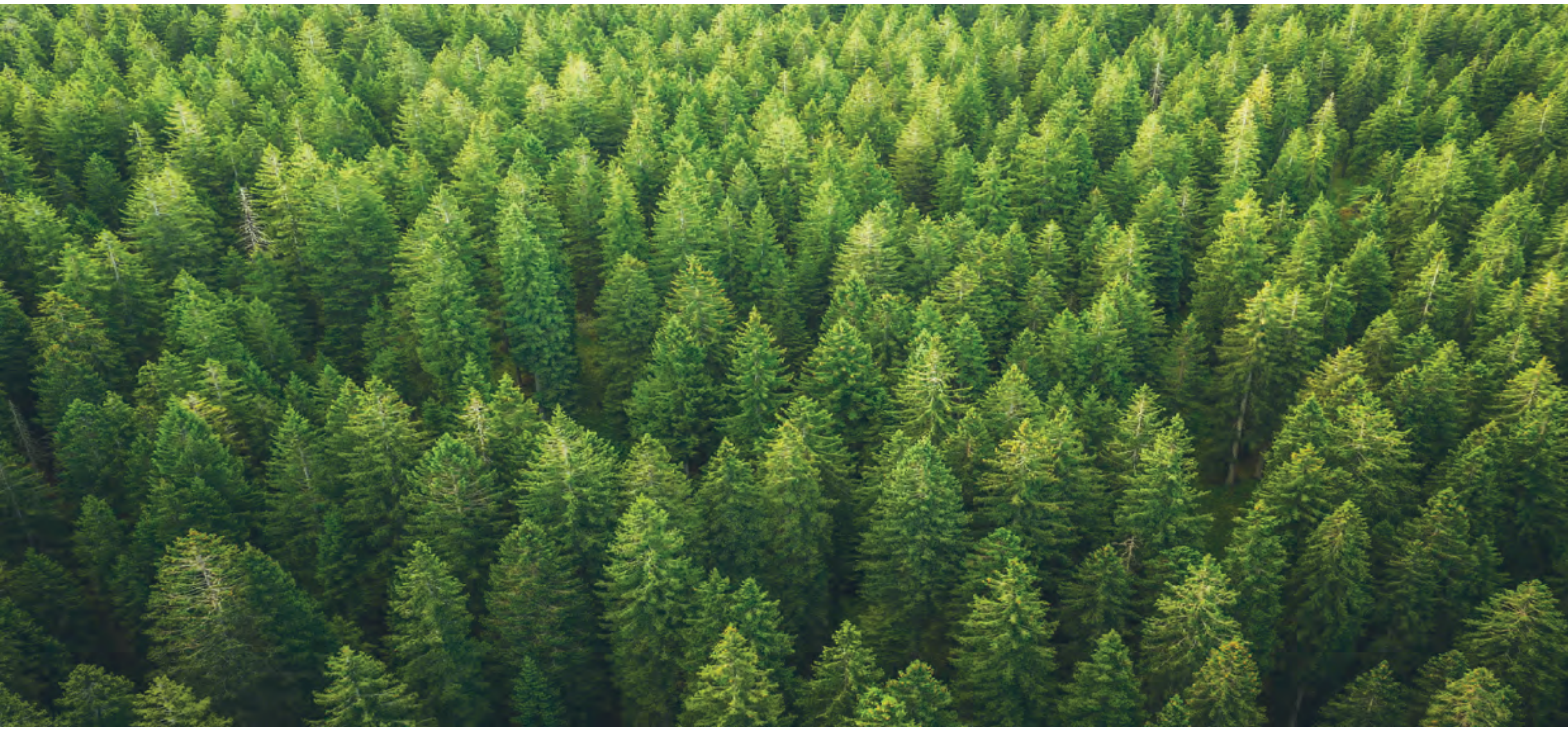
2023 ANNUAL REPORT



Rayonier
More than trees™

# REALIZING THE FULL POTENTIAL OF OUR LAND RESOURCES

# FINANCIAL HIGHLIGHTS

| (Dollars in millions) | 2023 | 2022 | 2021 |
|---|---|---|---|
| *Sales & Earnings* | | | |
| Sales | $ 1,056.9 | $ 909.1 | $ 1,109.6 |
| Pro Forma Revenue (Sales)[a] | 814.7 | 878.6 | 863.1 |
| Operating Income | 211.3 | 165.8 | 269.8 |
| Pro Forma Operating Income[a] | 108.5 | 138.5 | 161.6 |
| Net Income attributable to Rayonier, L.P. | 176.4 | 109.5 | 157.1 |
| Net Income attributable to Rayonier Inc. | 173.5 | 107.1 | 152.6 |
| Pro Forma Net Income[a] | 53.5 | 91.5 | 94.1 |
| *Adjusted EBITDA By Segment* [b] | | | |
| Southern Timber | $ 156.2 | $ 156.9 | $ 120.2 |
| Pacific Northwest Timber | 27.9 | 63.9 | 57.3 |
| New Zealand Timber | 50.0 | 54.5 | 78.5 |
| Timber Funds | — | — | 2.3 |
| Real Estate | 99.3 | 72.7 | 100.7 |
| Trading | 0.5 | 0.4 | 0.1 |
| (–) Corporate/Other | (37.4) | (34.2) | (29.4) |
| Total Adjusted EBITDA | $ 296.5 | $ 314.2 | $ 329.8 |
| *Cash Flow* | | | |
| Cash provided by Operating Activities | $ 298.4 | $ 269.2 | $ 325.1 |
| Cash Available for Distribution[b] | 163.9 | 191.5 | 208.0 |
| *Debt & Debt Ratios* | | | |
| Debt (excluding Timber Funds)[c] | $ 1,372.7 | $1,523.1 | $ 1,376.1 |
| Cash (excluding Timber Funds) | 207.7 | 114.3 | 358.7 |
| Net Debt | 1,165.0 | 1,408.8 | 1,017.4 |
| Net Debt to Enterprise Value[d] | 19% | 22% | 14% |

*[a] These non-GAAP measures are defined and reconciled on page 11.*

*[b] Adjusted EBITDA and Cash Available for Distribution (CAD) are non-GAAP measures defined and reconciled on pages 54, 55, and 56 within this Annual Report on Form 10-K.*

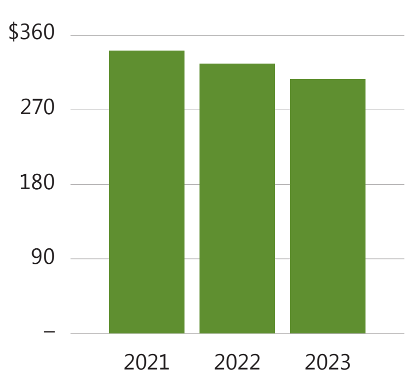
*[c] Total debt as of December 31, 2023, 2022, and 2021 reflects the principal on long-term debt, net of fair market value adjustments and gross of deferred financing costs and unamortized discounts of $6.9, $8.4, and $8.3 million, respectively.*

*[d] Enterprise value based on equity market capitalization (including Rayonier, L.P. units) plus net debt based on Rayonier Inc.'s share price at year-end.*

*[e] Excludes Timber Funds.*

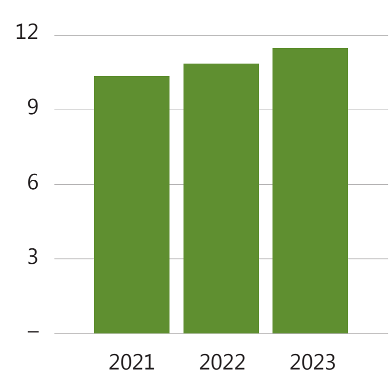
## Adjusted EBITDA[b]

*(Dollars in millions)*



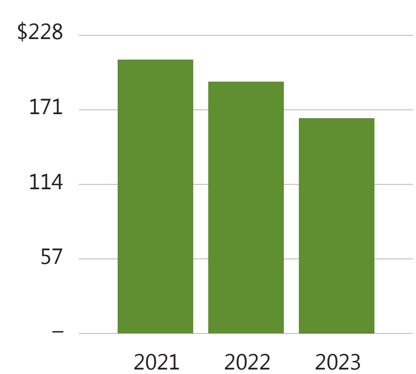

## Total Harvest[e]

*(Tons in millions)*




## CAD[b]

*(Dollars in millions)*



# DEAR FELLOW SHAREHOLDERS:

*This past year was marked by significantly challenging economic conditions, as rising interest rates brought about by efforts on the part of Central Banks to reign in global inflation slowed down economic activity, which in turn negatively impacted demand for lumber, paper, and other forest products.*

However, the positioning of our portfolio in some of the best global softwood timber markets helped us to weather this difficult market environment, as we were able to pivot production to relatively favorable end markets as the year progressed and as market conditions evolved. Notwithstanding the higher interest rate environment, our real estate markets remained remarkably strong, which helped to offset some of the challenges on the timber side of the business. Ultimately, the flexibility afforded by our pure-play timber REIT model helped us to generate relatively strong full-year Adjusted EBITDA results in line with our initial guidance entering the year.

## 2023 IN REVIEW

Full-year 2023 net income attributable to Rayonier was $173 million, or $1.17 per share, which included the impact from Large Dispositions, a non-cash pension settlement charge, a timber write-off resulting from a casualty event, and net recoveries associated with legal settlements. Excluding these items and adjusting for pro forma net income adjustments attributable to noncontrolling interests, full-year pro forma net income was $54 million, or $0.36 per share, which compares to pro forma net income of $92 million, or $0.62 per share, in 2022.

We generated full-year Adjusted EBITDA in 2023 of $297 million, down 6% versus the prior year total of $314 million. While market conditions were particularly challenging during the first half of the year, full-year results were bolstered by a relatively strong finish to the year. Full-year Cash Available for Distribution (CAD) was $164 million, representing a 14% decrease from the $192

million of CAD we generated in 2022, due to weaker full-year operating results as well as higher interest expense and capital expenditures as compared to the prior year.

In our Southern Timber segment, higher harvest volumes from acquisitions completed in late 2022 coupled with a $10 million increase in non-timber sales essentially offset a 15% decline in full-year weighted average stumpage prices, resulting in flat year-over-year Adjusted EBITDA. Stumpage pricing was down primarily due to destocking in containerboard markets and weaker lumber pricing, both of which led to reduced operating rates and overall softer demand. Our Pacific Northwest Timber

*New growth on a young pine tree in Texas*

segment, which is more heavily levered to lumber markets, experienced a 9% decrease in weighted average delivered log prices. Harvest volumes decreased 18% relative to the prior year, as we elected to defer roughly 150,000 tons of planned harvest volume in anticipation of more favorable market conditions in the future. With lower harvest volumes and prices in 2023, Adjusted EBITDA fell by 56% relative to the prior year. Adjusted EBITDA results in our New Zealand Timber segment declined 8% relative to the prior year, reflecting a number of factors. Cyclone Gabrielle struck New Zealand early in the year, resulting in considerable timber damage in multiple geographies, which in turn generated substantial salvage volume. While we experienced only modest impacts to our timberlands, we elected to reduce our harvest by 5% to keep from pushing more volume into an oversupplied market. Overall, delivered log prices fell 12% in 2023 relative to the prior year. While timber markets in New Zealand remained challenged throughout the year, carbon markets were a bright spot, as we realized $23 million in carbon credit sales, mostly in the back half of the year, after carbon credit pricing improved significantly. Finally, our Real Estate segment had a very strong year, with Adjusted EBITDA up 37% over 2022 driven primarily by 13,000 more acres sold, as higher-and-better-use (HBU) land sales activity was generally less impacted by the higher interest rate environment.

Rayonier

# BURGEONING LAND-BASED SOLUTIONS BUSINESS

The transition to a low carbon economy continues to gain momentum, with an increasing number of global net zero commitments—all with the goal of mitigating the negative impacts of global warming. We have carefully followed the evolution of this movement and have grown to recognize that land-based decarbonization solutions will play a critical role in climate change mitigation. Rayonier's 2.7-million-acre portfolio of timberlands in the U.S. and New Zealand sequester approximately 14.2 million metric tons of carbon equivalents per year—or roughly one metric ton every two seconds. Thus, our forests already play a significant role in climate change mitigation, and we are continually looking at how we can do more—both from the perspective of capitalizing on new business opportunities as well as focusing on our own emission reduction targets.

We have published annual comprehensive Carbon Reports beginning with 2019 activity, which detail the carbon sequestered by our forests as well as the Scope 1, 2, and 3 emissions from our various business lines. Notably, we are a recent signatory to The Climate Pledge, pursuant to which we have committed to reach net-zero carbon emissions by 2040. We are also one of the founding members of the International Sustainable Forestry Coalition, which is working to assure consistency in global forest carbon accounting and other forest sustainability practices.

For the past three years, we have been studying various business opportunities tied to the low carbon economy transition, examining both the fit for Rayonier as well as market readiness. We have distilled these into three broad categories: alternative or additional land uses, carbon markets, and fiber for bioenergy and biofuels. From Rayonier's perspective, we believe the alternative or additional land uses, which include solar, carbon capture and storage (CCS), and wind, represent the largest near-term opportunities. Carbon markets consist of both compliance carbon markets, such as the Emissions Trading Scheme in New Zealand, and voluntary carbon markets, which is primarily what we're operating under in the U.S. We are encouraged by the long-term prospects for carbon credits to play a meaningful role in the low-carbon economy transition and expect that voluntary markets in the U.S. will continue to evolve accordingly. However, given the strength of our U.S. timber markets, we see less of a near-term opportunity for Rayonier until forest carbon offsets are priced competitively with our traditional timber markets. Lastly, we see a longer-term opportunity to grow fiber for bioenergy projects such as bioenergy with carbon capture and storage or for biofuels such as sustainable aviation fuel; however, we expect a relatively long lead time for both technological innovation and capital deployment in this sector.

Collectively, we refer to these various carbon-related business opportunities as "land-based solutions," given that the common denominator across these various opportunities is the land that we own as well as our desire to optimize the economic and societal value of that land over time. Pursuant to our organizational announcements in early 2023, Doug Long, our Executive Vice President and Chief Resource Officer, is leading the build-out of our Land-Based Solutions business. To this end, Doug has organized a multi-disciplinary team to strategically pursue each of these various business opportunities. We see parallels in the creation of our Land-Based Solutions business with the creation of our Real Estate Development business ten years ago and believe our culture and measurement systems are well aligned with the goal of growing this business over time.

We believe that our two largest near-term opportunities are in solar and CCS. With the solar levelized cost of electricity having declined by more than 80% since 2008 and the advent of the Inflation Reduction Act subsidies, there has been a surge in solar development across the U.S. Third-party utility-scale solar projections call for roughly 1.3 million acres of land to be converted to solar farms through 2028. Roughly half of this growth is expected to occur in the U.S. South, of which two-thirds is projected to be in Texas and Florida, where Rayonier holds roughly 30% of its U.S. ownership. Therefore, we believe we are uniquely well positioned—both on an absolute basis and relative to our peers—to capitalize on solar growth within our land base. As of year-end 2023, we had 28,000 acres under solar option and our first operational solar lease comprising roughly 600 acres in Texas. By the end of 2024, we expect to have roughly 50,000 acres under solar option, representing a seven-fold increase over the 7,000 acres we had under option in 2021.

During the Investor Day we hosted in February, we laid out illustrative solar lease economics as well as our future expectations for this business. During the option period, which generally has a term of three to five years, the landowner receives an annual base option payment, which is roughly equivalent to timber Adjusted EBITDA, while the solar developer conducts due diligence on-site suitability, including interconnection feasibility and cost. We generally expect that 25% to 40% of our solar options will ultimately be converted to solar leases. If a solar option is converted to a long-term lease, the annual lease payment jumps to roughly 10-15 times timber Adjusted EBITDA. So, in addition to being more carbon positive relative to growing trees, a solar lease provides significantly enhanced economics for the landowner versus timber operations. We are actively working with numerous counterparties to increase our solar option pipeline, and we are increasingly shifting toward working with larger scale utilities as counterparties.

Over the next decade, it is anticipated that the carbon capture utilization and storage market will increase 14-fold to nearly 300 million tons per year. As we have come to better understand the CCS market, we are encouraged by the fit with our land base, particularly in east Texas and southwest Louisiana. A successful CCS project needs three key elements: proximity to high-purity emission sources, ample geologic storage capacity, and access to pipelines designed to move the liquified carbon to injection wells for underground storage. The importance of high-purity emission sources is tied to CCS economics, as lower purity emissions and direct air capture technologies are both still cost prohibitive. We recently announced that we have 59,000 acres under CCS lease with ExxonMobil, and expect to have a total of 70,000 acres under CCS lease with multiple counterparties by the end of 2024.

During our Investor Day, we also laid out illustrative CCS lease economics. During the pre-injection period of two to five years, during which time the counterparty is seeking to secure permitting, the landowner typically receives a base rental payment equivalent to roughly one to two times timber Adjusted EBITDA. After the permit is obtained, the lease payment converts to a variable injection royalty payment based on the number of injection wells and the volume of carbon injected into the pore space, which can represent three to five times timber Adjusted EBITDA while the landowner can also continue to grow timber on the surface. Similar to solar leases, CCS leases represent a meaningful increment to timber economics while also providing for the removal of carbon dioxide that would otherwise be emitted.

While we do not anticipate material near-term growth for Rayonier in other Land-Based Solutions businesses—such as wind energy, voluntary carbon offsets, and growing fiber for bioenergy and biofuels—we continue to advance efforts on each of these fronts. Over time, we expect the economics for each of these markets to improve and are positioning our lands to capitalize on these opportunities.

In conjunction with our recent Investor Day, we established Adjusted EBITDA targets for our Land-Based Solutions business of $30 million by 2027 and $75 million by 2030. The steep ramp-up in Adjusted EBITDA beyond 2027 is driven by the long lead time for permitting of both solar and CCS projects. Beyond 2030, we expect continued growth across the spectrum of our Land-Based Solutions businesses, and believe our lands are well positioned on both an absolute and relative basis.

*Polk County, Texas solar farm project*

# RESTOCKING THE REAL ESTATE DEVELOPMENT PIPELINE

Ten years ago, we embarked on a strategy to expand Rayonier's real estate business beyond its historical focus on sales of HBU rural lands, non-strategic timberlands, and conservation parcels. The company had participated in a process resulting in local government adoption of a long-term master plan to guide development on 24,000 acres north of Jacksonville, Florida—an area now known as Wildlight. However, given the size and unproven development potential of this property, we determined that we could not realize its full value through a sale. In order to unlock the value potential in this area, the company sought a detailed mixed-use entitlement on a smaller 3,000-acre subset and proceeded to build a team to execute a strategy to become a master developer of this parcel.

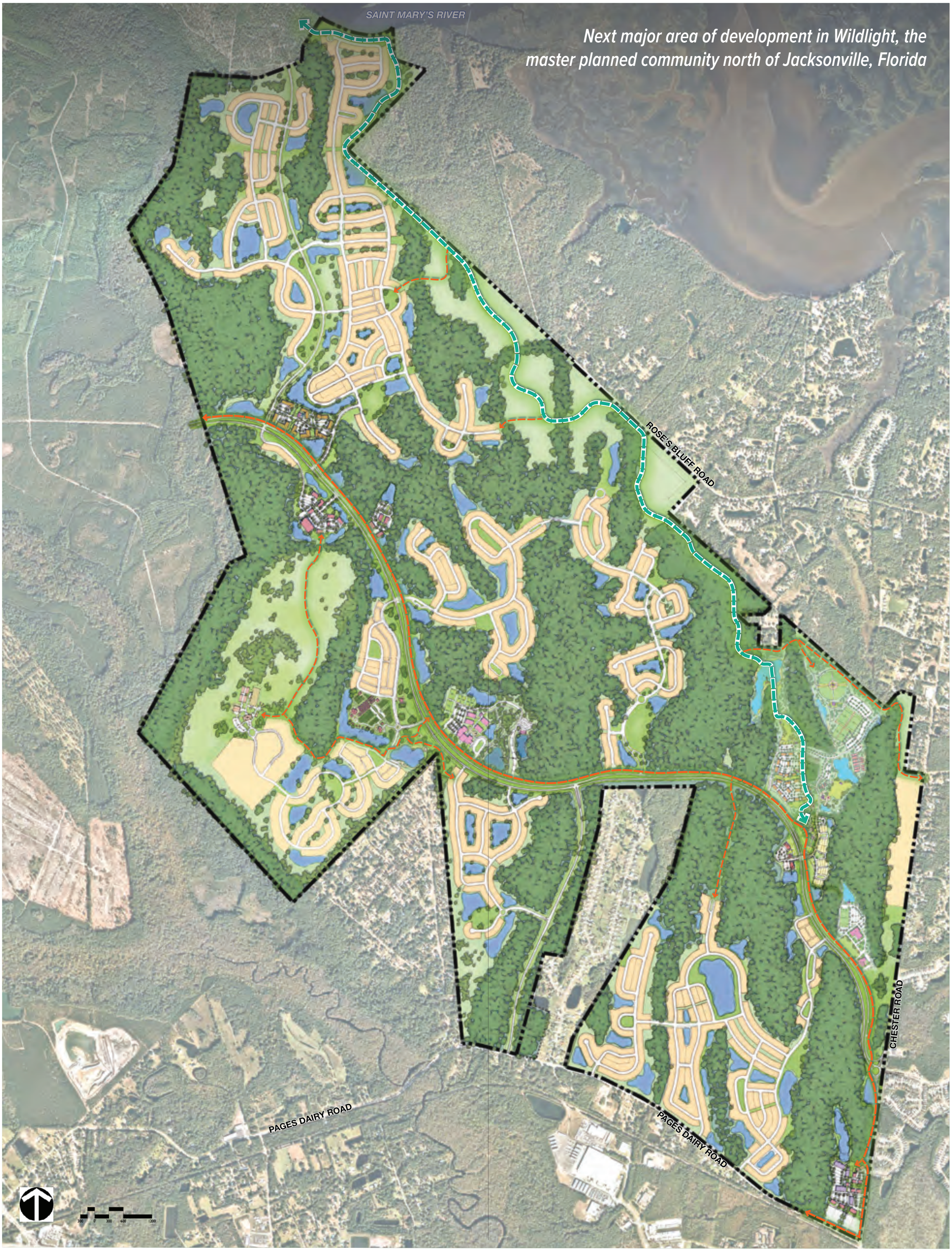
In 2016, we launched the first phase of Wildlight—a 300-acre village center intended as a proof of concept for the development potential within this 3,000-acre entitled area. At that time, we were clear with investors that if we were solely focused on the return potential from this initial phase of Wildlight, it wouldn't be worth our time or resources to proceed with such a project. However, while we were certainly focused on generating a competitive return on that initial project investment, our broader focus was on unlocking the value of the whole 24,000 acres within the initial master plan, as well as the broader 50,000 acres of our ownership that is within a 10-mile radius of that initial phase of the project.

Since that time, we have made significant progress on our Wildlight project. With a mix of both commercial and residential sales, we have absorbed about one-third of the initial 3,000 acres of the project. We have also transitioned from selling finished residential lots that we constructed with our own capital to selling residential pods, or clusters of entitled but not yet constructed lots, for homebuilders to construct their own finished lots. In both instances, in addition to an initial payment upon closing on the sale of the land, we typically collect a second payment at the time of the final home sale based on the sales price of the home. This structure allows us to both accelerate absorption as well as align our interests with our homebuilder customers. As the project has progressed, we've also shifted from working primarily with local builders to now working with much larger and better-capitalized national builders. This transition to pod sales and national builders has acted to accelerate absorption, lower our capital exposure, improve returns, and de-risk the project going forward.

