
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2026
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 001-09240

TRANSCONTINENTAL REALTY INVESTORS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation or Organization)

94-6565852
(I.R.S. Employer
Identification No.)

1603 Lyndon B. Johnson Freeway, Suite 800, Dallas, Texas 75234
(Address of principal executive offices) (Zip Code)

(469) 522-4200
(Registrant's telephone number, including area code)

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

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

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. ☒ 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). ☒ 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 in Rule 12b-2 of the Exchange Act.

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No.

As of August 6, 2026, there were 8,773,965 shares of common stock outstanding.

**TRANSCONTINENTAL REALTY INVESTORS, INC.
FORM 10-Q**

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TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except share and par value amounts)
(Unaudited)

	June 30, 2026	December 31, 2025
Assets		
Real estate	\$ 603,217	\$ 602,431
Cash and cash equivalents	10,703	14,071
Restricted cash	11,237	15,233
Short-term investments	73,438	74,964
Notes receivable (including \$55,032 and \$57,468 at June 30, 2026 and December 31, 2025, respectively, from related parties)	120,879	123,678
Receivables from related party	175,938	169,747
Other assets (including \$1,030 and \$1,259 at June 30, 2026 and December 31, 2025, respectively, from related parties)	134,982	132,396
Total assets	<u>\$ 1,130,394</u>	<u>\$ 1,132,520</u>
Liabilities and Equity		
Liabilities:		
Mortgages and other notes payable	\$ 214,486	\$ 210,825
Accounts payable and other liabilities (including \$31 and \$30 at June 30, 2026 and December 31, 2025, respectively, to related parties)	45,990	51,142
Accrued interest	4,297	3,811
Deferred revenue	581	581
Total liabilities	<u>265,354</u>	<u>266,359</u>
Equity		
Shareholders' Equity:		
Common stock, \$0.01 par value, 10,000,000 shares authorized; 8,639,316 shares issued and outstanding	86	86
Additional paid-in capital	262,351	262,050
Retained earnings	583,637	584,596
Total shareholders' equity	846,074	846,732
Noncontrolling interest	18,966	19,429
Total equity	865,040	866,161
Total liabilities and equity	<u>\$ 1,130,394</u>	<u>\$ 1,132,520</u>

The accompanying notes are an integral part of these consolidated financial statements.

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollars in thousands, except per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Revenues:				
Rental revenues (including \$152 and \$144 for the three months ended June 30, 2026 and 2025, respectively, and \$345 and \$289 for the six months ended June 30, 2026 and 2025, respectively, from related parties)	\$ 12,236	\$ 11,510	\$ 23,892	\$ 22,937
Other income	630	650	1,315	1,231
Total revenue	12,866	12,160	25,207	24,168
Expenses:				
Property operating expenses (including \$92 and \$88 for the three months ended June 30, 2026 and 2025, respectively, and \$190 and \$174 for the six months ended June 30, 2026 and 2025, respectively, from related parties)	8,176	6,535	15,509	12,512
Depreciation and amortization	3,697	3,062	7,327	5,945
General and administrative (including \$1,011 and \$1,025 for the three months ended June 30, 2026 and 2025, respectively, and \$1,983 and \$1,996 for the six months ended June 30, 2026 and 2025, respectively, from related parties)	1,351	1,383	2,678	2,735
Advisory fee to related party	1,986	2,005	3,999	4,436
Total operating expenses	15,210	12,985	29,513	25,628
Net operating loss	(2,344)	(825)	(4,306)	(1,460)
Interest income (including \$1,848 and \$2,521 for the three months ended June 30, 2026 and 2025, respectively, and \$4,297 and \$5,038 for the six months ended June 30, 2026 and 2025, respectively, from related parties)	3,155	3,982	7,559	8,610
Interest expense	(2,772)	(1,738)	(5,706)	(3,519)
Gain on sale or write-down of assets, net	814	947	1,199	4,838
Income tax benefit (provision)	127	(2,042)	558	(3,364)
Net (loss) income	(1,020)	324	(696)	5,105
Net income attributable to noncontrolling interest	(107)	(155)	(263)	(318)
Net (loss) income attributable to the Company	\$ (1,127)	\$ 169	\$ (959)	\$ 4,787
Earnings per share - basic and diluted	\$ (0.13)	\$ 0.02	\$ (0.11)	\$ 0.55
Weighted average common shares used in computing earnings per share - basic and diluted	8,639,316	8,639,316	8,639,316	8,639,316

The accompanying notes are an integral part of these consolidated financial statements.

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(dollars in thousands)
(Unaudited)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Total Shareholders' Equity	Noncontrolling Interest	Total Equity
Three Months Ended June 30, 2026						
Balance, April 1, 2026	\$ 86	\$ 262,050	\$ 584,764	\$ 846,900	\$ 19,583	\$ 866,483
Net (loss) income	—	—	(1,127)	(1,127)	107	(1,020)
Purchase of IOR shares	—	—	—	—	(423)	(423)
Adjustment to noncontrolling interest	—	301	—	301	(301)	—
Balance, June 30, 2026	<u>\$ 86</u>	<u>\$ 262,351</u>	<u>\$ 583,637</u>	<u>\$ 846,074</u>	<u>\$ 18,966</u>	<u>\$ 865,040</u>
Three Months Ended June 30, 2025						
Balance, April 1, 2025	\$ 86	\$ 261,762	\$ 575,411	\$ 837,259	\$ 19,654	\$ 856,913
Net income	—	—	169	169	155	324
Repurchase of treasury shares by IOR	—	—	—	—	(346)	(346)
Adjustment to noncontrolling interest	—	245	—	245	(245)	—
Balance, June 30, 2025	<u>\$ 86</u>	<u>\$ 262,007</u>	<u>\$ 575,580</u>	<u>\$ 837,673</u>	<u>\$ 19,218</u>	<u>\$ 856,891</u>
Six Months Ended June 30, 2026						
Balance, January 1, 2026	\$ 86	\$ 262,050	\$ 584,596	\$ 846,732	\$ 19,429	\$ 866,161
Net (loss) income	—	—	(959)	(959)	263	(696)
Purchase of IOR shares	—	—	—	—	(425)	(425)
Adjustment to noncontrolling interest	—	301	—	301	(301)	—
Balance, June 30, 2026	<u>\$ 86</u>	<u>\$ 262,351</u>	<u>\$ 583,637</u>	<u>\$ 846,074</u>	<u>\$ 18,966</u>	<u>\$ 865,040</u>
Six Months Ended June 30, 2025						
Balance, January 1, 2025	\$ 86	\$ 261,399	\$ 570,793	\$ 832,278	\$ 20,533	\$ 852,811
Net income	—	—	4,787	4,787	318	5,105
Purchase of IOR shares	—	—	—	—	(1,025)	(1,025)
Adjustment to noncontrolling interest	—	608	—	608	(608)	—
Balance, June 30, 2025	<u>\$ 86</u>	<u>\$ 262,007</u>	<u>\$ 575,580</u>	<u>\$ 837,673</u>	<u>\$ 19,218</u>	<u>\$ 856,891</u>

The accompanying notes are an integral part of these consolidated financial statements.

