$0.001 par value; 15,000,000 shares authorized, 7,416,414 shares issued and outstanding as of September 30, 2023 and December 31, 2022	7	7
Paid-in capital	38,723	33,108
Less treasury stock, at cost, 277,342 shares repurchased and 3,432,351 forward repurchase shares as of December 31, 2022. As of September 30, 2023, there was no treasury stock or forward repurchase shares	—	(13,626)
Accumulated deficit	(34,469)	(22,709)
Stockholders' equity (deficit) attributable to CaliberCos Inc.	4,275	(3,209)
Stockholders' equity attributable to noncontrolling interests	70,481	80,398
Total stockholders' equity	74,756	77,189
Total liabilities and stockholders' equity	\$ 324,730	\$ 278,834

Non-GAAP Measures

We present Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA, which are not recognized financial measures under U.S. GAAP, as supplemental disclosures because we regularly review these measures to evaluate our funds, measure our performance, identify trends, formulate financial projections and make strategic decisions.

Consolidated EBITDA represents the Company's and the consolidated funds' earnings before net interest expense, income taxes, depreciation and amortization. Consolidated Adjusted EBITDA represents Consolidated EBITDA as further adjusted to exclude stock-based compensation, transaction fees, expenses and other public registration direct costs related to aborted or delayed offerings and our Reg A+ offering, the share repurchase costs related to the Company's Buyback Program, litigation settlements, expenses recorded to earnings relating to investment deals which were abandoned or closed, any other non-cash expenses or losses, as further adjusted for extraordinary or non-recurring items.

Caliber Adjusted EBITDA represents Consolidated Adjusted EBITDA on a basis that deconsolidates our consolidated funds (intercompany eliminations) and eliminates noncontrolling interest. Eliminating the impact of consolidated funds and noncontrolling interest provides investors a view of the performance attributable to CaliberCos Inc. and is consistent with performance models and analysis used by management.

When analyzing our operating performance, investors should use these measures in addition to, and not as an alternative for, their most directly comparable financial measure calculated and presented in accordance with U.S. GAAP. We generally use these non-U.S. GAAP financial measures to evaluate operating performance and for other discretionary purposes. We believe that these measures enhance the understanding of ongoing operations and comparability of current results to prior periods and may be useful for investors to analyze our financial performance because they eliminate the impact of selected charges that may obscure trends in the underlying performance of our business. Because not all companies use identical calculations, our presentation of Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA may not be comparable to similarly identified measures of other companies.

Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA are not intended to be measures of free cash flow for our discretionary use because they do not consider certain cash requirements such as tax and debt service payments. These measures may also differ from the amounts calculated under similarly titled definitions in our debt instruments, which amounts are further adjusted to reflect certain other cash and non-cash charges and are used by us to determine compliance with financial covenants therein and our ability to engage in certain activities, such as incurring additional debt and making certain restricted payments.

The following table presents a reconciliation of net loss to Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA for the three months ended September 30, 2023 and 2022 (in thousands):

**NON-GAAP RECONCILIATIONS
(AMOUNTS IN THOUSANDS)**

	Three Months Ended September 30,	
	2023	2022
Net loss	\$ (12,222)	\$ (667)
Interest expense	1,316	342
Depreciation expense	140	15
Consolidated funds' EBITDA adjustments	7,210	4,810
Consolidated EBITDA	(3,556)	4,500
Share buy-back	—	78
Stock-based compensation	393	170
Severance payments	6	—
Consolidated Adjusted EBITDA	(3,157)	4,748
Intercompany eliminations	2,002	1,615
Non-controlling interest Adjusted EBITDA eliminations	(356)	(704)
Caliber Adjusted EBITDA	\$ (1,511)	\$ 5,659

**FUND MANAGEMENT SEGMENT
(AMOUNTS IN THOUSANDS)**

	Three Months Ended September 30,		\$ Change	% Change
	2023	2022		
Revenues				
Asset management fees	\$ 2,428	\$ 1,927	\$ 501	26.0 %
Performance allocations	24	103	(79)	(76.7)%
Transaction and advisory fees	560	5,008	(4,448)	(88.8)%
Total revenues	<u>3,012</u>	<u>7,038</u>	<u>(4,026)</u>	<u>(57.2)%</u>
Expenses				
Operating costs	4,228	2,661	1,567	58.9 %
General and administrative	1,549	1,184	365	30.8 %
Marketing and advertising	208	287	(79)	(27.5)%
Depreciation and amortization	34	7	27	385.7 %
Total expenses	<u>6,019</u>	<u>4,139</u>	<u>1,880</u>	<u>45.4 %</u>
Other expense, net	11	(3)	14	(466.7)%
Gain on extinguishment of debt	—	1,421	(1,421)	(100.0)%
Interest expense	(1,128)	(326)	(802)	246.0 %
Interest income	729	108	621	575.0 %
Net (loss) income	<u>\$ (3,395)</u>	<u>\$ 4,099</u>	<u>\$ (7,494)</u>	<u>(182.8)%</u>

**DEVELOPMENT SEGMENT
(AMOUNTS IN THOUSANDS)**

	Three Months Ended September 30,		\$ Change	% Change
	2023	2022		
Revenues				
Transaction and advisory fees	\$ 516	\$ 1,182	\$ (666)	(56.3)%
Total revenues	516	1,182	(666)	(56.3)%
Expenses				
Operating costs	394	321	73	22.7 %
General and administrative	78	45	33	73.3 %
Depreciation and amortization	—	8	(8)	(100.0)%
Total expenses	472	374	98	26.2 %
Other income, net	—	9	(9)	(100.0)%
Net income	<u>\$ 44</u>	<u>\$ 817</u>	<u>\$ (773)</u>	<u>(94.6)%</u>

**BROKERAGE SEGMENT
(AMOUNTS IN THOUSANDS)**

	Three Months Ended September 30,		\$ Change	% Change
	2023	2022		
Revenues				
Transaction and advisory fees	\$ 200	\$ 179	\$ 21	11.7 %
Total revenues	200	179	21	11.7 %
Expenses				
Operating costs	102	31	71	229.0 %
General and administrative	24	23	1	4.3 %
Depreciation and amortization	39	—	39	100.0 %
Total expenses	165	54	111	205.6 %
Other income, net	138	28	110	392.9 %
Interest income	1	—	1	100.0 %
Interest expense	(189)	(15)	(174)	1160.0 %
Net (loss) income	<u>\$ (15)</u>	<u>\$ 138</u>	<u>\$ (153)</u>	<u>(110.9)%</u>

**MANAGED CAPITAL
(AMOUNTS IN THOUSANDS)**

	Managed Capital
Balances as of December 31, 2022	\$ 383,189
Originations	12,050
Redemptions	(2,742)
Balances as of March 31, 2023	392,497
Originations	11,227
Redemptions	(1,968)
Balances as of June 30, 2023	401,756
Originations	12,958
Redemptions	(2,268)
Balances as of September 30, 2023	<u>\$ 412,446</u>

	September 30, 2023	December 31, 2022
Real Estate		
Hospitality	\$ 101,118	\$ 102,071
Residential	72,501	62,819
Commercial	147,857	128,210
Total Real Estate	321,476	293,100
Credit ⁽¹⁾	79,758	74,766
Other ⁽²⁾	11,212	15,323
Total	<u>\$ 412,446</u>	<u>\$ 383,189</u>

(1) Credit managed capital represents loans made to Caliber's investment funds by our diversified credit fund.

(2) Other managed capital represents undeployed capital held in our diversified funds.