As the Wildlight project progressed, and as we gained greater confidence in our ability to execute this strategy of unlocking value from our timberlands, we sought to further grow this platform. In 2021, we launched the Heartwood project on a 7,000-acre subset of 20,000 acres located south of Savannah, Georgia. This property, which spans I-95, has both industrial zoning to the west with rail access to the Port of Savannah as well as residential and commercial zoning to the east. As with Wildlight, it enjoys a highly rated school district and benefits from strong migration trends, with the Savannah Metropolitan Statistical Area (MSA) being the ninth fastest growing MSA in the country. Another catalyst for initiating the Heartwood project was the opening of a new I-95 interchange that bisects our project, an effort that the company had worked on with local and regional officials for several years. The combination of the opening of the I-95 interchange and a rise in demand for land suitable for distribution centers spurred by the onset of the COVID-19 pandemic, accelerated the development of the industrial portion of the project, which in turn accelerated the absorption of the residential portion of the project. Like Wildlight, we shifted from the sale of finished lots to the sale of pods to accelerate residential absorption and lessen our capital exposure. We also adopted a similar strategy as we had done in Wildlight of partnering with a leading regional healthcare provider, whose substantial capital investments are expected to add greater appeal to the residential development. We are excited about the future prospects for this project and expect the construction of the nearby Hyundai electric vehicle plant, which is on track to open this year, to result in further acceleration of absorption.

Following the early success of Wildlight, in which we were seeing higher than anticipated absorption, we set about restocking the development pipeline for this project by seeking additional detailed entitlements on the next 15,000-acre phase of the project. We were pleased to receive approval for this entitlement in late 2023. At roughly five times the size of the original entitlement, coupled with the early success of the project, we are confident that this entitlement will help to both draw other quality national homebuilders to Wildlight as well as accelerate absorption of the project. With the Jacksonville MSA enjoying the sixth fastest growth nationally, we believe this project is very well positioned for future success. Lastly, given that we own roughly 50,000 acres within a 10-mile radius of the project, we believe the success of Wildlight will add substantial value to our neighboring timberlands.

Our efforts to restock our real estate development pipeline have not stopped with our work at Wildlight and Heartwood. We have also worked hard in recent years to engage with various local




*Next major area of development in Wildlight, the master planned community north of Jacksonville, Florida*

Rayonier timberland in Washington

governments in both northeast Florida and southeast Georgia on portions of our ownership that we believe have longer term development potential. Our success and growing reputation from the work we have done in both Wildlight and Heartwood have helped pave the way for fruitful collaboration with community stakeholders working to plan for responsible growth and future real estate development entitlements. In addition, we are continuing the entitlement work initiated by Pope Resources in west Puget Sound, particularly around the historic mill town of Port Gamble. We expect these collective efforts will help to maintain the momentum we have built over the last decade.

Overall, we are very pleased with the growth of our Real Estate Development business and its contributions to our Real Estate segment. As we laid out during our recent Investor Day, we anticipate the Real Estate Development business will grow its Adjusted EBITDA contribution from an average of $28 million in 2021-2025 to $40 million in 2026-2030. We also anticipate that this business will generate $25,000 or more per acre of bare land value (net of development investments), as well as enhance the value of our surrounding timberlands.

## INITIATIVE TO ENHANCE SHAREHOLDER VALUE

In November, we announced an asset disposition and capital structure realignment plan targeting $1 billion of select asset sales over the next 18 months. This plan was designed to reduce our leverage, help close the public-private valuation gap in our stock, and return meaningful capital to shareholders. At that time, we also announced the first installment of asset sales with the disposition of 55,000 acres in southwest Oregon for $242 million. This sale, which closed by year-end, allowed us to pay down $150 million of our only floating rate debt and return $30 million to shareholders in the form of a special distribution.

When we completed two large timberland acquisitions in late 2022 totaling 138,000 acres for $454 million, it marked the largest cash acquisition we had completed in two decades. The combined quality and scale of these assets, which were in strong markets in Texas, Louisiana, Alabama, and Georgia, comes along only once every few decades. These transactions improved the overall quality of our U.S. South portfolio with a higher average site index, percent plantation, inventory stocking, and sustainable yield per acre relative to our legacy U.S. South portfolio. With a sustainable yield of 4.8 tons per acre per year, the acquisitions improved our U.S. South sustainable yield by 11% to approximately 7 million tons per year.

Notwithstanding the positive attributes of these properties, the acquisitions did increase our net debt to Adjusted EBITDA ratio to just under 5.0x, half a turn above the upper bound of our target leverage ratio of 4.5x or lower. We realized going into the transactions that we would have to take steps to reduce our leverage to get it back in line with our target debt ratio over time. As 2023 progressed, however, it became increasingly clear that we were in a “higher-for-longer” interest rate environment, which in turn led us to rethink our long-term target leverage ratio. While we currently enjoy a very attractive, 100% fixed-rate debt structure with a 2.8% weighted average cost of debt, we recognize that when this debt needs to be refinanced beginning in 2026, it will be at a substantially higher interest rate. We therefore concluded that we should proactively lower our target net debt to Adjusted EBITDA ratio to 3.0x or lower, and that we should target asset sales to achieve this new target. At the same time, we saw a material disconnect between the implied public market value of our timberlands based on our stock price and the private market values being paid in precedent transactions.

This ultimately led to the plan to sell $1 billion of timberland assets over the next 18 months, which we announced last November in conjunction with our third quarter earnings. Given REIT income distribution requirements, we will not be able to use all sales proceeds to reduce debt. Instead, we are generally limited to reducing our debt by the tax basis in individual properties that are sold. This factored into the overall sizing of the asset sale plan and will also factor into how we ultimately return capital to shareholders pursuant to the plan (i.e., special distributions versus share buybacks).

We have said publicly that all options are on the table as we contemplate how best to meet our $1 billion asset disposition target. We communicated during our recent Investor Day that we have identified approximately 100,000 acres in the U.S. South and over 100,000 acres in the Pacific Northwest as potential sale candidates. We further communicated that we are examining our joint venture structure in New Zealand, while acknowledging that the governance structure of the joint venture is expected to lead to a lengthier evaluation process. We will make announcements of our incremental progress towards our disposition target as we get properties under contract or close transactions.

# PASSING THE BATON

This will be my final annual letter as the CEO of Rayonier, as I retired at the end of March. I am excited to be handing off the leadership baton to Mark McHugh, who has done an amazing job as Rayonier's CFO over the last nine years.

Our leadership succession process began in earnest when I informed our Board that I was considering retirement in the summer of 2024 in concert with my tenth anniversary with the company. Along with the aid of a consultant, we initiated a very deliberate and thoughtful succession planning process. We were fortunate to have a very deep bench of talent and a very robust succession planning process, so we were not only ready to address the CEO succession decision, but also all the cascading succession decisions deeper down in the organization.

We also recognized that with the major changes facing our sector associated with the transition to a low carbon economy, we should also address the corresponding future organizational needs in the context of our leadership succession process. As part of our succession planning, the Board promoted Mark McHugh to President in January of 2023. Additionally, we decided to broaden our organizational announcements to address the leadership of our burgeoning Land-Based Solutions business. To this end, in January of 2023, we also announced the promotion of Doug Long to Executive Vice President and Chief Resource Officer with responsibility for overseeing our Land-Based Solutions business.

Over this past year, Mark and Doug have taken on more responsibilities as we've prepared for the leadership succession. This in turn led to other cascading leadership changes as well as the expansion of our senior leadership team to address our growing Land-Based Solutions opportunities. As I prepared to formally pass the baton at the end of March, I was excited for Mark and his new leadership team. They are ready to take on the challenges that lie ahead as well as capitalize on the opportunities that will benefit Rayonier. Putting on my Rayonier shareholder hat, I am very confident in their future stewardship of the company.

On behalf of our senior leadership team and Board of Directors, I would like to thank our entire team for their dedication and hard work in managing through a challenging and volatile year. I would also like to thank our shareholders for your continued trust in our stewardship of your investment in Rayonier. As always, we welcome your input and feedback.

David L. Nunes
Chief Executive Officer

# RECONCILIATION OF NON-GAAP MEASURES

| (Dollars in millions, except per-share amounts) | 2023 | | 2022 | | 2021 | |
|---|---|---|---|---|---|---|
| **PRO FORMA REVENUE (SALES)** [(a)] | | | | | | |
| Sales | $1,056.9 | | $ 909.1 | | $1,109.6 | |
| Sales attributable to noncontrolling interests in Timber Funds | — | | — | | (159.1) | |
| Fund II Timberland Dispositions attributable to Rayonier[(b)] | — | | — | | (31.4) | |
| Large Dispositions[(c)] | (242.2) | | (30.5) | | (56.0) | |
| Pro Forma Revenue (Sales) | $ 814.7 | | $ 878.6 | | $ 863.1 | |
| **PRO FORMA OPERATING INCOME** [(d)] | | | | | | |
| Operating Income | $ 211.3 | | $ 165.8 | | $ 269.8 | |
| Timber write-offs resulting from casualty events[(e)] | 2.3 | | 0.7 | | — | |
| Gain associated with the multi-family apartment complex sale attributable to NCI[(f)] | — | | (11.5) | | — | |
| Gain on investment in Timber Funds[(g)] | — | | — | | (7.5) | |
| Fund II Timberland Dispositions attributable to Rayonier[(b)] | — | | — | | (10.3) | |
| Operating income attributable to NCI in Timber Funds | — | | — | | (45.6) | |
| Large Dispositions[(c)] | (105.1) | | (16.6) | | (44.8) | |
| Pro Forma Operating Income | $ 108.5 | | $ 138.5 | | $ 161.6 | |
| **PRO FORMA NET INCOME** [(h)] | | Per diluted share | | Per diluted share | | Per diluted share |
| Net Income attributable to Rayonier Inc. | $ 173.5 | $ 1.17 | $ 107.1 | $ 0.73 | $ 152.6 | $ 1.08 |
| Large Dispositions[(c)] | (105.1) | (0.70) | (16.6) | (0.11) | (44.8) | (0.31) |
| Net recovery on legal settlements[(i)] | (20.7) | (0.14) | — | — | — | — |
| Timber write-offs resulting from casualty events[(e)] | 2.3 | 0.02 | 0.7 | — | — | — |
| Pension settlement charge[(j)] | 2.0 | 0.01 | — | — | — | — |
| Gain on investment in Timber Funds[(g)] | — | — | — | — | (7.5) | (0.05) |
| Fund II Timberland Dispositions attributable to Rayonier[(b)] | — | — | — | — | (10.3) | (0.07) |
| Loss from terminated cash flow hedge[(k)] | — | — | — | — | 2.2 | 0.02 |
| Loss related to debt extinguishments and modifications[(l)] | — | — | — | — | 0.2 | — |
| Pro forma net income adjustments attributable to noncontrolling interests[(m)] | 1.5 | — | 0.3 | — | 1.7 | — |
| Pro Forma Net Income | $ 53.5 | $0.36 | $ 91.5 | $ 0.62 | $ 94.1 | $ 0.67 |

*(a) "Pro forma revenue (sales)" is defined as revenue (sales) adjusted for Large Dispositions, sales attributable to noncontrolling interests in Timber Funds, and Fund II timberland dispositions. Rayonier believes that this non-GAAP financial measure provides investors with useful information to evaluate our core business operations because it excludes specific items that are not indicative of the Company's ongoing operating results.*

*(b) "Fund II Timberland Dispositions" represent the disposition of Fund II Timberland assets, which we managed and owned a co-investment stake in. "Fund II Timberland Dispositions attributable to Rayonier" represents the proportionate share of Fund II Timberland Dispositions that are attributable to Rayonier.*

*(c) "Large Dispositions" are defined as transactions involving the sale of productive timberland assets that exceed $20 million in size and do not reflect a demonstrable premium relative to timberland value.*

*(d) "Pro forma operating income" is defined as operating income adjusted for operating income attributable to noncontrolling interests in Timber Funds, the gain associated with the multi-family apartment complex sale attributable to noncontrolling interests, the gain on investment in Timber Funds, Fund II Timberland Dispositions, timber write-offs resulting from casualty events and Large Dispositions. Rayonier believes that this non-GAAP financial measure provides investors with useful information to evaluate our core business operations because it excludes specific items that are not indicative of the Company's ongoing operating results.*

*(e) "Timber write-offs resulting from casualty events" includes the write-off of merchantable and pre-merchantable timber volume damaged by casualty events that cannot be salvaged.*

*(f) "Gain associated with the multi-family apartment complex sale attributable to noncontrolling interests" represents the gain recognized in connection with the sale of property by the Bainbridge Landing joint venture attributable to noncontrolling interests.*

*(g) "Gain on investment in Timber Funds" represents the gain recognized on the sale of rights to manage two timber funds (Funds III and IV) previously managed by the Company's Olympic Resources Management (ORM) subsidiary, as well as its co-investment stake in both funds.*

*(h) "Pro forma net income" is defined as net income attributable to Rayonier Inc. adjusted for its proportionate share of the net recoveries associated with legal settlements, timber write-offs resulting from casualty events, a pension settlement charge, the gain on investment in timber funds, Fund II timberland dispositions, losses from a terminated cash flow hedge, losses related to debt extinguishments and modifications, and Large Dispositions. Rayonier believes that this non-GAAP financial measure provides investors with useful information to evaluate our core business operations because it excludes specific items that are not indicative of ongoing operating results attributable to Rayonier.*

*(i) "Net recovery on legal settlements" reflects net proceeds received from litigation regarding insurance claims.*

*(j) "Pension settlement charge" reflects the loss recognized upon remeasurement of the Company's defined benefit plan due to one-time lump sum payments made to participants during the fourth quarter of 2023.*

*(k) "Loss from terminated cash flow hedge" is the mark to market loss recognized in earnings due to the early termination of an interest rate swap, as the hedged cash flows will no longer occur.*

*(l) "Loss related to debt extinguishments and modifications" includes prepayment penalties, unamortized capitalized loan costs associated with repaid debt and legal and arrangement fees associated with refinancing, partially offset by the gain on fair value of extinguished debt.*

*(m) "Pro Forma net income adjustments attributable to noncontrolling interests" are the proportionate share of pro forma items that are attributable to noncontrolling interests.*

Rayonier

# RAYONIER TIMBERLAND ACREAGE* TOTAL:

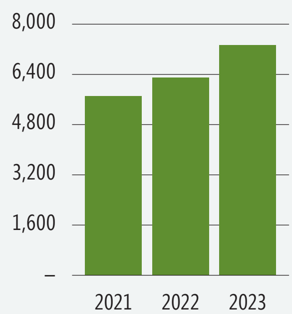
# 2.7 Million Acres

* Acreage as of 12/31/2023

## U.S. South

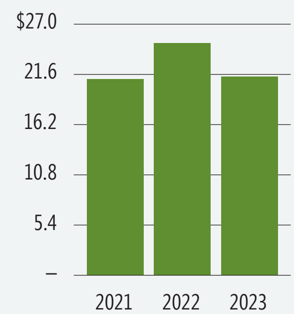
- Acreage: 1.85mm acres
- Sustainable Yield: 6.8–7.2mm tons
- Planted/Plantable: 67%
- Average Site Index [1]: 73 feet

### HARVEST VOLUME
*(Tons in thousands)*




### ADJUSTED EBITDA
*(Dollars in millions)*

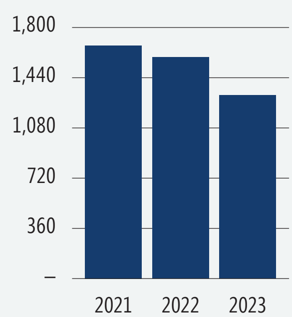

### ADJ. EBITDA/TON
*(Dollars per ton)*



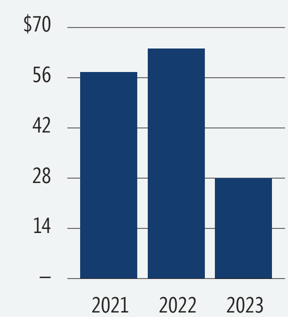

## U.S. Pacific Northwest

- Acreage: 418,000 acres
- Sustainable Yield:
- 1.25–1.45mm tons
- Planted/Plantable: 74%
- Average Site Index [2]: 116 feet

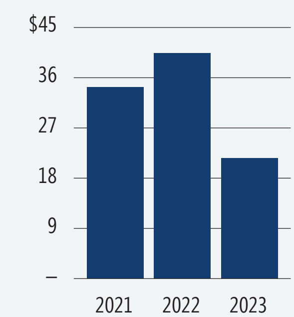
### HARVEST VOLUME
*(Tons in thousands)*




### ADJUSTED EBITDA
*(Dollars in millions)*

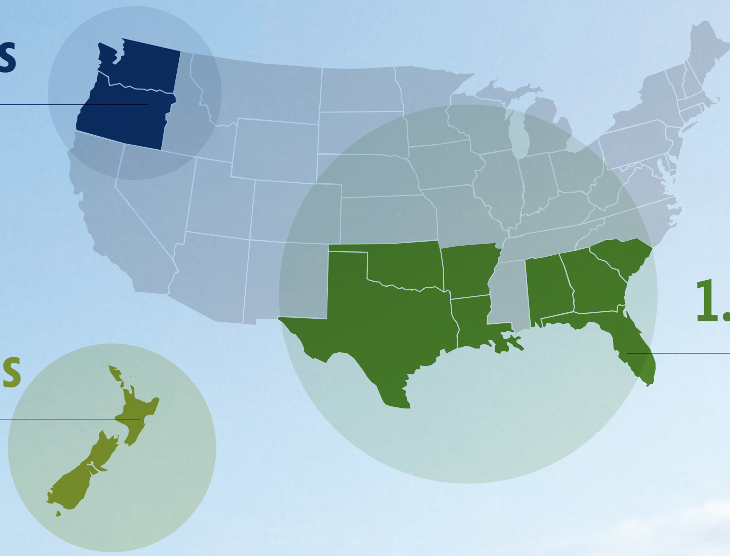



### ADJ. EBITDA/TON
*(Dollars per ton)*






[1] *Site index reflects the average height of the dominant and codominant trees at a base age of 25.*
[2] *Site index reflects the average height of the dominant and codominant trees at a base age of 50.*



**418,000 Acres**

U.S. Pacific Northwest

**1.85MM Acres**

U.S. South

**421,000 Acres**

New Zealand

## New Zealand

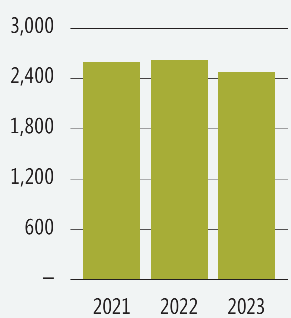
» *Acreage: 421,000 acres*

» *Sustainable Yield:*
» *2.4–2.7mm tons*

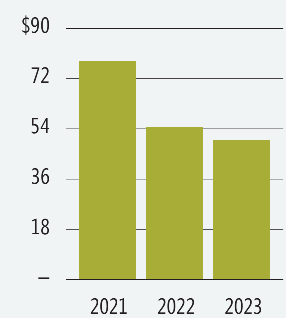
» *Planted/Plantable: 71%*

» *Average Site Index [3]: 95 feet*

### HARVEST VOLUME
*(Tons in thousands)*




### ADJUSTED EBITDA
*(Dollars in millions)*




### ADJ. EBITDA/TON
*(Dollars per ton)*


## Real Estate

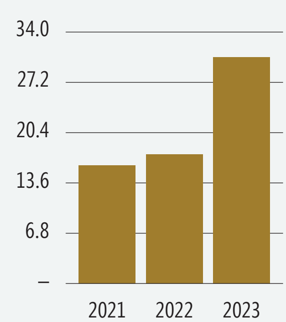
» *Transitioning Select Properties to Higher and Better Uses*

» *Large-scale Development Projects: Wildlight, FL and Heartwood, GA*

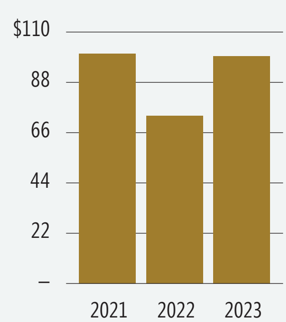
» *Optimize Value and Create Optionality with Land Use Entitlements*

» *Earn and Capture Financial Premiums*

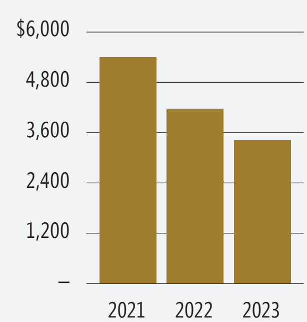
### ACRES SOLD[4]
*(Acres in thousands)*




### ADJUSTED EBITDA
*(Dollars in millions)*




### PRICE/ACRE[5]
*(Dollars per acre)*




*[3] Site index reflects the average height of the dominant and codominant trees at a base age of 20.*
*[4] Excludes Large Dispositions.*
*[5] Excludes Large Dispositions, Improved Development, and Conservation Easements.*

Rayonier

Conservation area in Wildlight

Florida Forestry Teachers' Tour

## COMMITTED TO CURRENT AND FUTURE GENERATIONS

Our long-term success as a company depends on the environmental and economic sustainability of our working forests. We recognize the importance of investing in our people and the local communities in which we operate across the U.S. and New Zealand. We strive to be the employer of choice in the forestry sector, as well as an active and engaged member of our local communities.

Rayonier

Form 10-K

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

(Mark One)

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

For the fiscal year ended December 31, 2023

OR

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

For the transition period from to

**RAYONIER INC.**

(Exact name of registrant as specified in its charter)

| **North Carolina** | **1-6780** | **13-2607329** |
|---|---|---|
| (State or other Jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification Number) |

**Rayonier, L.P.**

(Exact name of registrant as specified in its charter)

| **Delaware** | **333-237246** | **91-1313292** |
|---|---|---|
| (State or other Jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification Number) |

**1 RAYONIER WAY**
**WILDLIGHT, FL 32097**
**(Principal Executive Office)**
**Telephone Number: (904) 357-9100**

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

| Title of each class | Trading Symbol | Exchange |
|---|---|---|
| Common Shares, no par value, of Rayonier Inc. | RYN | New York Stock Exchange |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
**Rayonier Inc.** Yes ☒ No ☐ **Rayonier, 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 Exchange Act.
**Rayonier Inc.** Yes ☐ No ☒ **Rayonier, 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.
**Rayonier Inc.** Yes ☒ No ☐ **Rayonier, 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
**Rayonier Inc.** Yes ☒ No ☐ **Rayonier, 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.