TRANSCONTINENTAL REALTY INVESTORS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(dollars in thousands)
(Unaudited)

	Six Months Ended June 30,	
	2026	2025
Cash Flow From Operating Activities:		
Net (loss) income	\$ (696)	\$ 5,105
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Gain on sale or write down of assets	(1,199)	(4,838)
Depreciation and amortization	7,371	5,979
Provision (recovery) for bad debts	184	(47)
Changes in assets and liabilities:		
Other assets	(3,362)	(5,885)
Related party receivable	(6,191)	(6,443)
Interest payable	486	156
Accounts payable and other liabilities	(1,960)	(4,367)
Net cash used in operating activities	<u>(5,367)</u>	<u>(10,340)</u>
Cash Flow From Investing Activities:		
Collection of notes receivable	2,799	1,664
Purchase of short-term investments	(29,005)	(17,308)
Redemption and/or maturity of short-term investments	30,531	39,060
Development and renovation of real estate	(11,548)	(53,376)
Deferred leasing costs	(30)	(339)
Proceeds from sale of assets	2,064	4,868
Net cash used in investing activities	<u>(5,189)</u>	<u>(25,431)</u>
Cash Flow From Financing Activities:		
Proceeds from mortgages and other notes payable	5,047	43,027
Payments on mortgages and other notes payable	(1,393)	(12,508)
Purchase of IOR shares	(425)	(1,025)
Deferred financing costs	(37)	—
Net cash provided by financing activities	<u>3,192</u>	<u>29,494</u>
Net decrease in cash, cash equivalents and restricted cash	<u>(7,364)</u>	<u>(6,277)</u>
Cash, cash equivalents and restricted cash, beginning of period	29,304	40,472
Cash, cash equivalents and restricted cash, end of period	<u>\$ 21,940</u>	<u>\$ 34,195</u>
Supplemental cash flow information		
Cash paid for interest	<u>\$ 4,812</u>	<u>\$ 3,000</u>
Cash paid for taxes	<u>\$ 178</u>	<u>\$ 166</u>
Non-cash investing and financing activities:		
Accrued development costs	<u>\$ 4,012</u>	<u>\$ 13,738</u>

The accompanying notes are an integral part of these consolidated financial statements.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

1. Organization

As used herein, the terms “the Company”, “we”, “our”, or “us” refer to Transcontinental Realty Investors, Inc., a Nevada corporation, which was formed in 1984. Our common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “TCI”. As of June 30, 2026, we are owned approximately 79.2% by American Realty Investors, Inc. (“ARL”), whose common stock is listed on the NYSE under the symbol “ARL”, and 8.2% by the controlling shareholder of ARL.

Our primary business is the acquisition, development and ownership of income-producing residential and commercial properties. In addition, we opportunistically acquire land for future development in in-fill or high-growth suburban markets. From time to time, and when we believe it appropriate to do so, we will also sell land and income-producing properties. We generate revenues by leasing apartment units to residents, and leasing office, industrial and retail space. We also generate income from the sales of income-producing properties and land.

At June 30, 2026, our real estate portfolio consisted of:

- Thirteen multifamily properties in operation, comprising 2,128 units;
- Three multifamily properties in lease-up, comprising 672 units;
- One multifamily property under development, comprising 234 units;
- Commercial properties, consisting of four office buildings with an aggregate of approximately 1,001,549 rentable square feet; and
- Approximately 1,786 acres of developed and undeveloped land.

Our day-to-day operations are managed by Pillar Income Asset Management, Inc. (“Pillar”). Their duties include, but are not limited to, locating, evaluating and recommending real estate-related investment opportunities, asset management, property development, construction management and arranging debt and equity financing. We have no employees; all of our services are performed by Pillar employees. Three of our commercial properties are managed by Regis Realty Prime, LLC (“Regis”). Our multifamily properties and one of our commercial properties are managed by outside management companies. Pillar and Regis are considered to be related parties (See Note 11 – Related Party Transactions).

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been condensed or omitted in accordance with such rules and regulations, although management believes the disclosures are adequate to prevent the information presented from being misleading. In the opinion of management, all adjustments (consisting of normal recurring matters) considered necessary for a fair presentation have been included.

Certain prior year amounts have been reclassified to conform with the current year presentation. These reclassifications had no effect on the reported results of operation.

The consolidated balance sheet at December 31, 2025 was derived from the audited consolidated financial statements at that date, but does not include all of the information and disclosures required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2025.

We consolidate entities in which we are considered to be the primary beneficiary of a variable interest entity (“VIE”) or have a majority of the voting interest of the entity. We have determined that we are a primary beneficiary of the VIE when we have (i) the power to direct the activities of a VIE that most significantly impacts its economic performance, and (ii) the obligations to absorb losses or the right to receive benefits that could potentially be significant to the VIE. In determining whether we are the primary beneficiary, we consider qualitative and quantitative factors, including ownership interest, management representation, ability to control decision and other contractual rights.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

We account for entities in which we have less than a controlling financial interest or entities where we are not deemed to be the primary beneficiary under the equity method of accounting. Accordingly, we include our share of the net earnings or losses of these entities in our results of operations.

Recent Accounting Pronouncements

In November 2024, the Financial Accounting Standards Board ("FASB") issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. The standard requires additional disclosure of the nature of expenses included in the income statement as well as disclosures about specific types of expenses included in the expense captions presented in the income statement. Our adoption of the standard on January 1, 2026 did not have a material impact on our consolidated financial statements.

In December 2025, the FASB issued ASU 2025-11, Interim Reporting (Topic 270): Narrow-Scope Improvements. The amendment in the update clarifies interim reporting disclosure requirements in ASC 270 and introduces a new disclosure principal for reporting material events occurring after the most recent annual period. The update is effective for interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the potential impact of adopting ASU 2025-11 on our consolidated financial statements.

3. Earnings Per Share

Earnings per share ("EPS") is computed by dividing net income attributable to the Company by the weighted-average number of common shares outstanding during the period.

