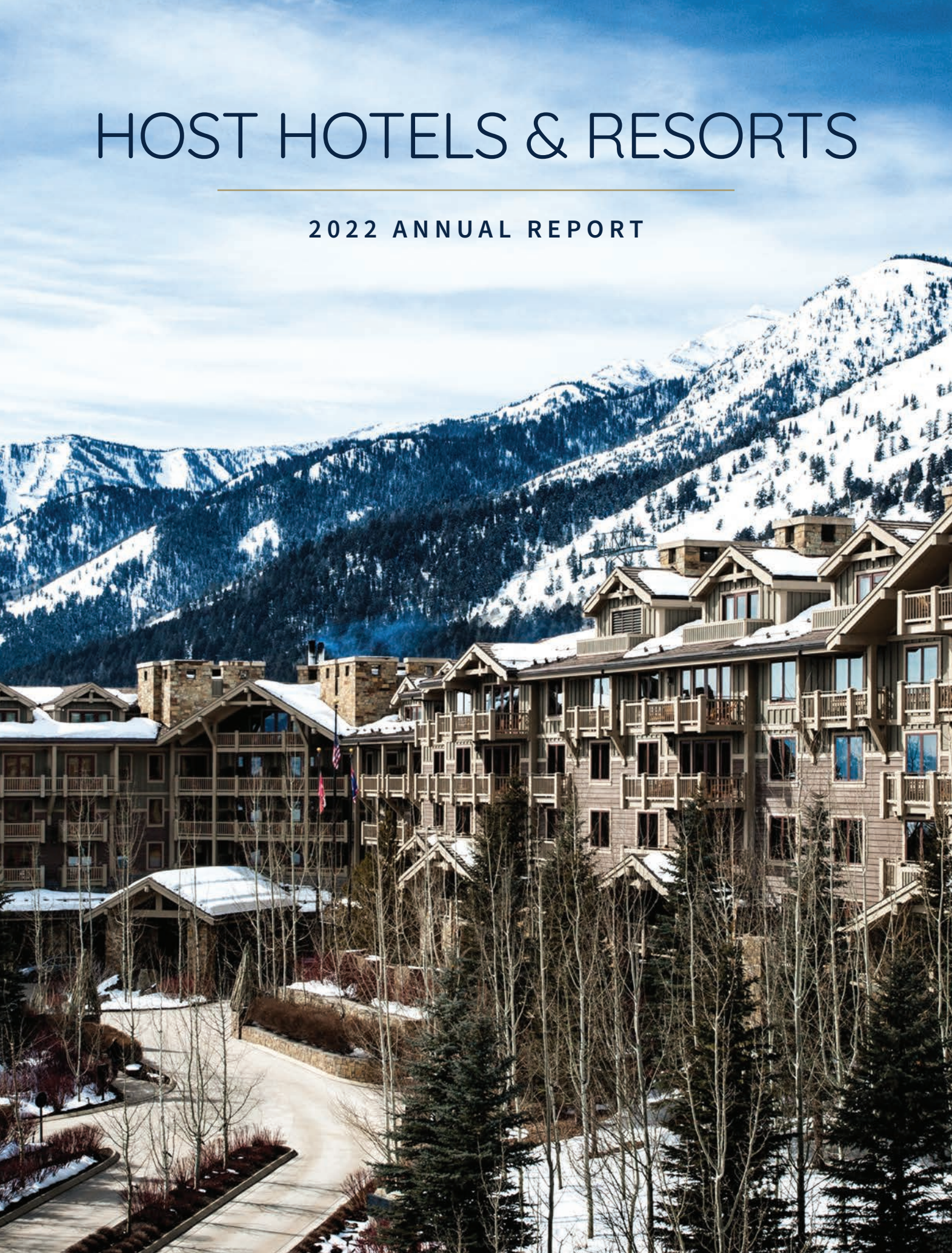
HOST HOTELS & RESORTS

2022 ANNUAL REPORT



HOST AT A GLANCE

THE **ONLY** lodging REIT in the S&P 500

78 Hotels

THE **LARGEST** U.S. lodging REIT

42.2K Rooms

THE **ONLY** investment-grade lodging REIT

HOST HOTELS & RESORTS OWNS THE LARGEST PORTFOLIO OF LUXURY AND UPPER UPSCALE HOTELS IN THE PUBLIC MARKETS. WITH ICONIC AND IRREPLACEABLE PROPERTIES LOCATED IN THE TOP DESTINATIONS ACROSS THE UNITED STATES, A BEST-IN-CLASS INVESTMENT GRADE BALANCE SHEET AND A STRONG ANALYTICS PLATFORM, WE ARE WELL-POSITIONED TO CREATE LONG-TERM VALUE FOR OUR STOCKHOLDERS.



ON THE COVER AND ABOVE: **FOUR SEASONS RESORT AND RESIDENCES JACKSON HOLE**
(Acquired November 1, 2022)

INVESTMENT THESIS

CAPITAL ALLOCATION
TRACK RECORD

- Accretive capital recycling including a $315 million acquisition and over $670 million of dispositions in 2022. We acquired 8 hotels from 2021-2022, which finished 2022 with RevPAR of $440, compared to the disposition of 10 hotels over the same period which had 2019 RevPAR of $171.

EBITDA
GROWTH PROFILE

- Seeking to elevate our EBITDA growth profile through acquisitions and the investment of over $300 million in Return on Investment projects in 2022.

DIVERSE
PORTFOLIO

- Geographic diversification: no market accounts for more than 10% of 2022 total revenues.

STRONG
BALANCE SHEET

- $2.4 billion in total available liquidity as of December 31, 2022, including FF&E reserves and $1.5 billion available under credit facility.
- Amended the $2.5 billion credit facility agreement in January 2023, extending maturities and maintaining previous pricing.

SIZE, SCALE
& REPUTATION

Allows us to leverage multiple fronts:

- Operational benchmarking and analytical capability
- Ability to source off-market transactions and close with certainty
- Large, branded portfolio allows us to leverage relationships with operators and implement broad changes efficiently



HYATT REGENCY MAUI RESORT AND SPA
(Comprehensive Renovation Completed in 2020)



THE RITZ-CARLTON, AMELIA ISLAND
(A Marriott Transformational Capital Program Property)



NEW YORK MARRIOTT MARQUIS
(A Marriott Transformational Capital Program Property)



HOTEL VAN ZANDT
(Acquired December 29, 2021)

TO OUR STOCKHOLDERS



JAMES F. RISOLEO
President, Chief Executive Officer and Director

RICHARD E. MARRIOTT
Chairman of the Board

Over the course of 2022, **WE DELIVERED STRONG OPERATIONAL IMPROVEMENTS**, driven by continued rate strength across our portfolio, which helped us achieve the high end of our full year 2022 guidance range. We successfully allocated capital through acquisitions, dispositions, and reinvestment in our portfolio. In addition, we made progress on our three key strategic objectives, maintained a strong investment grade balance sheet, and returned value to our stockholders.

As the lodging recovery progressed this year, our hotels grew occupancy from down 30 percentage points in January, as compared to 2019 levels, to down only 12 percentage points in December, with rate exceeding 2019 by double digits for the entirety of 2022. Strong leisure demand continued to drive the recovery at our resorts, and our urban markets also saw significant RevPAR improvements during the year. In the fourth quarter, net income and operating profit margin exceeded 2019 while our RevPAR, All Owned Hotel EBITDA, and EBITDA margins all exceeded 2019 levels for the third consecutive quarter, despite operations being impacted by Hurricane Ian.

In addition to delivering strong operating improvements, we were once again **RECOGNIZED AS A GLOBAL LEADER IN CORPORATE RESPONSIBILITY** in 2022. While we work toward achieving our 2025 environmental and social targets, we introduced our 2050 vision of becoming a net positive company, which is detailed in our 2022 Corporate Responsibility report. We now have a total of 10 LEED-certified properties, including 3 LEED Gold hotels, plus our corporate headquarters. In addition, we were named to the Dow Jones Sustainability Index (DJSI) World, which recognizes global sustainability leaders across all industries, for the fourth consecutive year, and we were included in the DJSI North America for the sixth consecutive year. Additionally, we were once again included among the world's most sustainable companies in S&P's Global Sustainability Yearbook and named one of America's Most Responsible Companies by Newsweek.

We continued to **MAKE PROGRESS ON OUR THREE KEY STRATEGIC OBJECTIVES**, which are aimed at elevating the

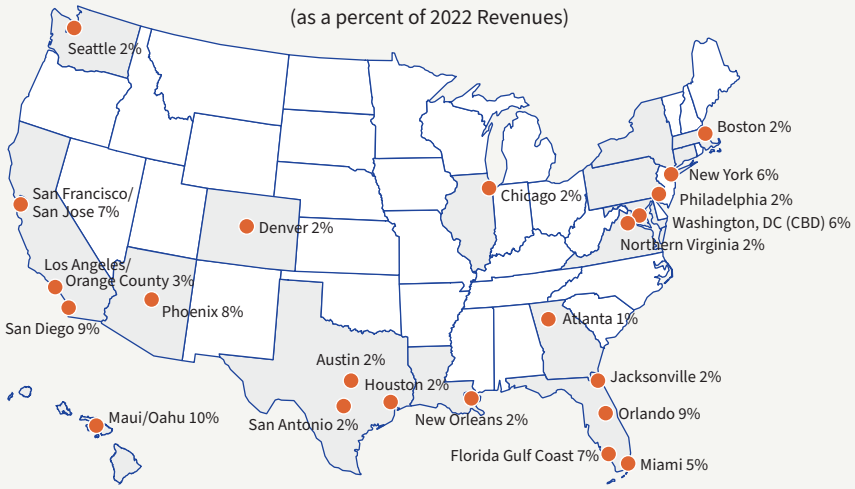
ORLANDO WORLD CENTER MARRIOTT
(A Marriott Transformational Capital Program Property)



HYATT REGENCY COCONUT POINT RESORT AND SPA
(Comprehensive Renovation completed in 2021)

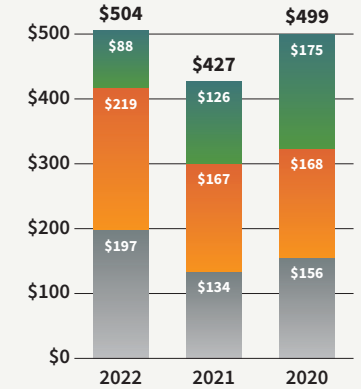


GEOGRAPHICAL DIVERSITY
(as a percent of 2022 Revenues)



Other Domestic 5%
International 1%
Disposition 1%

CAPITAL EXPENDITURES INVESTMENT
(in millions)



ROI–Marriott Transformational Capital Program
ROI–All other ROI projects
Renewals and Replacements

CAPEX SPEND PER KEY: $34,000
(from 2020-2022)

EBITDA growth profile of our portfolio. Our objectives include redefining the hotel operating model with our managers, gaining RevPAR index share at hotels through comprehensive renovations, and strategically allocating capital to development return on investment projects. As it relates to our efforts to redefine the hotel operating model, we have achieved the bulk of the $100 to $150[1] million of expense savings associated with this objective, and we believe the high end of the range is achievable once we get back to 2019 business volumes.

We successfully allocated capital through **ACQUISITIONS, DISPOSITIONS, AND REINVESTMENT IN OUR PORTFOLIO**. In 2022, we acquired the Four Seasons Resort and Residences Jackson Hole for $315 million. We also disposed of four hotels totaling $672 million. Over the past few years, we have been in the unique position of being able to deploy significant capital into our assets with the goal of achieving RevPAR index share gains. In 2022, our capital expenditures totaled $504 million, and we completed approximately 96% of the Marriott Transformational Capital Program. We believe these reinvestments will position our portfolio to outperform as we head further into the lodging recovery.

Looking back on our transaction activity since 2018, we invested $3.5 billion in early-cycle acquisitions and disposed of approximately $4.9 billion of assets, which would

[1] This target is tied to returning to 2019 business levels and actual savings realized will be subject to change based on the future growth rate of hotel expenses, such as wages. While the actions taken to date by our managers are not contractual obligations, we expect to enforce these structural changes through our budget approval rights. Accordingly, the degree to which current cost savings become permanent is still subject to negotiation with our hotel managers and the growth rate of expenses.

BAKER'S CAY RESORT KEY LARGO, CURIO COLLECTION BY HILTON
(Acquired July 1, 2021, Named Conde Nast Top 10 Resort in Florida Keys 2022)



SAN FRANCISCO MARRIOTT MARQUIS
(A Marriott Transformational Capital Program Property)





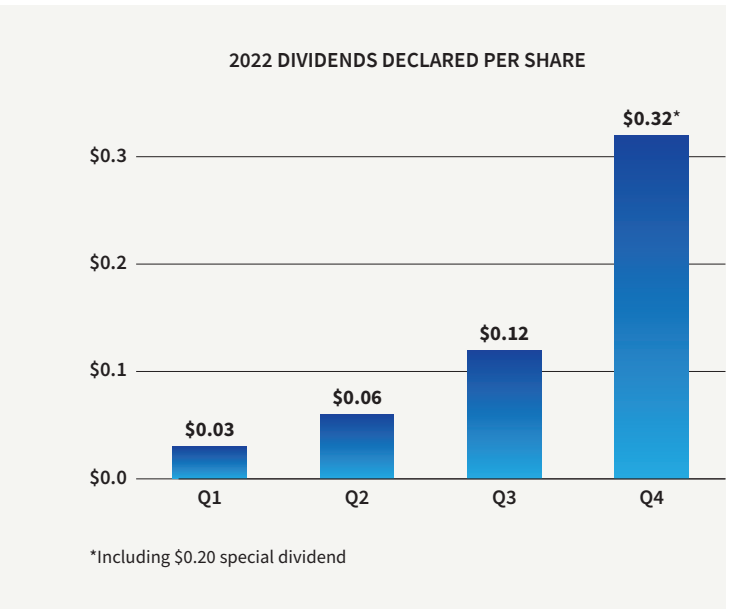
ALILA VENTANA BIG SUR
(Acquired September 8, 2021)



JW MARRIOTT WASHINGTON, DC
(Achieved LEED EBOM Gold certification in 2022)

have otherwise required significant capital expenditure investment. Since 2017 we have dramatically improved the quality of our portfolio, increasing the Total RevPAR of our assets by 15%, based on 2022 All Owned Hotel results.

We also reinstated and doubled our quarterly dividend two times over the course of 2022, bringing the total dividends declared for the year to $0.53 per common share, **RETURNING $380 MILLION IN VALUE TO STOCKHOLDERS**. As part of our capital allocation efforts this year, we repurchased 1.7 million shares at an average price of $15.93 per share through our common share repurchase program, bringing our total repurchases for the year to $27 million. We have approximately $973 million of remaining capacity under the repurchase program.

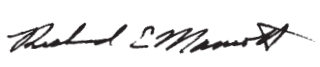


*Including $0.20 special dividend

In January 2023, **WE AMENDED AND RESTATED OUR EXISTING $2.5 BILLION CREDIT FACILITY** to further enhance the strength and flexibility of our balance sheet. The agreement reflects no increase in pricing and incorporates our industry-leading commitment to ESG by adding incentives linked to portfolio sustainability initiatives, including green building certifications and renewable energy consumption.

Over the past year, elevated inflation, rising interest rates, and fears of a slowdown weighed on the global equity markets. Despite the macroeconomic uncertainty, Host Hotels & Resorts, Inc. was the best performing lodging real estate investment trust (REIT) amongst other full-service lodging REITs in 2022 with a (4.6%) total stockholder return (TSR). Additionally, the Company has outperformed its peers from a cumulative TSR perspective on a 1-, 3- and 5-year basis, as measured by the TSR of the NAREIT Lodging & Resorts Index.

To conclude, we are very optimistic about the future of travel. Leisure rates remain well above 2019 levels, and as of mid-February, total group revenue pace for 2023 is down only slightly to the same-time in 2019 and business transient demand continues to improve. We are extremely proud of the results we achieved in 2022, and we are confident that the quality of our portfolio, our ability to reinvest in our assets, and our strong balance sheet leave us very well-positioned to create significant long-term value for our stockholders.



RICHARD E. MARRIOTT
Chairman of the Board



JAMES F. RISOLEO
President, Chief Executive Officer and Director

March 17, 2023

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2022
OR
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number: 001-14625 (Host Hotels & Resorts, Inc.)
0-25087 (Host Hotels & Resorts, L.P.)

HOST HOTELS & RESORTS, INC.
HOST HOTELS & RESORTS, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Maryland (Host Hotels & Resorts, Inc.)	**53-0085950 (Host Hotels & Resorts, Inc.)**
Delaware (Host Hotels & Resorts, L.P.)	**52-2095412 (Host Hotels & Resorts, L.P.)**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
4747 Bethesda Avenue, Suite 1300 Bethesda, Maryland	**20814**
(Address of Principal Executive Offices)	**(Zip Code)**

(240) 744-1000
(Registrant's Telephone Number, Including Area Code)
Securities registered pursuant to Section 12(b) of the Act:

	Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Host Hotels & Resorts, Inc.	Common Stock, $.01 par value (713,479,055 shares outstanding as of February 17, 2023)	HST	The Nasdaq Stock Market LLC
Host Hotels & Resorts, L.P.	None	None	None

Securities registered pursuant to Section 12(g) of the Act:
None

Host Hotels & Resorts, Inc.
Host Hotels & Resorts, L.P. Units of limited partnership interest 708,445,021 units outstanding as of February 17, 2023)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Host Hotels & Resorts, Inc. Yes ☒ No ☐
Host Hotels & Resorts, L.P. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Host Hotels & Resorts, Inc. Yes ☐ No ☒
Host Hotels & Resorts, L.P. Yes ☐ No ☒

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

Host Hotels & Resorts, Inc. Yes ☒ No ☐
Host Hotels & Resorts, L.P. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Host Hotels & Resorts, Inc. Yes ☒ No ☐
Host Hotels & Resorts, L.P. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

Host Hotels & Resorts, Inc.
Large accelerated filer ☒ Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☐
Emerging growth company ☐

Host Hotels & Resorts, L.P.
Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☒ Smaller reporting company ☐
Emerging growth company ☐

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

Host Hotels & Resorts, Inc. Yes ☐ No ☒
Host Hotels & Resorts, L.P. Yes ☐ No ☒

The aggregate market value of common shares held by non-affiliates of Host Hotels & Resorts, Inc. (based on the closing sale price on the NASDAQ Stock Market) on June 30, 2022 was $11,071,609,255.

Documents Incorporated by Reference

Portions of Host Hotels & Resorts, Inc.'s definitive proxy statement to be filed with the Securities and Exchange Commission and delivered to stockholders in connection with its annual meeting of stockholders to be held on May 18, 2023 are incorporated by reference into Part III of this Form 10-K.

Auditor Name: KPMG LLP Auditor Location: McLean, VA Audit Firm ID: 185

EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the fiscal year ended December 31, 2022 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Unless stated otherwise or the context otherwise requires, references to "Host Inc." mean Host Hotels & Resorts, Inc., a Maryland corporation, and references to "Host L.P." mean Host Hotels & Resorts, L.P., a Delaware limited partnership, and its consolidated subsidiaries. We use the terms "we" or "our" or "the company" to refer to Host Inc. and Host L.P. together, unless the context indicates otherwise. We use the term Host Inc. to specifically refer to Host Hotels & Resorts, Inc. and the term Host L.P. to specifically refer to Host Hotels & Resorts, L.P. (and its consolidated subsidiaries) in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. owns properties and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of the partnership interests ("OP units") as of December 31, 2022. The remaining partnership interests are owned by various unaffiliated limited partners. As the sole general partner of Host L.P., Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

We believe combining the annual reports on Form 10-K of Host Inc. and Host L.P. into this single report results in the following benefits:

- enhances investors' understanding of Host Inc. and Host L.P. by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined presentation, since a substantial portion of our disclosure applies to both Host Inc. and Host L.P.; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Management operates Host Inc. and Host L.P. as one enterprise. The management of Host Inc. consists of the same members who direct the management of Host L.P. The executive officers of Host Inc. are appointed by Host Inc.'s board of directors, but are employed by Host L.P. Host L.P. employs everyone who works for Host Inc. or Host L.P. As general partner with control of Host L.P., Host Inc. consolidates Host L.P. for financial reporting purposes, and Host Inc. does not have significant assets other than its investment in Host L.P. Therefore, the assets and liabilities of Host Inc. and Host L.P. are the same on their respective financial statements.

There are a few differences between Host Inc. and Host L.P., which are reflected in the disclosure in this report. We believe it is important to understand the differences between Host Inc. and Host L.P. in the context of how Host Inc. and Host L.P. operate as an interrelated consolidated company. Host Inc. is a real estate investment trust, or REIT, and its only material asset is its ownership of partnership interests of Host L.P. As a result, Host Inc. does not conduct business itself, other than acting as the sole general partner of Host L.P., and issuing public equity from time to time, the proceeds of which are contributed to Host L.P. in exchange for OP units. Host Inc. itself does not issue any indebtedness and does not guarantee the debt or obligations of Host L.P. Host L.P. holds substantially all of our assets and holds the ownership interests in our joint ventures. Host L.P. conducts the operations of the business and is structured as a limited partnership with no publicly traded equity. Except for net proceeds from public equity issuances by Host Inc., Host L.P. generates the capital required by our business through Host L.P.'s operations, by Host L.P.'s direct or indirect incurrence of indebtedness, or through the issuance of OP units.

The substantive difference between the filings of Host Inc. and Host L.P. is that Host Inc. is a REIT with public stock, while Host L.P. is a partnership with no publicly traded equity. In the financial statements, this difference primarily is reflected in the equity (or partners' capital for Host L.P.) section of the consolidated balance sheets and in the consolidated statements of equity (or partners' capital) and in the consolidated statements of operations and comprehensive income (loss) with respect to the manner in which income or loss is

allocated to non-controlling interests. Income or loss allocable to the holders of approximately 1% of the OP units is reflected as income or loss allocable to non-controlling interests at Host Inc. and within net income at Host L.P. Also, earnings per share generally will be slightly less than the earnings per OP unit, as each Host Inc. common share is the equivalent of .97895 OP units (instead of 1 OP unit). Apart from these differences, the financial statements of Host Inc. and Host L.P. are nearly identical.

To help investors understand the differences between Host Inc. and Host L.P., this report presents the following separate sections or portions of sections for each of Host Inc. and Host L.P.:

- Part II Item 5—Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc. / Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.;
- Part II Item 7—Management's Discussion and Analysis of Financial Condition and Results of Operations is combined, except for a separate discussion of material differences, if any, in the liquidity and capital resources between Host Inc. and Host L.P.;
- Part II Item 7A—Quantitative and Qualitative Disclosures about Market Risk is combined, except for separate discussions of material differences, if any, between Host Inc. and Host L.P.; and
- Part II Item 8—Financial Statements and Supplementary Data. While the financial statements themselves are presented separately, the notes to the financial statements generally are combined, except for separate discussions of differences between equity of Host Inc. and capital of Host L.P.

This report also includes separate Item 9A. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of Host Inc. and Host L.P. in order to establish that the Chief Executive Officer and the Chief Financial Officer of Host Inc. and the Chief Executive Officer and the Chief Financial Officer of Host Inc. as the general partner of Host L.P. have made the requisite certifications and that Host Inc. and Host L.P. are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

HOST HOTELS & RESORTS, INC. AND HOST HOTELS & RESORTS, L.P.

		Page
	Part I	
Item 1.	Business	1
Item 1A.	Risk Factors	21
Item 1B.	Unresolved Staff Comments	37
Item 2.	Properties	37
Item 3.	Legal Proceedings	37
Item 4.	Mine Safety Disclosures	37
	Part II	
Item 5.	Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc.	39
	Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.	40
Item 6.	Reserved	41
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	42
Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	79
Item 8.	Financial Statements and Supplementary Data	81
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	130
Item 9A.	Controls and Procedures	130
Item 9B.	Other Information	131
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	131
	Part III	
Item 10.	Directors, Executive Officers and Corporate Governance	132
Item 11.	Executive Compensation	132
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder and Unitholder Matters	132
Item 13.	Certain Relationships and Related Transactions, and Director Independence	132
Item 14.	Principal Accounting Fees and Services	133
	Part IV	
Item 15.	Exhibits and Financial Statement Schedules	134
Item 16.	Form 10-K Summary	138

PART I

Forward Looking Statements

Our disclosure and analysis in this 2022 Annual Report on Form 10-K and in Host Inc.'s 2022 Annual Report to Stockholders contain some forward-looking statements that set forth anticipated results based on management's plans and assumptions. From time to time, we also provide forward-looking statements in other materials we release to the public. Such statements give our current expectations or forecasts of future events; they do not relate strictly to historical or current facts. We have tried, wherever possible, to identify each such statement by using words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," "will," "target," "forecast" and similar expressions in connection with any discussion of future operating or financial performance. In particular, these forward-looking statements include those relating to future actions, future acquisitions or dispositions, future capital expenditures plans, future performance or results of current and anticipated expenses, interest rates, foreign exchange rates or the outcome of contingencies, such as legal proceedings or insurance gains/losses.

We cannot guarantee that any future results discussed in any forward-looking statements will be realized, although we believe that we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and potentially inaccurate assumptions, including those discussed in Item 1A "Risk Factors." Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could differ materially from past results and those results anticipated, estimated or projected. You should bear this in mind as you consider forward-looking statements.

We undertake no obligation to publicly update forward-looking statements, whether because of new information, future events or otherwise. You are advised, however, to consult any additional disclosures we make or related subjects in our reports on Form 10-Q and Form 8-K that we file with the Securities and Exchange Commission ("SEC"). Also note that, in our risk factors, we provide a cautionary discussion of risks, uncertainties and possibly inaccurate assumptions relevant to our business. These are factors that, individually or in the aggregate, we believe could cause our actual results to differ materially from past results and those results anticipated, estimated or projected. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995. It is not possible to predict or identify all such risk factors. Consequently, you should not consider the discussion of risk factors to be a complete discussion of all the potential risks or uncertainties that could affect our business.

Item 1. Business

We are the largest publicly traded lodging REIT, with a geographically diverse portfolio of luxury and upper upscale hotels. As of February 17, 2023, our consolidated lodging portfolio consists of 78 primarily luxury and upper-upscale hotels containing approximately 42,200 rooms, with substantially all located in the United States (five of the hotels are located outside of the U.S. in Brazil and Canada). In addition, we own non-controlling interests in seven domestic and one international joint ventures that focus on the lodging industry, see "—Other Real Estate Interests" for a further description.

Host Inc. was incorporated as a Maryland corporation in 1998 and operates as a self-managed and self-administered REIT. Host Inc. owns hotels and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of the partnership interests ("OP units") as of December 31, 2022. The remaining partnership interests are owned by various unaffiliated limited partners. Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

Business Strategy

Our goal is to be the preeminent owner of high-quality lodging real estate in growing markets in the U.S. and to generate superior long-term risk adjusted returns for our stockholders throughout all phases of the lodging

cycle through a combination of appreciation in asset values, growth in earnings and the payment of dividends. The pillars of our strategy to achieve this objective and elevate our growth profile include:

- *Geographically diverse portfolio of hotels in the U.S.* - Own a diversified portfolio of hotels in the U.S. in major urban and resort destinations. Target markets with diverse demand generators, high barriers to entry, favorable supply and demand dynamics and attractive long-term projected RevPAR growth;
- *Strong scale and integrated platform* - Utilize our scale to create value through enterprise analytics, asset management and capital investment initiatives, while aiding external growth by leveraging scale as a competitive advantage to acquire assets befitting our strategy. Allocate and recycle capital to seek returns that exceed our cost of capital and actively return capital to stockholders;
- *Investment grade balance sheet* - Maintain a strong and flexible capital structure that allows us to execute our strategy throughout all phases of the lodging cycle; and
- *Employer of choice and responsible corporate citizen* - Align our organizational structure with our business objectives to be an employer of choice and a responsible corporate citizen.

Geographically Diverse Portfolio

We seek to have a geographically diversified portfolio in major markets and premier resort destinations in the U.S. We primarily focus on acquisitions and, occasionally, new development opportunities to enhance our portfolio. While we have historically targeted acquisitions in the top 25 U.S. markets, we also consider hotels in other markets which we believe have high growth potential and diverse demand generators. We focus generally on the following types of assets:

- *Resorts* in destination locations with limited supply growth. These assets feature superior amenities and unique experiential offerings;
- *Convention destination hotels* that are group oriented in urban and resort markets. These assets feature extensive and high-quality meeting facilities and often are connected to prominent convention centers; and
- *High-end urban hotels* that are positioned in prime locations and possess multiple demand drivers for both business and leisure travelers.

As one of the largest owners of Marriott and Hyatt hotels, our hotels primarily are operated under brand names that are among the most respected and widely recognized in the lodging industry. Within these brands, we have focused predominantly on the upper-upscale and luxury chain scales, as we believe these have a broad appeal for both individual and group leisure and business customers. In addition, we own several unbranded or soft-branded hotels that appeal to distinctive customer profiles in certain submarkets.

Strong Scale and Integrated Platform

Enterprise Analytics Platform. Due to the scale of our asset management and business intelligence platform, we believe we are in a unique position to implement value-added real estate decisions and to assist our managers in improving operating performance and profitability. The size and composition of our portfolio and our affiliation with most of the leading brands and operators in the industry allow our enterprise analytics team to benchmark similar hotels and identify revenue-enhancement opportunities and cost efficiencies that can maximize the operating performance, long-term profitability and value of our real estate. We perform independent underwriting of return on investment ("ROI") projects and potential acquisitions, as well as revenue management analysis of ancillary revenue opportunities. Our goal is to continue to differentiate our hotels within their competitive markets, drive operating performance and enhance the overall value of our real estate through the following:

- Enhance operating performance and profitability by using our business intelligence system to benchmark and monitor hotel performance and cost controls.

- Drive revenue growth by conducting detailed strategic reviews with our managers on markets and business mix to assist them in developing the appropriate group/transient mix, online presence to address a broad customer base, and market share targets for each hotel.
- Work with leading brands**,** such as Marriott and Hyatt, to take advantage of their worldwide presence and lodging infrastructure. We also have a selection of hotels managed by independent operators where we believe these operators have more flexibility to drive revenues and control costs to maximize profits.
- Improve asset value through the extension or purchase of ground leases or the restructuring of management agreements to increase contract flexibility.

Disciplined Capital Allocation. Guided by a disciplined approach to capital allocation, we are equipped to make investment decisions that seek to deliver the greatest value and returns to stockholders. Our goal is to allocate capital to enhance and improve our portfolio, while balancing the importance of prudently returning capital to stockholders.

For 2023, we will continue our disciplined approach to capital allocation and intend to take advantage of our strong balance sheet and overall scale. We are constantly evaluating potential acquisitions of iconic upper-upscale and luxury properties that we believe have sustainable competitive advantages. Similarly, we intend to continue our capital recycling program with strategic and opportunistic dispositions. This may include the sale of assets where we believe the potential for growth is constrained or hotels with significant capital expenditure requirements that we do not believe would generate an adequate return.

We may acquire additional properties or dispose of properties through various structures, including transactions involving single assets, portfolios, joint ventures, mergers and acquisitions of the securities or assets of other REITs or distributions of hotels to our stockholders. We anticipate that any acquisitions may be funded by, or through a combination of, proceeds from the sales of hotels, equity offerings of Host Inc., issuances of OP units by Host L.P., incurrence of debt, available cash or advances under our credit facility. We note, however, that the nature and supply of these assets make acquisitions inherently difficult to predict. For these reasons, we can make no assurances that we will be successful in purchasing any one or more hotels that we are reviewing currently, or may in the future review, bid on or negotiate to buy.

We also seek to create and mine value from our existing portfolio through value enhancement initiatives and ROI projects. We believe these investments provide a significant opportunity to achieve returns well in excess of our cost of capital. We work closely with our managers to attempt to schedule these projects to minimize operational disruption and environmental impact. Value enhancement initiatives seek to maximize the value of real estate within our existing portfolio through its highest and best use. These projects may include hotel expansion, timeshare, office space or condominium units on excess land, redevelopment or expansion of existing retail space, and the acquisition of development entitlements. ROI projects are designed to improve the positioning of our hotels within their markets and competitive set. These projects include extensive renovations, including guest rooms, lobbies, food and beverage outlets; expansions and/or extensive renovation of ballroom and meeting rooms; major mechanical system upgrades; and green building initiatives and certifications. Also included are projects focused on increasing space profitability or lowering net operating costs, such as converting unprofitable or underutilized space into meeting space, adding guestrooms, and implementing energy and water conservation measures such as LED lighting, high-efficiency mechanical, electrical and plumbing equipment and fixtures, solar power, energy management systems, guestroom water efficient fixtures, and building automation systems.

Renewal and replacement capital expenditures are designed to maintain the quality and competitiveness of our hotels. Typically, renovations occur at intervals of approximately seven to ten years, but the timing may vary based on the type of property, function of area being renovated, hotel occupancy and other factors. These renovations generally are divided into the following types: soft goods, case goods, bathroom and architectural

and engineering systems. Soft goods include items such as carpeting, textiles and wall finishes, which may require more frequent updates to maintain brand quality standards. Case goods include dressers, desks, couches, restaurant and meeting room tables and chairs, which generally are not replaced as frequently. Bathroom renovations include the refurbishment or replacement of tile, vanity, lighting and plumbing fixtures. Architectural and engineering systems include the physical plant of the hotel, including the roof, elevators/escalators, façade, heating, ventilation, and air conditioning and fire systems.

Throughout the lodging cycle, to the extent that we are unable to find appropriate investment opportunities that meet our return requirements, we will focus on returning capital to stockholders through dividends or common stock repurchases. Significant factors we review to determine the level and timing of the returns to stockholders include our current stock price compared to our determination of the underlying value of our assets, current and forecast operating results and the completion of hotel sales.

Investment Grade Balance Sheet

Our goal is to maintain a flexible capital structure that allows us to execute our strategy throughout the lodging cycle. To maintain its qualification as a REIT, Host Inc. is required to distribute 90% of its taxable income (other than net capital gain) to its stockholders each year and, as a result, generally relies on external sources of capital, as well as cash from operations, to finance growth.

Management believes that a strong balance sheet is a key competitive advantage that affords us a lower cost of debt and positions us for external growth. While we may issue debt at any time, we will target a net debt-to-earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio, (or "Leverage Ratio," as defined in our credit facility) that allows us to maintain an investment grade rating on our senior unsecured debt. We believe an investment grade rating will give us the most consistent access to capital throughout the business cycle.

We seek to structure our debt profile to maintain financial flexibility and a staggered maturity schedule with access to different forms of financing, consisting primarily of senior notes and exchangeable debentures, as well as mortgage debt. Generally, we look to minimize the number of assets that are encumbered by mortgage debt, minimize near-term maturities and maintain a staggered maturity schedule. Depending on market conditions, we also may utilize variable rate debt which can provide greater protection during a decline in the lodging industry.

Corporate Responsibility

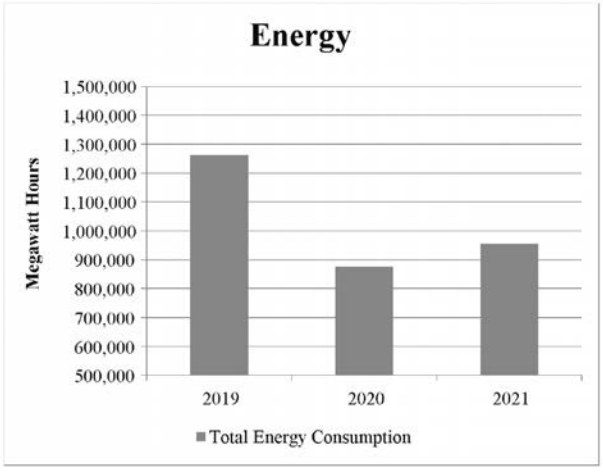
We are committed to creating long-term value through investing responsibly in our business, environment, people and community. Our Corporate Responsibility ("CR") program is centered around the concept of responsible investment—an overarching strategy that guides our focus and actions across our three main themes of Environmental Stewardship, Social Responsibility and Governance:

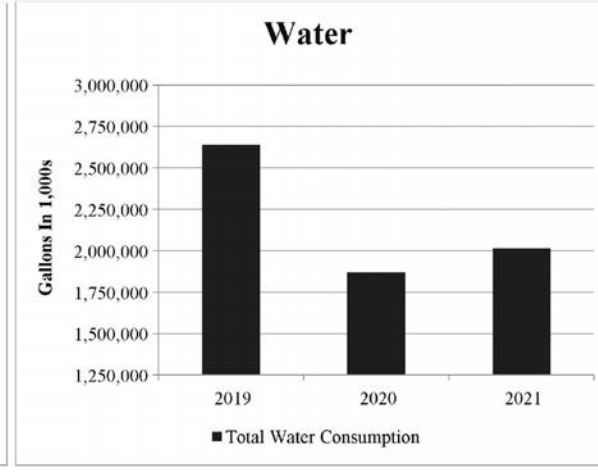
- *Environmental Stewardship*: We are investing in solutions that conserve and restore natural capital to assist us in mitigating climate change and biodiversity impacts with the goal of achieving best-in-class returns.
- *Social Responsibility:* We are committed to advancing health, well-being and opportunity for all of our stakeholders, including investors, employees, partners and communities.
- *Governance:* Our responsible investment strategies are guided by executive and board-level oversight, our EPIC values and ethical standards, and a disciplined approach to risk management and sustainable value creation.

The Real Estate Sustainability Accounting Standard issued by the Sustainability Accounting Standards Board ("SASB") (now maintained by the International Sustainability Standards Board under the International

Financial Reporting Standards Foundation) outlines the disclosure topics and accounting metrics for the real estate industry. The energy and water management metrics that best correlate with our industry include total energy consumed ("Total Energy Consumption") and total water withdrawn ("Total Water Consumption"). The energy and water data we use is collected and reviewed by third-parties who compile the data from property utility statements.

The charts below detail our third party verified Total Energy Consumption and Total Water Consumption for 2019 through 2021, the last three fiscal years for which data is available(1). The declines in Total Energy Consumption and Total Water Consumption for 2020 reflect the significant decrease in occupancy at our hotels as a result of the COVID-19 pandemic, while the increases in 2021 reflect the return of business:





(1) Energy and water metrics relate to our consolidated hotels owned for the entire year presented.

Our 2022 Corporate Responsibility Report, which details our CR program and responsible investment strategy, along with our environmental, social and governance performance and framework for our 2050 vision, as well as full SASB disclosure and EEO-1 report, was issued in September 2022. The contents of our Corporate Responsibility Report are not incorporated by reference into this Form 10-K and do not form a part of this Form 10-K.

The Lodging Industry

The lodging industry in the United States consists of private and public entities that operate in a diversified market under a variety of brand names. The lodging industry has several key participants:

- *Owners*—own the hotel and typically enter into an agreement for an independent third-party to manage the hotel. These hotels may be branded and operated under the manager's brand or branded under a franchise agreement and operated by the franchisee or by an independent hotel manager. The hotels also may be operated as an independent hotel by an independent hotel manager.
- *Owner/Managers*—own the hotel and operate the property with their own management team. These hotels may be branded under a franchise agreement, operated as an independent hotel or operated under the owner's brand. We are prohibited from operating and managing hotels by applicable REIT rules.
- *Franchisors*—own a brand or brands and strive to grow their revenues by expanding the number of hotels in their franchise system. Franchisors provide their hotels with brand recognition, marketing support and centralized reservation systems for the franchised hotels.
- *Franchisor/Managers*—own a brand or brands and operate hotels on behalf of the hotel owner or franchisee.

- *Managers*—operate hotels on behalf of the hotel owner, but do not, themselves, own a brand. The hotels may be operated under a franchise agreement or as an independent hotel.

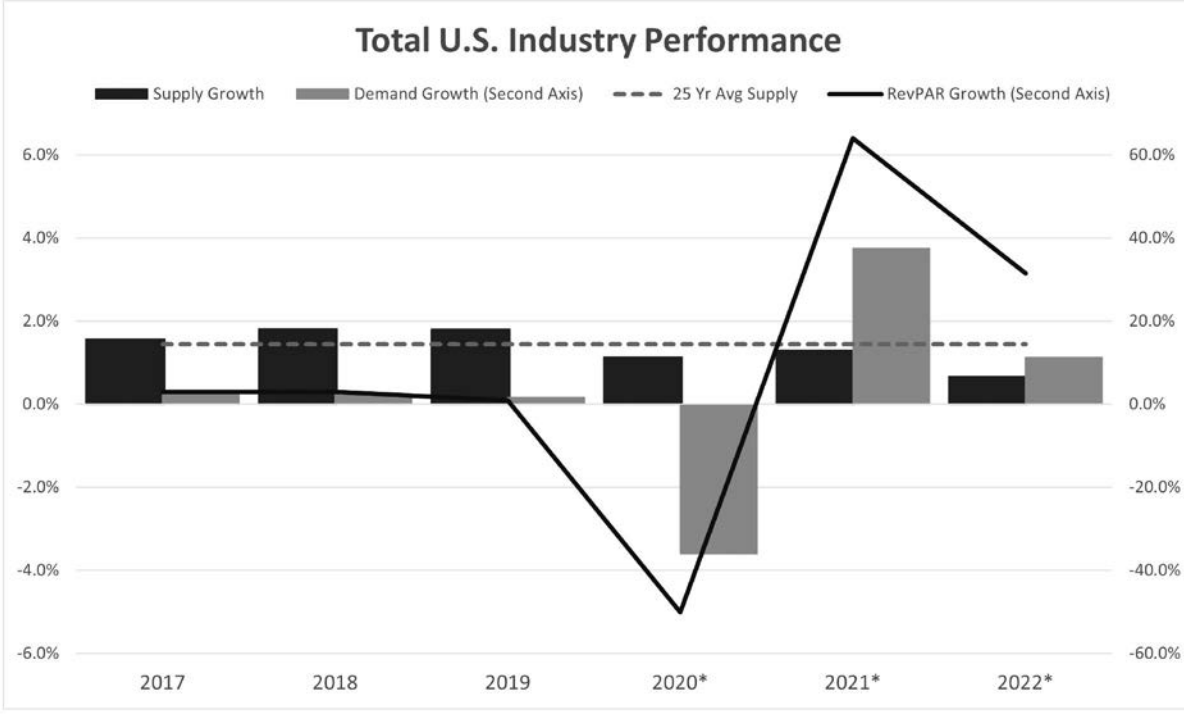
The hotel manager is responsible for the day-to-day operations of the hotel, including the employment of hotel staff, the determination of room rates, the development of sales and marketing plans, the preparation of operating and capital expenditures budgets and the preparation of financial reports for the owner. The hotel manager typically receives fees based on the revenues and profitability of the hotel.

Supply and Demand. Our industry is influenced by the cyclical relationship between the supply of and demand for hotel rooms. Lodging demand growth typically is related to the vitality of the overall economy, in addition to local market factors that stimulate travel to specific destinations. Trends in economic indicators such as gross domestic product ("GDP") growth, business investment, corporate profits and employment growth are key indicators of the relative strength of lodging demand. Lodging demand also will be affected by changes to international travel patterns.

Lodging supply growth generally is driven by overall lodging demand, as extended periods of strong demand growth tend to encourage new development. However, the rate of supply growth also is influenced by several additional factors, including the availability of capital, interest rates, construction costs and unique market considerations. The relatively long lead-time required to complete the development of hotels makes supply growth easier to forecast than demand growth, but increases the volatility of the cyclical behavior of the lodging industry, as new supply may be planned during an upcycle but such supply may open for business in a weaker economy. Therefore, as illustrated in the charts below for the U.S. lodging industry, at different points in the cycle, demand growth may accelerate when supply growth is very low, or supply may accelerate while demand growth is slowing. Online short-term rentals are a source of non-traditional supply for the industry, in both urban and resort destinations, including as a flexible option for apartment buildings and vacation homes. Though not reported through official industry statistics, the impact on the hotel industry and the availability of these outlets is more variable than typical changes in supply from hotel construction and tends to be very market specific. Local legislation has the potential to limit supply growth for these online short-term rentals in many top markets, though the growth of professional management for legal rentals remains a key trend.

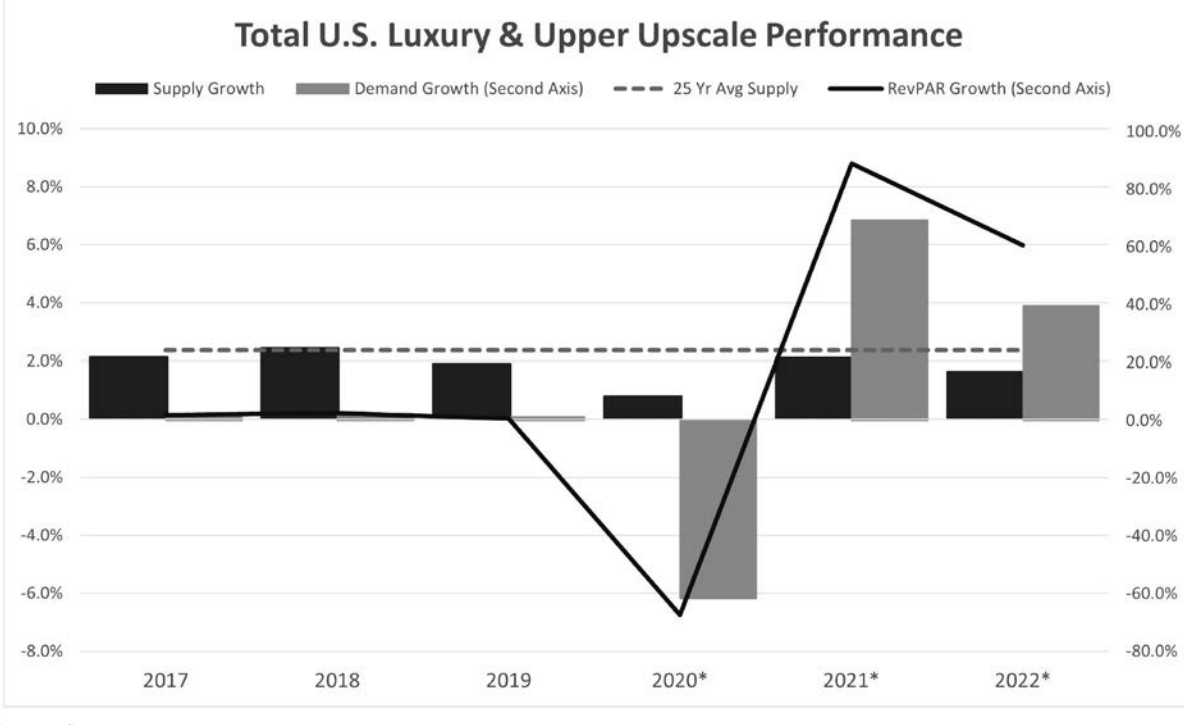
Our portfolio primarily consists of upper upscale and luxury hotels and, accordingly, its performance is best understood in comparison to the luxury and upper upscale categories rather than the entire industry. The charts below detail the historical supply, demand and revenue per available room ("RevPAR") growth for the U.S. lodging industry and for the U.S. luxury and upper upscale categories for 2017 to 2022.

U.S. Lodging Industry Supply, Demand and RevPAR Growth



Source: STR
**2020, 2021 & 2022 Supply, Demand and RevPAR estimates reflect economic methodology that does not remove room counts for any temporary hotel closures.*

U.S. Luxury and Upper Upscale Supply, Demand and RevPAR Growth



Source: STR
**2020, 2021 & 2022 Supply, Demand and RevPAR estimates reflect economic methodology that does not remove room counts for any temporary hotel closures.*

Our Customers. Our customers fall into three broad groups: transient business, group business and contract business. Similar to the majority of the lodging industry, we further categorize business within these broad groups based on characteristics they have in common as follows:

Transient business broadly represents individual business and/or leisure travelers. Historically, business travelers have made up the majority of transient demand at our hotels, although leisure has driven the majority of our demand during the COVID-19 pandemic in 2020 through 2022, with business transient seeing an accelerated recovery in the second half of 2022. The four key subcategories of rates offered to the transient business group are:

- *Retail*: This is the benchmark rate that a hotel publishes and offers to the public. It typically is the rate charged to travelers that do not have access to negotiated or discounted rates. It includes the "rack rate," which typically is applied to rooms during high demand periods and is the highest rate category available. Retail room rates will fluctuate more freely depending on anticipated demand levels (e.g., seasonality and weekday vs. weekend stays).
- *Non-Qualified Discount*: This category includes special rates offered by the hotels, including packages, advance-purchase discounts and promotional offers. It also includes rooms booked through online travel agencies (OTAs).
- *Special Corporate*: This is a negotiated rate offered to companies and organizations that provide significant levels of room night demand to the hotel or to hotel brands generally. These rates typically are negotiated annually at a discount to the anticipated retail rate. In addition, this category includes rates offered at the prevailing per diem for approved government travel.
- *Qualified Discount*: This category encompasses all discount programs, such as AAA and AARP discounts, rooms booked through wholesale channels, frequent guest program redemptions, and promotional rates and packages offered by a hotel.