**Rayonier Inc.**

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller Reporting Company ☐ Emerging Growth Company ☐

**Rayonier, 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.
**Rayonier Inc.** ☐ **Rayonier, L.P.** ☐

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.
**Rayonier Inc.** Yes ☒ No ☐ **Rayonier, L.P.** Yes ☐ No ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.
**Rayonier Inc.** Yes ☐ No ☒ **Rayonier, L.P.** Yes ☐ No ☒

Indicate by check mark whether any of these error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1 (b)
**Rayonier Inc.** Yes ☐ No ☒ **Rayonier, L.P.** Yes ☐ No ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
**Rayonier Inc.** Yes ☐ No ☒ **Rayonier, L.P.** Yes ☐ No ☒

The aggregate market value of the Common Shares of the registrant held by non-affiliates at the close of business on June 30, 2023 was $4,620,553,842 based on the closing sale price as reported on the New York Stock Exchange.

As of February 16, 2024, Rayonier Inc. had 148,639,783 Common Shares outstanding. As of February 16, 2024, Rayonier, L.P. had 2,102,607 Units outstanding.

Portions of the registrant’s definitive proxy statement to be filed with the Securities and Exchange Commission in connection with the 2024 annual meeting of the shareholders of the registrant scheduled to be held May 16, 2024, are incorporated by reference in Part III hereof.

## EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2023 of Rayonier Inc., a North Carolina corporation, and Rayonier, L.P., a Delaware limited partnership. Unless stated otherwise or the context otherwise requires, references to “Rayonier” or “the Company” mean Rayonier Inc. and references to the “Operating Partnership” mean Rayonier, L.P. References to “we,” “us,” and “our” mean collectively Rayonier Inc., the Operating Partnership and entities/subsidiaries owned or controlled by Rayonier Inc. and/or the Operating Partnership.

Rayonier Inc. has elected to be taxed as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986, as amended, commencing with its taxable year ended December 31, 2004. The Company is structured as an umbrella partnership REIT (“UPREIT”) under which substantially all of its business is conducted through the Operating Partnership. Rayonier Inc. is the sole general partner of the Operating Partnership. On May 8, 2020, Rayonier, L.P. acquired Pope Resources, a Delaware Limited Partnership (“Pope Resources”) and issued approximately 4.45 million operating partnership units (“OP Units” or “Redeemable Operating Partnership Units”) of Rayonier, L.P. as partial merger consideration. These OP Units are generally considered to be economic equivalents to Rayonier common shares and receive distributions equal to the dividends paid on Rayonier common shares.

As of December 31, 2023, the Company owned a 98.4% interest in the Operating Partnership, with the remaining 1.6% interest owned by limited partners of the Operating Partnership. As the sole general partner of the Operating Partnership, Rayonier Inc. has exclusive control of the day-to-day management of the Operating Partnership.

Rayonier Inc. and the Operating Partnership are operated as one business. The management of the Operating Partnership consists of the same members as the management of Rayonier Inc. As general partner with control of the Operating Partnership, Rayonier Inc. consolidates Rayonier, L.P. for financial reporting purposes, and has no material assets or liabilities other than its investment in the Operating Partnership.

We believe combining the annual reports of Rayonier Inc. and Rayonier, L.P. into this single report results in the following benefits:

- Strengthens investors’ understanding of Rayonier Inc. and the Operating Partnership by enabling them to view the business as a single operating unit in the same manner as management views and operates the business;
- Creates efficiencies for investors by reducing duplicative disclosures and providing a single comprehensive document; and
- Generates time and cost savings associated with the preparation of the reports when compared to preparing separate reports for each entity.

There are a few important differences between Rayonier Inc. and the Operating Partnership in the context of how Rayonier Inc. operates as a consolidated company. The Company itself does not conduct business, other than through acting as the general partner of the Operating Partnership and issuing equity or equity-related instruments from time-to-time. The Operating Partnership holds, directly or indirectly, substantially all of the Company’s assets. Likewise, all debt is incurred by the Operating Partnership or entities/subsidiaries owned or controlled by the Operating Partnership. The Operating Partnership conducts substantially all of the Company’s business and is structured as a partnership with no publicly traded equity.

To help investors understand the significant differences between the Company and the Operating Partnership, this report includes:

- Separate Consolidated Financial Statements for Rayonier Inc. and Rayonier, L.P.;
- A combined set of Notes to the Consolidated Financial Statements with separate discussions of per share and per unit information, noncontrolling interests and shareholders' equity and partners' capital, as applicable;
- A combined Management's Discussion and Analysis of Financial Condition and Results of Operations, which includes specific information related to each reporting entity;
- A separate Part II, Item 9A. Controls and Procedures related to each reporting entity;
- A separate Part II, Item 5. Market for the Registrant's Common Equity; related Stockholder Matters and Issuer Purchases of Equity Securities section related to each reporting entity; and
- Separate Exhibit 31 and 32 certifications for each reporting entity within Part IV.

## TABLE OF CONTENTS

# PART I

Unless stated otherwise or the context otherwise requires, references to “Rayonier” or “the Company” mean Rayonier Inc. and references to the “Operating Partnership” mean Rayonier, L.P. References to “we,” “us,” and “our” mean collectively Rayonier Inc., the Operating Partnership and entities/subsidiaries owned or controlled by Rayonier Inc. and/or the Operating Partnership. References herein to “Notes to Financial Statements” or “Note” refer to the combined Notes to the Consolidated Financial Statements of Rayonier Inc. and Rayonier, L.P. included in Item 8 of this Report.

## NOTE ABOUT FORWARD-LOOKING STATEMENTS

Certain statements in this document regarding anticipated financial outcomes, including our earnings guidance, if any, business and market conditions, outlook, expected dividend rate, our business strategies, expected harvest schedules, timberland acquisitions and dispositions, the anticipated benefits of our business strategies, and other similar statements relating to our future events, developments, or financial or operational performance or results, are “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as “may,” “will,” “should,” “expect,” “estimate,” “believe,” “intend,” “project,” “anticipate” and other similar language. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. While management believes that these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements. The risk factors contained in Item 1A — Risk Factors in this Annual Report on Form 10-K and similar discussions included in other reports that we subsequently file with the Securities and Exchange Commission (“SEC”), among others, could cause actual results or events to differ materially from our historical experience and those expressed in forward-looking statements made in this document.

Forward-looking statements are only as of the date they are made, and we undertake no duty to update our forward-looking statements except as required by law. You are advised, however, to review any subsequent disclosures we make on related subjects in subsequent reports filed with the SEC.

## Item 1. BUSINESS

### GENERAL

We are a leading timberland real estate investment trust (“REIT”) with assets located in some of the most productive softwood timber growing regions in the U.S. and New Zealand. We invest in timberlands and actively manage them to provide current income and attractive long-term returns to our shareholders. We conduct our business through an umbrella partnership real estate investment trust (“UPREIT”) structure in which our assets are owned by our Operating Partnership and its subsidiaries. Rayonier manages the Operating Partnership as its sole general partner. Our revenues, operating income and cash flows are primarily derived from the following core business segments: Southern Timber, Pacific Northwest Timber, New Zealand Timber, Real Estate, and Trading. As of December 31, 2023, we owned, leased or managed approximately 2.7 million acres of timberland and real estate located in the U.S. South (1.85 million acres), U.S. Pacific Northwest (418,000 acres) and New Zealand (421,000 gross acres, or 297,000 net plantable acres). In addition, we engage in the trading of logs to Pacific Rim markets, predominantly from New Zealand and Australia to support our New Zealand export operations; however, we also engage in log trading activities to these markets from the U.S. South and U.S. Pacific Northwest. We have an added focus to maximize the value of our land portfolio by pursuing higher and better use (“HBU”) land sale opportunities.

We originated as the Rainier Pulp & Paper Company founded in Shelton, Washington in 1926. On June 27, 2014, Rayonier completed the tax-free spin-off of its Performance Fibers manufacturing business from its timberland and real estate operations, thereby becoming a “pure-play” timberland REIT. On May 8, 2020, Rayonier, L.P. acquired Pope Resources, a Delaware Limited Partnership (“Pope Resources”).

Under our REIT structure, we are generally not required to pay U.S. federal income taxes on our earnings from timber harvest operations and other REIT-qualifying activities contingent upon meeting applicable distribution, income, asset, shareholder and other tests. As of December 31, 2023, Rayonier owns a 98.4% interest in the Operating Partnership and a corresponding portion of taxable income or loss. Certain operations are conducted through our taxable REIT subsidiaries (“TRS”) and subject to U.S. federal and state corporate income tax. As of December 31, 2023 and as of the date of the filing of this Annual Report on Form 10-K, we believe the Company is in compliance with all REIT tests. See Note 20 — Income Taxes for further discussion of REIT and non-REIT qualifying operations.

The Company's shares are publicly traded on the NYSE under the symbol RYN. We are a North Carolina corporation with executive offices located at 1 Rayonier Way, Wildlight, Florida 32097. Our telephone number is (904) 357-9100.

### *OUR COMPETITIVE STRENGTHS*

We believe that we distinguish ourselves from other timberland owners and other alternative asset investments through the following competitive strengths:

- *Only Pure-Play Timberland REIT*. We are the only publicly traded "pure-play" timberland REIT, providing our investors with a focused, large-scale timberland investment vehicle. We are differentiated from other timberland REITs in that we do not own any manufacturing assets, which reduces volatility in our earnings and cash flow, and also enhances our ability to make nimble operational and portfolio management decisions to maximize shareholder value.

- *Scale in Premier Softwood Timber Markets.* Our timberland holdings are strategically located in core softwood producing regions, many of which have favorable supply-demand dynamics that translate to superior cash flow generation per acre and per ton compared to industry benchmarks and other timberland owners. Our most significant timberland holdings are located in the U.S. South, in close proximity to a variety of established pulp, paper, and wood products manufacturing facilities and export operations, which provide demand for both pulpwood and higher-value sawtimber products. Our Pacific Northwest and New Zealand timberlands benefit from strong domestic sawmill markets as well as access to nearby ports to capitalize on exports to Pacific Rim markets.

- *Well-Positioned to Provide Land-Based Solutions*. Our timberland portfolio is well-positioned to provide land-based solutions to support the transition to a low-carbon economy. Specifically, we expect increased demand for (1) alternative and/or additional land uses, such as solar farms, wind farms, and carbon capture and storage; (2) carbon offsets generated from the carbon sequestered through tree growth; and (3) wood fiber for bioenergy and biofuel applications. In particular, the location, scale, and geologic attributes of our assets in the U.S. South provide us with a competitive advantage in providing superior solutions for solar energy and carbon capture and storage. Select lands in our portfolio are also suitable for wind energy applications. We currently have solar, carbon capture and storage, and wind leases in place with high-caliber counterparties, and we expect these and other new revenue streams associated with land-based solutions to grow in the future.

- *Carbon Sequestration and Other Environmental Benefits of Our Forests.* We expect that the environmental attributes of our forestry assets will play an increasingly important role in creating value over time. Our timberlands absorb significantly more carbon than we emit in our operations and position us to capitalize on the increasing demand for carbon solutions by companies, governments, and investors. Our trees not only remove carbon from the atmosphere through photosynthesis while growing, but after harvesting, a significant portion of the carbon removed from our forests remains stored for an extended period of time within the wood products produced from our timber. Further, our forests provide other environmental benefits—such as supporting clean air, water and wildlife habitat—all while being sustainably managed through continuous cycles of growth and harvest.

- *Proven Real Estate Platform with Development Capabilities*. We have an established track record of identifying and selling rural and recreational HBU properties across our portfolio at significant premiums to timberland values. We also have built differentiated in-house real estate development capabilities to pursue land-use entitlements and selective investments in infrastructure that create significantly higher developed real estate values on holdings near expanding urban areas. Our current real estate development activity primarily consists of two distinct projects—one north of Jacksonville, Florida and another south of Savannah, Georgia. In addition to these active projects, we have a multi-year pipeline of real estate development opportunities in Florida, Georgia, and Washington.

- *Advantageous Structure and Conservative Capitalization*. Under our REIT structure, we are generally not required to pay federal income taxes on our earnings from timber harvest operations and other REIT-qualifying activities, which allows us to optimize the value of our portfolio in a tax efficient manner. We also maintain a strong credit profile and have investment grade debt ratings. We believe that our access to the public capital markets, advantageous REIT structure, and commitment to a conservative capitalization provide us with a competitive cost of capital as well as the financial flexibility to execute a nimble capital allocation strategy with a view towards building long-term value per share.

### *OUR STRATEGY*

Our business strategy consists of the following key elements:

- *Own High-Quality Timberlands, Managed with a Long-Term Mindset.* We generate recurring income and cash flow primarily from the harvest and sale of timber. We carefully manage our timberlands to maximize net present value over the long term by achieving an optimal balance among biological timber growth, cash flow generation from harvesting activities, and responsible environmental stewardship. Our timber harvesting strategy is designed to produce a long-term, sustainable yield, which in turn contributes to relatively stable cash flows and timber inventory over time. We generally target annual harvest levels in line with our sustainable yield by segment, although we may adjust harvest levels periodically as a result of age-class variations in our portfolio or in response to market conditions.

- *Active Portfolio Management.* We seek to continually upgrade our portfolio through selective acquisitions and dispositions in an effort to concentrate our timberland holdings in markets with the strongest cash flow attributes and most favorable long-term growth prospects. Our strategy relies upon intensive analysis of supply and demand within localized timber markets, careful due diligence of regional timber inventory and site productivity, and comprehensive evaluation of potential HBU and land-based solutions upside. We seek to optimize our risk-adjusted returns by making calculated buy and sell decisions based on objective underwriting criteria and rigorous adherence to strategic and financial metrics. We further seek to mitigate risk and capitalize on synergy opportunities by focusing our acquisition efforts in areas where we have existing operations and proprietary market knowledge.

- *Optimize Portfolio Value Through Differentiated Real Estate Platform.* We continuously evaluate the highest and best use of our lands and seek to capitalize on identified opportunities through strategies uniquely tailored to maximize the value of our lands. Our real estate platform focuses on identifying and executing rural and recreational HBU property sales at significant premiums to our timberland hold value. In addition, we selectively pursue land-use entitlements and invest in infrastructure improvements on certain properties that are well-suited for residential, commercial, and industrial development in order to fully realize their long-term value potential, as well as to enhance the value of our surrounding landholdings. Our rural and recreational HBU property sales typically comprise approximately 1% to 2% of our Southern timberland holdings on an annual basis, while our current pipeline of development property sales is concentrated in two specific projects in the U.S. South known as Wildlight and Heartwood.

- *Unlock Asset Potential Through Land-Based Solutions.* The opportunity to provide land-based solutions from our timberlands to support the transition to a low-carbon economy—including solar leases, carbon capture and storage leases, carbon offsets, and fiber for bioenergy—is rapidly expanding. We intend to engage in lease agreements, carbon projects, and other transactions that increase the cash flow generation and net present value of select properties that have the requisite location, scale, geologic attributes, and/or other qualities to support these land-based solutions. To this end, we regularly assess our timberland portfolio to identify properties with land-based solutions potential, and we actively engage with credible counterparties to pursue value-enhancing transactions, generally with little to no incremental capital investment required by us.

- *Pursue Nimble Approach to Capital Allocation.* We believe in maintaining a nimble approach to capital allocation, recognizing that different opportunities will become available at different points in the business cycle. Our capital allocation philosophy is ingrained within our culture and employs a flexible, rather than prescriptive, approach with a view towards building long-term value per share. We continuously evaluate a full range of capital allocation alternatives—including dividends, share buybacks, acquisitions, divestitures, debt reduction, and capital investments—to determine the optimal means to create value for our shareholders, and we will opportunistically pivot our capital allocation priorities accordingly.

- *Employ Best-in-Class Stewardship and Disclosure Practices.* We are committed to responsible stewardship, environmentally and economically sustainable forestry, and positive climate change solutions. We are further committed to being an industry leader in transparent disclosure, particularly relating to our timberland holdings, harvest schedules, timber inventory, age-class profiles, carbon footprint, and other pertinent data regarding our long-term sustainability. We believe our continued commitment to transparency around the stewardship of our assets and capital will allow us to effectively attract and deploy capital, and further enhance our reputation as a preferred industry supplier and employer.

## SEGMENT INFORMATION

As of December 31, 2023, Rayonier operated in five reportable business segments: Southern Timber, Pacific Northwest Timber, New Zealand Timber, Real Estate and Trading. The previously reported Timber Funds segment was liquidated in 2021 with all proceeds being distributed to noncontrolling interests at the end of 2022. As a result, disclosure of the Timber Funds segment results are not presented for 2023 or 2022, while 2021 results are presented for historical purposes. See Item 7 — Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 2 — Segment and Geographical Information for information on sales and operating income by reportable segment and geographic region.

## TIMBER

Our timber businesses are disaggregated into Southern Timber, Pacific Northwest Timber, and New Zealand Timber. Sales in the Timber segments include the harvesting of timber as well as other non-timber activities, including the leasing and licensing of properties, land-based solutions, and carbon credit sales.

### DISCUSSION OF TIMBER INVENTORY AND SUSTAINABLE YIELD

We define gross timber inventory as an estimate of all standing timber volume beyond the specified age at which we commence calculating our timber inventory for inclusion in our inventory tracking systems. The age at which we commence calculating our timber inventory is 10 years for our Southern timberlands, 20 years for our Pacific Northwest timberlands, and 20 years for our New Zealand timberlands. Our estimate of gross timber inventory is based on an inventory system that involves periodic statistical sampling and growth modeling. Periodic adjustments are made on the basis of growth estimates, harvest information, and environmental and operational restrictions. Gross timber inventory includes certain timber that we do not deem to be of a merchantable age as well as certain timber located in restricted, environmentally sensitive or economically inaccessible areas.

We define merchantable timber inventory as an estimate of timber volume beyond a specified age that approximates such timber's earliest economically harvestable age. Our estimate includes certain timber located in restricted or environmentally sensitive areas based on an estimate of lawfully recoverable volumes from such areas. The estimate does not include volumes in restricted or environmentally sensitive areas that may not be lawfully harvested or volumes located in economically inaccessible areas. The merchantable age (*i.e.*, the age at which timber moves from pre-merchantable to merchantable) is 15 years for our Southern timberlands, with the exception of Oklahoma which is 17 years, 35 years for our Pacific Northwest timberlands, and 20 years for radiata pine and 30 years for Douglas-fir in our New Zealand timberlands.

Our estimated merchantable timber inventory changes over time as timber is harvested, as pre-merchantable timber transitions to merchantable timber, as existing merchantable timber inventory grows, as we acquire and sell timberland and as we periodically update our statistical sampling and growth and yield models. Our timber inventory by product and age class for our Southern Timber segment is presented herein as of September 30, 2023 and does not reflect acquisitions or dispositions completed in the fourth quarter. For our Pacific Northwest Timber segment, our timber inventory by product and age class is presented as of September 30, 2023 on a pro forma basis adjusted for our 55,000-acre Large Disposition in Oregon completed in the fourth quarter. For purposes of calculating per unit depletion rates for the subsequent year, we estimate our merchantable timber inventory as of December 31, including the impact of acquisitions and dispositions.

Timber inventory is generally measured and expressed in short green tons (SGT) in our Southern timberlands, in thousand board feet (MBF) or million board feet (MMBF) in our Pacific Northwest timberlands, and in cubic meters ($m^3$) in our New Zealand timberlands. For conversion purposes, one MBF and one $m^3$ is equal to approximately 7.75 and 1.12 short green tons, respectively. For comparison purposes, we provide inventory estimates for our Pacific Northwest and New Zealand timberlands in MBF and cubic meters, respectively, as well as in short green tons.

The following table sets forth the estimated volumes of merchantable timber inventory by location in short green tons as of September 30, 2023 for the South and Pacific Northwest and as of December 31, 2023 for New Zealand. Merchantable timber inventory for the Pacific Northwest is presented on a pro forma basis adjusted for a 55,000-acre Large Disposition in Oregon completed in the fourth quarter:

| (volumes in thousands of SGT) | | |
|---|---|---|
| **Location** | **Merchantable Inventory (a)** | **%** |
| South | 74,685 | 73 |
| Pacific Northwest | 9,541 | 9 |
| New Zealand | 17,717 | 18 |
| | 101,943 | 100 |

(a) For all regions, depletion rate calculations for the upcoming year are based on estimated volumes of merchantable inventory at December 31, 2023.

We define sustainable yield as the average harvest level that can be sustained into perpetuity based on our estimates of biological growth and the expected productivity resulting from our reforestation and silvicultural efforts. Our estimated sustainable yield may change over time based on changes in silvicultural techniques and resulting timber yields, changes in environmental laws and restrictions, changes in the statistical sampling and estimates of our merchantable timber inventory, acquisitions and dispositions of timberlands, the expiration or renewal of timberland leases, casualty losses, and other factors. Moreover, our harvest level in any given year may deviate from our estimated sustainable yield due to variations in the age class of our timberlands, the product mix of our harvest (*i.e.*, pulpwood versus sawtimber), our deliberate acceleration or deferral of harvest in response to market conditions, our thinning activity (in which we periodically remove some smaller trees from a stand to enhance long-term sawtimber potential of the remaining timber), or other factors. We estimated sustainable yield for each of our Timber segments as of December 31, 2023.

We manage our U.S. timberlands in accordance with the requirements of the Sustainable Forestry Initiative® ("SFI") program. The timberland holdings of the New Zealand subsidiary are certified under the Forest Stewardship Council® ("FSC"). The majority of our New Zealand timberland holdings are also certified under the Programme for the Endorsement of Forest Certification ("PEFC"). All programs are comprehensive systems of environmental principles, objectives and performance measures that combine the perpetual growing and harvesting of trees with the protection of wildlife, plants, soil and water quality. Through application of our site-specific silvicultural expertise and financial discipline, we manage timber in a way that is designed to optimize site preparation, tree species selection, competition control, fertilization, timing of thinning and final harvest. We also have a genetic seedling improvement program to enhance the productivity and quality of our timberlands and overall forest health. In addition, non-timber income opportunities associated with our timberlands such as recreational licenses, considerations for the future HBU of the land, and land-based solutions such as carbon sequestration and credit sales in our New Zealand Timber segment are integral parts of our site-specific management philosophy. All of these activities are designed to maximize value while complying with SFI, or FSC and PEFC requirements.

## SOUTHERN TIMBER

As of December 31, 2023, our Southern timberlands acreage consisted of approximately 1.85 million acres (including approximately 93,000 acres of leased lands) located in Alabama, Arkansas, Florida, Georgia, Louisiana, Oklahoma, South Carolina and Texas. Approximately two-thirds of this land supports intensively managed plantations of predominantly loblolly and slash pine. The other one-third of this land is too wet to support pine plantations, but supports productive natural stands primarily consisting of natural pine and a variety of hardwood species. Rotation ages typically range from 21 to 28 years for pine plantations and from 35 to 60 years for natural stands. Key consumers of our timber include pulp, paper, wood products and biomass facilities.

We estimate that the sustainable yield of our Southern timberlands, including both pine and hardwoods, is approximately 6.8 to 7.2 million tons annually. We expect that the average annual harvest volume of our Southern timberlands over the next five years (2024 to 2028) will be generally in line with our sustainable yield. For additional information, see Item 1 — Business — Discussion of Timber Inventory and Sustainable Yield and Item 1A — Risk Factors.

In 2023, we acquired approximately 3,500 acres of timberland in the Southern region. For additional information, see Note 4 — Timberland Acquisitions.