FV AUM
(AMOUNTS IN THOUSANDS)

	FV AUM
Balances as of December 31, 2022	\$ 745,514
Assets acquired ⁽¹⁾	28,604
Construction and net market appreciation	33,019
Assets sold or disposed	(5,820)
Credit ⁽²⁾	4,242
Other ⁽³⁾	1,360
Balances as of March 31, 2023	806,919
Assets acquired ⁽¹⁾	—
Construction and net market appreciation	19,095
Assets sold or disposed	(595)
Credit ⁽²⁾	590
Other ⁽³⁾	(703)
Balances as of June 30, 2023	825,306
Assets acquired ⁽¹⁾	780
Construction and net market appreciation	1,045
Assets sold or disposed	(6,025)
Credit ⁽²⁾	160
Other ⁽³⁾	1,204
Balances as of September 30, 2023	\$ 822,470

	September 30, 2023	December 31, 2022
Real Estate		
Hospitality	\$ 316,000	\$ 319,300
Residential	148,600	86,900
Commercial	266,900	255,197
Total Real Estate	731,500	661,397
Credit ⁽²⁾	79,758	74,766
Other ⁽³⁾	11,212	9,351
Total	\$ 822,470	\$ 745,514

(1) Assets acquired during the nine months ended September 30, 2023 include one development asset in Colorado, our headquarters office building, and one multi-family residential asset in Arizona.

(2) Credit FV AUM represents loans made to Caliber's investment funds by our diversified credit fund.

(3) Other FV AUM represents undeployed capital held in our diversified funds.

Caliber (Nasdaq: CWD) Reports Third Quarter 2023 Results

Date: November 9, 2023

Conference Call Information:

The conference call will be broadcast live on the Investor Relations section of Caliber's website at <https://ir.caliberco.com/> or at https://viaid.webcasts.com/starthere.jsp?ei=1638838&tp_key=fed07c1d47

The conference call can also be accessed by dialing: 1-888-886-7786 or 1-416-764-8658

An archived replay will be available for 14 days via a webcast link located on the Investor Relations section of Caliber's website, and by dialing: 1-844-512-2921 or 1-412-317-6671

Caliber:

Victoria Rotondo
+1 480-295-7600
Victoria.rotondo@caliberco.com

Investor Relations:

Tamara Gonzalez, Financial Profiles
+1 310-622-8234
ir@caliberco.com

Media Relations:

Kelly McAndrew, Financial Profiles
+1 203-613-1552
KMcAndrew@finprofiles.com



3Q23 Quarterly Earnings Supplemental

Building on a 15-year track record of profitable growth and success

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Forward-Looking Statements

This presentation includes statements concerning CaliberCos Inc.'s (the "Company," or "Caliber") expectations, beliefs, plans, objectives, goals, strategies, assumptions of future events, future financial performance, or growth and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, readers and the audience can identify these forward-looking statements through the use of words or phrases such as "estimate," "expect," "anticipate," "intend," "plan," "project," "believe," "forecast," "should," "could," and other similar expressions. Forward-looking statements involve risks and uncertainties that may cause actual results or outcomes to differ materially from those included in the forward-looking statements. The Company's expectations, beliefs, and projections are expressed in good faith and are believed by the Company to have a reasonable basis, but there can be no assurance that management's expectations, beliefs, or projections will be achieved or accomplished. Factors that may cause actual results to differ materially from those included in the forward-looking statements include, but are not limited to, factors affecting the Company's ability to successfully operate and manage its business, including, among others, title disputes, weather conditions, shortages, delays, or unavailability of equipment and services, property management, brokerage, investment and fund operations, the need to obtain governmental approvals and permits, and compliance with environmental laws and regulations; changes in costs of operations; loss of markets; volatility of asset prices; imprecision of asset valuations; environmental risks; competition; inability to access sufficient capital; general economic conditions; litigation; changes in regulation and legislation; economic disruptions or uninsured losses resulting from major accidents, fires, severe weather, natural disasters, terrorist activities, acts of war, cyber attacks, or pest infestation; increasing costs of insurance, changes in coverage and the ability to obtain insurance; and other presently unknown or unforeseen factors. Other risk factors are detailed from time to time in the Company's reports filed with the Securities and Exchange Commission. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update the information contained in any forward-looking statements to reflect developments or circumstances occurring after the statement is made or to reflect the occurrence of unanticipated events. Past performance is not indicative of future results. There is no guarantee that any specific outcome will be achieved. Investment may be speculative and illiquid and there is a total risk of loss. There is no guarantee that any specific investment will be suitable or profitable.

This presentation does not constitute an offering of, nor does it constitute the solicitation of an offer to buy, securities of the Company. This presentation is provided solely to introduce the Company to the recipient and to determine whether the recipient would like additional information regarding the Company and its anticipated plans. Any investment in the Company or sale of its securities will only take place pursuant to an appropriate, private placement memorandum and a detailed subscription agreement. Some of the information contained herein is confidential and proprietary to the Company and the presentation is provided to the recipient with the express understanding that without the prior written permission of the Issuer, such recipient will not distribute or release the information contained herein, make reproductions of, or use it for any purpose other than determining whether the recipient wishes additional information regarding the Company or its plans. By accepting delivery of this presentation, the recipient agrees to return same to the Company if the recipient does not wish to receive any further information regarding the Company. We have filed a registration statement (including a preliminary prospectus) with the SEC for the offering to which this communication relates. The registration statement has not yet become effective. Before you invest, you should read the preliminary prospectus in that registration statement (including the risk factors described therein) and other documents that we have filed with the SEC for more complete information. You may access these documents for free by visiting Edgar on the SEC website at <http://www.sec.gov>

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Chris Loeffler

CHIEF EXECUTIVE OFFICER

Chris Loeffler has served as the CEO and Chairman of Caliber's Board of Directors since its inception. As CEO, Chris directs and executes global strategy, oversees investments and fund management, and contributes to private and public capital formation.

As a Co-Founder Chris took an early role forming the Company's financial and operational infrastructure and navigating the vertical integration of all real estate and investment services.



Jade Leung

CHIEF FINANCIAL OFFICER

Jade Leung is Caliber's CFO and corporate secretary. As CFO, Jade oversees all aspects of accounting and controllership, financial planning and analysis, tax, financial reporting, and treasury functions at Caliber.

Jade is also responsible for the strategic direction of Caliber's information technology and data security initiatives.

Prior to joining Caliber, Jade spent 12 years with PwC, where he managed audit and accounting advisory services. Notably, Jade participated in over \$1 billion of public market transactions and financing arrangements for companies.



CEO Commentary

- Caliber has a 15-year track record and more than \$2.9 billion in assets under management and assets under development
- We invest in real estate assets in markets we know, primarily in the Western US
- We create funds and investment strategies for accredited investors who want access to alternative assets
- Public sponsor of private real estate investment strategies
- Expert in distressed real estate investing, opportunity zones, and opportunistic
- Completed our IPO in May of 2023 and listed our stock on Nasdaq: CWD

Why Invest in Caliber?