Group business represents clusters of guestrooms booked together, usually with a minimum of 10 rooms. The three key sub-categories of the group business category are:

- *Association*: group business related to national and regional association meetings and conventions.
- *Corporate*: group business related to corporate meetings (e.g., product launches, training programs, contract negotiations, and presentations).
- *Other*: group business predominately related to social, military, education, religious, fraternal and youth and amateur sports teams, otherwise known as SMERF business.

Contract business refers to blocks of rooms sold to a specific company for an extended period at significantly discounted rates. Airline crews are typical generators of contract demand for our airport hotels. Contract rates may be utilized by hotels that are in markets that are experiencing consistently lower levels of demand.

Managers and Operational Agreements

All our hotels are managed by third parties pursuant to management or operating agreements, with some of such hotels also subject to separate franchise or license agreements addressing matters pertaining to operations under the designated brand. Under these agreements, the managers have sole responsibility and exclusive authority for all activities necessary for the day-to-day operation of the hotels, including establishing room rates, securing and processing reservations, procuring inventories, supplies and services, providing periodic inspection and consultation visits to the hotels by the managers' technical and operational experts and promoting and publicizing the hotels. The managers employ all managerial and other employees for the hotels, review hotel operations with a focus on improving revenues and managing expenses, review the maintenance of the hotels, prepare reports, budgets and projections, and provide other administrative and accounting support services to the

hotels. These support services include planning and policy services, divisional financial services, product planning and development, employee staffing and training, corporate executive management and certain in-house legal services. We have certain approval rights over budgets, capital expenditures, significant leases and contractual commitments, and various other matters.

General Terms and Provisions – Agreements governing our hotels that are managed by brand owners (Marriott, Hyatt, Hilton, Four Seasons and AccorHotels) typically include the terms described below:

- *Term and fees for operational services*. The initial term of our management and operating agreements generally is 10 to 25 years, with one or more renewal terms at the option of the manager. The majority of our management agreements condition the manager's right to exercise options for specified renewal terms upon the satisfaction of specified economic performance criteria. The manager typically receives compensation in the form of a base management fee, which is calculated as a percentage (generally 2-3%) of annual gross revenues, and an incentive management fee, which typically is calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment in the hotel. In the case of our hotels operating under the W®, Westin®, Sheraton®, Luxury Collection® and St. Regis® brands and managed by Marriott following its acquisition of Starwood Hotels & Resorts Worldwide, Inc. on September 23, 2016 (collectively, the "Starwood Hotels"), the base management fee is only 1% of annual gross revenues, but that amount is supplemented by license fees payable under a separate license agreement (as described below).

- *License services*. In the case of the Starwood Hotels, operations are governed by separate license agreements addressing matters pertaining to the designated brand, including rights to use trademarks, service marks and logos, matters relating to compliance with certain brand standards and policies, and the provision of certain system programs and centralized services. Although the term of these license agreements generally is coterminous with the corresponding operating agreements, the license agreements contemplate the potential for continued brand affiliation even in the event of a termination of the operating agreement (for instance, in the event the hotel is operated by an independent operator). Licensors receive compensation in the form of license fees (generally 5% of gross revenues attributable to room sales and 2% of gross revenues attributable to food and beverage sales), which amounts supplement the lower base management fee of 1% of gross revenues received by Marriott under the operating agreements, as noted above.

- *Chain or system programs and services*. Managers are required to provide chain or system programs and services generally that are furnished on a centralized basis. Such services include the development and operation of certain computer systems and reservation services, regional or other centralized management and administrative services, marketing and sales programs and services, training and other personnel services, and other centralized or regional services as may be determined to be more efficiently performed on a centralized, regional or group basis rather than on an individual hotel basis. Costs and expenses incurred in providing these chain or system programs and services generally are allocated on a cost reimbursement basis among all hotels managed by the manager or its affiliates or that otherwise benefit from these services.

- *Working capital and fixed asset supplies*. We are required to maintain working capital for each hotel and to fund the cost of certain fixed asset supplies (for example, linen, china, glassware, silver and uniforms). We also are responsible for providing funds to meet the cash needs for hotel operations if at any time the funds available from working capital are insufficient to meet the financial requirements of the hotels. For certain hotels, the working capital accounts which would otherwise be maintained by the managers for each of such hotels are maintained on a pooled basis, with managers being authorized to make withdrawals from such pooled account as otherwise contemplated with respect to working capital in accordance with the provisions of the management or operating agreements.

- *Furniture, fixtures and equipment replacements*. We are required to provide the managers with all furniture, fixtures and equipment ("FF&E") necessary for the operation of the hotels (including funding

any required FF&E replacements). On an annual basis, the managers prepare budgets for FF&E to be acquired and certain routine repairs and maintenance to be performed in the next year and an estimate of the necessary funds, which budgets are subject to our review and approval. For purposes of funding such expenditures, a specified percentage (typically 4-5%) of the gross revenues of each hotel is deposited by the manager into an escrow or reserve account in our name, to which the manager has access. For certain hotels, we have negotiated flexibility with the manager that reduces the funding commitment required as follows:

  - For certain of our Marriott-managed hotels, we have entered into an agreement with Marriott to allow for such expenditures to be funded from one pooled reserve account, rather than periodic reserve fund contributions being deposited into separate reserve accounts at each of the subject hotels, with the minimum required balance maintained on an ongoing basis in that pooled reserve account being significantly less than the amount that would have been maintained otherwise in such separate hotel reserve accounts. Upon sale, a hotel-level reserve account would be funded (either by the purchaser or by us, as the seller) in the full amount of the reserve balance associated with the subject hotel.
  - For certain of the Starwood Hotels, periodic reserve fund contributions, which otherwise would be deposited into reserve accounts maintained by managers at each hotel, are distributed to us and we are responsible for providing funding of expenditures which otherwise would be funded from reserve accounts for each of the subject hotels. Upon sale, a hotel-level reserve account would be funded in the amount of the subject hotel's pro rata share, if any, of the consolidated pooled reserve balance.

- *Building alterations, improvements and renewals*. The managers are required to prepare an annual estimate of the expenditures necessary for major repairs, alterations, improvements, renewals and replacements to the structural, mechanical, electrical, heating, ventilating, air conditioning, plumbing and elevators of each hotel, along with alterations and improvements to the hotel as are required, in the manager's reasonable judgment, to keep the hotel in a competitive, efficient and economical operating condition that is consistent with brand standards. We generally have approval rights over such budgets and expenditures, which we review and approve based on our manager's recommendations and on our judgment. Expenditures for these major repairs and improvements affecting the hotel building typically are funded directly by owners, although our agreements with Marriott in respect of the Starwood Hotels contemplate that certain such expenditures also may be funded from the FF&E reserve account.
- *Treatment of additional owner funding*. As additional owner funding becomes necessary, either for expenditures generally funded from the FF&E replacement funds, or for any major repairs or improvements to the hotel building which may be required to be funded directly by owners, most of our agreements provide for an economic benefit to us through an impact on the calculation of incentive management fees payable to our managers. One approach frequently utilized at some of our Marriott-managed hotels (excluding the Starwood Hotels) is to provide such owner funding through loans which are repaid, with interest, from operational revenues, with the repayment amounts reducing operating profit available for payment of incentive management fees. Another approach that is used at the Starwood Hotels, as well as with certain capital expenditures projects at some of our other hotels, is to treat such owner funding as an increase to our investment in the hotel, resulting in an increase to the owner's priority return with a corresponding reduction to the amount of operating profit available for payment of incentive management fees. For the hotels that are subject to the pooled arrangement described above, the amount of any additional FF&E reserve account funding is allocated to each of such hotels on a pro rata basis, determined with reference to the net operating income of each hotel and the total net operating income of all such pooled hotels for the most recent operating year.
- *Territorial protections*. Certain management and operating agreements impose restrictions for a specified period which limit the manager and its affiliates from owning, operating or licensing a hotel of the same brand within a specified area. The area restrictions vary with each hotel, from city blocks in urban areas to up to a multi-mile radius from the hotel in other areas.

- *Sale of the hotel.* Subject to specific agreements as to certain hotels (see below under "Special Termination Rights"), we generally are limited in our ability to sell, lease or otherwise transfer such hotels by the requirement that the transferee assumes the related management agreements and meets specified other conditions, including the condition that the transferee not be a competitor of the manager.

- *Performance Termination Rights.* In addition to any right to terminate that may arise as a result of a default by the manager, most of our management and operating agreements include reserved rights for us to terminate on the basis of the manager's failure to meet certain performance-based metrics, typically including a specified threshold return on the owner's investment in the hotel, along with a failure of the hotel to achieve a specified RevPAR performance threshold established with reference to other competitive hotels in the market. Typically, such performance-based termination rights arise in the event the manager fails to achieve these specified performance thresholds over a consecutive two-year period and are subject to the manager's ability to "cure" and avoid termination by payment to us of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees). We have agreed in the past, and may agree in the future, to waive certain of these termination rights in exchange for consideration from a manager or its affiliates, which consideration may include cash compensation or amendments to management agreements.

- *Special Termination Rights.* In addition to any performance-based or other termination rights set forth in our management and operating agreements, we have specific negotiated termination rights as to certain management and operating agreements. While the brand affiliation of a hotel may increase its value, the ability to dispose of a property unencumbered by a management agreement, or even brand affiliation, also can increase the value for prospective purchasers. These termination rights can take several different forms, including termination of agreements upon sale that leave the property unencumbered by any agreement; termination upon sale provided that the property continues to be operated under a license or franchise agreement with continued brand affiliation; or termination without sale or other conditions, which may require the payment of a fee. These termination rights also may restrict the number of agreements that may be terminated over any annual or other period; impose limitations on the number of agreements terminated as measured by EBITDA; require that a certain number of hotels continue to maintain the brand affiliation; or be restricted to a specific pool of assets.

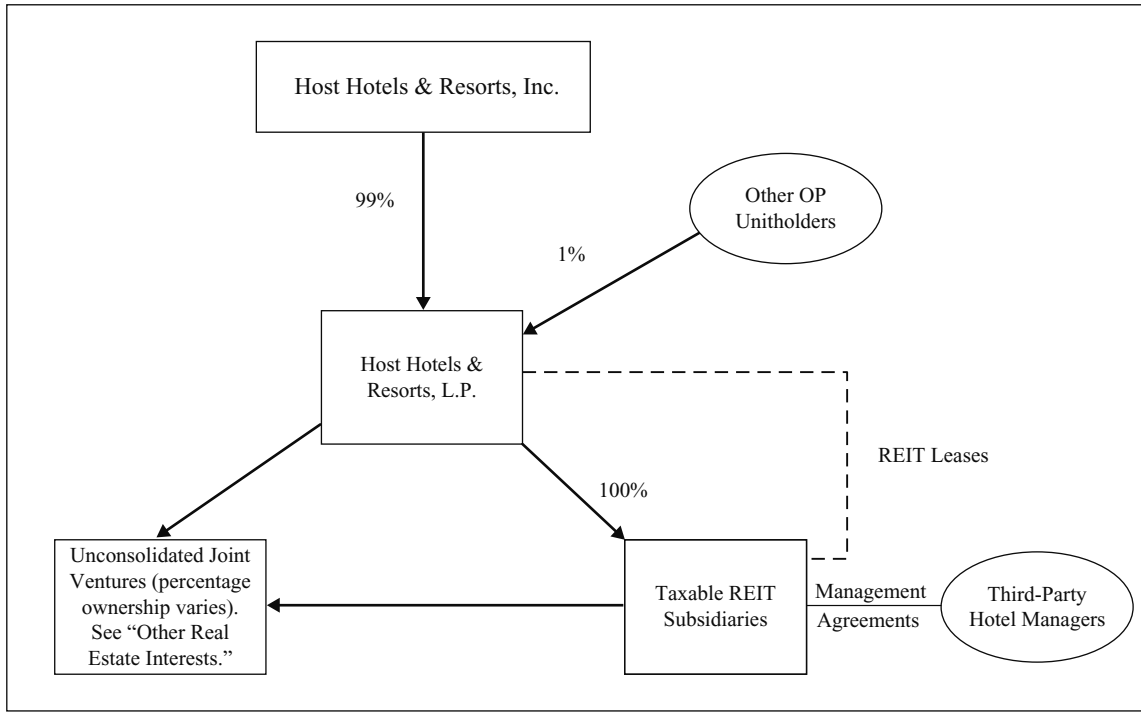
In addition to hotels managed by brand owners, we have both branded hotels and non-branded hotels operated by independent managers. Our management agreements with independent managers, while similar in operational scope to agreements with our brand managers, typically have shorter initial terms, no renewal rights, more flexible termination rights, and more limited system-wide services. However, while we have additional flexibility with respect to these operators, certain of those hotels remain subject to underlying franchise or licensing agreements. These franchise or licensing agreements allow us to engage independent managers to operate our hotels under the applicable brand names and to participate in the brands' reservation and loyalty-rewards systems. Under these agreements, we pay the brand owners a franchise or licensing fee equal to a specified percentage of gross room revenues, as well as other system fees and reimbursements. In addition, we are obligated to maintain applicable brand standards at our franchised hotels.

Operating Structure

Host Inc. operates through an umbrella partnership structure in which substantially all its assets are owned by Host L.P., of which Host Inc. is the sole general partner and holds approximately 99% of the OP units as of December 31, 2022. A REIT is a corporation that has elected to be treated as a REIT under the Internal Revenue Code of 1986, as amended (the "Code"), and that meets certain ownership, organizational and operating requirements set forth under the Code. In general, by payments of dividends to stockholders, a REIT is permitted to reduce or eliminate federal income taxes at the corporate level. Each OP unit owned by unaffiliated limited partners other than Host Inc. is redeemable, at the option of the limited partner, for an amount of cash equal to the market value of one share of Host Inc. common stock multiplied by the current conversion factor of

1.021494. Host Inc. has the right to acquire any OP unit offered for redemption directly from the limited partner in exchange for 1.021494 shares of Host Inc. common stock instead of Host L.P. redeeming such OP unit for cash. Additionally, for every share of common stock issued by Host Inc., Host L.P. will issue .97895 OP units to Host Inc. in exchange for the consideration received from the issuance of the common stock. As of December 31, 2022, unaffiliated limited partners owned 10.0 million OP units, which were convertible into 10.2 million Host Inc. common shares. Assuming that all OP units held by unaffiliated limited partners were converted into common shares, there would have been 723.6 million common shares of Host Inc. outstanding at December 31, 2022.

Our operating structure is as follows:



As a REIT, certain tax laws limit the amount of "non-qualifying" income that Host Inc. and Host L.P. can earn, including income derived directly from the operation of hotels. As a result, we lease substantially all our consolidated hotels to certain of our subsidiaries designated as taxable REIT subsidiaries ("TRS") for federal income tax purposes. Our TRS are subject to federal and state corporate income tax and are not limited as to the amount of non-qualifying income they can generate, but they are limited in terms of their value as a percentage of the total value of our assets. Our TRS enter into agreements with third parties to manage the operations of the hotels. Our TRS also may own assets engaging in activities that produce non-qualifying income, such as the development of timeshare or condominium units and the generation of asset management fees, subject to certain restrictions. The difference between the hotels' net operating cash flow and the aggregate rents paid to Host L.P. is retained or incurred by our TRS as taxable income or loss. Accordingly, the net effect of the TRS leases is that a portion of the net operating cash flow from our hotels is subject to federal, state and, if applicable, foreign corporate income tax.

Our Consolidated Hotel Portfolio

As of February 17, 2023, we owned a portfolio of 78 hotels, of which 73 are in the United States and five are located in Brazil and Canada. Our consolidated hotels located outside the United States collectively have approximately 1,500 rooms. Approximately 1% of our revenues in 2022, 2021 and 2020 were attributed to the operations of these five foreign hotels.

The lodging industry is viewed as consisting of six different categories, each of which caters to a discrete set of customer tastes and needs: luxury, upper upscale, upscale, upper midscale, midscale and economy. Our portfolio primarily consists of luxury and upper upscale properties, which are operated under internationally recognized brand names such as Marriott, Westin, Ritz-Carlton, Hyatt, Four Seasons and Hilton. There also has been a trend towards specialized, smaller boutique hotels that are customized towards a particular customer profile. Generally, these hotels will be operated by an independent third-party and either will have no brand affiliation, or will be associated with a major brand, while maintaining most of its independent identity (which we refer to as "soft-branded" hotels).

Revenues earned at our hotels consist of three broad categories: rooms, food and beverage, and other revenues. While approximately 61% of our revenues in 2022 were generated from rooms sales, the majority of our properties feature a variety of amenities that help drive demand and profitability. Our hotels typically include meeting and banquet facilities, a variety of restaurants and lounges, swimming pools, exercise facilities and/or spas, gift shops and parking facilities, the combination of which enable them to serve business, leisure and group travelers.

Our consolidated portfolio includes 28 hotels that have more than 500 rooms. The average age of our properties is 35 years, although substantially all of them have benefited from significant renovations or major additions, as well as regularly scheduled renewal and replacement expenditures and other capital improvements. In our consolidated portfolio, approximately 87% of our hotels, by room count, are managed by their own brand managers, and 13% are managed by independent managers as a franchise or as an independent brand.

By Brand. The following table details our consolidated hotel portfolio by brand as of February 17, 2023:

Brand	Number of Hotels	Rooms	Percentage of Revenues [1]
Marriott:			
Marriott	26	19,026	34.7%
Ritz-Carlton	5	1,890	8.2
Autograph Collection	2	500	0.8
Tribute Portfolio	1	173	0.4
JW Marriott	4	1,909	3.1
AC Hotels	1	165	0.2
W	1	424	0.6
St. Regis	1	232	0.4
Luxury Collection	1	645	4.1
Westin	8	3,968	7.5
Sheraton	1	370	0.4
Total Marriott	51	29,302	60.4
Hyatt:			
Alila	1	59	1.0
Andaz	1	321	2.2
Grand Hyatt	4	3,633	7.8
Hyatt Place	1	426	0.7
Hyatt Regency	6	3,866	9.3
Total Hyatt	13	8,305	21.0
Hilton:			
Curio	2	591	1.8
Hilton	1	223	0.5
Embassy Suites	1	455	0.6
Total Hilton	4	1,269	2.9
AccorHotels:			
Swissôtel	1	662	1.1
Fairmont	1	450	2.2
ibis	1	256	0.1
Novotel	1	149	—
Total AccorHotels	4	1,517	3.4
Four Seasons	2	569	4.5
Other/Independent	4	1,252	7.1
	78	42,214	99.3%

(1) Based on our 2022 revenues; sold hotels accounted for the remaining 1% of our revenues. No individual hotel contributed more than 6% of total revenues in 2022. Hotels that are not considered upper upscale or luxury constitute approximately 1% of our revenues.

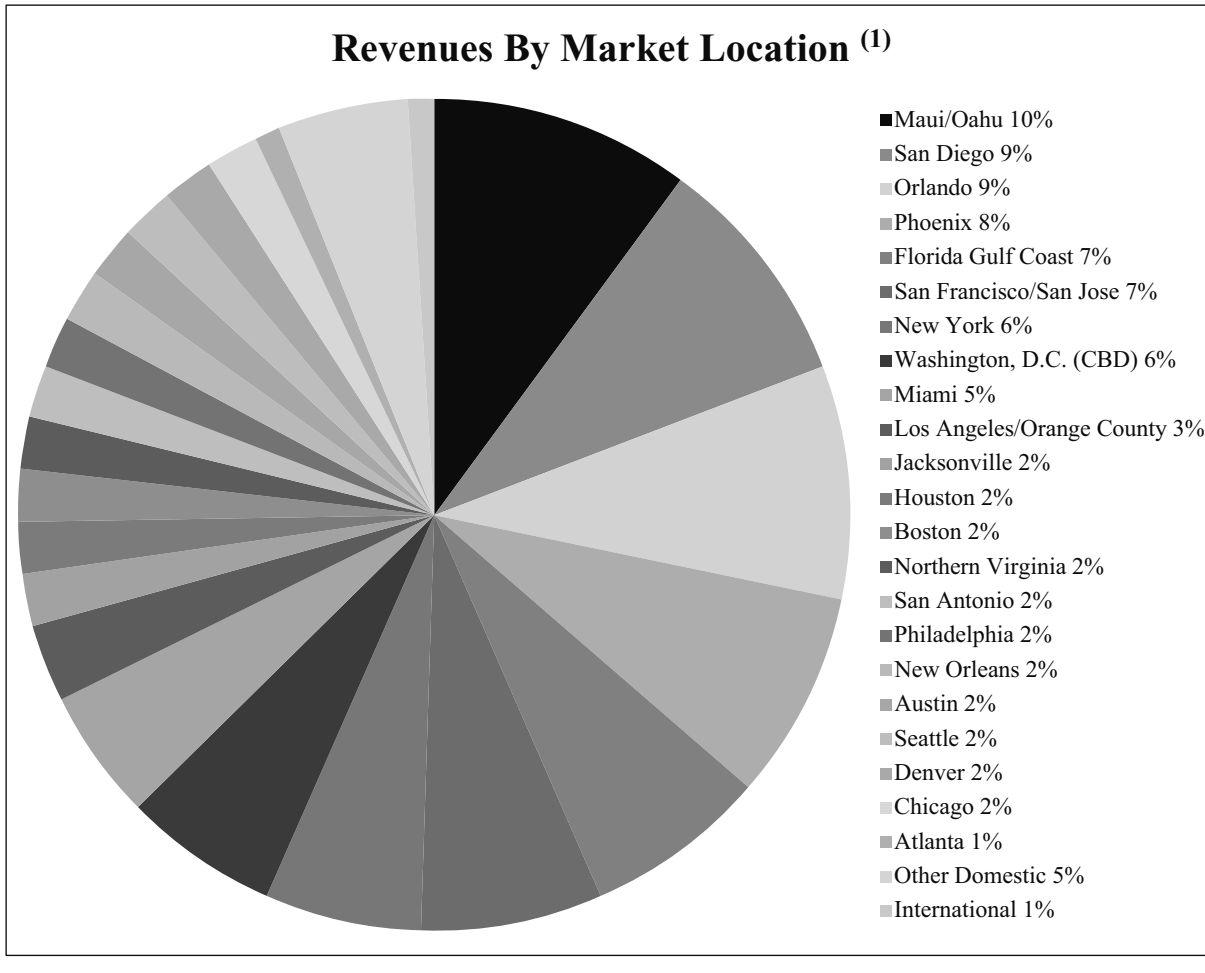
By Location. The following table details the locations and numbers of rooms at our consolidated hotels as of February 17, 2023:

Location	Rooms
Arizona	
AC Hotel Scottsdale North	165
The Phoenician, A Luxury Collection Resort, Scottsdale	645
The Camby, Autograph Collection	277
The Westin Kierland Resort & Spa	735
California	
Alila Ventana Big Sur	59
Axiom Hotel	152
Coronado Island Marriott Resort & Spa[1]	300
Grand Hyatt San Francisco	669
Hyatt Regency San Francisco Airport	790
Manchester Grand Hyatt San Diego[1]	1,628
Marina del Rey Marriott[1]	370
Marriott Marquis San Diego Marina[1]	1,360
San Francisco Marriott Fisherman's Wharf	285
San Francisco Marriott Marquis[1]	1,500
Santa Clara Marriott[1]	766
The Ritz-Carlton, Marina del Rey[1]	304
The Westin South Coast Plaza, Costa Mesa[2]	393
Colorado	
Denver Marriott Tech Center	605
Denver Marriott West[1]	305
The Westin Denver Downtown	430
Florida	
1 Hotel South Beach	433
Baker's Cay Resort Key Largo, Curio Collection by Hilton	200
Four Seasons Resort Orlando at Walt Disney World® Resort	444
Hilton Singer Island Oceanfront/Palm Beaches Resort	223
Hyatt Regency Coconut Point Resort and Spa	462
Miami Marriott Biscayne Bay	600
Orlando World Center Marriott	2,004
Tampa Airport Marriott[1]	298
The Don CeSar	348
The Ritz-Carlton, Amelia Island	446
The Ritz-Carlton, Naples	447
The Ritz-Carlton Naples, Tiburón	295
Georgia	
The Alida, Savannah, a Tribute Portfolio Hotel	173
Georgia (continued)	
Grand Hyatt Atlanta In Buckhead	439
JW Marriott Atlanta Buckhead	371
Hawaii	
Andaz Maui at Wailea Resort	321
Fairmont Kea Lani, Maui	450
Hyatt Place Waikiki Beach	426
Hyatt Regency Maui Resort and Spa	810
Illinois	
Embassy Suites by Hilton Chicago Downtown Magnificent Mile	455
Swissôtel Chicago	662
The Westin Chicago River North	445
Louisiana	
New Orleans Marriott	1,333
Maryland	
Gaithersburg Marriott Washingtonian Center	284
Massachusetts	
Boston Marriott Copley Place[1]	1,144
The Westin Waltham Boston	351
Minnesota	
Minneapolis Marriott City Center	585
New Jersey	
Newark Liberty International Airport Marriott[1]	591
Sheraton Parsippany Hotel	370
New York	
New York Marriott Downtown	515
New York Marriott Marquis	1,971
Ohio	
The Westin Cincinnati[1]	456
Pennsylvania	
Philadelphia Airport Marriott[1]	419
The Logan Philadelphia, Curio Collection by Hilton	391
Texas	
Hotel Van Zandt	319
Houston Airport Marriott at George Bush Intercontinental[1][3]	573
Houston Marriott Medical Center/Museum District[1]	398
Hyatt Regency Austin	448
JW Marriott Houston by The Galleria	516
Marriott San Antonio Riverwalk	512
San Antonio Marriott Rivercenter[1]	1,000
The Laura Hotel, Houston Downtown, Autograph Collection	223
The St. Regis Houston	232

Location	Rooms
Virginia	
Hyatt Regency Reston	518
The Ritz-Carlton, Tysons Corner[1]	398
Washington	
The Westin Seattle	891
W Seattle	424
Washington, D.C.	
Grand Hyatt Washington	897
Hyatt Regency Washington on Capitol Hill	838
JW Marriott Washington, DC	777
The Westin Georgetown, Washington D.C.	267
Washington Marriott at Metro Center	459
Wyoming	
Four Seasons Resort and Residences Jackson Hole	125
Brazil	
ibis Rio de Janeiro Parque Olimpico	256
JW Marriott Hotel Rio de Janeiro	245
Novotel Rio de Janeiro Parque Olimpico	149
Canada	
Calgary Marriott Downtown Hotel	388
Marriott Downtown at CF Toronto Eaton Centre[1]	461
Total	**42,214**

(1) The land on which this hotel is built is leased from a third-party under one or more lease agreements.
(2) The land, building and improvements are leased from a third-party under a long-term lease agreement.
(3) This property is not wholly owned.

By Market Location: With our geographically diverse portfolio, no individual market represents more than 10% of total revenues. The following chart summarizes the composition of our consolidated hotels as of February 17, 2023 by each market location based on its percentage of 2022 revenues:



(1) Our sold hotels accounted for 1% of our 2022 revenues.

Other Real Estate Interests

We own non-controlling interests in several entities that, as of February 17, 2023, owned, or owned an interest in, 23 hotels. Due to the ownership structure and economic or participating rights of our partners, we do not consolidate the operations of the properties owned by these entities and they are included in equity in earnings in our consolidated results of operations. Our investments in these entities include the following:

Noble Joint Venture. While our primary investment focus is the upper-upscale and luxury chain scales, we also seek opportunities to elevate our growth profile through investment in select service hotels, extended stay hotels and new development deals. Accordingly, on January 20, 2022, we entered into definitive agreements with Noble Investment Group, LLC, a leading private hospitality asset manager in the upscale, select service and extended stay chain scales, and certain other entities and persons related to Noble Investment Group, LLC. We invested an aggregate of $35 million of cash and issued approximately $56 million of Host L.P. OP units to acquire a minority equity interest in Noble Management Holdings, LLC and Noble Investment Holdings, LLC representing 49% of (a) the net fee income of the Noble Investment Group business in respect of existing and future Noble Investment Group funds and other revenue-based activities, (b) 40% of the gross carried interest

earned on the funds formed after closing, and (c) proceeds earned by the general partner on commitments to future funds. As part of our investment, we have made a $150 million capital commitment to the next Noble fund.

Upon certain triggers being met, we have the ability to acquire up to 100% of Noble Management Holdings, LLC and Noble Investment Holdings, LLC. To the extent certain triggers are met and we have not exercised our call right, Noble Investment Group, LLC has a one-time ability, but not the obligation, to exercise its put right to cause us to purchase up to an additional 26% of Noble Management Holdings, LLC and Noble Investment Holdings, LLC.

Maui Joint Venture. We own a 67% interest in a joint venture with an affiliate of HV Global Group, a subsidiary of Marriott Vacations Worldwide Corporation, that owns a 131-unit vacation ownership development in Maui, Hawaii adjacent to our Hyatt Regency Maui Resort & Spa.

Hyatt Place Joint Venture. We own a 50% interest in a joint venture with White Lodging Services that owns the 255-room Hyatt Place Nashville Downtown in Tennessee. The joint venture has a $60 million mortgage loan that is non-recourse to us.

Harbor Beach Joint Venture. We own a 49.9% interest in a joint venture with R/V-C Association that owns the 650-room Fort Lauderdale Marriott Harbor Beach Resort & Spa in Florida. The joint venture has approximately $150 million of mortgage debt that is non-recourse to us.

Asia/Pacific Joint Venture. We have a 25% interest in a joint venture with RECO Hotels JV Private Limited, an affiliate of the Government of Singapore Investment Corporation Pte Ltd. The agreement may be terminated by either partner at any time, which would trigger the liquidation of the joint venture. The commitment period for equity contributions to the joint venture has expired. Certain funding commitments remain, however, related to its existing investments in India.

As of December 31, 2022, this joint venture has invested approximately $109 million (of which our share is $27 million) in a separate joint venture in India with Accor S.A. and InterGlobe Enterprises Limited, in which it holds a 36% interest. This joint venture owns seven hotels and an office building in Delhi, Bangalore and Chennai, India, totaling approximately 1,720 rooms. The hotels are managed by AccorHotels under the Pullman, ibis and Novotel brands.

For additional information see Part II Item 8. “Financial Statements and Supplementary Data – Note 4. Investments in Affiliates.”

Competition

The lodging industry is highly competitive. Competition often is specific to individual markets and is based on several factors, including location, brand, guest facilities and amenities, level of service, room rates and the quality of accommodations. The lodging industry is viewed as consisting of six different categories, each of which caters to a discrete set of customer tastes and needs: luxury, upper upscale, upscale, upper midscale, midscale and economy. The classification of a hotel is based on lodging industry standards, which take into consideration many factors, such as guest facilities and amenities, level of service and quality of accommodations. Most of our hotels operate in urban and resort markets either as luxury properties under such brand names as 1 Hotels®, Alila®, Andaz®, Fairmont®, Four Seasons®, Grand Hyatt®, JW Marriott®, Ritz-Carlton®, St. Regis®, The Don Cesar®, The Luxury Collection® and W®, or as upper upscale properties under such brand names as Autograph Collection®, Curio – A Collection by Hilton®, Embassy Suites®, Hilton®, Hyatt

Regency®, Marriott®, Marriott Marquis®, Sheraton®, Swissôtel®, Tribute Portfolio® and Westin®.[1] While our hotels compete primarily with other hotels in the luxury and upper upscale category, they also may compete with hotels in other lower-tier categories. A recent source of supply for the lodging industry has been the rapid growth of online short-term rentals, including as a flexible option for apartment buildings. Our hotels also may compete with these short-term rentals in certain markets. In addition, many management contracts for our hotels do not prohibit our managers from converting, franchising or developing other hotels in our markets. As a result, our hotels compete with other hotels that our managers may own, invest in, manage or franchise.

We also compete with other REITs and other public and private investors for the acquisition of new properties and investment opportunities as we attempt to position our portfolio to best take advantage of changes in markets and travel patterns of our customers.

Seasonality

Our hotel sales traditionally have experienced moderate seasonality, which varies based on the individual hotel and the region. Operations in 2022 continued to be affected by the COVID-19 pandemic, with the Omicron variant impacting travel in the first quarter of 2022, resulting in hotel sales for our consolidated portfolio that were approximately 22%, 28%, 24% and 26% for the first, second, third and fourth calendar quarters, respectively. In 2019, prior to the pandemic, our sales were approximately 26%, 27%, 23% and 24% for the first, second, third and fourth calendar quarters, respectively.

Environmental, Governmental and Regulatory Matters

Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances. These laws may impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. In addition, certain environmental laws and common law principles could be used to impose liability for the release of hazardous or toxic materials, and third parties may seek recovery from owners or operators of real properties for personal injury associated with exposure to released hazardous or toxic materials. Environmental laws also may impose restrictions on the way property may be used or businesses may be operated, and these restrictions may require corrective or other expenditures. In connection with our current or prior ownership or operation of hotels, we potentially may be liable for various environmental costs or liabilities. Although currently we are not aware of any material environmental claims pending or threatened against us, we can offer no assurance that a material environmental claim will not be asserted against us in the future.

Our hotels also are subject to various other forms of regulation, including Title III of the Americans with Disabilities Act ("ADA"), building codes and regulations pertaining to fire and life safety. Under the ADA, all public accommodations are required to meet certain federal rules related to access and use by disabled persons and we have in the past and may in the future incur capital expenditures to make our hotels accessible**.** These and other building laws and regulations may be changed from time to time, or new regulations adopted, resulting in additional costs of compliance, including potential litigation. A determination that we are not in compliance with these laws and regulations could result in a court order to bring the hotel into compliance, the imposition of civil penalties in cases brought by the Justice Department or an award of attorneys' fees to private litigants. Compliance with these laws and regulations could require substantial capital expenditures.

Human Capital Resources

As of February 17, 2023, we had 165 employees, all of whom work in the United States, including our regional office in Miami. The current average tenure of our employees is more than 13 years and the voluntary

(1) This annual report contains registered trademarks that are the exclusive property of their respective owners, which are companies other than us. None of the owners of these trademarks, their affiliates or any of their respective officers, directors, agents or employees, has or will have any responsibility or liability for any information contained in this annual report.

and total turnover rates in 2022 were each 6%. Our human capital objectives include encouraging individual contributions, reinforcing Host's EPIC values and culture, maximizing employee engagement and retention and minimizing organizational disruption through succession action plans. Our employees are given the opportunity to participate in training and education programs such as external training, professional certifications, executive and leadership coaching, continuing education and professional memberships. Additionally, all employees receive annual performance reviews that incorporate our EPIC values of Excellence, Partnership, Integrity and Community, and our competencies, which include adaptability, communication, teamwork and complete thinking. We encourage regular and ongoing feedback tied to performance and career development. In order to ensure that we are meeting our human capital objectives, we conduct employee surveys to obtain feedback on various topics, informing how we execute on specific programs.

Our CEO is a part of the CEO Action for Diversity & Inclusion initiative to continue to advance diversity and inclusion within our workplace, along with our formal diversity and inclusion initiative. We also provide unconscious bias training to our employees. As of December 31, 2022, our total workforce consists of 44% men and 56% women, with 43% of management positions held by women. Our workforce also consists of 38% minorities, with 23% of management positions held by minorities.

The number of employees referenced above does not include the hotel employees of our three hotels in Brazil, which, while technically Host employees, are under the direct supervision and control of our third-party hotel manager in Brazil. The employees at all of our U.S. and Canadian hotels are employees of our third-party hotel managers, who are responsible for hiring and maintaining employees.

Although we do not manage employees at our consolidated hotels, we still are subject to many of the costs and risks generally associated with the hotel labor force. Employees of our third-party hotel managers at 17 of our hotels, representing approximately 26% of our total room count, are covered by collective bargaining agreements that are subject to review and renewal on a regular basis. For a discussion of these relationships, see Part I Item 1A. "Risk Factors—We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor." None of Host's employees are covered by collective bargaining agreements.

Where to Find Additional Information

The address of our principal executive office is 4747 Bethesda Avenue, Suite 1300, Bethesda, Maryland, 20814. Our phone number is (240) 744-1000. We maintain an internet website at: www.hosthotels.com. Through our website, we make available free of charge as soon as reasonably practicable after they are filed electronically with, or furnished to, the SEC, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers at http://www.sec.gov.

Our website also is a key source of important information about us. We routinely post to the Investor Relations section of our website important information about our business, our operating results and our financial condition and prospects, including, for example, information about material acquisitions and dispositions, our earnings releases and certain supplemental financial information to our earnings releases. We also post to our website copies of investor presentations, which contain important information about us, and we update those presentations periodically. The website has a Corporate Governance page in the Our Company section that includes, among other things, copies of our Bylaws, our Code of Business Conduct and Ethics, our Corporate Governance Guidelines and the charters for each standing committee of Host Inc.'s Board of Directors, which currently include the Audit Committee, the Culture and Compensation Committee and the Nominating, Governance and Corporate Responsibility Committee. Copies of these charters and policies, Host Inc.'s Bylaws and Host L.P.'s partnership agreement also are available in print to stockholders and unitholders upon request to

Host Hotels & Resorts, Inc., 4747 Bethesda Avenue, Suite 1300, Bethesda, Maryland 20814, Attn: Secretary. Please note that the information contained on our website is not incorporated by reference in, or considered to be a part of, any document, unless expressly incorporated by reference therein.

Item 1A. Risk Factors

For an enterprise as large and complex as we are, a wide range of factors could materially affect future results and performance. The statements in this section describe the major risks to our business and should be considered carefully. In addition, these statements constitute our cautionary statements under the Private Securities Litigation Reform Act of 1995.

Financial Risks and Risks of Operation

Our revenues and the value of our hotels are subject to conditions affecting the lodging industry.

The performance of the lodging industry traditionally has been affected by the strength of the general economy and, specifically, growth in gross domestic product. Because lodging industry demand typically follows the general economy, the lodging industry is highly cyclical, which contributes to potentially large fluctuations in our financial condition and our results of operations. Changes in travel patterns of both business and leisure travelers, particularly during periods of economic contraction or low levels of economic growth, may create difficulties for the industry over the long-term and adversely affect our results of operations. In addition, the majority of our hotels are classified as luxury or upper upscale and generally target business and high-end leisure travelers. In periods of economic difficulties, certain business and leisure travelers may seek to reduce travel costs by limiting travel or seeking to reduce the cost of their trips. Consequently, our hotels may be more susceptible to a decrease in revenues during an economic downturn, as compared to hotels in other categories that have lower room rates. Other circumstances affecting the lodging industry which may affect our performance and the forecasts we make include:

- the effect on lodging demand of changes in national and local economic and business conditions, including concerns about U.S. economic growth and the potential for an economic recession in the United States, the current high level of inflation, rising interest rates, global economic prospects, consumer confidence and the value of the U.S. dollar;
- factors that may shape public perception of travel to a particular location, such as natural disasters, weather events, including Hurricane Ian in 2022, pandemics and outbreaks of contagious diseases, such as the COVID-19 pandemic, and the occurrence or potential occurrence of terrorist attacks, all of which will affect occupancy rates at our hotels and the demand for hotel products and services;
- risks that U.S. immigration policies and border closings will suppress international travel to the United States generally or decrease the labor pool;
- the impact of geopolitical developments outside the U.S., such as large-scale wars or international conflicts, slowing global growth, trade tensions and tariffs between the United States and its trading partners such as China, all of which could affect global travel and lodging demand within the United States;
- volatility in global financial and credit markets, and the impact of budget deficits and pending and future U.S. governmental action to address such deficits through reductions in spending and similar austerity measures, as well as the impact of potential U.S. government shutdowns, which could materially adversely affect U.S. and global economic conditions, business activity, credit availability, borrowing costs, and lodging demand;
- operating risks associated with the hotel business, including the effect of labor stoppages or strikes, increasing operating or labor costs, including increased labor costs in the current inflationary environment, the ability of our managers to adequately staff our hotels as a result of shortages in labor,

severance and furlough payments to hotel employees or changes in workplace rules that affect labor costs, and risks relating to the continued response to the COVID-19 pandemic by our hotel managers, such as increased hotel costs for cleaning protocols;

- the ability of our hotels to compete effectively against other lodging businesses in the highly competitive markets in which we operate in areas such as access, location, quality of accommodations and room rate structures;
- changes in the desirability of the geographic regions of the hotels in our portfolio or in the travel patterns of hotel customers;
- changes in taxes and governmental regulations that influence or set wages, hotel employee health care costs, prices, interest rates or construction and maintenance procedures and costs; and
- decreases in the frequency of business travel that may result from alternatives to in-person meetings, including virtual meetings hosted online or over private teleconferencing networks.

In addition, the U.S. economy is currently experiencing high rates of inflation, which has increased our operating expenses due to higher wages and costs. Moreover, our interest expense has increased due to higher interest rates on our variable rate debt. Although the short-term nature of hotel bookings generally allows our managers to compensate for inflationary effects by increasing room rates at our hotels, sustained inflation could have a negative impact on the demand for lodging. Moreover, the current inflationary environment can increase the costs of hotel renovations and the purchasing power of our cash resources can decline, which can have an adverse impact on our business or financial results.

We cannot assure you that adverse changes in the general economy or other circumstances that affect the lodging industry will not have an adverse effect on the hotel revenues or earnings at our hotels. Our efforts to mitigate the risks associated with these adverse changes may not be successful and our business and growth could be adversely affected. A reduction in our revenues or earnings because of the above risks may reduce our working capital, impact our long-term business strategy and impact the value of our assets and our ability to meet certain covenants in our existing debt agreements. In addition, we may incur impairment expense in the future, which expense will affect negatively our results of operations. We can provide no assurance that any impairment expense recognized will not be material to our results of operations.

In addition to general economic conditions affecting the lodging industry, new hotel room supply is an important factor that can affect the lodging industry's performance and overbuilding has the potential to further exacerbate the negative impact of an economic downturn. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. A reduction or slowdown in the growth of lodging demand or increased growth in lodging supply could result in returns that are substantially below expectations or result in losses which could materially and adversely affect our revenues and profitability as well as limit or slow our future growth.

The continuing effects from the COVID-19 pandemic may materially and adversely impact our business, financial condition, results of operations, liquidity and cash flows.

The COVID-19 pandemic significantly adversely impacted U.S. and global economic activity, resulted in a global recession in 2020, and contributed to significant volatility in financial markets. While the initial restrictive measures put in place in jurisdictions where we own hotels have been lifted and operations have returned close to pre-pandemic levels, existing or future COVID-19 variants may still have a material adverse effect on operations and future bookings. The rapid development and fluidity of the COVID-19 pandemic makes it extremely difficult to assess the potential future adverse economic impact on our business, financial condition, results of operations, liquidity and cash flows.

We depend on external sources of capital for future growth; therefore, any disruption to our ability to access capital at times, and on terms reasonably acceptable to us, may affect adversely our business and results of operations.

Since we have elected REIT status, Host Inc. must finance its growth and fund debt repayments largely with external sources of capital because it is required to pay dividends to its stockholders in an amount equal to at least 90% of its taxable income (other than net capital gain) each year to qualify as a REIT. Our ability to access external capital could be hampered by several factors, many of which are outside of our control, including:

- price volatility, dislocations and liquidity disruptions in the U.S. and global equity and credit markets;
- changes in market perception of our growth potential, including rating agency downgrades by Moody's Investors Service, Standard & Poor's Ratings Services or Fitch Ratings; if our credit ratings were to be downgraded, our access to capital and the cost of debt financing could be further negatively impacted, particularly if we were downgraded to below an investment grade rating;
- decreases in our current or estimated future earnings or decreases or fluctuations in the market price of the common stock of Host Inc.;
- increases in interest rates; and
- the terms of our existing indebtedness, which currently restrict our incurrence of additional debt while we are below required covenant levels.

The occurrence of any of the above factors, individually or in combination, could prevent us from being able to obtain the external capital we require on terms that are acceptable to us, or at all, which could have a material adverse effect on (i) our ability to finance our future growth and acquire hotels, (ii) our ability to meet our anticipated requirements for working capital, debt service and capital expenditures, and (iii) our results of operations and financial condition. Potential consequences of disruptions in U.S. and global equity and credit markets could include the need to seek alternative sources of capital with less attractive terms, such as more restrictive covenants, shorter maturity and higher costs which would have an adverse effect on our financial condition and liquidity.

We operate in a highly competitive industry.

The lodging industry is highly competitive. Our principal competitors are other owners and investors in upper upscale and luxury full-service hotels, including other lodging REITs. Our hotels face strong competition for individual guests, group reservations and conference business from major hospitality chains with well-established and recognized brands, as well as from other smaller hotel chains, independent and local hotel owners and operators. Our hotels compete for customers primarily based on brand name recognition and reputation, as well as location, room rates, property size and availability of rooms and conference space, quality of the accommodations, customer satisfaction, amenities and the ability to earn and redeem loyalty program points. New hotel construction adds to supply, creating new competitors, in some cases without corresponding increases in demand for hotel rooms. Our competitors may have similar or greater commercial and financial resources which allow them to improve their hotels in ways that affect our ability to compete for guests effectively and adversely affect our revenues and profitability as well as limit or slow our future growth. We also compete for hotel acquisitions with others that have similar investment objectives to ours. This competition could limit the number of investment opportunities that we find suitable for our business. It also may increase the bargaining power of hotel owners seeking to sell to us, making it more difficult for us to acquire new hotels on attractive terms or on the terms contemplated in our business plan.

The growth of internet reservation channels also is a source of competition that could adversely affect our business. A significant percentage of hotel rooms for individual or "transient" customers are booked through internet travel intermediaries. Search engines and peer-to-peer inventory sources also provide online travel services that compete with our hotels. If bookings shift to higher cost distribution channels, including these

internet travel intermediaries, it could materially impact our revenues and profitability. Additionally, as intermediary bookings increase, they may be able to obtain higher commissions, reduced room rates or other significant contract concessions from the brands and hotel management companies managing and operating our hotels. Also, although internet travel intermediaries traditionally have competed to attract transient business rather than group and convention business, in recent years they have expanded their business to include marketing to large group and convention business. If they are successful, it could divert group and convention business and materially adversely affect our revenues and profitability.

There are inherent risks with investments in real estate, including their relative illiquidity.

Investments in real estate are inherently illiquid and generally cannot be sold quickly. For this reason, we cannot predict whether we will be able to sell any hotel that we desire to sell for the price or on terms acceptable to us, or the length of time needed to find a willing purchaser and to close on the sale of a hotel. Therefore, we may not be able to vary the composition of our portfolio promptly in response to changing economic, financial and investment conditions or dispose of hotels at opportune times or on favorable terms, which may adversely affect our cash flows and our ability to pay dividends to stockholders. In addition, real estate ownership is subject to various risks, including:

- government regulations relating to real estate ownership or operations, including tax, environmental, zoning and eminent domain laws;
- loss in value of real estate due to changes in market conditions or the area in which it is located or losses in value due to changes in tax laws or increased property tax assessments;
- potential civil liability for accidents or other occurrences on owned or leased properties;
- the ongoing need for owner-funded capital improvements and expenditures in order to maintain or upgrade hotels;
- periodic total or partial closures due to renovations and facility improvements; and
- force majeure events, such as earthquakes, hurricanes, floods or other possibly uninsured losses.

We have significant indebtedness and may incur additional indebtedness.