The following table details our basic and diluted earnings per common share calculation:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net (loss) income	\$ (1,020)	\$ 324	\$ (696)	\$ 5,105
Net income attributable to noncontrolling interest	(107)	(155)	(263)	(318)
Net (loss) income attributable to the Company	<u>\$ (1,127)</u>	<u>\$ 169</u>	<u>\$ (959)</u>	<u>\$ 4,787</u>
Weighted-average common shares outstanding — basic and diluted	<u>8,639,316</u>	<u>8,639,316</u>	<u>8,639,316</u>	<u>8,639,316</u>
EPS - attributable to common shares — basic and diluted	<u>\$ (0.13)</u>	<u>\$ 0.02</u>	<u>\$ (0.11)</u>	<u>\$ 0.55</u>

4. Operating Segments

Segment information is prepared on the same basis that our chief operating decision maker ("CODM") reviews information to assess performance and make resource allocation decisions. Our CODM is our President and Chief Executive Officer. We operate in two reportable segments: (i) the acquisition, development, ownership and management of multifamily properties ("Multifamily Segment") and (ii) the acquisition, ownership and management of commercial real estate properties ("Commercial Segment"). The services for our segments include rental of property and other tenant services, including parking and storage space rental. The key operating metric that the CODM utilizes to evaluate the segments is net operating income ("NOI"), which we defined as property revenue less direct property operating expenses. NOI excludes depreciation, interest income and expenses, general and administrative expenses, advisory fees and income taxes.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

The following table presents our reportable segments for the three and six months ended June 30, 2026 and 2025:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Multifamily Segment				
Revenues	\$ 8,950	\$ 8,493	\$ 17,383	\$ 17,257
Segment expenses				
Property tax and insurance	(3,554)	(2,522)	(6,668)	(5,057)
Repairs and maintenance	(1,140)	(986)	(2,060)	(1,626)
Other property expenses	(1,423)	(1,023)	(2,783)	(1,888)
NOI from multifamily segment	<u>2,833</u>	<u>3,962</u>	<u>5,872</u>	<u>8,686</u>
Commercial Segment				
Revenues	3,916	3,667	7,824	6,911
Segment expenses				
Property tax and insurance	(489)	(608)	(890)	(1,232)
Repairs and maintenance	(376)	(368)	(690)	(642)
Other property expenses	(1,194)	(1,028)	(2,418)	(2,067)
NOI from commercial segment	<u>1,857</u>	<u>1,663</u>	<u>3,826</u>	<u>2,970</u>
Total NOI from reportable segments	<u>\$ 4,690</u>	<u>\$ 5,625</u>	<u>\$ 9,698</u>	<u>\$ 11,656</u>

The table below reflects the reconciliation of NOI from reportable segments to net income for the three and six months ended June 30, 2026 and 2025:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
NOI from reportable segments	\$ 4,690	\$ 5,625	\$ 9,698	\$ 11,656
Other non-segment items of income (expense)				
Depreciation and amortization	(3,697)	(3,062)	(7,327)	(5,945)
General and administrative	(1,351)	(1,383)	(2,678)	(2,735)
Advisory fee to related party	(1,986)	(2,005)	(3,999)	(4,436)
Interest income	3,155	3,982	7,559	8,610
Interest expense	(2,772)	(1,738)	(5,706)	(3,519)
Gain on sale or write-down of assets, net	814	947	1,199	4,838
Income tax benefit (provision)	127	(2,042)	558	(3,364)
Net (loss) income	<u>\$ (1,020)</u>	<u>\$ 324</u>	<u>\$ (696)</u>	<u>\$ 5,105</u>

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

5. Lease Revenue

We lease our multifamily properties and commercial properties under agreements that are classified as operating leases. Our multifamily property leases generally include minimum rents and charges for ancillary services. Our commercial property leases generally include minimum rents and recoveries for property taxes and common area maintenance. Minimum rental revenues are recognized on a straight-line basis over the terms of the related leases.

The following table summarizes the components of our rental revenue for the three and six months ended June 30, 2026 and 2025:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Fixed component	\$ 11,796	\$ 11,231	\$ 23,078	\$ 22,393
Variable component	440	279	814	544
	<u>\$ 12,236</u>	<u>\$ 11,510</u>	<u>\$ 23,892</u>	<u>\$ 22,937</u>

The following table summarizes the future rental payments that are payable to us from non-cancelable leases. The table excludes multifamily leases, which typically have a term of one-year or less:

2026	\$ 14,001
2027	13,614
2028	11,972
2029	9,350
2030	7,646
Thereafter	13,590
	<u>\$ 70,173</u>

6. Real Estate Activity

Below is a summary of our real estate as of June 30, 2026 and December 31, 2025:

	June 30, 2026	December 31, 2025
Land	\$ 117,513	\$ 113,357
Building and improvements	496,516	500,292
Tenant improvements	20,399	20,388
Construction in progress	63,501	56,163
Total cost	697,929	690,200
Less accumulated depreciation	(94,712)	(87,769)
Total real estate	<u>\$ 603,217</u>	<u>\$ 602,431</u>

We incurred depreciation expense of \$3,501 and \$2,880 for the three months ended June 30, 2026 and 2025, respectively, \$6,943 and \$5,601 for the six months ended June 30, 2026 and 2025, respectively.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

Construction Activities

As of June 30, 2026, construction in progress includes \$46,480 of land lot development costs related to Windmill Farms and \$17,021 of costs related to the construction of Mountain Creek, a 234 unit multifamily property in Dallas, Texas, which we expect to complete in 2027. We have entered into a development agreement with Pillar (See Note 11 – Related Party Transactions) to develop the property, which is being funded in part by a construction loan (See Note 10 – Mortgages and Other Notes Payable).

Sale of assets

Gain on sale or write-down of assets, net for the three and six months ended June 30, 2026 and 2025 consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Land (1)	\$ 814	\$ 947	\$ 1,412	\$ 4,092
Multifamily Properties (2)	—	—	(213)	—
Other	—	—	—	746
Total	<u>\$ 814</u>	<u>\$ 947</u>	<u>\$ 1,199</u>	<u>\$ 4,838</u>

- (1) Includes the gain on dispositions of land from our investment in Windmill Farms and other land holdings.
(2) This represents additional costs associated with Villas at Bon Secour, a 200 unit multifamily property in Gulf Shores, Alabama, which we sold on October 10, 2025.

7. Short-term Investments

The following is a summary of our short term investment as of June 30, 2026 and December 31, 2025:

	June 30, 2026	December 31, 2025
Corporate bonds, at par value	\$ 58,034	\$ 58,035
Demand notes	15,842	17,418
	<u>73,876</u>	<u>75,453</u>
Less discount	(438)	(489)
	<u>\$ 73,438</u>	<u>\$ 74,964</u>

The average interest rate on the investments was 4.10% and 4.27% at June 30, 2026 and December 31, 2025, respectively.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

8. Notes Receivable

The following table summarizes our notes receivable as of June 30, 2026 and December 31, 2025:

Property/Borrower	Carrying value		Interest Rate	Maturity Date
	June 30, 2026	December 31, 2025		
ABC Land and Development, Inc.	\$ 4,408	\$ 4,408	7.00 %	6/30/31
ABC Paradise, LLC	1,210	1,210	7.00 %	6/30/31
Autumn Breeze(1)	950	1,043	5.00 %	7/1/28
Bellwether Ridge(1)	3,798	3,798	5.00 %	11/1/26
Dominion at Mercer Crossing(2)	6,167	6,167	7.75 %	6/7/28
Forest Pines(1)	6,472	6,472	5.00 %	5/1/27
Inwood on the Park(3)	19,913	19,985	3.68 %	6/30/28
Kensington Park(3)	4,545	5,196	3.68 %	3/31/27
Lake Shore Villas(3)	4,398	4,852	3.68 %	12/31/32
Prospectus Endeavors	496	496	6.00 %	10/23/29
McKinney Ranch	3,926	3,926	6.00 %	9/15/29
Ocean Estates II(3)	2,640	3,591	3.68 %	5/31/28
One Realco Land Holding, Inc.	1,728	1,728	7.00 %	6/30/31
Parc at Ingleside(1)	3,759	3,759	5.00 %	11/1/26
Parc at Opelika Phase II(1)(4)	3,190	3,190	10.00 %	1/13/23
Parc at Windmill Farms(1)(4)	7,886	7,886	5.00 %	11/1/22
Plaza at Chase Oaks(3)	11,276	11,303	3.68 %	3/31/28
Plum Tree(1)	1,240	1,240	5.00 %	8/17/28
Polk County Land	3,000	3,000	7.00 %	6/30/31
Riverview on the Park Land, LLC	1,045	1,045	7.00 %	6/30/31
Spartan Land	5,907	5,907	6.00 %	1/16/27
Spyglass of Ennis(1)	4,705	4,705	5.00 %	11/1/28
Steeple Crest(1)	5,960	6,230	5.00 %	8/1/26
Timbers at The Park(3)	10,960	11,072	3.68 %	12/31/32
Tuscany Villas(3)	1,300	1,469	3.68 %	4/30/27
	<u>\$ 120,879</u>	<u>\$ 123,678</u>		

- (1) The note is convertible, at our option, into a 100% ownership interest in the underlying property, and is collateralized by the underlying property.
- (2) The note bears interest at prime plus 1.0%.
- (3) Principal and interest payments on the notes from Unified Housing Foundation, Inc. ("UHF") are funded from surplus cash flow from operations, sale or refinancing of the underlying properties and are cross collateralized to the extent that any surplus cash available from any of the properties underlying the notes. The notes bear interest at the Secured Overnight Financing Rate ("SOFR") in effect on the last day of the preceding calendar quarter. UHF is determined to be a related party (See Note 11 - Related Party Transactions).
- (4) We are working with the borrower to extend the maturity and/or exercise our conversion option.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

9. Other Assets

At June 30, 2026 and December 31, 2025, our other assets are comprised of the following:

	June 30, 2026	December 31, 2025
Acquisition deposits	\$ 15,269	\$ 15,269
District receivables (1)	55,748	55,693
Interest receivable (2)	19,327	18,430
Tenant and other receivables	5,485	5,244
Prepaid expenses and other assets	9,777	8,384
Income tax receivable	29,376	29,376
	<u>\$ 134,982</u>	<u>\$ 132,396</u>

- (1) Represents roads, sewer, and utility infrastructure costs in connection with our development of Windmill Farms (See Note 6 - Real Estate Activity). These costs are reimbursable through road and utility bonds issued by certain freshwater districts of Kaufman County Texas.
- (2) Includes \$1,030 and \$1,259 at June 30, 2026 and December 31, 2025, respectively, related to notes receivable from UHF (See Note 8 - Notes Receivable and Note 11 - Related Party Transactions).

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
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10. Mortgages and Other Notes Payable

The following table summarizes our mortgages and other notes payable as of June 30, 2026 and December 31, 2025:

Property/ Entity	Carrying Value		Interest Rate	Maturity Date
	June 30, 2026	December 31, 2025		
Alera(1)	\$ 29,349	\$ 29,243	6.68 %	9/15/2026
Bandera Ridge(2)	22,858	18,808	6.68 %	12/15/2028
Blue Lake Villas(3)	9,053	9,146	3.15 %	11/1/2055
Blue Lake Villas Phase II(3)	3,151	3,192	2.85 %	6/1/2052
Chelsea(3)	7,588	7,686	3.36 %	12/1/2050
EQK Portage	3,350	3,350	5.00 %	11/13/2029
Forest Grove(4)	6,452	6,442	5.83 %	8/1/2031
Landing on Bayou Cane(3)	13,723	13,872	3.52 %	9/1/2053
Legacy at Pleasant Grove(3)	11,855	12,034	3.55 %	4/1/2048
Merano(5)	25,163	24,284	7.00 %	11/6/2028
Northside on Travis(3)	10,709	10,849	2.50 %	2/1/2053
Parc at Denham Springs(3)	15,496	15,683	3.75 %	4/1/2051
Parc at Denham Springs Phase II(3)	15,121	15,223	4.05 %	2/1/2060
RCM HC Enterprises	5,086	5,086	5.00 %	12/31/2029
Residences at Holland Lake(3)	9,897	10,006	3.60 %	3/1/2053
Villas of Park West Phase I(3)	8,675	8,779	3.04 %	3/1/2053
Villas of Park West Phase II(3)	7,884	7,977	3.18 %	3/1/2053
Vista Ridge(3)	9,076	9,165	4.00 %	8/1/2053
	<u>\$ 214,486</u>	<u>\$ 210,825</u>		

- (1) The construction loan allows borrowings up to \$33,000, bears interest at SOFR plus 3% and was to mature on March 15, 2026. The loan has been extended to September 15, 2026, with two one-year extension options.
- (2) The construction loan allows borrowings up to \$23,500, bears interest at SOFR plus 3% and matures on December 15, 2028.
- (3) The loan is insured by the U.S. Department of Housing and Urban Development under the Federal Housing Administration program.
- (4) The loan that bears interest at SOFR plus 2.15% and matures on August 1, 2031.
- (5) The construction loan allows borrowings up to \$25,407, bears interest at prime plus 0.25% and matures on November 6, 2028.

We have a construction loan to build Mountain Creek (See Note 6 - Real Estate Activity) that allows for borrowings of up to \$27,500, bears interest at SOFR plus 3.45% and matures on March 15, 2029. As of June 30, 2026, we have not borrowed on the loan.

As of June 30, 2026, we were in compliance with all of our loan covenants.

All of the above mortgages and other notes payable are collateralized by the underlying property. In addition, we have guaranteed the loans on Alera, Bandera Ridge, Merano, and Mountain Creek.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

11. Related Party Transactions

We engage in certain business transactions with related parties, including but not limited to asset acquisition and dispositions of real estate. Transactions involving related parties cannot be presumed to be carried out on an arm's length basis due to the absence of free market forces that naturally exist in business dealings between two or more unrelated entities. Related party transactions may not always be favorable to our business and may include terms, conditions and agreements that are not necessarily beneficial to or in our best interest.

Pillar and Regis are wholly owned by a subsidiary of May Realty Holdings, Inc. ("MRHI"), which also owns approximately 91.0% of ARL, which in turn owns approximately 79.2% of the Company. Pillar is compensated for advisory services in accordance with an advisory agreement and is compensated for development services in accordance with project specific agreements. Regis receives property management fees in accordance with the terms of its property-level management agreement. In addition, Regis is entitled to receive real estate brokerage commissions in accordance with the terms of a non-exclusive brokerage agreement.