1. Large and growing addressable market opportunity - alternative asset management
2. Unique focus on attractive and overlooked middle-market real estate investment opportunities
3. In-house fundraising drives growth with non-dilutive capital
4. Multiple revenue streams and value creation at each step in real estate investment process
5. Demonstrated ability to drive revenue and EBITDA
6. Aligned, experienced management team and board members

Building on a 15-year track record of profitable growth and success to deliver sustained growth and returns to shareholders

We Invest in Diverse Real Estate Asset Classes in the Middle Market



HOSPITALITY/HOTEL



MULTI-FAMILY HOUSING



BEHAVIORAL HEALTH HOSPITAL



OPPORTUNITY ZONE ASSETS

Middle-Market Assets

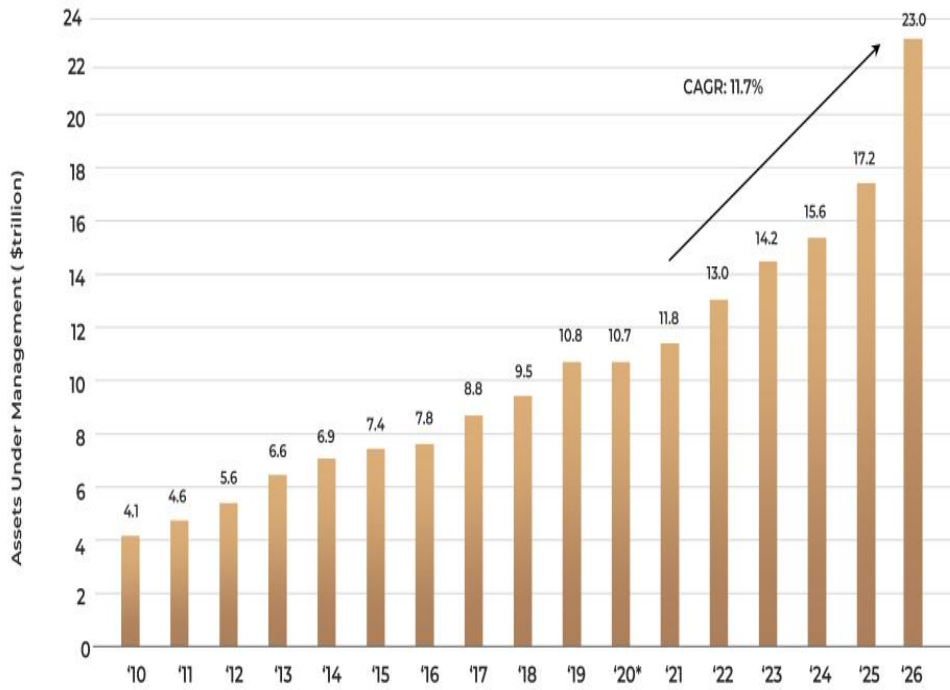
- \$5 to \$50 million per project
- Large opportunity set
- Highly-fragmented market
- Less competition
- Caliber's in-house services model enables access

Middle Market Geographies

- Demonstrated Population & Job Growth
- Underserved in terms of financing options
- Opportunity Zone tax incentives
- Local tax incentives
- Trends post-pandemic

Caliber Serves a Large and Growing Market for Alternative Investments

\$23 Trillion in Alternative Global AUM Forecasted by 2026

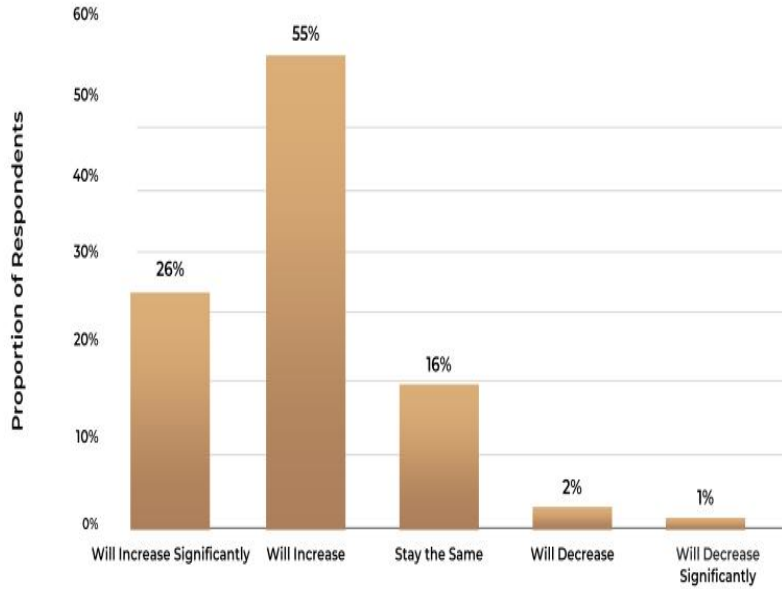


Source: Preqin Investor Survey, August 2020

*2020 figure is annualized on data to October. 2022-2026 are Preqin forecasts.

Majority of Investors Want Greater Access to Alternatives

Investor Intentions Regarding Allocations to Alternatives



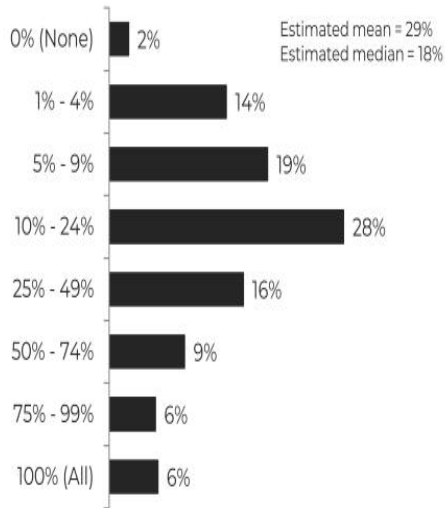
Source: Preqin Investor Survey, August 2020

*2020 figure is annualized on data to October. 2022-2026 are Preqin's forecasted figures. Source: Preqin

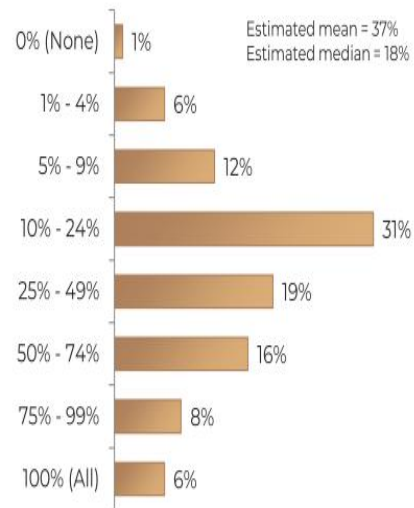
Wealth Managers are Seeking Alternatives

29% of wealth management clients are currently invested in alternatives, a figure expected to rise 27% over the next three years to an estimated mean 37%.