We estimate that the gross timber inventory and merchantable timber inventory of our Southern timberlands were 89 million tons and 75 million tons, respectively, as of September 30, 2023. The following table provides a breakdown of our Southern timberlands acreage and timber inventory by product and age class as of September 30, 2023:

| (volumes in thousands of SGT) (a)<br>Age Class | Acres (000's) | Pine Pulpwood | Pine Sawtimber | Hardwood Pulpwood | Hardwood Sawtimber | Total |
|---|---|---|---|---|---|---|
| ***Pine Plantation*** | | | | | | |
| 0 to 4 years (b) | 291 | — | — | — | — | — |
| 5 to 9 years | 203 | — | — | — | — | — |
| 10 to 14 years | 187 | 6,974 | 1,695 | 43 | — | 8,712 |
| 15 to 19 years | 237 | 12,287 | 6,118 | 136 | 1 | 18,542 |
| 20 to 24 years | 205 | 8,167 | 8,236 | 158 | 4 | 16,565 |
| 25 to 29 years | 66 | 2,278 | 4,147 | 89 | 3 | 6,517 |
| 30 + years | 49 | 1,325 | 3,701 | 154 | 3 | 5,183 |
| Total Pine Plantation | 1,238 | 31,031 | 23,897 | 580 | 11 | 55,519 |
| ***Natural Pine (Plantable) (c)*** | 36 | 291 | 577 | 754 | 221 | 1,843 |
| ***Natural Mixed Pine/Hardwood (d)*** | 556 | 5,020 | 6,757 | 14,876 | 4,879 | 31,532 |
| **Forested Acres and Gross Inventory** | 1,830 | 36,342 | 31,231 | 16,210 | 5,111 | 88,894 |
| Plus: Non-Forested Acres (e) | 69 | | | | | |
| **Gross Acres** | 1,899 | | | | | |
| Less: Pre-Merchantable Age Class Inventory (f) | | | | | | (9,445) |
| Less: Volume in Environmentally Sensitive/Legally Restricted Areas | | | | | | (4,764) |
| **Merchantable Timber Inventory** | | | | | | 74,685 |

(a) Table presented as of September 30, 2023 and does not include acquisitions or dispositions completed in the fourth quarter.
(b) 0 to 4 years includes clearcut acres not yet replanted.
(c) Consists of natural stands that are convertible into pine plantations once harvested.
(d) Consists of all non-plantable natural stands, including those that are in environmentally sensitive or economically inaccessible areas.
(e) Includes roads, rights of way and all other non-forested areas.
(f) Includes inventory that is less than 15 years old in all states except for Oklahoma where the standard is less than 17 years old.

### PACIFIC NORTHWEST TIMBER

As of December 31, 2023, our Pacific Northwest timberlands consisted of approximately 418,000 acres located in Oregon and Washington, of which approximately 311,000 acres were designated as productive acres, meaning land that is capable of growing merchantable timber and where the harvesting of timber is not constrained by physical, environmental or regulatory restrictions. These timberlands primarily comprise second and third rotation western hemlock and Douglas-fir, as well as a small amount of other softwood species, such as western red cedar. A small percentage also consists of natural hardwood stands of predominantly red alder. In the Pacific Northwest, rotation ages typically range from 35 to 50 years. Our product mix in the Pacific Northwest is heavily weighted to sawtimber, which is sold to domestic wood products facilities as well as exported primarily to Pacific Rim markets.

We estimate that the sustainable yield of our Pacific Northwest timberlands is approximately 160 to 185 MMBF (or 1.25 to 1.45 million tons) annually. We expect that the average annual harvest volume of our Pacific Northwest timberlands over the next five years (2024 to 2028) will be generally in line with our sustainable yield. For additional information, see Item 1 — Business — Discussion of Timber Inventory and Sustainable Yield and Item 1A — Risk Factors.

In 2023, we acquired approximately 400 acres of timberlands in the Pacific Northwest region. For additional information, see Note 4 — Timberland Acquisitions. In addition, we closed on a 55,000-acre Large Disposition in Oregon for $242.2 million. See Item 7 — Results of Operations and for additional information.

We estimate that the gross timber inventory and merchantable timber inventory of our Pacific Northwest timberlands were 2,388 MMBF and 1,231 MMBF, respectively, as of September 30, 2023, on a pro forma basis adjusted for the 55,000-acre Large Disposition in Oregon completed in the fourth quarter. The following table provides a breakdown of our Pacific Northwest timberlands acreage and timber inventory by product and age class as of September 30, 2023, presented on a pro forma basis to exclude acreage and timber inventory sold in the Large Disposition:

| (volumes in MBF, except as noted) (a)<br>Age Class | Acres (000's) | Softwood Pulpwood (f) | Softwood Sawtimber (f) | Total (f) |
|---|---|---|---|---|
| ***Commercial Forest*** | | | | |
| 0 to 4 years (b) | 29 | — | — | — |
| 5 to 9 years | 36 | — | — | — |
| 10 to 14 years | 37 | — | — | — |
| 15 to 19 years | 42 | — | — | — |
| 20 to 24 years | 33 | 34,290 | 79,499 | 113,789 |
| 25 to 29 years | 28 | 36,666 | 192,992 | 229,658 |
| 30 to 34 years | 39 | 81,561 | 534,056 | 615,617 |
| 35 to 39 years | 43 | 83,300 | 701,410 | 784,710 |
| 40 to 44 years | 13 | 21,289 | 252,962 | 274,251 |
| 45 to 49 years | 4 | 7,431 | 78,051 | 85,482 |
| 50+ years | 3 | 6,031 | 55,960 | 61,991 |
| Total Commercial Forest | 307 | 270,568 | 1,894,930 | 2,165,498 |
| ***Non-Commercial Forest (c)*** | 4 | 3,517 | 21,372 | 24,889 |
| Productive Forested Acres | 311 | | | |
| **Restricted Forest (d)** | 82 | 26,344 | 171,468 | 197,812 |
| **Total Forested Acres and Gross Inventory** | 393 | 300,429 | 2,087,770 | 2,388,199 |
| Plus: Non-Forested Acres (e) | 25 | | | |
| **Gross Acres** | 418 | | | |
| Less: Pre-Merchantable Age Class Inventory | | | | (959,329) |
| Less: Restricted Forest Inventory | | | | (197,812) |
| **Total Merchantable Timber** | | | | 1,231,058 |
| Conversion factor for MBF to SGT | | | | 7.75 |
| **Total Merchantable Timber (thousands of SGT)** | | | | 9,541 |

(a) Table presented as of September 30, 2023 and is presented on a pro forma basis adjusted for the 55,000-acre Large Disposition in Oregon.
(b) 0 to 4 years includes clearcut acres not yet replanted.
(c) Includes non-commercial forests with limited productivity.
(d) Includes significant portions of riparian management zones, legally restricted forests, and environmentally sensitive areas.
(e) Includes roads, rights of way, and all other non-forested areas.
(f) Includes a minor component of hardwood in red alder and other species.

## NEW ZEALAND TIMBER

As of December 31, 2023, our New Zealand timberlands consisted of approximately 421,000 acres (including approximately 233,000 acres of leased lands), of which approximately 297,000 acres were designated as productive or plantation acres, meaning land that is capable of growing merchantable timber and where the harvesting of timber is not constrained by physical, environmental or regulatory restrictions. The leased acres are generally leased through long-term arrangements including Crown Forest Licenses ("CFLs"), forestry rights and other leases. Rotation ages typically range from 25 to 30 years for pine plantations. Our New Zealand timberlands serve a domestic sawmilling market and also provide export logs to Pacific Rim markets.

Our New Zealand timber operations are conducted by Matariki Forestry Group, a joint venture with Stafford Capital Partners Limited (the "New Zealand subsidiary"). We maintain a controlling financial interest of 77% in the New Zealand subsidiary and, accordingly, consolidate the New Zealand subsidiary's balance sheet and results of operations. The minority owner's interest in the New Zealand subsidiary and its earnings are reported as noncontrolling interest in our financial statements. Rayonier's wholly-owned subsidiary, Rayonier New Zealand Limited ("RNZ"), serves as the manager of the New Zealand subsidiary. For additional information, see Note 5 — Noncontrolling Interests.

We estimate that the sustainable yield of our New Zealand timberlands is approximately 2.1 to 2.4 million cubic meters (or 2.4 to 2.7 million tons) annually. We expect that the average annual harvest volume of our New Zealand timberlands over the next five years (2024 to 2028) will be in line with our sustainable yield range. For additional information, see Item 1 — Business — Discussion of Timber Inventory and Sustainable Yield and Item 1A — Risk Factors.

In 2023, we acquired approximately 1,000 acres of leased lands in New Zealand. For additional information, see Note 4 — Timberland Acquisitions.

We estimate that the gross timber inventory and merchantable timber inventory of our New Zealand timberlands were both 15.9 million cubic meters as of December 31, 2023. The following table provides a breakdown of our New Zealand timberlands acreage and timber inventory by product and age class as of December 31, 2023:

| (volumes in thousands of $m^3$, except as noted)<br>Age Class | Acres (000's) | Pulpwood (d) | Sawtimber (d) | Total (d) |
|---|---|---|---|---|
| ***Radiata Pine*** | | | | |
| 0 to 4 years (a) | 69 | — | — | — |
| 5 to 9 years | 41 | — | — | — |
| 10 to 14 years | 44 | — | — | — |
| 15 to 19 years | 40 | — | — | — |
| 20 to 24 years | 53 | 1,909 | 7,086 | 8,995 |
| 25 to 29 years | 18 | 675 | 3,623 | 4,298 |
| 30 + years | 2 | 119 | 389 | 508 |
| Total Radiata Pine | 267 | 2,703 | 11,098 | 13,801 |
| ***Other (b)*** | 30 | 921 | 1,135 | 2,056 |
| **Forested Acres and Merchantable Timber Inventory** | 297 | 3,624 | 12,233 | 15,857 |
| Conversion factor for $m^3$ to SGT | | | | 1.12 |
| **Total Merchantable Timber (thousands of SGT)** | | | | 17,717 |
| Plus: Non-Productive Acres (c) | 124 | | | |
| **Gross Acres** | 421 | | | |

(a) 0 to 4 years includes clearcut acres not yet replanted.
(b) Includes primarily Douglas-fir age 30 and over.
(c) Includes natural forest and other non-planted acres.
(d) Includes timber located in environmentally sensitive areas.

## CARBON CREDITS

The New Zealand subsidiary participates in the New Zealand Emissions Trading Scheme ("ETS"), which was designed to reduce emissions in New Zealand. The ETS helps to reduce emissions by requiring businesses to measure and report on their greenhouse gas emissions and surrender one emissions unit ("NZU" or "carbon credit") to the government for each metric tonne of emissions. The New Zealand Government sets and reduces the number of units supplied into the scheme over time, which will limit the overall quantity of emissions to meet New Zealand's emissions reduction targets.

Businesses who participate in the New Zealand ETS can buy and sell units from each other, with pricing driven by supply and demand in the scheme. As of December 31, 2023, the New Zealand subsidiary held 2,368,301 NZUs with respect to timberlands designated as post-1989 forests. These units were received for net carbon sequestered between 2008 and 2018 and from subsequent units acquired during 2019 and 2021. As of December 31, 2023, 415,608 NZUs have a surrender obligation in relation to the 2022 Final Emissions Return, of which 166,152 NZUs will be surrendered and the rest will be settled through a Fixed Price Option cash payment as allowed by the ETS. See Note 23 — Other Assets for information about our cost basis in carbon credits. See Note 3 — Revenue for information about the sale of carbon units.

## REAL ESTATE

All of our U.S. and New Zealand land sales, including HBU and non-HBU, are reported in our Real Estate segment. We report our Real Estate sales in six categories:

- Improved Development,
- Unimproved Development,
- Rural,
- Timberland & Non-Strategic,
- Large Dispositions, and
- Conservation Easements

The Improved Development category comprises properties sold for development for which we, through a taxable REIT subsidiary, have invested in site improvements such as infrastructure, roadways, utilities, amenities and/or other improvements designed to enhance marketability and create parcels, pads and/or lots for sale.

The Unimproved Development category comprises properties sold for development for which we have not invested in site improvements.

The Rural category comprises real estate sales (excluding development sales) representing a demonstrable premium above timberland value.

The Timberland & Non-Strategic category includes U.S. and New Zealand real estate sales representing little to no premium to timberland value and generally comprising less productive assets that are deemed non-core to our operations. Timberland & Non-strategic sales are effectuated in the ordinary course of business to improve our portfolio or in response to unsolicited offers.

The Large Dispositions category includes sales of productive timberland assets that exceed $20 million in size and do not reflect a demonstrable premium relative to timberland value. Proceeds from Large Dispositions are generally used to fund capital allocation priorities, such as share repurchases, debt repayment or acquisitions. Sales designated as Large Dispositions are excluded from cash flow from operations and the calculation of Adjusted EBITDA and Cash Available for Distribution ("CAD"). See Item 7 — Performance and Liquidity Indicators for the definition of Adjusted EBITDA and CAD.

We maintain a detailed land classification analysis for all of our timberland and HBU acres. The vast majority of our HBU properties are managed as timberland and generate cash flow from timber operations prior to their sale or, in the case of Improved Development properties, prior to improvement.

Conservation Easements are the sale of development rights, which preclude future development on the underlying land but reserve our rights to continue to grow and harvest timber.

## TRADING

Our Trading segment primarily reflects log trading activities in New Zealand and Australia conducted by our New Zealand subsidiary. Our Trading segment complements the New Zealand Timber segment by providing added market intelligence, increasing the scale of export operations and achieving cost savings that directly benefit the New Zealand Timber segment. This additional market intelligence also benefits our Southern and Pacific Northwest export log marketing efforts.

Our New Zealand subsidiary conducts export sales through a joint venture, which arranges sales shipping and export documentation services for an agency fee. The New Zealand subsidiary, in turn, provides support services on a cost recovery basis to the joint venture. Through the use of the joint venture, we are able to increase scale efficiencies, market presence and cost savings in both the Timber and Trading segments.

In addition to our direct export business, we also engage in log trading activities, which generally involve the procurement of third-party logs in order to gain scale efficiencies in our export operations. For procured logs, the New Zealand subsidiary buys logs directly from other forest owners at New Zealand ports and exports them through an agency agreement with the export service joint venture. Income from this business is generated by achieving a sales margin over the purchase price of the procured logs. Revenue generated from procured log sales reflects the full sales price of the logs and is recorded as timber sales within the Trading segment. The New Zealand subsidiary, through the Trading segment, also purchases standing timber from time to time, whereby it manages the harvest and sale of the logs for approximately one to three years. In these instances, the cost of standing timber is capitalized as an asset on the Consolidated Balance Sheets and recognized as non-depletion cost of sales when sold.

In 2023, New Zealand trading volume was approximately 307,000 tons. Of this volume, approximately 274,000 tons were purchased directly from third parties in New Zealand, 18,000 tons were sourced from outside New Zealand (primarily Australia), and the remaining 15,000 tons were harvested from stumpage purchases and managed harvest arrangements. Approximately 91% of third-party purchases in New Zealand were purchased at spot prices, with the New Zealand subsidiary thereby assuming some price risk on subsequent resale. The remaining 9% were purchased on a fixed margin basis, with the New Zealand subsidiary earning either a fixed percentage of the net export revenue or a spread on the resale price irrespective of subsequent price fluctuations. The New Zealand subsidiary generally seeks to mitigate its risk of loss on procured logs by securing export orders prior to or concurrent with its spot purchases of logs.

## FOREIGN SALES AND OPERATIONS

Sales from non-U.S. operations occur in our New Zealand Timber, Trading and Real Estate segments and comprised approximately 25% of consolidated 2023 sales. See Note 2 — Segment and Geographical Information for additional information.

## COMPETITION

### TIMBER

Timber markets in our Southern and Pacific Northwest regions are relatively fragmented with price being the principal method of competition. In New Zealand, there are five other major private timberland owners accounting for approximately 32% of New Zealand planted forests.

The following table provides an overview of certain major competitors in each of our Timber segments:

| Segment | Competitors |
|---|---|
| **Southern Timber (a)** | Weyerhaeuser Company |
| | PotlatchDeltic |
| | Manulife Investment Management Timberland and Agriculture Inc. |
| | Resource Management Service |
| | Forest Investment Associates |
| | J.P. Morgan Asset Management |
| | |
| **Pacific Northwest Timber (a)** | Weyerhaeuser Company |
| | Manulife Investment Management Timberland and Agriculture Inc. |
| | Green Diamond Resource Company |
| | J.P. Morgan Asset Management |
| | Port Blakely Tree Farms |
| | State of Washington Department of Natural Resources |
| | Bureau of Indian Affairs |
| | |
| **New Zealand (b)** | Manulife Investment Management Timberland and Agriculture Inc. |
| | Kaingaroa Timberlands |
| | Ernslaw One |
| | OneFortyOne Plantations |
| | New Forests |

(a) In addition to the competitors listed, we also compete with numerous other large and small privately held timber companies.
(b) The New Zealand subsidiary competes with these and other smaller New Zealand timber companies for supply into New Zealand domestic and export markets, predominantly China, South Korea and India. Logs supplied into Asian markets also compete with export supply from other regions, including Europe and North America.

### REAL ESTATE

In our Real Estate business, we compete with other owners of entitled and unentitled properties. Each property has unique attributes, but overall quantity of supply and price for residential, commercial, industrial and rural properties in the geographic areas in which we operate are the most significant competitive drivers.

### TRADING

Our log trading operations are primarily based out of New Zealand and performed by our New Zealand subsidiary. The New Zealand market remains very competitive with 10-15 entities competing for export log supply at different ports across the country.

## CUSTOMERS

In 2023, we closed on a 55,000-acre Large Disposition to Manulife Investment Management on behalf of clients for $242.2 million, representing approximately 23% of consolidated sales. There were no other individual customers (or group of customers under common control) who represented 10% or more of consolidated sales during the year.

## SEASONALITY

Across all our segments, results are normally not impacted significantly by seasonal changes. However, significant wet weather in areas of our Southern Timber operations can hinder access for harvesting, thereby temporarily reducing supply in the affected areas and generally strengthening prices. Conversely, extended dry weather in an area tends to suppress prices as timber is more accessible for harvesting.

## GOVERNMENTAL REGULATION AND ENVIRONMENTAL MATTERS

We are subject to federal, state and local laws and regulations in the United States and New Zealand that could affect our business, including those promulgated under the Foreign Corrupt Practices Act, Occupational Safety and Health Act, Clean Water Act, Endangered Species Act, Washington Forest Practices Act, New Zealand Resource Management Act, New Zealand Health and Safety At Work Act and various other environmental and safety laws and regulations. Our operations also are subject to various international trade agreements, tariffs, taxes and regulations. While we believe that we are in compliance in all material respects with all applicable governmental regulations, current governmental regulations may change or become more stringent or unforeseen events may occur, any of which could have a material adverse effect on our financial position or results of operations.

We are aware of hazardous substances at a former sawmill site located in Port Gamble, Washington, which we acquired as part of our acquisition of Pope Resources. We have been identified as a “potentially liable party” at the Port Gamble site and are presently working on cleanup and remediation under the Washington Model Toxics Control Act, as well as the federal Comprehensive Environmental Response, Compensation and Liability Act programs. We have determined that a liability has been incurred and that the amount of the loss can reasonably be estimated. Accordingly, we have accrued amounts on our balance sheet for losses related to this site. Compliance with environmental laws and regulations and our remedial environmental obligations historically have not had a material impact on our operations, and we are not aware of any proposed regulations or remedial obligations that could trigger significant costs or capital expenditures in connection with such compliance.

We have elected to be taxed as a REIT for U.S. federal tax purposes pursuant to the Internal Revenue Code of 1986 and related U.S. Treasury regulations and administrative guidance (“REIT Requirements”). We monitor and test our compliance with all REIT Requirements and believe that we are in compliance in all material respects with all such current requirements. In the event we are not in compliance, or in the event current REIT Requirements change in such a way as to preclude our continuing qualification as a REIT, such events could have a material adverse effect on our financial position or results of operations.

Compliance with government regulations, including environmental regulations, has not had, and based on current information and the applicable laws and regulations currently in effect, is not expected to have a material effect on our capital expenditures, earnings or competitive position. However, laws and regulations may be changed, accelerated or adopted that impose significant operational restrictions and compliance requirements upon our company and which could negatively impact our operating results. See Item 1A — Risk Factors.

### *PORT GAMBLE ENVIRONMENTAL REMEDIATION*

In the merger with Pope Resources, we acquired the town of Port Gamble, Washington. Portions of this property require environmental remediation under federal and state environmental laws, and remediation activities are currently ongoing. As such, we have recognized environmental liabilities associated with Port Gamble. For additional information on our environmental liabilities see Note 10 — Commitments and Note 12 — Environmental and Natural Resource Damage Liabilities.

The sections below provide a history of the environmental matters in Port Gamble, Washington:

#### *Discovery and Initial Actions*

In Port Gamble, Washington, hazardous substances were previously discovered requiring environmental remediation under federal and state environmental laws. The real estate subject to environmental remediation requirements was the location of a sawmill operated by Pope & Talbot, Inc. (“P&T”) from 1853 to 1995. P&T continued to lease various portions of the site for its operations until 2002. During the time P&T operated in Port Gamble, it also conducted shipping, log storage, and log transfer operations in the tidal and subtidal waters of Port Gamble Bay, some of which were under a lease from the Washington State Department of Natural Resources (“DNR”) that lasted from 1974 to 2004. P&T’s operations resulted in the release of hazardous substances that impacted the upland and submerged portions of the site. These substances include various hydrocarbons, cadmium, and toxins associated with wood waste and the production of wood products.

Following the mill closure, the Washington State Department of Ecology (the "DOE") began to examine the environmental conditions at Port Gamble. Under Washington law, both Pope Resources and P&T were considered by the DOE to be "potentially liable persons" ("PLPs"); Pope Resources because of its ownership of certain portions of the site, and P&T because of its historical ownership and operation of the site. P&T and Pope Resources entered into a settlement agreement in 2002 that allocated responsibility for environmental contamination at the townsite, millsite, a solid waste landfill, and adjacent water to Pope Resources, with P&T assuming responsibility for funding cleanup in the Port Gamble Bay and the other areas of the site that were impacted by its historical operations.

In 2005, both Pope Resources and P&T received Environmental Excellence Awards from DOE for their work in remediating the contamination that had existed at the Port Gamble townsite and landfill. DOE also issued letters to both parties in 2006 indicating that the agency expected to take no further action regarding conditions at those portions of the site. Pope Resources continued cleaning up the remaining contamination at the millsite. By late 2005, the millsite portion of the site had largely been cleaned and the remaining aspects of that project consisted of test well monitoring and modest additional remediation. The Port Gamble Bay area and related tidelands, for which P&T was responsible under the parties' settlement agreement, had not yet been remediated. In 2007, P&T filed for bankruptcy protection and was eventually liquidated, leaving Pope Resources as the only remaining PLP. Because environmental liabilities are joint and several as between PLPs, the result of P&T's bankruptcy was to leave the liability with Pope Resources as the only remaining solvent PLP.