Rental income includes \$152 and \$144 for the three months ended June 30, 2026 and 2025, respectively, and \$345 and \$289 for the six months ended June 30, 2026 and 2025, respectively, for office space leased to Pillar and Regis.

Property operating expense includes \$92 and \$88 for the three months ended June 30, 2026 and 2025, respectively, and \$190 and \$174 for the six months ended June 30, 2026 and 2025, respectively, for management fees on commercial properties payable to Regis.

General and administrative expense includes \$1,011 and \$1,025 for the three months ended June 30, 2026 and 2025, respectively, and \$1,983 and \$1,996 for the six months ended June 30, 2026 and 2025, respectively, for employee compensation and other reimbursable costs payable to Pillar.

Advisory fees paid to Pillar were \$1,986 and \$2,005 for the three months ended June 30, 2026 and 2025, respectively, and \$3,999 and \$4,436 for the six months ended June 30, 2026 and 2025, respectively. Development fees paid to Pillar were \$192 and \$488 for the three months ended June 30, 2026 and 2025, respectively, and \$300 and \$1,218 for the six months ended June 30, 2026 and 2025, respectively.

Notes receivable include amounts held by UHF (See Note 8 – Notes Receivable). UHF is deemed to be a related party due to our significant investment in the performance of the collateral secured by the notes receivable. In addition, we have a related party receivable from Pillar ("Pillar Receivable"), which represents amounts advanced to Pillar net of unreimbursed fees, expenses and costs as provided above. The Pillar Receivable bears interest in accordance with a cash management agreement. The interest rate on the Pillar Receivable is the SOFR on the last day of the preceding quarter. Interest income on the UHF notes and the Pillar Receivable was \$1,848 and \$2,521 for the three months ended June 30, 2026 and 2025, respectively, and \$4,297 and \$5,038 for the six months ended June 30, 2026 and 2025, respectively.

12. Noncontrolling Interests

The noncontrolling interest represents the third party ownership interest in Income Opportunity Realty Investors, Inc. ("IOR"). Shares of IOR are listed on the NYSE American stock exchange under the symbol of IOR.

On January 29, 2025, we acquired 21,678 shares of IOR through a tender offer for a total cost of \$454. In addition, we purchased 32,845 common shares of IOR in the open market in 2025 for a total cost of \$583. During the six months ended June 30, 2026, we purchased an additional 23,560 shares of IOR in the open market for a total cost of \$425.

We owned approximately 85.1% of IOR at June 30, 2026 and December 31, 2025.

TRANSCONTINENTAL REALTY INVESTORS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(dollars in thousands, except per share amounts)
(Unaudited)

13. Deferred Income

In previous years, we sold properties to related parties at a gain, and therefore the sales criteria for the full accrual method was not met, and as such, we deferred the gain recognition and accounted for the sales by applying the finance, deposit, installment or cost recovery methods, as appropriate. The gain on these transactions is deferred until the properties are sold to a non-related third party. As of June 30, 2026 and December 31, 2025, we had deferred gain of \$581.

14. Income Taxes

We are part of a tax sharing and compensating agreement with respect to federal income taxes with MRHI, ARL and IOR. In accordance with the agreement, our expense in each year is calculated based on the amount of losses absorbed by taxable income multiplied by the maximum statutory tax rate of 21%.

The following table summarizes our income tax (benefit) provision:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Current	\$ 97	\$ (499)	\$ 69	\$ 1,954
Deferred	(224)	2,541	(627)	1,410
	<u>\$ (127)</u>	<u>\$ 2,042</u>	<u>\$ (558)</u>	<u>\$ 3,364</u>

15. Commitments and Contingencies

We believe that we will generate excess cash from property operations in the next twelve months; such excess, however, might not be sufficient to discharge all of our obligations as they become due. We intend to sell income-producing assets, refinance real estate and obtain additional borrowings primarily secured by real estate to meet our liquidity requirements.

We were defendants in litigation related to a property sale that was completed in 2008, which was tried to a jury in March 2023. On March 18, 2023, the jury in the case returned a verdict in our favor. The trial court granted the Plaintiffs ("Nixdorf") a new trial, which we challenged by mandamus. On January 14, 2026, the Dallas Court of Appeals granted our petition and ordered the trial court to (1) vacate its new-trial order and (2) enter judgment in our favor on the jury's verdict. On June 19, 2026, the Texas Supreme Court denied Nixdorf's appeal.

We are a defendant in litigation with BT Cole Two regarding their exercise of an option to purchase 200 developed lots in Windmill Farms. The dispute relates to alleged contract breaches arising from alleged development delays and associated purchase pricing amount for the lots. The matter is currently in the discovery phase, with mediation anticipated before trial currently scheduled for October 2026. We intend to continue to vigorously defend against the allegations. While the ultimate outcome of the dispute is not determinable at this time, a loss is possible but the range of which, if any, cannot be reasonably estimated at this time.

16. Subsequent Events

The date to which events occurring after June 30, 2026, the date of the most recent balance sheet, have been evaluated for possible adjustment to the consolidated financial statements or disclosure is August 6, 2026, which is the date on which the consolidated financial statements were available to be issued.

On July 31, 2026, we acquired 269,299 shares of IOR common stock from Realty Advisors, Inc. ("RAI") for 134,649 newly issued common shares of the Company based on exchange rate of 0.5 share of common stock of the Company for each share of IOR common stock. The issuance of 134,649 new shares of TCI common stock increased our number of outstanding shares of common stock to 8,773,965 shares at July 31, 2026. RAI is the controlling shareholder of ARL and a wholly-owned subsidiary of MRHI.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis by management should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and Notes included in this Quarterly Report on Form 10-Q (the "Quarterly Report") and in our Form 10-K for the year ended December 31, 2025 (the "Annual Report").

This Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws, principally, but not only, under the captions "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". We caution investors that any forward-looking statements in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and on assumptions made by, and information currently available to, management. When used, the words "anticipate", "believe", "expect", "intend", "may", "might", "plan", "estimate", "project", "should", "will", "result" and similar expressions which do not relate solely to historical matters are intended to identify forward-looking statements. These statements are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We caution you that, while forward-looking statements reflect our good faith beliefs when we make them, they are not guarantees of future performance and are impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update our forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following:

- general risks affecting the real estate industry (including, without limitation, the inability to enter into or renew leases, dependence on tenants' financial condition, and competition from other developers, owners and operators of real estate);
- risks associated with the availability and terms of construction and mortgage financing and the use of debt to fund acquisitions and developments;
- demand for multifamily and commercial properties in our markets and the effect on occupancy and rental rates;
- our ability to obtain financing, enter into joint venture arrangements in relation to or self-fund the development or acquisition of properties;
- risks associated with the timing and amount of property sales and the resulting gains/losses associated with such sales;
- failure to manage effectively our growth and expansion into new markets or to integrate acquisitions successfully;
- risks and uncertainties affecting property development and construction (including, without limitation, construction delays, cost overruns, inability to obtain necessary permits and public opposition to such activities);
- risks associated with downturns in the national and local economies, increases in interest rates, and volatility in the securities markets;
- costs of compliance with the Americans with Disabilities Act and other similar laws and regulations; and
- potential liability for uninsured losses and environmental contamination.