% of Clients Currently Invested in Alternatives



% of Clients Expected to be Invested in Alternatives Three Years from Now



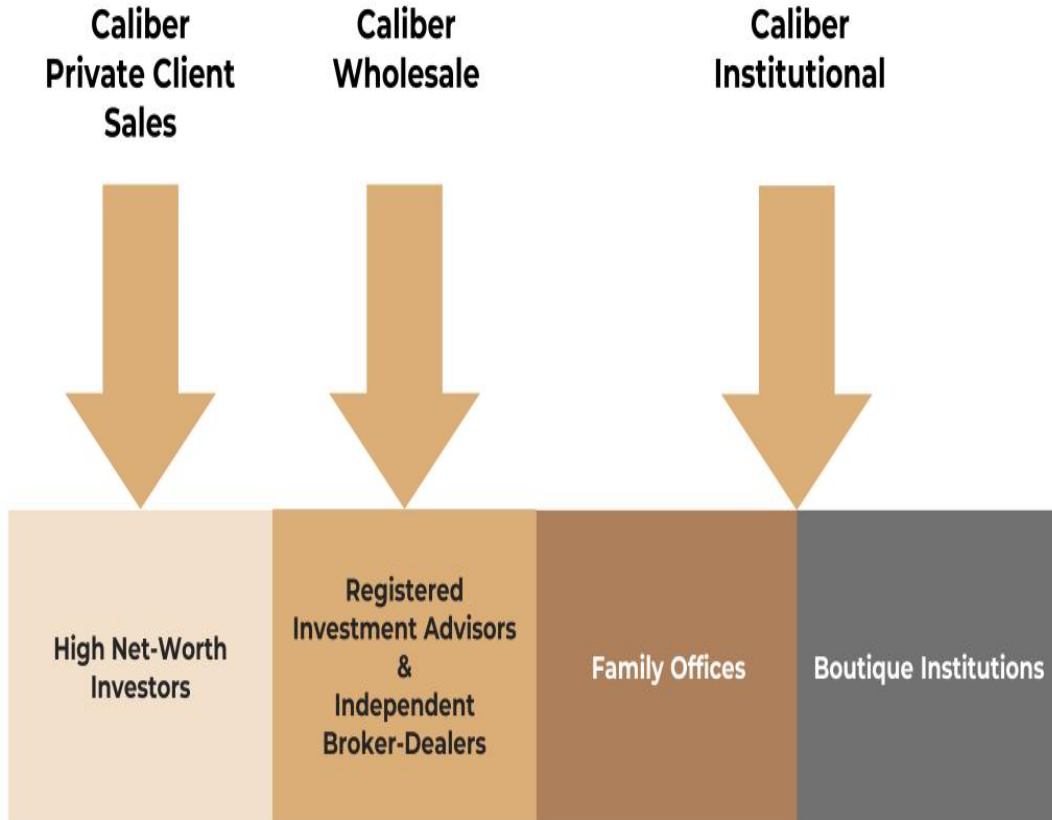
¹ WealthManagement.com survey

Our Products Solve Customer Needs

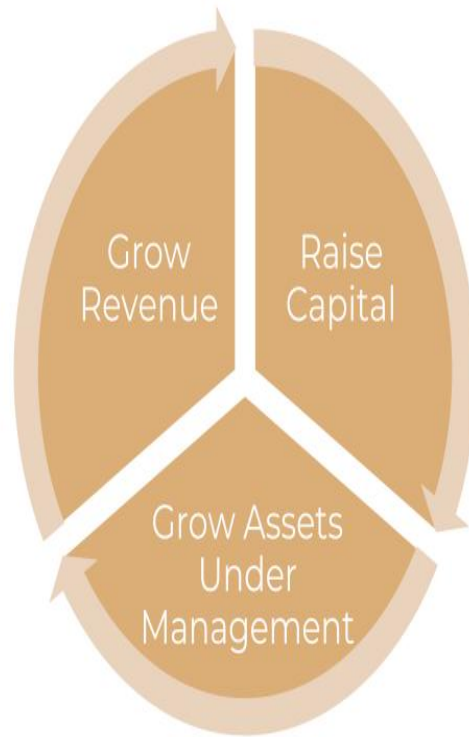
Desired Outcome	Caliber Product
Income	Lending, CORE Plus, Value Add
Growth	Distressed and Special Situations, Adaptive Re-Use & Development
Tax Planning/Reduction	Opportunity Zone Funds, 1031 Investments

Caliber seeks to build trust with our customers once and serve their real estate investment needs decade after decade, generation after generation

Caliber Has Multiple Fundraising Channels



Caliber is Designed to Deliver Sustained Growth



Caliber's model utilizes fundraising in its products to grow the tangible value of Caliber without dilutive corporate financings

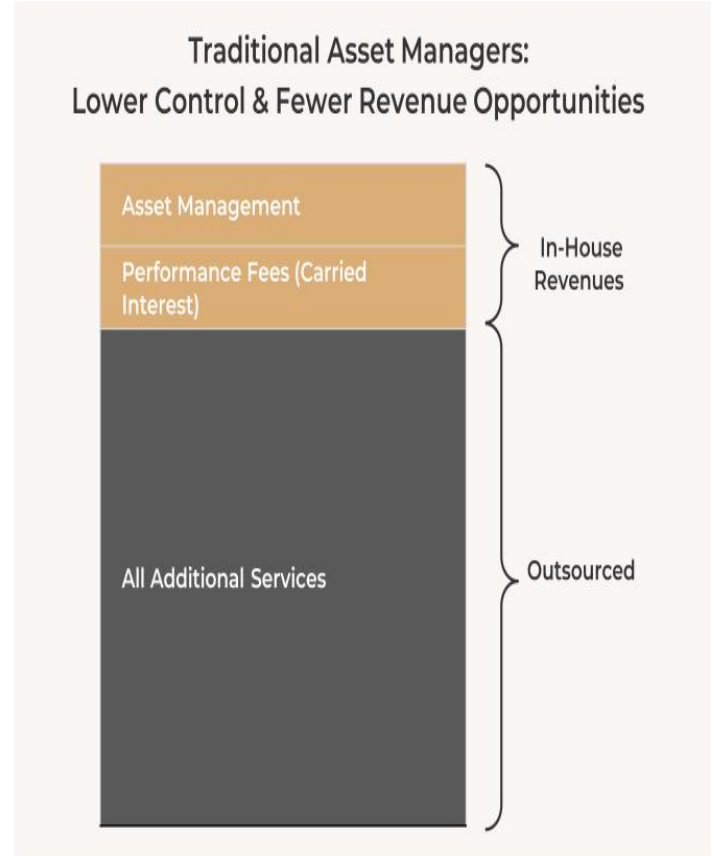
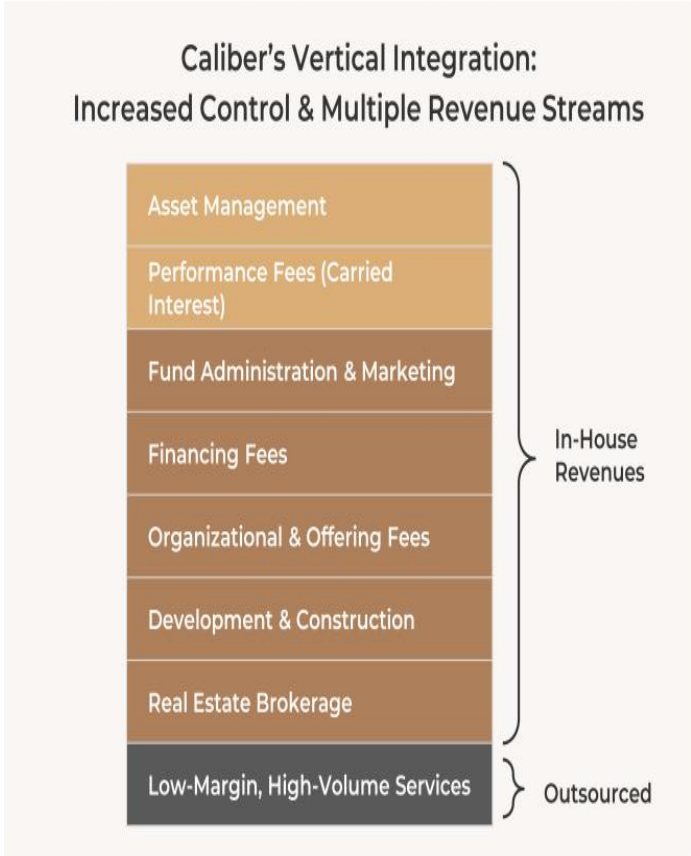
We Have Multiple Revenue Streams



Note: asset services performed in-house at market rates.