As of December 31, 2022, we and our subsidiaries had total indebtedness of approximately $4.2 billion. We significantly increased our indebtedness due to the pandemic and utilized the revolver portion of our credit facility in order to increase our cash position and to preserve financial flexibility in light of the impact resulting from COVID-19, which borrowings were repaid in 2021 and 2022. Any future decline in operations may similarly result in an increase in our total indebtedness in order to provide working capital necessary to continue our business. Our indebtedness requires us to commit a significant portion of our annual cash flow from operations to debt service payments, which reduces the availability of our cash flow to fund working capital, capital expenditures, expansion efforts, dividends and distributions and other general corporate needs. Additionally, our substantial indebtedness could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness;
- limit our ability in the future to undertake refinancings of our debt or to obtain financing for expenditures, acquisitions, development or other general corporate needs on terms and conditions acceptable to us, if at all; or
- affect adversely our ability to compete effectively or operate successfully under adverse economic conditions.

If our cash flow and working capital are not sufficient to fund our expenditures or service our indebtedness, we will be required to raise additional funds through sales of common or preferred OP units of Host L.P. or

common or preferred stock of Host Inc., the incurrence of additional permitted indebtedness by Host L.P. or sales of our assets. We cannot make any assurances that any of these sources of funds will be available to us or, if available, will be on terms that we would find acceptable or in amounts sufficient to meet our obligations or fulfill our business plan.

The terms of our indebtedness place restrictions on us and on our subsidiaries and these restrictions reduce our operational flexibility and create default risks.

We are, and may in the future become, party to agreements and instruments that place restrictions on us and on our subsidiaries. For instance, the covenants in the documents governing the terms of our senior notes and our credit facility restrict, among other things, our ability to:

- incur additional indebtedness in excess of certain thresholds and without satisfying certain financial metrics; and
- pay dividends on classes and series of Host Inc. capital stock and pay distributions on Host L.P.'s classes of units or make stock repurchases without satisfying certain financial metrics concerning leverage, fixed charge coverage and unsecured interest coverage.

The restrictive covenants in our senior notes and credit facility may reduce our flexibility in conducting our operations and limit our ability to engage in activities that may be in our long-term best interest. Failure to comply with these restrictive covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all or a substantial portion of our indebtedness. For a detailed description of the covenants and restrictions imposed by the documents governing our indebtedness, see Part II Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations—Financial Condition."

Our expenses may not decrease if our revenues decrease.

Many of the expenses associated with owning and operating hotels, such as debt-service payments, property taxes, insurance, utilities, and employee wages and benefits, are relatively inflexible. They do not necessarily decrease directly with a reduction in revenues at the hotels and may be subject to increases that are not tied to the performance of our hotels or the increase in the rate of inflation generally. Additionally, certain costs, such as wages, benefits and insurance, may exceed the rate of inflation in any given period. In the event of a significant decrease in demand, our hotel managers may not be able to reduce the size of hotel work forces in order to decrease wages and benefits. Our managers also may be unable to offset any fixed or increased expenses with higher room rates. Any of our efforts to reduce operating costs also could adversely affect the future growth of our business and the value of our hotels.

Our acquisition of hotels may have a significant effect on our business, liquidity, financial position and/or results of operations.

We routinely are actively engaged in the process of identifying, analyzing and negotiating possible transactions for acquiring hotels. We cannot provide any assurances that we will be successful in consummating future acquisitions on favorable terms or that we will realize the benefits that we anticipate from such acquisitions. Our failure to realize the intended benefits from one or more acquisitions could have a significant adverse effect on our business, liquidity, financial position and/or results of operations. These adverse effects may occur because the performance of the hotel does not support the additional indebtedness and related interest expense that we incurred as a result of the acquisition. In addition, hotels and entities that we have acquired, or may in the future acquire, may be subject to unknown or contingent liabilities for which we may have no recourse, or only limited recourse, against the sellers. In general, the representations and warranties provided in the transaction agreements may not survive long enough for us to become aware of such liabilities and to seek recourse against our sellers and indemnification covering representations and warranties often is limited and

subject to various materiality thresholds, a significant deductible or an aggregate cap on losses. As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties.

We may not achieve the value we anticipate from new hotel developments or value enhancement projects at our existing hotels.

We currently are, and in the future may be, involved in the development or redevelopment of hotels, timeshare units or other alternate uses of portions of our existing hotels, including the development of retail, office or apartments, and including through joint ventures. There are risks inherent in any new development, including:

- We may not obtain the zoning, occupancy and other required governmental permits and authorizations necessary to complete the development. A delay in receiving these approvals could affect adversely the returns we expect to receive.
- Any new construction involves the possibility of construction delays and cost overruns that may increase project costs.
- Defects in design or construction may result in delays and additional costs to remedy the defect or require a portion of a hotel to be closed during the period required to remedy the defect.
- We may not be able to meet the loan covenants in any indebtedness obtained to fund the new development, creating default risks.
- Risks related to change in economic and market conditions between development commencement and hotel stabilization.

Any of the above factors could affect adversely our ability to complete the developments on schedule and consistent with the scope that currently is contemplated, or to achieve the intended value of these projects

We do not control our hotel operations and we are dependent on the managers of our hotels.

To maintain our status as a REIT, we are not permitted to operate or manage any of our hotels. As a result, we, through our taxable REIT subsidiaries, have entered into management agreements with third-party managers to operate our hotels. For this reason, we are unable to directly implement strategic business decisions with respect to the daily operation and marketing of our hotels, such as decisions with respect to the setting of room rates, food and beverage pricing and certain similar matters. Although we consult with our hotel operators with respect to strategic business plans, the hotel operators are under no obligation to implement any of our recommendations with respect to these matters. While we monitor the hotel managers' performance, we have limited recourse under our management agreements if we believe that the hotel managers are not performing adequately. The cash flow from our hotels may be affected adversely if our managers fail to provide quality services and amenities or if they or their affiliates fail to maintain a quality brand name. Because our management agreements are long-term in nature, we also may not be able to terminate these agreements if we believe the manager is not performing adequately.

From time to time, we have had, and continue to have, disputes with the managers of our hotels over their performance and compliance with the terms of our management agreements. If we are unable to reach satisfactory results through discussions and negotiations, we may choose to litigate the dispute or submit the matter to third-party dispute resolution. Failure by our hotel managers to fully perform the duties agreed to in our management agreements or the failure of our managers to adequately manage the risks associated with hotel operations could affect adversely our results of operations.

In addition, our hotel managers or their affiliates manage, and in some cases own, have invested in, or provided credit support or operating guarantees, to hotels that compete with our hotels, all of which may result in

conflicts of interest. As a result, our hotel managers have in the past made, and may in the future make, decisions regarding competing lodging facilities that are not or would not be in our best interest. Furthermore, our management agreements for our brand managed properties generally have provisions that can restrict our ability to sell, lease or otherwise transfer our hotels, unless the transferee is not a competitor of the manager and the transferee assumes the related management agreements and meets other specified conditions. Our ability to finance or sell our hotels, depending upon the structure of the transactions, may require the manager's consent. Similarly, decisions with respect to the repositioning of a hotel, such as the outsourcing of food and beverage outlets, also may require the manager's consent.

The hotels managed by Marriott International account for most of our revenues and operating income. Adverse developments in Marriott's business and affairs or financial condition could have a material adverse effect on us.

Approximately 60% of our hotels (as measured by 2022 revenues) are managed or franchised by Marriott International. We rely on Marriott's personnel, expertise, technical resources and information systems, proprietary information, good faith and judgment to manage and maintain our hotel operations efficiently, effectively, profitably and in compliance with the terms, responsibilities and duties of our management agreements and all applicable laws and regulations. Any adverse developments in Marriott's business and affairs or financial condition could impair its ability to manage our hotels and could have a material adverse effect on us.

We are subject to risks associated with the employment of hotel personnel, particularly with hotels that employ unionized labor.

Our third-party managers are responsible for hiring, maintaining and managing the labor force at each of our hotels. We do not directly employ or manage employees at our consolidated hotels (other than employing, but not managing, directing or supervising, the employees at our three hotels in Brazil). However, we remain subject to many of the costs and risks generally associated with the hotel labor force, particularly at those hotels with unionized labor. From time to time, hotel operations may be disrupted because of strikes, lockouts, public demonstrations or other negative actions and publicity. In 2023, collective bargaining agreements will expire at hotels in New Jersey and Chicago. Those negotiations potentially could result in disruptions in operations and additional costs. We also may incur increased legal costs and indirect labor costs because of disputes involving our third-party managers and their labor force. The resolution of labor disputes or re-negotiated labor contracts could lead to increased labor costs, a significant component of our hotel operating costs, either by increases in wages or benefits or by changes in work rules that raise hotel operating costs. As we are not the employer nor bound by any collective bargaining agreement, we do not negotiate with any labor organization, and it is the responsibility of each hotel's manager to enter into such labor contracts. Our ability, if any, to have any meaningful impact on the outcome of these negotiations is restricted by and dependent on the management agreement covering a specific hotel and we may have little or no ability to control the outcome of these negotiations.

Our hotels have an ongoing need for renovations and potentially significant capital expenditures in order to remain competitive in the marketplace, to maintain brand standards or to comply with applicable laws or regulations. The timing and costs of such renovations or improvements may result in reduced operating performance during construction and may not improve the return on these investments.

We need to make capital expenditures to remain competitive with other hotels, to maintain the economic value of our hotels and to comply with applicable laws and regulations. We also are required by our hotel management agreements to make agreed upon capital expenditures to our hotels. The timing of these improvements can affect hotel performance, particularly if the improvements require closure of a significant number of rooms or other features of the hotels, such as ballrooms, meeting space and restaurants. These capital improvements reduce the availability of cash for other purposes and are subject to cost overruns and delays. In

addition, because we depend on external sources of capital, we may not have the necessary funds to invest and, if we fail to maintain our hotels in accordance with brand standards set by our managers, they may terminate the management agreement. Moreover, we may not necessarily realize a significant, or any, improvement in the performance of the hotels at which we make these investments.

A large proportion of our hotels are located in a limited number of large urban cities and, accordingly, we could be disproportionately harmed by adverse changes to these markets, a natural disaster or the threat of a terrorist attack.

Hotels in the following cities and states represented approximately 72% of our 2022 revenues: New York, Washington, D.C., San Diego, San Francisco, Florida, Hawaii, Los Angeles and Phoenix. An economic downturn, an increase in hotel supply in these cities and markets, a natural disaster, a terrorist attack or similar disaster in any one of these cities and markets likely would cause a decline in hotel demand and adversely affect occupancy rates, the financial performance of our hotels in these cities and markets and our overall results of operations. For example, during the COVID-19 pandemic, large urban markets with enhanced restrictions on social gatherings, such as New York and San Francisco where we have a significant number of hotel rooms, were disproportionately impacted by the decline in lodging demand. Additionally, in September 2017, our operations in Florida and Houston were impacted negatively by Hurricanes Irma and Harvey and in 2022, a majority of our hotels in Florida were affected by Hurricane Ian. The threat of terrorism also may negatively impact hotel occupancy and average daily rate, due to resulting disruptions in business and leisure travel patterns and concerns about travel safety. Hotels in major metropolitan areas, such as the major cities that represent our largest markets, may be particularly adversely affected due to concerns about travel safety.

We may acquire or develop hotels in joint ventures with third parties that could result in conflicts.

We have made investments in joint ventures and are exploring further investment or development opportunities. We may, from time to time, invest as a co-venturer in other entities owning hotels instead of purchasing them directly. We also may sell interests in existing hotels or existing entities to a third-party as part of forming a joint venture with the third-party. Investments in joint ventures may involve risks not present were a third-party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Co-venturers may control or share control over the operations of a joint venture. Actions by a co-venturer also could subject the hotels to additional risks because our co-venturer might have economic or business interests or goals that are inconsistent with our interests or goals. Disputes between us and our partners or co-venturers may result in litigation that would increase our expenses and may negatively impact hotel operations.

Some potential losses are not covered by insurance.

We carry comprehensive insurance coverage for property, business interruption, terrorism and other risks with respect to all our hotels and other properties. We also carry, or in certain instances cause our hotel managers to carry, general liability insurance with respect to all our hotels and other properties. Certain coverages related to hotel managers' employer status, such as worker's compensation, are insured under the hotel manager's policies. These policies offer coverage features and insured limits that we believe are customary for similar types of properties. Generally, our "all-risk" property policies provide coverage that is available on a per-occurrence basis and that, for each occurrence, has an overall limit, as well as various sub-limits, on the amount of insurance proceeds we can receive. Sub-limits exist for certain types of claims, such as service interruption, debris removal, expediting costs, landscaping replacement and natural disasters such as earthquakes, floods and hurricanes, and may be subject to annual aggregate coverage limits. The dollar amounts of these sub-limits are significantly lower than the dollar amounts of the overall coverage limit. In this regard, hotels in certain of our markets, including California, Florida, Hawaii, Houston, New Orleans and Seattle, have in the past been and continue to be particularly susceptible to damage from natural disasters and the applicable sub-limits are significantly lower

than the total value of the hotels we own in states where natural disasters are possible. Recovery under the applicable policies also is subject to substantial deductibles and complex calculations of lost business income. There is no assurance that this insurance, where maintained, will fully fund the re-building or restoration of a hotel that is impacted by an earthquake, hurricane, or other natural disaster, or a terrorism event, or will fully fund the income lost as a result of the damage. Our property insurance policies also provide that all of the claims from each of our properties resulting from a particular insurable occurrence must be combined for purposes of evaluating whether the aggregate limits and sub-limits provided in our policies have been exceeded. Therefore, if an insurable occurrence affects more than one of our hotels, the claims from each affected hotel will be added together to determine whether the aggregate limit or sub-limits, depending on the type of claim, have been reached. Each affected hotel may only receive a proportional share of the amount of insurance proceeds provided for under the policy if the total value of the loss exceeds the aggregate limits available. For example, if a hurricane were to cause widespread damage to Florida, claims from each of our hotels would be aggregated against the policy limit or sub-limit and likely would exceed the applicable limit or sub-limit. We may incur losses in excess of insured limits, and we may be even less likely to receive complete coverage for risks that affect multiple properties, such as earthquakes, hurricanes, or certain types of terrorism. We are still evaluating the property and business interruption impact, including related insurance coverage, to our hotels caused by Hurricane Ian in September 2022, as further discussed in "Item 8. Financial Statements and Supplementary Data – Note 17. Legal Proceedings, Guarantees and Contingencies."

In addition, there are other risks relating to property insurance, such as certain environmental hazards, that may be deemed to fall completely outside the general coverage of our policies or may be uninsurable or too expensive to justify coverage. Also, insurance coverage for war, infectious disease, and nuclear, biological, chemical and radiological perils is extremely limited. We also may encounter challenges with an insurance provider regarding whether it will pay a particular claim that we believe to be covered under our policy. Should a loss in excess of insured limits or an uninsured loss occur, or should we be unsuccessful in obtaining coverage from an insurance carrier, we could lose all or a part of the capital we have invested in a hotel, as well as its anticipated future revenues.

Cyber threats and the risk of data breaches or disruptions of our managers' or our own information technology systems, or the information technology systems of third parties on which we or our managers rely, could materially adversely affect our business and results.

Our third-party hotel managers are dependent on information technology networks and systems, including the internet, to access, process, transmit and store proprietary and customer information. These complex networks include reservation systems, vacation exchange systems, hotel management systems, customer databases, call centers, administrative systems, and third-party vendor systems. These systems require the collection and retention of large volumes of personally identifiable information of hotel guests, including credit card numbers and passport numbers. Our hotel managers may store and process such proprietary and customer information both on systems located at the hotels that we own and other hotels that they operate and manage, their corporate locations and at third-party owned facilities, including, for example, in a third-party hosted cloud environment. These information networks and systems have been and continue to be vulnerable to threats such as system, network or internet failures; computer hacking or business disruption (e.g., due to ransomware); cyber-terrorism; viruses, worms or other malicious software programs; social engineering (e.g., phishing); and employee error, negligence, malfeasance or fraud. These threats can be introduced in any number of ways, including through third parties accessing our hotel managers' information networks and systems or by exploiting vulnerabilities in third-party software, technologies, tools, services or systems. The risks from these cyber threats are significant. Marriott International, the manager of a majority of our hotels, experienced a material data security breach involving the unauthorized access to the Starwood guest reservation database between 2014 and 2018. The UK Information Commissioner's Office has fined Marriott £18.4 million, and
Marriott remains subject to other lawsuits and investigations arising around the world. Marriott has also experienced other, lesser data breaches since 2018 as well. No assurances can be made as to the outcome of these data breach lawsuits or investigations.

We rely on the security systems of our managers to protect proprietary and hotel customer information from these threats. Any compromise of our managers' networks could result in a disruption to our managers' operations, such as the disruption in fulfilling guest reservations, delayed bookings or sales, or lost guest reservations. Any of these events could, in turn, result in disruption of the operations of the hotels that we own that are managed by them, in increased costs (e.g., to comply with regulatory requirements or to remediate systems) and in potential litigation, regulatory enforcement and liability. All our major hotel management companies and a majority of our third-party operators maintain insurance against cyber threats. However, these policies provide varying limits and may be subject to sub-limits for certain types of claims, and it is not expected that these policies will provide a total recovery of all potential losses. In addition, public disclosure, or loss of customer or proprietary information, such as disclosed by Marriott in November 2018, may result in damage to the manager's reputation and a loss of confidence among hotel guests and result in reputational harm for the hotels owned by us and managed by them, which may have a material adverse effect on our future business, financial condition and results of operations.

In addition to the information technologies and systems of our managers used to operate our hotels, we have our own corporate technologies and systems that are used to access, store, transmit, and manage or support a variety of our business processes and information. There can be no assurance that the security measures we, our managers or third party providers have taken to protect systems and information will detect or prevent failures, inadequacies or interruptions in system services or that system security will not be breached through physical or electronic break-ins, computer viruses, and attacks by hackers. This is particularly so because cyberattack methodologies change frequently or are often not recognized until launched. We, our managers and third-party providers may be unable to identify, investigate or remediate cyber events or incidents because attackers are increasingly using techniques and tools designed to avoid detection, to circumvent security controls, and to remove or obfuscate forensic evidence.

Disruptions in service, system shutdowns and security breaches in the information technologies and systems we, our managers or third-party providers maintain, including unauthorized access to or disclosure of confidential information, could have a material adverse effect on our business or financial reporting, subject us to liability claims or regulatory penalties, which amounts could be significant as the White House, SEC, and other regulators have increased their focus on companies' cybersecurity vulnerabilities and risks, and increase the costs of compliance and remediation. We currently maintain cyber insurance, which includes coverage for third-party liability (damages and settlements to third parties) and first-party loss (costs incurred by us in response to a network security or privacy event). However, as with our operator's coverage, our policy is subject to limits and sub-limits for certain types of claims and we do not expect that this policy will cover all the losses that we could experience from these exposures.

In addition, data privacy and cybersecurity rules, regulations and industry standards are rapidly evolving. New U.S. privacy and security laws, such as the California Consumer Privacy Act and similar laws being enacted in other states, are introducing significant privacy rights and, in the California Consumer Privacy Act's case, a private right of action for certain types of data breaches. Failure to comply with current and future laws, industry standards and other legal obligations or any security incident resulting in the unauthorized access to, or acquisition, release or transfer of personal information may result in governmental enforcement actions, litigation, fines and penalties or adverse publicity and could cause a material adverse effect on both the managers of our hotels and our business and results of operations. We and our managers also may be required to invest significant resources to comply with regulatory requirements, to enhance our information security controls, and to investigate and remediate any security vulnerabilities.

Applicable REIT laws may restrict certain business activities.

As a REIT, each of Host Inc. and its subsidiary REIT is subject to various restrictions on the types of revenues it can earn, assets it can own and activities in which it can engage. Business activities that could be restricted by applicable REIT laws include, but are not limited to, developing alternative uses of real estate and

the ownership of hotels that are not leased to a taxable REIT subsidiary ("TRS"), including the development and/or sale of timeshare or condominium units or the related land parcels. Due to these restrictions, we anticipate that we will continue to conduct certain business activities, including, but not limited to, those mentioned above, in one or more of our TRS. Our TRS are taxable as C corporations and are subject to federal, state, local, and, if applicable, foreign taxation on their taxable income.

We face possible risks associated with natural disasters and the physical effects of climate change.

We are subject to the risks associated with natural disasters and the physical effects of climate change, which can include more frequent or severe storms, droughts, hurricanes, flooding and extreme temperatures, any of which could have a material adverse effect on our hotels, operations and business including, but not limited to, by damaging properties, by increasing the costs associated with our properties, or by decreasing the attractiveness of certain locations. A majority of our hotels in Florida were affected by Hurricane Ian, which made landfall on September 28, 2022, with the most significant damage occurring at The Ritz-Carlton, Naples and the

Hyatt Regency Coconut Point Resort and Spa. While the Hyatt Regency Coconut Point Resort and Spa has since re-opened, the Ritz Carlton, Naples remains closed. That hotel sustained significant damage due to storm surge, which breached the beach dune and flooded the lowest level of the hotel. Over time, our coastal markets also are expected to experience increases in storm intensity and rising sea levels causing damage to our hotels. As a result, we could become subject to significant losses and/or repair costs that may or may not be fully covered by insurance. Other markets such as Arizona may experience prolonged variations in temperature or precipitation that may limit access to the water needed to operate our hotels or significantly increase energy costs, which may subject those hotels to additional regulatory burdens, such as limitations on water usage or stricter energy efficiency standards. Climate change also may affect our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable in areas most vulnerable to such events, increasing operating costs at our hotels, such as the cost of water or energy, and requiring us to expend funds as we seek to repair and protect our hotels against such risks. In addition, changes in government legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of our properties. There can be no assurance that climate change will not have a material adverse effect on our hotels, operations or business.

Risks of Ownership of Host Inc.'s Common Stock

There are limitations on the acquisition of Host Inc. common stock and changes in control.

Host Inc.'s charter and by-laws, the partnership agreement of Host L.P., and the Maryland General Corporation Law (the "MGCL") contain a number of provisions, the exercise or existence of which could delay, defer or prevent a transaction or a change in control that might involve a premium price for Host Inc.'s stockholders or Host L.P.'s unitholders, including the following:

- *Restrictions on transfer and ownership of Host Inc.'s stock.* To assist in maintaining Host Inc.'s qualification as a REIT for federal income tax purposes, Host Inc.'s charter prohibits ownership, directly or by attribution, by any person or persons acting as a group, of more than 9.8% in value or number, whichever is more restrictive, of shares of Host Inc.'s outstanding common stock, preferred stock or any other class or series of stock, each considered as a separate class or series for this purpose. Together, these limitations are referred to as the "ownership limit." Stock acquired or held in violation of the ownership limit will be transferred automatically to a trust for the benefit of a designated charitable beneficiary, and the intended acquirer of the stock in violation of the ownership limit will not be entitled to vote those shares of stock or to receive the economic benefits of owning shares of Host Inc.'s stock in excess of the ownership limit. A transfer of shares of Host Inc.'s stock to a person who, as a result of the transfer, violates the ownership limit also may be void under certain circumstances.

- *Removal of members of the Board of Directors.* Host Inc.'s charter provides that, except for any directors who may be elected by holders of a class or series of shares of capital stock other than common stock, directors may be removed only for cause and by the affirmative vote of stockholders holding at least two-thirds of all the votes entitled to be cast in the election of directors. Any vacancy resulting from the removal of a director by the stockholders may be filled by the affirmative vote of holders of at least two-thirds of the votes entitled to be cast in the election of directors.

- *Preferred shares; classification or reclassification of unissued shares of capital stock without stockholder approval.* Host Inc.'s Board of Directors has the authority, without a vote of stockholders, to classify or reclassify any unissued shares of stock into other classes or series of stock, and to establish the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications and terms or conditions of redemption for each class or series. Host Inc.'s Board of Directors may give the holders of any class or series of stock terms, preferences, powers and rights, including voting rights, senior to the rights of holders of existing stock.

- *Certain provisions of Maryland law may limit the ability of a third-party to acquire control of Host Inc. Certain provisions of the MGCL may have the effect of inhibiting a third-party from acquiring Host Inc., including:*

    - "business combination" provisions that, subject to limitations, prohibit certain business combinations between a corporation and an "interested stockholder" (defined generally as any person who beneficially owns 10% or more of the voting power of the corporation's then outstanding shares of voting stock) or an affiliate of any interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes two super-majority stockholder voting requirements on these combinations; and

    - "control share" provisions that provide that holders of "control shares" of a corporation (defined as voting shares of stock that, if aggregated with all other shares of stock owned or controlled by the acquirer, would entitle the acquirer to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" have no voting rights except to the extent approved by the stockholders by the affirmative vote of at least two-thirds of all of the votes entitled to be cast on the matter, excluding all interested shares.

  Host Inc. is subject to the Maryland business combination statute. Our bylaws contain a provision exempting us from the control share provisions of the MGCL. There can be no assurance that this bylaw provision exempting us from the control share provisions will not be amended or eliminated at any time in the future.

- *Certain charter amendments.* Host Inc.'s charter contains provisions relating to restrictions on transfer and ownership of Host Inc.'s stock, fixing the size of the Board of Directors within the range set forth in the charter, removal of directors, the filling of vacancies, exculpation and indemnification of directors, calling special stockholder meetings and other provisions, all of which may be amended only by a resolution adopted by the Board of Directors and approved by Host Inc.'s stockholders holding two-thirds of the votes entitled to be cast on the matter. These provisions may make it more difficult to amend Host Inc.'s charter to alter the provisions described herein that could delay, defer or prevent a transaction or a change in control or the acquisition of Host Inc. common stock, without the approval of the Board of Directors.

Federal Income Tax Risks

Adverse tax consequences would occur if Host Inc. or its subsidiary REIT fails to qualify as a REIT.

We believe that each of Host Inc. and its subsidiary REIT has been organized and has operated in such a manner as to qualify as a REIT under the Code, commencing with its taxable year beginning January 1, 1999, and April 11, 2006, respectively, and both currently intend to continue to operate and qualify as a REIT during

future years. As the requirements for qualification and taxation as a REIT are extremely complex and interpretations of the federal income tax laws governing qualification and taxation as a REIT are limited, no assurance can be provided that Host Inc. currently qualifies as a REIT or will continue to qualify as a REIT or that Host Inc.'s subsidiary REIT qualifies as a REIT or will continue to qualify as a REIT. If our subsidiary REIT were to fail to qualify as a REIT, it is possible that Host Inc. would fail to qualify as a REIT unless it (or the subsidiary REIT) could avail itself of certain relief provisions. If Host Inc. or its subsidiary REIT were to fail to qualify as a REIT, and any available relief provisions do not apply, the non-qualifying REIT would not be allowed to take a deduction for dividends paid to its stockholders in computing its taxable income, and it would be subject to federal and state corporate income tax on its taxable income. Any such corporate income tax liability could be substantial and would reduce the non-qualifying REIT's cash available for, among other things, operations and dividends to its stockholders. In addition, if Host Inc. were to fail to qualify as a REIT, it would not be required to pay dividends to its stockholders. Moreover, unless entitled to statutory relief, the non-qualifying REIT could not qualify as a REIT for the four taxable years following the year during which REIT qualification was lost.

To qualify as a REIT, each of Host Inc. and our subsidiary REIT is required to satisfy the requirements of several asset and gross income tests. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which assets are not susceptible to a precise determination of fair market value, and for which we will not obtain independent appraisals. Our compliance with the REIT asset and gross income tests requirements also depends upon our ability to successfully manage the composition of our gross income and assets on an ongoing basis. Accordingly, there can be no assurance that the U.S. Internal Revenue Service (the "IRS") will not contend that our hotel leases, interests in subsidiaries, or interests in the securities of other issuers will not cause a violation of the REIT gross income and asset tests requirements.

Any determination that Host Inc. or its subsidiary REIT does not qualify as a REIT will have a material adverse effect on our results of operations and could reduce materially the value of Host Inc.'s common stock. The additional corporate income tax liability of Host Inc. or the subsidiary REIT for the year, or years, in which it does not qualify as a REIT would reduce its cash flow available for investment, debt service or dividends to its stockholders. Furthermore, the entity not qualifying as a REIT no longer would be required to pay dividends to its stockholders as a condition to REIT qualification, and any dividends paid to stockholders would be taxable as C corporation dividends to the extent of its current and accumulated earnings and profits. This means that, if Host Inc. were to fail to qualify as a REIT, Host Inc.'s stockholders currently taxed as individuals would be taxed on dividends at capital gain tax rates and Host Inc.'s corporate stockholders generally would be entitled to the dividends received deduction with respect to such dividends, subject in each case to applicable limitations under the Code. Host Inc.'s failure to qualify as a REIT also would cause an event of default under Host L.P.'s credit facility, which default could lead to an acceleration of the amounts due thereunder, which, in turn, would constitute an event of default under Host L.P.'s outstanding debt securities.

If our hotel managers do not qualify as "eligible independent contractors," or if our hotels are not "qualified lodging facilities," each of Host Inc. and our subsidiary REIT will fail to qualify as a REIT.

Each hotel with respect to which our TRS pays rent must be a "qualified lodging facility." A "qualified lodging facility" is a hotel, motel, or other establishment more than one-half of the dwelling units in which are used on a transient basis, including customary amenities and facilities, provided that no wagering activities are conducted at or in connection with such facility by any person who is engaged in the business of accepting wagers and who legally is authorized to engage in such business at or in connection with such facility. We believe that all the hotels leased to our TRS are qualified lodging facilities. However, the REIT provisions of the Code provide only limited guidance for making determinations of whether a leased hotel is considered a qualified lodging facility, and there can be no assurance that our leased hotels will be so considered in all cases.

If our hotel managers do not qualify as "eligible independent contractors," Host Inc. and our subsidiary REIT likely will fail to qualify as a REIT for federal income tax purposes. Each of the hotel management companies that enters into a management contract with our TRS must qualify as an "eligible independent contractor" under the REIT rules in order for the rent paid to Host Inc. and its subsidiary REIT by our TRS to be qualifying gross income for the REIT gross income tests requirements. Among other requirements, in order to qualify as an eligible independent contractor, a hotel manager cannot own more than 35% of our outstanding shares (by value) and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the hotel manager, taking into account only owners of more than 5% of our shares and, with respect to ownership interests in such hotel managers that are publicly traded, only owners of more than 5% of such ownership interests. Complex ownership attribution rules apply for purposes of these 35% ownership thresholds. Although we monitor ownership of our shares by our hotel managers and their owners, and certain provisions of our charter are designed to prevent ownership of our shares in violation of these rules, there can be no assurance that these ownership limits will not be exceeded.

The size of our TRS is limited and our transactions with our TRS will cause us to be subject to a 100% excise tax on certain income or deductions if such transactions are not conducted on arm's-length terms.

A REIT may own up to 100% of the equity interests of an entity that is a regular C corporation for federal income tax purposes if the entity is a TRS. A TRS may own assets and earn gross income that would not be considered as qualifying assets or as qualifying gross income if owned or earned directly by a REIT, including revenues from hotel operations. Both the REIT and its C corporation subsidiary must jointly elect to treat such C corporation subsidiary as a TRS. A C corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of its stock or securities automatically will be treated as a TRS. For taxable years beginning after December 31, 2017, no more than 20% of the total value of a REIT's assets may consist of stock or securities of one or more TRS.

Our TRS will pay federal corporate income tax and applicable state and local corporate income tax and, if applicable, foreign corporate income tax on its taxable income. The after-tax net income of our TRS will be available for distribution to us as a taxable dividend to the extent of its current and accumulated earnings and profits, but it is not required to be so distributed. We believe that the aggregate value of the stock and securities of our TRS has been and will continue to be less than 20% of the total value of our assets (including our TRS stock and securities). Furthermore, we monitor the value of our investments in our TRS for the purpose of ensuring compliance with this 20% requirement. There can be no assurance, however, that we will be able to comply with the 20% value limitation discussed above.

Rent paid to Host Inc. and its subsidiary REIT by our TRS cannot be based on its net income or profits for such rents to qualify as "rents from real property." We receive "percentage rent" from our TRS that is calculated based on the gross revenues of the hotels subject to leases—not based on net income or profits of such hotels. If the IRS determines that the rent paid pursuant to our leases with our TRS are excessive, the deductibility thereof by the TRS may be challenged, and we could be subject to a 100% excise tax on "re-determined rent" or "re-determined deductions" to the extent that such rent exceeds an arm's-length amount. We believe that our rent and other transactions between our REITs and their TRS are based on arm's-length amounts and reflect normal business practices, but there can be no assurance that the IRS will agree with our belief.

Despite the REIT status of each of Host Inc. and its subsidiary REIT, we remain subject to various taxes.

Notwithstanding Host Inc.'s status as a REIT, Host Inc. and certain of its subsidiaries (including our subsidiary REIT) are subject to federal, state, local and foreign corporate taxes on their net income, gross receipts, net worth, and property, in certain cases. Host L.P. is obligated under its partnership agreement to pay all such taxes (and any related interest and penalties) incurred by Host Inc.

Legislative or other actions affecting REITs could have a negative effect on us.

New legislation, treasury regulations, administrative interpretations or court decisions could change significantly the tax laws with respect to an entity's qualification as a REIT or the federal income tax consequences of its REIT qualification. If Host Inc. or its subsidiary REIT were to fail to qualify as a REIT, and any available relief provisions do not apply, the non-qualifying REIT would not be allowed to take a deduction for dividends paid to its stockholders in computing its taxable income, and it would be subject to federal and state corporate income tax on its taxable income at C corporation income tax rates. Moreover, unless entitled to statutory relief, the non-qualifying REIT could not qualify as a REIT for the four taxable years following the year during which REIT qualification was lost.

Risks Relating to Redemption of OP Units

A holder who offers its OP units for redemption may have adverse tax consequences.

A limited partner who elects to redeem its OP units will be treated for federal and state income tax purposes as having sold the OP units, resulting in a taxable event to such limited partner. The gain or loss recognized by the limited partner is measured by the difference between the amount realized and the tax basis of the OP units redeemed (which tax basis includes the amount of the qualified nonrecourse liabilities of Host L.P. allocated to the redeemed OP units). It is possible that the amount of gain and/or the tax liability related thereto that the limited partner recognizes and pays could exceed the value of the common stock or cash received from the redemption of its OP units.

General Risk Factors

Shares of Host Inc.'s common stock that are or become available for sale could affect the share price of Host Inc.'s common stock.

We have in the past issued and may in the future issue additional shares of common stock to raise the capital necessary to finance hotel acquisitions, fund capital expenditures, refinance debt or for other corporate purposes. Sales of a substantial number of shares of Host Inc.'s common stock, or the perception that sales could occur, could affect adversely prevailing market prices for Host Inc.'s common stock. In addition, limited partners of Host L.P. who redeem their OP units and receive, at Host Inc.'s election, shares of Host Inc. common stock will be able to sell those shares freely. As of December 31, 2022, there are approximately 10.0 million Host L.P. OP units outstanding that are owned by third parties and that are redeemable, which represents approximately 1% of all outstanding OP units. Further, shares of Host Inc.'s common stock have been and will be issued or reserved for issuance from time to time under our employee benefit plans. We currently maintain two stock-based compensation plans: (i) the comprehensive stock and cash incentive plan, and (ii) an employee stock purchase plan. At December 31, 2022, there were approximately six million shares of Host Inc.'s common stock reserved and available for issuance under the comprehensive stock plan and employee stock purchase plan.

An increase in interest rates would increase the interest costs on our credit facility and on our floating rate indebtedness and could impact adversely our ability to refinance existing indebtedness or to sell assets.

Interest payments for borrowings on our credit facility and the mortgages on certain properties are based on floating rates. As a result, an increase in interest rates will reduce our cash flow available for other corporate purposes, including investments in our portfolio. As of December 31, 2022, approximately 24% of our debt is subject to floating interest rates. Rising interest rates also could limit our ability to refinance existing indebtedness when it matures and increase interest costs on any indebtedness that is refinanced. We may from time to time enter into agreements such as floating-to-fixed interest rate swaps, caps, floors and other hedging contracts in order to fully or partially hedge against the cash flow effects of changes in interest rates for floating rate debt. These agreements expose us to the risk that other parties to the agreements will not perform or that the agreements will be unenforceable. In addition, an increase in interest rates could decrease the amount third parties are willing to pay for our hotels, thereby limiting our ability to dispose of them as part of our business strategy.

Compliance with the Americans with Disabilities Act and other government regulations can be costly.

Our hotels are subject to various other forms of regulation, including Title III of the Americans with Disabilities Act ("ADA"), building codes and regulations pertaining to fire and life safety. Under the ADA, all public accommodations are required to meet certain federal rules related to access and use by disabled persons and we incur capital expenditures to make our hotels accessible. In addition, we have committed to provide, and certain local laws and contracts between our hotel managers and hotel workers' unions require our hotels to provide, our managers' employees with safety devices, sometimes known as "panic buttons." We fund the capital necessary to ensure that employees at our hotels will be equipped with these safety devices. These and other laws and regulations may be changed from time-to-time, or new regulations adopted, resulting in additional costs of compliance, including potential litigation. A determination that we are not in compliance with these laws and regulations could result in a court order to bring the hotel into compliance, imposition of civil penalties in cases brought by the Justice Department, or an award of attorneys' fees to private litigants. Compliance with these laws and regulations could require substantial capital expenditures. Any increased costs could have a material adverse effect on our business, financial condition or results of operations. In addition, the operations of our foreign hotels are subject to a variety of United States and international laws and regulations, including the United States Foreign Corrupt Practices Act and other anti-corruption laws, but we cannot assure that we will continue to be found to be operating in compliance with, or be able to detect violations of, any such laws or regulations.

Litigation judgments or settlements could have a significant adverse effect on our financial condition.

We are involved in various legal proceedings in the ordinary course of business and are defending these claims vigorously; however, no assurances can be given as to the outcome of any pending legal proceedings. We believe, based on currently available information, that the results of current proceedings, in the aggregate, will not have a material adverse effect on our financial condition, but might be material to our operating results for any period, depending, in part, upon the quantum of our operating results for such period. We also could become the subject of future claims by the operators of our hotels, individuals or companies who use our hotels, our investors, our joint venture partners or regulating entities and these claims could have a significant adverse effect on our financial condition and results of operations.

Environmental liabilities are possible and can be costly.

Our hotels are subject to requirements and potential liabilities under various foreign and U.S. federal, state and local environmental laws, ordinances and regulations. Unidentified environmental liabilities could arise and have a material adverse effect on our financial condition and performance. Additionally, even after we have sold a hotel, we may be liable for environmental liabilities attributable to events that occurred during our ownership. Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and remediate hazardous or toxic substances or petroleum product releases at the property. The owner or operator may be required to pay a governmental entity or third parties for property damage, and for investigation and remediation costs incurred by the parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site. Environmental laws also govern the presence, maintenance and removal of toxic or hazardous substances. These laws require that owners or operators of buildings properly manage and maintain these substances and notify and train those who may come into contact with them and undertake special precautions. These laws may impose fines and penalties on building owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to toxic or hazardous materials.

Item 1B. Unresolved Staff Comments

We have received no written comments regarding our periodic or current reports from the staff of the Securities and Exchange Commission that remain unresolved.

Item 2. Properties

See Part 1 Item 1. “Business—Our Consolidated Hotel Portfolio” above for a discussion of our hotels.

Item 3. Legal Proceedings

We are involved in various legal proceedings in the ordinary course of business including, but not limited to, disputes involving hotel-level contracts, employment litigation, compliance with laws such as the Americans with Disabilities Act, tax disputes and other general matters. We are defending these claims vigorously; however, no assurances can be given as to the outcome of any pending legal proceedings. We believe, based on currently available information, that the results of such proceedings, in the aggregate, will not have a material adverse effect on our financial condition, but might be material to our operating results for any period, depending, in part, upon the operating results for such period. We record a liability when a loss is considered probable and the amount can be reasonably estimated. For more information, see Note 17 in Item 8. — Financial Statements and Supplementary Data**.**

Item 4. Mine Safety Disclosures

None.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

In the following table, we set forth certain information regarding those persons currently serving as executive officers of Host Inc. as of February 17, 2023. As a partnership, Host L.P. does not have executive officers.

Name and Title	Age	Business Experience Prior to Becoming an Executive Officer of Host Inc.
Richard E. Marriott *Chairman of the Board*	84	Richard E. Marriott joined our company in 1965 and has served in various executive capacities. In 1979, Mr. Marriott was elected to the board of directors. In 1984, he was elected executive vice president and in 1986, he was elected vice chairman of the board of directors. In 1993, Mr. Marriott was elected chairman of the board.
James F. Risoleo *President, Chief Executive Officer and Director*	67	James F. Risoleo joined our company in 1996 as senior vice president for acquisitions. He has served in various capacities with the company, including executive vice president and chief investment officer, managing director of the company's European and west coast investment activities, and culminating in his service as president and chief executive officer beginning in January 2017.
Sourav Ghosh *Executive Vice President and Chief Financial Officer*	46	Sourav Ghosh joined our company in 2009 as vice president of business intelligence & portfolio strategy. In 2017, he became the head of strategy & analytics and in 2020 he became chief financial officer and treasurer.
Julie P. Aslaksen *Executive Vice President, General Counsel and Secretary*	48	Julie P. Aslaksen joined our company in November 2019 as executive vice president, general counsel and secretary. Prior to joining our company, Ms. Aslaksen served as vice president and general counsel at General Dynamics Information Technology ("GDIT") from 2017 to 2019. Prior to her role at GDIT, Ms. Aslaksen spent 14 years with General Dynamics Corporation, where she most recently served as staff vice president, deputy general counsel and assistant secretary.
Michael E. Lentz *Executive Vice President Development, Design & Construction*	59	Michael E. Lentz joined our company in March 2016 as managing director, global development, design and construction. In February 2019, he was promoted to executive vice president, development, design and construction. Prior to joining us, Mr. Lentz was senior vice president of global development for Las Vegas Sands Corp. from 2011 to 2016 and before that was with Walt Disney Imagineering for 20 years, culminating in his service as vice president of project development.
Joseph C. Ottinger *Senior Vice President, Corporate Controller*	46	Joseph C. Ottinger joined our company in August 1999, where he has held a series of financial reporting positions with increasing responsibilities. In 2012, he was promoted to vice president, financial reporting and became assistant controller in 2017. On January 1, 2021, Mr. Ottinger began serving as senior vice president and corporate controller.
Mari Sifo *Executive Vice President, Chief Human Resources Officer*	41	Mari Sifo joined our company as executive vice president, chief human resources officer in November 2022. Prior to joining our company, she was the chief human resource officer for SWM International from 2018 to 2022; senior director, human resources at CP Kelco from 2015 to 2018; and human resources, director at Mondelez International from 2014 to 2015.
Nathan S. Tyrrell *Executive Vice President, Chief Investment Officer*	50	Nathan S. Tyrrell joined our finance department in 2005. He became treasurer in February 2010. In 2015, he was named managing director of investment activities for the east coast and in 2017 he was named executive vice president, chief investment officer.

PART II

Item 5. Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities for Host Inc.

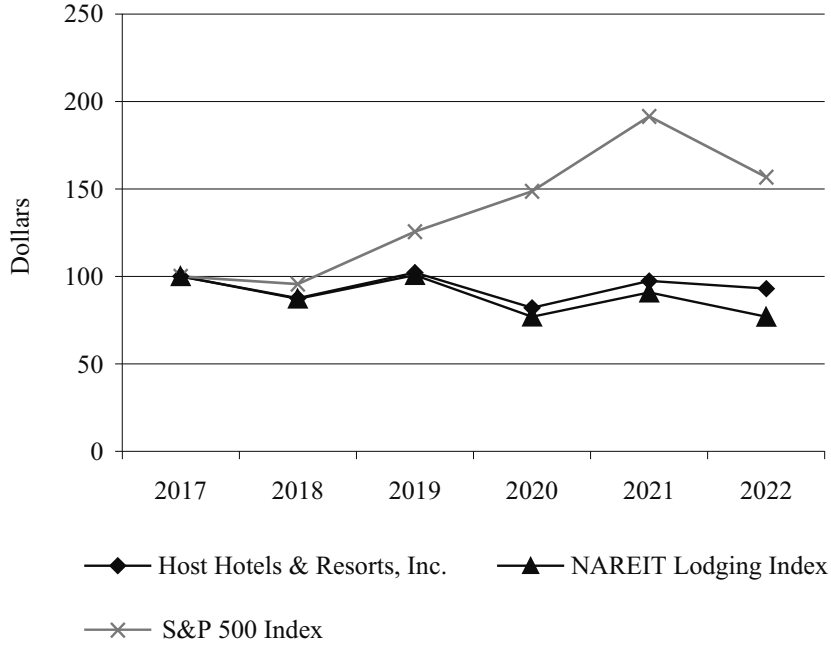
Host Inc.'s common stock is listed on the Nasdaq Stock Market and trades under the symbol "HST."

As of February 17, 2023, there were 15,832 holders of record of Host Inc.'s common stock. However, because many of the shares of our common stock are held by brokers and other institutions on behalf of stockholders, we believe that there are considerably more beneficial owners of our common stock than record holders. As of February 17, 2023, there were 1,094 limited partners of Host L.P. (in addition to Host Inc.). OP units are redeemable for cash, or, at our election, for Host Inc. common stock.

Stockholder Return Performance

The following graph compares the five-year cumulative total stockholder return on the common stock of Host Inc. against the cumulative total returns of the Standard & Poor's Corporation Composite 500 Index and the National Association of Real Estate Investment Trust ("NAREIT") Lodging Index. The graph assumes an initial investment of $100 in the common stock of Host Inc. and in each of the indices, and also assumes the reinvestment of dividends.

Comparison of Five-Year Cumulative Stockholder Returns 2017 – 2022



	2017	2018	2019	2020	2021	2022
Host Hotels & Resorts, Inc.	$ 100.00	$87.80	$ 102.36	$ 82.14	$ 97.63	$ 93.13
NAREIT Lodging Index	$ 100.00	$87.18	$ 100.82	$ 77.03	$ 91.07	$ 77.13
S&P 500 Index	$ 100.00	$95.62	$ 125.72	$148.85	$191.58	$156.88

This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any filing of Host Inc. or Host L.P. (or any of their respective subsidiaries) under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Fourth Quarter 2022 Host Inc. Purchases of Equity Securities

On August 3, 2022, the Board of Directors authorized an increase in the amount authorized under our share repurchase program from the existing $371 million remaining available to $1 billion. The common stock may be purchased from time to time depending upon market conditions, and repurchases may be made in the open market or through private transactions or by other means, including principal transactions with various financial institutions, accelerated share repurchases, forwards, options and similar transactions, and through one or more trading plans designed to comply with Rule 10b5-1 under the Securities Act of 1934, as amended. The program does not obligate us to repurchase any specific number of shares or any specific dollar amount and may be suspended at any time at our discretion, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition."

Period	Total Number of Host Inc. Common Shares Purchased	Average Price Paid per Common Share*	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Common Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1, 2022 – October 31, 2022	—	$ —	—	$1,000
November 1, 2022 – November 30, 2022	—	—	—	1,000
December 1, 2022 – December 31, 2022	1,675,421	15.93	1,675,421	973
Total	1,675,421	$15.93	1,675,421	$ 973

* Prices shown are exclusive of commissions paid.

Item 5. Market for Registrant's Common OP Units, Related Unitholder Matters and Issuer Purchases of Equity Securities for Host L.P.

There is no established public trading market for our common OP units and transfers of common OP units are restricted by the terms of Host L.P.'s partnership agreement. The number of holders of record of Host L.P.'s common OP units on February 17, 2023 was 1,094. The number of outstanding common OP units as of February 17, 2023 was 708,445,021, of which 698,474,425 were owned by Host Inc.

Fourth Quarter 2022 Host L.P. Purchases of Equity Securities

Period	Total Number of Host L.P. Common OP Units Purchased	Average Price Paid per Common OP Unit	Total Number of OP Units Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of OP Units that May Yet Be Purchased Under the Plans or Programs (in millions)
October 1, 2022 – October 31, 2022	65,781*	1.021494 shares of Host Hotels & Resorts, Inc. common stock	—	—
November 1, 2022 – November 30, 2022	24,186*	1.021494 shares of Host Hotels & Resorts, Inc. common stock	—	—
December 1, 2022 – December 31, 2022	1,767,450**	1.021494 shares of Host Hotels & Resorts, Inc. common stock	—	—
Total	1,857,417		—	—

* Reflects common OP units offered for redemption by limited partners in exchange for shares of Host Inc.'s common stock.

** Reflects (i) 1,711,432 common OP units repurchased to fund the repurchase by Host Inc. of 1,675,421 shares of common stock as part of its publicly announced share repurchase program, and (ii) 56,018 common OP units redeemed by holders in exchange for shares of Host Inc.'s common stock.