The risks included here are not exhaustive. Some of the risks and uncertainties that may cause our actual results, performance, or achievements to differ materially from those expressed or implied by forward-looking statements, include among others, the factors listed and described at Part I, Item 1A. "Risk Factors" Annual Report on Form 10-K, which investors should review.

Management's Overview

We are an externally advised and managed real estate investment company that owns a diverse portfolio of income-producing properties and land held for development throughout the Southern United States. Our portfolio of income-producing properties includes residential apartment communities ("multifamily properties"), office buildings and retail properties ("commercial properties"). Our investment strategy includes acquiring existing income-producing properties as well as developing new properties on land already owned or acquired for specific development projects.

Our operations are managed by Pillar Income Asset Management, Inc. ("Pillar") in accordance with an Advisory Agreement and a Cash Management Agreement. Pillar's duties include, but are not limited to, locating, evaluating and recommending real estate and real estate-related investment opportunities. Pillar also arranges our debt and equity financing with third party lenders and investors. We have no employees and rely upon the employees of Pillar to render services to us in accordance with the terms of the Advisory Agreement. Pillar is considered to be a related party due to our common ownership by May Realty Holdings, Inc. ("MRHI"), which owns all of Pillar and approximately 91.0% of ARL, which in turn owns approximately 79.2% of the Company.

The following is a summary of our recent disposition, financing and development activities:

Disposition Activities

- On March 25, 2025, we received \$3.5 million in proceeds from the condemnation settlement that provided for the conveyance of 11.2 acres from our holdings in Windmill Farms, resulting in a gain on sale of \$3.1 million.
- On October 10, 2025, we sold Villas at Bon Secour, a 200 unit multifamily property in Gulf Shores, Alabama, for \$28.0 million. We used the proceeds from the sale to pay off the loan on the property (See "Financing Activities") and for general corporate purposes.
- During the year ended December 31, 2025, we sold 72 lots from our holdings in Windmill Farms for \$3.3 million, resulting in a gain on sale of \$2.6 million.
- During the six months ended June 30, 2026, we sold 42 lots from our holdings in Windmill Farms for \$2.0 million, resulting in a gain on sale of \$1.6 million.

Financing Activities

- On May 30, 2025, we paid off the \$10.8 million loan on 770 South Post Oak with cash on hand.
- On October 10, 2025, we paid off the \$18.8 million loan on Villas at Bon Secour in connection with the sale of the underlying property (See "Disposition Activities").
- On April 30, 2026, we extended the loan on Alera to September 15, 2026. The loan contains two one-year extension options.

Development Activities

We have agreements to develop two parcels of our land holdings in Windmill Farms. The agreements provide for the development of 125 acres of raw land into approximately 470 land lots to be used for single family homes. During the six months ended June 30, 2026, we spent \$0.4 million on reimbursable infrastructure investments.

We have entered into development agreements with Pillar to develop multifamily properties. In 2025, we completed the construction of Alera, a 240 unit multifamily property in Lake Wales, Florida; Bandera Ridge, a 216 unit multifamily property in Temple, Texas; and Merano, a 216 unit multifamily property in McKinney, Texas. All three of these properties are currently in lease-up, which are expected to stabilize in 2026. We are currently constructing Mountain Creek, a 234 unit multifamily property in Dallas, Texas; which is expected to be completed in 2027. As of June 30, 2026, we've incurred a total of \$17.0 million in the construction of Mountain Creek and expect to expend an additional \$33.0 million to complete the project, which will be funded in part by a construction loan that allows for borrowings of up to \$27.5 million.

Critical Accounting Policies

The preparation of our consolidated financial statements in conformity with United States generally accepted accounting principles ("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 those estimates.

Some of these estimates and assumptions include judgments on revenue recognition, estimates for common area maintenance and real estate tax accruals, provisions for uncollectible accounts, impairment of long-lived assets, the allocation of purchase price between tangible and intangible assets, capitalization of costs and fair value measurements. Our significant accounting policies are described in more detail in Note 2—Summary of Significant Accounting Policies in our notes to the consolidated financial statements in the Annual Report. However, the following policies are deemed to be critical.

Fair Value of Financial Instruments

We apply the guidance in ASC Topic 820, "Fair Value Measurements and Disclosures", to the valuation of real estate assets. These provisions define fair value as 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, establish a hierarchy that prioritizes the information used in developing fair value estimates and require disclosure of fair value measurements by level within the fair value hierarchy. The hierarchy gives the highest priority to quoted prices in active markets (Level 1 measurements) and the lowest priority to unobservable data (Level 3 measurements), such as the reporting entity's own data.

The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date and includes three levels defined as follows:

Level 1 – Unadjusted quoted prices for identical and unrestricted assets or liabilities in active markets.

Level 2 – Quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – Unobservable inputs that are significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Related Parties

We apply ASC Topic 805, "Business Combinations", to evaluate business relationships. Related parties are persons or entities who have one or more of the following characteristics, which include entities for which investments in their equity securities would be required, trust for the benefit of persons including principal owners of the entities and members of their immediate families, management personnel of the entity and members of their immediate families and other parties with which the entity may deal if one party controls or can significantly influence the decision making of the other to an extent that one of the transacting parties might be prevented from fully pursuing our own separate interests, or affiliates of the entity.

Results of Operations

Many of the variations in the results of operations, discussed below, occurred because of the transactions affecting our properties described above, including those related to the Development Properties, the Acquisition Properties and the Disposition Properties (each as defined below).

For purposes of the discussion below, we define "Same Properties" as all of our properties with the exception of those properties that have been recently constructed or are in lease-up ("Development Properties"), properties that have recently been acquired ("Acquisition Properties") and properties that have been disposed ("Disposition Properties"). A developed property is considered substantially complete or leased-up, when it achieves occupancy of 80% or more. We move a property in and out of Same Properties based on whether the property is substantially complete or in operation for the entirety of both periods of comparison.

For the comparison of three and six months ended June 30, 2026 to the three and six months ended June 30, 2025, the Development Properties were Alera, Bandera Ridge and Merano (See "Development Activities" in Management's Overview); and the Disposition Property was Villas at Bon Secour. There were no Acquisition Properties.

Total occupancy for Same Properties was 81% at June 30, 2026, which includes 93% at our multifamily properties and 58% at our commercial properties. Occupancy for our Alera, Bandera Ridge and Merano at June 30, 2026 was 86%, 85% and 77%, respectively.