Caliber Earns More Per Dollar in AUM

Caliber has optimized in-house and third-party services to maximize control and profitability



Source: Caliber's estimates and internal research reviewing comparable business models

Revenue Growth Driven by Annual Recurring Fees

Annual
Run Rate

Caliber uses the Run Rate to demonstrate how annualized asset management fees change as compared to prior periods

Asset
Management
Revenue
Run Rate

Asset
Management
Fees
(for month ended 9/30/23)
\$0.8M

X

Months in
the Year
12

=

Annualized
Revenue
\$9.8M

Increase
vs FY22
+18%¹⁾

For Every \$100M Invested Caliber Earns
1% to 1.5% in Asset Management Fees²⁾ or \$1M to \$1.5M

1) Fiscal 2022 asset management fees = \$8.3M

2) Asset Management Fees from funds are generally based on 1.0% to 1.5% of the unreturned capital contributions in a particular fund and include reimbursement for costs incurred on behalf of the fund, including an allocation of certain overhead costs. The Company earns an asset management fee of 0.70% of the Caliber Hospitality Trust's enterprise value and is reimbursed for certain costs incurred on behalf of the Caliber Hospitality Trust.

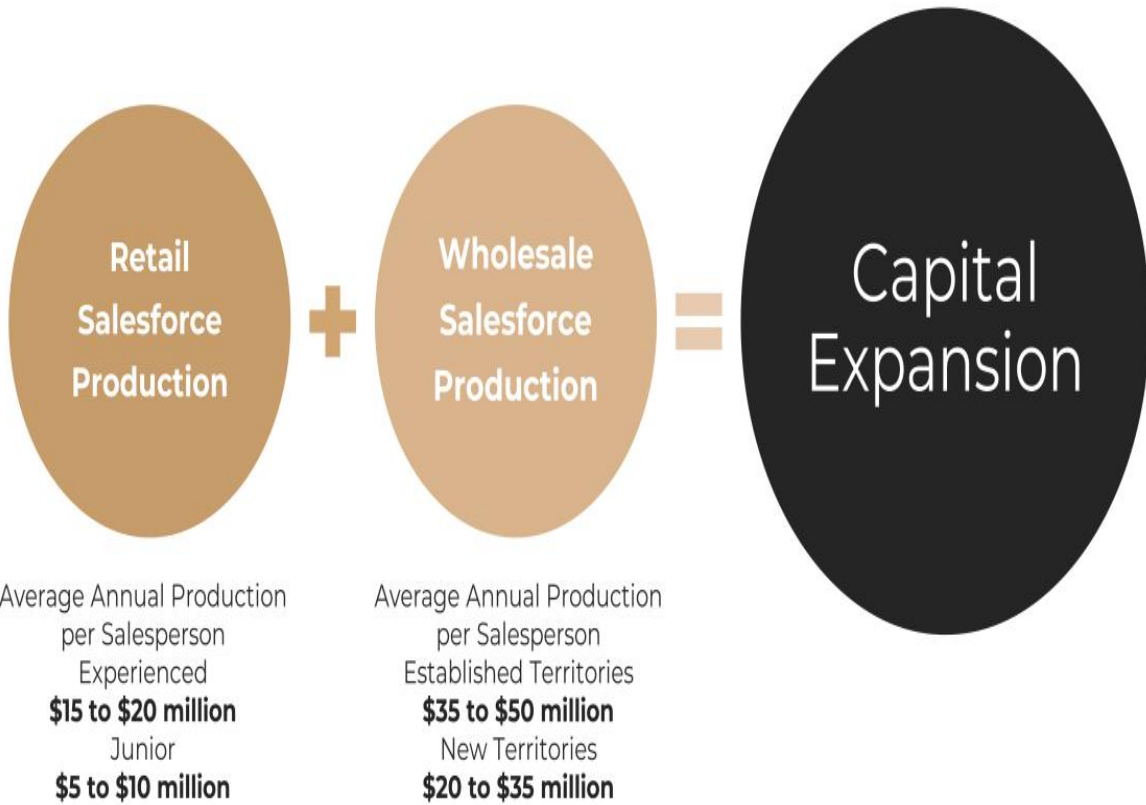
CALIBER

HOSPITALITY TRUST

Using the Caliber infrastructure to launch public investment products

- Externally advised private hospitality real estate investment trust (“CHT”)
- \$186M in Caliber-managed hotel assets contributed in Q1 2023 to seed CHT
- \$220m in 2nd Contribution signed with LTD, taking portfolio to \$400m+
- Target portfolio value of \$1b+ prior to a planned public offering
- Caliber seeks to build a “middle-market” public hospitality company that offers a viable alternative to asset sales for third party contributors
- Trust offers contributors a tax-deferred exchange, debt reduction, capital for renovations, and enhanced liquidity

Caliber Could Expand Fundraising by Growing Sales Distribution



Source: Caliber's estimates and internal research

Caliber formally expands its national wholesaling team

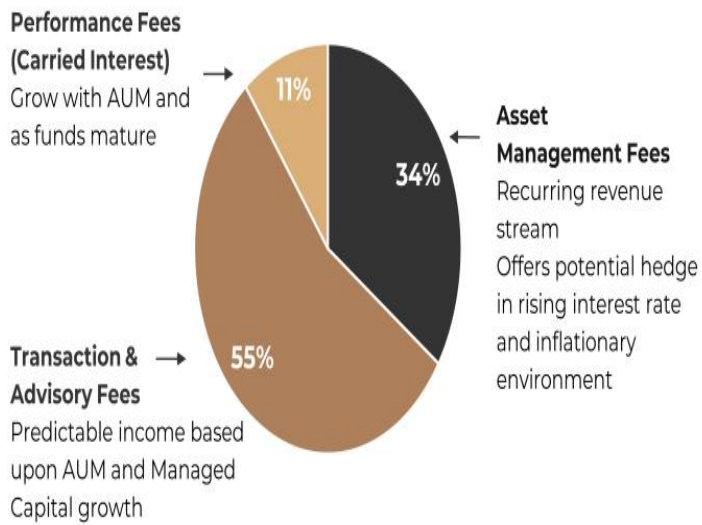
National Wholesaling Team



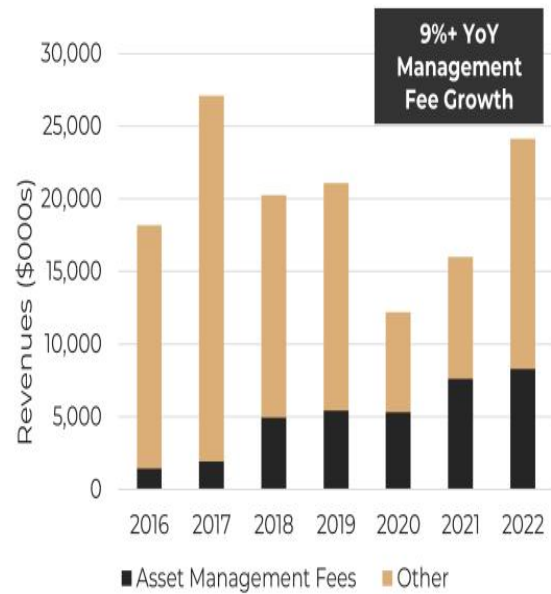
- Skyway Capital Markets to serve as a managing broker-dealer for our funds' primary investment products
- Skyway is an independent managing broker dealer offering a comprehensive platform for the distribution of investment offerings to broker-dealers and registered investment advisors
- Skyway will assist Caliber to build an internal wholesaling team that will lead distribution for the primary investment products of our funds under management

Revenue Growth Focused on Asset Management Fees

Diversified Revenue Streams (2022 Revenue Share)



Management Fee Revenue Growing Steadily



Source: Caliber reports

Experienced & Aligned Executive Leaders



Chris Loeffler – CEO & Co-Founder

Jennifer Schrader – President and COO & Co-Founder

Jade Leung – CFO

Roy Bade – Chief Development Officer

John Hartman – CIO

Yaron Ashkenazi – Head of Hospitality

George Pace – EVP Revenue

- ✓ Scaled Caliber to \$2.9 billion in AUM and AUD, more than 2,000 customers and nearly 100 employees
- ✓ Broad expertise spanning strategy, capital raising, new product development, real estate investment and development, strategic partnerships, operations, capital markets, and sales & marketing
- ✓ Entrepreneurial, growth mindset coupled with a contrarian approach
- ✓ Aligned with shareholders - ~50% stock ownership, including Co-Founders

Note: AUD represents our current estimated costs to complete the development and construction of Assets Under Development projects.