*In-water Cleanup*

Beginning in 2010, DOE began to reconsider its expectations regarding the level of cleanup that would be required for Port Gamble Bay, largely because of input from interested citizens and groups, one of the most prominent being the Port Gamble S'Klallam Tribe. In response to input from these groups, DOE adopted remediation levels that were far more stringent than either DOE or Pope Resources had contemplated previously. In December 2013, Pope Resources and DOE entered into a consent decree that included a cleanup action plan ("CAP") requiring the removal of docks and pilings, excavation and backfilling of intertidal areas, subtidal dredging and monitoring, and other specific remediation steps. The construction phase of the cleanup of the Port Gamble Bay area and related tidelands began in September 2015 and the in-water portion of the cleanup was completed in January 2017.

*Millsite Cleanup*

With the in-water portion of the cleanup completed, there was expected to be relatively modest cleanup activity on the millsite and a monitoring period. In February 2018, Pope Resources and DOE entered into an agreed order with respect to the millsite under which Pope Resources performed a remedial investigation and feasibility study ("RI/FS"), which it submitted to DOE for review in January 2019. Following the finalization of the RI/FS, Pope Resources worked with DOE to develop a CAP. As with the in-water portion of the project, the CAP will define the scope of the remediation activity for the millsite. The consent decree, which includes the CAP, was entered in Kitsap County Superior Court on November 25, 2020.

*Natural Resources Damages*

In addition to the cleanup costs discussed previously, certain environmental laws allow state, federal, and tribal trustees (collectively, the "Trustees") to bring suit against property owners to recover natural resource damages ("NRD"). Similar to cleanup responsibility, liability for NRD can attach to a property owner simply because an injury to natural resources resulted from releases of hazardous substances on the owner's property, regardless of culpability for the release. Trustees have alleged that Pope Resources had NRD liability because of releases that occurred on its property. Prior to the merger with Rayonier, Pope Resources began negotiations with the Trustees for the purpose of identifying NRD restoration projects. Those negotiations are ongoing and may ultimately result in agreement as to requested mitigation activities.

For additional information see Item 1A — Risk Factors.

## RESEARCH AND DEVELOPMENT

The research and development activities of our timber operations include genetics and tree improvement, soils and seedling production, biometrics and growth/yield, environmental sustainability (including protection of water, biodiversity, and threatened and endangered ("T&E") species), and carbon and climate impact. We also contribute to research cooperatives that undertake forestry research and development.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

**David L. Nunes, 62,** Mr. Nunes has more than three decades of timber industry experience, and today serves as Rayonier's Chief Executive Officer. He joined the company in June 2014 as Chief Operating Officer, and shortly thereafter assumed the role of President and CEO following Rayonier's spin-off of its Performance Fibers business. Prior to joining Rayonier, he served as President and CEO of Pope Resources/Olympic Resource Management from 2002 to 2014. He joined Pope Resources in 1997 as director of portfolio management. The following year, he was named Vice President of Portfolio Development, and then served two years before being named President and COO in 2000. Previously Mr. Nunes spent nine years with Weyerhaeuser Company, joining the organization in 1988 as a business analyst and advancing through a number of leadership roles to become Director of Corporate Strategic Planning. Mr. Nunes holds a Bachelors of Arts in Economics from Pomona College and an MBA from the Tepper School of Business at Carnegie Mellon University. On October 30, 2023, Mr. Nunes notified the Company that he will retire from his role as CEO, effective March 31, 2024.

**Mark D. McHugh, 48,** Mr. McHugh was appointed President and Chief Financial Officer in January 2023, having previously served as Senior Vice President and Chief Financial Officer since joining Rayonier in December 2014. Mr. McHugh has over 20 years of experience in finance and capital markets, focused primarily on the forest products and REIT sectors. He joined Rayonier from Raymond James, where he served as Managing Director in the firm's Real Estate Investment Banking group, responsible for the firm's timberland and agriculture sector coverage. Prior to Raymond James, he worked in the Investment Banking division of Credit Suisse in New York and Los Angeles from 2000 to 2008, focused on the paper and forest products sectors. Throughout his career, he has provided a wide range of strategic and financial counsel to various publicly traded paper, forest products, and real estate companies. Mr. McHugh holds a B.S.B.A. in Finance from the University of Central Florida and a JD from Harvard Law School. Mr. McHugh has been appointed by the Board as Mr. Nunes' successor and will become President and Chief Executive Officer, effective April 1, 2024.

**Douglas M. Long, 53,** Mr. Long was appointed Executive Vice President and Chief Resource Officer in January 2023, having previously served as Senior Vice President, Forest Resources since December 2015. Mr. Long oversees Rayonier's global forestry operations, as well as emerging business opportunities associated with land-based solutions. He joined Rayonier in 1995 as a GIS Forestry Analyst and held multiple positions of increasing responsibility within the forestry division prior to his most recent roles, including Vice President, U.S. Operations from November 2014 to December 2015 and Director, Atlantic Region, U.S. Forest Resources from March 2014 to November 2014. Mr. Long holds bachelor's and master's degrees in Forest Resources and Conservation from the University of Florida.

**Christopher T. Corr, 60,** Mr. Corr joined the Company in July 2013 and currently serves as Senior Vice President, Real Estate Development and President, Raydient LLC. Prior to joining Rayonier, he served as Executive Vice President, Buildings and Places for AECOM from 2008 to 2013. Prior to that, Mr. Corr held various positions with The St. Joe Company between 1998 and 2008, most recently as Executive Vice President and Chief Strategy Officer. From 1992 to 1998, Mr. Corr was a senior manager with The Walt Disney Company, where he was a key member of the team that developed the visionary town of Celebration near Orlando, Florida. From 1990 to 1992, Mr. Corr served as an elected member of the Florida House of Representatives. Mr. Corr holds a Bachelor of Arts degree from the University of Florida and has completed programs with the Harvard Real Estate Institute and the Wharton School of Business at University of Pennsylvania.

**Mark R. Bridwell, 61,** Mr. Bridwell was appointed Senior Vice President, General Counsel and Corporate Secretary in March 2023. He was previously promoted to Vice President and General Counsel in June 2014, and shortly thereafter, assumed the additional role of Corporate Secretary in March 2015. Mr. Bridwell previously served as Assistant General Counsel for Land Resources from 2012 to June 2014 and Associate General Counsel for Timber and Real Estate from 2009 to 2012. He joined Rayonier in 2006 as Associate General Counsel for Performance Fibers. Prior to Rayonier, Mr. Bridwell served as counsel for six years at Siemens Corporation. Prior to the Siemens Corporation, he was an attorney with the international law firms of Jones, Day, Reavis & Pogue and Seyfarth, Shaw, Fairweather & Geraldson for five years. Mr. Bridwell holds a B.S.B.A. in Finance from the University of Central Florida, and both an MBA and JD from Emory University.

**Shelby L. Pyatt, 53,** Ms. Pyatt was appointed Senior Vice President, Human Resources and Information Technology in March 2023, having previously served as Vice President, Human Resources and Information Technology since October 2015. Prior to this, she served as Vice President, Human Resources from July 2014 to October 2015, Director, Compensation, Benefits and Employee Services from 2009 to July 2014 and Director, Compensation and Employee Services from 2006 to 2009. She joined Rayonier in 2003 as Manager, Compensation. Prior to joining Rayonier, Ms. Pyatt held human resources positions with CSX Corporation and Barnett Bank. Ms. Pyatt holds a bachelor's degree in Business Management.

**W. Rhett Rogers, 47,** Mr. Rogers was appointed Senior Vice President, Portfolio Management in March 2023 having previously served as Vice President, Portfolio Management since February 2017. Mr. Rogers oversees the Company's acquisition and disposition activities, including Rural HBU and non-strategic land sales, as well as its land information systems function. He joined Rayonier in 2001 as a District Technical Forester, and has held multiple positions of increasing responsibility within the Company. Mr. Rogers holds a Bachelor of Science in Forestry from Louisiana Tech University, and both an MBA and MS in Forest Resources from Mississippi State University.

**April J. Tice, 50,** Ms. Tice was appointed Vice President and Chief Accounting Officer in April 2021, having previously served as Vice President, Financial Services and Corporate Controller. In this position, she acts as the Company's principal accounting officer. She joined Rayonier in 2010 as Manager, General Ledger, and has held multiple positions of increasing responsibility within the finance and accounting departments. Prior to joining Rayonier, Ms. Tice held various accounting positions with Deloitte & Touche, the State of Florida, and two private companies located in Florida. Ms. Tice holds a Bachelor of Fine Arts from Florida State University and a Master of Accountancy with a tax concentration from the University of North Florida. Ms. Tice is a Certified Public Accountant in the State of Florida. In connection with Mr. Nunes' retirement and the Company's leadership transition, Ms. Tice will assume the position of Senior Vice President and Chief Financial Officer, effective April 1, 2024.

## HUMAN CAPITAL

Rayonier is committed to creating an engaging and rewarding employee experience, as well as making safety a priority in everything we do.

### *Our Culture and Employee Retention*

We view our culture as an asset and believe that fostering a positive and healthy work environment is critical to achieving our goals of being the preferred employer in the forestry industry and retaining key talent. We actively promote open communication and information sharing across the organization, while also empowering our employees to take initiative and contribute their ideas. This approach ensures team members feel valued, engaged and capable of making a meaningful impact.

Every two years we conduct a formal company-wide employee survey to provide anonymous feedback to management. Survey results are benchmarked against our third-party provider's global database, shared with employees and also reviewed with our Board of Directors to help set non-financial goals for management.

The recruitment, retention and development of employees is essential to our success. We aim to provide employees with opportunities to build skills and grow professionally, while also offering competitive compensation commensurate with an individual's experience, knowledge and performance. Our compensation packages consist of a base salary and an annual bonus. We also use targeted equity-based grants with a multiyear vesting schedule to help promote the retention of personnel and an ownership mentality across our organization. Our comprehensive benefits package includes medical, dental, vision, life, accident, disability and paid parental and caregiver leave. We also offer a health savings account, a dependent care spending account and an employee assistance plan. Our 401(k) retirement savings plan includes company matching contributions as well as enhanced retirement contributions.

### *Employee Development*

We provide a robust training and development program that encompasses a variety of learning methods to cater to diverse needs. This includes micro and on-demand learning for quick and targeted skill upgrades, alongside traditional classroom programs for more in-depth learning. We also emphasize professional growth through our coaching and mentoring program. For those seeking broader experience, we offer cross-functional assignments and a specialized job rotation program designed for early career foresters. We also provide a tuition reimbursement program, which reimburses 80% of the costs of approved degree programs.

*Workplace Safety*

Safety is a way of life and a cornerstone of Rayonier's culture — our key guiding principle is that all of our employees and contractors should return home safely each day. To that end:

- We employ a systematic, four-pronged approach to developing and assimilating our safety principles: set goals, communicate effectively, identify preventive measures and provide proper tools and training.
- We conduct meetings throughout our organization addressing key safety issues.
- We offer a variety of mandatory and optional safety courses each year in areas such as: defensive driving, proper chainsaw use, ATV safety, CPR certifications and first aid, emergency evacuation, slips, trips and falls, overhead hazards, fire prevention, internal reporting of safety incidents, general forestry requirements and various other safety topics.

Rayonier achieved our goal in 2023—we had zero fatalities or significant incidents, and everybody went home safe, every day. Our commitment to maintaining a safe working environment has not only safeguarded lives, but has also contributed to the overall success of our organization and industry. It is through adherence to safety protocols and constant vigilance that we have created a workplace where everyone feels secure and supported.

We generally engage contractors to perform a number of critical functions, such as the planting of trees and the harvesting and hauling of logs. Our safety management programs are designed to use a collaborative approach to focus on both employee and contractor safety. For our employees, driving is generally deemed to be the most hazardous activity associated with our business given the geographic dispersion of our assets. However, for our contracted workforce, activities associated with tree felling, extraction of logs and log transportation are the most critical risk areas.

In New Zealand, workplace safety is regulated by the Health and Safety at Work Act 2015. Our safety management program includes both contractors and employees pursuant to local laws. Regulations incorporating contractor safety do not exist in the U.S. In line with our goal to provide an accident-free workplace for everyone, we have taken steps to promote safe work practices among our contractor workforce. Our safety program focuses on establishing an open dialogue about safety issues with contractors. The program includes safety alerts, tailgate meetings on safety topics, education on best management practices, and our near miss/incident reporting program. We now require all contractors to have an active written safety program in place before working on our property. In 2023, 798 safety near miss reports were submitted and 1,133 contractor safety meetings were conducted.

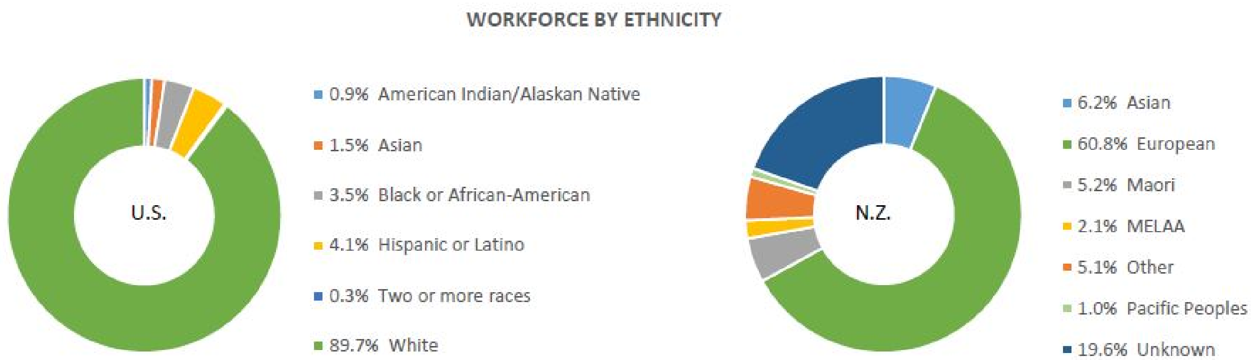
*Employee Wellness*

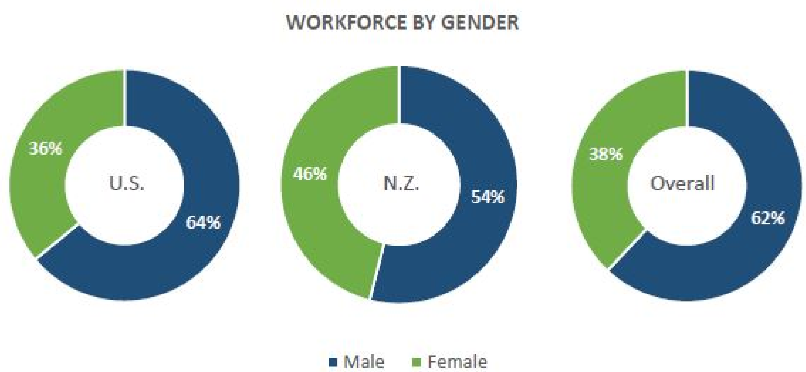
Our employee wellness program, Stay Strong, is designed to promote the overall health and well-being of our employees by providing education, resources, and a financial investment in our employees' wellness. Stay Strong employs a comprehensive approach centered on four key areas: Health and Well-Being, Financial Wellness, Work-Life Balance and Emotional Health. This includes a comprehensive benefits package, flexible work arrangements and generous paid time off as well as specific workshops and programs tailored to locations.

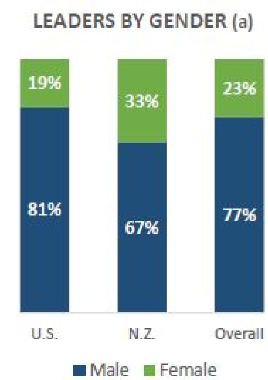
*Inclusion and Belonging*

Rayonier is focused on promoting an inclusive workforce as we believe this plays an integral role in maintaining an engaging employee experience. As of December 31, 2023, we had 438 employees, 341 in the U.S. and 97 in New Zealand.

The following charts provide a breakdown of Rayonier's demographics as of December 31, 2023:




(a) Leaders are defined as employees who have responsibility for managing other employees.

We seek to have an inclusive workforce and have initiated actions to develop a diverse pipeline of qualified candidates. To this end, alongside other initiatives, we have assembled an internal team to further enhance and improve our efforts around promoting an inclusive culture where all employees are supported, empowered and valued. This team will guide policy objectives within our organization and identify initiatives to help improve inclusivity within the broader forestry industry.

## AVAILABILITY OF REPORTS AND OTHER INFORMATION

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and amendments to those reports filed or furnished pursuant to Sections 13(a) or 14 of the Securities Exchange Act of 1934 are made available to the public free of charge in the Investor Relations section of our website, *www.rayonier.com*, shortly after we electronically file such material with, or furnish them to, the SEC. Our corporate governance guidelines and charters of all committees of our board of directors are also available on our website. The information on our website is not incorporated by reference into this Annual Report on Form 10-K.

## Item 1A. RISK FACTORS

Our operations are subject to a number of risks. When considering an investment in our securities, you should carefully read and consider these risks, together with all other information in this Annual Report on Form 10-K. If any of the events described in the following risk factors actually occur, our business, financial condition or operating results, as well as the market price of our securities, could be materially adversely affected.

### ECONOMIC RISK FACTORS

***A sustained increase in the rate of inflation, a persistent period of heightened inflation and monetary policy responses to the inflationary environment could negatively affect our stock price, results of operations and financial condition.***

The acceleration of inflation in the United States and global economies, should it persist, could adversely affect us. In particular, increases in the cost and availability of labor for us and our contractors could increase our costs, compress our margins and impact harvest levels. In addition, increases in energy and fuel costs could affect our results of operations. Energy costs are a significant operating expense for logging and hauling contractors who support us and the customers of our standing timber. A continued rapid rise in energy costs could have a negative effect on the cost and availability of such contractors. Additionally, rapidly rising energy costs may have a negative impact on the cost of ocean freight for our exported products. Moreover, our selling, general and administrative costs could increase. More generally, an increase in inflation and interest rates could have an adverse impact on our cost of capital, which could impact the value of our long-lived assets, our ability to economically acquire additional assets, the cost of debt and the value of our equity. One of the factors that may influence the price of our common shares is our annual dividend yield as compared to the yields on other financial instruments. An increase in market interest rates could cause increases in discount rates and, accordingly, a decline in property values and total returns for timberland assets. Thus, an increase in market interest rates could result in higher yields on other financial instruments and could adversely affect the relative attractiveness of an investment in our equity and, accordingly, the trading price of our common shares. These macroeconomic factors impacting us are beyond our control and could have a material adverse effect on our business, financial condition, results of operations and the value of our equity.

***We are exposed to the cyclicality of the markets in which we operate and other factors beyond our control, which could adversely affect our results of operations.***

In our Timber segments, the level of residential construction activity, including home repair and remodeling activity, is the primary driver of sawtimber demand. In addition, demand for logs can be affected by the demand for wood chips in the pulp and paper and engineered wood products markets, as well as the bio-energy production markets. The ongoing level of activity in these markets is subject to fluctuation due to future changes in economic conditions, inflation, interest rates, credit availability, population growth, weather conditions, geopolitical tensions and other factors. Changes in global economic conditions, such as new timber supply sources and changes in currency exchange rates, foreign interest rates and foreign and domestic trade policies, can also negatively impact demand for our timber and logs. In addition, the industries in which our customers participate are highly competitive and may experience overcapacity or reductions in demand, all of which may affect demand for and pricing of our products.

In our Real Estate segment, our inability to sell our HBU properties at attractive prices could have a significant effect on our results of operations. Demand for real estate can be affected by the availability of capital, changes in interest rates, availability and terms of financing, conditions in the credit markets generally, changes in governmental agencies, changes in developer confidence, actions by conservation organizations, actions by anti-development organizations, our ability to obtain land use entitlements and other permits necessary for our development activities, local real estate market economic conditions, competition from other sellers of land and real estate developers, the relative illiquidity of real estate investments, employment rates, new housing starts, population growth, demographics and federal, state and local land use, zoning and environmental protection laws or regulations (including any changes in laws or regulations). In addition, changes in investor interest in purchasing timberlands could reduce our ability to execute sales of non-strategic timberlands.

These macroeconomic and cyclical factors impacting our operations are beyond our control and, if such conditions deteriorate, could have an adverse effect on our business.

*The industries in which we operate are highly competitive.*

The markets in which we operate are highly competitive, and we compete with companies that have substantially greater financial resources than we do in each of these businesses. The competitive pressures relating to our Timber segments are primarily driven by quantity of product supply and quality of the timber offered by competitors in the domestic and export markets, each of which may impact pricing. With respect to our Real Estate segment, we compete with other owners of entitled and unentitled properties. Each property has unique attributes, but overall quantity of supply and price for residential, commercial, industrial and rural properties in the geographic areas in which we operate are the most significant competitive drivers. The markets in which our Trading segment operates are very competitive with numerous entities competing for export log supply at different ports across New Zealand.

*Our business, financial condition and results of operations could be adversely affected by disruptions in the global economy caused by the ongoing conflicts and geopolitical tensions.*

The global economy has been negatively impacted by the military conflicts between Russia and Ukraine, as well as in the Middle East. The duration and outcomes of these conflicts and their residual effects are uncertain. Global log and lumber markets have exhibited increased volatility as sanctions have been imposed on Russia by the United States, the United Kingdom and the European Union in response to Russia's invasion of Ukraine. Additionally, the conflict and related hostilities in the Middle East have increased the potential for disruptions to shipping in the Red Sea, affected the cost and availability of ocean freight providers and elevated US military operations in the region. While we do not expect our operations to be directly impacted by these conflicts at this time, changes in the cost of ocean freight, and changes in global wood and commodity flows, especially energy commodities, could impact the markets in which we operate, which may in turn negatively impact our business, results of operations, supply chain and financial condition. In addition, the effects of the ongoing conflicts could heighten certain of our other known risks described herein.

## OPERATIONAL RISK FACTORS

*Weather, climate change and other natural conditions may limit our timber harvest and sales.*

Weather conditions, changes in timber growth cycles, limitations on access (for example, due to prolonged wet conditions) and other factors, including damage by fire, insect infestation, disease, prolonged drought and natural disasters such as wind storms and hurricanes, may limit harvesting of our timberlands. Changes in the diversity of plants and trees due to fluctuations in temperature and rainfall patterns, could adversely impact the long-term growing conditions in our forests. The volume and value of timber that can be harvested from our timberlands may be reduced by any such occurrence and other causes beyond our control. As is typical in the forestry industry, we do not maintain insurance for any loss to our timber, including losses due to fire and these other causes. These and other factors beyond our control could reduce our timber inventory and our sustainable yield, thereby adversely affecting our financial results and cash flows.

*Entitlement and development of real estate entail a lengthy, uncertain and costly governmental approval process, which could adversely affect our ability to grow the businesses in our Real Estate segment.*

Entitlement and development of real estate entail extensive approval processes involving multiple regulatory jurisdictions. It is common for a project to require multiple approvals, permits and consents from U.S. federal, state and local governing and regulatory bodies. Any of these issues can materially affect the cost, timing and economic viability of our real estate projects. Moreover, the real estate entitlement process is frequently a political one, which involves uncertainty and often extensive negotiation and concessions in order to secure and maintain the necessary approvals and permits. In the U.S., a significant amount of our development property is located in jurisdictions in which local governments face challenging issues relating to growth and development, including zoning and future land use, public services, water availability, transportation and other infrastructure, concurrency requirements, affordable housing, land conservation efforts, and funding for same, and the requirements of state law. In addition, anti-development groups are active, especially in Florida and Washington, in filing litigation to oppose particular entitlement activities and development projects, and in seeking legislation and other anti-development limitations on real estate development activities. We expect this type of anti-development activity to continue in the future.