The following table (dollars in thousands) summarizes our results of operations for the three and six months ended June 30, 2026 and 2025:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2026	2025	Variance	2026	2025	Variance
Multifamily Segment						
Revenue	\$ 8,950	\$ 8,493	\$ 457	\$ 17,383	\$ 17,257	\$ 126
Operating expenses	(6,117)	(4,531)	(1,586)	(11,511)	(8,571)	(2,940)
	<u>2,833</u>	<u>3,962</u>	<u>(1,129)</u>	<u>5,872</u>	<u>8,686</u>	<u>(2,814)</u>
Commercial Segment						
Revenue	3,916	3,667	249	7,824	6,911	913
Operating expenses	(2,059)	(2,004)	(55)	(3,998)	(3,941)	(57)
	<u>1,857</u>	<u>1,663</u>	<u>194</u>	<u>3,826</u>	<u>2,970</u>	<u>856</u>
Segment operating income ("NOI")	4,690	5,625	(935)	9,698	11,656	(1,958)
Other non-segment items of income (expense)						
Depreciation and amortization	(3,697)	(3,062)	(635)	(7,327)	(5,945)	(1,382)
General, administrative and advisory	(3,337)	(3,388)	51	(6,677)	(7,171)	494
Interest income, net	383	2,244	(1,861)	1,853	5,091	(3,238)
Gain on sale or write-down of assets, net	814	947	(133)	1,199	4,838	(3,639)
Other income (expense)	<u>127</u>	<u>(2,042)</u>	<u>2,169</u>	<u>558</u>	<u>(3,364)</u>	<u>3,922</u>
Net (loss) income	<u>\$ (1,020)</u>	<u>\$ 324</u>	<u>\$ (1,344)</u>	<u>\$ (696)</u>	<u>\$ 5,105</u>	<u>\$ (5,801)</u>

Comparison of the three months ended June 30, 2026 to the three months ended June 30, 2025:

Our \$1.3 million decrease in net income is primarily attributed to the following:

- The \$1.1 million decrease in multifamily NOI is due to decreases of \$0.6 million from the Development Properties and \$0.5 million from the Same Properties. The decrease in NOI from the Same Properties is due to a decrease in occupancy in certain markets due to increased competition from newly constructed properties. The decrease in NOI from the Development Properties is primarily due to the lease-up of newly constructed properties in 2025 (See "Development Activities" in Management's Overview).
- The \$0.2 million increase in NOI from our commercial segment is primarily due to a decrease in expense at Stanford Center.
- The \$1.9 million decrease in our interest income, net is due to a \$0.8 million decrease in interest income and a \$1.0 million increase in interest expense. The decrease in interest income was primarily due to a decrease in funds available for investments and a decline in interest rates. The increase in interest expense is primarily due to the interest on the Development Properties that were placed in service in the fourth quarter of 2025 (See "Development Activities" in Management's Overview).
- The increase in other expense is primarily attributed to the decrease in the tax provision, which was due to the gain on real estate transactions in 2025.

Comparison of the six months ended June 30, 2026 to the six months ended June 30, 2025:

Our \$5.8 million decrease in net income is primarily attributed to the following:

- Our multifamily segment had a \$2.8 million decrease in NOI, which was attributed to decreases of \$1.4 million from the Development Properties, \$1.1 million from the Same Properties and \$0.3 million from the Disposition Property. The decrease in NOI from the Same Properties is due to a decrease in occupancy in certain markets due to increased

competition from newly constructed properties. The decrease in NOI from the Development Properties is primarily due to the lease-up of newly constructed properties in 2025 (See "Development Activities" in Management's Overview).

- The \$0.9 million increase in NOI from our commercial segment is primarily due to an increase in occupancy at Browning Place and Stanford Center.
- The \$3.2 million decrease in interest income, net is due to a \$1.1 million decrease in interest income and a \$2.2 million increase in interest expense. The decrease in interest income was primarily due to a decrease in funds available for investments and a decline in interest rates. The increase in interest expense is primarily due to the interest on the Development Properties that were placed in service in the fourth quarter of 2025 (See "Development Activities" in Management's Overview).
- The \$3.6 million decrease in gain on sale or write down of assets, net is primarily due to the gain on condemnation of land at Windmill Farms in 2025 (See "Disposition Activities" in Management's Overview).
- The \$3.9 million change in other income (expense) is primarily attributed to the decrease in the tax provision, which was due to the gain on real estate transactions in 2025.

Liquidity and Capital Resources

Our principal sources of cash have been, and will continue to be, property operations; proceeds from land and income-producing property sales; collection of notes receivable; redemption of short-term investments; refinancing of existing mortgage notes payable; and additional borrowings, including mortgage and other notes payable.

Our principal liquidity needs are to fund normal recurring expenses; meet debt service and principal repayment obligations including balloon payments on maturing debt; fund capital expenditures, including tenant improvements and leasing costs; fund development costs not covered under construction loans; and fund possible property acquisitions.

We anticipate that our cash and cash equivalents as of June 30, 2026, along with cash that will be generated from notes, related party receivables and investment in short-term investments, will be sufficient to meet all of our cash requirements. We may selectively sell land and income-producing assets, refinance or extend real estate debt and seek additional borrowings secured by real estate to meet our liquidity requirements. Although history cannot predict the future, historically, we have been successful at refinancing and extending a portion of our current maturity obligations.

The following summary discussion of our cash flows is based on the consolidated statements of cash flows in our consolidated financial statements, and is not meant to be an all-inclusive discussion of the changes in our cash flows for the periods presented below (dollars in thousands):

	Six Months Ended June 30,		
	2026	2025	Variance
Net cash used in operating activities	\$ (5,367)	\$ (10,340)	\$ 4,973
Net cash used in investing activities	\$ (5,189)	\$ (25,431)	\$ 20,242
Net cash provided by financing activities	\$ 3,192	\$ 29,494	\$ (26,302)

The \$5.0 million decrease in cash used in operating activities is primarily due to an increase in other assets and a decrease in payments on accounts payable and other liabilities.

The \$20.2 million decrease in cash used in investing activities is primarily due to the \$41.8 million decrease in development and renovation of real estate offset in part by the \$20.2 million decrease in net redemption of short-term investments. The decrease in development and renovation of real estate is primarily due to the completion of Alera, Bandera Ridge and Merano in 2025 (See "Development Activities" in Management's Overview). The decrease in net redemption of short-term investments was due the decrease in development costs and the repayment of the mortgage on 770 South Post Oak in 2025.

The \$26.3 million decrease in cash provided by financing activities was primarily due to a \$38.0 million decrease in proceeds from mortgages and other notes payable offset in part by a \$11.1 million decrease in payments of mortgages and other notes payable. The decrease in proceeds from mortgages and other notes payable is due to the completion of Alera, Bandera Ridge and Merano (See "Development Activities" in Management's Overview) and the decrease in payments of mortgages and other notes payable is due to the repayment of the mortgage on 770 South Post Oak in 2025.