Our Directors

Public Company, Asset Management, Real Estate and Public Company Experience

- **Chris Loeffler** – Chief Executive Officer & Co-Founder
- **Jennifer Schrader** – President, Chief Operating Officer & Co-Founder
- **Dan Hansen** – Lead Independent Director
- **William J. Gerber** – Director
- **Michael Trzupsek** – Director
- **Lawrence X. Taylor** – Director

Commitment to Corporate Governance

- ✓ 5+ year history of public company reporting; Big 4 auditor
- ✓ Established Board Committees and Charters
- ✓ Commitment to sustainable business practices



3rd Quarter Financial Highlights

Financial Measures

- Total revenues of \$17.0 million
- Asset management revenue of \$2.4 million
- Asset management revenue run rate of \$9.8 million
- Net loss attributable to Caliber of \$3.4 million, or \$0.16 per diluted share
- Adjusted EBITDA loss of \$1.5 million

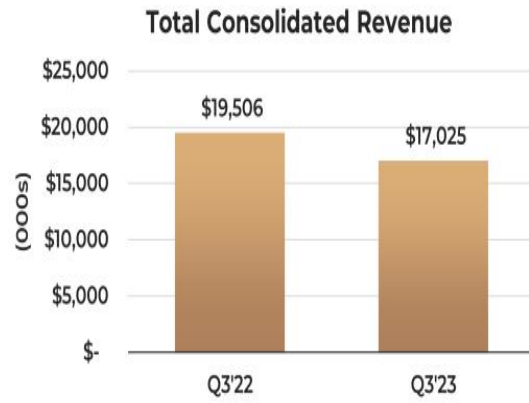
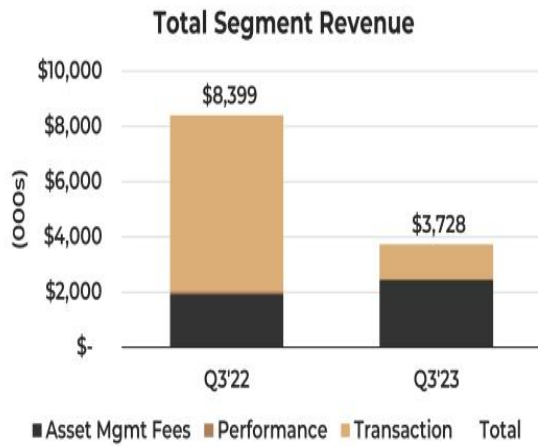
Metrics

- Fair value assets under management of \$822.5 million
- Asset management fees of \$1.3 million
- Managed capital of \$412.4 million

Corporate

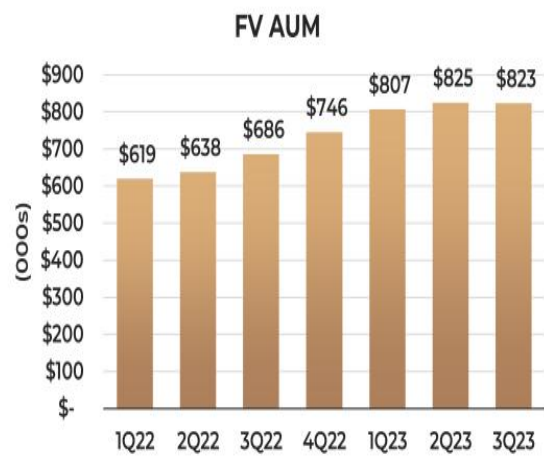
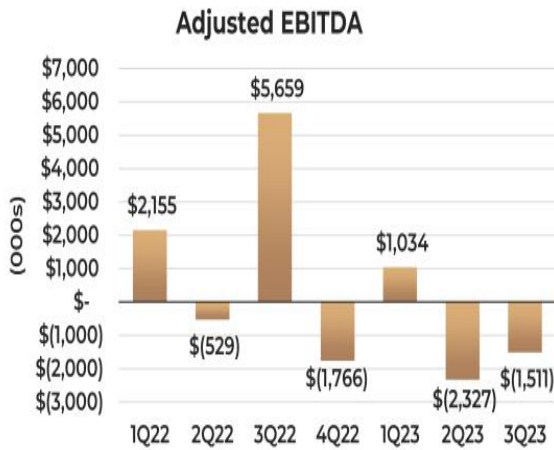
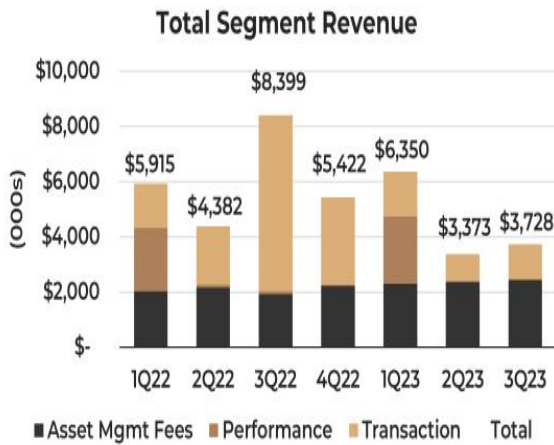
- Contribution agreement with L.T.D. Hospitality Group of 9 hotel properties to Caliber Hospitality Trust.
- Received the first \$5.0 million tranche of a planned investment into CHT of up to \$50.0 million from a family office group.
- Sold Northsight Crossing Retail Center for \$27.4 million, resulting in net cash proceeds of ~\$12.2 million, a gain on the sale of real estate of ~\$5.0 million, and a loss on the extinguishment of debt of ~\$0.2 million. Originally purchased in January 2022 for \$21.1 million.
- Signed first selling agreement with a regional broker dealer for investments in Caliber-sponsored products – expected to increase Caliber fundraising.
- Announced financial targets: cumulative fundraising of \$750 million for the period, 2024-2026; AUM target of \$3 billion by year-end, 2026; annualized segment revenue of \$50 million by year-end, 2026.

3rd Quarter Summary Results



Source: Caliber reports

3rd Quarter – Historical Summary Results





3rd Quarter Financial Review

Q3 revenues decreased 12.7% YoY, primarily due to lower consolidated transaction and advisory fees and offering fees earned for services performed, offset by an increase in consolidated fund revenues

CALIBERCO INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
 (AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues				
Asset management fees	\$ 1,273	\$ 982	\$ 3,784	\$ 3,048
Performance allocations	36	103	2,474	2,508
Transaction and advisory fees	1,043	5,890	2,462	8,261
Consolidated funds – hospitality revenue	12,526	10,988	52,008	43,801
Consolidated funds – other revenue	2,147	1,543	6,264	4,871
Total revenues	17,025	19,506	66,992	62,489
Expenses				
Operating costs	4,881	3,203	16,205	8,421
General and administrative	1,672	1,252	4,914	5,389
Marketing and advertising	210	288	888	1,293
Depreciation and amortization	140	7	409	23
Consolidated funds – hospitality expenses	18,644	14,960	59,676	44,786
Consolidated funds – other expenses	2,883	1,677	6,757	6,146
Total expenses	28,430	21,387	88,849	66,058

GAAP Income Statement (cont.)