Entitlement and development of real estate are also subject to lengthy, uncertain and costly implementation processes. Large-scale developments may involve commitments from government agencies or third parties related to the delivery of infrastructure improvements (such as roads, bridges, sidewalks, water, sewer and other utilities), the certainty and timing of which are outside of our control.

Changes in the laws, or interpretation or enforcement thereof, regarding the use and development of real estate, changes in the political composition of state and local governmental bodies and the identification of new facts regarding our properties could lead to new or greater costs, delays and liabilities that could materially adversely affect our business, profitability or financial condition.

***We depend on third parties for logging and transportation services and increases in the costs or decreases in the availability of quality service providers could adversely affect our business.***

Our Timber segments depend on logging and transportation services provided by third parties, both domestically and internationally, including by railroad, trucks and/or ships. If any of our transportation providers were to fail to deliver timber supply or logs to our customers in a timely manner, or were to damage timber supply or logs during transport, we may be unable to sell it at full value, or at all. Tight job markets have increased the difficulty and cost of attracting and retaining sufficient skilled labor for logging and transportation. Accordingly, our timber harvesting volumes and realized margins have been negatively impacted in certain markets. As demand for timber accelerated with the recovery in U.S. and New Zealand housing starts during and following the COVID-19 pandemic, the lack of adequate supply of logging contractors resulted in sharp increases in logging costs and at times slowed deliveries. It is expected that the supply of qualified logging contractors will be impacted by the availability and cost of debt financing for equipment purchases as well as the limited availability of adequately trained loggers. Should demand for housing remain elevated, harvest levels may further increase, placing more pressure on the existing supply of logging contractors. Any significant failure or unavailability of third-party logging or transportation providers, or further increases in transportation rates, labor rates and/or fuel costs, may result in higher logging costs or the inability to capitalize on stronger log prices to the extent logging contractors cannot be secured at a competitive cost. Such events could harm our reputation, negatively affect our customer relationships and adversely affect our business.

***We are subject to risks associated with doing business outside of the U.S.***

Although the majority of our customers are in the U.S., a significant portion of our sales are to end markets outside of the U.S., including China, South Korea, Japan, India, and New Zealand. The export of our products into international markets results in risks inherent in conducting business pursuant to international laws, regulations and customs. We expect that international sales will continue to contribute to future growth. The risks associated with our business outside the U.S. include:

- changes in and reinterpretations of the laws, regulations and enforcement priorities of the countries in which our products are sold;
- responsibility to comply with anti-bribery laws such as the U.S. Foreign Corrupt Practices Act and similar anti-bribery laws in other jurisdictions;
- trade protection laws, policies and measures and other regulatory requirements affecting trade and investment, including loss or modification of exemptions for taxes and tariffs, imposition of new tariffs and duties and import and export licensing requirements;
- continuing negative impacts from the imposition and/or threatened imposition of substantial tariffs on forest products imports into China in connection with trade tensions between China and the U.S.;
- business disruptions arising from public health crises and outbreaks of communicable diseases, especially in China;
- business disruptions arising from geopolitical tensions, especially between China and the United States;
- difficulty in establishing, staffing and managing non-U.S. operations;
- product damage or losses incurred during shipping;
- potentially negative consequences from changes in or interpretations of tax laws;
- economic or political instability, inflation, recessions and interest rate and exchange rate fluctuations; and
- uncertainties regarding non-U.S. judicial systems, rules and procedures;

These risks could adversely affect our business, financial condition and results of operations.

***Our estimates of timber inventories and growth rates may be inaccurate, which could impair our ability to realize expected revenues.***

We rely upon estimates of merchantable timber inventories (which include judgments regarding inventories that may be lawfully and economically harvested), timber growth rates and end-product yields when acquiring and managing working forests. These estimates, which are inherently inexact and uncertain in nature, are central to forecasting our anticipated timber revenues and expected cash flows. Growth rates and end-product yield estimates are developed using statistical sampling, harvest results and growth and yield modeling, in conjunction with industry research cooperatives and by in-house forest biometricians, using measurements of trees in research plots spread across our timberland holdings. The growth equations predict the rate of height and diameter growth of trees so that foresters can estimate the volume of timber that may be present in a tree stand at a given age. Tree growth varies by species, soil type, geographic area, and climate. Errors in or inappropriate application of growth equations in forest management planning may lead to inaccurate estimates of future volumes. If the assumptions we rely upon change or these estimates are inaccurate, our ability to manage our timberlands in a sustainable or profitable manner may be diminished, which may cause our results of operations and our stock price to be adversely affected.

***Our businesses are subject to extensive environmental laws and regulations that may restrict or adversely affect our ability to conduct our business.***

*Environmental laws and regulations are constantly changing and are generally becoming more restrictive.* Laws, regulations and related judicial decisions and administrative interpretations affecting our business are subject to change, and new laws and regulations are frequently enacted. These changes may adversely affect our ability to harvest and sell timber, remediate contaminated properties and/or entitle real estate. These laws and regulations may relate to, among other things, the protection of timberlands and endangered species, recreation and aesthetics, protection and restoration of natural resources, surface water quality, timber harvesting practices, and remedial standards for contaminated property and groundwater. Over time, the complexity and stringency of these laws and regulations have increased and the enforcement of these laws and regulations has intensified. For example, the U.S. Environmental Protection Agency (“EPA”) has pursued a number of initiatives that, if implemented, could impose additional operational and pollution control obligations on industrial facilities like those of Rayonier’s customers, especially in the area of air emissions and wastewater and stormwater control. Similarly, recent legislation in Oregon will ultimately result in the addition of significant buffers and riparian management zones adjacent to streams, the effect of which will be to reduce the areas within which we may harvest. In addition, as a result of certain judicial rulings and state and federal initiatives, including some that would require timberland operators to obtain permits to conduct certain ordinary course forestry activities, silvicultural practices on our timberlands could be impacted in the future. Environmental laws and regulations will likely continue to become more restrictive and over time could adversely affect our business, financial condition and results of operations.

*If regulatory and environmental permits are delayed, restricted or rejected, a variety of our operations could be adversely affected.* We are required to seek permission from government agencies in the states and countries in which we operate to perform certain activities related to our properties. Any of these agencies could delay review of, or reject, any of our filings. In our Southern Timber, Pacific Northwest Timber and New Zealand Timber segments, any delay associated with a filing could result in a delay or restriction in replanting, thinning, insect control, fire control or harvesting, any of which could have an adverse effect on our operating results. For example, in Washington State, we are required to file a Forest Practice Application for each unit of timberland to be harvested. These applications may be denied, conditioned or restricted by the regulatory agency. Actions by the regulatory agencies could delay or restrict timber harvest activities pursuant to these permits. Delays or harvest restrictions on a significant number of applications could have an adverse effect on our operating results.

*Environmental groups and interested individuals may seek to delay or prevent a variety of operations.* We expect that environmental groups and interested individuals will intervene with increasing frequency in the regulatory processes in the states and countries where we own, lease or manage timberlands. For example, in Washington State, environmental groups and interested individuals may appeal individual forest practice applications or file petitions with the Forest Practices Board to challenge the regulations under which forest practices are approved. These and other challenges could materially delay or prevent operations on our properties. For example, interveners at times may bring legal action in Florida in opposition to entitlement and change of use of timberlands to commercial, industrial or residential use. Delays or restrictions due to the intervention of environmental groups or interested individuals could adversely affect our operating results. In addition to intervention in regulatory proceedings, interested groups and individuals may file or threaten to file lawsuits that seek to prevent us from obtaining permits, implementing capital improvements or pursuing operating plans. Any threatened or actual lawsuit could delay harvesting on our timberlands, affect how we operate or limit our ability to modify or invest in our real estate. Among the remedies that could be enforced in a lawsuit is a judgment preventing or restricting harvesting on a portion of our timberlands.

*Third-party operators may create environmental liabilities.* We lease and/or grant easements across some of our properties to third-party operators for the purpose of operating communications towers, generating renewable energy (wind and solar), operating pipelines for the transport of gases and liquids, conducting carbon capture and storage operations and exploring, extracting, developing and producing oil, gas, rock and other minerals. These activities are subject to federal, state and local laws and regulations. These operations may also create risk of environmental liabilities for an unlawful discharge of oil, gas, chemicals or other materials into the air, soil or water. Generally, these third-party operators indemnify us against any such liability, and we require that they maintain liability insurance to the extent practical to do so. However, if for any reason our third-party operators are not able to honor their obligations to us, or if insurance is not in effect, then it is possible that we could be responsible for costs associated with environmental liabilities caused by such third-party operators.

*The impact of existing regulatory restrictions on future harvesting activities may be significant.* U.S. federal, state and local laws and regulations, as well as those of other countries, which are intended to protect threatened and endangered species, as well as waterways and wetlands, limit and may prevent timber harvesting, road building, our participation in markets for carbon offsets and carbon storage and other activities on our timberlands. Restrictions relating to threatened and endangered species apply to activities that would adversely impact a protected species or significantly degrade its habitat. The size of the restricted area varies depending on the protected species, the time of year and other factors, but can range from less than one acre to several thousand acres. A number of species that naturally live on or near our timberlands, including, among others, the northern spotted owl, marbled murrelet, several species of salmon and trout in the Pacific Northwest, and the red cockaded woodpecker, red hills salamander, Louisiana pine snake and eastern indigo snake in the Southeast, are protected under the Federal Endangered Species Act (the “ESA”) or similar U.S. federal and state laws. A significant number of other species are currently under review for possible protection under the ESA. As we gain additional information regarding the presence of threatened or endangered species on our timberlands, or if other regulations, such as those that require buffers to protect water bodies, become more restrictive, the amount of our timberlands subject to harvest restrictions could increase.

*We formerly owned or operated or may own or acquire timberlands or properties that may require environmental remediation or otherwise be subject to environmental and other liabilities.* We owned or operated manufacturing facilities and discontinued operations that we do not currently own, and we may currently own or may acquire timberlands and other properties in the future that are subject to environmental liabilities, such as remediation of soil, sediment and groundwater contamination and other existing or potential liabilities. In connection with the spin-off of our Performance Fibers business in 2014, and pursuant to the related Separation and Distribution Agreement between us and Rayonier Advanced Materials, Rayonier Advanced Materials has assumed any environmental liability of ours in connection with the manufacturing facilities and discontinued operations related to the Performance Fibers business and has agreed to indemnify and hold us harmless in connection with such environmental liabilities. However, in the event we seek indemnification from Rayonier Advanced Materials, we cannot provide any assurance that a court will enforce our indemnification right if challenged by Rayonier Advanced Materials or that Rayonier Advanced Materials will be able to fund any amounts for indemnification owed to us. In addition, the cost of investigation and remediation of contaminated timberlands and properties that we currently own or acquire in the future could increase operating costs and adversely affect financial results. We could also incur substantial costs, such as civil or criminal fines, sanctions and enforcement actions (including orders limiting our operations or requiring corrective measures, installation of pollution control equipment or other remedial actions), clean-up and closure costs, and third-party claims for property damage and personal injury as a result of violations of, or liabilities under, environmental laws and regulations related to such timberlands or properties.

***We rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.***

We rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information and to manage or support a variety of our business processes, including financial transactions and maintenance of records, which may include confidential information. We rely on commercially available systems, software, tools and monitoring to provide security for processing, transmitting and storing confidential information, such as personally identifiable information. Although we have taken steps to protect the security of the data maintained in our information systems, it is possible that our security measures and those of our information technology vendors will not be able to prevent the systems’ improper functioning or the improper disclosure of personally identifiable information, such as in the event of cyber-attacks. Security breaches, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems and those of our information technology vendors could interrupt our operations, damage our reputation, or subject us to liability claims or regulatory penalties, any one of which could materially and adversely affect our financial condition and results of operations.

## REIT AND TAX-RELATED RISK FACTORS

***Loss of our REIT status would adversely affect our cash flow and stock price.***

We intend to continue to operate in accordance with REIT requirements pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), and related U.S. Treasury regulations and administrative guidance. Qualification as a REIT involves the application of highly technical and complex provisions of the Code, which are subject to change, perhaps retroactively, and which are not within our control. We cannot assure that we will remain qualified as a REIT or that new legislation, U.S. Treasury regulations, administrative interpretations or court decisions will not significantly affect our ability to remain qualified as a REIT or the U.S. federal income tax consequences of such qualification.

We monitor and test our compliance with all REIT requirements. In particular, we regularly test our compliance with the REIT "asset tests," which require generally that, at the close of each calendar quarter: (1) at least 75% of the market value of our total assets must consist of REIT-qualifying interests in real property (such as timberlands), including leaseholds and options to acquire real property and leaseholds, as well as cash and cash items and certain other specified assets, (2) no more than 25% of the market value of our total assets may consist of other assets that are not qualifying assets for purposes of the 75% test in clause (1) above, and (3) no more than 20% of the market value of our total assets may consist of the securities of one or more "taxable REIT subsidiaries." As of December 31, 2023, Rayonier is in compliance with these asset tests.

If in any taxable year we fail to qualify as a REIT and are not entitled to relief under the Code, we will not be allowed a deduction for dividends paid to shareholders in computing our taxable income and we will be subject to U.S. federal income tax on our REIT taxable income. In addition, we will be disqualified from qualification as a REIT for the four taxable years following the year during which the qualification was lost, unless we are entitled to relief under certain provisions of the Code. As a result, our net income and the cash available for distribution to our shareholders could be reduced for up to five years or longer, which could have a material adverse effect on our financial condition.

If we fail to remain qualified as a REIT, we may also need to borrow funds or liquidate some investments or assets to pay any resulting additional tax liability. Accordingly, cash available for distribution to our shareholders would be reduced.

***Certain of our business activities are potentially subject to prohibited transactions tax.***

As a REIT, we will be subject to a 100% tax on any net income from "prohibited transactions." In general, prohibited transactions are sales or other dispositions of property to customers in the ordinary course of business. Sales of logs, and dealer sales of timberlands or other real estate, constitute prohibited transactions unless the sale satisfies certain safe harbor provisions in the Code.

We intend to avoid the 100% prohibited transactions tax by complying with the prohibited transaction safe harbor provisions and conducting activities that would otherwise be prohibited transactions through one or more taxable REIT subsidiaries. We may not, however, always be able to identify timberland properties that become part of our "dealer" real estate sales business. Therefore, if we sell timberlands which we incorrectly identify as property not held for sale to customers in the ordinary course of business, we may be subject to the 100% prohibited transactions tax.

***Failure of Operating Partnership to maintain status as a partnership for U.S. federal income tax purposes.***

We believe our Operating Partnership qualifies as a partnership for U.S. federal income tax purposes. As a partnership, our Operating Partnership is not subject to U.S. federal income tax on its income. Instead, each of the partners is allocated its share of our Operating Partnership's income. We cannot assure you, however, that the IRS will not challenge the status of our Operating Partnership as a partnership for U.S. federal income tax purposes. If the IRS were to successfully challenge the status of our Operating Partnership as a partnership, it would be taxable as a corporation. In such event, this would reduce the amount of distributions that our Operating Partnership could make, which could have further implications as to our ability to maintain our status as a REIT. This would substantially reduce our cash available to pay distributions and the return on a unitholder and/or shareholder's investment.

***Our cash dividends and Operating Partnership distributions are not guaranteed and may fluctuate.***

Generally, REITs are required to distribute 90% of their ordinary taxable income, but not their net capital gains income. Accordingly, we do not generally believe that we are required to distribute material amounts of cash since substantially all of our taxable income is generally treated as capital gains income. However, a REIT must pay corporate level tax on its undistributed taxable income and capital gains.

Our Board of Directors, in its sole discretion, determines the amount of quarterly dividends to be paid to our shareholders based on consideration of a number of factors. These factors include, but are not limited to, our results of operations, cash flow and capital requirements, economic conditions, tax considerations, borrowing capacity and other factors, including debt covenant restrictions that may impose limitations on cash payments, future acquisitions and divestitures, harvest levels, changes in the price and demand for our products and general market demand for timberlands, including those timberland properties that have higher and better uses. Consequently, our dividend levels may fluctuate. Because our Operating Partnership distributions are aligned with the dividend, such distributions may also fluctuate.

***Lack of shareholder ownership and transfer restrictions in our articles of incorporation may affect our ability to qualify as a REIT.***

In order to qualify as a REIT, an entity cannot have five or fewer individuals who own, directly or indirectly after applying attribution of ownership rules, 50% or more of the value of its outstanding shares during the last six months in each calendar year. Although it is not required by law or the REIT provisions of the Code, almost all REITs have adopted ownership and transfer restrictions in their articles of incorporation or organizational documents which seek to assure compliance with that rule. While we are not in violation of the ownership rules, we do not have, nor do we have any current plans to adopt, share ownership and transfer restrictions. As such, the possibility exists that five or fewer individuals could acquire 50% or more of the value of our outstanding shares, which could result in our disqualification as a REIT.

## GENERAL RISK FACTORS

***The impacts of climate-related initiatives, at the international, U.S. federal and state levels, remain uncertain at this time.***

There continue to be numerous international, U.S. federal and state-level initiatives and proposals to address domestic and global climate issues. Within the U.S., most of these proposals would regulate and/or tax the production of carbon dioxide and other "greenhouse gases" to facilitate the reduction of carbon compound emissions into the atmosphere, and provide tax and other incentives to produce and use "cleaner" energy. Additionally, our investors and other stakeholders are increasingly focused on the impacts of climate change on their investments and our business prospects.

In late 2009, the EPA issued an "endangerment finding" under the Clean Air Act with respect to certain greenhouse gases, leading to the regulation of carbon dioxide as a pollutant under the Clean Air Act and having significant ramifications for Rayonier and the industry in general. In this regard, the EPA has published various regulations, affecting the operation of existing and new industrial facilities that emit carbon dioxide. As a result of the EPA's decision to regulate greenhouse gases under the Clean Air Act, states will now have to consider them in permitting new or modified facilities.

Overall, it is reasonably likely that legislative and regulatory activity in this area will in some way affect Rayonier and the U.S. customers of our Southern Timber and Pacific Northwest Timber segments, but it is unclear at this time what the nature of the impact will be. We continue to monitor political and regulatory developments in this area, but their overall impact on Rayonier, from a cost, benefit and financial performance standpoint, remains uncertain at this time. In addition, the EPA has yet to finalize the treatment of biomass under greenhouse gas regulatory schemes, leaving Rayonier's biomass customers in a position of uncertainty.

***Expectations relating to environmental, social and governance considerations expose Rayonier to potential liabilities, increased costs, reputational harm and other adverse effects on Rayonier's business.***

Many governments, regulators, investors, employees, customers and other stakeholders are increasingly focused on environmental, social and governance considerations relating to businesses, including greenhouse gas emissions, human capital and diversity, equity and inclusion. Rayonier makes statements about these matters through information provided on its website, press releases and other communications, including through its Sustainability and Carbon Reports. Responding to these environmental, social and governance considerations involves risks and uncertainties, including those described under "Forward-Looking Statements," requires investments and is impacted by factors that may be outside Rayonier's control. In addition, some stakeholders may disagree with Rayonier's initiatives and the focus of stakeholders may change and evolve over time. Stakeholders also may have very different views on where environmental, social and governance focus should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by Rayonier to further its initiatives, adhere to its public statements, comply with federal, state or international environmental, social and governance laws and regulations, or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against Rayonier and materially adversely affect Rayonier's business, reputation, results of operations, financial condition and stock price.

## Item 1B. UNRESOLVED STAFF COMMENTS

None.

## Item 1C. CYBERSECURITY

### RISK MANAGEMENT AND STRATEGY

We are subject to various cybersecurity risks in connection with our business. For additional information, see Item 1A — Risk Factors. As part of our overall enterprise risk management system and processes, we assess, identify and manage material risks from threats to our information systems. Once risks are identified, our Enterprise Risk Management Committee ("ERM Committee"), which consists of executives appointed by the Board, oversees and reviews these risks and provides an annual report regarding such risks to the Audit Committee for further review and evaluation. We also maintain processes to oversee and identify risks from cyber threats associated with our use of third-party service providers, including annual reviews of third-party SOC1 reports.

Safeguarding our operations against cyber threats is a high priority. Recognizing the importance of a strong posture towards cyber threats, our strategy to combat the evolving threat landscape and support the protection of sensitive information includes engaging in:

- *Incident Response Planning and Data Backups.* We maintain and regularly review a detailed incident response plan to help minimize downtime and disruption in the event of a cybersecurity incident and to assess materiality and any related disclosure obligations. We also actively maintain data backup procedures for business continuity in the event of a cybersecurity incident. Examples of our backup procedures and systems include daily server snapshots, database log files, Salesforce backups, and Google Vault. Generally, these backups of critical systems would allow us to restore operation within hours.
- *Third-Party Managed Monitoring, Detection, and Response Services.* We partner with a reputable third-party firm for 24/7 threat monitoring, detection and response.
- *External Cybersecurity Process Assessments.* We also engage third-party experts to conduct periodic process assessments against the U.S. National Institute of Standards and Technology ("NIST") framework to help us evaluate and enhance our cybersecurity practices.
- *Penetration Testing and Phishing Simulations.* We periodically engage experts for penetration testing to identify system vulnerabilities and to simulate real-world cyberattacks. We also conduct quarterly phishing simulations to test our staff's response and to deliver targeted cyber awareness training.
- *Continuous Improvement and Adaptation.* We regularly review and update our strategies to keep pace with the dynamic cyber threat landscape, and to build a resilient and responsive cybersecurity system. Our employees receive monthly training on data protection, threat detection, and incident response. We also provide a forum for employees to report cyber "near misses" to elevate cyber threat awareness across our organization.

In the past, we have experienced targeted and non-targeted cybersecurity attacks and incidents, and we could in the future experience similar attacks. To date, no cybersecurity attack or incident, or any risk from cybersecurity threats, has materially affected or has been determined to be reasonably likely to materially affect the Company or our business strategy, results of operations, or financial condition.

## GOVERNANCE

Our Director of Information Technology and our Manager of IT Security, having a combined 45 years of information technology experience[1] take the lead in protecting the organization's digital assets and sensitive information from cyber threats and manage our partnerships with the external firm that specializes in around-the-clock threat monitoring, detection, and response services and other third-party providers.

In the event of a breach or incident, our Director of Information Technology leads our response to mitigate impact and initiate the recovery processes. Following the identification of a breach or incident, the Director of Information Technology reports incidents of a medium or high severity level[2] to our senior leadership team. Incidents of a high severity level are also reviewed by our Disclosure Committee to assess materiality and any disclosure obligations. All incidents are reported to the Audit Committee at the next scheduled Board meeting, and incidents of high severity level are immediately reported to the Audit Committee.

The Audit Committee of our Board of Directors is responsible for overseeing cybersecurity risk management. For each Audit Committee meeting, the Director of Information Technology prepares an updated cybersecurity dashboard, featuring key metrics such as threat detection rates and response times. Additionally, the Director of Information Technology provides an annual cybersecurity briefing to the Audit Committee. External penetration tests and process audits, conducted at regular intervals, are reported directly to the Audit Committee by our third-party firm. These comprehensive measures help to ensure that the Committee remains well-informed and proactive in their oversight of cybersecurity risks.