Item 6. Reserved

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report. This discussion focuses on our financial condition and results of operations for the year ended December 31, 2022 as compared to the year ended December 31, 2021. For a discussion and analysis of the year ended December 31, 2021 compared to the same period in 2020, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on February 24, 2022.

Overview

Host Inc. operates as a self-managed and self-administered REIT that owns hotels and conducts operations through Host L.P., of which Host Inc. is the sole general partner and of which it holds approximately 99% of its common OP units as of December 31, 2022. The remainder of Host L.P.'s common OP units are owned by various unaffiliated limited partners. Host Inc. has the exclusive and complete responsibility for Host L.P.'s day-to-day management and control.

Host Inc. is the largest lodging REIT in NAREIT's composite index and one of the largest owners of luxury and upper upscale hotels. As of February 17, 2023, we own 78 hotels in the United States, Canada and Brazil and have minority ownership interests in an additional 23 hotels through joint ventures in the United States and in India. These hotels are operated primarily under brand names that are among the most respected and widely recognized in the lodging industry. Most of our hotels are located in central business districts of major cities, near airports and in resort/conference destinations.

Our customers fall into three broad groups: transient business, group business and contract business, which accounted for approximately 65%, 32%, and 3%, respectively, of our 2022 room sales, which is in-line with our 2019 pre-pandemic mix of customers. For a discussion of our customer categories, see "Item 1 Business – Our Customers".

Understanding Our Performance

Our Revenues and Expenses. Our hotels are operated by third-party managers under long-term agreements, pursuant to which they typically earn base and incentive management fees based on the levels of revenues and profitability of each hotel. We provide operating funds, or working capital, which the managers use to purchase inventory and to pay wages, utilities, property taxes and other hotel-level expenses. We generally receive a cash distribution from our hotel managers each month, which distribution reflects hotel-level sales less property-level operating expenses (excluding depreciation).

Operations from our domestic portfolio account for approximately 99% of our total revenues and 1% relate to our five hotels in Canada and Brazil. Because of the significant adverse impact that the COVID-19 pandemic had on our operations during 2020 and 2021, the mix of our hotel revenues and expenses shifted during those years, reflecting lower occupancies at our properties and less use of food and beverage services. The revenue and

expense mix of our hotels returned close to 2019 levels in 2022. The following table presents the components of our hotel revenues as a percentage of our total revenues for each of 2022 and 2019:

	% of 2022 Revenues	% of 2019 Revenues
• *Rooms revenues*. Occupancy and average daily room rate are the major drivers of rooms revenues. The business mix of the hotel (group versus transient and retail versus discount business) is a significant driver of room rates.	61%	63%
• *Food and beverage revenues*. Food & beverage revenues consist of revenues from group functions, which may include banquet revenues and audio and visual revenues, as well as outlet revenues from the restaurants and lounges at our hotels.	29%	30%
• *Other revenues*. Occupancy, the nature of the hotel (e.g., resort) and its price point are the main drivers of other ancillary revenues, such as attrition and cancelation fees, resort and destination fees, parking, golf courses, spas, entertainment and other guest services. This category also includes other rental revenues.	10%	7%

Hotel operating expenses represent approximately 98% of our total operating costs and expenses. The following table presents the components of our hotel operating expenses as a percentage of our total operating costs and expenses for each of 2022 and 2019:

	% of 2022 Operating Costs and Expenses	% of 2019 Operating Costs and Expenses
• *Rooms expenses*. These costs include housekeeping, reservation systems, room supplies, laundry services and front desk costs. Occupancy is the major driver of rooms expenses. These costs can increase based on increases in salaries and wages, as well as on the level of service and amenities that are provided.	18%	19%
• *Food and beverage expenses*. These expenses primarily include food, beverage and the associated labor costs and will correlate closely with food and beverage revenues. Group functions with banquet sales and audio and visual components generally will have lower overall costs as a percentage of revenues than outlet sales.	22%	24%
• *Other departmental and support expenses*. These expenses include labor and other costs associated with other ancillary revenues, such as parking, golf courses, spas, entertainment and other guest services, as well as labor and other costs associated with administrative departments, allocated brand costs, sales and marketing, repairs and minor maintenance and utility costs.	29%	28%
• *Management fees*. Base management fees are computed as a percentage of gross revenues. Incentive management fees generally are paid when operating profits exceed certain thresholds.	5%	5%
• *Other property-level expenses*. These expenses consist primarily of real and personal property taxes, ground rent, equipment rent and property insurance. Many of these expenses are relatively inflexible and do not necessarily change based on changes in revenues at our hotels.	8%	8%
• *Depreciation and amortization expense*. This is a non-cash expense that changes primarily based on the acquisition and disposition of hotels and the amounts of historical capital expenditures. This component also can include impairment expense.	16%	14%

The expense components listed above are based on those presented in our consolidated statements of operations. It also is worth noting that wage and benefit costs are spread among various line items. Taken separately, these costs represent approximately 55% and 58% of our rooms, food and beverage, and other departmental and support expenses in 2022 and 2019, respectively.

Key Performance Indicators. The following key performance indicators commonly are used in the hospitality industry and we believe provide useful information to management and investors in order to compare our performance with the performance of other lodging REITS:

- *hotel occupancy* is a volume indicator based on the percentage of available room nights that are sold;
- *average daily rate ("ADR")* is a price indicator calculated by dividing rooms revenues by the number of rooms sold;
- *revenues per available room ("RevPAR")* is used to evaluate hotel operations. RevPAR is defined as the product of the average daily room rate charged and the average daily occupancy achieved. RevPAR does not include food and beverage, parking, or other guest service revenues generated by the hotel. Although RevPAR does not include these ancillary revenues, it is considered a key indicator of core revenues for many hotels; and
- *total revenues per available room ("Total RevPAR")* is a summary measure of hotel results calculated by dividing the sum of rooms, food and beverage and other ancillary services revenues by room nights available to guests for the period. It includes ancillary revenues that are not included in the calculation of RevPAR.

RevPAR changes that are driven by occupancy have different implications on overall revenue levels, as well as incremental operating profit, than do changes that are driven by average room rate. For example, increases in occupancy at a hotel will lead to increases in rooms revenues and ancillary revenues, such as food and beverage revenues, as well as additional incremental costs (including housekeeping services, utilities and room amenity costs). RevPAR increases due to higher room rates, however, will not result in additional room-related costs, except those charged as a percentage of revenues. As a result, changes in RevPAR driven by increases or decreases in average room rates have a greater effect on profitability than do changes in RevPAR caused by occupancy levels.

We also evaluate the performance of our business through certain non-GAAP financial measures. Each of these non-GAAP financial measures should be considered by investors as supplemental measures to GAAP performance measures such as total revenues, operating profit, net income and earnings per share. We provide a more detailed discussion of these non-GAAP financial measures, how management uses such measures to evaluate our financial condition and operating performance and a discussion of certain limitations of such measures in "—Non-GAAP Financial Measures." Our non-GAAP financial measures include:

- *NAREIT Funds From Operations ("FFO") and Adjusted FFO per diluted share.* We use NAREIT FFO and Adjusted FFO per diluted share as supplemental measures of company-wide profitability. NAREIT adopted FFO to promote an industry- wide measure of REIT operating performance. We also adjust NAREIT FFO for gains and losses on extinguishment of debt, certain acquisition costs, litigation gains or losses outside the ordinary course of business and severance costs outside the ordinary course of business.
- *All Owned Hotel EBITDA.* All Owned Hotel EBITDA measures property-level results before debt service, depreciation and corporate expenses (as this is a property level measure) and is a supplemental measure of aggregate property-level profitability. We use All Owned Hotel EBITDA and associated margins to evaluate the profitability of our hotels.
- *EBITDA, EBITDAre and Adjusted EBITDAre.* Earnings before interest expense, income taxes, depreciation and amortization ("EBITDA") is a supplemental measure of our operating performance

and facilitates comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital-intensive companies. NAREIT adopted EBITDA for real estate ("EBITDA*re*") in order to promote an industry-wide measure of REIT operating performance. We also adjust EBITDA*re* for property insurance gains, certain acquisition costs, litigation gains or losses outside the ordinary course of business and severance costs outside the ordinary course of business ("Adjusted EBITDA*re*").

In discussing our operating results, we typically present RevPAR and certain other financial data on a comparable hotel basis. However, due to the COVID-19 pandemic and its effects on operations, there is little comparability between years. For this reason, we temporarily suspended our comparable hotel presentation and instead present hotel operating results for all consolidated hotels and, to facilitate comparisons between periods, we are presenting results, referred to as "All Owned Hotel", which include the following adjustments: (1) operating results are presented for all consolidated hotels owned as of December 31, 2022, but do not include the results of operations for properties sold or held-for-sale as of the reporting date; and (2) operating results for acquisitions as of December 31, 2022 are reflected for full calendar years, to include results for periods prior to our ownership. For these hotels, since the year-over-year comparison includes periods prior to our ownership, the changes will not necessarily correspond to changes in our actual results. In 2023, we plan to return to our prior presentation of comparable hotels—See "- Comparable Hotel Results Definition for Periods Starting on or After January 1, 2023" for further discussion.

Summary of 2022 Operating Results

The following table reflects certain line items from our audited consolidated statements of operations and the significant operating statistics for the two years ended December 31, 2022 (in millions, except per share and hotel statistics):

Historical Income Statement Data:

	2022	2021	Change
Total revenues	$4,907	$2,890	69.8%
Net income (loss)	643	(11)	N/M
Operating profit (loss)	775	(250)	N/M
Operating profit (loss) margin under GAAP	15.8%	(8.7)%	N/M
EBITDAre [(1)]	$1,504	$ 542	177.5%
Adjusted EBITDAre [(1)]	$1,498	$ 532	181.6%
Diluted earnings (loss) per share	$ 0.88	$ (0.02)	N/M
NAREIT FFO per diluted share [(1)]	1.79	0.60	198.3%
Adjusted FFO per diluted share [(1)]	1.79	0.61	193.4%

All Owned Hotel Data:

	2022 Owned Hotels [(1)]		
	2022	2021	Change
All Owned Hotel revenues [(1)]	$ 4,944	$ 2,912	69.8%
All Owned Hotel EBITDA [(1)]	1,573	686	129.3%
All Owned Hotel EBITDA margin [(1)]	31.8%	23.55%	825 bps
All Owned Hotel Total RevPAR [(1)]	$320.39	$189.70	68.9%
All Owned Hotel RevPAR [(1)]	196.33	120.33	63.2%

(1) EBITDAre, Adjusted EBITDAre, NAREIT FFO per diluted share and Adjusted FFO per diluted share and All Owned Hotel operating results (including hotel revenues and hotel EBITDA and margins) are non-GAAP financial measures within the meaning of the rules of the SEC. See "Non-GAAP Financial Measures" for more information on these measures, including why we believe these supplemental measures are useful, reconciliations to the most directly comparable GAAP measure, and the limitations on the use of these supplemental measures. Additionally, All Owned Hotel results and statistics include adjustments for dispositions and acquisitions. See Hotel RevPAR Overview for results of the portfolio based on our ownership period, without these adjustments.

N/M = Not meaningful.

Revenues

Total revenues increased $2,017 million, or 69.8%, compared to 2021, due to strong leisure demand at our resort hotels and the recovery of business transient and group travel during the year. All Owned Hotel RevPAR increased 63.2%, compared to 2021, due to a 19.1 percentage point increase in occupancy and a 15.8% increase in average room rate. All Owned Hotel Total RevPAR increased 68.9% for the year as the increase in rooms revenues were supplemented with growth in both food and beverage revenues and other revenues (see "Statement of Operations Results and Trends").

Operations at most of our hotels in Florida were affected by Hurricane Ian in September 2022. Due to evacuation mandates and loss of commercial power, we estimate that RevPAR was negatively impacted by approximately 60 basis points for the full year.

All Owned Hotel Total RevPAR for all markets exceeded 2021 levels, while Total RevPAR for the portfolio as a whole was 2.7% below the 2019 pre-pandemic levels. The decline was concentrated in the first quarter of 2022, as the increase in COVID-19 infections in January due to the Omicron variant disrupted hotel operations in the first part of the quarter. However, operations recovered as the Omicron wave subsided, and the second, third and fourth quarters all exceeded 2019 All Owned Hotel Total RevPAR and RevPAR. All Owned Hotel Total RevPAR in our Miami, Orlando, Jacksonville and Phoenix markets increased 33.8%, 22.5%, 22.2% and 19.2%, respectively, compared to 2019, due to continued strength at our leisure properties during the year, which has allowed our operators to drive average room rates in excess of 2019 levels. Our hotels in San Francisco/San Jose and Washington, D.C., two of our larger markets by room count, experienced declines of 34.2% and 20.0%, respectively, compared to 2019, as operations at these hotels continued to ramp up throughout the year following the lifting of many of the COVID-19 restrictions previously in place in these markets. Similarly, our Boston and Seattle markets continue to lag the portfolio, with declines of 32.9% and 24.6%, respectively, compared to 2019.

Operating Profit

Operating trends overall continued to improve throughout the year. During the first half of the year, hotel-level operating costs increased at lower rates when compared to increases in revenues over the same period as hiring did not keep pace with the improvement in operations during the first half of the year. During the second half of the year, hotels were able to increase staffing to levels more in-line with expectations based on current hotel demand.

As a result, operating profit (loss) margins (calculated based on GAAP operating profit as a percentage of GAAP revenues) improved to 15.8% in 2022, compared to (8.7)% in 2021. Along with strong improvements in rates, our hotel margins also have benefited from the implementation of portfolio-wide cost reductions as well as the slower transition to more normalized levels of operations during the year. Operating profit margins under GAAP also are affected significantly by several items, including dispositions, depreciation expense and corporate expenses. Our All Owned Hotel EBITDA margins, which exclude these items, improved to 31.8% for the year, up from 23.55% in 2021.

Net Income, Adjusted EBITDA*re* and Adjusted FFO per Diluted Share

Net income for Host Inc. was $643 million, an increase of $654 million from the prior year. The improvement was primarily due to improving operations at our hotels, offset by a $289 million decrease in other gains, consisting primarily of a lower gain on sale of assets in 2022 as compared to 2021. These results led to an increase in diluted earnings per common share for Host Inc. of $0.88. Adjusted EBITDA*re,* which excludes gain on sale of assets and impairment expense, among other items, increased to $1,498 million. Adjusted FFO per diluted share, which excludes gain on sale of assets and other real estate transactions, including depreciation and impairment expense, increased to $1.79 in 2022.

The trends and transactions described above for Host Inc. affected similarly the operating results for Host L.P., as the only significant difference between the Host Inc. and Host L.P. statements of operations relates to the treatment of income attributable to the unaffiliated limited partners of Host L.P.

2023 Outlook

We experienced a significant improvement in revenues and earnings during 2022. However, current macroeconomic headwinds and concerns surrounding the potential for an economic slowdown are now competing with the lodging recovery. Further improvement in operations will be dependent on our ability to maintain high-rated business in our resort markets, as well as the continued improvement of group, business transient and international inbound travel. Accordingly, we believe that operations in specific markets and asset types will continue to be uneven.

Blue Chip Economic Indicators consensus currently estimates an increase in real U.S. GDP of 0.5% for 2023, with slight declines in the first and second quarter, while business investment is anticipated to increase just 0.7%. Rising interest rates, aimed at combating persistently high inflation, and geopolitical uncertainty have led to increased risks and elevated concerns surrounding the Federal Reserve's ability to rein in inflation without significantly impairing economic growth. The range of potential outcomes on the economy and the lodging industry specifically remains exceptionally wide, reflecting varying analyst assumptions surrounding the impact of higher interest rates, inflation, ongoing labor shortages in key industries, geopolitical conflicts, and the unpredictability of new COVID-19 variants.

Hotel supply growth is anticipated to remain below the long-term historical average in 2023, as supply chain challenges have resulted in project delays across the U.S. We anticipate that the new project pipeline will remain suppressed until macroeconomic concerns abate. While the pandemic had an outsized impact on our industry, particularly in luxury and upper upscale hotels in top U.S. markets, where a majority of our hotels are located, leisure travel continues to outperform expectations due to pent-up demand, high personal savings and waning virus fears. There was a significant acceleration in group and business transient demand in the second half of 2022, leading to improving trends in our urban markets.

For periods starting on or after January 1, 2023, we will cease presentation of All Owned Hotel results, and return to a comparable hotel presentation for our hotel level results. We believe this will provide investors with a better understanding of underlying growth trends for our current portfolio, without impact from properties that experienced closures due to renovations or property damage sustained. We will remove Hyatt Regency Coconut Point Resort and Spa and The Ritz-Carlton, Naples from our comparable operations for 2023 due to closures caused by Hurricane Ian.

Based on the trends noted, we expect comparable Hotel RevPAR growth between 2.0% and 8.0% for the full year 2023. We note that performance in the first quarter of 2022 was negatively impacted by the Omicron variant, resulting in easier comparisons for the first quarter of 2023, which we expect to bolster full-year growth relative to 2022. We expect more comparative performance in the remaining quarters of the year, which will be heavily influenced by the overall macroeconomic environment. Additionally, margins are expected to decline compared to 2022, driven by wage inflation, closer to stable staffing levels, higher insurance and utility expenses, lower attrition and cancelation fees, and occupancy below 2019 levels.

As noted above, the current outlook for the lodging industry remains highly uncertain; therefore, there can be no assurances as to the continued recovery in lodging demand for any number of reasons, including, but not limited to, slower than anticipated return of group and business travel or deteriorating macroeconomic conditions. For more information on the risks that can affect our future results, see Part 1 Item 1A. "Risk Factors."

Strategic Initiatives

For 2023, we intend to continue our disciplined approach to capital allocation in order to strengthen our portfolio and to deliver stockholder value through multiple levers, which may include, over time, acquiring hotels or investing in our portfolio. We intend to take advantage of our strong capital position and overall scale to acquire upper-upscale and luxury properties, through single asset or portfolio acquisitions, that we believe have sustainable competitive advantages to drive long-term value to the extent favorable pricing opportunities arise. At the same time, we will opportunistically sell hotels when market conditions permit. We also continue to critically analyze our portfolio to seek to take advantage of the inherent value of our real estate for its highest and best use.

Acquisitions. During 2022, we acquired the 125-room Four Seasons Resort and Residences Jackson Hole for $315 million. The resort also features an additional 44 private residences, the owners of which may participate in a rental program through the resort.

Other Investments. We invested an aggregate of $35 million of cash and issued approximately $56 million of Host L.P. OP units to acquire a minority equity interest in Noble Management Holdings, LLC and Noble Investment Holdings, LLC representing 49% of (a) the net fee income of the Noble Business in respect of existing and future Noble Investment Group funds and other revenue-based activities, (b) 40% of the gross carried interest earned on the funds formed after closing, and (c) proceeds earned by the general partner on commitments to future funds. As part of our investment, we have made a $150 million capital commitment to the next Noble fund. We also have the opportunity to increase our investment in Noble's business. See Item 1 – "Business" for more information.

Dispositions. We completed the sale of four hotels in 2022 for a total price of $672 million, including bridge loans issued to buyers of $413 million and including $3 million of FF&E replacement funds retained by us.

Financing transactions. *Credit Facility.* In February 2022, we repaid the remaining $683 million outstanding under the revolver portion of our credit facility. Subsequent to year end, we amended and restated our $2.5 billion credit facility, extending the maturity dates of both the revolver and outstanding term loans and maintaining similar terms to the prior facility.

We believe that our ability to maintain an investment grade balance sheet and well-laddered maturity schedule is an important factor in our investment strategy. As of December 31, 2022, after taking into account the amended and restated credit facility agreement, our weighted average interest rate is 4.4% and our weighted average debt maturity is 5.2 years. We have a debt balance of $4.2 billion and no significant debt maturities until 2024.

For a detailed discussion, see "—Liquidity and Capital Resources." For a detailed discussion of our significant debt activities, see Part II Item 8 "Financial Statements and Supplementary Data – Note 5. Debt" in the Notes to Consolidated Financial Statements.

Capital Projects. We continue to pursue opportunities to enhance asset value through select capital improvements, including projects that are designed to increase the eco-efficiency of our hotels, incorporate elements of sustainable design and replace aging equipment and systems with more efficient technology. During 2022, we spent approximately $504 million on capital expenditures, of which $307 million represented return on investment ("ROI") capital expenditures and $197 million represented renewal and replacement projects. ROI capital projects completed during the year include the brand-new 2.3-acre River Falls Water Park and 60,000 square-foot meeting space expansion at the Orlando World Center Marriott and the public space repositioning and rooms upgrade at the Miami Marriott Biscayne Bay.

In addition, hotels within certain regions are subject to environmental and weather related events, including hurricanes, wildfires, floods, rising sea levels, mudslides, earthquakes and other natural perils. To mitigate some of these physical risks, we execute capital expenditure projects, including replacements and restorations of

exterior walls, doors and windows, roofs, grounds, relocated/elevated critical equipment and distributed energy systems to further increase the resilience of our hotels. A portion of our capital expenditures for 2022 include these types of projects, which we expect to continue in future years. While the number of projects and overall cost varies from year to year, on average approximately 6% our capital expenditures have related to these types of projects over the past six years.

We are nearing completion on the Marriott transformational capital program, which began in 2018. We believe this program will position these hotels to be more competitive in their respective markets and will enhance long-term performance through increases in RevPAR and market yield index. We agreed to invest amounts in excess of the FF&E reserves required under our management agreements and, in exchange, Marriott has provided additional priority returns on the agreed upon investments and operating profit guarantees of $83 million, before reductions for incentive management fees, to offset expected business disruption. Approximately 96% of the total estimated costs of the program have been spent as of December 31, 2022. Of the 16 hotels included in the program, we have completed projects at the Coronado Island Marriott Resort & Spa, New York Marriott Downtown, San Francisco Marriott Marquis, and Santa Clara Marriott in 2019; projects at the Minneapolis Marriott City Center, San Antonio Marriott Rivercenter and JW Marriott Atlanta Buckhead in 2020; projects at The Ritz-Carlton Amelia Island, New York Marriott Marquis and Orlando World Center Marriott in 2021 and projects at Boston Marriott Copley Place, Houston Marriott Medical Center, JW Marriott Houston by the Galleria, and Marina del Rey Marriott in 2022. We expect the final two hotels, Marriott Marquis San Diego Marina and Washington Marriott at Metro Center, to be completed in the first half of 2023.

In 2023, we also have several projects that seek to add value to our existing portfolio over time. These projects include:

- *The Ritz-Carlton Naples* – the opening of the tower expansion and extensive guestroom renovation was substantially completed in 2022, but delayed due to the impacts from Hurricane Ian. The expansion will increase the number of suites at the property, paired with the redevelopment of public and meeting space, including the addition of a new pool and cabanas. The projects will debut when the property reopens. The property is targeting a phased reopening strategy to begin in the summer of 2023.
- *Fairmont Kea Lani, Maui* – completion of the final phase of an extensive estimated $138 million renovation of the guestrooms and the addition of a new arrival experience and lobby bar, expected in the fourth quarter of 2023.
- *Hilton Singer Island Oceanfront/Palm Beaches Resort* - transformational repositioning renovation to become an independent resort hotel.

For 2023, we expect to make capital expenditures of $600 million to $725 million, consisting of $250 million to $300 million of ROI projects, $250 million to $300 million of renewal and replacement projects, and $100 million to $125 million of restoration work for the damage caused by Hurricane Ian. The ROI projects include approximately $25 million to $35 million for the completion of the Marriott transformational capital program discussed above. We received approximately $10 million in operating profit guarantees in 2022 from Marriott and expect to receive approximately $2 million in 2023.

Share Repurchase and Dividends. On August 3, 2022, Host Inc.'s Board of Directors authorized an increase in our share repurchase program from the existing $371 million remaining under the prior Board authorization to $1 billion. In the fourth quarter and for full year 2022, we repurchased 1.7 million shares at an average price of $15.93 per share, exclusive of commissions, for a total of $27 million. As of December 31, 2022, we have $973 million available for repurchase under the program.

As part of our response to COVID-19 and in order to preserve cash and future financial flexibility, we suspended our regular quarterly common cash dividend commencing with the second quarter dividend that would have been paid in July 2020. Beginning with the first quarter of 2022, we re-instated our quarterly dividend at $0.03 per share, and increased it to $0.12 per share starting with the third quarter of 2022.

During 2022, Host Inc.'s Board of Directors declared dividends totaling $0.53 per share, including a fourth quarter special dividend of $0.20 per share, with respect to Host Inc.'s common stock. Accordingly, Host L.P. made distributions of $0.54139182 per unit with respect to its common OP units for 2022. On February 15, 2023, we announced a regular quarterly cash dividend of $0.12 per share on our common stock. The dividend will be paid on April 17, 2023 to stockholders of record on March 31, 2023. The amount of any future dividends will be based on our policy of distributing, over time, 100% of our taxable income and will be determined by Host Inc.'s Board of Directors.

There can be no assurances that any future dividends will match or exceed those set forth above for any number of reasons, including a decline in operations or an increase in liquidity needs. We believe that we have sufficient liquidity and access to the capital markets in order to fund our capital expenditures programs and to take advantage of investment opportunities.

Results of Operations

The following table reflects certain line items from our audited consolidated statements of operations for the two years ended December 31, 2022 (in millions, except percentages):

	2022	2021	Change
Total revenues	$4,907	$2,890	69.8%
Operating costs and expenses:			
Property-level costs [1]	4,042	3,049	32.6
Corporate and other expenses	107	99	8.1
Gain on insurance and business interruption settlements	17	8	112.5
Operating profit (loss)	775	(250)	N/M
Interest expense	156	191	(18.3)
Other gains	17	306	(94.4)
Benefit (provision) for income taxes	(26)	91	N/M
Host Inc.:			
Net income attributable to non-controlling interests	10	—	N/M
Net income (loss) attributable to Host Inc.	633	(11)	N/M
Host L.P.:			
Net income attributable to non-controlling interests	1	1	—
Net income (loss) attributable to Host L.P.	642	(12)	N/M

(1) Amounts represent total operating costs and expenses from our audited consolidated statements of operations, less corporate and other expenses and the gain on insurance and business interruption settlements.

N/M = Not meaningful

Statement of Operations Results and Trends

Operations improved significantly in 2022 compared to 2021 due to the ongoing recovery of the lodging industry from the COVID-19 pandemic. With operations normalizing from the effects of the pandemic throughout the year, results in the second half of the year were impacted by typical seasonality and shifting business and market mix, as well as lost revenues caused by Hurricane Ian. In addition to improved operations, acquisitions that occurred in 2021 and 2022 contributed $289 million to the growth in revenues in 2022, compared to the negative impact on revenues of $149 million resulting from dispositions.

The following table presents revenues in accordance with GAAP for the two years ended December 31, 2022 (in millions, except percentages):

	2022	2021	Change
Revenues:			
Rooms	$3,014	$1,858	62.2%
Food and beverage	1,418	674	110.4
Other	475	358	32.7
Total revenues	$4,907	$2,890	69.8

Rooms. Total rooms revenues increased $1,156 million, or 62.2%, in 2022, due to increases in average room rates and occupancy compared to 2021. Average room rates for our portfolio also have exceeded pre-pandemic levels, while occupancy continues to lag 2019. 2022 results were negatively impacted by approximately $20 million due to Hurricane Ian.

Food and beverage. Total food and beverage ("F&B") revenues increased $744 million, or 110.4%, in 2022, due primarily to strong outlet spend per occupied room as well as improvements in banquet and audio-visual revenues, reflecting recovering group business. 2022 results were negatively impacted by approximately $16 million due to Hurricane Ian.

Other revenues. Total other revenues increased $117 million, or 32.7%, in 2022, due primarily to an increase in attrition and cancelation fees, resort and destination fees, as well as strong golf and spa revenues. 2022 results were negatively impacted by approximately $3 million due to Hurricane Ian.

Property-level Operating Expenses

The following table presents consolidated property-level operating expenses in accordance with GAAP for the two years ended December 31, 2022 (in millions, except percentages):

	2022	2021	Change
Expenses:			
Rooms	$ 727	$ 488	49.0%
Food and beverage	928	505	83.8
Other departmental and support expenses	1,181	890	32.7
Management fees	217	97	123.7
Other property-level expenses	325	307	5.9
Depreciation and amortization	664	762	(12.9)
Total property-level operating expenses	$4,042	$3,049	32.6

Our operating costs and expenses, which consist of both fixed and variable components, are affected by several factors. Rooms expenses are affected mainly by occupancy, which drives costs related to items such as housekeeping, reservation systems, room supplies, laundry services and front desk costs. Food and beverage expenses correlate closely with food and beverage revenues and are affected by occupancy and the mix of business between banquet, audio-visual and outlet sales. However, the most significant expense for rooms, food and beverage, and other departmental and support is wages and employee benefits, which comprise approximately 55% of these expenses in any year. During 2022, these expenses increased 58% compared to 2021, reflecting the increase in hiring as operations have recovered. In 2021, wage expense increases were partially offset by approximately $13 million related to the Employee Retention Credit recorded by our managers.

Early in 2022, hiring was temporarily paused in many areas due to the Omicron variant, as well as the seasonality of the industry. While hiring pace improved during the first half of the year, the significant acceleration in demand further challenged the ability of our hotel managers to increase hotel staffing commensurate with the increase in demand. However, during the second half of the year, our managers were able to continue improvements in hiring pace, and managers at many of our hotels now are operating at desired staffing levels. Wage and benefit rate inflation is expected to be approximately 5% in 2023.

Other property-level expenses consist of property taxes, which are highly dependent on local taxing authorities, and property and general liability insurance, and do not necessarily change based on changes in revenues at our hotels.

The increase in expenses for rooms, food and beverage, other departmental and support, and management fees was generally due to the corresponding increase in revenues from improvements in occupancy and hotel operations, as follows:

Rooms. Rooms expenses increased $239 million, or 49.0%, during 2022, reflecting an increase in staffing throughout the year to correspond with the improvements in occupancy. Wages and benefits represented approximately 65% of each of our 2022 and 2021 rooms expenses.

Food and beverage. F&B expenses increased $423 million, or 83.8%, in 2022. Overall, F&B costs as a percentage of revenues declined, benefiting from improved banquet revenues and ongoing productivity improvements. Wages and benefits represented approximately 67% of our 2022 F&B expenses and 64% of our 2021 F&B expenses.

Other departmental and support expenses. Other departmental and support expenses increased $291 million, or 32.7%, in 2022, due primarily to improved operations. Wages and benefits represented approximately 40% of our 2022 other departmental and support expenses and 42% of our 2021 other departmental and support expenses.

Management fees. Total management fees increased $120 million, or 123.7%, in 2022. Base management fees, which generally are calculated as a percentage of total revenues, increased $56 million, or 66.7%, compared to 2021. Incentive management fees, which generally are based on the amount of operating profit at each hotel after we receive a priority return on our investment, increased $64 million, due primarily to the improved operations at our properties.

Other property-level expenses. These expenses generally do not vary significantly based on occupancy and include expenses such as property taxes and insurance. Other property-level expenses increased $18 million, or 5.9%, in 2022, due to increases in sales and general excise taxes at our hotels, property insurance premiums and rent on a portion of our ground leases that are based on a percentage of sales. The increases were partially offset by a decrease in property taxes. Other property-level expenses were partially offset by the receipt of operating profit guarantees from Marriott under the transformational capital program in both 2022 and 2021.

Depreciation and amortization. Depreciation and amortization expense decreased $98 million, or 12.9%, to $664 million in 2022, due primarily to impairment expense of $92 million in 2021 that did not occur in 2022.

Other Income and Expenses

Corporate and other expenses. Corporate and other expenses include the following items (in millions):

	Year ended December 31,	
	2022	2021
General and administrative costs	$ 81	$81
Non-cash stock-based compensation expense	26	18
Total	$107	$99

General and administrative costs primarily consist of wages and benefits, travel, corporate insurance, legal fees, audit fees, building rent and systems costs.

Gain on insurance and business interruption settlements. In 2022, we recorded a gain on insurance consisting of $6 million related to property insurance proceeds and $11 million for receipt of business interruption insurance proceeds, each relating to various claims at our properties. As of December 31, 2022, we had not yet received any proceeds related to Hurricane Ian. However, as we currently anticipate that insurance recoveries will exceed the property loss incurred, we have not recorded a loss related to Hurricane Ian.

Interest expense. Interest expense decreased $35 million, or 18.3%, in 2022 as compared to 2021, due to the repayment of the revolver portion of the credit facility, partially offset by an increase in average interest rates on our floating rate debt. The following table presents certain components of interest expense (in millions):

	Year ended December 31,	
	2022	2021
Cash interest expense [1]	$146	$157
Cash incremental interest expense [1][2]	—	1
Non-cash interest expense	10	10
Cash debt extinguishment costs[1]	—	22
Non-cash debt extinguishment costs	—	1
Total interest expense	$156	$191

(1) Total cash interest expense paid was $142 million and $183 million in 2022 and 2021, respectively, which includes an increase (decrease) due to the change in accrued interest of $(4) million and $3 million for 2022 and 2021, respectively.

(2) Incremental interest expense reflects the cash interest expense for refinanced debt subsequent to the issuance of the new financing and prior to the repayment of the refinanced debt.

Other gains/(losses). The following table presents the gains recognized on the sale of assets and other (in millions):

	Year ended December 31,	
	2022	2021
Sheraton Boston	$13	$ —
YVE Hotel Miami	1	—
Chicago Marriott Suites Downers Grove	4	—
Westfields Marriott Washington Dulles, San Ramon Marriott, The Westin Buckhead Atlanta, The Westin Los Angeles Airport, and The Whitley, A Luxury Collection Hotel, Atlanta Buckhead	—	296
W Hollywood	—	9
Land adjacent to The Phoenician	—	2
Other	(1)	(1)
	$17	$306

Equity in earnings (losses) of affiliates. Equity in earnings of affiliates decreased $28 million, or 90.3%, in 2022 as compared to 2021, primarily due to unrealized losses recorded by Fifth Wall Ventures, L.P. in 2022 compared to unrealized gains in 2021, partially offset by improved operations at our non-consolidated properties.

Benefit (provision) for income taxes. We lease substantially all our properties to consolidated subsidiaries designated as TRS for U.S. federal income tax purposes. Taxable income or loss generated/incurred by the TRS primarily represents hotel-level operations and the aggregate rent paid to Host L.P. by the TRS, on which we record an income tax provision or benefit. In 2022 and 2021, we recorded an income tax provision of $26 million and an income tax benefit of $91 million, respectively, due primarily to the profitability of hotel operations retained by the TRS in 2022 compared to the net operating loss incurred by our TRS in 2021. As a result of

legislation enacted by the CARES Act in 2020, a portion of the 2020 domestic net operating loss was carried back to 2017-2019 in order to procure a refund of U.S. federal corporate income taxes previously paid. The remaining portion of the 2020 net operating loss, as well as the entire 2021 net operating loss incurred by our TRS, may be carried forward indefinitely, subject to an annual limit on the use thereof equal to 80% of annual taxable income. See also Part II Item 8. "Financial Statements and Supplementary Data – Note 7. Income Taxes" for a discussion of our income taxes.

Hotel RevPAR Overview

To facilitate a year-over-year comparison of our operations, we typically present certain operating statistics for the periods included in this presentation on a comparable hotel basis. However, due to the COVID-19 pandemic and its effects on operations, there is little comparability between periods. For this reason, we are revising our presentation to instead present All Owned Hotel operating results for all hotels. See "All Owned Hotel Operating Statistics" for a complete description of our methodology. We also discuss our Hotel RevPAR results by geographic location and mix of business (i.e., transient, group, or contract).

2022 Compared to 2021 and 2019

Hotel Operating Data by Location.

The following table sets forth performance information for our hotels by geographic location as of December 31, 2022, 2021 and 2019:

All Owned Hotels Results by Location Compared to 2021

Location	As of December 31, 2022		Year ended December 31, 2022				Year ended December 31, 2021					
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Percent Change in RevPAR	Percent Change in Total RevPAR
Maui/Oahu	4	2,007	$560.86	74.7%	$418.70	$646.24	$486.22	69.0%	$335.71	$512.44	24.7%	26.1%
Miami	2	1,033	621.56	61.3	380.89	635.56	579.59	57.6	334.13	528.42	14.0	20.3
Jacksonville	1	446	527.16	65.3	344.37	749.99	494.80	59.9	296.61	609.54	16.1	23.0
Orlando	2	2,448	410.76	63.8	262.20	508.78	413.95	30.9	127.96	231.90	104.9	119.4
Florida Gulf Coast	5	1,850	418.86	62.2	260.47	509.76	407.02	56.1	228.20	442.49	14.1	15.2
Phoenix	4	1,822	368.20	70.1	258.18	568.19	316.35	60.5	191.42	393.86	34.9	44.3
New York	2	2,486	333.65	72.8	242.88	345.93	235.96	38.7	91.33	121.50	165.9	184.7
Los Angeles/ Orange County	3	1,067	288.81	79.4	229.44	337.54	241.56	53.6	129.52	187.07	77.1	80.4
San Diego	3	3,288	272.28	74.6	203.24	371.28	222.93	49.1	109.43	180.41	85.7	105.8
Austin	2	767	271.65	69.5	188.91	324.19	214.87	56.3	121.00	195.68	56.1	65.7
Philadelphia	2	810	218.52	80.6	176.19	270.04	176.82	63.3	111.97	169.50	57.3	59.3
Washington, D.C. (CBD)	5	3,238	259.57	61.7	160.13	230.71	171.93	42.6	73.18	92.16	118.8	150.3
Chicago	3	1,562	240.66	65.1	156.57	217.31	180.19	43.4	78.19	100.43	100.2	116.4
San Francisco/ San Jose	6	4,162	230.88	63.0	145.42	211.87	161.21	36.9	59.55	81.05	144.2	161.4
Northern Virginia	2	916	219.41	65.6	143.96	227.21	182.84	49.4	90.34	138.95	59.4	63.5
Seattle	2	1,315	229.92	62.4	143.52	188.58	182.40	32.5	59.27	74.16	142.2	154.3
Boston	2	1,495	244.35	58.5	142.90	193.67	185.65	43.3	80.46	100.33	77.6	93.0
New Orleans	1	1,333	200.59	66.2	132.74	198.18	144.71	41.9	60.68	84.82	118.8	133.6
San Antonio	2	1,512	199.52	66.3	132.30	206.09	159.93	46.6	74.53	107.51	77.5	91.7
Atlanta	2	810	181.81	72.2	131.35	205.87	156.30	58.5	91.40	129.46	43.7	59.0
Houston	5	1,942	182.97	63.8	116.73	163.85	146.57	59.4	87.04	118.95	34.1	37.7
Denver	3	1,340	182.33	61.9	112.85	163.64	151.40	43.9	66.49	86.94	69.7	88.2
Other	10	3,061	320.85	60.7	194.89	294.37	315.90	47.9	151.34	225.39	28.8	30.6
Domestic	73	40,710	301.54	66.4	200.26	327.32	261.08	47.4	123.66	195.06	61.9	67.8
International	5	1,499	162.33	55.1	89.51	130.24	90.03	33.4	30.10	43.52	197.4	199.3
All Locations	78	42,209	297.42	66.0	196.33	320.39	256.73	46.9	120.33	189.70	63.2	68.9

All Owned Hotels Results by Location Compared to 2019

Location	As of December 31, 2022		Year ended December 31, 2022				Year ended December 31, 2019					
	No. of Properties	No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Percent Change in RevPAR	Percent Change in Total RevPAR
Maui/Oahu	4	2,007	$560.86	74.7%	$418.70	$646.24	$409.40	88.1%	$360.59	$565.89	16.1%	14.2%
Miami	2	1,033	621.56	61.3	380.89	635.56	365.48	80.3	293.65	475.18	29.7	33.8
Jacksonville	1	446	527.16	65.3	344.37	749.99	372.94	73.5	274.07	613.80	25.6	22.2
Orlando	2	2,448	410.76	63.8	262.20	508.78	295.49	69.1	204.18	415.24	28.4	22.5
Florida Gulf Coast	5	1,850	418.86	62.2	260.47	509.76	334.73	72.0	241.11	501.85	8.0	1.6
Phoenix	4	1,822	368.20	70.1	258.18	568.19	292.50	71.9	210.32	476.62	22.8	19.2
New York	2	2,486	333.65	72.8	242.88	345.93	310.83	84.6	262.90	404.86	(7.6)	(14.6)
Los Angeles/ Orange County	3	1,067	288.81	79.4	229.44	337.54	259.35	84.0	217.78	331.66	5.4	1.8
San Diego	3	3,288	272.28	74.6	203.24	371.28	249.41	79.4	198.02	360.49	2.6	3.0
Austin	2	767	271.65	69.5	188.91	324.19	248.70	85.2	211.79	356.91	(10.8)	(9.2)
Philadelphia	2	810	218.52	80.6	176.19	270.04	217.01	85.7	185.91	305.37	(5.2)	(11.6)
Washington, D.C. (CBD)	5	3,238	259.57	61.7	160.13	230.71	245.82	81.5	200.27	288.52	(20.0)	(20.0)
Chicago	3	1,562	240.66	65.1	156.57	217.31	217.88	78.0	169.88	242.18	(7.8)	(10.3)
San Francisco/ San Jose	6	4,162	230.88	63.0	145.42	211.87	279.18	82.4	230.14	321.91	(36.8)	(34.2)
Northern Virginia	2	916	219.41	65.6	143.96	227.21	221.33	75.3	166.61	276.13	(13.6)	(17.7)
Seattle	2	1,315	229.92	62.4	143.52	188.58	225.12	82.4	185.50	250.12	(22.6)	(24.6)
Boston	2	1,495	244.35	58.5	142.90	193.67	239.93	83.1	199.32	288.47	(28.3)	(32.9)
New Orleans	1	1,333	200.59	66.2	132.74	198.18	187.65	79.0	148.30	216.97	(10.5)	(8.7)
San Antonio	2	1,512	199.52	66.3	132.30	206.09	185.33	69.7	129.14	189.71	2.4	8.6
Atlanta	2	810	181.81	72.2	131.35	205.87	184.71	82.7	152.76	251.41	(14.0)	(18.1)
Houston	5	1,942	182.97	63.8	116.73	163.85	177.93	72.0	128.14	185.48	(8.9)	(11.7)
Denver	3	1,340	182.33	61.9	112.85	163.64	173.47	72.9	126.48	190.45	(10.8)	(14.1)
Other	10	3,061	320.85	60.7	194.89	294.37	226.14	74.6	168.70	262.68	15.5	12.1
Domestic	73	40,710	301.54	66.4	200.26	327.32	261.48	78.5	205.38	335.37	(2.5)	(2.4)
International	5	1,499	162.33	55.1	89.51	130.24	153.01	70.9	108.44	160.74	(17.5)	(19.0)
All Locations	78	42,209	297.42	66.0	196.33	320.39	257.96	78.3	201.91	329.17	(2.8)	(2.7)

Results by Location Compared to 2021—actual based on ownership period[1]

	As of December 31,		Year ended December 31, 2022				Year ended December 31, 2021					
Location	2022 No. of Properties	2021 No. of Rooms	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Average Room Rate	Average Occupancy Percentage	RevPAR	Total RevPAR	Percent Change in RevPAR	Percent Change in Total RevPAR
Maui/Oahu	4	4	$560.86	74.7%	$418.70	$646.24	$486.22	69.0%	$335.71	$509.02	24.7%	27.0%
Miami	2	3	585.71	62.7	367.36	607.26	489.24	59.1	289.20	449.18	27.0	35.2
Jacksonville	1	1	527.16	65.3	344.37	749.99	494.80	59.9	296.61	609.54	16.1	23.0
Orlando	2	2	410.76	63.8	262.20	508.78	361.22	30.5	110.24	205.66	137.9	147.4
Florida Gulf Coast	5	5	418.86	62.2	260.47	509.76	407.02	56.1	228.20	442.49	14.1	15.2
Phoenix	4	4	368.20	70.1	258.18	568.19	316.35	60.5	191.42	393.86	34.9	44.3
New York	2	3	317.20	67.9	215.38	305.31	220.05	36.9	81.23	108.52	165.1	181.3
Los Angeles/ Orange County	3	3	288.81	79.4	229.44	337.54	202.69	55.4	112.37	161.97	104.2	108.4
San Diego	3	3	272.28	74.6	203.24	371.28	222.93	49.1	109.43	180.41	85.7	105.8
Austin	2	2	271.65	69.5	188.91	324.19	200.48	61.9	124.02	183.98	52.3	76.2
Philadelphia	2	2	218.52	80.6	176.19	270.04	176.82	63.3	111.97	169.50	57.3	59.3
Washington, D.C. (CBD)	5	5	259.57	61.7	160.13	230.71	171.93	42.6	73.18	92.16	118.8	150.3
Chicago	3	4	232.43	63.8	148.19	204.51	172.35	42.9	73.96	94.30	100.4	116.9
San Francisco/ San Jose	6	6	230.88	63.0	145.42	211.87	159.47	36.7	58.60	79.73	148.1	165.7
Northern Virginia	2	2	219.41	65.6	143.96	227.21	169.40	47.9	81.07	126.67	77.6	79.4
Seattle	2	2	229.92	62.4	143.52	188.58	182.40	32.5	59.27	74.16	142.2	154.3
Boston	2	3	240.63	56.9	136.95	184.93	188.00	34.8	65.48	78.90	109.1	134.4
New Orleans	1	1	200.59	66.2	132.74	198.18	144.71	41.9	60.68	84.82	118.8	133.6
San Antonio	2	2	199.52	66.3	132.30	206.09	159.93	46.6	74.53	107.51	77.5	91.7
Atlanta	2	2	181.81	72.2	131.35	205.87	170.29	51.1	87.04	123.23	50.9	67.1
Houston	5	5	182.97	63.8	116.73	163.85	146.57	59.4	87.04	118.95	34.1	37.7
Denver	3	3	182.33	61.9	112.85	163.64	151.40	43.9	66.49	86.94	69.7	88.2
Other	10	9	268.65	61.1	164.13	242.02	197.12	44.3	87.35	121.09	87.9	99.9
Domestic	73	76	296.15	66.1	195.67	319.08	242.31	46.1	111.67	173.72	75.2	83.7
International	5	5	162.33	55.1	89.51	130.24	90.03	33.4	30.10	43.52	197.4	199.3
All Locations	78	81	292.23	65.7	191.97	312.55	238.73	45.7	109.05	169.58	76.0	84.3

Results by Location Compared to 2019—actual based on ownership period[1]

Location	As of December 31, 2022 No. of Properties	As of December 31, 2019 No. of Rooms	Year ended December 31, 2022 Average Room Rate	Year ended December 31, 2022 Average Occupancy Percentage	Year ended December 31, 2022 RevPAR	Year ended December 31, 2022 Total RevPAR	Year ended December 31, 2019 Average Room Rate	Year ended December 31, 2019 Average Occupancy Percentage	Year ended December 31, 2019 RevPAR	Year ended December 31, 2019 Total RevPAR	Percent Change in RevPAR	Percent Change in Total RevPAR
Maui/Oahu	4	4	$560.86	74.7%	$418.70	$646.24	$409.40	88.1%	$360.59	$552.27	16.1%	17.0%
Miami	2	3	585.71	62.7	367.36	607.26	307.46	79.6	244.73	385.98	50.1	57.3
Jacksonville	1	1	527.16	65.3	344.37	749.99	372.94	73.5	274.07	613.80	25.6	22.2
Orlando	2	1	410.76	63.8	262.20	508.78	184.12	67.9	125.02	302.71	109.7	68.1
Florida Gulf Coast	5	5	418.86	62.2	260.47	509.76	334.73	72.0	241.11	501.85	8.0	1.6
Phoenix	4	3	368.20	70.1	258.18	568.19	275.09	73.3	201.56	434.38	28.1	30.8
New York	2	3	317.20	67.9	215.38	305.31	286.04	84.7	242.37	358.87	(11.1)	(14.9)
Los Angeles/ Orange County	3	6	288.81	79.4	229.44	337.54	213.66	83.4	178.29	273.94	28.7	23.2
San Diego	3	3	272.28	74.6	203.24	371.28	234.08	80.1	187.40	339.98	8.5	9.2
Austin	2	—	271.65	69.5	188.91	324.19	—	—	—	—	—	—
Philadelphia	2	2	218.52	80.6	176.19	270.04	217.01	85.7	185.91	305.37	(5.2)	(11.6)
Washington, D.C. (CBD)	5	5	259.57	61.7	160.13	230.71	245.82	81.5	200.27	288.52	(20.0)	(20.0)
Chicago	3	4	232.43	63.8	148.19	204.51	200.47	76.5	153.40	212.46	(3.4)	(3.7)
San Francisco/ San Jose	6	7	230.88	63.0	145.42	211.87	274.62	81.6	224.18	314.31	(35.1)	(32.6)
Northern Virginia	2	3	219.41	65.6	143.96	227.21	200.53	73.3	147.04	237.50	(2.1)	(4.3)
Seattle	2	2	229.92	62.4	143.52	188.58	225.12	82.4	185.50	250.12	(22.6)	(24.6)
Boston	2	3	240.63	56.9	136.95	184.93	236.51	81.7	193.34	267.61	(29.2)	(30.9)
New Orleans	1	1	200.59	66.2	132.74	198.18	187.65	79.0	148.30	216.97	(10.5)	(8.7)
San Antonio	2	2	199.52	66.3	132.30	206.09	185.33	69.7	129.14	189.71	2.4	8.6
Atlanta	2	4	181.81	72.2	131.35	205.87	190.60	79.9	152.21	238.76	(13.7)	(13.8)
Houston	5	4	182.97	63.8	116.73	163.85	177.93	72.0	128.14	185.48	(8.9)	(11.7)
Denver	3	3	182.33	61.9	112.85	163.64	173.47	72.9	126.48	190.45	(10.8)	(14.1)
Other	10	6	268.65	61.1	164.13	242.02	172.67	76.2	131.56	194.80	24.8	24.2
Domestic	73	75	296.15	66.1	195.67	319.08	242.72	78.9	191.50	305.55	2.2	4.4
International	5	5	162.33	55.1	89.51	130.24	153.01	70.9	108.44	160.74	(17.5)	(19.0)
All Locations	78	80	292.23	65.7	191.97	312.55	240.28	78.7	189.00	301.23	1.6	3.8

(1) Represents the results of the portfolio for the time period of our ownership, including dispositions through their date of disposal and acquisitions beginning as of the date of acquisition.