Q3 expenses increased 32.9% YoY, primarily due to an increase in consolidated fund related expenses from Hilton Tucson East, which was consolidated during Q1, and rising labor costs and variable costs associated with increased revenue

CALIBER COS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)

Consolidated funds - gain on sale of real estate investments	—	—	—	21,530
Other income (loss), net	414	25	1,479	241
Gain on extinguishment of debt	—	1,421	—	1,421
Interest income	85	109	279	112
Interest expense	<u>(1,316)</u>	<u>(341)</u>	<u>(3,408)</u>	<u>(685)</u>
Net (loss) income before income taxes	(12,222)	(667)	(23,507)	19,050
Provision for income taxes	—	—	—	—
Net (loss) income	<u>(12,222)</u>	<u>(667)</u>	<u>(23,507)</u>	<u>19,050</u>
Net (loss) income attributable to noncontrolling interests	<u>(8,813)</u>	<u>(5,067)</u>	<u>(13,165)</u>	<u>14,561</u>
Net (loss) income attributable to CaliberCos Inc.	<u>(3,409)</u>	<u>4,400</u>	<u>(10,342)</u>	<u>4,489</u>
Basic net (loss) income per share attributable to common stockholders	<u>\$ (0.16)</u>	<u>\$ 0.24</u>	<u>\$ (0.53)</u>	<u>\$ 0.25</u>
Diluted net (loss) income per share attributable to common stockholders	<u>\$ (0.16)</u>	<u>\$ 0.22</u>	<u>\$ (0.53)</u>	<u>\$ 0.23</u>
Weighted average common shares outstanding:				
Basic	<u>21,238</u>	<u>18,229</u>	<u>19,688</u>	<u>18,033</u>
Diluted	<u>21,238</u>	<u>20,074</u>	<u>19,688</u>	<u>19,878</u>

NON-GAAP Income Statement

Q3 net loss of \$12.2 million, compared to \$0.7 million YoY, and Q3 Consolidated Adjusted EBITDA was a loss of \$3.2 million, compared to income of \$4.7 million YoY, due to lower net income attributed to higher expenses related to investment in the Company's strategic growth initiatives

NON-GAAP INCOME STATEMENT
(AMOUNTS IN THOUSANDS)

	Three Months Ended September 30,	
	2023	2022
Net loss	\$ (12,222)	\$ (667)
Interest expense	1,316	342
Depreciation expense	140	15
Consolidated funds' EBITDA adjustments	7,210	4,810
Consolidated EBITDA	(3,556)	4,500
Share buy-back	—	78
Stock-based compensation	393	170
Severance payments	6	—
Consolidated Adjusted EBITDA	(3,157)	4,748
Intercompany eliminations	2,002	1,615
Non-controlling interest Adjusted EBITDA eliminations	(356)	(704)
Caliber Adjusted EBITDA	\$ (1,511)	\$ 5,659

CALIBERCOS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

	September 30, 2023	December 31, 2022
Assets		
Cash	\$ 995	\$ 1,921
Restricted cash	2,479	23
Real estate investments, net	21,383	2,065
Due from related parties	6,498	9,646
Investments in unconsolidated entities	3,290	3,156
Operating lease - right of use assets	204	1,411
Prepaid and other assets	2,629	5,861
Assets of consolidated funds		
Cash	4,536	5,736
Restricted cash	10,407	8,254
Real estate investments, net	219,140	196,177
Accounts receivable, net	2,434	2,228
Notes receivable - related parties	31,184	28,229
Due from related parties	27	15
Operating lease - right of use assets	8,785	8,769
Prepaid and other assets	10,739	5,343
Total assets	\$ 324,730	\$ 278,834

GAAP Balance Sheet (cont.)

CALIBERCOS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

	<u>September 30, 2023</u>	<u>December 31, 2022</u>
Liabilities and Stockholders' Equity		
Notes payable	\$ 54,254	\$ 14,653
Notes payable - related parties	—	365
Accounts payable and accrued expenses	6,852	6,374
Buyback obligation	—	12,391
Due to related parties	87	171
Operating lease liabilities	125	1,587
Other liabilities	535	64
Liabilities of consolidated funds		
Notes payable, net	147,779	134,256
Notes payable - related parties	12,799	6,973
Accounts payable and accrued expenses	11,949	9,252
Due to related parties	210	68
Operating lease liabilities	12,397	12,461
Other liabilities	2,987	3,030
Total liabilities	<u>249,974</u>	<u>201,645</u>

GAAP Balance Sheet (cont.)

CALIBERCOS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(AMOUNTS IN THOUSANDS, EXCEPT FOR SHARE AND PER SHARE DATA)

Commitments and Contingencies

Preferred stock Series B, \$0.001 par value; 12,500,000 shares authorized, no shares issued and outstanding as of September 30, 2023 and 1,651,302 shares issued and outstanding as of December 31, 2022	—	—
Common stock Class A, \$0.001 par value; 100,000,000 shares authorized, 13,848,800 and 10,790,787 shares issued and outstanding as of September 30, 2023 and December 31, 2022, respectively	14	11
Common stock Class B, \$0.001 par value; 15,000,000 shares authorized, 7,416,414 shares issued and outstanding as September 30, 2023 and December 31, 2022	7	7
Paid-in capital	38,723	33,108
Less treasury stock, at cost, 277,342 shares repurchased and 3,432,351 forward repurchase shares as of December 31, 2022. As of September 30, 2023, there was no treasury stock or forward repurchase shares	—	(13,626)
Accumulated deficit	<u>(34,469)</u>	<u>(22,709)</u>
Stockholders' equity (deficit) attributable to CaliberCos Inc.	4,275	(3,209)
Stockholders' equity attributable to noncontrolling interests	<u>70,481</u>	<u>80,398</u>
Total stockholders' equity	<u>74,756</u>	<u>77,189</u>
Total liabilities and stockholders' equity	<u>\$ 324,730</u>	<u>\$ 278,834</u>



Appendix

Non-GAAP Measures

We present Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA, which are not recognized financial measures under U.S. GAAP, as supplemental disclosures because we regularly review these measures to evaluate our funds, measure our performance, identify trends, formulate financial projections and make strategic decisions.

Consolidated EBITDA represents the Company's and the consolidated funds' earnings before net interest expense, income taxes, depreciation and amortization. Consolidated Adjusted EBITDA represents Consolidated EBITDA as further adjusted to exclude stock-based compensation, transaction fees, expenses and other public registration direct costs related to aborted or delayed offerings and our Reg A+ offering, the share repurchase costs related to the Company's Buyback Program, litigation settlements, expenses recorded to earnings relating to investment deals which were abandoned or closed, any other non-cash expenses or losses, as further adjusted for extraordinary or non-recurring items.

Caliber Adjusted EBITDA represents Consolidated Adjusted EBITDA on a basis that deconsolidates our consolidated funds (intercompany eliminations) and eliminates noncontrolling interest. Eliminating the impact of consolidated funds and noncontrolling interest provides investors a view of the performance attributable to CaliberCos Inc. and is consistent with performance models and analysis used by management.

When analyzing our operating performance, investors should use these measures in addition to, and not as an alternative for, their most directly comparable financial measure calculated and presented in accordance with U.S. GAAP. We generally use these non-U.S. GAAP financial measures to evaluate operating performance and for other discretionary purposes. We believe that these measures enhance the understanding of ongoing operations and comparability of current results to prior periods and may be useful for investors to analyze our financial performance because they eliminate the impact of selected charges that may obscure trends in the underlying performance of our business. Because not all companies use identical calculations, our presentation of Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA may not be comparable to similarly identified measures of other companies.

Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA are not intended to be measures of free cash flow for our discretionary use because they do not consider certain cash requirements such as tax and debt service payments. These measures may also differ from the amounts calculated under similarly titled definitions in our debt instruments, which amounts are further adjusted to reflect certain other cash and non-cash charges and are used by us to determine compliance with financial covenants therein and our ability to engage in certain activities, such as incurring additional debt and making certain restricted payments.

The following table presents a reconciliation of net (loss) income to Consolidated EBITDA, Consolidated Adjusted EBITDA, and Caliber Adjusted EBITDA for the three months ended September 30, 2023 and 2022 (in thousands):

NON-GAAP Reconciliation

NON-GAAP RECONCILIATION
(AMOUNTS IN THOUSANDS)

	Three Months Ended September 30,	
	2023	2022
Net loss	\$ (12,222)	\$ (667)
Interest expense	1,316	342
Depreciation expense	140	15
Consolidated funds' EBITDA adjustments	7,210	4,810
Consolidated EBITDA	(3,556)	4,500
Share buy-back	—	78
Stock-based compensation	393	170
Severance payments	6	—
Consolidated Adjusted EBITDA	(3,157)	4,748
Intercompany eliminations	2,002	1,615
Non-controlling interest Adjusted EBITDA eliminations	(356)	(704)
Caliber Adjusted EBITDA	\$ (1,511)	\$ 5,659

NON-GAAP Reconciliation

FUND MANAGEMENT SEGMENT (AMOUNTS IN THOUSANDS)

	Three Months Ended		\$ Change	% Change
	2023	2022		
Revenues				
Asset management fees	\$ 2,428	\$ 1,927	\$ 501	26.0 %
Performance allocations	24	103	(79)	(76.7)%
Transaction and advisory fees	560	5,008	(4,448)	(88.8)%
Total revenues	<u>3,012</u>	<u>7,038</u>	<u>(4,026)</u>	<u>(57.2)%</u>
Expenses				
Operating costs	4,228	2,661	1,567	58.9 %
General and administrative	1,549	1,184	365	30.8 %
Marketing and advertising	208	287	(79)	(27.5)%
Depreciation and amortization	34	7	27	385.7 %
Total expenses	<u>6,019</u>	<u>4,139</u>	<u>1,880</u>	<u>45.4 %</u>
Other expense, net	11	(3)	14	(466.7)%
Gain on extinguishment of debt	—	1,421	(1,421)	(100.0)%
Interest expense	(1,128)	(326)	(802)	246.0 %
Interest income	729	108	621	575.0 %
Net loss	<u>\$ (3,395)</u>	<u>\$ 4,099</u>	<u>\$ (7,494)</u>	<u>(182.8)%</u>

NON-GAAP Reconciliation

DEVELOPMENT SEGMENT (AMOUNTS IN THOUSANDS)

	Three Months Ended			
	September 30,		\$ Change	% Change
	2023	2022		
Revenues				
Transaction and advisory fees	\$ 516	\$ 1,182	\$ (666)	(56.3)%
Total revenues	<u>516</u>	<u>1,182</u>	<u>(666)</u>	<u>(56.3)%</u>
Expenses				
Operating costs	394	321	73	22.7%
General and administrative	78	45	33	73.3%
Depreciation and amortization	—	8	(8)	(100.0)%
Total expenses	<u>472</u>	<u>374</u>	<u>98</u>	<u>26.2%</u>
Other expense, net	—	9	(9)	(100.0)%
Net income	<u>\$ 44</u>	<u>\$ 817</u>	<u>\$ (773)</u>	<u>(94.6)%</u>

NON-GAAP Reconciliation

BROKERAGE SEGMENT (AMOUNTS IN THOUSANDS)

	Three Months Ended			
	September 30,		\$ Change	% Change
	2023	2022		
Revenues				
Transaction and advisory fees	\$ 200	\$ 179	\$ 21	11.7%
Total revenues	<u>200</u>	<u>179</u>	<u>21</u>	<u>11.7%</u>
Expenses				
Operating costs	102	31	71	229.0%
General and administrative	24	23	1	4.3%
Marketing and advertising	—	—	—	—
Depreciation and amortization	<u>39</u>	<u>—</u>	<u>39</u>	<u>100.0%</u>
Total expenses	<u>165</u>	<u>54</u>	<u>111</u>	<u>205.6%</u>
Other income, net	138	28	110	392.9%
Gain on extinguishment of debt	1	—	1	100.0%
Interest expense	<u>(189)</u>	<u>(15)</u>	<u>(174)</u>	<u>1160.0%</u>
Net (loss) income	<u>\$ (15)</u>	<u>\$ 138</u>	<u>\$ (153)</u>	<u>(110.9)%</u>

NON-GAAP Reconciliation

MANAGED CAPITAL
(AMOUNTS IN THOUSANDS)

	<u>Managed Capital</u>
Balances as of December 31, 2022	\$ 383,189
Originations	12,050
Redemptions	<u>(2,742)</u>
Balances as of March 31, 2023	392,497
Originations	11,227
Redemptions	<u>(1,968)</u>
Balances as of June 30, 2023	401,756
Originations	12,958
Redemptions	<u>(2,268)</u>
Balances as of September 30, 2023	<u>\$ 412,446</u>

	<u>September 30, 2023</u>	<u>December 31, 2022</u>
Real Estate		
Hospitality	\$ 101,118	\$ 102,071
Residential	72,501	62,819
Commercial	<u>147,857</u>	<u>128,210</u>
Total Real Estate	321,476	293,100
Credit ⁽¹⁾	79,758	74,766
Other ⁽²⁾	<u>11,212</u>	<u>15,323</u>
Total	<u>\$ 412,446</u>	<u>\$ 383,189</u>

- (1) Credit managed capital represents loans made to Caliber's investment funds by our diversified credit fund.
(2) Other managed capital represents undeployed capital held in our diversified funds.

NON-GAAP Reconciliation

FV AUM
(AMOUNTS IN THOUSANDS)

	FV AUM
Balances as of December 31, 2022	\$ 745,514
Assets acquired ⁽¹⁾	28,604
Construction and net market appreciation	33,019
Assets sold or disposed	(5,820)
Credit ⁽²⁾	4,242
Other ⁽³⁾	1,360
Balances as of March 31, 2023	806,919
Assets acquired ⁽¹⁾	—
Construction and net market appreciation	19,095
Assets sold or disposed	(595)
Credit ⁽²⁾	590
Other ⁽³⁾	(703)
Balances as of June 30, 2023	825,306
Assets acquired ⁽¹⁾	780
Construction and net market appreciation	1,045
Assets sold or disposed	(6,025)
Credit ⁽²⁾	160
Other ⁽³⁾	1,204
Balances as of September 30, 2023	\$ 822,470

NON-GAAP Reconciliation

FV AUM
(AMOUNTS IN THOUSANDS)

	<u>September 30, 2023</u>	<u>December 31, 2022</u>
Real Estate		
Hospitality	\$ 316,000	\$ 319,300
Residential	148,600	86,900
Commercial	266,900	255,197
Total Real Estate	<u>731,500</u>	<u>661,397</u>
Credit ⁽²⁾	79,758	74,766
Other ⁽³⁾	<u>11,212</u>	<u>9,351</u>
Total	<u>\$ 822,470</u>	<u>\$ 745,514</u>

- (1) Assets acquired during the nine months ended September 30, 2023 include one development asset in Colorado, our headquarters office building, and one multi-family residential asset in Arizona.
- (2) Credit FV AUM represents loans made to Caliber's investment funds by our diversified credit fund.
- (3) Other FV AUM represents undeployed capital held in our diversified funds.