Funds From Operations ("FFO")

We use FFO in addition to net income to report our operating and financial results and consider FFO as supplemental measures for the real estate industry and a supplement to GAAP measures. The National Association of Real Estate Investment Trusts ("Nareit") defines FFO as net income (loss) (computed in accordance with GAAP), excluding gains or (losses) from sales of properties, plus real estate related depreciation and amortization, impairment write-downs of real estate and write-downs of investments in an affiliate where the write-downs have been driven by a decrease in the value of real estate held by the affiliate and after adjustments for unconsolidated joint ventures. Adjustments for unconsolidated joint ventures are calculated to reflect FFO on the same basis.

FFO is useful to investors in comparing operating and financial results between periods. This is especially true since FFO excludes real estate depreciation and amortization, as we believe real estate values fluctuate based on market conditions rather than depreciating in value ratably on a straight-line basis over time. We believe that such a presentation also provides investors with a meaningful measure of our operating results in comparison to the operating results of other real estate companies.

We believe that FFO does not represent cash flow from operations as defined by GAAP, should not be considered as an alternative to net income as defined by GAAP, and is not indicative of cash available to fund all cash flow needs. We also caution that FFO, as presented, may not be comparable to similarly titled measures reported by other real estate companies.

We compensate for the limitations of FFO by providing investors with financial statements prepared according to GAAP, along with this detailed discussion of FFO and a reconciliation of net income to FFO. We believe that to further understand our performance, FFO should be compared with our reported net income and considered in addition to cash flows in accordance with GAAP, as presented in our consolidated financial statements.

The following table reconciles net income attributable to the Company to FFO for the three and six months ended June 30, 2026 and 2025 (dollars and shares in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Net (loss) income attributable to the Company	\$ (1,127)	\$ 169	\$ (959)	\$ 4,787
Depreciation and amortization	3,697	3,062	7,327	5,945
Gain on sale or write down of assets, net	(814)	(947)	(1,199)	(4,838)
Gain on sale of land	814	947	1,412	4,092
FFO	<u>\$ 2,570</u>	<u>\$ 3,231</u>	<u>\$ 6,581</u>	<u>\$ 9,986</u>

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Optional and not included.

ITEM 4. CONTROLS AND PROCEDURES

Based on an evaluation by our management (with the participation of our Principal Executive Officer and our Principal Financial Officer), as of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Financial Officer, to allow timely decisions regarding required disclosures.

There has been no change in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in the 2025 10-K. For a discussion on these risk factors, please see “Item 1A. Risk Factors” contained in the 2025 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We have a program that allows for the repurchase of up to 1,637,000 shares of our common stock. This repurchase program has no termination date. There were no shares purchased under this program during the six months ended June 30, 2026. As of June 30, 2026, 1,230,535 shares have been purchased and 406,465 shares may be purchased under the program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

The following exhibits are filed with this report or incorporated by reference as indicated;

Exhibit Number	Description
3.0	Articles of Incorporation of Transcontinental Realty Investors, Inc., (incorporated by reference to Exhibit No. 3.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1991).
3.1	Certificate of Amendment to the Articles of Incorporation of Transcontinental Realty Investors, Inc., (incorporated by reference to the Registrant's Current Report on Form 8-K, dated June 3, 1996).
3.2	Certificate of Amendment of Articles of Incorporation of Transcontinental Realty Investors, Inc., dated October 10, 2000 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000).
3.3	Certificate of Designation of Transcontinental Realty Investors, Inc., setting forth the Voting Powers, Designations, References, Limitations, Restriction and Relative Rights of Series B Cumulative Convertible Preferred Stock, dated October 23, 2000 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000).
3.4	Certificate of Designation of Transcontinental Realty Investors, Inc., setting forth the Voting Powers, Designating, Preferences, Limitations, Restrictions and Relative Rights of Series C Cumulative Convertible Preferred Stock, dated September 28, 2001 (incorporated by reference to Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001).
3.5	Articles of Amendment to the Articles of Incorporation of Transcontinental Realty Investors, Inc., Decreasing the Number of Authorized Shares of and Eliminating Series B Preferred Stock dated December 14, 2001 (incorporated by reference to Exhibit 3.7 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001).
3.6	By-Laws of Transcontinental Realty Investors, Inc. (incorporated by reference to Exhibit No. 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1991).
3.7	Certificate of Designation of Transcontinental Realty Investors, Inc., setting forth the Voting Powers, Designations, Preferences, Limitations, Restrictions and Relative Rights of Series D Cumulative Preferred Stock filed August 14, 2006 with the Secretary of State of Nevada (incorporated by reference to Registrant's Current Report on Form 8-K for event dated November 21, 2006 at Exhibit 3.8 thereof).
3.8	Certificate of Amendment to the Articles of Incorporation of Transcontinental Realty Investors, Inc. amending Article TENTH, Subpart C (incorporated by reference to Exhibit 3.9 to the Registrant's Current Report on Form 8-K for event occurring on December 28, 2023, filed January 26, 2024).
31.1 *	Section 302 Certification of Erik L. Johnson, Chief Executive Officer.
31.2 *	Section 302 Certification of Alla Dzyuba, Chief Accounting Officer.
32.1 *	Section 906 Certifications of Erik L. Johnson and Alla Dzyuba.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

SIGNATURE PAGE

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

TRANSCONTINENTAL REALTY INVESTORS, INC.

Date: August 6, 2026

By: /s/ ERIK L. JOHNSON

Erik L. Johnson

President and Chief Executive Officer

CERTIFICATION

I, Erik L. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Transcontinental Realty Investors, 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 period presented in this report;
4. The registrant's other certifying officers(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 controls 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 evaluations; and
 - (d) Disclosed in the 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 officers(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: August 6, 2026

By: /s/ ERIK L. JOHNSON

Erik L. Johnson

President and Chief Executive Officer

CERTIFICATION

I, Alla Dzyuba, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Transcontinental Realty Investors, 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 period presented in this report;
4. The registrant's other certifying officers(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 controls 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 evaluations; and
 - (d) Disclosed in the 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 officers(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: August 6, 2026

By: /s/ ALLA DZYUBA

Alla Dzyuba

Senior Vice President and Chief Accounting Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officers of Transcontinental Realty Investors, Inc., a Nevada corporation (the “Company”) hereby certifies that:

- (i) The Company’s Quarterly Report on Form 10-Q for the three months ended June 30, 2026 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (ii) The information contained in the Company’s Quarterly Report on Form 10-Q for the three months ended June 30, 2026 fairly presents in all material respects, the financial condition and results of operations of the Company, at and for the period indicated.

Dated: August 6, 2026

By: /s/ ERIK L. JOHNSON

Erik L. Johnson

President and Chief Executive Officer

/s/ ALLA DZYUBA

Alla Dzyuba

Senior Vice President and Chief Accounting Officer