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(1) Our Director of Information Technology has more than 25 years of IT experience. He joined the company in 2000 as an application developer and has held multiple positions of authority including project management and IT operations management. He holds a bachelor's degree and MBA from the University of South Carolina.

Our Manager of IT security has more than 20 years of IT experience. He joined the company in 2015 as a Systems Engineer and was promoted to his current position in 2020. Prior to joining Rayonier, he worked as an Infrastructure Engineer at Enterprise Integration (EI), a managed services provider. Prior to joining EI, he held various IT roles in support and engineering.

(2) A medium severity incident level is defined as incidents that have a moderate impact on business operations or data integrity and might affect internal systems and could potentially lead to limited unauthorized access to sensitive information. A high severity incident level is defined as incidents that pose a significant threat to business operations, data integrity, or confidential information. This level of incident may have legal, regulatory and public relations implications.

## Item 2. PROPERTIES

Our timber operations are disaggregated into three geographically distinct reporting segments: Southern Timber, Pacific Northwest Timber and New Zealand Timber. The following table provides a breakdown of our timberland holdings as of September 30, 2023 and December 31, 2023:

| (acres in 000s) | As of September 30, 2023 | | | As of December 31, 2023 | | |
|---|---|---|---|---|---|---|
| | Owned | Leased | Total | Owned | Leased | Total |
| **Southern** | | | | | | |
| Alabama | 256 | 5 | 261 | 250 | 5 | 255 |
| Arkansas | — | 2 | 2 | — | 2 | 2 |
| Florida | 362 | 50 | 412 | 361 | 36 | 397 |
| Georgia | 623 | 65 | 688 | 612 | 50 | 662 |
| Louisiana | 147 | — | 147 | 147 | — | 147 |
| Oklahoma | 91 | — | 91 | 91 | — | 91 |
| South Carolina | 16 | — | 16 | 16 | — | 16 |
| Texas | 282 | — | 282 | 282 | — | 282 |
| | 1,777 | 122 | 1,899 | 1,759 | 93 | 1,852 |
| **Pacific Northwest** | | | | | | |
| Oregon | 61 | — | 61 | 6 | — | 6 |
| Washington | 410 | 3 | 413 | 408 | 4 | 412 |
| | 471 | 3 | 474 | 414 | 4 | 418 |
| **New Zealand (a)** | 188 | 231 | 419 | 188 | 233 | 421 |
| **Total** | 2,436 | 356 | 2,792 | 2,361 | 330 | 2,691 |

(a) Represents legal acres owned and leased by the New Zealand subsidiary, in which Rayonier owns a 77% interest. As of December 31, 2023, legal acres in New Zealand were comprised of 297,000 plantable acres and 124,000 non-productive acres.

The following tables detail changes in our portfolio of owned and leased timberlands by state from December 31, 2022 to December 31, 2023:

| (acres in 000s) | Acres Owned | | | | |
|---|---|---|---|---|---|
| | December 31, 2022 | Acquisitions | Sales | Other (a) | December 31, 2023 |
| **Southern** | | | | | |
| Alabama | 258 | — | (7) | (1) | 250 |
| Florida | 347 | 2 | (3) | 15 | 361 |
| Georgia | 647 | — | (12) | (23) | 612 |
| Louisiana | 148 | — | (1) | — | 147 |
| Oklahoma | 91 | — | — | — | 91 |
| South Carolina | 16 | — | — | — | 16 |
| Texas | 285 | 1 | (5) | 1 | 282 |
| | 1,792 | 3 | (28) | (8) | 1,759 |
| **Pacific Northwest** | | | | | |
| Oregon | 61 | — | (55) | — | 6 |
| Washington | 410 | — | (2) | — | 408 |
| | 471 | — | (57) | — | 414 |
| **New Zealand (b)** | 188 | — | — | — | 188 |
| **Total** | 2,451 | 3 | (85) | (8) | 2,361 |

(a) Includes adjustments for land mapping reviews.
(b) Represents legal acres owned by the New Zealand subsidiary, in which Rayonier has a 77% interest.

| (acres in 000s) | Acres Leased | | | | |
|---|---|---|---|---|---|
| | December 31, 2022 | New Leases | Sold/Expired Leases (a) | Other (b) | December 31, 2023 |
| **Southern** | | | | | |
| Alabama | 14 | — | (9) | — | 5 |
| Arkansas | 2 | — | — | — | 2 |
| Florida | 47 | — | (14) | 3 | 36 |
| Georgia | 64 | — | (15) | 1 | 50 |
| | 127 | — | (38) | 4 | 93 |
| **Pacific Northwest** | | | | | |
| Washington (c) | 3 | — | — | 1 | 4 |
| **New Zealand (d)** | 229 | 1 | — | 3 | 233 |
| **Total** | 359 | 1 | (38) | 8 | 330 |

(a) Includes acres previously under lease that have been harvested and activity for the relinquishment of leased acres.
(b) Includes adjustments for land mapping reviews.
(c) Primarily timber reservations acquired in the merger with Pope Resources.
(d) Represents legal acres leased by the New Zealand subsidiary, in which Rayonier has a 77% interest.

## TIMBERLAND LEASES & DEEDS

See Note 16 — Leases for more information on U.S. and New Zealand timberland leases including lease terms and renewal provisions.

The following table details our acres under lease as of December 31, 2023 by type of lease and estimated lease expiration:

| (acres in 000s) | | | Lease Expiration | | | |
|---|---|---|---|---|---|---|
| **Location** | **Type of Lease** | **Total** | **2024-2033** | **2034-2043** | **2044-2053** | **Thereafter** |
| Southern | Fixed Term | 83 | 42 | 35 | — | 6 |
| | Fixed Term with Renewal Option (a) | 10 | 10 | — | — | — |
| Pacific Northwest | Fixed Term (b) | 4 | 1 | 2 | 1 | — |
| New Zealand | CFL - Perpetual (c) | 75 | — | — | — | 75 |
| | CFL - Fixed Term (c) | 3 | — | — | — | 3 |
| | CFL - Terminating (c) | 11 | 1 | — | 8 | 2 |
| | Forestry Right (c) | 128 | 35 | 4 | 7 | 82 |
| | Fixed Term Land Leases | 16 | — | — | 2 | 14 |
| **Total Acres under Long-term Leases** | | 330 | 89 | 41 | 18 | 182 |

(a) Includes approximately 2,000 acres of timber deeds.
(b) Primarily timber reservations acquired in the merger with Pope Resources.
(c) Estimated lease expiration / termination based on the earlier of: (1) the scheduled expiration / termination date, or (2) the estimated year of final harvest before such expiration / termination date.

The following table details our estimated leased acres, lease expirations and lease costs over the next five years:

| (acres and dollars in 000s, except per acre amounts) | | | | | | |
|---|---|---|---|---|---|---|
| **Location** | | **2024** | **2025** | **2026** | **2027** | **2028** |
| Southern | | | | | | |
| | Leased Acres Expiring (a) | 2 | 27 | — | 11 | — |
| | Year-end Leased Acres (a) | 91 | 64 | 64 | 53 | 53 |
| | Estimated Annual Lease Cost (a)(b) | $3,585 | $3,554 | $2,952 | $2,903 | $2,483 |
| | Average Lease Cost per Acre (a) | $41.90 | $41.79 | $50.44 | $50.30 | $52.31 |
| Pacific Northwest | | | | | | |
| | Leased Acres Expiring | — | — | — | — | — |
| | Year-End Leased Acres (c) | 4 | 4 | 4 | 4 | 4 |
| New Zealand | | | | | | |
| | Leased Acres Expiring | — | 1 | 10 | — | — |
| | Year-end Leased Acres | 233 | 232 | 222 | 222 | 222 |
| | Estimated Annual Lease Cost (b)(e) | $4,765 | $4,765 | $4,762 | $4,759 | $4,759 |
| | Average Lease Cost per Acre (d)(e) | $26.59 | $26.59 | $26.59 | $26.59 | $26.59 |

(a) Includes timber deeds.
(b) Represents capitalized and expensed lease payments.
(c) Primarily timber reservations acquired in the merger with Pope Resources for which no lease payments are made.
(d) Excludes lump sum payments.
(e) Based on the year-end foreign exchange rate.

## OTHER NON-TIMBERLAND LEASES

See Note 16 — Leases for information on other non-timberland leases.

## Item 3. LEGAL PROCEEDINGS

The information set forth under Note 11 — Contingencies is incorporated herein by reference.

## Item 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

## Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

*Rayonier Inc.*

### *MARKET FOR THE REGISTRANT'S COMMON EQUITY*

Rayonier Inc.'s common shares are publicly traded on the NYSE, the only exchange on which our shares are listed, under the trading symbol **RYN**. Shares of the Company have no par value.

### *DIVIDENDS*

Common share cash dividends during the years ended December 31, 2023, 2022 and 2021 aggregated to $1.34, $1.125 and $1.08, respectively. The year ended December 31, 2023 includes an additional cash dividend of $0.20 per common share, which was payable January 12, 2024 to shareholders of record on December 29, 2023.

### *HOLDERS*

Including institutional holders, there were approximately 4,371 shareholders of record of our common shares on February 16, 2024.

### REGISTERED SALES OF EQUITY SECURITIES

From time to time, the Company may issue common shares in exchange for units in the Operating Partnership. Such shares are issued based on an exchange ratio of one common share for each unit in the Operating Partnership. During the quarter ended December 31, 2023, the Company issued 9,371 common shares in exchange for an equal number of units in the Operating Partnership pursuant to the Operating Partnership agreement.

### *ISSUER REPURCHASES OF EQUITY SECURITIES*

In February 2016, the Board of Directors approved the repurchase of up to $100 million of Rayonier's common shares (the "share repurchase program") to be made at management's discretion. The program has no time limit and may be suspended or discontinued at any time. There were no shares repurchased under this program in the fourth quarter of 2023. As of December 31, 2023, there was $87.7 million, or approximately 2,625,814 shares based on the period-end closing stock price of $33.41, remaining under this program.

The following table provides information regarding our purchases of Rayonier common shares during the quarter ended December 31, 2023:

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (a) | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (c) |
|---|---|---|---|---|
| October 1 to October 31 | — | — | — | 3,475,770 |
| November 1 to November 30 | — | — | — | 2,859,467 |
| December 1 to December 31 | — | — | — | 2,625,814 |
| Total | — | | — | |

(a) Purchases made in open-market transactions under the $100 million share repurchase program announced on February 10, 2016.

(b) Maximum number of shares authorized to be purchased at the end of October, November and December are based on month-end closing stock prices of $25.24, $30.68 and $33.41, respectively.

*Rayonier, L.P.*

### ***MARKET FOR UNITS OF THE OPERATING PARTNERSHIP***

There is no public trading market for Operating Partnership units.

### ***HOLDERS***

Including institutional holders, there were approximately 15 holders of record of our Operating Partnership units (other than the Company) on February 16, 2024.

### ***DISTRIBUTIONS***

The distribution rate on the Operating Partnership's units is equal to the dividend rate on Rayonier Inc.'s common shares.

### **UNREGISTERED SALES OF EQUITY SECURITIES**

There were no unregistered sales of equity securities made by the Operating Partnership during the quarter ended December 31, 2023.

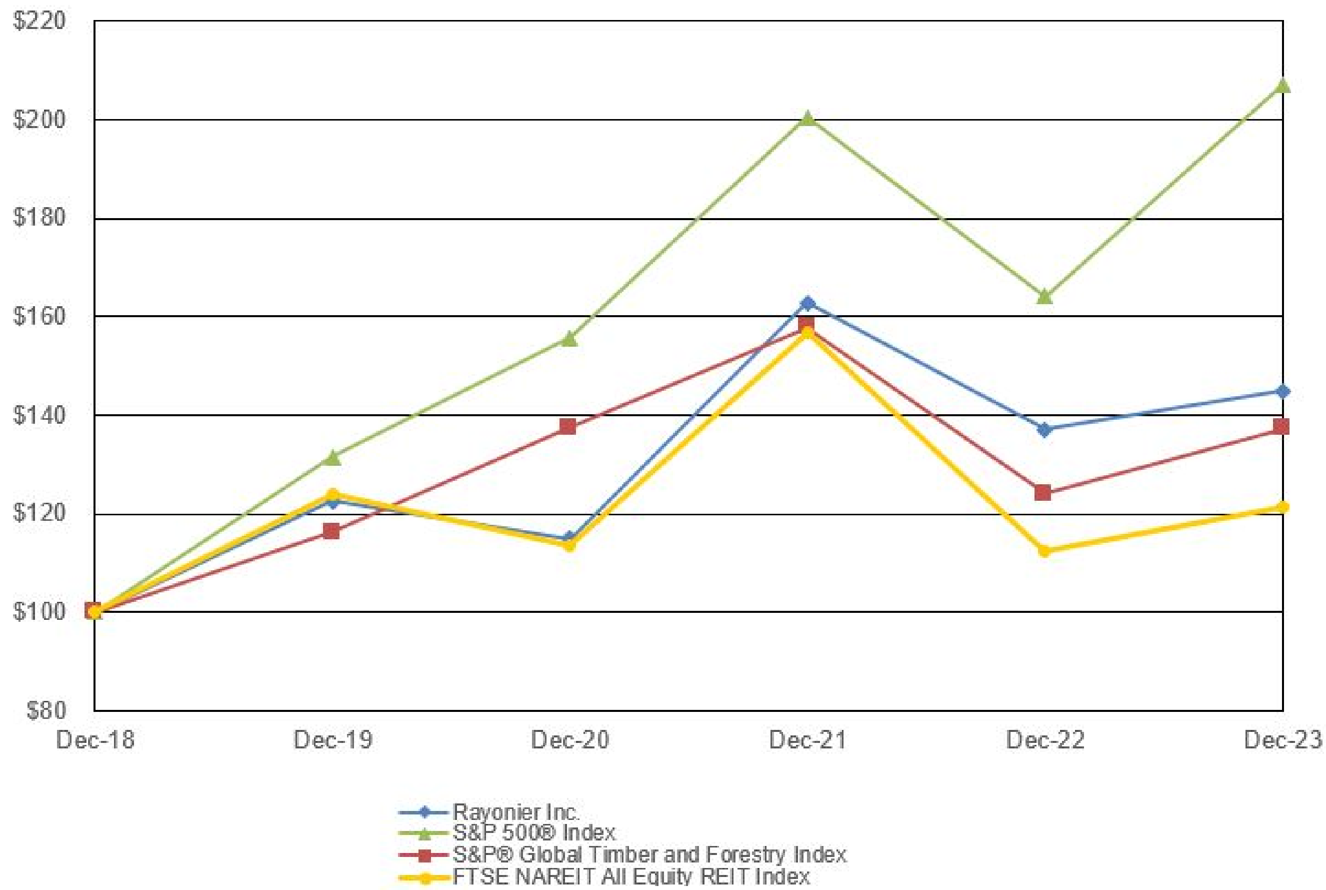
### **ISSUER REPURCHASES OF EQUITY SECURITIES**

Pursuant to the Operating Partnership's limited partnership agreement, limited partners have the right to redeem their Operating Partnership units for cash, or at our election, shares of Rayonier Common Stock on a one-for-one basis. During the quarter ended December 31, 2023, 9,371 Operating Partnership units held by limited partners were redeemed in exchange for shares of Rayonier Common Shares.

### *STOCK PERFORMANCE GRAPH*

The following graph compares the performance of Rayonier's common shares (assuming reinvestment of dividends) with a broad-based market index (Standard & Poor's ("S&P") 500), and two industry-specific indices – the S&P Global Timber and Forestry Index and the FTSE NAREIT All Equity REIT Index.

The table and related information below shall not be deemed to be "filed" with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except to the extent that the Company specifically incorporates it by reference into such filing.




The data in the following table was used to create the above graph as of December 31:

| | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 |
|---|---|---|---|---|---|---|
| Rayonier Inc. | $100 | $123 | $115 | $163 | $137 | $145 |
| S&P 500® Index | 100 | 131 | 156 | 200 | 164 | 207 |
| S&P® Global Timber and Forestry Index | 100 | 116 | 137 | 158 | 124 | 137 |
| FTSE NAREIT All Equity REIT Index | 100 | 124 | 114 | 157 | 112 | 121 |

### Item 6. SELECTED FINANCIAL DATA

Not applicable.

## Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### OBJECTIVE

The objective of the Management's Discussion and Analysis is to detail material information, events, uncertainties and other factors impacting the Company and the Operating Partnership and to provide investors an understanding of "Management's perspective." Item 7, Management's Discussion and Analysis (MD&A) highlights the critical areas for evaluating our performance which includes a discussion on the reportable segments, liquidity and capital, and critical accounting estimates. The MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and notes.

### EXECUTIVE SUMMARY

#### *OUR COMPANY*

We are a leading timberland real estate investment trust ("REIT") with assets located in some of the most productive softwood timber growing regions in the U.S. and New Zealand. Our revenues, operating income and cash flows are primarily derived from the following core business segments: Southern Timber, Pacific Northwest Timber, New Zealand Timber, Real Estate and Trading. We own or lease under long-term agreements approximately 2.3 million acres of timberland and real estate in Alabama, Arkansas, Florida, Georgia, Louisiana, Oklahoma, Oregon, South Carolina, Texas and Washington. We also have a 77% ownership interest in Matariki Forestry Group, a joint venture ("New Zealand subsidiary"), that owns or leases approximately 421,000 gross acres (297,000 net plantable acres) of timberlands in New Zealand.

Across our timberland management segments, we sell standing timber (primarily at auction to third parties) and delivered logs. Sales from our timber segments include all activities related to the harvesting of timber and other value-added activities such as the licensing of properties for hunting, the leasing of properties for mineral extraction and cell towers, and revenue from land-based solutions such as carbon capture and storage, solar and wind energy, and carbon credits. We believe we are the second largest publicly-traded timberland REIT and the third largest private timberland owner in the United States. Our Real Estate business manages all property sales and seeks to maximize the value of our properties that are more valuable for development, recreational or residential uses than for growing timber, and opportunistically sells non-strategic timberlands. Our Trading segment, primarily consisting of activity by the New Zealand subsidiary, markets and sells timber owned or acquired from third parties in New Zealand and Australia. We also engage in log trading activities from the U.S. South and U.S. Pacific Northwest.

#### *CURRENT YEAR DEVELOPMENTS*

During 2023, we acquired approximately 5,000 acres of timberland for $14.1 million. For further information on acquisitions, see Note 4 — Timberland Acquisitions. In addition, we closed on a 55,000-acre Large Disposition in Oregon for $242.2 million. See Item 7 — Results of Operations and Note 2 — Segment and Geographical Information for additional information regarding the Large Disposition.

#### *INDUSTRY AND MARKET CONDITIONS*

The demand for timber is directly related to the underlying demand for pulp, paper, packaging, lumber and other wood products. The significant majority of timber sold in our Southern Timber segment is consumed domestically. With a higher proportion of pulpwood, our Southern Timber segment relies heavily on downstream markets for pulp and paper, and to a lesser extent wood pellet markets. Our Pacific Northwest Timber segment relies primarily on domestic customers but also exports a significant volume of timber, particularly to China. The Southern Timber and Pacific Northwest Timber segments rely on the strength of U.S. lumber markets as well as underlying housing starts. Our New Zealand Timber segment sells timber to domestic New Zealand wood products mills and also exports a significant portion of its volume to markets in China, South Korea and Taiwan. In addition to market dynamics in the Pacific Rim, the New Zealand Timber segment is subject to foreign exchange fluctuations, which can impact the operating results of the segment in U.S. dollar terms.

Pricing in our timber segments is influenced by macroeconomic factors, including residential construction activity, and can also vary considerably on a local level based on weather, the available inventory of logs, mill demand, and export market access. In 2023, each of our timber segments experienced challenging conditions due to market headwinds and weaker end-market demand relative to the prior year. In our Southern Timber segment, weaker demand for pulp and lumber coupled with drier weather conditions led to lower net stumpage prices versus the prior year. In our Pacific Northwest Timber segment, average log prices for 2023 were below the prior year, primarily due to weaker domestic and export market demand. In New Zealand, average log prices for 2023 were lower than the prior year, as construction market headwinds in China continue to impact export market demand.

We are subject to the risk of price fluctuations in certain of our cost components, primarily logging and transportation (cut and haul), ocean freight and demurrage costs. Following a sharp increase in 2022, our New Zealand Timber segment experienced significantly lower ocean freight costs in 2023. Other major components of our cost of sales are the cost basis of timber sold (depletion) and the cost basis of real estate sold. Depletion includes the amortization of capitalized site preparation, planting and fertilization, real estate taxes, timberland lease payments and certain payroll costs. The cost basis of real estate sold includes the cost basis in land and costs directly associated with the development and construction of identified real estate projects, such as infrastructure, roadways, utilities, amenities and/or other improvements. Other costs include amortization of capitalized costs related to road and bridge construction and software, depreciation of fixed assets and equipment, road maintenance, severance and excise taxes, fire prevention and real estate commissions and closing costs.

In Real Estate, overall demand for rural HBU properties and our improved development projects remained strong in 2023. Our improved development projects, specifically Wildlight, our development project north of Jacksonville, Florida, and Heartwood, our development project south of Savannah, Georgia, continue to benefit from favorable migration and demographic trends, which have thus far outweighed the impacts of higher interest rates.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires us to establish accounting policies and make estimates, assumptions and judgments that affect our assets, liabilities, revenues and expenses, and to disclose contingent assets and liabilities in our Annual Report on Form 10-K. We base these estimates and assumptions on historical data and trends, current fact patterns, expectations and other sources of information we believe are reasonable. Actual results may differ from these estimates.

### *MERCHANTABLE INVENTORY AND DEPLETION COSTS AS DETERMINED BY TIMBER HARVEST MODELS*

An annual depletion rate is established for each particular region by dividing the cost of merchantable inventory (including costs described above) by standing merchantable inventory volume. Pre-merchantable records are maintained for each planted year age class, including acres planted, stems per acre and costs of planting and tending. For more information, see Discussion of Timber Inventory and Sustainable Yield in Item 1 — Business.

Significant assumptions and estimates are used in the recording of timber inventory and depletion costs. Factors that can impact timber volume include weather changes, losses due to natural causes, differences in actual versus estimated growth rates and changes in the age when timber is considered merchantable. A 3% company-wide change in estimated standing merchantable inventory would have caused an estimated change of approximately $5.6 million to 2023 depletion expense.

Merchantable standing timber inventory is estimated by our land information services group annually, using industry-standard computer software. The inventory calculation takes into account growth, in-growth (annual transfer of oldest pre-merchantable age class into merchantable inventory), timberland sales and the annual harvest specific to each business unit. The age at which timber is considered merchantable is reviewed periodically and updated for changing harvest practices, future harvest age profiles and biological growth factors.

Acquisitions of timberland can also affect the depletion rate. Upon the acquisition of timberland, we make a determination whether to combine the newly-acquired merchantable timber with an existing depletion pool or to create a new pool. The determination is based on the geographic location of the new timber, the customers/markets that will be served and species mix. During 2023, we acquired 5,000 acres of timberlands in Florida, Georgia, Texas, Washington and New Zealand. These acquisitions did not have a material impact on 2023 depletion rates.

### *REVENUE RECOGNITION*

See Note 1 — Summary of Significant Accounting Policies.