Hotel Sales by Business Mix.

The majority of our customers fall into three broad categories: transient, group and contract business. The information below is derived from business mix results from the 78 hotels owned as of December 31, 2022.

While strong leisure transient demand continued to contribute to improvements during the year, a resurgence in group demand also helped shift the mix of business closer to 2019 levels. The following are the results of our consolidated portfolio transient, group and contract business:

	Year ended December 31, 2022		
	Transient business	Group business	Contract business
Room nights (in thousands)	5,870	3,751	564
Percentage change in room nights vs. same period in 2021	16.3%	116.0%	37.4%
Percentage change in room nights vs. same period in 2019	(16.3)%	(15.8)%	16.1%
Rooms Revenues (in millions)	$1,967	$ 957	$ 106
Percentage change in rooms revenues vs. same period in 2021	36.7%	176.1%	70.5%
Percentage change in rooms revenues vs. same period in 2019	2.8%	(10.6)%	4.7%

Liquidity and Capital Resources

Liquidity and Capital Resources of Host Inc. and Host L.P. The liquidity and capital resources of Host Inc. and Host L.P. are derived primarily from the activities of Host L.P., which generates the capital required by our business from hotel operations, the incurrence of debt, the issuance of OP units or the sale of hotels. Host Inc. is a REIT and its only significant asset is the ownership of general and limited partner interests of Host L.P.; therefore, its financing and investing activities are conducted through Host L.P., except for the issuance of its common and preferred stock. Proceeds from common and preferred stock issuances by Host Inc. are contributed to Host L.P. in exchange for common and preferred OP units. Additionally, funds used by Host Inc. to pay dividends or to repurchase its stock are provided by Host L.P. Therefore, while we have noted those areas in which it is important to distinguish between Host Inc. and Host L.P., we have not included a separate discussion of liquidity and capital resources as the discussion below applies to both Host Inc. and Host L.P.

Overview. We look to maintain a capital structure and liquidity profile with an appropriate balance of cash, debt and equity to provide financial flexibility given the inherent volatility of the lodging industry. We believe this strategy has resulted in a better cost of debt capital, allowing us to complete opportunistic investments and acquisitions and positioning us to manage potential declines in operations throughout the lodging cycle. We have structured our debt profile to maintain a balanced maturity schedule and to minimize the number of assets that are encumbered by mortgage debt. Currently, only one of our consolidated hotels is encumbered by mortgage debt. Over the past several years leading up to the COVID-19 pandemic, we had decreased our leverage as measured by our net debt-to-EBITDA ratio and reduced our debt service obligations, leading to an increase in our fixed charge coverage ratio. As a result, the company was well positioned at the onset of the COVID-19 pandemic with sufficient liquidity and financial flexibility to withstand the severe slowdown in U.S. economic activity and lodging demand brought on by the pandemic. In 2020 and 2021, we took steps to improve our liquidity position during the pandemic, including borrowing under our credit facility, suspending our dividend, working with our operators to reduce hotel operating expenses and closely monitoring capital expenditure levels. In 2022, operations returned close to pre-pandemic levels and, as a result, we repaid the remaining $683 million outstanding under the revolver portion of our credit facility and reinstated our quarterly common cash dividend beginning with the first quarter of 2022.

We intend to use available cash in the near term predominantly to fund, and believe that we have sufficient liquidity to fund, our corporate expenses, capital expenditures and hotel acquisitions. We remain well positioned to execute additional transactions to the extent opportunities arise. In 2022, we utilized approximately $301 million of cash during the year to fund the acquisition of Four Seasons Resort and Residences Jackson Hole, while also generating approximately $236 million by the sale of four hotels. The following summarizes the change in cash flows from 2021 to 2022 for significant items that affected our cash balance and reflects our return to pre-COVID financial activity:

	2022	2021	Change
Total cash and cash equivalents and restricted cash shown on the statements of cash flows	$ 874	$ 953	$ (79)
Operating activities			
Net cash provided by operating activities	1,416	292	1,124
Investing activities			
Acquisitions and investments	(361)	(1,469)	1,108
Dispositions and return of capital from investments	236	738	(502)
Capital expenditures	(504)	(427)	(77)
Financing activities			
Net draws (repayments) on credit facility revolver	(683)	(800)	117
Issuances of senior notes	—	443	(443)
Repurchase/redemption of senior notes, including extinguishment costs	—	(422)	422
Host Inc.:			
Issuance of common stock	1	138	(137)
Common stock repurchases and dividends on common stock	(177)	—	(177)
Host L.P.:			
Issuance of common OP units	1	138	(137)
Repurchases of common OP units and distributions on common OP units	(179)	—	(179)

Cash Requirements. We use cash for acquisitions, capital expenditures, debt payments, operating costs, and corporate and other expenses, as well as for dividends and distributions to stockholders and Host L.P. limited partners and stock and OP unit repurchases. Our primary sources of cash include cash from operations, proceeds from the sale of assets, borrowings under our credit facility and debt and equity issuances. In the short term, our cash obligations include the minimum lease payments on our ground leases, which in 2023 are approximately $31 million, and most of our other operating obligations. In the long term, our ground lease payments are the longest time horizon obligations and currently run up to 89 years. For a summary of our obligations under our ground leases, see Exhibit 99.1 to this Annual Report. We have no significant debt maturities until 2024. For our long-term senior note and credit facility obligations, we historically have refinanced these amounts prior to their maturity through the issuance of new senior notes or new credit facility agreements. As discussed further below, we amended our credit facility effective January 4, 2023, extending the maturity date among other things.

In addition to the liabilities on our consolidated balance sheet, under our capital expenditures program, we have budgeted to spend $600 million to $725 million in 2023. Commitments for capital expenditures generally run less than two years for the life of the project. In the long term, renewal and replacement ("R&R") capital expenditures are designed to maintain the quality and competitiveness of our hotels and typically occur at intervals of seven to ten years. The projects are primarily funded through the FF&E reserves established at each hotel. Average annual R&R spend over the last five years has been $197 million.

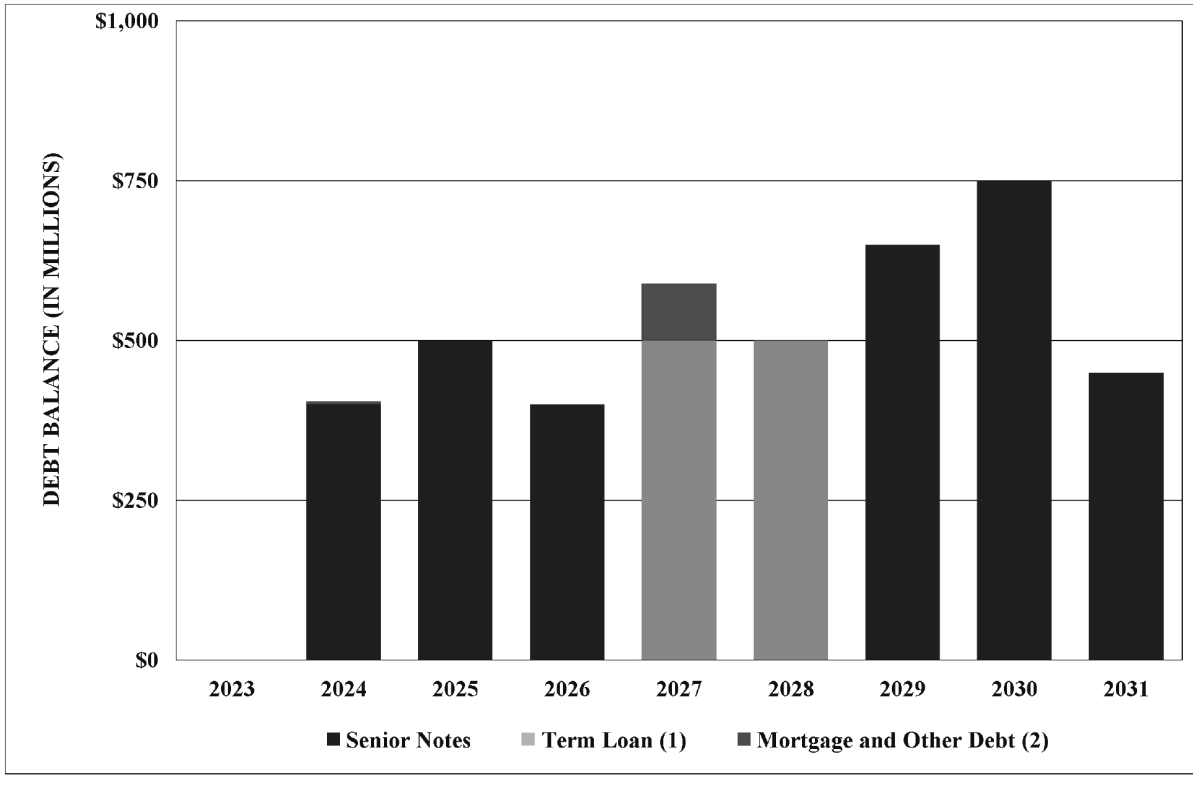
Our 2023 capital expenditures budget includes approximately $100 million to $125 million for restoration work at our Florida properties affected by Hurricane Ian, primarily at The Ritz-Carlton, Naples and Hyatt Regency Coconut Point Resort and Spa, as these properties sustained significant damage from the storm in September 2022. We estimate the total property damage and remediation costs resulting from the storm to be approximately $200 million to $220 million, of which approximately 40% relates to remediation costs. We are insured for $325 million per named windstorm, with a $15 million deductible, resulting in potential insurance recovery of $310 million for covered costs. Based on current planned reopening dates, we believe this coverage should be sufficient to cover substantially all of the property remediation and reconstruction costs and the near-term loss of business; however, there can be no assurances that our insurance coverage will be sufficient to cover all of the business interruption impact from the storm, especially if the hotel is unable to open as currently anticipated.

As a REIT, Host Inc. is required to pay dividends to its stockholders in an amount equal to at least 90% of its taxable income, excluding net capital gain, on an annual basis. See also Part II Item 8. "Financial Statements and Supplementary Data – Note 17. Legal Proceedings, Guarantees and Contingencies" for a discussion of obligations under contingent liabilities or guarantees and a more detailed description of the damage caused by Hurricane Ian.

Capital Resources. As of December 31, 2022, we had $667 million of cash and cash equivalents, $200 million in our FF&E escrow reserve and $1.5 billion available under the revolver portion of our credit facility. In the near term, we expect to fund our above cash requirements, including our capital expenditures program, debt service, operating and corporate costs, primarily through hotel operations and our existing cash reserves. Based on our cash balance at December 31, 2022 and our expected cash obligations, we believe we will have sufficient liquidity to meet our near-term obligations. Future acquisitions and/or obligations also may be funded through a draw on the available portion of the revolver under our credit facility, equity issuances, or asset sales.

We depend primarily on external sources of capital to finance future growth, including acquisitions. As a result, the liquidity and debt capacity provided by our credit facility and the ability to issue senior unsecured debt are key components of our capital structure. Our financial flexibility, including our ability to incur debt, pay dividends, make distributions and make investments, is contingent on our ability to maintain compliance with the financial covenants of our credit facility and senior notes, which include, among other things, the allowable amounts of leverage, interest coverage and fixed charges.

The following graph summarizes our aggregate debt maturities as of February 17, 2023:



(1) Maturity dates related to the outstanding credit facility term loans reflect the extensions provided by the amended and restated credit facility agreement effective January 4, 2023. The first term loan under our credit facility that is due in 2027 has an extension option that would extend maturity of the instrument to 2028, subject to meeting certain conditions, including payment of a fee. The second term loan tranche that is due in 2028 does not have an extension option.

(2) Mortgage and other debt excludes principal amortization of $2 million each year from 2023-2027 for the mortgage loan that matures in 2027.

Given the total amount of our debt and our maturity schedule, we may continue to redeem or repurchase senior notes from time to time, taking advantage of favorable market conditions. In February 2023, Host Inc.'s Board of Directors authorized repurchases of up to $1.0 billion of senior notes other than in accordance with their respective terms, of which the entire amount remains available under this authority. We may purchase senior notes for cash through open market purchases, privately negotiated transactions, a tender offer or, in some cases, through the early redemption of such securities pursuant to their terms. Repurchases of debt will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. Any retirement before the maturity date will affect earnings and NAREIT FFO per diluted share as a result of the payment of any applicable call premiums and the accelerated expensing of previously deferred and capitalized financing costs. Accordingly, considering our priorities in managing our capital structure and liquidity profile and given prevailing conditions and relative pricing in the capital markets, we may, at any time, subject to applicable securities laws and the requirements of our credit facility and senior notes, be considering, or be in discussions with respect to, the repurchase or issuance of exchangeable debentures and/or senior notes or the repurchase or sale of our common stock. Any such transactions may, subject to applicable securities laws, occur simultaneously.

Two programs currently are in place relating to purchases and sales of our common stock. First, in August 2022, Host Inc.'s Board of Directors authorized an increase in the existing program to repurchase Host Inc. common stock up to $1 billion. The common stock may be purchased from time to time depending upon market conditions and may be purchased in the open market or through private transactions or by other means, including principal transactions with various financial institutions, like accelerated share repurchases, forwards, options, and similar transactions and through one or more trading plans designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The plan does not obligate us to repurchase any specific number or any specific dollar amount of shares and may be suspended at any time at our discretion. In the fourth quarter of 2022, we repurchased 1.7 million shares at an average price of $15.93 (exclusive of commissions) for a purchase price of approximately $27 million and at December 31, 2022, we had $973 million available for repurchase under the program.

Second, on May 6, 2021, we entered into a distribution agreement with J. P. Morgan Securities LLC, BofA Securities, Inc., BTIG, LLC, Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, Scotia Capital (USA) Inc., Truist Securities, Inc. and Wells Fargo Securities, LLC, as sales agents, through which Host Inc. may issue and sell, from time to time, shares of its common stock having an aggregate offering price of up to $600 million. The shares can be offered and sold through sales agents in transactions that are deemed to be "at the market" offerings at then-current market prices. We are not obligated to issue any shares and may do so when we believe conditions are advantageous and there is a compelling use of proceeds, including to fund future potential acquisitions or other investment opportunities. There were no issuances under this program in 2022 which expires in May 2023. As of December 31, 2022, there was $460 million of remaining capacity under the agreement.

We continue to explore potential acquisitions and dispositions. We anticipate that any such future acquisitions will be funded primarily by proceeds from sales of hotels, but also potentially from equity offerings of Host Inc., issuances of OP units by Host L.P., or available cash. Given the nature of these transactions, we can make no assurances that we will be successful in acquiring any one or more hotels that we may review, bid on or negotiate to purchase or that we will be successful in disposing of any one or more of our hotels. We may acquire additional hotels or dispose of hotels through various structures, including transactions involving single assets, portfolios, joint ventures, acquisitions of the securities or assets of other REITs or distributions of hotels to our stockholders.

Sources and Uses of Cash. In 2022, our primary sources of cash included cash from operations and proceeds from asset sales. Our primary uses of cash during the year consisted of acquisitions, capital expenditures, operating costs, debt repayments and distributions to equity holders. We anticipate that our sources and uses of cash will be similar in 2023.

Cash Provided by Operations. Our net cash provided by operations for 2022 was $1,416 million, an increase of $1,124 million compared to 2021, reflecting the improved operations at our hotels.

Cash Used in Investing Activities. Approximately $618 million of cash was used in investing activities during 2022 compared to $1,158 million in 2021. In addition to the acquisition and disposition activity detailed in the charts below, cash used in investing activities included $504 million of capital expenditures in 2022, compared to $427 million in 2021. These amounts include certain internal costs and interest expense associated with our capital expenditures projects that have been capitalized in accordance with GAAP. These capitalized costs were $20 million, $13 million and $12 million for 2022, 2021 and 2020, respectively.

The following tables summarize significant acquisitions, dispositions and investments in affiliates from January 1, 2021 through February 17, 2023 (in millions):

Transaction Date		Description of Transaction	Investment
Acquisitions/Investments			
November	2022	Acquisition of Four Seasons Resorts and Residences Jackson Hole[1]	$ (315)
January	2022	Investment to acquire non-controlling interest of a joint venture with Noble Investment Group[2]	(91)
December	2021	Acquisition of Hotel Van Zandt[3]	(246)
December	2021	Acquisition of The Alida, Savannah, a Tribute Portfolio Hotel	(103)
September	2021	Acquisition of Alila Ventana Big Sur	(150)
July	2021	Acquisition of The Laura Hotel (formerly known as Hotel Alessandra)	(65)
July	2021	Acquisition of Baker's Cay Resort Key Largo, Curio Collection by Hilton	(200)
April	2021	Acquisition of Four Seasons Resort Orlando at Walt Disney World® Resort[4]	(610)
April	2021	Acquisition of Ka'anapali Golf Courses	(28)
March	2021	Acquisition of Hyatt Regency Austin	(161)
		Total acquisitions	$(1,969)

(1) Investment amount represents total consideration, including the assumption of $19 million of hotel-level liabilities, net of $5 million of cash retained at the property.

(2) Investment consisted of $35 million of cash and the issuance of approximately $56 million of Host L.P. OP units.

(3) Investment includes $4 million paid for the FF&E funds. In connection with the acquisition, we also assumed a nonrecourse mortgage loan with a principal balance of $102 million and a fair value of $105 million. Total cash paid for the acquisition was $139 million.

(4) Investment amount represents total consideration, including the assumption of $24 million of hotel-level liabilities.

Transaction Date		Description of Transaction	Net Proceeds[1]	Sales Price
Dispositions				
August	2022	Disposition of Chicago Marriott Suites Downers Grove	$ 14	$ 16
April	2022	Disposition of YVE Miami Hotel	49	50
April	2022	Disposition of Sheraton New York Times Square Hotel[2]	106	373
February	2022	Disposition of Sheraton Boston[3]	67	233
December	2021	Disposition of W Hollywood	191	197
October	2021	Disposition of Westfields Marriott Washington Dulles, San Ramon Marriott, The Westin Buckhead Atlanta, The Westin Los Angeles Airport, and The Whitley, A Luxury Collection Hotel, Atlanta Buckhead	531	551
		Total dispositions	$958	$1,420

(1) Proceeds are net of transfer taxes, other sales costs and FF&E replacement funds deposited directly to the property or hotel manager by the purchaser.

(2) In connection with the sale of the Sheraton New York Times Square Hotel, we extended a $250 million bridge loan to the purchaser. The disposition proceeds shown are net of the bridge loan.

(3) In connection with the sale of the Sheraton Boston, we extended a $163 million bridge loan to the purchaser. The disposition proceeds shown are net of the bridge loan.

Cash Provided by/Used in Financing Activities. Net cash used in financing activities was $874 million for 2022, compared to $657 million in 2021. Cash used in financing activities in 2022 included a repayment on the revolver portion of the credit facility, payment of common stock dividends, following the reinstatement of the quarterly common stock dividend in the first quarter of 2022, as well as the repurchase of common stock. Cash used in financing activities in 2021 included a repayment on the revolver portion of the credit facility, as well as the redemption of senior notes from the proceeds of a new senior notes issuance. Additional cash provided by financing activities in 2021 included common stock issuances.

The following table summarizes significant debt issuances, net of deferred financing costs and issuance discounts, that have been completed from January 1, 2021 through February 17, 2023 (in millions):

Transaction Date		Description of Transaction	Net Proceeds
Debt Issuances			
November	2021	Issuance of $450 million 2.9% Series J senior notes	$ 439
		Total issuances	$ 439

The following table presents significant debt repayments, including prepayment premiums, that have been completed from January 1, 2021 through February 17, 2023 (in millions):

Transaction Date		Description of Transaction	Transaction amount
Debt Repayments			
February	2022	Repayment on the revolver portion of the credit facility	$ (683)
December	2021	Repayment on the revolver portion of the credit facility	(800)
December	2021	Repayment of $400 million 3.75% Series D senior notes	(422)
		Total cash repayments	$ (1,905)

Equity/Capital Transactions. The following table summarizes significant equity transactions that have been completed from January 1, 2021 through February 17, 2023 (in millions):

Transaction Date		Description of Transaction	Transaction amount
Equity of Host Inc.			
January	2023	Dividend payment[1][2]	$ (228)
December	2022	Repurchase of 1.7 million shares of Host Inc. common stock	(27)
April—October	2022	Dividend payments[2]	(150)
May—June	2021	Issuance of 7.8 million shares of Host Inc. common stock[3]	138
		Cash payments on equity transactions	$ (267)

[1] Our dividend payments for the fourth quarter of 2022 were made in January 2023, but were accrued at December 31, 2022.

[2] In connection with the dividend payments, Host L.P. made distributions of $231 million and $152 million in 2023 and 2022, respectively, to its common OP unit holders.

[3] In connection with the issuance, Host L.P. issued 7.6 million OP units.

Financial Condition

As of December 31, 2022, our total debt was approximately $4.2 billion, of which 76% carried a fixed rate of interest. Total debt was comprised of the following (in millions):

	As of December 31,	
	2022	2021
Series E senior notes, with a rate of 4% due June 2025	$ 499	$ 498
Series F senior notes, with a rate of 4 ½% due February 2026	399	398
Series G senior notes, with a rate of 3 ⅞% due April 2024	399	398
Series H senior notes, with a rate of 3 ⅜% due December 2029	642	641
Series I senior notes, with a rate of 3 ½% due September 2030	736	735
Series J senior notes, with a rate of 2.9% due December 2031	440	439
Total senior notes	3,115	3,109
Credit facility revolver (1)	(4)	676
Credit facility term loan due January 2027 (1)	499	498
Credit facility term loan due January 2028 (1)	499	499
Mortgage and other debt, with an average interest rate of 4.9% at December 31, 2022 and 2021, maturing through November 2027	106	109
Total debt	$ 4,215	$ 4,891

(1) There were no outstanding credit facility borrowings at December 31, 2022. Amount shown represents deferred financing costs related to the credit facility revolver. Maturity dates related to the outstanding credit facility term loans reflect the extensions provided by the amended and restated credit facility agreement effective January 4, 2023.

Aggregate debt maturities, including principal amortization, at December 31, 2022 are as follows (in millions):

	Senior notes and credit facility(1)	Mortgage and Other debt	Total
2023	$ —	$ 2	$ 2
2024	400	7	407
2025	500	2	502
2026	400	2	402
2027	500	92	592
Thereafter	2,350	—	2,350
	4,150	105	4,255
Deferred financing costs	(22)	(1)	(23)
Unamortized (discounts) premiums, net	(19)	2	(17)
	$4,109	$106	$4,215

(1) Maturity dates related to the outstanding credit facility term loans reflect the extensions provided by the amended and restated credit facility agreement effective January 4, 2023.

Senior Notes. On November 23, 2021, we issued $450 million of 2.9% Series J senior notes in an underwritten public offering for proceeds of $439 million, net of discounts, underwriting fees and expenses. The Series J senior notes are due in December 2031 and interest is payable semi-annually in arrears on June 15 and December 15, commencing June 15, 2022. The proceeds of this issuance were used to redeem our $400 million 3.75% Series D senior notes due 2023, including a prepayment premium of $22 million. The Series J senior notes are not redeemable prior to 90 days before the December 15, 2031 maturity date, except at a price equal to 100% of their principal amount plus a make-whole premium and accrued and unpaid interest to the applicable

redemption date. The Series J senior notes have covenants similar to all other series of our outstanding senior notes. No senior notes were issued in 2022.

The following summary is a description of the material provisions of the indenture governing the various senior notes issued by Host L.P. We pay interest on each series of our outstanding senior notes semi-annually in arrears at the respective annual rates indicated on the table above. Under the terms of our senior notes indenture, our senior notes are equal in right of payment with all of Host L.P.'s unsubordinated indebtedness and senior to all subordinated obligations of Host L.P. Currently there are no guarantees provided with respect to the senior notes, but we have agreed that all Host L.P. subsidiaries which guarantee other Host L.P. debt must similarly provide guarantees with respect to the senior notes.

All of our outstanding senior notes at December 31, 2022 were issued after we attained an investment grade rating and have covenants customary for investment grade debt and covenants that are similar to each other series of our senior notes. These covenants are primarily limitations on our ability to incur additional debt. There are no restrictions on our ability to pay dividends.

Under the terms of our senior notes, Host L.P.'s ability to incur debt is subject to restrictions and the satisfaction of various conditions, including the achievement of an EBITDA-to-interest coverage ratio of at least 1.5x by Host L.P. As calculated, this ratio excludes from interest expense items such as call premiums and deferred financing charges that are included in interest expense on Host L.P.'s audited consolidated statement of operations. In addition, the calculation is based on Host L.P.'s pro forma results for the four prior fiscal quarters, giving effect to certain transactions, such as acquisitions, dispositions and financings, as if they had occurred at the beginning of the period. Other covenants limiting Host L.P.'s ability to incur debt include maintaining total debt of less than 65% of adjusted total assets (using undepreciated real estate book values), maintaining secured debt of less than 40% of adjusted total assets (using undepreciated real estate book values) and maintaining total unencumbered assets of at least 150% of the aggregate principal amount of outstanding unsecured debt of Host L.P. and its subsidiaries. So long as Host L.P. maintains the required level of interest coverage and satisfies these and other conditions in the senior notes indenture, it may incur additional debt.

As of December 31, 2022, we have met the minimum financial covenant levels under our senior notes indentures. The following table summarizes the financial tests contained in the senior notes indenture for our senior notes and our actual credit ratios as of December 31, 2022:

	Actual Ratio	Covenant Requirement
Unencumbered assets tests	484%	Minimum ratio of 150%
Total indebtedness to total assets	21%	Maximum ratio of 65%
Secured indebtedness to total assets	1%	Maximum ratio of 40%
EBITDA-to-interest coverage ratio	9.9x	Minimum ratio of 1.5x

Credit Facility. On January 4, 2023, we entered into the sixth amended and restated senior revolving credit and term loan facility, with Bank of America, N.A., as administrative agent, Wells Fargo Bank, N.A. and JPMorgan Chase Bank, N.A. as co-syndication agents, and certain other agents and lenders. The credit facility allows for revolving borrowings in an aggregate principal amount of up to $1.5 billion. The revolver also includes a foreign currency subfacility for Canadian dollars, Australian dollars, Euros, British pounds sterling and, if available to the lenders, Mexican pesos, of up to the foreign currency equivalent of $500 million, subject to a lower amount in the case of Mexican peso borrowings. The credit facility also provides for a term loan facility of $1 billion (which is fully utilized), a subfacility of up to $100 million for swingline borrowings in currencies other than U.S. dollars and a subfacility of up to $100 million for issuances of letters of credit. Host L.P. also has the option to add in the future $500 million of commitments which may be used for additional revolving credit facility borrowings and/or term loans, subject to obtaining additional loan commitments (which we have not currently obtained) and the satisfaction of certain conditions.

The revolving credit facility has an initial scheduled maturity date of January 4, 2027, which date may be extended by up to a year by the exercise of either a 1-year extension option or two 6-month extension options, each of which is subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties. One $500 million term loan tranche has an initial maturity date of January 4, 2027, which date may be extended up to a year by the exercise of one 1-year extension option, which is subject to certain conditions, including the payment of an extension fee; and the second $500 million term loan tranche has a maturity date of January 4, 2028, which date may not be extended.

Neither the revolving credit facility nor the term loans, as applicable, requires any scheduled amortization payments prior to maturity. The term loans are subject to the same terms and conditions as those in the credit facility regarding subsidiary guarantees, operational covenants, financial covenants and events of default (as discussed below).

Guarantees. Similar to our senior note indenture, the credit facility requires all Host L.P. subsidiaries which guaranty Host L.P. senior unsecured debt to similarly guarantee obligations under the credit facility. Currently, there are no such guarantees.

Prepayments. Voluntary prepayments of revolver borrowings and term loans under the credit facility are permitted in whole or in part without premium or penalty.

Financial Covenants. The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage. We are permitted to make borrowings and maintain amounts outstanding under the credit facility so long as our ratio of consolidated total debt to consolidated EBITDA ("leverage ratio") is not in excess of 7.25x, our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.25x. These calculations are performed based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had occurred at the beginning of the period. Under the terms of the credit facility, interest expense excludes items such as the gains and losses on the extinguishment of debt, deferred financing charges related to the senior notes or the credit facility, and non-cash interest expense, all of which are included in interest expense on our audited consolidated statements of operations. Additionally, total debt used in the calculation of our leverage ratio is based on a "net debt" concept, pursuant to which cash and cash equivalents in excess of $100 million are deducted from our total debt balance.

We are in compliance with all of our financial covenants under the credit facility. The following table summarizes the financial tests contained in the credit facility and our actual credit ratios as of December 31, 2022:

	Actual Ratio	Covenant Requirement for all years
Leverage ratio	2.4x	Maximum ratio of 7.25x
Fixed charge coverage ratio	9.4x	Minimum ratio of 1.25x
Unsecured interest coverage ratio [(1)]	10.2x	Minimum ratio of 1.75x

(1) If at any time our leverage ratio is above 7.0x, our minimum unsecured interest coverage ratio requirement will decrease to 1.50x.

Interest and Fees. The amendment also converted the underlying reference rate from LIBOR to SOFR plus a credit spread adjustment of 10 basis points. We pay interest on U.S. dollar revolver borrowings under the credit facility at floating rates equal to SOFR (plus a credit spread adjustment of 10 basis points) plus a margin. The margin ranges from 72.5 to 140 basis points (depending on Host L.P.'s unsecured long-term debt rating). We also pay a facility fee on the total $1.5 billion revolver commitment ranging from 12.5 to 30 basis points, depending on our rating and regardless of usage. Based on Host L.P.'s unsecured long-term debt rating as of December 31, 2022, we are able to borrow at a rate of adjusted SOFR plus 105 basis points and pay a facility fee of 25 basis points. Interest on the term loans consists of floating rates equal to SOFR (plus a

credit spread adjustment of 10 basis points) plus a margin ranging from 80 to 160 basis points (depending on Host L.P.'s unsecured long-term debt rating). Based on Host L.P.'s long-term debt rating as of December 31, 2022, our applicable margin on SOFR loans under both term loans is 120 basis points. We also may elect to pay interest on revolver and term loan borrowings using a base rate plus a margin that is similarly determined based on Host L.P.'s unsecured long-term debt rating. The credit facility includes a sustainability pricing adjustment that can result in a change in the interest rate applicable to borrowings. The adjustment can result in an increase or decrease of the interest rate for revolving loans of up to 4 basis points and an increase or decrease of the facility fee of up to 1 basis point. In the case of the term loans, the adjustment can result in an increase or decrease of the interest rate applicable of up to 5 basis points. The adjustments will be determined annually on the basis of an annual audited report of Host L.P.'s performance against targets established in the credit facility for (1) the percentage of our consolidated portfolio with green building certifications and (2) the percentage of electricity used at all our consolidated properties that is generated by renewable resources.

Other Covenants and Events of Default. The credit facility contains restrictive covenants on customary matters. Certain covenants are less restrictive at any time that our leverage ratio is below 6.0x. At any time that our leverage ratio is below 6.0x, acquisitions, investments, dividends and distributions generally are permitted except where they would result in a breach of the financial covenants, calculated on a pro forma basis. Additionally, the credit facility's restrictions on incurrence of debt incorporate the same financial covenant as set forth in our senior notes indenture.

The credit facility also includes usual and customary events of default for facilities of this nature, and provides that, upon the occurrence and continuance of an event of default, payment of all amounts due under the credit facility may be accelerated and the lenders' commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts due under the credit facility automatically will become due and payable and the lenders' commitments automatically will terminate.

Mortgage Debt, Including Unconsolidated Joint Ventures. At December 31, 2022, we own one consolidated property that is encumbered by mortgage debt. All of our mortgage debt is recourse solely to specific assets, except in instances of fraud, misapplication of funds and other customary recourse provisions. As of December 31, 2022, our mortgage debt has an interest rate of 4.67% and matures in 2027, with principal and interest payments due monthly. We also own non-controlling interests in joint ventures that are not consolidated and that are accounted for under the equity method. The portion of the mortgage and other debt of these joint ventures attributable to us, based on our ownership percentage thereof, was $205 million at December 31, 2022. The debt of our unconsolidated joint ventures is non-recourse to us.

Distributions/Dividends. Host Inc.'s policy on common dividends generally is to distribute, over time, at least 100% of its taxable income, which primarily is dependent on our results of operations, as well as on tax gains and losses on hotel sales. After paying its regular quarterly common cash dividend for the first quarter of 2020, Host Inc. temporarily suspended its regular quarterly common cash dividend in order to preserve cash and future financial flexibility in response to the COVID-19 pandemic. A quarterly common cash dividend was reinstated beginning with the first quarter of 2022. For the fourth quarter of 2022, Host Inc. paid a regular quarterly cash dividend of $0.12 per share and a special dividend of $0.20 per share on its common stock on January 17, 2023 to stockholders of record as of December 30, 2022. Any future dividend will be subject to approval by Host Inc.'s Board of Directors.

Funds used by Host Inc. to pay dividends are provided by distributions from Host L.P. As of December 31, 2022, Host Inc. is the owner of approximately 99% of Host L.P.'s common OP units. The remaining common OP units are owned by various unaffiliated limited partners. Each OP unit may be offered for redemption by the limited partners for cash or, at the election of Host Inc., Host Inc. common stock based on the then current conversion ratio. The current conversion ratio is 1.021494 shares of Host Inc. common stock for each OP unit.

Investors should consider the 1% non-controlling position of Host L.P. OP units when analyzing dividend payments by Host Inc. to its stockholders, as these holders of OP units share, on a pro rata basis, in amounts being distributed by Host L.P. to holders of its OP units. For example, if Host Inc. paid a $1 per share dividend on its common stock, it would be based on the payment of a $1.021494 per common OP unit distribution by Host L.P. to Host Inc., as well as to the other common OP unitholders.

Counterparty Credit Risk. We are subject to counterparty credit risk, which relates to the ability of counterparties to meet their contractual payment obligations or the potential non-performance of counterparties to deliver contracted commodities or services at the contracted price. We assess the ability of our counterparties to fulfill their obligations to determine the impact, if any, of counterparty bankruptcy or insolvency on our financial condition. We are exposed to credit risk with respect to cash held at various financial institutions and access to our credit facility. We believe our credit exposure in each of these cases is limited, as the credit risk is spread among a diversified group of investment grade financial institutions. We also have counter-party credit risk with respect to our outstanding notes receivable, although upon event of a default of the notes, we would seek to enforce our rights against the collateral in accordance with the terms of the loan agreement.

Critical Accounting Estimates

Our consolidated financial statements have been prepared in conformity with U.S. GAAP, which requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. We evaluate our estimates and judgments, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All our significant accounting policies are disclosed in the notes to our consolidated financial statements. For a detailed discussion of the critical accounting policy related to impairment testing on our property and equipment, which requires us to exercise our business judgment or make significant estimates, see “Item 8. Financial Statements and Supplementary Data – Note 1. Summary of Significant Accounting Policies”.

All Owned Hotel Operating Statistics and Results

To facilitate a year-over-year comparison of our operations, we typically present certain operating statistics (i.e., Total RevPAR, RevPAR, average daily rate and average occupancy) and operating results (revenues, expenses, hotel EBITDA and associated margins) for the periods included in this annual report on a comparable hotel basis in order to enable our investors to better evaluate our operating performance. However, due to the COVID-19 pandemic and its effects on operations, there is little comparability between periods. For this reason, we temporarily suspended our comparable hotel presentation and instead present hotel operating results for all consolidated hotels and, to facilitate comparisons between periods, we are presenting results, referred to as “All Owned Hotel”, which include the following adjustments: (1) operating results are presented for all consolidated hotels owned as of December 31, 2022, but do not include the results of operations for properties sold or held-for-sale as of the reporting date; and (2) operating results for acquisitions as of December 31, 2022 are reflected for full calendar years, to include results for periods prior to our ownership. For these hotels, since the year-over-year comparison includes periods prior to our ownership, the changes will not necessarily correspond to changes in our actual results.

Comparable Hotel Results Definition for Periods Starting on or After January 1, 2023

For periods starting on or after January 1, 2023, the Company will cease presentation of All Owned Hotel results and return to a comparable hotel presentation for its hotel level results. Management believes this will provide investors with a better understanding of underlying growth trends for the Company’s current portfolio, without impact from properties that experienced closures due to renovations or property damage sustained.

To facilitate a year-to-year comparison of our operations, we will present certain operating statistics (i.e., Total RevPAR, RevPAR, average daily rate and average occupancy) and operating results (revenues, expenses, hotel EBITDA and associated margins) for the periods included in our reports on a comparable hotel basis in order to enable our investors to better evaluate our operating performance. We define our comparable hotels as those that: (i) are owned or leased by us as of the reporting date and are not classified as held-for-sale; and (ii) have not sustained substantial property damage or business interruption, or undergone large-scale capital projects requiring closures lasting one month or longer (as further defined below) during the reporting periods being compared.

We make adjustments to include recent acquisitions to include results for periods prior to our ownership. For these hotels, since the year-over-year comparison includes periods prior to our ownership, the changes will not necessarily correspond to changes in our actual results. Additionally, hotels that we sell are excluded from the comparable hotel set once the transaction has closed or the hotel is classified as held-for-sale.

The hotel business is capital-intensive and renovations are a regular part of the business. Generally, hotels under renovation remain comparable hotels. A large-scale capital project would cause a hotel to be excluded from our comparable hotel set if it requires the entire property to be closed to hotel guests for one month or longer.

Similarly, hotels are excluded from our comparable hotel set from the date that they sustain substantial property damage or business interruption if it requires the property to be closed to hotel guests for one month or longer. In each case, these hotels are returned to the comparable hotel set when the operations of the hotel have been included in our consolidated results for one full calendar year after the hotel has reopened. Often, related to events that cause property damage and the closure of a hotel, we will collect business interruption insurance proceeds for the near-term loss of business. These proceeds are included in gain on property insurance and business interruption settlements on our consolidated statements of operations. Business interruption insurance gains related to a hotel that was excluded from our comparable hotel set also will be excluded from the comparable hotel results.

The following hotels are expected to be excluded from the comparable hotel set for the year ended December 31, 2023, due to closure of the property:

- Hyatt Regency Coconut Point Resort & Spa (business disruption due to Hurricane Ian beginning in September 2022, closed until November 2022); and
- The Ritz-Carlton, Naples (business disruption due to Hurricane Ian beginning in September 2022, remains closed).

Foreign Currency Translation

Operating results denominated in foreign currencies are translated using the prevailing exchange rates on the date of the transaction, or monthly based on the weighted average exchange rate for the period. Therefore, hotel statistics and results for non-U.S. properties include the effect of currency fluctuations, consistent with our financial statement presentation.

Non-GAAP Financial Measures

We use certain "non-GAAP financial measures," which are measures of our historical financial performance that are not calculated and presented in accordance with GAAP, within the meaning of applicable SEC rules. These measures are as follows: (i) EBITDA, EBITDA*re* and Adjusted EBITDA*re* as a measure of performance for Host Inc. and Host L.P., (ii) Funds From Operations ("FFO") and FFO per diluted share (both NAREIT and Adjusted), as a measure of performance for Host Inc., and (iii) All Owned Hotel operating results, as a measure of performance for Host Inc. and Host L.P.

We calculate EBITDA*re* and NAREIT FFO per diluted share in accordance with standards established by NAREIT, which may not be comparable to measures calculated by other companies that do not use the NAREIT definition of EBITDA*re* and FFO or do not calculate FFO per diluted share in accordance with NAREIT guidance. In addition, although EBITDA*re* and FFO per diluted share are useful measures when comparing our results to other REITs, they may not be helpful to investors when comparing us to non-REITs. We also calculate Adjusted FFO per diluted share and Adjusted EBITDA*re*, which measures are not in accordance with NAREIT guidance and may not be comparable to measures calculated by other REITs or by other companies. This information should not be considered as an alternative to net income, operating profit, cash from operations or any other operating performance measure calculated in accordance with GAAP. Cash expenditures for various long-term assets (such as renewal and replacement capital expenditures), interest expense (for EBITDA, EBITDA*re,* and Adjusted EBITDA*re* purposes only) severance expense related to significant property-level reconfiguration and other items have been, and will be, made and are not reflected in the EBITDA, EBITDA*re,* Adjusted EBITDA*re*, NAREIT FFO per diluted share and Adjusted FFO per diluted share presentations. Management compensates for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our consolidated statements of operations and consolidated statements of cash flows include interest expense, capital expenditures, and other excluded items, all of which should be considered when evaluating our performance, as well as the usefulness of our non-GAAP financial measures. Additionally, NAREIT FFO per diluted share, Adjusted FFO per diluted share, EBITDA, EBITDA*re* and Adjusted EBITDA*re* should not be considered as measures of our liquidity or indicative of funds available to fund our cash needs, including our ability to make cash distributions. In addition, NAREIT FFO per diluted share and Adjusted FFO per diluted share do not measure, and should not be used as measures of, amounts that accrue directly to stockholders' benefit.

Similarly, EBITDA*re*, Adjusted EBITDA*re*, NAREIT FFO and Adjusted FFO per diluted share include adjustments for the pro rata share of our equity investments and NAREIT FFO and Adjusted FFO include adjustments for non-controlling partners in consolidated partnerships. Our equity investments consist of interests ranging from 11% to 67% in eight domestic and international partnerships that own a total of 23 hotels and a vacation ownership development. Due to the voting rights of the outside owners, we do not control and, therefore, do not consolidate these entities. The non-controlling partners in consolidated partnerships primarily consist of the approximate 1% interest in Host L.P. held by unaffiliated limited partners and a 15% interest held by an unaffiliated limited partner in one hotel for which we do control the entity and, therefore, consolidate its operations. These pro rata results for NAREIT FFO and Adjusted FFO per diluted share, EBITDA*re* and Adjusted EBITDA*re* are calculated as set forth below. Readers should be cautioned that the pro rata results presented in these measures for consolidated partnerships (for NAREIT FFO and Adjusted FFO per diluted share) and equity investments may not accurately depict the legal and economic consequences of our investments in these entities. The following discussion defines these terms and presents why we believe they are useful measures of our performance.

EBITDA, EBITDAre and Adjusted EBITDAre

EBITDA

Earnings before Interest Expense, Income Taxes, Depreciation and Amortization ("EBITDA") is a commonly used measure of performance in many industries. Management believes EBITDA provides useful information to investors regarding our results of operations because it helps us and our investors evaluate the ongoing operating performance of our properties after removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization). Management also believes the use of EBITDA facilitates comparisons between us and other lodging REITs, hotel owners who are not REITs and other capital-intensive companies. Management uses EBITDA to evaluate property-level results and as one measure in determining the value of acquisitions and dispositions and, like FFO and Adjusted FFO per diluted share, it is widely used by management in the annual budget process and for compensation programs.

*EBITDA*re *and Adjusted EBITDA*re

We present EBITDA*re* in accordance with NAREIT guidelines, as defined in its September 2017 white paper "Earnings Before Interest, Taxes, Depreciation and Amortization for Real Estate," to provide an additional performance measure to facilitate the evaluation and comparison of our results with other REITs. NAREIT defines EBITDA*re* as net income (calculated in accordance with GAAP) excluding interest expense, income tax, depreciation and amortization, gains or losses on disposition of depreciated property (including gains or losses on change of control), impairment expense for depreciated property and of investments in unconsolidated affiliates caused by a decrease in value of depreciated property in the affiliate, and adjustments to reflect the entity's pro rata share of EBITDA*re* of unconsolidated affiliates.

We make additional adjustments to EBITDA*re* when evaluating our performance because we believe that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance. We believe that the presentation of Adjusted EBITDA*re*, when combined with the primary GAAP presentation of net income, is beneficial to an investor's understanding of our operating performance. Adjusted EBITDA*re* also is similar to what is used in calculating certain credit ratios for our credit facility and senior notes. We adjust EBITDA*re* for the following items, which may occur in any period, and refer to this measure as Adjusted EBITDA*re*:

- *Property Insurance Gains* – We exclude the effect of property insurance gains reflected in our consolidated statements of operations because we believe that including them in Adjusted EBITDA*re* is not consistent with reflecting the ongoing performance of our assets. In addition, property insurance gains could be less important to investors given that the depreciated asset book value written off in connection with the calculation of the property insurance gain often does not reflect the market value of real estate assets.
- *Acquisition Costs* – Under GAAP, costs associated with completed property acquisitions that are considered business combinations are expensed in the year incurred. We exclude the effect of these costs because we believe they are not reflective of the ongoing performance of the Company.
- *Litigation Gains and Losses* – We exclude the effect of gains or losses associated with litigation recorded under GAAP that we consider outside the ordinary course of business. We believe that including these items is not consistent with our ongoing operating performance.
- *Severance Expense* – In certain circumstances, we will add back hotel-level severance expenses when we do not believe that such expenses are reflective of the ongoing operation of our properties. Situations that would result in a severance add-back include, but are not limited to: (i) costs incurred as part of a broad-based reconfiguration of the operating model with the specific hotel operator for a portfolio of hotels and (ii) costs incurred at a specific hotel due to a broad-based and significant reconfiguration of a hotel and/or its workforce. We do not add back corporate-level severance costs or severance costs at an individual hotel that we consider to be incurred in the normal course of business.

In unusual circumstances, we also may adjust EBITDA*re* for gains or losses that management believes are not representative of the Company's current operating performance. The last such adjustment of this nature was a 2013 exclusion of a gain from an eminent domain claim.

The following table provides a reconciliation of EBITDA, EBITDA*re*, and Adjusted EBITDA*re* to net income (loss), the financial measure calculated and presented in accordance with GAAP that we consider the most directly comparable:

Reconciliation of Net Income (Loss) to EBITDA, EBITDA*re* and Adjusted EBITDA*re* for Host Inc. and Host L.P.
(in millions)

	Year ended December 31,	
	2022	**2021**
Net income (loss)	$ 643	$ (11)
Interest expense	156	191
Depreciation and amortization	664	670
Income taxes	26	(91)
EBITDA	1,489	759
Gain on dispositions[1]	(16)	(303)
Non-cash impairment expense	—	92
Equity investment adjustments:		
Equity in earnings of affiliates	(3)	(31)
Pro rata EBITDAre of equity investments[2]	34	25
EBITDA*re*	1,504	542
Adjustments to EBITDA*re*:		
Gain on property insurance settlement	(6)	—
Severance expense (reversal) at hotel properties	—	(10)
Adjusted EBITDA*re*	$1,498	$ 532

(1) Reflects the sale of four hotels in 2022 and six hotels in 2021.

(2) Pro rata EBITDAre of equity investments and pro rata FFO of equity investments for the year ended December 31, 2021 include a realized gain of approximately $3 million related to equity securities held by one of our unconsolidated partnerships, Fifth Wall Ventures, L.P. Unrealized gains of our unconsolidated investments are not recognized in our EBITDAre, Adjusted EBITDAre, NAREIT FFO or Adjusted FFO until they have been realized by the unconsolidated partnership.

FFO Measures

We present NAREIT FFO and NAREIT FFO per diluted share as non-GAAP measures of our performance in addition to our earnings per share (calculated in accordance with GAAP). We calculate NAREIT FFO per diluted share as our NAREIT FFO (defined as set forth below) for a given operating period, as adjusted for the effect of dilutive securities, divided by the number of fully diluted shares outstanding during such period in accordance with NAREIT guidelines. Effective January 1, 2019, we adopted NAREIT's definition of FFO included in NAREIT's Funds From Operations White Paper – 2018 Restatement. The adoption did not result in a change in the way we calculate NAREIT FFO. NAREIT defines FFO as net income (calculated in accordance with GAAP) excluding depreciation and amortization related to certain real estate assets, gains and losses from the sale of certain real estate assets, gains and losses from change in control, impairment expense of certain real estate assets and investments and adjustments for consolidated partially-owned entities and unconsolidated affiliates. Adjustments for consolidated partially-owned entities and unconsolidated affiliates are calculated to reflect our pro rata share of the FFO of those entities on the same basis.

We believe that NAREIT FFO per diluted share is a useful supplemental measure of our operating performance and that the presentation of NAREIT FFO per diluted share, when combined with the primary GAAP presentation of earnings per share, provides beneficial information to investors. By excluding the effect of real estate depreciation, amortization, impairment expense and gains and losses from sales of depreciable real

estate, all of which are based on historical cost accounting and which may be of lesser significance in evaluating current performance, we believe such measures can facilitate comparisons of operating performance between periods and with other REITs, even though NAREIT FFO per diluted share does not represent an amount that accrues directly to holders of our common stock. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. As noted by NAREIT in its Funds From Operations White Paper – 2018 Restatement, the primary purpose for including FFO as a supplemental measure of operating performance of a REIT is to address the artificial nature of historical cost depreciation and amortization of real estate and real estate-related assets mandated by GAAP. For these reasons, NAREIT adopted the FFO metric in order to promote a uniform industry-wide measure of REIT operating performance.

We also present Adjusted FFO per diluted share when evaluating our performance because management believes that the exclusion of certain additional items described below provides useful supplemental information to investors regarding our ongoing operating performance. Management historically has made the adjustments detailed below in evaluating our performance, in our annual budget process and for our compensation programs. We believe that the presentation of Adjusted FFO per diluted share, when combined with both the primary GAAP presentation of earnings per share and FFO per diluted share as defined by NAREIT, provides useful supplemental information that is beneficial to an investor's understanding of our operating performance. We adjust NAREIT FFO per diluted share for the following items, which may occur in any period, and refer to this measure as Adjusted FFO per diluted share:

- *Gains and Losses on the Extinguishment of Debt*—We exclude the effect of finance charges and premiums associated with the extinguishment of debt, including the acceleration of the write off of deferred financing costs from the original issuance of the debt being redeemed or retired and incremental interest expense incurred during the refinancing period. We also exclude the gains on debt repurchases and the original issuance costs associated with the retirement of preferred stock. We believe that these items are not reflective of our ongoing finance costs.
- *Acquisition Costs*—Under GAAP, costs associated with completed property acquisitions that are considered business combinations are expensed in the year incurred. We exclude the effect of these costs because we believe they are not reflective of the ongoing performance of the company.
- *Litigation Gains and Losses*—We exclude the effect of gains or losses associated with litigation recorded under GAAP that we consider outside the ordinary course of business. We believe that including these items is not consistent with our ongoing operating performance.
- *Severance Expense*—In certain circumstances, we will add back hotel-level severance expenses when we do not believe that such expenses are reflective of the ongoing operation of our properties. Situations that would result in a severance add back include, but are not limited to: (i) costs incurred as part of a broad-based reconfiguration of the operating model with the specific hotel operator for a portfolio of hotels and (ii) costs incurred at a specific hotel due to a broad-based and significant reconfiguration of a hotel and/or its workforce. We do not add back corporate-level severance costs or severance costs at an individual hotel that we consider to be incurred in the normal course of business.

In unusual circumstances, we also may adjust NAREIT FFO for gains or losses that management believes are not representative of our current operating performance. For example, in 2017, as a result of the reduction of the U.S. federal corporate income tax rate from 35% to 21% by the Tax Cuts and Jobs Act, we remeasured our domestic deferred tax assets as of December 31, 2017 and recorded a one-time adjustment to reduce our deferred tax assets and increase the provision for income taxes by approximately $11 million. We do not consider this adjustment to be reflective of our ongoing operating performance and, therefore, we excluded this item from Adjusted FFO.

The following table provides a reconciliation of the differences between our non-GAAP financial measures, NAREIT FFO and Adjusted FFO (separately and on a per diluted share basis), and net income (loss), the financial measure calculated and presented in accordance with GAAP that we consider most directly comparable:

Host Inc. Reconciliation of Diluted Earnings (Loss) per Common Share to NAREIT and Adjusted Funds From Operations per Diluted Share (in millions, except per share amount)

	Year ended December 31,	
	2022	2021
Net income (loss)	$ 643	$ (11)
Less: Net income attributable to non-controlling interests	(10)	—
Net income (loss) attributed to Host Inc	633	(11)
Adjustments:		
Gain on dispositions[1]	(16)	(303)
Tax on dispositions	—	(4)
Gain on property insurance settlement	(6)	—
Depreciation and amortization	663	669
Non-cash impairment expense	—	92
Equity investment adjustments:		
Equity in earnings of affiliates	(3)	(31)
Pro rata FFO of equity investments[2]	25	18
Consolidated partnership adjustments:		
FFO adjustment for non-controlling partnerships	(1)	(1)
FFO adjustments for non-controlling interests of Host L.P.	(9)	(5)
NAREIT FFO	1,286	424
Adjustments to NAREIT FFO:		
Loss on debt extinguishment	—	23
Severance expense (reversal) at hotel properties	—	(10)
Adjusted FFO	$1,286	$ 437
For calculation on a per share basis:[3]		
Diluted weighted average shares outstanding—EPS	717.5	710.3
Assuming issuance of common shares granted under the comprehensive stock plans	—	2.0
Diluted weighted average shares outstanding—NAREIT FFO and Adjusted FFO	717.5	712.3
Diluted earnings (loss) per common unit	$ 0.88	$ (0.02)
NAREIT FFO per diluted share	$ 1.79	$ 0.60
Adjusted FFO per diluted share	$ 1.79	$ 0.61

(1-2) Refer to the corresponding footnote on the Reconciliation of Net Income to EBITDA, EBITDAre and Adjusted EBITDAre for Host Inc. and Host L.P.

(3) Earnings per diluted share and NAREIT FFO and Adjusted FFO per diluted share are adjusted for the effects of dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans, preferred OP units held by non-controlling limited partners, exchangeable debt securities and other non-controlling interests that have the option to convert their limited partner interests to common OP units. No effect is shown for securities if they are anti- dilutive.

Hotel Property Level Operating Results

We present certain operating results for our hotels, such as hotel revenues, expenses, food and beverage profit, and EBITDA (and the related margins), on a hotel-level basis as supplemental information for our investors. Our hotel results reflect the operating results of our hotels as discussed in "All Owned Hotel Operating Statistics and Results" above. We present All Owned Hotel EBITDA to help us and our investors evaluate the ongoing operating performance of our hotels after removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization expense). Corporate-level costs and expenses also are removed to arrive at property-level results. We believe these property-level results provide investors with supplemental information about the ongoing operating performance of our hotels. All Owned Hotel results are presented both by location and for our properties in the aggregate. We eliminate from our hotel level operating results severance costs related to broad-based and significant property-level reconfiguration that is not considered to be within the normal course of business, as we believe this elimination provides useful supplemental information that is beneficial to an investor's understanding of our ongoing operating performance. We also eliminate depreciation and amortization expense because, even though depreciation and amortization expense are property-level expenses, these non-cash expenses, which are based on historical cost accounting for real estate assets, implicitly assume that the value of real estate assets diminishes predictably over time. As noted earlier, because real estate values historically have risen or fallen with market conditions, many real estate industry investors have considered presentation of historical cost accounting for operating results to be insufficient.

Because of the elimination of corporate-level costs and expenses, gains or losses on disposition, certain severance expenses and depreciation and amortization expense, the hotel operating results we present do not represent our total revenues, expenses, operating profit or net income and should not be used to evaluate our performance as a whole. Management compensates for these limitations by separately considering the impact of these excluded items to the extent they are material to operating decisions or assessments of our operating performance. Our consolidated statements of operations include such amounts, all of which should be considered by investors when evaluating our performance.

While management believes that presentation of All Owned Hotel results is a supplemental measure that provides useful information in evaluating our ongoing performance, this measure is not used to allocate resources or to assess the operating performance of each of our hotels, as these decisions are based on data for individual hotels and are not based on All Owned Hotel results in the aggregate. For these reasons, we believe All Owned Hotel operating results, when combined with the presentation of GAAP operating profit, revenues and expenses, provide useful information to investors and management.

The following table presents certain operating results and statistics for our All Owned Hotel results for the periods presented herein:

All Owned Hotel Results for Host Inc. and Host L.P.
(in millions, except hotel statistics)

	Year ended December 31,	
	2022	**2021**
Number of hotels	78	78
Number of rooms	42,209	42,209
Change in All Owned Hotel Total RevPAR	68.9%	—
Change in All Owned Hotel RevPAR	63.2%	—
Operating profit (loss) margin[2]	15.8%	(8.7)%
All Owned Hotel EBITDA margin[2]	31.8%	23.55%
Food and beverage profit margin[2]	34.6%	25.1%
All Owned Hotel food and beverage profit margin[2]	34.8%	26.1%
Net income (loss)	$ 643	$ (11)
Depreciation and amortization	664	762
Interest expense	156	191
Provision (benefit) for income taxes	26	(91)
Gain on sale of property and corporate level income/expense	51	(240)
Severance expense (reversal) at hotel properties	2	(10)
All Owned Hotel adjustments[1]	31	85
All Owned Hotel EBITDA	$ 1,573	$ 686

(1) All Owned Hotel adjustments represent the following items: (i) the elimination of results of operations of hotels sold or held-for-sale as of December 31, 2022, which operations are included in our consolidated statements of operations as continuing operations and (ii) the addition of results for periods prior to our ownership for hotels acquired as of December 31, 2022. All Owned Hotel results also includes the results of our leased office buildings and other non-hotel revenue and expense items. The AC Hotel Scottsdale North is a new development hotel that opened in January 2021 and The Laura Hotel in Houston re-opened under new management in November 2021. Therefore, no adjustments were made for results of these hotels for periods prior to their openings.

(2) Profit margins are calculated by dividing the applicable operating profit by the related revenue amount. GAAP operating profit margins are calculated using amounts presented in the consolidated statements of operations. All Owned Hotel margins are calculated using amounts presented in the following table, which include reconciliations to the applicable GAAP results:

	Year ended December 31, 2022					Year ended December 31, 2021				
		Adjustments					Adjustments			
	GAAP Results	Severance at hotel properties	All Owned Hotel adjustments	Depreciation and corporate level items	All Owned Hotel Results	GAAP Results	Severance at hotel properties	All Owned Hotel adjustments	Depreciation and corporate level items	All Owned Hotel Results
Revenues										
Room	$3,014	$ —	$ 16	$ —	$3,030	$1,858	$ —	$ (11)	$ —	$1,847
Food and beverage	1,418	—	10	—	1,428	674	—	17	—	691
Other	475	—	11	—	486	358	—	16	—	374
Total revenues	4,907	—	37	—	4,944	2,890	—	22	—	2,912
Expenses										
Room	727	—	(7)	—	720	488	1	(32)	—	457
Food and beverage	928	—	3	—	931	505	—	5	—	510
Other	1,723	(2)	10	—	1,731	1,294	9	(36)	—	1,267
Depreciation and amortization	664	—	—	(664)	—	762	—	—	(762)	—
Corporate and other expenses	107	—	—	(107)	—	99	—	—	(99)	—
Gain on insurance and business interruption settlements	(17)	—	—	6	(11)	(8)	—	—	—	(8)
Total expenses	4,132	(2)	6	(765)	3,371	3,140	10	(63)	(861)	2,226
Operating Profit—All Owned Hotel EBITDA	$ 775	$ 2	$ 31	$ 765	$1,573	$ (250)	$ (10)	$ 85	$ 861	$ 686

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

All information in this section applies to both Host Inc. and Host L.P.

Interest Rate Sensitivity

Our future income, cash flows and fair values with respect to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We have no derivative financial instruments that are held for trading purposes. We use derivative financial instruments to manage, or hedge, interest rate risks. As of February 17, 2023, we do not have any interest rate derivatives outstanding.

The interest payments on 76% of our debt are fixed in nature. Valuations for mortgage debt and the credit facility are determined based on expected future payments, discounted at risk-adjusted rates. The senior notes are valued based on quoted market prices. If market rates of interest on our variable rate debt increase or decrease by 100 basis points, interest expense would increase or decrease, respectively, our earnings and cash flows by approximately $10 million in 2023. The table below presents scheduled maturities and related weighted average interest rates by expected maturity dates (in millions, except percentages):

	Expected Maturity Date							
	2023	2024	2025	2026	2027	Thereafter	Total	Fair Value
Liabilities								
Debt:								
Fixed rate[1]	$ (3)	$402	$498	$399	$ 87	$1,838	$3,221	$2,868
Average interest rate	3.9%	3.8%	3.8%	3.6%	3.6%	3.6%		
Variable rate[1]	$ (5)	$ (1)	$ —	$ —	$500	$ 500	$ 994	$1,000
Average interest rate[2]	5.7%	5.7%	—%	—%	5.7%	5.7%		
Total debt							$4,215	$3,868

(1) The amounts are net of unamortized discounts, premiums and deferred financing costs; therefore, negative amounts prior to maturity represent the amortization of original issue discounts and deferred financing costs. Maturity dates related to the outstanding credit facility term loans reflect the extensions provided by the amended and restated credit facility agreement effective January 4, 2023.

(2) The interest rate for our floating rate payments is based on the rate in effect as of December 31, 2022. No adjustments are made for forecast changes in the rate.

Exchange Rate Sensitivity

We have currency exchange risk because of our hotel ownership in Brazil and Canada and our minority investment in a joint venture in India. We may utilize several strategies to mitigate the exposure of currency exchange risk for our portfolio, including (i) utilizing local currency denominated debt (including foreign currency draws on our credit facility), (ii) entering into forward or option foreign currency purchase contracts, or (iii) investing through partnership and joint venture structures. For 2022 and 2021, revenues from our consolidated foreign operations were $71 million and $24 million, respectively, or approximately 1% of our total revenues.

In the first quarter of 2022, three foreign currency forward purchase contracts matured, with a total notional amount of CAD 99 million ($79 million), and we received $0.2 million in the aggregate upon settlement of these contracts. We replaced these contracts with new forward purchase contracts with the same notional amount that expired in the third quarter of 2022, and we received $3.4 million in the aggregate upon settlement of these contracts. In replacement of the maturing contracts, we entered into three new foreign currency forward purchase contracts with the same total notional amount of CAD 99 million ($75 million), which will mature in August and September 2023. The foreign currency exchange agreements into which we have entered strictly are to hedge

foreign currency risk and are not for trading purposes. As of December 31, 2022, the fair value of these contracts was $2.0 million. These contracts are marked-to-market with changes in fair value recorded to other comprehensive income (loss) for contracts designated as a hedge of a net investment in a foreign operation, and through net income for contracts acting as a natural hedge of intercompany loans. The foreign currency forward sale contracts are valued based on the forward yield curve of the foreign currency to U.S. dollar forward exchange rate on the date of measurement. Pursuant to these contracts, we will sell the foreign currency amount, as applicable, and receive the U.S. dollar amount on the forward sale date. We also evaluate counterparty credit risk when we calculate the fair value of the derivatives.

Item 8. Financial Statements and Supplementary Data

The following financial information is included on the pages indicated:

Host Hotels & Resorts, Inc. & Host Hotels & Resorts, L.P.

	Page
Reports of Independent Registered Public Accounting Firm (Host Hotels & Resorts, Inc.)	82
Report of Independent Registered Public Accounting Firm (Host Hotels & Resorts, L.P.)	86
Financial Statements of Host Hotels & Resorts, Inc.:	88
Consolidated Balance Sheets as of December 31, 2022 and 2021	88
Consolidated Statements of Operations for the Years Ended December 31, 2022, 2021 and 2020	89
Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2022, 2021 and 2020	90
Consolidated Statements of Equity for the Years Ended December 31, 2022, 2021 and 2020	91
Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021 and 2020	92
Financial Statements of Host Hotels & Resorts, L.P.:	94
Consolidated Balance Sheets as of December 31, 2022 and 2021	94
Consolidated Statements of Operations for the Years Ended December 31, 2022, 2021 and 2020	95
Consolidated Statements of Comprehensive Income (Loss) for the Years Ended December 31, 2022, 2021 and 2020	96
Consolidated Statements of Capital for the Years Ended December 31, 2022, 2021 and 2020	97
Consolidated Statements of Cash Flows for the Years Ended December 31, 2022, 2021 and 2020	98
Notes to Consolidated Financial Statements (Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P.)	100

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Host Hotels & Resorts, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Host Hotels & Resorts, Inc. and subsidiaries (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes and financial statement schedule III (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 22, 2023 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of recoverability of certain hotel properties

As discussed in Notes 1 and 3 to the consolidated financial statements, property and equipment, less accumulated depreciation as of December 31, 2022, was $9,748 million. The Company assesses its

property and equipment, primarily comprised of hotel properties, for impairment when events or changes in circumstances occur that indicate the carrying value may not be recoverable. The Company performed recoverability assessments on certain hotel properties. Recoverability of hotel properties is measured by performing a comparison of the carrying amount of certain hotel properties to its expected undiscounted future cash flows over its remaining useful life.

We identified the evaluation of recoverability of certain hotel properties as a critical audit matter. Subjective auditor judgment was required in evaluating the key assumptions used in the recoverability analysis. The key assumptions include the undiscounted future cash flows of certain hotel properties, and the expected hold period used in the recoverability analyses for these hotel properties. A significant change to these assumptions could impact the Company's determination of the recoverability of the carrying value of certain hotel properties. Additionally, the audit effort associated with the evaluation of the undiscounted cash flows for certain properties required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the impairment process, including controls over the undiscounted future cash flows of certain hotel properties. We also tested certain internal controls related to the identification and assessment of expected hold periods. To evaluate the expected hold periods, we:

- inquired of management and obtained written representations regarding potential property disposal plans, if any
- read minutes of the meetings of the Company's board of directors
- inquired about the Company's plans with those in the organization who are responsible for, and have authority over, potential disposition activities
- compared management's assessment of properties with potential shortened expected hold periods to information obtained from those in the organization responsible for disposition activity
- inspected listings from external sources of real estate properties for sale by the Company.

We also involved valuation professionals with specialized skills and knowledge who assisted in assessing the undiscounted future cash flows of each hotel property by comparing the cash flows to publicly available market data.

/s/ KPMG LLP

We have served as the Company's auditor since 2002.

McLean, Virginia
February 22, 2023

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Host Hotels & Resorts, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Host Hotels & Resorts, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes and financial statement schedule III (collectively, the consolidated financial statements), and our report dated February 22, 2023 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

McLean, Virginia
February 22, 2023

Report of Independent Registered Public Accounting Firm

To the Partners of Host Hotels & Resorts, L.P. and Board of Directors of Host Hotels & Resorts, Inc.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Host Hotels & Resorts, L.P. (the Partnership) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), capital, and cash flows for each of the years in the three-year period ended December 31, 2022, and the related notes and financial statement schedule III (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Partnership is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Evaluation of recoverability of certain hotel properties

As discussed in Notes 1 and 3 to the consolidated financial statements, property and equipment, less accumulated depreciation as of December 31, 2022, was $9,748 million. The Partnership assesses

its property and equipment, primarily comprised of hotel properties, for impairment when events or changes in circumstances occur that indicate the carrying value may not be recoverable. The Partnership performed recoverability assessments on certain hotel properties. Recoverability of hotel properties is measured by performing a comparison of the carrying amount of certain hotel properties to its expected undiscounted future cash flows over its remaining useful life.

We identified the evaluation of recoverability of certain hotel properties as a critical audit matter. Subjective auditor judgment was required in evaluating the key assumptions used in the recoverability analysis. The key assumptions include the undiscounted future cash flows of certain hotel properties, and the expected hold period used in the recoverability analyses for these hotel properties. A significant change to these assumptions could impact the Partnership's determination of the recoverability of the carrying value of certain hotel properties. Additionally, the audit effort associated with the evaluation of the undiscounted cash flows for certain properties required specialized skills and knowledge.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the impairment process, including controls over the undiscounted future cash flows of certain hotel properties. We also tested certain internal controls related to the identification and assessment of expected hold periods. To evaluate the expected hold periods, we:

- inquired of management and obtained written representations regarding potential property disposal plans, if any
- read minutes of the meetings of the general partner's board of directors
- inquired about the Partnership's plans with those in the organization who are responsible for, and have authority over, potential disposition activities
- compared management's assessment of properties with potential shortened expected hold periods to information obtained from those in the organization responsible for disposition activity
- inspected listings from external sources of real estate properties for sale by the Partnership.

We also involved valuation professionals with specialized skills and knowledge who assisted in assessing the undiscounted future cash flows of each hotel property by comparing the cash flows to publicly available market data.

/s/ KPMG LLP

We have served as the Partnership's auditor since 2002.

McLean, Virginia
February 22, 2023

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2022 and 2021
(in millions, except per share amounts)

	December 31, 2022	December 31, 2021
ASSETS		
Property and equipment, net	$ 9,748	$ 9,994
Right-of-use assets	556	551
Assets held for sale	—	270
Due from managers	94	113
Advances to and investments in affiliates	132	42
Furniture, fixtures and equipment replacement fund	200	144
Notes receivable	413	—
Other	459	431
Cash and cash equivalents	667	807
Total assets	$12,269	$12,352
LIABILITIES, NON-CONTROLLING INTERESTS AND EQUITY		
Debt		
Senior notes	$ 3,115	$ 3,109
Credit facility, including the term loans of $998 and $997, respectively	994	1,673
Mortgage and other debt	106	109
Total debt	4,215	4,891
Lease liabilities	568	564
Accounts payable and accrued expenses	372	85
Due to managers	67	42
Other	168	198
Total liabilities	5,390	5,780
Redeemable non-controlling interests—Host Hotels & Resorts, L.P.	164	126
Host Hotels & Resorts, Inc. stockholders' equity:		
Common stock, par value $.01, 1,050 million shares authorized, 713.4 million shares and 714.1 million shares issued and outstanding, respectively	7	7
Additional paid-in capital	7,717	7,702
Accumulated other comprehensive loss	(75)	(76)
Deficit	(939)	(1,192)
Total equity of Host Hotels & Resorts, Inc. stockholders	6,710	6,441
Non-redeemable non-controlling interests—other consolidated partnerships	5	5
Total equity	6,715	6,446
Total liabilities, non-controlling interests and equity	$12,269	$12,352

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2022, 2021 and 2020
(in millions, except per common share amounts)

	Year ended December 31,		
	2022	2021	2020
REVENUES			
Rooms	$3,014	$1,858	$ 976
Food and beverage	1,418	674	426
Other	475	358	218
Total revenues	4,907	2,890	1,620
EXPENSES			
Rooms	727	488	362
Food and beverage	928	505	420
Other departmental and support expenses	1,181	890	686
Management fees	217	97	39
Other property-level expenses	325	307	312
Depreciation and amortization	664	762	665
Corporate and other expenses	107	99	89
Gain on insurance and business interruption settlements	(17)	(8)	—
Total operating costs and expenses	4,132	3,140	2,573
OPERATING PROFIT (LOSS)	775	(250)	(953)
Interest income	30	2	8
Interest expense	(156)	(191)	(194)
Other gains	17	306	208
Equity in earnings (losses) of affiliates	3	31	(30)
INCOME (LOSS) BEFORE INCOME TAXES	669	(102)	(961)
Benefit (provision) for income taxes	(26)	91	220
NET INCOME (LOSS)	643	(11)	(741)
Less: Net (income) loss attributable to non-controlling interests	(10)	—	9
NET INCOME (LOSS) ATTRIBUTABLE TO HOST HOTELS & RESORTS, INC.	$ 633	$ (11)	$ (732)
Basic earnings (loss) per common share	$ 0.89	$ (0.02)	$ (1.04)
Diluted earnings (loss) per common share	$ 0.88	$ (0.02)	$ (1.04)

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
Years Ended December 31, 2022, 2021 and 2020
(in millions)

	2022	2021	2020
NET INCOME (LOSS)	$643	$(11)	$(741)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation and other comprehensive loss of unconsolidated affiliates	(2)	(2)	(18)
Change in fair value of derivative instruments	2	—	(1)
Amounts reclassified from other comprehensive income (loss)	1	—	1
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	1	(2)	(18)
COMPREHENSIVE INCOME (LOSS)	644	(13)	(759)
Less: Comprehensive (income) loss attributable to non-controlling interests	(10)	—	9
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO HOST HOTELS & RESORTS, INC.	$634	$(13)	$(750)

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
Years Ended December 31, 2022, 2021 and 2020
(in millions)

Common Shares Outstanding		Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings / (Deficit)	Non-redeemable non- controlling Interests of Other Consolidated Partnerships	Total Equity	Redeemable non-controlling Interests of Host Hotels & Resorts, L.P.
713.4	Balance, December 31, 2019	$ 7	$7,675	$ (56)	$ (307)	$ 6	$7,325	$142
—	Net loss	—	—	—	(732)	(1)	(733)	(8)
—	Other changes in ownership	—	22	—	—	—	22	(21)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(18)	—	—	(18)	—
—	Change in fair value of derivative instruments	—	—	(1)	—	—	(1)	—
—	Amounts reclassified from Other Comprehensive Income	—	—	1	—	—	1	—
0.7	Comprehensive stock and employee stock purchase plans	—	15	—	—	—	15	—
—	Common stock dividends	—	—	—	(141)	—	(141)	—
0.2	Redemptions of limited partner interests for common stock	—	3	—	—	—	3	(3)
—	Distributions to non-controlling interests	—	—	—	—	—	—	(2)
(8.9)	Repurchase of common stock	—	(147)	—	—	—	(147)	—
705.4	Balance, December 31, 2020	$ 7	$7,568	$ (74)	$(1,180)	$ 5	$6,326	$108
—	Net income (loss)	—	—	—	(11)	1	(10)	(1)
—	Other changes in ownership	—	(20)	—	(1)	(1)	(22)	21
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(2)	—	—	(2)	—
7.8	Common stock issuances	—	138	—	—	—	138	—
0.8	Comprehensive stock and employee stock purchase plans	—	14	—	—	—	14	—
0.1	Redemptions of limited partner interests for common stock	—	2	—	—	—	2	(2)
714.1	Balance, December 31, 2021	$ 7	$7,702	$ (76)	$(1,192)	$ 5	$6,446	$126
—	Net income	—	—	—	633	1	634	9
—	Other changes in ownership	—	16	—	—	—	16	(17)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(2)	—	—	(2)	—
—	Change in fair value of derivative instruments	—	—	2	—	—	2	—
—	Amounts reclassified from Other Comprehensive Income	—	—	1	—	—	1	—
0.7	Comprehensive stock and employee stock purchase plans	—	21	—	—	—	21	—
—	Common stock dividends	—	—	—	(380)	—	(380)	—
—	Common OP unit issuances	—	—	—	—	—	—	56
0.3	Redemptions of limited partner interests for common stock	—	5	—	—	—	5	(5)
—	Distributions to non-controlling interests	—	—	—	—	(1)	(1)	(5)
(1.7)	Repurchase of common stock	—	(27)	—	—	—	(27)	—
713.4	Balance, December 31, 2022	$ 7	$7,717	$ (75)	$ (939)	$ 5	$6,715	$164

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2022, 2021 and 2020
(in millions)

	2022	2021	2020
OPERATING ACTIVITIES			
Net income (loss)	$ 643	$ (11)	$ (741)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operations:			
Depreciation and amortization	664	762	665
Amortization of finance costs, discounts and premiums, net	10	10	8
Loss on extinguishment of debt	—	23	36
Stock compensation expense	26	18	17
Deferred income taxes	20	(93)	(165)
Other gains	(17)	(306)	(208)
Gain on property insurance settlement	(6)	—	—
Equity in (earnings) losses of affiliates	(3)	(31)	30
Change in due from/to managers	15	(151)	96
Distributions from investments in affiliates	30	21	10
Changes in other assets	20	10	(33)
Changes in other liabilities	14	40	(22)
Net cash provided by (used in) operating activities	1,416	292	(307)
INVESTING ACTIVITIES			
Proceeds from sales of assets, net	236	729	281
Proceeds from loan receivable	—	9	28
Advances to and investments in affiliates	(60)	(11)	(5)
Acquisitions	(301)	(1,458)	—
Capital expenditures:			
Renewals and replacements	(197)	(134)	(156)
Return on investment	(307)	(293)	(343)
Property insurance proceeds	11	—	—
Net cash used in investing activities	(618)	(1,158)	(195)
FINANCING ACTIVITIES			
Financing costs	(1)	(8)	(11)
Issuances of debt	—	443	740
Draws on credit facility	—	—	2,245
Repayment of credit facility	(683)	(800)	(762)
Repurchase/redemption of senior notes	—	(400)	(450)
Redemption of preferred equity units of Host L.P.	—	—	(22)
Mortgage debt and other prepayments and scheduled maturities	(2)	—	—
Debt extinguishment costs	—	(22)	(35)
Issuance of common stock	1	138	—
Common stock repurchase	(27)	—	(147)
Dividends on common stock	(150)	—	(320)
Distributions and payments to non-controlling interests	(3)	—	(3)
Other financing activities	(9)	(8)	(4)
Net cash provided by (used in) financing activities	(874)	(657)	1,231
Effects of exchange rate changes on cash held	(3)	—	(3)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(79)	(1,523)	726
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD	953	2,476	1,750
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD	$ 874	$ 953	$2,476

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
Years Ended December 31, 2022, 2021 and 2020
(in millions)

Supplemental disclosure of cash flow information (in millions):

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported on the balance sheet to the amount shown on the statements of cash flows:

	2022	2021	2020
Cash and cash equivalents	$667	$807	$2,335
Restricted cash (included in other assets)	7	2	2
Cash included in furniture, fixtures and equipment replacement fund	200	144	139
Total cash and cash equivalents and restricted cash shown in the statements of cash flows	$874	$953	$2,476

Supplemental schedule of noncash investing and financing activities:

During 2022, 2021 and 2020, Host Inc. issued approximately 0.3 million, 0.1 million and 0.2 million shares of common stock, respectively, upon the conversion of Host L.P. units, or OP units, held by non-controlling interests valued at $5 million, $2 million and $3 million, respectively.

On January 20, 2022, we entered into definitive agreements with Noble Investment Group, LLC, and certain other entities and persons related to Noble Investment Group, LLC, pursuant to which we made an investment in a joint venture with Noble Investment Group. In connection with the investment, Host L.P. issued approximately 3.2 million OP units valued at approximately $56 million.

In connection with the sales of the Sheraton Boston Hotel in February 2022 and the Sheraton New York Times Square Hotel in April 2022, we issued bridge loans to the buyers for $163 million and $250 million, respectively. The proceeds received from the sales are net of the loans.

In 2022 and 2021, non-cash consideration for the acquisitions of Four Seasons Resort and Residences Jackson Hole and Four Seasons Resort Orlando at Walt Disney World® Resort included the assumption of hotel level liabilities of approximately $19 million and $24 million, respectively, consisting primarily of advance deposits received from guests for future stays that were retained by the seller.

In 2021, non-cash consideration for the acquisition of the Hotel Van Zandt included the assumption of a $102 million mortgage loan.

In connection with the sale of a parcel of land adjacent to The Phoenician hotel in 2020, we received as consideration a note receivable of $9 million. The proceeds received from the sale are net of this note receivable. The note receivable was collected in January 2021.

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2022 and 2021
(in millions)

	December 31, 2022	December 31, 2021
ASSETS		
Property and equipment, net	$ 9,748	$ 9,994
Right-of-use assets	556	551
Assets held for sale	—	270
Due from managers	94	113
Advances to and investments in affiliates	132	42
Furniture, fixtures and equipment replacement fund	200	144
Notes receivable	413	—
Other	459	431
Cash and cash equivalents	667	807
Total assets	$12,269	$12,352
LIABILITIES, LIMITED PARTNERSHIP INTERESTS OF THIRD PARTIES AND CAPITAL		
Debt		
Senior notes	$ 3,115	$ 3,109
Credit facility, including the term loans of $998 and $997, respectively	994	1,673
Mortgage and other debt	106	109
Total debt	4,215	4,891
Lease liabilities	568	564
Accounts payable and accrued expenses	372	85
Due to managers	67	42
Other	168	198
Total liabilities	5,390	5,780
Limited partnership interests of third parties	164	126
Host Hotels & Resorts, L.P. capital:		
General partner	1	1
Limited partner	6,784	6,516
Accumulated other comprehensive loss	(75)	(76)
Total Host Hotels & Resorts, L.P. capital	6,710	6,441
Non-controlling interests—consolidated partnerships	5	5
Total capital	6,715	6,446
Total liabilities, limited partnership interests of third parties and capital	$12,269	$12,352

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2022, 2021 and 2020
(in millions, except per common unit amounts)

	Year-to-date ended December 31,		
	2022	2021	2020
REVENUES			
Rooms	$ 3,014	$ 1,858	$ 976
Food and beverage	1,418	674	426
Other	475	358	218
Total revenues	4,907	2,890	1,620
EXPENSES			
Rooms	727	488	362
Food and beverage	928	505	420
Other departmental and support expenses	1,181	890	686
Management fees	217	97	39
Other property-level expenses	325	307	312
Depreciation and amortization	664	762	665
Corporate and other expenses	107	99	89
Gain on insurance and business interruption settlements	(17)	(8)	—
Total operating costs and expenses	4,132	3,140	2,573
OPERATING PROFIT (LOSS)	775	(250)	(953)
Interest income	30	2	8
Interest expense	(156)	(191)	(194)
Other gains	17	306	208
Equity in earnings (losses) of affiliates	3	31	(30)
INCOME (LOSS) BEFORE INCOME TAXES	669	(102)	(961)
Benefit (provision) for income taxes	(26)	91	220
NET INCOME (LOSS)	643	(11)	(741)
Less: Net (income) loss attributable to non-controlling interests	(1)	(1)	1
NET INCOME (LOSS) ATTRIBUTABLE TO HOST HOTELS & RESORTS, L.P.	$ 642	$ (12)	$ (740)
Basic earnings (loss) per common unit	$ 0.91	$ (0.02)	$ (1.06)
Diluted earnings (loss) per common unit	$ 0.90	$ (0.02)	$ (1.06)

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
Years Ended December 31, 2022, 2021 and 2020
(in millions)

	2022	2021	2020
NET INCOME (LOSS)	$643	$(11)	$(741)
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation and other comprehensive loss of unconsolidated affiliates	(2)	(2)	(18)
Change in fair value of derivative instruments	2	—	(1)
Amounts reclassified from other comprehensive income (loss)	1	—	1
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	1	(2)	(18)
COMPREHENSIVE INCOME (LOSS)	644	(13)	(759)
Less: Comprehensive (income) loss attributable to non-controlling interests	(1)	(1)	1
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO HOST HOTELS & RESORTS, L.P.	$643	$(14)	$(758)

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CAPITAL
Years Ended December 31, 2022, 2021 and 2020
(in millions)

Common OP Units Outstanding		General Partner	Limited Partner	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interests of Consolidated Partnerships	Total Capital	Limited Partnership Interests of Third Parties
698.3	Balance, December 31, 2019	$ 1	$7,374	$ (56)	$ 6	$7,325	$142
—	Net loss	—	(732)	—	(1)	(733)	(8)
—	Other changes in ownership	—	22	—	—	22	(21)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(18)	—	(18)	—
—	Change in fair value of derivative instruments	—	—	(1)	—	(1)	—
—	Amounts reclassified from Other Comprehensive Income	—	—	1	—	1	—
0.7	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	15	—	—	15	—
—	Distributions on common OP units	—	(141)	—	—	(141)	(2)
0.2	Redemptions of limited partner interests for common stock	—	3	—	—	3	(3)
(8.7)	Repurchase of common OP units	—	(147)	—	—	(147)	—
690.5	Balance, December 31, 2020	$ 1	$6,394	$ (74)	$ 5	$6,326	$108
—	Net income (loss)	—	(11)	—	1	(10)	(1)
—	Other changes in ownership	—	(21)	—	(1)	(22)	21
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(2)	—	(2)	—
7.6	Common OP unit issuances	—	138	—	—	138	—
0.8	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	14	—	—	14	—
0.1	Redemptions of limited partner interests for common stock	—	2	—	—	2	(2)
699.0	Balance, December 31, 2021	$ 1	$6,516	$ (76)	$ 5	$6,446	$126
—	Net income	—	633	—	1	634	9
—	Other changes in ownership	—	16	—	—	16	(17)
—	Foreign currency translation and other comprehensive income (loss) of unconsolidated affiliates	—	—	(2)	—	(2)	—
—	Change in fair value of derivative instruments	—	—	2	—	2	—
—	Amounts reclassified from Other Comprehensive Income	—	—	1	—	1	—
—	Common OP unit issuances	—	—	—	—	—	56
0.7	Units issued to Host Inc. for the comprehensive stock and employee stock purchase plans	—	21	—	—	21	—
—	Distributions on common OP units	—	(380)	—	—	(380)	(5)
0.3	Redemptions of limited partner interests for common stock	—	5	—	—	5	(5)
—	Distributions to non-controlling interests	—	—	—	(1)	(1)	—
(1.6)	Repurchase of common OP units	—	(27)	—	—	(27)	—
698.4	Balance, December 31, 2022	$ 1	$6,784	$(75)	$ 5	$6,715	$164

See Notes to Consolidated Financial Statements.

HOST HOTELS & RESORTS, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2022, 2021 and 2020
(in millions)

	2022	2021	2020
OPERATING ACTIVITIES			
Net income (loss)	$ 643	$ (11)	$ (741)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operations:			
Depreciation and amortization	664	762	665
Amortization of finance costs, discounts and premiums, net	10	10	8
Loss on extinguishment of debt	—	23	36
Stock compensation expense	26	18	17
Deferred income taxes	20	(93)	(165)
Other gains	(17)	(306)	(208)
Gain on property insurance settlement	(6)	—	—
Equity in (earnings) losses of affiliates	(3)	(31)	30
Change in due from/to managers	15	(151)	96
Distributions from investments in affiliates	30	21	10
Changes in other assets	20	10	(33)
Changes in other liabilities	14	40	(22)
Net cash provided by (used in) operating activities	1,416	292	(307)
INVESTING ACTIVITIES			
Proceeds from sales of assets, net	236	729	281
Proceeds from loan receivable	—	9	28
Advances to and investments in affiliates	(60)	(11)	(5)
Acquisitions	(301)	(1,458)	—
Capital expenditures:			
Renewals and replacements	(197)	(134)	(156)
Return on investment	(307)	(293)	(343)
Property insurance proceeds	11	—	—
Net cash used in investing activities	(618)	(1,158)	(195)
FINANCING ACTIVITIES			
Financing costs	(1)	(8)	(11)
Issuances of debt	—	443	740
Draws on credit facility	—	—	2,245
Repayment of credit facility	(683)	(800)	(762)
Repurchase/redemption of senior notes	—	(400)	(450)
Redemption of preferred OP units	—	—	(22)
Mortgage debt and other prepayments and scheduled maturities	(2)	—	—
Debt extinguishment costs	—	(22)	(35)
Issuance of common OP units	1	138	—
Repurchase of common OP units	(27)	—	(147)
Distributions on common OP units	(152)	—	(323)
Distributions and payments to non-controlling interests	(1)	—	—
Other financing activities	(9)	(8)	(4)
Net cash provided by (used in) financing activities	(874)	(657)	1,231
Effects of exchange rate changes on cash held	(3)	—	(3)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(79)	(1,523)	726
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF PERIOD	953	2,476	1,750
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH, END OF PERIOD	$ 874	$ 953	$2,476

See Notes to Consolidated Financial Statements.

Supplemental disclosure of cash flow information (in millions):

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported on the balance sheet to the amount shown on the statements of cash flows:

	2022	2021	2020
Cash and cash equivalents	$667	$807	$2,335
Restricted cash (included in other assets)	7	2	2
Cash included in furniture, fixtures and equipment replacement fund	200	144	139
Total cash and cash equivalents and restricted cash shown in the statements of cash flows	$874	$953	$2,476

Supplemental schedule of noncash investing and financing activities:

During 2022, 2021 and 2020, non-controlling partners converted common operating partnership units ("OP units") valued at $5 million, $2 million and $3 million, respectively, in exchange for 0.3 million, 0.1 million and 0.2 million shares, respectively, of Host Inc. common stock.

On January 20, 2022, we entered into definitive agreements with Noble Investment Group, LLC, and certain other entities and persons related to Noble Investment Group, LLC, pursuant to which we made an investment in a joint venture with Noble Investment Group. In connection with the investment, Host L.P. issued approximately 3.2 million OP units valued at approximately $56 million.

In connection with the sales of the Sheraton Boston Hotel in February 2022 and the Sheraton New York Times Square Hotel in April 2022, we issued bridge loans to the buyers for $163 million and $250 million, respectively. The proceeds received from the sales are net of the loans.

In 2022 and 2021, non-cash consideration for the acquisitions of Four Seasons Resort and Residences Jackson Hole and Four Seasons Resort Orlando at Walt Disney World® Resort included the assumption of hotel level liabilities of approximately $19 million and $24 million, respectively, consisting primarily of advance deposits received from guests for future stays that were retained by the seller.

In 2021, non-cash consideration for the acquisition of the Hotel Van Zandt included the assumption of a $102 million mortgage loan.

In connection with the sale of a parcel of land adjacent to The Phoenician hotel in 2020, we received as consideration a note receivable of $9 million. The proceeds received from the sale are net of this note receivable. The note receivable was collected in January 2021.

See Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Description of Business

Host Hotels & Resorts, Inc. operates as a self-managed and self-administered real estate investment trust, or REIT, with its operations conducted solely through Host Hotels & Resorts, L.P. Host Hotels & Resorts, L.P., a Delaware limited partnership, operates through an umbrella partnership structure, with Host Hotels & Resorts, Inc., a Maryland corporation, as its sole general partner. In the notes to the consolidated financial statements, we use the terms "we" or "our" to refer to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. together, unless the context indicates otherwise. We also use the term "Host Inc." to refer specifically to Host Hotels & Resorts, Inc. and the term "Host L.P." to refer specifically to Host Hotels & Resorts, L.P. in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. holds approximately 99% of Host L.P.'s partnership interests, or OP units.

Consolidated Portfolio

As of December 31, 2022, the hotels in our consolidated portfolio are in the following countries:

	Hotels
United States	73
Brazil	3
Canada	2
Total	78

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the consolidated accounts of Host Inc., Host L.P. and their subsidiaries and controlled affiliates, including joint ventures and partnerships. We consolidate subsidiaries when we have the ability to control them. For the majority of our hotel and real estate investments, we consider those control rights to be (i) approval or amendment of developments plans, (ii) financing decisions, (iii) approval or amendments of operating budgets, and (iv) investment strategy decisions.

We also evaluate our subsidiaries to determine if they are variable interest entities ("VIEs"). If a subsidiary is a VIE, it is subject to the consolidation framework specifically for VIEs. Typically, the entity that has the power to direct the activities that most significantly impact economic performance consolidates the VIE. We consider an entity to be a VIE if equity investors own an interest therein that does not have the characteristics of a controlling financial interest or if such investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. We review our subsidiaries and affiliates at least annually to determine (i) if they should be considered VIEs, and (ii) whether we should change our consolidation determination based on changes in the characteristics thereof.

Four partnerships are considered VIE's, as the general partner of these partnerships maintains control over the decisions that most significantly impact the partnerships. The first VIE is the operating partnership, Host L.P., which is consolidated by Host Inc., of which Host Inc. is the general partner and holds 99% of the limited partner interests. Host Inc.'s sole significant asset is its investment in Host L.P. and substantially all of Host Inc.'s assets and liabilities represent assets and liabilities of Host L.P. All of Host Inc.'s debt is an obligation of Host L.P. and may be settled only with assets of Host L.P. The consolidated partnership that owns the Houston Airport Marriott at George Bush Intercontinental, of which we are the general partner and hold 85% of the

partnership interests, also is a VIE. The total assets of this VIE at December 31, 2022 are $54 million and consist primarily of cash, a right-of-use ("ROU") asset and property and equipment. Liabilities for the VIE total $27 million and primarily consist of a lease liability and accounts payable. Two unconsolidated partnerships that own hotel properties, of which we hold limited partner interests ranging from 11%—19%, also are VIEs. The combined carrying amount of our investments in these entities at December 31, 2022 is $7 million and is included in advances to and investments in affiliates. The mortgage debt held by these VIEs is non-recourse to us.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. generally accepted accounting principles, or GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and Cash Equivalents

We consider all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents.

Property and Equipment

Generally, property and equipment is recorded at cost. For hotels that we develop, cost includes interest, property insurance and real estate taxes incurred during construction. For property and equipment acquired in a business combination, we record the assets acquired based on their fair value as of the acquisition date. Replacements and improvements and finance leases are capitalized, while repairs and maintenance are expensed as incurred.

Properties acquired in an asset acquisition are recorded at cost. The acquisition cost is allocated to land, buildings, improvements, furniture, fixtures and equipment, as well as identifiable intangible and lease assets and liabilities. Acquisition cost is allocated using relative fair values. We evaluate several factors, including weighted market data for similar assets, expected future cash flows discounted at risk adjusted rates, and replacement costs for assets to determine an appropriate exit cost when evaluating the fair values.

We capitalize certain inventory (such as china, glass, silver, and linen) at the time of a hotel opening or acquisition, or when significant inventory is purchased (in conjunction with a major rooms renovation or when the number of rooms or meeting space at a hotel is expanded). These amounts then are amortized over the estimated useful life of three years. Subsequent replacement purchases are expensed when placed in service.

We maintain a furniture, fixtures and equipment replacement fund for renewal and replacement capital expenditures at our hotels, which generally is funded with 5% of property revenues.

Impairment testing. We analyze our consolidated hotels for impairment throughout the year when events or circumstances occur that indicate the carrying amount may not be recoverable. We test for impairment in several situations, including:

- when a hotel has a current or projected loss from operations;

- when management's intent or ability to hold a property for a period that recovers its carrying value changes, making it more likely than not that a hotel will be sold before the end of its previously estimated useful life and therefore reducing the expected hold period, and the anticipated sales price is at or below the book value; or
- when other events, trends, contingencies or changes in circumstances indicate that a triggering event has occurred and the carrying amount of an asset may not be recoverable.

To the extent that a hotel has a substantial remaining estimated useful life and management does not believe that it is more likely than not that it will be sold prior to the end thereof, it would be unusual for undiscounted cash flows to be insufficient to recover the property's carrying amount. In the absence of other factors, we assume that the estimated useful life is equal to the remaining GAAP depreciable life because of the continuous property maintenance and improvement capital expenditures required under our management agreements. We adjust our assumptions with respect to the remaining useful life of the property if situations dictate otherwise, such as an expiring ground lease, or that it is more likely than not that the asset will be sold prior to the end of its previously expected useful life. We also consider the effect of regular renewal and replacement capital expenditures on the estimated useful life of our properties, including critical infrastructure, which regularly is maintained and then replaced at the end of its useful life.

In 2022 and 2021, due to the impact of the COVID-19 pandemic on operations, we performed recoverability tests on certain of our properties. No properties were impaired as a result of a decline in operations due to the pandemic. In 2021, as a result of the reduction in expected hold periods during the year, the book value for certain property and equipment exceeded its undiscounted future cash flows. Therefore, we recorded impairment expense of $92 million.

During 2020, we also performed recoverability assessments on all of our hotels, which did not result in the impairment of any of our properties.

Classification of Assets as Held for Sale. We will classify a hotel as held for sale when its sale is probable, will be completed within one year and actions to complete the sale are unlikely to change or it is unlikely that the sale will not occur. This policy is consistent with our experience with real estate transactions under which the timing and final terms of a sale frequently are not known until purchase agreements are executed, the buyer has a significant deposit at risk and no financing contingencies exist that could

prevent the transaction from being completed in a timely manner. We typically classify hotels as held for sale when all the following conditions are met:

- Host Inc.'s Board of Directors has approved the sale (to the extent that the dollar amount of the sale requires Board approval);
- a binding agreement to sell the property has been signed under which the buyer has deposited a significant amount of nonrefundable cash; and
- no significant financing or legal contingencies exist that could prevent the transaction from being completed in a timely manner.

If these criteria are met, we will cease recording depreciation expense and will record an impairment expense if the fair value less costs to sell is less than the carrying amount of the hotel. We will classify the assets and related liabilities as held for sale on the balance sheet. Gains on sales of properties are recognized at the time of sale or are deferred and recognized as income in subsequent periods as conditions requiring deferral are satisfied or expire without further cost to us.

Discontinued Operations. We generally include the operations of a hotel that was sold or a hotel that has been classified as held for sale in continuing operations, including the gain or loss on the sale, unless the sale represents a strategic shift that will have a major impact on our future operations and financial results.

Asset retirement obligations. We recognize the fair value of any liability for conditional asset retirement obligations, including environmental remediation liabilities, when incurred, which generally is upon acquisition, construction, or development and/or through the normal operation of the asset, if information exists with which to reasonably estimate the fair value of the obligation.

Depreciation and Amortization Expense. We depreciate our property and equipment using the straight-line method. Depreciation expense is based on the estimated useful life of our assets and amortization expense for leasehold improvements is based on the shorter of the lease term or the estimated useful life of the related assets. The useful lives of the assets are based on several assumptions, including cost and timing of capital expenditures to maintain and refurbish the assets, as well as specific market and economic conditions. While management believes its estimates are reasonable, a change in the estimated useful lives could affect depreciation expense and net income or the gain or loss on the sale of any of our hotels.

Intangible Assets and Acquired Liabilities

In conjunction with our acquisitions, we may identify intangible assets and other liabilities. These identifiable intangible assets and other liabilities typically include above- and below-market contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value in a business combination and at its relative fair value in an asset acquisition. These contract values are based on the present value of the difference between contractual amounts to be paid pursuant to the contracts acquired and our estimate of the fair value of terms and conditions for similar contracts measured over the period equal to the remaining non-cancelable term of the contract. Intangible assets and other liabilities are amortized using the straight-line method over the remaining non-cancelable term of the related agreements.

Non-Controlling Interests

Other Consolidated Partnerships. As of December 31, 2022, we consolidate two majority-owned partnerships that have third-party, non-controlling ownership interests. The third-party partnership interests are included in non-redeemable non-controlling interests—other consolidated partnerships on the consolidated balance sheets and totaled $5 million for both December 31, 2022 and 2021.

Net income attributable to non-controlling interests of consolidated partnerships is included in our determination of net income. Net income (loss) attributable to non-controlling interests of third parties was $1 million, $1 million and $(1) million for the years ended December 31, 2022, 2021 and 2020, respectively.

Host Inc.'s treatment of the non-controlling interests of Host L.P. Host Inc. adjusts the non-controlling interests of Host L.P. each period so that the amount presented equals the greater of its carrying amount based on its historical cost or its redemption value. The historical cost is based on the proportional relationship between the historical cost of equity held by our common stockholders relative to that of the unitholders of Host L.P. The redemption value is based on the amount of cash or Host Inc. common stock, at our option, that would be paid to the non-controlling interests of Host L.P. if it were terminated. We have estimated that the redemption value is equivalent to the number of shares issuable upon conversion of the OP units currently owned by unaffiliated limited partners (one OP unit may be exchanged for 1.021494 shares of Host Inc. common stock) valued at the market price of Host Inc. common stock at the balance sheet date. Redeemable non-controlling interests of Host L.P. are classified in the mezzanine section of the balance sheet as they do not meet the requirements for equity classification because the redemption feature requires the delivery of registered shares.

The table below details the historical cost and redemption values for the non-controlling interests of Host L.P.:

	As of December 31,	
	2022	2021
Common OP units outstanding (millions)	10.0	7.1
Market price per Host Inc. common share	$ 16.05	$ 17.39
Shares issuable upon conversion of one common OP unit	1.021494	1.021494
Redemption value (millions)	$ 164	$ 126
Historical cost (millions)	97	66
Book value (millions) (1)	164	126

(1) The book value recorded is equal to the greater of the redemption value or the historical cost.

Net income (loss) is allocated to the non-controlling interests of Host L.P. based on their weighted percentage during the period. Net income (loss) attributable to Host Inc. has been reduced by the amount attributable to non-controlling interests in Host L.P., which totaled $9 million, $(1) million and $(8) million for 2022, 2021 and 2020, respectively.

Investments in Affiliates

Distributions from Investments in Affiliates. We classify the distributions from our equity investments in the statements of cash flows based upon an evaluation of the specific facts and circumstances of each distribution. For example, distributions of cash that were generated by property operations are classified as cash flows from operating activities. However, distributions of cash that were generated by property sales are classified as cash flows from investing activities.

Income Taxes

Host Inc. elected to be treated as a REIT effective January 1, 1999 pursuant to the U.S. Internal Revenue Code of 1986, as amended. It is our intention to continue to comply with the REIT qualification requirements and to maintain our qualification for treatment as a REIT. A corporation that elects REIT status and meets certain tax law requirements regarding the distribution of its taxable income to its stockholders as prescribed by applicable tax laws and that complies with certain other requirements (relating primarily to the composition of its assets and the sources of its gross income) generally is not subject to federal and state corporate income taxation on its operating income that is distributed to its stockholders. As a partnership for federal income tax purposes, Host L.P. is not subject to federal income tax. Host L.P. is, however, subject to state, local and foreign income and franchise tax in certain jurisdictions. Additionally, each of the Host L.P. taxable REIT subsidiaries is taxable as a C corporation, and is subject to federal, state and foreign corporate income tax. Our consolidated income tax provision (benefit) includes the income tax provision (benefit) related to the operations of our taxable REIT subsidiaries, and state, local, and foreign income and franchise taxes incurred by Host L.P. and its subsidiaries.

Deferred Tax Assets and Liabilities. Pursuant to its partnership agreement, Host L.P. generally is required to reimburse Host Inc. for any tax payments it is required to make. Accordingly, the tax information included herein represents disclosures regarding Host Inc. and its subsidiaries. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for net operating loss, general business credit, and capital loss carryovers. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which such amounts are expected to be realized or settled. The effect on deferred tax

assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies.

GAAP prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken in a tax return. We must determine whether it is "more-likely-than-not" that a tax position will be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the more-likely-than-not recognition threshold, the position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement to determine the amount of benefit to recognize in the financial statements. This accounting standard applies to all tax positions related to income taxes. We recognize any accrued interest related to unrecognized tax benefits in interest expense and penalties in operating expenses.

Deferred Charges

Financing costs related to long-term debt are deferred and amortized over the remaining life of the debt using the effective interest method. These costs are presented as a direct deduction from the related long-term debt on the balance sheets.

Foreign Currency Translation

As of December 31, 2022, our foreign operations consist of hotels located in Brazil and Canada, as well as an investment in a joint venture that indirectly owns hotels in India. The financial statements of these hotels and our investments therein are maintained in their functional currency, which generally is the local currency, and their operations are translated to U.S. dollars using the average exchange rates for the period. The assets and liabilities of the hotels and the investments therein are translated to U.S. dollars using the exchange rate in effect at the balance sheet date. The resulting translation adjustments are reflected in other comprehensive income (loss).

Foreign currency transactions are recorded in the functional currency for each applicable foreign entity using the exchange rates prevailing at the dates of the transactions. Assets and liabilities denominated in foreign currencies are remeasured at period end exchange rates. The resulting exchange differences are recorded in gain (loss) on foreign currency transactions and derivatives on the accompanying consolidated statements of operations, except when recorded in other comprehensive income (loss) as qualifying net investment hedges.

Accumulated Other Comprehensive Income (Loss)

The components of total accumulated other comprehensive income (loss) in the balance sheets are as follows (in millions):

	As of December 31,	
	2022	**2021**
Gain on foreign currency forward contracts	$ 4	$ 1
Loss on interest rate swap cash flow hedges	(1)	(2)
Foreign currency translation	(79)	(76)
Other comprehensive loss attributable to non-controlling interests	1	1
Total accumulated other comprehensive loss	$(75)	$(76)

No material amounts were reclassified from accumulated other comprehensive loss in 2021 or 2022.

Revenues

Substantially all of our operating results represent revenues and expenses generated by property-level operations. Payments are due from customers when services are provided to them. Due to the short-term nature of our contracts and the almost concurrent

receipt of payment, we have no material unearned revenues at year end. We collect sales, use, occupancy and similar taxes at our hotels, which we present on a net basis (excluded from revenues) on our statements of operations. Revenues are recognized as follows:

Income statement line item	Recognition method
Rooms revenues	Rooms revenues represent revenues from the occupancy of our hotel rooms and are driven by the occupancy and average daily rate charged. Rooms revenues do not include ancillary services or fees charged. The contracts for room stays with customers generally are very short term in duration and revenues are recognized over the course of the hotel stay.
Food and beverage revenues	Food and beverage revenues consist of revenues from group functions, which may include banquet revenues and audio-visual revenues, as well as outlet revenues from the restaurants and lounges at our properties. Revenues are recognized as the services or products are provided. Our hotels may employ third parties to provide certain services, for example, audio and visual services. These contracts are evaluated to determine if the hotel is the principal or the agent in the transaction and we record the revenues as appropriate (i.e., gross vs. net).
Other revenues	Other revenues consist of ancillary revenues at the hotel, including attrition and cancelation fees, golf courses, resort and destination fees, spas, entertainment and other guest services, as well as rental revenues; primarily consisting of leased retail outlets. Other revenues generally are recognized as the services or products are provided. Attrition and cancelation fees are recognized for non-cancelable deposits when the customer provides notification of cancelation or is a no-show for the specified date, whichever comes first.

Fair Value Measurement

In evaluating the fair value of both financial and non-financial assets and liabilities, GAAP outlines a valuation framework and creates a fair value hierarchy that distinguishes between market assumptions based on

market data ("observable inputs") and a reporting entity's own assumptions about market data ("unobservable inputs"). Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability at the measurement date in an orderly transaction (an "exit price"). Assets and liabilities are measured using inputs from three levels of the fair value hierarchy. The three levels are as follows:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date. An active market is defined as a market in which transactions occur with sufficient frequency and volume to provide pricing on an ongoing basis.

Level 2 — Inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data correlation or other means.

Level 3 — Unobservable inputs reflect our assumptions about the pricing of an asset or liability when observable inputs are not available.

Earnings (Loss) Per Common Share (Unit)

Basic earnings (loss) per common share (unit) is computed by dividing net income (loss) attributable to common stockholders (unitholders) by the weighted average number of shares of Host Inc. common stock or Host L.P. common units outstanding. Diluted earnings (loss) per common share (unit) is computed by dividing net income (loss) attributable to common stockholders (unitholders), as adjusted for potentially dilutive securities, by the weighted average number of shares of Host Inc. common stock or Host L.P. common units outstanding plus other potentially dilutive securities. Dilutive securities may include shares granted under comprehensive stock plans or the common OP units distributed to Host Inc. to support such shares granted, and other non-controlling interests that have the option to convert their limited partner interests to common OP units. No effect is shown for any securities that are anti-dilutive.

The calculation of Host Inc. basic and diluted earnings (loss) per common share is shown below (in millions, except per share amounts):

	Year ended December 31,		
	2022	2021	2020
Net income (loss)	$ 643	$ (11)	$ (741)
Less: Net (income) loss attributable to non-controlling interests	(10)	—	9
Net income (loss) attributable to Host Hotels & Resorts, Inc.	$ 633	$ (11)	$ (732)
Basic weighted average shares outstanding	714.7	710.3	705.9
Assuming distribution of common shares granted under the comprehensive stock plans, less shares assumed purchased at market	2.8	—	—
Diluted weighted average shares outstanding	717.5	710.3	705.9
Basic earnings (loss) per common share	$ 0.89	$ (0.02)	$ (1.04)
Diluted earnings (loss) per common share	$ 0.88	$ (0.02)	$ (1.04)

The calculation of Host L.P. basic and diluted earnings (loss) per common unit is shown below (in millions, except per unit amounts):

	Year ended December 31,		
	2022	2021	2020
Net income (loss)	$ 643	$ (11)	$ (741)
Less: Net (income) loss attributable to non-controlling interests	(1)	(1)	1
Net income (loss) attributable to Host Hotels & Resorts, L.P.	$ 642	$ (12)	$ (740)
Basic weighted average units outstanding	709.7	702.5	698.4
Assuming distribution of common units granted under the comprehensive stock plans, less units assumed purchased at market	2.7	—	—
Diluted weighted average units outstanding	712.4	702.5	698.4
Basic earnings (loss) per common unit	$ 0.91	$ (0.02)	$ (1.06)
Diluted earnings (loss) per common unit	$ 0.90	$ (0.02)	$ (1.06)

Share-Based Payments

Upon the issuance of Host's common stock under the compensation plans, Host L.P. will issue to Host Inc. common OP units of an equivalent value. These liabilities are included in the consolidated financial statements for Host Inc. and Host L.P.

We recognize costs resulting from Host Inc.'s share-based payment transactions over their vesting periods. We classify share-based payment awards granted in exchange for employee services either as equity-classified awards or liability-classified awards. Equity-classified awards are measured based on the fair value on the date of grant. Liability-classified awards are remeasured to fair value each reporting period. The plan includes awards that vest over a one-year, two-year and three-year period. For performance-based awards, compensation cost will be recognized during the requisite service period based on the performance condition that is the most likely outcome. No compensation cost is recognized for awards for which employees do not render the requisite services.

Concentrations of Credit Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash and cash equivalents. We are exposed to credit risk with respect to cash held at various financial institutions and access to our credit facility, however, this cash balance is spread among a diversified group of investment grade financial institutions.

Acquisitions and Business Combinations

When acquiring an asset, we determine whether the acquisition is an asset acquisition or a business combination based on whether the fair value of the gross assets acquired is concentrated in a single (group of similar) identifiable assets, resulting in an asset acquisition or, if not, resulting in a business combination. If treated as an asset acquisition, the asset is recorded in accordance with our property and equipment policy and related acquisition costs are capitalized as part of the asset.

In a business combination, we recognize identifiable assets acquired, liabilities assumed, and non-controlling interests at their fair values at the acquisition date based on the exit price (i.e., the price that

would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date). We evaluate several factors, including market data for similar assets, expected cash flows discounted at risk adjusted rates and replacement cost for the assets to determine an appropriate exit cost when evaluating the fair value of our assets and liabilities acquired. Property and equipment are recorded at fair value and such fair value is allocated to land, buildings, improvements, furniture, fixtures and equipment using appraisals and valuations performed by management and independent third parties. Acquisition-related costs, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the acquired assets.

Other items that we evaluate include identifiable intangible assets, lease assets and liabilities and, in a business combination, goodwill. Identifiable intangible assets typically consist of assumed contracts, including ground and retail leases and management and franchise agreements, which are recorded at fair value. Finance lease obligations that are assumed as part of the acquisition of a leasehold interest are measured at fair value and are included as debt on the accompanying balance sheet and we record the corresponding right-of-use assets. Classification of a lease does not change if it is part of an asset acquisition or a business combination. In making estimates of fair values for purposes of allocating purchase price, we may utilize a number of sources that arise in connection with the acquisition or financing of a property and other market data, including third-party appraisals and valuations. In certain situations, and usually only in connection with the acquisition of a foreign hotel, a deferred tax liability is recognized due to the difference between the fair value and the tax basis of the acquired assets at the acquisition date. In a business combination, any consideration paid in excess of the net fair value of the identifiable assets and liabilities acquired would be recorded to goodwill. In very limited circumstances, we may record a bargain purchase gain if the consideration paid is less than the net fair value of the assets and liabilities acquired.

Leases

We consider an arrangement to contain a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for compensation. All leases pursuant to which we are the lessee, including operating leases, are recognized as lease assets and lease liabilities on the balance sheet. Right-of-use ("ROU") assets represent our right to use an underlying asset for the lease term and lease liabilities represent the present value of our fixed payment obligations. Leases with a term of 12 months or less are not recorded on the balance sheet. We use our estimated incremental borrowing rate to determine the present value of our lease obligations at initiation or modification. Our operating leases may require fixed payments, variable payments based on a percentage of revenue or income, or payments equal to the greater of a fixed or variable payment. Variable payments are excluded from the ROU assets and lease liabilities and are recognized in the period in which the obligation is incurred. Operating lease expense is recognized on a straight-line basis over the lease term. Our lease terms include renewal options that we are reasonably certain to exercise, and renewal options controlled by the lessor.

Notes Receivable

At December 31, 2022, our notes receivable consists of bridge loans issued in connection with hotel sales. In conjunction with our dispositions, we may issue a bridge loan to the purchaser to facilitate the sale. These bridge loans are collateralized by the corresponding sold hotel and, in the event of a default of the loan, we would seek to enforce our rights against the collateral in accordance with the terms of the loan agreement. The bridge loans are recorded at amortized cost, on an individual asset basis. We recognize interest as it is earned and include accrued interest receivable in other assets on the balance sheets. We individually assess our notes receivable for credit losses quarterly and estimate any credit losses based on an analysis of several factors, primarily the value of the hotel collateral, as well as current economic conditions and historical trends.

2. Revenues

Substantially all our operating results represent revenues and expenses generated by property-level operations. Payments are due from customers when services are provided to them. Due to the short-term nature of our contracts and the almost concurrent receipt of payment, we have no material unearned revenue at quarter end. We collect sales, use, occupancy and similar taxes from our customers, which we present on a net basis (excluded from revenues) on our statements of operations.

Disaggregation of Revenues. While we do not consider the following disclosure of hotel revenues by location to consist of reportable segments, we have disaggregated hotel revenues by market location. Our revenues also are presented by country in Note 16 – Geographic and Business Segment Information.

By Location. The following table presents hotel revenues for each of the geographic locations in our consolidated hotel portfolio (in millions):

	Year ended December 31,		
Location	**2022**	**2021**	**2020**
Maui/Oahu	$ 473	$ 372	$ 122
Orlando	455	173	67
San Diego	446	217	124
Phoenix	378	260	141
Florida Gulf Coast	344	298	207
New York	336	169	111
San Francisco/San Jose	322	129	134
Washington, D.C. (Central Business District)	273	109	66
Miami	253	215	106
Los Angeles/Orange County	131	116	85
Chicago	129	63	26
Jacksonville	122	99	54
Houston	116	76	46
San Antonio	114	59	25
Boston	108	78	41
New Orleans	96	41	38
Austin	91	24	—
Seattle	90	36	21
Philadelphia	80	50	24
Denver	80	43	24
Northern Virginia	76	55	34
Atlanta	61	67	52
Other	262	117	52
Domestic	4,836	2,866	1,600
International	71	24	20
Total	$4,907	$2,890	$1,620

3. Property and Equipment

Property and equipment consists of the following (in millions):

	As of December 31,	
	2022	2021
Land and land improvements	$ 2,020	$ 2,310
Buildings and leasehold improvements	13,849	13,636
Furniture and equipment	2,249	2,225
Construction in progress	313	278
	18,431	18,449
Less accumulated depreciation and amortization	(8,683)	(8,455)
	$9,748	$ 9,994

The aggregate cost of real estate for federal income tax purposes is approximately $9.9 billion at December 31, 2022.

4. Investments in Affiliates

We own investments in joint ventures for which the equity method of accounting is used. The debt of our joint ventures, if any, is non-recourse to, and not guaranteed by, us, and a default of such debt does not trigger a default under any of our debt instruments. We carry our investments at historical cost which, due to debt restructurings or distributions, may result in a negative investment balance. However, a negative investment balance does not represent a funding obligation for us or for our partners. Investments in affiliates consist of the following (in millions):

	As of December 31, 2022					
	Ownership Interests	Our Investment	Our Portion of Debt	Total Debt	Distributions received in 2022[1]	Assets
Asia/Pacific JV	25%	$8	$ —	$ —	$—	A 36% interest in seven hotels and an office building in India
Maui JV	67%	38	16	24	11	131-unit vacation ownership project in Maui, HI
Hyatt Place JV	50%	(15)	30	60	5	One hotel in Nashville, TN
Harbor Beach JV	49.9%	(39)	75	150	8	One hotel in Fort Lauderdale, FL
Philadelphia Marriott Downtown JV	11%	(6)	21	195	—	One hotel in Philadelphia, PA
Noble JV	19 - 49%	107	63	329	3	Asset management and general partner of real estate fund; select-service and extended stay hotels in the United States
Fifth Wall Ventures		31	—	—	3	Real estate industry technology investment
Other investments		8	—	—	—	
Total		$132	$205	$758	$30	

	As of December 31, 2021					
	Ownership Interests	Our Investment	Our Portion of Debt	Total Debt	Distributions received in 2021[1]	Assets
Asia/Pacific JV	25%	$ 7	$ —	$ —	$—	A 36% interest in seven hotels and an office building in India
Maui JV	67%	44	17	25	10	131-unit vacation ownership project in Maui, HI
Hyatt Place JV	50%	(11)	30	60	—	One hotel in Nashville, TN
Harbor Beach JV	49.9%	(39)	75	150	6	One hotel in Fort Lauderdale, FL
Philadelphia Marriott Downtown JV	11%	(7)	22	201	—	One hotel in Philadelphia, PA
Fifth Wall Ventures		42	—	—	5	Real estate industry technology investment
Other investments		6	—	—	—	
Total		$42	$144	$436	$21	

(1) Distributions received were funded by cash from operations unless otherwise noted.

On January 20, 2022 we entered into definitive agreements with Noble Investment Group, LLC, and certain other entities and persons related to Noble Investment Group, LLC. We invested an aggregate of $35 million of cash and issued approximately $56 million of Host L.P. OP units to acquire a minority equity interest in Noble Management Holdings, LLC and Noble Investment Holdings, LLC representing 49% of (a) the net fee income of the Noble Investment Group business in respect of existing and future Noble Investment Group funds and other revenue-based activities, (b) 40% of the gross carried interest earned on the funds formed after closing, and (c) proceeds earned by the general partner on commitments to future funds. As part of our investment, we have made a $150 million capital commitment to the next Noble fund.

Upon certain triggers being met, we have the ability to acquire up to 100% of Noble Management Holdings, LLC and Noble Investment Holdings, LLC. To the extent certain triggers are met and we have not exercised our call right, Noble Investment Group, LLC has a one-time ability, but not the obligation, to exercise its put right to cause us to purchase up to an additional 26% of Noble Management Holdings, LLC and Noble Investment Holdings, LLC.

5. Debt

Debt consists of the following (in millions):

	As of December 31,	
	2022	2021
Series E senior notes, with a rate of 4% due June 2025	$ 499	$ 498
Series F senior notes, with a rate of 4½% due February 2026	399	398
Series G senior notes, with a rate of 3⅞% due April 2024	399	398
Series H senior notes, with a rate of 3⅜% due December 2029	642	641
Series I senior notes, with a rate of 3½% due September 2030	736	735
Series J senior notes, with a rate of 2.9% due December 2031	440	439
Total senior notes	3,115	3,109
Credit facility revolver [(1)]	(4)	676
Credit facility term loan due January 2027[(1)]	499	498
Credit facility term loan due January 2028[(1)]	499	499
Mortgage and other debt, with an average interest rate of 4.9% at December 31, 2022 and 2021, maturing through November 2027	106	109
Total debt	$4,215	$4,891

(1) There were no outstanding credit facility borrowings at December 31, 2022. Amount shown represents deferred financing costs related to the credit facility revolver. Maturity dates related to the outstanding credit facility term loans reflect the extensions provided by the amended and restated credit facility agreement effective January 4, 2023.

Senior Notes

General. Under the terms of our senior notes indenture, our senior notes are equal in right of payment with all our unsubordinated indebtedness and senior to all our subordinated obligations. The face amount of our senior notes at both December 31, 2022 and 2021 was $3.2 billion. The senior notes balances as of December 31, 2022 and 2021 are net of unamortized discounts and deferred financing costs of approximately $35 million and $41 million, respectively. We pay interest on each series of our senior notes semi-annually in arrears at the respective annual rates indicated in the table above.

Under the terms of the senior notes indenture, our ability to incur indebtedness is subject to restrictions and the satisfaction of various conditions. As of December 31, 2022, we are in compliance with all of these covenants.

On November 23, 2021, we issued $450 million of 2.9% Series J senior notes in an underwritten public offering for proceeds of $439 million, net of discounts, underwriting fees and expenses. The Series J senior notes are due in December 2031 and interest is payable semi-annually in arrears on June 15 and December 15, commencing June 15, 2022. The proceeds of this issuance were used to redeem our $400 million 3.75% Series D senior notes due 2023, including a prepayment premium of $22 million.

Authorization for Repurchase of Senior Notes. In February 2023, Host Inc.'s Board of Directors authorized repurchases of up to $1.0 billion of senior notes (other than in accordance with their terms) through February 2026. No repurchases occurred in 2022 under this program.

Credit Facility. On January 4, 2023, we entered into the sixth amended and restated senior revolving credit and term loan facility, with Bank of America, N.A., as administrative agent, Wells Fargo Bank, N.A. and

JPMorgan Chase Bank, N.A. as co-syndication agents, and certain other agents and lenders. The credit facility allows for revolving borrowings in an aggregate principal amount of up to $1.5 billion. The revolver also includes a foreign currency subfacility for Canadian dollars, Australian dollars, Euros, British pounds sterling and, if available to the lenders, Mexican pesos, of up to the foreign currency equivalent of $500 million, subject to a lower amount in the case of Mexican peso borrowings. The credit facility also provides for a term loan facility of $1 billion (which is fully utilized), a subfacility of up to $100 million for swingline borrowings in currencies other than U.S. dollars and a subfacility of up to $100 million for issuances of letters of credit. Host L.P. also has the option to add in the future $500 million of commitments which may be used for additional revolving credit facility borrowings and/or term loans, subject to obtaining additional loan commitments (which we have not currently obtained) and the satisfaction of certain conditions.

The revolving credit facility has an initial scheduled maturity date of January 4, 2027, which date may be extended by up to a year by the exercise of either a 1-year extension option or two 6-month extension options, each of which is subject to certain conditions, including the payment of an extension fee and the accuracy of representations and warranties. One $500 million term loan tranche has an initial maturity date of January 4, 2027, which date may be extended up to a year by the exercise of one 1-year extension option, which is subject to certain conditions, including the payment of an extension fee; and the second $500 million term loan tranche has a maturity date of January 4, 2028, which date may not be extended.

The amendment also converted the underlying reference rate from LIBOR to SOFR plus a credit spread adjustment of 10 basis points. We pay interest on U.S. dollar revolver borrowings under the credit facility at floating rates equal to SOFR (plus a credit spread adjustment of 10 basis points) plus a margin ranging from 72.5 to 140 basis points (depending on Host L.P.'s unsecured long-term debt rating). We also pay a facility fee on the total $1.5 billion revolver commitment ranging from 12.5 to 30 basis points, depending on our rating and regardless of usage. Based on Host L.P.'s unsecured long-term debt rating as of December 31, 2022, we are able to borrow at a rate of adjusted SOFR plus 105 basis points for an all-in rate of 5.51% and pay a facility fee of 25 basis points.

Interest on the term loans consists of floating rates equal to SOFR (plus a credit spread adjustment of 10 basis points) plus a margin ranging from 80 to 160 basis points (depending on Host L.P.'s unsecured long-term debt rating). Based on Host L.P.'s long-term debt rating as of December 31, 2022, our applicable margin on SOFR loans under both term loans is 120 basis points, for an all-in rate of 5.66%. We also may elect to pay interest on revolver and term loan borrowings using a base rate plus a margin that is similarly determined based on Host L.P.'s unsecured long-term debt rating. The credit facility includes a sustainability pricing adjustment that can result in a change in the interest rate applicable to borrowings. The adjustment can result in an increase or decrease of the interest rate for revolving loans of up to 4 basis points and an increase or decrease of the facility fee of up to 1 basis point. In the case of the term loans, the adjustment can result in an increase or decrease of the interest rate applicable of up to 5 basis points. The adjustments will be determined annually on the basis of an annual audited report of Host L.P.'s performance against targets established in the credit facility for (1) the percentage of our consolidated portfolio with green building certifications and (2) the percentage of electricity used at all our consolidated properties that is generated by renewable resources.

Net repayments under the credit facility were $683 million and $800 million in 2022 and 2021, respectively. As of December 31, 2022, we have $1.5 billion of available capacity under the revolver portion of our credit facility.

Financial Covenants. The credit facility contains covenants concerning allowable leverage, fixed charge coverage and unsecured interest coverage (as defined in our credit facility). We are permitted to borrow and

maintain amounts outstanding under the credit facility so long as our ratio of consolidated total debt to consolidated EBITDA ("leverage ratio") is not in excess of 7.25x, our unsecured coverage ratio is not less than 1.75x and our fixed charge coverage ratio is not less than 1.25x. These calculations are performed based on pro forma results for the prior four fiscal quarters, giving effect to transactions such as acquisitions, dispositions and financings as if they had occurred at the beginning of the period. Under the terms of the credit facility, interest expense excludes items such as gains and losses on the extinguishment of debt, deferred financing costs related to the senior notes or the credit facility, and non-cash interest expense, all of which are or have been included in interest expense on our consolidated statements of operations. Additionally, total debt used in the calculation of our leverage ratio is based on a "net debt" concept, under which cash and cash equivalents in excess of $100 million are deducted from our total debt balance. As of December 31, 2022, we are in compliance with all of these covenants.

Guarantees. The credit facility requires all Host L.P. subsidiaries which guarantee Host L.P. debt to similarly guarantee obligations under the credit facility. Currently, there are no such guarantees.

Other Covenants and Events of Default. The credit facility contains restrictive covenants on customary matters. Certain covenants are less restrictive at any time that our leverage ratio is below 6.0x. At any time that our leverage ratio is below 6.0x, acquisitions, investments and dividends generally are permitted except where they would result in a breach of the financial covenants, calculated on a pro forma basis. Additionally, the credit facility's restrictions on the incurrence of debt incorporate the same financial covenant as set forth in our senior notes indenture. Our senior notes and credit facility have cross default provisions that would trigger a default under those agreements if we were to have a payment default or an acceleration prior to maturity of other debt of Host L.P. or its subsidiaries. The amount of other debt in default needs to exceed certain thresholds in order to trigger a cross default and the thresholds are greater for secured debt than for unsecured debt. The credit facility also includes usual and customary events of default for facilities of this nature, and provides that, upon the occurrence and continuance of an event of default, payment of all amounts due under the credit facility may be accelerated, and the lenders' commitments may be terminated. In addition, upon the occurrence of certain insolvency or bankruptcy related events of default, all amounts owed under the credit facility will become due and payable and the lenders' commitments will terminate.

Mortgage Debt

Our mortgage debt is recourse solely to specific assets, except for environmental liabilities, fraud, misapplication of funds and other customary recourse provisions. As of December 31, 2022, we have mortgage debt secured by one asset, with an interest rate of 4.67%, which mortgage debt matures in November 2027. The loan is amortizing, with principal and interest payable monthly. As of December 31, 2022, we are in compliance with the covenants under our mortgage debt obligation. We made mortgage debt repayments of $2 million in 2022. We did not make any mortgage debt repayments in 2021.

Aggregate Debt Maturities

Aggregate debt maturities, including principal amortization, are as follows (in millions):

	As of December 31, 2022[1]
2023	$ 2
2024	407
2025	502
2026	402
2027	592
Thereafter	2,350
	4,255
Deferred financing costs	(23)
Unamortized discounts, net	(17)
Total debt	$4,215

(1) Maturity dates related to the outstanding credit facility term loans reflect the extensions provided by the amended and restated credit facility agreement effective January 4, 2023.

Interest

The following is a reconciliation between interest expense and cash interest paid (in millions):

	Year ended December 31,		
	2022	2021[2]	2020[2]
Interest expense	$156	$191	$194
Amortization of debt premiums/discounts, net	(2)	(2)	(2)
Amortization of deferred financing costs	(8)	(8)	(6)
Non-cash losses on debt extinguishment	—	(1)	(1)
Change in accrued interest	(4)	3	(2)
Interest paid [1]	$142	$183	$183

(1) Does not include capitalized interest of $10 million, $4 million and $5 million for 2022, 2021 and 2020, respectively.

(2) Interest expense and interest paid includes cash prepayment premiums of approximately $22 million and $35 million in 2021 and 2020, respectively.

6. Equity of Host Inc. and Capital of Host L.P.

Equity of Host Inc.

Host Inc. has authorized 1,050 million shares of common stock, with a par value of $0.01 per share, of which 713.4 million and 714.1 million were outstanding as of December 31, 2022 and 2021, respectively. Fifty million shares of no par value preferred stock are authorized; none of such preferred shares was outstanding as of December 31, 2022 and 2021.

Capital of Host L.P.

As of December 31, 2022, Host Inc. is the owner of approximately 99% of Host L.P.'s common OP units. The remaining common OP units are owned by unaffiliated limited partners. Each common OP unit may be

redeemed for cash or, at the election of Host Inc., Host Inc. common stock, based on the conversion ratio of 1.021494 shares of Host Inc. common stock for each OP unit. In exchange for any shares issued by Host Inc., Host L.P. will issue common OP units based on the applicable conversion ratio. As of December 31, 2022 and 2021, Host L.P. had 708.4 million and 706.1 million OP units outstanding, respectively, of which Host Inc. held 698.4 million and 699.0 million, respectively.

Repurchases and Issuances of Common Stock and Common OP Units

On August 3, 2022, Host Inc.'s Board of Directors authorized an increase in our share repurchase program from the existing $371 million remaining under the prior Board authorization to $1 billion. In 2022, we repurchased 1.7 million shares at an average price of $15.93 per share, exclusive of commissions, for a total of $27 million. No shares were repurchased in 2021. As of December 31, 2022, we have $973 million available for repurchase under the program.

On May 6, 2021, we entered into a distribution agreement with J. P. Morgan Securities LLC, BofA Securities, Inc., DTIG, LLC, Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, Scotia Capital (USA) Inc., Truist Securities, Inc. and Wells Fargo Securities, LLC, as sale agents, pursuant to which we may issue and sell, from time to time, shares having an aggregate offering price of up to $600 million. The sales will be made in "at the market" offerings under the SEC rules. We may sell shares of Host Inc. common stock under this program from time to time based on market conditions, although we are not under an obligation to sell any shares. In 2021, we issued approximately 7.8 million shares under the program at an average price of $17.99 per share, for net proceeds of approximately $138 million. In connection with the common stock issuance by Host Inc., Host L.P. issued 7.6 million common OP units to Host Inc. There have been no shares issued in 2022. At December 31, 2022, there was $460 million of remaining capacity under the distribution agreement.

Dividends/Distributions

Host Inc. is required to distribute at least 90% of its annual taxable income, excluding net capital gains, to its stockholders in order to maintain its qualification as a REIT. Funds used by Host Inc. to pay dividends on its common stock are provided by distributions from Host L.P. The amount of any future dividends will be determined by Host Inc.'s Board of Directors.

As part of our response to COVID-19 and in order to preserve cash and future financial flexibility, we temporarily suspended our regular quarterly common cash dividends, commencing with the second quarter 2020 dividend through year end 2021. We reinstated a quarterly common cash dividend beginning in the first quarter of 2022. The dividends that were taxable to our stockholders in 2022 are considered 78.1% ordinary and 21.9% unrecaptured Section 1250 gain. The 2022 ordinary dividends are eligible for the 20% deduction provided by Section 199A. The table below presents the amount of common dividends declared per share and common distributions per unit as follows:

	Year ended December 31,		
	2022	2021	2020
Common stock	$ .53	$—	$ .20
Common OP units	0.541	—	0.204

On February 15, 2023, we announced a regular quarterly cash dividend of $0.12 per share on Host Inc.'s common stock. The dividend will be paid on April 17, 2023 to stockholders of record on March 31, 2023.

7. Income Taxes

We elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code commencing with our taxable year beginning January 1, 1999. To continue to qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement that we distribute at least 90% of our annual taxable income to our stockholders, excluding net capital gain. As a REIT, generally we will not be subject to U.S. federal and state corporate income taxes on that portion of our annual taxable income that is distributed to our stockholders. If we fail to qualify for taxation as a REIT in any taxable year, we will be subject to U.S. federal and state corporate income taxes at regular corporate income tax rates and may not be able to qualify as a REIT for four subsequent taxable years. Even if we qualify to be treated as a REIT, we may be subject to certain state, local and foreign taxes on our income and property, and to U.S. federal and state corporate income and excise taxes on our undistributed taxable income.

Set forth below is a table that documents our domestic and foreign income tax attributes at December 31, 2022:

Type	Jurisdiction	Amount (in millions)	Expiration
Net operating loss	U.S. Federal	$ 752	None
Capital loss	U.S. Federal and States	32	2023
General business credit	U.S. Federal	1	Through 2042
Net operating loss	U.S. States	1,077	Various
Net operating loss	Brazil	18	None
Net operating loss	Canada	12	Through 2042
Capital loss	Canada	5	None

We have recorded a 100% valuation allowance of approximately $8 million against the deferred tax asset related to our domestic capital loss carryover and a valuation allowance of approximately $5 million against the deferred tax asset related to certain of our foreign net operating loss and capital loss carryovers as of December 31, 2022. We also have recorded a valuation allowance of approximately $5 million against the deferred tax asset related to our accumulated other comprehensive income (“AOCI”) foreign exchange net losses. There has been no increase or decrease of our valuation allowance for the year ended December 31, 2022 from the year ended December 31, 2021.

The primary components of our net deferred tax assets are as follows (in millions):

	As of December 31,	
	2022	2021
Deferred tax assets		
Net operating losses, general business credits, and capital loss carryovers	$238	$262
Property and equipment	3	3
Deferred revenue and expenses	15	17
Foreign exchange net losses (AOCI)	12	12
Total gross deferred tax assets	268	294
Less: Valuation allowance	(18)	(18)
Total deferred tax assets, net of valuation allowance	$250	$276
Deferred tax liabilities		
Investments in domestic affiliates	(4)	(10)
Total gross deferred tax liabilities	(4)	(10)
Net deferred tax assets	$246	$266

We believe that it is more likely than not that the results of future operations will generate sufficient taxable income in order to realize our total deferred tax assets, net of a valuation allowance of $18 million, of $250 million.

Our U.S. and foreign income (loss) from continuing operations before income taxes were as follows (in millions):

	Year ended December 31,		
	2022	2021	2020
U.S. income (loss)	$659	$ (89)	$(945)
Foreign income (loss)	10	(13)	(16)
Total	$669	$(102)	$(961)

Income tax provision (benefit) for continuing operations consists of (in millions):

	Year ended December 31,		
	2022	2021	2020
Current —Federal	$ 3	$ 1	$ (57)
—State	2	1	1
—Foreign	1	—	1
	6	2	(55)
Deferred—Federal	13	(66)	(96)
—State	5	(24)	(63)
—Foreign	2	(3)	(6)
	20	(93)	(165)
Income tax provision (benefit) – continuing operations	$26	$(91)	$(220)

The differences between the income tax provision (benefit) calculated at the statutory U.S. federal corporate income tax rate of 21% and the actual income tax provision (benefit) recorded for continuing operations are as follows (in millions):

	Year ended December 31,		
	2022	2021	2020
Statutory federal income tax provision (benefit)	$ 140	$(21)	$(202)
Adjustment for nontaxable (income) loss of Host Inc.	(124)	(40)	34
Adjustment for net operating loss carryback to 2017-2019	—	—	18
State income tax provision (benefit), net	7	(23)	(62)
Change to uncertain tax provision	—	(4)	(3)
Foreign income tax provision (benefit)	3	(3)	(5)
Total	$ 26	$(91)	$(220)

Cash taxes activity included a net refund of $19 million in 2022, a net refund of $34 million in 2021, and immaterial amounts paid or received in 2020.

A reconciliation of the beginning and ending balances of our unrecognized tax benefits is as follows (in millions):

	2022	2021
Balance at January 1	$ 1	$ 5
Reduction of unrecognized tax benefits due to expiration of statute of limitations	—	(4)
Balance at December 31	$ 1	$ 1

All of such uncertain tax position amounts, if recognized, would impact our reconciliation between the income tax provision (benefit) calculated at the statutory U.S. federal corporate income tax rate of 21% and the actual income tax provision (benefit) recorded each year.

As of December 31, 2022, the tax years that remain subject to examination by major tax jurisdictions generally include 2019-2022. There were no material interest or penalties recorded for the years ended December 31, 2022, 2021 and 2020.

8. Leases

Taxable REIT Subsidiaries Leases

We lease substantially all our hotels to a wholly owned subsidiary that qualifies as a taxable REIT subsidiary due to the U.S. federal income tax prohibition on the ability of a REIT to derive revenues directly from the operations of a hotel.

Ground Leases

As of December 31, 2022, all or a portion of 19 of our hotels are subject to ground leases, generally with multiple renewal options, all of which are accounted for as operating leases. Payments for ground leases account for approximately 74% of our 2022 minimum lease payments and 96% of our total future minimum lease payments. For lease agreements with scheduled rent increases, we recognize the fixed portion of the lease

expense ratably over the term of the lease. As the exercise of the renewal options were determined to be reasonably certain, the payments associated with the renewals have been included in the measurement of the lease liability and ROU asset. Contingent rental payments based on a percentage of sales in excess of stipulated amounts are not included in the measurement of the lease liability and ROU asset but will be recognized as variable lease expense if and when they are incurred. However, certain of these leases contain provisions that increase the minimum lease payments based on an average of the variable lease payments made over the previous years, for which we will reevaluate the lease liability and ROU asset as these payments represent an increase in the minimum payments for the remainder of the lease term. Certain of these leases also contain provisions that increase the minimum lease payments based on an index such as the Consumer Price Index. Such increases are not included in the measurement of the lease liability and ROU asset but will be recognized as variable lease expense if and when they are incurred. The discount rate used to calculate the lease liability and ROU asset is based on our incremental borrowing rate ("IBR"), as the rate implicit in each lease is not readily determinable. To calculate our IBR, we obtained a forward curve using LIBOR swap rates, with terms ranging from one to fifty years, as well as corresponding bond spreads based on the terms of the leases and our credit risk. The resulting discount rates for our ground leases range from 4.3% to 5.7%.

Office Leases and Other

We have office leases for our headquarters office in Bethesda, which expires in 2036, as well as a satellite office in Miami, which lease expires in 2025, with no renewal options.

We also have leases on facilities used in our former restaurant business, all of which we subsequently subleased. These leases and subleases contain one or more renewal options, generally for five- or ten-year periods. The restaurant leases are accounted for as operating leases. Our contingent liability related to these leases is $1.6 million and $2 million as of December 31, 2022 and 2021, respectively. We, however, consider the likelihood of any material funding related to these leases to be remote. Our leasing activity also includes leases entered into by our hotels for various types of equipment, which may be accounted for either as operating or finance leases, depending upon the characteristics of the particular lease arrangement. Our finance leases total less than $1 million at December 31, 2022 and 2021.

The following table presents lease cost and other information (in millions):

	Year ended December 31,		
	2022	2021	2020
Lease cost			
Operating lease cost	$ 41	$ 43	$ 43
Variable lease cost	27	7	2
Sublease income	(1)	(1)	(1)
Total lease cost	$ 67	$ 49	$ 44
Other information			
Operating cash flows used for operating leases	$ 41	$ 43	$ 43
Weighted-average remaining lease term—operating leases	47 years	48 years	49 years
Weighted-average discount rate—operating leases	5.3%	5.3%	5.3%

The following table presents a reconciliation of the total amount of lease payments, on an undiscounted basis, to the lease liability on the balance sheet as of December 31, 2022 (in millions):

	As of December 31, 2022		
	Ground Leases	Office Leases and Other	Total
Weighted-average discount rate—operating leases	5.3%	3.8%	5.3%
2023	$ 31	$ 7	$ 38
2024	31	6	37
2025	31	6	37
2026	31	5	36
2027	31	4	35
Thereafter	1,372	43	1,415
Total undiscounted cash flows	$1,527	$ 71	$1,598
Present values			
Long-term lease liabilities	$ 515	$ 53	$ 568
Total lease liabilities	$ 515	$ 53	$ 568
Difference between undiscounted cash flows and discounted cash flows	$1,012	$ 18	$1,030

Minimum payments for the operating leases have not been reduced by aggregate minimum sublease rentals from restaurants of approximately $2.6 million that are payable to us under non-cancelable subleases.

9. Employee Stock Plans

Upon the issuance of Host Inc.'s common stock for stock-based compensation, Host L.P. issues to Host Inc. common OP units of an equivalent value. Accordingly, these awards and related disclosures are included in both Host Inc.'s and Host L.P.'s consolidated financial statements.

Host Inc. maintains two stock-based compensation plans, the Comprehensive Stock and Cash Incentive Plan (the "2020 Comprehensive Plan"), under which Host Inc. may award to participating employees restricted stock units ("RSUs"), and the Employee Stock Purchase Plan. At December 31, 2022, there were approximately six million shares of Host Inc.'s common stock reserved and available for issuance under the 2020 Comprehensive Plan.

We recognize costs resulting from share-based payments in our financial statements over their vesting periods. No compensation cost is recognized for awards for which employees do not render the requisite services. We classify share-based payment awards granted in exchange for employee services as either equity-classified or liability-classified awards. Equity-classified awards are measured based on their fair value as of the date of grant. In contrast, liability-classified awards are re-measured to fair value each reporting period.

During 2022, 2021 and 2020, we recorded stock-based compensation expense of approximately $26 million, $18 million and $17 million, respectively. Shares granted in 2022, 2021 and 2020 totaled 1.8 million, 3.0 million and 2.2 million, respectively, while 1.5 million, 1.1 million and 1.2 million shares, respectively, vested during those years.

Senior Executive Plan

During 2022, Host Inc. granted 1.6 million RSU awards under the 2020 Comprehensive Plan, which amount represents the maximum number of RSUs that can be earned during the period of 2022 through 2025 if performance is at the "high" level of achievement and, for time-based awards, the executive remains employed. The RSUs vest over a one, two or three-year period and 3.4 million RSUs were unvested at December 31, 2022. Total unrecognized compensation expense related to unvested RSU awards that vest through 2025 is approximately $19 million.

RSU awards

Vesting of RSUs awarded in 2022 is based on (1) continued employment on the vesting date ("Time-Based Award"); (2) the achievement of relative total shareholder return ("TSR"); and (3) our Adjusted EBITDAre performance. Approximately 25% of the RSUs are Time-Based Awards and vest on an annual basis over three years; approximately 37.5% of the RSUs are based on the satisfaction of the TSR compared to the NAREIT Equity Lodging & Resort index that serves as a relevant industry/asset specific measurement to our competitors and vest following a three-year performance period; and the remaining 37.5% are based on Adjusted EBITDAre performance and vest following a three-year performance period. The RSUs granted are considered equity-classified awards. As a result, the fair value of these awards is based on the fair value on the grant date, and such grant date fair value is not adjusted for subsequent movements thereof.

We value the time-based awards using the closing stock price on the grant date multiplied by the percentage of shares expected to be released, which is 100% of the time based awards. We also value the Adjusted EBITDAre awards using the closing stock price on the grant date multiplied by the percentage of shares expected to be released; however, as a result of the Adjusted EBITDAre performance conditions, we reevaluate the percentage based on the probability of meeting the performance conditions each period. We value the TSR awards using the economic theory that is the basis for all valuation models, including Binominal, Black-Scholes, exotic options formulas, and Monte Carlo valuations. We valued the TSR awards with the following assumptions:

	NAREIT Lodging & Resorts Index	
	2022 Award Grants	2021 Award Grants
Grant date stock price	$ 18.45	$ 14.13
Volatility	45.0%	43.2%
Beta	0.667	0.669
Risk-free rate—three year award	1.61%	0.18%

In making these assumptions, we base the expected volatility on the historical volatility over three years using daily stock price observations. The beta is calculated by comparing the risk of our stock to the risk of the applicable peer group index, using three years of daily price data. We base the risk-free rate on the Treasury bond yields corresponding to the length of each performance period as reported by the Federal Reserve.

The payout schedule for the TSR awards is as follows, with linear interpolation for points between the 30th and 75th percentiles:

TSR Percentile Ranking	Payout (% of Maximum)
At or above 75th percentile	100%
50th percentile	50
30th percentile	25
Below 30th percentile	0

During 2022, 2021 and 2020, we recorded compensation expense of approximately $23 million, $16 million and $15 million, respectively, related to the RSU awards to senior executives. The following table is a summary of the status of our senior executive plans for the three years ended December 31, 2022:

	Year ended December 31,					
	2022		2021		2020	
	Shares (in millions)	Fair Value (per share)	Shares (in millions)	Fair Value (per share)	Shares (in millions)	Fair Value (per share)
Balance, at beginning of year	3.2	$12	1.6	$10	1.2	$13
Granted[1]	1.6	17	2.7	14	2.0	10
Vested[2]	(1.3)	16	(0.9)	17	(1.1)	15
Forfeited/expired	(0.1)	16	(0.2)	17	(0.5)	15
Balance, at end of year	3.4	15	3.2	12	1.6	10
Issued in calendar year[2]	0.5	17	0.6	15	0.4	19

(1) Shares granted in 2022 and 2021 include a portion of three-year performance awards granted during each of 2022 and 2021. The performance goals for the subsequent years are not set at the time of the agreement and, therefore, the portion of the awards related to those periods do not have a grant date fair value for accounting purposes and are not included in the chart above.

(2) Shares that vest at December 31 of each year are issued to the employees in the first quarter of the following year, although the requisite service period is complete. Accordingly, the 0.5 million shares issued in 2022 include shares vested at December 31, 2021, after adjusting for shares withheld to meet employee tax requirements. The shares withheld for employee tax requirements were valued at $8 million, $7 million and $5.5 million for 2022, 2021 and 2020, respectively.

Other Stock Plans

In addition to the share-based plans described above, we maintain an upper-middle management plan and an employee stock purchase plan. The upper-middle management awards are time-based, equity-classified awards that vest within three years of the grant date and compensation expense is recognized over the life of the award based on the grant date fair value. Through the employee stock purchase plan, employees can purchase stock at a discount of 10% of the lower of the beginning and ending stock price each quarter. During 2022, 2021 and 2020, we granted a total of 0.2 million shares, 0.3 million shares and 0.2 million shares, respectively, under these two programs and recorded compensation expense of approximately $3 million, $2 million and $2 million, respectively.

10. Profit Sharing and Post-employment Benefit Plans

We contribute to defined contribution plans for the benefit of employees who meet certain eligibility requirements and who elect participation in the plans. The discretionary amount to be matched by us is determined annually by Host Inc.'s Board of Directors. Our liability recorded for this obligation is not material. Payments for these items were not material for the three years ended December 31, 2022.

11. Dispositions

We disposed of four hotels in 2022, six hotels in 2021, and one hotel in 2020 and recorded gains on sale of approximately $18 million, $305 million and $148 million, respectively. In 2020, we also sold excess land adjacent to The Phoenician for $83 million and recorded a gain on sale of approximately $59 million. The gain on sale of assets is included in other gains on the statement of operations.

In conjunction with the sales of two of our hotels in 2022, we provided bridge loans totaling $413 million to the buyers. The bridge loan for the Sheraton New York Times Square Hotel had an initial interest rate of 5% and an initial scheduled maturity date of October 18, 2022. The buyer exercised their option to extend the maturity date to April 18, 2023, which resulted in an increase in the interest rate to 6.0%. The loan may be extended by an additional six months through the exercise of an extension option, which provides for a further increase to the interest rate. The bridge loan for the Sheraton Boston Hotel had an initial interest rate of 4.5% and an initial scheduled maturity date of August 1, 2022. The buyer exercised their options to extend the maturity date to August 1, 2023, which resulted in an increase in the interest rate to 6.5%. There are no remaining extensions for this loan. Both of the bridge loans are included in Notes Receivable on our balance sheets.

12. Acquisitions

On November 1, 2022, we acquired the 125-room Four Seasons Resort and Residences Jackson Hole for a total purchase price of $315 million.

During 2021, we acquired the following assets:

- the 448-room Hyatt Regency Austin for $161 million;
- the 444-room Four Seasons Resort Orlando at Walt Disney World® Resort for $610 million;
- the Royal Ka'anapali and Ka'anapali Kai golf courses, adjacent to the Hyatt Regency Maui hotel, for $28 million;
- the 200-room Baker's Cay Resort Key Largo, Curio Collection by Hilton, for $200 million;
- a 223-room luxury downtown Houston hotel, subsequently rebranded as The Laura Hotel, as part of the Autograph Collection by Marriott, for $65 million;
- the 59-room Alila Ventana Big Sur for $150 million;
- the 173-room Alida, Savannah, a Tribute Portfolio Hotel, for $103 million; and
- the 319-room Hotel Van Zandt for $246 million, including $4 million for the FF&E replacement funds; in connection with the acquisition of the Hotel Van Zandt, we assumed a $102 million mortgage loan with a fair value of $105 million.

13. Fair Value Measurements

Impairment

During 2021, due to changes in expected hold periods, the book value for certain property and equipment exceeded its undiscounted future cash flows. Therefore, we recorded impairment expense of $92 million based on third party assessments of values, including broker estimates and purchase offers, which are considered observable inputs other than quoted prices (Level 2) in the GAAP fair value hierarchy. The fair value of the impaired property and equipment following the write-down was $393 million. Impairment expense for 2021 is recorded in depreciation and amortization on the statements of operations.

Other Liabilities

Fair Value of Other Financial Liabilities. We did not elect the fair value measurement option for any of our other financial assets or liabilities. The fair values of our notes receivable, secured debt and our credit facility are determined based on the expected future payments discounted at risk-adjusted rates. Senior notes are valued based on quoted market prices. The fair values of financial instruments not included in this table are estimated to be equal to their carrying amounts. The fair value of certain financial assets and financial liabilities is shown below (in millions):

	December 31, 2022		December 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Notes receivable (Level 2)	$ 413	$ 404	$ —	$ —
Financial liabilities				
Senior notes (Level 1)	3,115	2,768	3,109	3,255
Credit facility (Level 2)	994	1,000	1,673	1,683
Mortgage debt (Level 2)	102	95	104	105

14. Relationship with Marriott International

We have entered into various agreements with Marriott, including those for the management or franchise of approximately 60% of our hotels (as measured by revenues) and certain limited administrative services.

In 2022, 2021 and 2020, we paid Marriott $136 million, $53 million and $28 million, respectively, of hotel management fees and approximately $7.7 million, $4.4 million, and $3.0 million, respectively, of franchise fees.

15. Hotel Management Agreements and Operating and License Agreements

All of our hotels are managed by third parties pursuant to management or operating agreements, with some of our hotels also being subject to separate license agreements addressing matters pertaining to operations under the designated brand. Hotels managed or franchised by Marriott and Hyatt represent approximately 60% and 20% of our total revenues, respectively. Under these agreements, the managers generally have sole responsibility for all activities necessary for the day-to-day operation of the hotels, including establishing room rates, processing reservations and promoting and publicizing the hotels. The managers also provide all employees for the hotels, prepare reports, budgets and projections, control the working capital, and provide other administrative and accounting support services to the hotels. Costs and expenses incurred by the managers are reimbursed by us. We have approval rights over budgets, capital expenditures, significant leases and contractual commitments, and various other matters.

The initial term of our agreements generally is 10 to 25 years, with one or more renewal terms at the option of the manager. The majority of our agreements condition the manager's right to exercise options for renewal upon the satisfaction of specified economic performance criteria. The manager typically receives a base management fee, which is calculated as a percentage (generally 2-3%) of annual gross revenues, and an incentive management fee, which typically is calculated as a percentage (generally 10-20%) of operating profit after the owner has received a priority return on its investment. In the case of our hotels operating under the W®, Westin®, Sheraton®, Luxury Collection® and St. Regis® brands, the base management fee is 1% of annual gross revenues, but that amount is supplemented by license fees payable to Marriott under a separate license agreement pertaining to the designated brand, including rights to use trademarks, service marks and logos, matters relating to compliance with certain brand standards and policies, and the provision of certain system programs and centralized services. Under the license agreement, Marriott generally receives 5% of gross revenues attributable to room sales and 2% of gross revenues attributable to food and beverage sales in addition to the base management fee.

Pursuant to the agreements, the manager furnishes the hotels with certain chain services, which generally are provided on a central or regional basis to all hotels in the manager's hotel system. Chain services include central training, advertising and promotion, national reservation systems, computerized payroll and accounting services, and such additional services as needed which may be more efficiently performed on a centralized basis. Costs and expenses incurred in providing such services are allocated among the hotels managed, owned or leased by the manager on a fair and equitable basis. In addition, our managers generally sponsor a guest rewards program, the costs of which are charged to all of the hotels that participate in such program.

We are obligated to provide the manager with sufficient funds, generally 4-5% of the revenues generated at the hotel, to cover the cost of (a) certain non-routine repairs and maintenance to the hotels which normally are capitalized, and (b) replacements and renewals to the hotels' furniture, fixtures and equipment. Under certain circumstances, we will be required to establish escrow accounts for such purposes under terms outlined in the agreements. Due to the COVID-19 pandemic, certain of our managers temporarily suspended these contribution requirements in 2020 and 2021, and resumed them in 2022.

We generally are limited in our ability to sell, lease or otherwise transfer our hotels unless the transferee assumes the related management agreement. However, most agreements include owner rights to terminate on the basis of the manager's failure to meet certain performance-based metrics. Typically, these criteria are subject to the manager's ability to 'cure' and avoid termination by payment to us of specified deficiency amounts (or, in some instances, waiver of the right to receive specified future management fees).

In addition to any performance-based or other termination rights, we have negotiated with Marriott and some of our other managers specific termination rights related to specific agreements. These termination rights can take a number of different forms, including termination of agreements upon sale that leave the property unencumbered by any agreement; termination upon sale provided that the property continues to be operated under a license or franchise agreement with continued brand affiliation; and termination without sale or other condition, which may require the payment of a fee. These termination rights also may restrict the number of agreements that may be terminated over any annual or other period; impose limitations on the number of agreements terminated as measured by EBITDA; require that a certain number of hotels continue to maintain the brand affiliation; or be restricted to a specific pool of assets.

16. Geographic and Business Segment Information

We consider each one of our hotels to be an operating segment, as we allocate resources and assess operating performance based on individual hotels. All of our hotels meet the aggregation criteria for segment reporting and our other real estate investment activities (primarily our retail spaces and office buildings) are immaterial. As such, we report one segment: hotel ownership. Our foreign operations consist of hotels in two countries as of December 31, 2022. There were no intersegment sales during the periods presented. The following table presents revenues and long-lived assets for each of the geographical areas in which we operate (in millions):

	2022		2021		2020	
	Revenues	Property and Equipment, net	Revenues	Property and Equipment, net	Revenues	Property and Equipment, net
United States	$ 4,836	$ 9,678	$2,866	$ 9,919	$1,600	$ 9,331
Brazil	17	33	8	30	7	34
Canada	54	37	16	45	13	51
Total	$ 4,907	$ 9,748	$2,890	$ 9,994	$1,620	$ 9,416

17. Legal Proceedings, Guarantees and Contingencies

We are involved in various legal proceedings in the ordinary course of business regarding the operation of our hotels and company matters. To the extent not covered by insurance, these lawsuits generally fall into the following broad categories: disputes involving hotel-level contracts, employment litigation, compliance with laws such as the Americans with Disabilities Act, tax disputes and other general matters. Under our management agreements, our operators have broad latitude to resolve individual hotel-level claims for amounts generally less than $150,000. However, for matters exceeding such threshold, our operators may not settle claims without our consent.

Based on our analysis of legal proceedings with which we currently are involved or of which we are aware and our experience in resolving similar claims in the past, we have recorded immaterial accruals as of December 31, 2022 related to such claims. We have estimated that, in the aggregate, our losses related to these proceedings will not be material. We are not aware of any other matters with a reasonably possible unfavorable outcome for which disclosure of a loss contingency is required. No assurances can be given as to the outcome of any pending legal proceedings.

Hurricane Loss Contingency

While the majority of our hotels in Florida were affected by Hurricane Ian, which made landfall on September 28, 2022, the most significant damage sustained during the storm occurred at The Ritz-Carlton, Naples and Hyatt Regency Coconut Point Resort and Spa. Due to evacuation mandates and/or loss of commercial power, five of our properties in Florida were temporarily closed, three of which fully reopened within days of landfall. The Hyatt Regency Coconut Point sustained extensive damage to the grounds, pools/waterpark, and poolside food and beverage outlets, including damage from flooding; but the hotel remained open to first responders. The hotel reopened to guests on November 7, 2022, as part of a phased reopening, with the pool facilities reopening currently in progress and targeted for completion by June 2023. The Ritz-Carlton, Naples sustained more significant damage due to storm surge, which breached the beach dune and flooded the lowest level of the hotel. The Ritz-Carlton, Naples remained closed for the remainder of the year and is targeting a phased reopening strategy to begin in the summer of 2023. Limited property damage was reported at the other

Florida properties within our consolidated portfolio. There could be delays in restoration work at the hotels for a variety of factors outside our control, and there can be no assurances that we will be able to complete the restorations within the time frames noted above.

We are still evaluating the complete property and business interruption impacts of the storm. However, our current estimate of the book value of the property and equipment written off and remediation costs is approximately $105 million, for which we have recorded a corresponding insurance receivable of $105 million. Provided planned reopening dates can be maintained, we believe our insurance coverage should be sufficient to cover substantially all of the property remediation and reconstruction costs and the near-term loss of business; however, there can be no assurances that this coverage will be sufficient to cover the entirety of the business interruption impact from the storm, especially if the hotel is unable to open as currently anticipated. As of February 17, 2023, we have received approximately $50 million of insurance proceeds related to these claims.

Tax Indemnification Agreements

Because of certain federal and state income tax considerations of the former owners of two hotels currently owned by Host L.P., we have agreed to restrictions on selling such hotels, or repaying or refinancing mortgage debt, for varying periods. One of these agreements expires in 2028 and the other in 2031.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Controls and Procedures (Host Hotels & Resorts, Inc.)

Disclosure Controls and Procedure

Under the supervision and with the participation of our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, Host Inc.'s Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Host Inc. With the participation of Host Inc.'s Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2022 based on the *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2022. There were no changes in our internal control over financial reporting during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Our independent registered public accounting firm, KPMG LLP, has issued an attestation report on the effectiveness of our internal control over financial reporting of Host Inc., which appears in Item 8.

Controls and Procedures (Host Hotels & Resorts, L.P.)

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, Host Inc.'s Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including Host Inc.'s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Host L.P. With the participation of Host Inc.'s Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2022 based on the *Internal Control–Integrated Framework (2013)* issued by the Committee of

Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2022. There were no changes in our internal control over financial reporting during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This annual report does not include an attestation report of Host L.P.'s independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by Host L.P.'s registered public accounting firm pursuant to rules of the Securities and Exchange Commission applicable to "non-accelerated filers."

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

PART III

Certain information called for by Items 10-14 is incorporated by reference from Host Inc.'s 2023 Annual Meeting of Stockholders Notice and Proxy Statement (to be filed pursuant to Regulation 14A not later than 120 days after the close of our fiscal year).

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item with respect to directors is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled "Proposal One: Election of Directors." See Part I "Information about Our Executive Officers" of this Annual Report for information regarding executive officers.

The information required by this item with respect to Audit Committee and Audit Committee Financial Experts is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled "Corporate Governance and Board Matters." There have been no material changes to the procedures by which stockholders may recommend nominees to the Board of Directors since our last annual report. If applicable, the information required by this item regarding compliance by our directors and executive officers with Section 16(a) of the Securities and Exchange Act of 1934, as amended, is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled "Delinquent Section 16(a) Reports."

We have adopted a Code of Business Conduct and Ethics that applies to all directors and employees, including our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other employees who perform financial or accounting functions. The Code is available at the Corporate Governance section of our website at www.hosthotels.com. A copy of the Code is available in print, free of charge, to stockholders and unitholders upon request to the company at the address set forth in Item 1 of this Annual Report under the section "Business—Where to Find Additional Information." We intend to satisfy the disclosure requirements under the Securities and Exchange Act of 1934, as amended, regarding an amendment to or waiver from a provision of our Code of Business Conduct and Ethics by posting such information on our web site.

Item 11. Executive Compensation

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled: "Compensation Discussion and Analysis," "Executive Officer Compensation," "Director Compensation," "Corporate Governance and Board Matters—Culture and Compensation Committee Interlocks and Insider Participation" and "Report of the Culture and Compensation Committee on Executive Compensation."

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder and Unitholder Matters

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled: "Security Ownership of Certain Beneficial Owners and Management" and "Executive Officer Compensation—Securities Authorized for Issuance Under Equity Compensation Plans."

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to the sections of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled: "Certain Relationships and Related Person Transactions" and "Corporate Governance and Board Matters—Independence of Directors."

Item 14. Principal Accounting Fees and Services

The information required by this item is incorporated by reference to the section of Host Inc.'s definitive Proxy Statement for its 2023 Annual Meeting of Stockholders entitled "Proposal Two-Ratification of Appointment of Independent Registered Public Accountants – Principal Accountant Fees and Services."

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) LIST OF DOCUMENTS FILED AS PART OF THIS REPORT

(i) FINANCIAL STATEMENTS

All financial statements of the registrants are set forth under Item 8 of this Report on Form 10-K.

(ii) FINANCIAL STATEMENT SCHEDULES

The following financial information is filed herewith on the pages indicated.

Financial Schedules:

	Page
III. Real Estate and Accumulated Depreciation.	S-1 to S-5

All other schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

(b) EXHIBITS

In reviewing the agreements included as exhibits to this report, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about the company, its subsidiaries or other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- *should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;*
- *have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;*
- *may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and*
- *were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.*

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit No.	Description
3.	**Articles of Incorporation and Bylaws**
3.1	Composite Charter of Host Hotels & Resorts, Inc., dated July 18, 2016 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. Registration Statement on Form S-8 (SEC File No. 333-212569), filed on July 18, 2016).

Exhibit No.	Description
3.1A	Fourth Amended and Restated Agreement of Limited Partnership of Host Hotels & Resorts, L.P. dated October 31, 2022 (incorporated by reference to Exhibit 3.1A of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, filed on November 4, 2022).
3.2	Amended and Restated Bylaws of Host Hotels & Resorts, Inc., effective February 8, 2023 (incorporated by reference to Exhibit 3.2 of Host Hotels & Resorts, Inc.'s Current Report on Form 8-K, filed on February 13, 2023).
4.	**Instruments Defining Rights of Security Holders**
4.1	See Exhibit 3.1 and 3.2 for provisions of the Articles and Bylaws of Host Hotels & Resorts, Inc. defining the rights of security holders. See Exhibit 3.1A for provisions of the Agreement of Limited Partnership of Host Hotels & Resorts, L.P. defining the rights of security holders.
4.2	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.7 to Host Marriott Corporation's Amendment No. 4 to its Registration Statement on Form S-4 (SEC File No. 333-55807), filed on October 2, 1998).
4.3	Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc., and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.4	First Supplemental Indenture, dated May 15, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.2 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed May 18, 2015).
4.5	Second Supplemental Indenture, dated October 14, 2015, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed October 14, 2015).
4.6	Third Supplemental Indenture, dated March 20, 2017, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed on March 20, 2017).
4.7	Fifth Supplemental Indenture, dated September 26, 2019, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K filed on September 26, 2019).
4.8	Sixth Supplemental Indenture, dated August 20, 2020, by and between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K filed on August 21, 2020.
4.9	Seventh Supplemental Indenture, dated November 23, 2021, between Host Hotels & Resorts, L.P. and The Bank of New York Mellon, as trustee, to the Indenture dated May 15, 2015 (incorporated by reference to Exhibit 4.1 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K filed on November 23, 2021).
4.10	Description of Securities Registered under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.12 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K, Filed on February 25, 2020).

Exhibit No.	Description
10.	**Material Contracts**
10.1	Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan as amended and restated effective January 1, 2014 (incorporated by reference to Exhibit 10.1 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.2	Trust Agreement between Wilmington Trust Company and Host Hotels & Resorts, L.P., dated June 1, 2006, relating to the Host Hotels & Resorts, L.P. Executive Deferred Compensation Plan (incorporated by reference to Exhibit 10.2 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 25, 2014).
10.3	Host Hotels & Resorts, Inc.'s Severance Plan for Executives, as amended and restated, effective as of December 31, 2015 (incorporated by reference to Exhibit 10.4 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K for the year ended December 31, 2015, filed on February 22, 2016).
10.4	Indemnification Agreement for officers and directors of Host Hotels & Resorts, Inc. (incorporated by reference to Exhibit 10.1 of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Current Report on Form 8-K, filed on July 21, 2017).
10.5	Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan, effective as of March 12, 2009 (incorporated by reference to Appendix A to the Host Hotels & Resorts, Inc. Definitive Proxy Statement on Schedule 14A filed with the Commission on March 31, 2009).
10.6	Form of Option Agreement for use under the Host Hotels & Resorts 2009 Comprehensive Stock and Cash Incentive Plan (incorporated by reference to Exhibit 10.34 of Host Hotels & Resorts, Inc's Quarterly Report on Form 10-Q, filed July 28, 2009).
10.7	Host Hotels & Resorts, Inc. Non-Employee Directors' Deferred Stock Compensation Plan, as amended and restated effective as of February 7, 2020 (incorporated by reference to Exhibit 10.10 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on Form 10-K filed on February 25, 2020).
10.8	Sixth Amended and Restated Credit Agreement, dated as of January 4, 2023, among Host Hotels & Resorts, L.P., Bank of America, N.A., as administrative agent, JPMorgan Chase Bank, N.A. and Wells Fargo Bank, N.A., as co-syndication agents, and various other agents and lenders (incorporated by reference to Exhibit 10.1 to the combined Current Report on Form 8-K of Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P., filed on January 5, 2023).
10.9	Distribution Agreement, dated May 6, 2021, among Host Hotels & Resorts, Inc., J.P. Morgan Securities LLC, BofA Securities, Inc., BTIG, LLC, Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC, Scotia Capital (USA) Inc., Truist Securities, Inc. and Wells Fargo Securities, LLC. (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K of Host Hotels & Resorts, Inc., filed on May 6, 2021).
10.10	Host Hotels & Resorts 2020 Comprehensive Stock and Cash Incentive Plan effective as of May 15, 2020 (incorporated by reference to Appendix A to the Host Hotels & Resorts, Inc. Definitive Proxy Statement on Schedule 14A filed with the Commission on April 3, 2020).
10.11	Form of Restricted Stock Unit Agreement for use under the Host Hotels & Resorts 2020 Comprehensive Stock and Cash Incentive Plan for performance objectives based vesting awards (incorporated by reference to Exhibit 10.16 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report for Form 10-K, filed on February 25, 2021).

Exhibit No.	Description	
10.12	Form of Restricted Stock Unit Agreement for use under the Host Hotels & Resorts 2020 Comprehensive Stock and Cash Incentive Plan for time-based vesting awards (incorporated by reference to Exhibit 10.17 to Host Hotels & Resorts, Inc. and Host Hotels & Resorts, L.P. Annual Report on form 10-K, filed on February 25, 2021.	
21.	**Subsidiaries**	
21.1*	List of Subsidiaries of Host Hotels & Resorts, Inc.	
21.2*	List of Subsidiaries of Host Hotels & Resorts, L.P.	
23.	**Consents**	
23*	Consent of KPMG LLP	
31.	**Rule 13a-14(a)/15d-14(a) Certifications**	
31.1*	Certification of Chief Executive Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.2*	Certification of Chief Financial Officer for Host Hotels & Resorts, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.3*	Certification of Chief Executive Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.4*	Certification of Chief Financial Officer for Host Hotels & Resorts, L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
32.	**Section 1350 Certifications**	
32.1*	Certification of Chief Executive Officer and Chief Financial Officer for Host Hotels & Resorts, Inc. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†	
32.2*	Certification of Chief Executive Officer and Chief Financial Officer for Host Hotels & Resorts, L.P. pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.†	
99.	**Additional Exhibit**	
99.1*	Ground Lease Summary	
101	**XBRL**	
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	*Submitted electronically with this report.*
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document.	*Submitted electronically with this report.*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	*Submitted electronically with this report.*
101.LAB	Inline XBRL Taxonomy Label Linkbase Document.	*Submitted electronically with this report.*
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document.	*Submitted electronically with this report.*
104	Cover Page Interactive Data File	*(embedded within the Inline XBRL document) submitted under Exhibit 101.*

Attached as Exhibit 101 to this report are the following documents formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the Years ended December 31,

2022, 2021 and 2020, respectively, for Host Hotels & Resorts, Inc.; (ii) the Consolidated Balance Sheets at December 31, 2022 and December 31, 2021, respectively, for Host Hotels & Resorts, Inc.; (iii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, Inc.; (iv) the Consolidated Statements of Equity for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, Inc.; (v) the Consolidated Statements of Cash Flows for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, Inc.; (vi) the Consolidated Statements of Operations for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, L.P.; (vii) the Consolidated Balance Sheets at December 31, 2022 and December 31, 2021, respectively, for Host Hotels & Resorts, L.P.; (viii) the Consolidated Statements of Comprehensive Income (Loss) for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, L.P.; (ix) the Consolidated Statements of Capital for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, L.P.; (x) the Consolidated Statements of Cash Flows for the Years ended December 31, 2022, 2021 and 2020, respectively, for Host Hotels & Resorts, L.P.; and (xi) Notes to the Consolidated Financial Statements that have been detail tagged.

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* Filed herewith.

† This certificate is being furnished solely to accompany the report pursuant to 18 U.S.C. 1350 and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

HOST HOTELS & RESORTS, INC.

Date: February 22, 2023

By: /s/ SOURAV GHOSH

Sourav Ghosh
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ RICHARD E. MARRIOTT **Richard E. Marriott**	Chairman of the Board of Directors	February 22, 2023
/s/ JAMES F. RISOLEO **James F. Risoleo**	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2023
/s/ SOURAV GHOSH **Sourav Ghosh**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2023
/s/ JOSEPH C. OTTINGER **Joseph C. Ottinger**	Senior Vice President, Corporate Controller (Principal Accounting Officer)	February 22, 2023
/s/ MARY L. BAGLIVO **Mary L. Baglivo**	Director	February 22, 2023
/s/ HERMAN E. BULLS **Herman E. Bulls**	Director	February 22, 2023
/s/ DIANA M. LAING **Diana M. Laing**	Director	February 22, 2023
/s/ MARY HOGAN PREUSSE **Mary Hogan Preusse**	Director	February 22, 2023
/s/ WALTER C. RAKOWICH **Walter C. Rakowich**	Director	February 22, 2023
/s/ GORDON H. SMITH **Gordon H. Smith**	Director	February 22, 2023
/s/ A. WILLIAM STEIN **A. William Stein**	Director	February 22, 2023

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

HOST HOTELS & RESORTS, L.P.

Date: February 22, 2023

By: HOST HOTELS & RESORTS, INC., its general partner

By: /s/ SOURAV GHOSH

Sourav Ghosh
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following officers and directors of Host Hotels & Resorts, Inc., the general partner of the registrant, and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ RICHARD E. MARRIOTT **Richard E. Marriott**	Chairman of the Board of Directors	February 22, 2023
/s/ JAMES F. RISOLEO **James F. Risoleo**	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2023
/s/ SOURAV GHOSH **Sourav Ghosh**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2023
/s/ JOSEPH C. OTTINGER **Joseph C. Ottinger**	Senior Vice President, Corporate Controller (Principal Accounting Officer)	February 22, 2023
/s/ MARY L. BAGLIVO **Mary L. Baglivo**	Director	February 22, 2023
/s/ HERMAN E. BULLS **Herman E. Bulls**	Director	February 22, 2023
/s/ DIANA M. LAING **Diana M. Laing**	Director	February 22, 2023
/s/ MARY HOGAN PREUSSE **Mary Hogan Preusse**	Director	February 22, 2023
/s/ WALTER C. RAKOWICH **Walter C. Rakowich**	Director	February 22, 2023
/s/ GORDON H. SMITH **Gordon H. Smith**	Director	February 22, 2023
/s/ A. WILLIAM STEIN **A. William Stein**	Director	February 22, 2023

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2022
(in millions)

Description	Debt	Initial Cost		Subsequent Costs Capitalized, net[1]	Foreign Currency Adjustment	Gross Amount at December 31, 2022				Date of Completion of Construction	Date Acquired	Depreciation Life
		Land	Buildings & Improvements			Land	Buildings & Improvements	Total	Accumulated Depreciation			
Hotels:												
1 Hotel South Beach	—	182	443	11	—	182	454	636	63	—	2019	34
AC Hotel Scottsdale North	—	4	31	—	—	4	31	35	3	2020	—	31
Alila Ventana Big Sur	—	40	104	2	—	40	106	146	5	—	2021	31
Andaz Maui at Wailea Resort	—	151	255	53	—	151	308	459	42	—	2018	38
Axiom Hotel	—	36	38	41	—	36	79	115	26	—	2014	33
Baker's Cay Resort Key Largo, Curio Collection by Hilton	—	80	117	1	—	80	118	198	6	—	2021	33
Boston Marriott Copley Place	—	—	203	99	—	—	302	302	158	—	2002	40
Calgary Marriott Downtown Hotel	—	5	18	48	(5)	5	61	66	48	—	1996	40
Coronado Island Marriott Resort & Spa	—	—	53	58	—	—	111	111	78	—	1997	40
Denver Marriott Tech Center	—	6	26	85	—	6	111	117	84	—	1994	40
Denver Marriott West	—	—	12	18	—	—	30	30	27	—	1983	40
Embassy Suites by Hilton Chicago Downtown Magnificent Mile	—	—	86	19	—	—	105	105	56	—	2004	40
Fairmont Kea Lani, Maui	—	55	294	130	—	55	424	479	204	—	2004	40
Four Seasons Resort Orlando at Walt Disney World® Resort	—	91	510	6	—	91	516	607	28	—	2021	37
Four Seasons Resort and Residence Jackson Hole	—	59	245	—	—	59	245	304	1	—	2022	35
Gaithersburg Marriott Washingtonian Center	—	7	22	15	—	7	37	44	29	—	1993	40
Grand Hyatt Atlanta in Buckhead	—	8	88	33	—	8	121	129	80	—	1998	40
Grand Hyatt San Francisco	—	52	331	4	—	52	335	387	55	—	2018	34
Grand Hyatt Washington	—	154	247	45	—	154	292	446	125	—	2012	33
Hilton Singer Island Oceanfront/Palm Beaches Resort	—	2	10	23	—	2	33	35	28	—	1994	40
Hotel Van Zandt	102	58	179	1	—	58	180	238	6	—	2021	34
Houston Airport Marriott at George Bush Intercontinental	—	—	10	94	—	—	104	104	90	—	1984	40
Houston Marriott Medical Center/Museum District	—	—	19	45	—	—	64	64	46	—	1998	40
Hyatt Place Waikiki Beach	—	12	120	4	—	12	124	136	42	—	2013	34

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2022
(in millions)

Description	Debt	Initial Cost		Subsequent Costs Capitalized, net[1]	Foreign Currency Adjustment	Gross Amount at December 31, 2022				Date of Completion of Construction	Date Acquired	Depreciation Life
		Land	Buildings & Improvements			Land	Buildings & Improvements	Total	Accumulated Depreciation			
Hyatt Regency Austin	—	19	139	2	—	19	141	160	9	—	2021	33
Hyatt Regency Coconut Point Resort and Spa	—	33	185	—	—	33	185	218	31	—	2018	36
Hyatt Regency Maui Resort and Spa	—	92	212	157	—	81	380	461	191	—	2003	40
Hyatt Regency Reston	—	11	78	31	—	12	108	120	72	—	1998	40
Hyatt Regency San Francisco Airport	—	16	119	112	—	20	227	247	152	—	1998	40
Hyatt Regency Washington on Capitol Hill	—	40	230	51	—	40	281	321	143	—	2005	40
JW Marriott Atlanta Buckhead	—	16	21	40	—	16	61	77	41	—	1990	40
JW Marriott Hotel Rio de Janeiro	—	13	29	5	(31)	4	12	16	5	—	2010	40
JW Marriott Houston by the Galleria	—	4	26	60	—	6	84	90	60	—	1994	40
JW Marriott Washington, DC	—	26	98	72	—	26	170	196	118	—	2003	40
Manchester Grand Hyatt San Diego	—	—	548	76	—	—	624	624	278	—	2011	35
Marina del Rey Marriott	—	—	13	46	—	—	59	59	36	—	1995	40
Marriott Downtown at CF Toronto Eaton Centre	—	—	27	37	(4)	—	60	60	44	—	1995	40
Marriott Marquis San Diego Marina	—	—	202	418	—	—	620	620	422	—	1996	40
Miami Marriott Biscayne Bay	—	38	27	73	—	38	100	138	61	—	1998	40
Minneapolis Marriott City Center	—	34	27	48	—	35	74	109	58	—	1995	40
New Orleans Marriott	—	16	96	158	—	16	254	270	193	—	1996	40
New York Marriott Downtown	—	19	79	55	—	19	134	153	93	—	1997	40
New York Marriott Marquis	—	49	552	128	—	49	680	729	555	—	1986	40
Newark Liberty International Airport Marriott	—	—	30	49	—	—	79	79	67	—	1984	40
Orlando World Center Marriott	—	18	157	499	—	29	645	674	370	—	1997	40
Philadelphia Airport Marriott	—	—	42	24	—	—	66	66	48	—	1995	40
Rio de Janeiro Parque Olimpico Hotels	—	21	39	1	(36)	8	17	25	6	2014	—	35
San Antonio Marriott Rivercenter	—	—	86	108	—	—	194	194	119	—	1996	40
San Antonio Marriott Riverwalk	—	6	45	41	—	6	86	92	64	—	1995	40
San Francisco Marriott Fisherman's Wharf	—	6	20	35	—	6	55	61	43	—	1994	40
San Francisco Marriott Marquis	—	—	278	194	—	—	472	472	345	—	1989	40
Santa Clara Marriott	—	—	39	83	—	—	122	122	99	—	1989	40
Sheraton Parsippany Hotel	—	8	30	17	—	8	47	55	34	—	2006	40

HOST HOTELS & RESORTS, INC., HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION (continued)
December 31, 2022
(in millions)

Description	Debt	Initial Cost		Subsequent Costs Capitalized, net[1]	Foreign Currency Adjustment	Gross Amount at December 31, 2022			Accumulated Depreciation	Date of Completion of Construction	Date Acquired	Depreciation Life
		Land	Buildings & Improvements			Land	Buildings & Improvements	Total				
Swissôtel Chicago	—	29	132	99	—	30	230	260	137	—	1998	40
Tampa Airport Marriott	—	—	9	29	—	—	38	38	33	—	1971	40
The Alida, Savannah, a Tribute Portfolio Hotel	—	6	96	—	—	6	96	102	3	—	2021	36
The Camby Hotel	—	10	63	32	—	10	95	105	66	—	1998	40
The Don CeSar	—	46	158	39	—	46	197	243	44	—	2017	34
The Laura Hotel	—	9	55	—	—	9	55	64	3	—	2021	33
The Logan	—	26	60	73	—	27	132	159	91	—	1998	40
The Phoenician, A Luxury Collection Resort	—	59	307	110	—	58	418	476	145	—	2015	32
The Ritz-Carlton Golf Resort, Naples	—	22	10	101	—	22	111	133	57	2002	—	40
The Ritz-Carlton, Amelia Island	—	25	115	104	—	25	219	244	134	—	1998	40
The Ritz-Carlton, Marina del Rey	—	—	52	40	—	—	92	92	69	—	1997	40
The Ritz-Carlton, Naples	—	19	126	189	—	21	313	334	221	—	1996	40
The Ritz-Carlton, Tysons Corner	—	—	89	45	—	—	134	134	87	—	1998	40
The St. Regis Houston	—	6	33	23	—	6	56	62	33	—	2006	40
The Westin Chicago River North	—	33	116	25	—	33	141	174	51	—	2010	40
The Westin Cincinnati	—	—	54	22	—	—	76	76	40	—	2006	40
The Westin Denver Downtown	—	—	89	24	—	—	113	113	57	—	2006	40
The Westin Georgetown, Washington D.C.	—	16	80	22	—	16	102	118	51	—	2006	40
The Westin Kierland Resort & Spa	—	100	280	43	—	100	323	423	140	—	2006	40
The Westin Seattle	—	39	175	51	—	39	226	265	111	—	2006	40
The Westin South Coast Plaza, Costa Mesa	—	—	46	25	—	—	71	71	62	—	2006	40
The Westin Waltham Boston	—	9	59	22	—	9	81	90	44	—	2006	40
W Seattle	—	11	125	15	—	11	140	151	63	—	2006	40
Washington Marriott at Metro Center	—	20	24	33	—	20	57	77	46	—	1994	40
Total hotels:	102	1,972	9,288	4,621	(76)	1,961	13,844	15,805	6,875			
Other properties, each less than 5% of total	—	59	1	4	—	59	5	64	1	—	Various	40
TOTAL	$102	$ 2,031	$9,289	$ 4,625	$(76)	$2,020	$13,849	$ 15,869	$ 6,876			

(1) Subsequent costs capitalized are net of impairment expense

HOST HOTELS & RESORTS, INC., AND SUBSIDIARIES
HOST HOTELS & RESORTS, L.P., AND SUBSIDIARIES
REAL ESTATE AND ACCUMULATED DEPRECIATION
December 31, 2022
(in millions)

Notes:

(A) The change in total cost of properties for the fiscal years ended December 31, 2022, 2021 and 2020 is as follows:

Balance at December 31, 2019	$ 15,370
Additions:	
Capital expenditures and transfers from construction-in-progress	446
Deductions:	
Dispositions and other	(174)
Balance at December 31, 2020	15,642
Additions:	
Acquisitions	1,563
Capital expenditures and transfers from construction-in-progress	231
Deductions:	
Dispositions and other	(954)
Assets held for sale	(444)
Impairments	(92)
Balance at December 31, 2021	15,946
Additions:	
Acquisitions	303
Capital expenditures and transfers from construction-in-progress	314
Deductions:	
Dispositions and other	(694)
Balance at December 31, 2022	$ 15,869

(B) The change in accumulated depreciation and amortization of real estate assets for the fiscal years ended December 31, 2022, 2021 and 2020 is as follows:

Balance at December 31, 2019	$ 6,364
Depreciation and amortization	541
Dispositions and other	(96)
Balance at December 31, 2020	6,809
Depreciation and amortization	554
Dispositions and other	(555)
Assets held for sale	(182)
Balance at December 31, 2021	6,626
Depreciation and amortization	550
Dispositions and other	(300)
Balance at December 31, 2022	$ 6,876

(C) The aggregate cost of real estate for federal income tax purposes is approximately $9,890 million at December 31, 2022.

(D) The total cost of properties excludes construction-in-progress assets.

EXHIBIT 23

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Host Hotels & Resorts, Inc., and
The Partners
Host Hotels & Resorts, L.P.:

We consent to the incorporation by reference in the registration statements (No. 333-264313) on Form S-3 and (Nos. 333-28683-99, 033-66622-99, 333-75055, 333-75057, 333-75059, 333-161488, 333-171607, 333-212569, and 333-256333) on Form S-8 of Host Hotels & Resorts, Inc. and registration statement (No. 333-255255) on Form S-3 of Host Hotels & Resorts, L.P. of (i) our reports dated February 22, 2023, with respect to the consolidated financial statements and financial statement schedule III of Host Hotels & Resorts, Inc. and the effectiveness of internal control over financial reporting and (ii) our report dated February 22, 2023 with respect to the consolidated financial statements of Host Hotels & Resorts, L.P.

/s/ KPMG LLP

McLean, Virginia
February 22, 2023

EXHIBIT 31.1

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James F. Risoleo, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2023

/s/ JAMES F. RISOLEO

James F. Risoleo
President, Chief Executive Officer

EXHIBIT 31.2

Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Sourav Ghosh, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2023

/s/ SOURAV GHOSH

Sourav Ghosh
Executive Vice President &
Chief Financial Officer

EXHIBIT 31.3

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James F. Risoleo, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, L.P.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2023

/s/ JAMES F. RISOLEO

James F. Risoleo
President, Chief Executive Officer of Host Hotels & Resorts, Inc., general partner of Host Hotels & Resorts, L.P.

EXHIBIT 31.4

Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Sourav Ghosh, certify that:

1. I have reviewed this annual report on Form 10-K of Host Hotels & Resorts, L.P.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 22, 2023

/s/ SOURAV GHOSH

Sourav Ghosh

Executive Vice President & Chief Financial Officer of Host Hotels & Resorts, Inc., general partner of Host Hotels & Resorts, L.P.

EXHIBIT 32.1

Section 906 Certification

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to
18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Host Hotels & Resorts, Inc. (the "Company") hereby certify, to such officers' knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2023

/s/ JAMES F. RISOLEO

James F. Risoleo
Chief Executive Officer

/s/ SOURAV GHOSH

Sourav Ghosh
Chief Financial Officer

EXHIBIT 32.2

Section 906 Certification

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to
18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Host Hotels & Resorts, Inc., the general partner of Host Hotels & Resorts, L.P., (the "Company") hereby certify, to such officers' knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2022 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended;

and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 22, 2023

/s/ JAMES F. RISOLEO

James F. Risoleo
Chief Executive Officer of Host Hotels & Resorts, Inc., general partner of Host Hotels & Resorts, L.P.

/s/ SOURAV GHOSH

Sourav Ghosh
Chief Financial Officer of Host Hotels & Resorts, Inc., general partner of Host Hotels & Resorts, L.P.

EXHIBIT 99.1

HOST HOTELS & RESORTS, INC. AND SUBSIDIARIES
GROUND LEASE SUMMARY

	Hotel	As of December 31, 2022			
		No. of rooms	Annual minimum rent	Current expiration	Expiration after all potential options [1]
1	Boston Marriott Copley Place	1,144	N/A [2]	12/13/2077	12/13/2077
2	Coronado Island Marriott Resort & Spa	300	1,378,850	10/31/2062	10/31/2078
3	Denver Marriott West	305	160,000	12/28/2028	12/28/2058
4	Houston Airport Marriott at George Bush Intercontinental	573	1,560,000	10/31/2053	10/31/2053
5	Houston Marriott Medical Center/Museum District	398	160,000	12/28/2029	12/28/2059
6	Manchester Grand Hyatt San Diego	1,628	6,600,000	5/31/2067	5/31/2083
7	Marina del Rey Marriott	370	1,991,076	3/31/2043	3/31/2043
8	Marriott Downtown at CF Toronto Eaton Centre	461	368,900	9/20/2082	9/20/2082
9	Marriott Marquis San Diego Marina	1,360	7,650,541	11/30/2061	11/30/2083
10	Newark Liberty International Airport Marriott	591	2,576,119	12/31/2055	12/31/2055
11	Philadelphia Airport Marriott	419	1,411,563	6/29/2045	6/29/2045
12	San Antonio Marriott Rivercenter	1,000	700,000	12/31/2033	12/31/2063
13	San Francisco Marriott Marquis	1,500	1,500,000	8/25/2046	8/25/2076
14	Santa Clara Marriott	766	90,932	11/30/2028	11/30/2058
15	Tampa Airport Marriott	298	1,463,770	12/31/2043	12/31/2043
16	The Ritz-Carlton, Marina del Rey	304	2,078,916	7/29/2067	7/29/2067
17	The Ritz-Carlton, Tysons Corner	398	1,043,459	6/30/2112	6/30/2112
18	The Westin Cincinnati	456	100,000	6/30/2045	6/30/2075 [3]
19	The Westin South Coast Plaza, Costa Mesa	393	178,160	9/30/2025	9/30/2025

(1) Exercise of Host's option to extend is subject to certain conditions, including the existence of no defaults and subject to any applicable rent escalation or rent re-negotiation provisions.

(2) All rental payments have been previously paid and no further rental payments are required for the remainder of the lease term.

(3) No renewal term in the event the Lessor determines to discontinue use of building as a hotel.

DIRECTORS

Richard E. Marriott
Chairman of the Board

James F. Risoleo
President, Chief Executive Officer and Director

Mary L. Baglivo[2,3]
Former Chair and Chief Executive Officer, the Americas at Saatchi & Saatchi Worldwide

Herman E. Bulls[1,3]
Vice Chairman, Americas, and International Director, Jones Lang LaSalle

Diana M. Laing[1]
Former Chief Financial Officer American Homes 4 Rent

Mary Hogan Preusse[1,2]
Former Managing Director and Co-head of Americas Real Estate at APG Asset Management

Walter C. Rakowich[1,3]
Retired Chief Executive Officer, Prologis

Gordon H. Smith[2,3]
Former President, Chief Executive Officer, National Association of Broadcasters
Former U.S. Senator

A. William Stein[1,2]
Former Chief Executive Officer and Director, Digital Realty Trust, Inc.

[1] *Audit Committee*
[2] *Culture and Compensation Committee*
[3] *Nominating, Governance and Corporate Responsibility Committee*

MANAGEMENT TEAM

James F. Risoleo
President, Chief Executive Officer and Director

Mari Sifo
Executive Vice President, Chief Human Resources Officer

Jaime Marcus
Senior Vice President, Investor Relations

Padmanabh Yardi
Senior Vice President, Information Technology

Sourav Ghosh
Executive Vice President, Chief Financial Officer

Michael E. Lentz
Executive Vice President, Development, Design & Construction

Deanne Brand
Senior Vice President, Strategy & Analytics and Treasurer

Nathan S. Tyrrell
Executive Vice President, Chief Investment Officer

Jeffrey S. Clark
Senior Vice President, Global Tax and Risk Management

Michael Rock
Senior Vice President, Asset Management

Julie P. Aslaksen
Executive Vice President, General Counsel and Secretary

Joseph C. Ottinger
Senior Vice President, Corporate Controller

Raj Contractor
Senior Vice President, Investments

CORPORATE INFORMATION

Corporate Headquarters
Host Hotels & Resorts, Inc.
4747 Bethesda Avenue, Suite 1300
Bethesda, MD 20814
240/744-1000

Website
Visit the company's website at: www.hosthotels.com

Stock Exchange Listing
NASDAQ Stock Market
Ticker Symbol: HST

Stockholders of Record
15,832 at February 17, 2023

Independent Registered Public Accountants
KPMG LLP, McLean, VA

Annual Meeting
The 2023 annual meeting of stockholders will be held at 11 a.m., CST, May 18, 2023, at the Hotel Van Zandt, 605 Davis St, Austin, TX 78701

Registrar and Transfer Agent
If you have any questions concerning transfer procedures or other stock account matters, please contact the transfer agent at the following address:

Computershare Trust Company, N.A.
Shareholder Relations
P.O. Box 43006
Providence, RI 02940-3006
866/367-6351

PAPER FROM SUSTAINABLE SOURCES

DESIGN: VIVO DESIGN INC.


ANDAZ MAUI AT WAILEA RESORT


THE ALIDA, SAVANNAH, A TRIBUTE PORTFOLIO HOTEL


HYATT REGENCY AUSTIN


FOUR SEASONS RESORT ORLANDO
AT WALT DISNEY WORLD® RESORT

HOST
HOTELS & RESORTS®

4747 BETHESDA AVENUE
SUITE 1300
BETHESDA, MARYLAND 20814


1 HOTEL SOUTH BEACH


THE PHOENICIAN, A LUXURY
COLLECTION RESORT, SCOTTSDALE


THE DON CESAR


MARRIOTT MARQUIS SAN DIEGO MARINA