### *DETERMINING THE ADEQUACY OF PENSION AND OTHER POSTRETIREMENT BENEFIT ASSETS AND LIABILITIES*

We have one qualified non-contributory defined benefit pension plan covering a portion of our employees and an unfunded plan that provides benefits in excess of amounts allowable under current tax law in the qualified plan. The qualified and unfunded plans are closed to new participants. Effective December 31, 2016, we froze benefits for all employees participating in the pension plans. In December 2022, the Rayonier Board of Directors approved the resolution to terminate the Defined Benefit Plan and notified impacted parties of the termination and alternative distribution options. The Defined Benefit Plan was terminated on February 28, 2023. On July 20, 2023, the Rayonier Board of Directors approved the resolution to terminate the unfunded plan and will distribute all benefits in accordance with Section 409A of the Internal Revenue Code. The unfunded plan was terminated on July 31, 2023.

Numerous estimates and assumptions are required to determine the proper amount of pension and postretirement liabilities and annual expense to record in our financial statements. The key assumptions include discount rate, return on assets, health care cost trends, mortality rates and longevity of employees. Although there is authoritative guidance on how to select most of the assumptions, some degree of judgment is exercised in selecting these assumptions. Different assumptions, as well as actual versus expected results, would change the periodic benefit cost and funded status of the benefit plans recognized in the financial statements. The changes in our discount rate and expected return on plan assets have an inverse relationship with our projected benefit obligation and pension expense, respectively. A hypothetical 25 basis point increase/decrease in our pension plan's discount rate would result in a decrease/increase in the projected benefit obligation of approximately $1.5 million and $1.6 million, respectively. A hypothetical 25 basis point increase/decrease in our pension plan's expected return on plan assets assumption would result in a decrease/increase in pension expense of approximately $0.2 million. See Note 18 — Employee Benefit Plans for additional information.

### *IMPAIRMENT OF LONG-LIVED ASSETS*

We review the carrying amount of long-lived assets whenever an event or a change in circumstances indicates that the carrying value of the asset or asset group may not be recoverable through future operations. If we evaluate recoverability, we are required to estimate future cash flows and residual value of the asset or asset group. The evaluation of future cash flows requires the use of assumptions that include future economic conditions such as construction costs and sales values that may differ from actual results. An impairment loss is recognized if the carrying amount of an asset is not recoverable and exceeds its fair value. See Note 1 — Summary of Significant Accounting Policies for additional information.

### *DEFERRED TAX ITEMS*

The Timber and Real Estate operations conducted within our REIT are generally not subject to U.S. income taxation. We expect any variability in our effective tax rate and the amount of cash taxes to be paid to be driven primarily by our New Zealand Timber and Trading segments. Rayonier's taxable REIT subsidiary is subject to U.S. federal and state income taxes. Deferred tax expense or benefit is recognized in the financial statements according to the changes in deferred tax assets and liabilities between years. Valuation allowances are established to reduce deferred tax assets when it becomes more likely than not that such assets will not be realized. See Note 20 — Income Taxes for additional information about our unrecognized tax benefits.

### *ENVIRONMENTAL AND NATURAL RESOURCE DAMAGE LIABILITIES*

We determine the costs of environmental remediation for areas we have been named potentially liable parties based on evaluations of current law and existing technologies. Inherent uncertainties exist in such evaluations primarily due to unknown environmental conditions, changing governmental regulations and legal standards regarding liability and emerging remediation technologies. At December 31, 2023, the total amount of liabilities recorded on our Consolidated Balance Sheets related to environmental contamination and Natural Resource Damages was $16.6 million. This is management’s best estimate of the costs for remediation and restoration, however, management will continue to monitor the cleanup process and make adjustments to the liability as needed. For more information, see Governmental Regulations and Environmental Matters in Item 1 — Business, Note 1 — Summary of Significant Accounting Policies and Note 12 — Environmental Remediation Liabilities.

## RESULTS OF OPERATIONS

Summary of our results of operations for the three years ended December 31:

| Financial Information (in millions of dollars) | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Sales** | | | |
| Southern Timber | $264.1 | $264.2 | $204.4 |
| Pacific Northwest Timber | 124.1 | 162.2 | 143.0 |
| New Zealand Timber | 235.5 | 274.1 | 281.2 |
| Timber Funds (a) | — | — | 199.4 |
| Real Estate | | | |
| Improved Development | 30.7 | 35.4 | 51.7 |
| Unimproved Development | 0.1 | — | 37.5 |
| Rural | 99.7 | 59.5 | 43.1 |
| Timberland & Non-Strategic | 3.3 | 11.4 | — |
| Conservation Easement | — | — | 3.9 |
| Deferred Revenue/Other (b) | 13.9 | 1.2 | (2.4) |
| Large Dispositions | 242.2 | 30.5 | 56.0 |
| Total Real Estate | 390.0 | 138.0 | 189.9 |
| Trading | 43.7 | 71.0 | 95.4 |
| Intersegment Eliminations | (0.5) | (0.4) | (3.7) |
| **Total Sales** | $1,056.9 | $909.1 | $1,109.6 |
| **Operating Income (Loss)** | | | |
| Southern Timber | $76.3 | $96.6 | $66.1 |
| Pacific Northwest Timber (c) | (9.0) | 15.2 | 6.8 |
| New Zealand Timber (d) | 26.0 | 30.6 | 51.5 |
| Timber Funds (a) | — | — | 63.3 |
| Real Estate (e) | 156.6 | 58.5 | 112.5 |
| Trading | 0.5 | 0.4 | 0.1 |
| Corporate and other | (39.1) | (35.5) | (30.6) |
| **Operating Income** | 211.3 | 165.8 | 269.8 |
| Interest expense | (48.3) | (36.2) | (44.9) |
| Interest and other miscellaneous income, net (f) | 20.6 | 2.6 | 0.2 |
| Income tax expense | (5.1) | (9.4) | (14.6) |
| **Net Income** | 178.5 | 122.8 | 210.5 |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates (g) | (2.1) | (13.3) | (53.4) |
| **Net Income Attributable to Rayonier, L.P.** | $176.4 | $109.5 | $157.1 |
| Less: Net income attributable to noncontrolling interests in the operating partnership | (2.9) | (2.4) | (4.5) |
| **Net Income Attributable to Rayonier Inc.** | $173.5 | $107.1 | $152.6 |
| **Adjusted EBITDA (h)** | | | |
| Southern Timber | $156.2 | $156.9 | $120.2 |
| Pacific Northwest Timber | 27.9 | 63.9 | 57.3 |
| New Zealand Timber | 50.0 | 54.5 | 78.5 |
| Timber Funds | — | — | 2.3 |
| Real Estate | 99.3 | 72.7 | 100.7 |
| Trading | 0.5 | 0.4 | 0.1 |
| Corporate and other | (37.4) | (34.2) | (29.4) |
| **Total Adjusted EBITDA (h)** | $296.5 | $314.2 | $329.8 |

(a) The year ended December 31, 2021 includes sales and operating income of $156.8 million and $51.5 million, respectively, from Fund II Timberland Dispositions.
(b) Includes deferred revenue adjustments, revenue true-ups and marketing fees related to Improved Development sales in addition to residential and commercial lease revenue.
(c) The year ended December 31, 2022 includes $0.7 million of timber write-offs resulting from casualty events.
(d) The year ended December 31, 2023 includes $2.3 million of timber write-offs resulting from casualty events.
(e) The years ended December 31, 2023, December 31, 2022 and December 31, 2021 include income of $105.1 million, $16.6 million and $44.8 million, respectively, from Large Dispositions. The year ended December 31, 2022 includes $16.0 million of equity income from the sale of a multi-family apartment complex in Bainbridge Island, Washington.
(f) The year ended December 31, 2023 includes $20.7 million of net recoveries associated with legal settlements, which is partially offset by a $2.0 million pension settlement charge.
(g) The year ended December 31, 2021 includes a $41.2 million gain from Fund II Timberland Dispositions.
(h) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.

| Southern Timber Overview | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Sales Volume (in thousands of tons)** | | | |
| Pine Pulpwood | 3,821 | 3,911 | 3,516 |
| Pine Sawtimber | 3,295 | 2,041 | 2,001 |
| **Total Pine Volume** | 7,116 | 5,952 | 5,517 |
| Hardwood | 198 | 331 | 177 |
| **Total Volume** | 7,314 | 6,283 | 5,694 |
| | | | |
| % Delivered Volume (vs. Total Volume) | 35% | 43% | 40% |
| % Pine Sawtimber Volume (vs. Total Pine Volume) | 46% | 34% | 36% |
| % Export Volume (vs. Total Volume) (a) | 1% | 2% | 5% |
| | | | |
| **Net Stumpage Prices (dollars per ton)** | | | |
| Pine Pulpwood | $16.78 | $22.45 | $19.09 |
| Pine Sawtimber | 29.64 | 34.36 | 28.27 |
| **Weighted Average Pine** | $22.73 | $26.53 | $22.42 |
| Hardwood | 13.89 | 23.48 | 17.96 |
| **Weighted Average Total** | $22.49 | $26.37 | $22.28 |
| | | | |
| **Summary Financial Data (in millions of dollars)** | | | |
| Timber Sales | $226.6 | $236.6 | $179.8 |
| Less: Cut and Haul | (58.0) | (64.0) | (43.6) |
| Less: Port and Freight | (4.5) | (6.8) | (9.4) |
| **Net Stumpage Sales** | $164.1 | $165.8 | $126.9 |
| | | | |
| Non-Timber Sales | 37.5 | 27.6 | 24.6 |
| **Total Sales** | $264.1 | $264.2 | $204.4 |
| | | | |
| Operating Income | $76.3 | $96.6 | $66.1 |
| (+) Depreciation, depletion and amortization | 80.0 | 60.3 | 54.1 |
| Adjusted EBITDA (b) | $156.2 | $156.9 | $120.2 |
| | | | |
| **Other Data** | | | |
| Year-End Acres (in thousands) | 1,852 | 1,919 | 1,798 |

(a) Estimated percentage of export volume, which includes volumes sold to third-party exporters in addition to direct exports through our log export program.

(b) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.

| Pacific Northwest Timber Overview | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Sales Volume (in thousands of tons)** | | | |
| Pulpwood | 216 | 300 | 287 |
| Domestic Sawtimber (a) | 999 | 1,188 | 1,382 |
| Export Sawtimber | 89 | 97 | — |
| **Total Volume** | 1,305 | 1,585 | 1,669 |
| | | | |
| % Delivered Volume (vs. Total Volume) | 97% | 92% | 88% |
| % Sawtimber Volume (vs. Total Volume) | 83% | 81% | 83% |
| % Export Volume (vs. Total Volume) (b) | 12% | 11% | 16% |
| | | | |
| **Delivered Log Pricing (in dollars per ton)** | | | |
| Pulpwood | $38.78 | $50.83 | $31.65 |
| Domestic Sawtimber | 97.71 | 111.96 | 97.87 |
| Export Sawtimber (c) | 142.63 | 117.85 | — |
| **Weighted Average Log Price** | $90.97 | $100.50 | $86.23 |
| | | | |
| **Summary Financial Data (in millions of dollars)** | | | |
| Timber Sales | $117.9 | $156.6 | $137.1 |
| Less: Cut and Haul | (56.6) | (62.7) | (55.3) |
| Less: Port and Freight | (5.2) | (2.8) | — |
| **Net Stumpage Sales** | $56.1 | $91.1 | $81.8 |
| | | | |
| Non-Timber Sales | 6.3 | 5.6 | 5.9 |
| **Total Sales** | $124.1 | $162.2 | $143.0 |
| | | | |
| Operating Income (Loss) | ($9.0) | $15.2 | $6.8 |
| (+) Timber write-offs resulting from casualty events (d) | — | 0.7 | — |
| (+) Depreciation, depletion and amortization | 36.9 | 48.0 | 50.5 |
| Adjusted EBITDA (e) | $27.9 | $63.9 | $57.3 |
| | | | |
| **Other Data** | | | |
| Year-End Acres (in thousands) | 418 | 474 | 490 |
| Northwest Sawtimber (in dollars per MBF) (f) | $711 | $849 | $748 |

(a) Includes volumes sold to third-party exporters.

(b) Estimated percentage of export volume, which includes volumes sold to third-party exporters in addition to direct exports through our log export program.

(c) Direct exports through our log export program began in Q1 2022. Prior to Q4 2022, pricing reflects the transfer of logs on an FOB basis. Beginning in Q4 2022, pricing is reported on a CFR basis (i.e., inclusive of export costs and freight).

(d) Timber write-offs resulting from casualty events include the write-off and adjustments of merchantable and pre-merchantable timber volume damaged by casualty events that cannot be salvaged.

(e) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.

(f) Delivered Sawtimber excluding chip-n-saw.

| New Zealand Timber Overview | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Sales Volume (in thousands of tons)** | | | |
| Domestic Pulpwood (Delivered) | 225 | 388 | 425 |
| Domestic Sawtimber (Delivered) | 677 | 686 | 671 |
| Export Pulpwood (Delivered) | 230 | 182 | 198 |
| Export Sawtimber (Delivered) | 1,344 | 1,360 | 1,308 |
| **Total Volume** | 2,476 | 2,616 | 2,602 |
| | | | |
| % Delivered Volume (vs. Total Volume) | 100% | 100% | 100% |
| % Sawtimber Volume (vs. Total Volume) | 82% | 78% | 76% |
| % Export Volume (vs. Total Volume) (a) | 64% | 59% | 58% |
| | | | |
| **Delivered Log Pricing (in dollars per ton)** | | | |
| Domestic Pulpwood | $34.58 | $33.50 | $41.97 |
| Domestic Sawtimber | 66.31 | 71.87 | 83.19 |
| Export Sawtimber | 102.39 | 124.91 | 138.84 |
| **Weighted Average Log Price** | $85.27 | $96.77 | $107.65 |
| | | | |
| **Summary Financial Data (in millions of dollars)** | | | |
| Timber Sales | $211.1 | $253.1 | $280.1 |
| Less: Cut and Haul (b) | (84.5) | (94.3) | (91.9) |
| Less: Port and Freight (b) | (64.8) | (94.1) | (91.1) |
| **Net Stumpage Sales** | $61.8 | $64.8 | $97.1 |
| | | | |
| Non-Timber Sales / Carbon Credits | 24.4 | 21.0 | 1.1 |
| **Total Sales** | $235.5 | $274.1 | $281.2 |
| | | | |
| Operating Income | $26.0 | $30.6 | $51.5 |
| (+) Timber write-offs resulting from casualty events (c) | 2.3 | — | — |
| (+) Depreciation, depletion and amortization | 21.7 | 23.9 | 27.0 |
| Adjusted EBITDA (d) | $50.0 | $54.5 | $78.5 |
| | | | |
| **Other Data** | | | |
| New Zealand Dollar to U.S. Dollar Exchange Rate (e) | 0.6117 | 0.6350 | 0.7090 |
| Net Plantable Year-End Acres (in thousands) | 297 | 297 | 296 |
| Export Sawtimber (in dollars per JAS $m^3$) | $119.04 | $145.23 | $161.42 |
| Domestic Sawtimber (in $NZD per tonne) | $119.25 | $124.50 | $129.07 |

(a) Percentage of export volume reflects direct exports through our log export program.
(b) Prior periods have been restated to reclassify certain export related costs from cut and haul to port and freight.
(c) Timber write-offs resulting from casualty events include the write-off and adjustments of merchantable and pre-merchantable timber volume damaged by casualty events that cannot be salvaged.
(d) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.
(e) Represents the period-average rate.

| Real Estate Overview | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Sales (in millions of dollars)** | | | |
| Improved Development (a) | $30.7 | $35.4 | $51.7 |
| Unimproved Development | 0.1 | — | 37.5 |
| Rural | 99.7 | 59.5 | 43.1 |
| Timberland & Non-Strategic | 3.3 | 11.4 | — |
| Conservation Easement | — | — | 3.9 |
| Deferred Revenue/Other (b) | 13.9 | 1.2 | (2.4) |
| Large Dispositions (c) | 242.2 | 30.5 | 56.0 |
| **Total Sales** | $390.0 | $138.0 | $189.9 |
| | | | |
| **Acres Sold** | | | |
| Improved Development (a) | 376 | 225 | 791 |
| Unimproved Development | 10 | — | 359 |
| Rural | 28,955 | 13,156 | 14,565 |
| Timberland & Non-Strategic | 1,270 | 3,966 | 34 |
| Large Dispositions (c) | 55,008 | 10,977 | 16,622 |
| **Total Acres Sold** | 85,618 | 28,323 | 32,371 |
| | | | |
| **Price per Acre (dollars per acre)** | | | |
| Improved Development (a) | $81,756 | $157,424 | $65,375 |
| Unimproved Development | 11,250 | — | 104,579 |
| Rural | 3,442 | 4,522 | 2,958 |
| Timberland & Non-Strategic | 2,636 | 2,874 | 1,297 |
| Large Dispositions (c) | 4,403 | 2,776 | 3,372 |
| Weighted Average (Total) (d) | $4,372 | $6,128 | $8,403 |
| Weighted Average (Adjusted) (e) | $3,411 | $4,140 | $5,391 |
| | | | |
| **Total Sales (Excluding Large Dispositions)** | $147.8 | $107.5 | $133.9 |
| | | | |
| Operating Income | $156.6 | $58.5 | $112.5 |
| (–) Gain associated with the multi-family apartment complex sale attributable to NCI (f) | — | (11.5) | — |
| (–) Large Dispositions (c) | (105.1) | (16.6) | (44.8) |
| (+) Depreciation, depletion and amortization | 18.0 | 13.9 | 7.9 |
| (+) Non-cash cost of land and improved development | 29.8 | 28.4 | 25.0 |
| **Adjusted EBITDA (g)** | $99.3 | $72.7 | $100.7 |

(a) Reflects land with capital invested in infrastructure improvements.
(b) Includes deferred revenue adjustments, revenue true-ups and marketing fees related to Improved Development sales in addition to residential and commercial lease revenue.
(c) Large Dispositions are defined as transactions involving the sale of timberland that exceed $20 million in size and do not reflect a demonstrable premium relative to timberland value.
(d) Excludes Large Dispositions.
(e) Excludes Improved Development and Large Dispositions.
(f) Gain associated with the multi-family apartment complex sale attributable to NCI represents the gain recognized in connection with the sale of property by the Bainbridge Landing joint venture attributable to noncontrolling interests.
(g) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.

| Trading Overview | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Sales Volume (in thousands of tons)** | | | |
| U.S. | 71 | 99 | 1 |
| NZ | 307 | 460 | 705 |
| **Total Volume** | 378 | 559 | 706 |
| | | | |
| **Summary Financial Data (in millions of dollars)** | | | |
| Trading Sales | $41.9 | $69.3 | $93.6 |
| Non-Timber Sales | 1.8 | 1.7 | 1.7 |
| **Total Sales** | $43.7 | $71.0 | $95.4 |
| | | | |
| Operating Income | $0.5 | $0.4 | $0.1 |
| **Adjusted EBITDA (a)** | $0.5 | $0.4 | $0.1 |

(a) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.

| Capital Expenditures By Segment | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Timber Capital Expenditures (in millions of dollars)** | | | |
| Southern Timber | | | |
| Reforestation, silviculture and other capital expenditures | $30.6 | $24.1 | $21.5 |
| Property taxes | 7.3 | 7.1 | 6.8 |
| Lease payments | 2.8 | 3.1 | 3.1 |
| Allocated overhead | 5.9 | 4.9 | 4.4 |
| **Subtotal Southern Timber** | $46.5 | $39.3 | $35.8 |
| Pacific Northwest Timber | | | |
| Reforestation, silviculture and other capital expenditures | 10.9 | 10.5 | 10.8 |
| Property taxes | 0.9 | 1.1 | 1.1 |
| Allocated overhead | 5.6 | 5.2 | 4.7 |
| **Subtotal Pacific Northwest Timber** | $17.4 | $16.8 | $16.6 |
| New Zealand Timber | | | |
| Reforestation, silviculture and other capital expenditures | 8.6 | 10.9 | 11.2 |
| Property taxes | 0.8 | 0.8 | 0.8 |
| Lease payments | 4.5 | 4.4 | 5.2 |
| Allocated overhead | 2.8 | 2.4 | 3.0 |
| **Subtotal New Zealand Timber** | $16.7 | $18.5 | $20.1 |
| **Total Timber Segments Capital Expenditures** | $80.5 | $74.5 | $72.5 |
| Timber Funds (“Look-through”) (a) | — | — | 0.5 |
| Real Estate | 0.3 | 0.3 | 0.2 |
| Corporate | 0.6 | — | — |
| **Total Capital Expenditures** | $81.4 | $74.8 | $73.2 |
| | | | |
| **Timberland Acquisitions** | | | |
| Southern Timber | $10.5 | $457.8 | $168.2 |
| Pacific Northwest Timber | 3.6 | — | — |
| New Zealand Timber | — | 0.7 | 10.9 |
| **Total Timberland Acquisitions** | $14.1 | $458.5 | $179.1 |
| | | | |
| **Real Estate Development Investments (b)** | $23.1 | $13.7 | $12.5 |

(a) The year ended December 31, 2021 excludes $2.8 million of capital expenditures attributable to noncontrolling interests in Timber Funds.

(b) Represents investments in master infrastructure or entitlements in our real estate development projects. Real Estate Development Investments are amortized as the underlying properties are sold and included in Non-Cash Cost of Land and Improved Development.

## RESULTS OF OPERATIONS, 2023 VERSUS 2022

(millions of dollars)

The following tables summarize sales, operating income and Adjusted EBITDA variances for 2023 versus 2022:

| Sales | Southern Timber | | Pacific Northwest Timber | | New Zealand Timber | | Real Estate | | Trading | Elim. | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **2022** | $264.2 | | $162.2 | | $274.1 | | $138.0 | | $71.0 | ($0.4) | $909.1 |
| Volume | 27.2 | | (15.7) | | (13.4) | | 76.3 | | (22.4) | — | 52.0 |
| Price | (28.4) | | (17.6) | | (1.5) | | (45.8) | | (5.0) | — | (98.3) |
| Non-timber sales | 9.9 | | 0.7 | | 4.2 | | — | | 0.1 | — | 14.9 |
| Foreign exchange (a) | — | | — | | (3.0) | | — | | — | — | (3.0) |
| Other | (8.8) | (b) | (5.5) | (b) | (24.9) | (c) | 221.5 | (d) | — | (0.1) | 182.2 |
| **2023** | $264.1 | | $124.1 | | $235.5 | | $390.0 | | $43.7 | ($0.5) | $1,056.9 |

(a) Net of currency hedging impact.
(b) Includes variance due to stumpage versus delivered sales.
(c) Includes variance due to domestic versus export sales.
(d) Includes a $211.7 million increase in Large Dispositions as well as deferred revenue adjustments, revenue true-ups, and marketing fees related to Improved Development sales in addition to residential and commercial lease revenue.

| Operating Income | Southern Timber | Pacific Northwest Timber | | New Zealand Timber | | Real Estate | | Trading | Corporate and Other | Total |
|---|---|---|---|---|---|---|---|---|---|---|
| **2022** | $96.6 | $15.2 | | $30.6 | | $58.5 | | $0.4 | ($35.5) | $165.8 |
| Volume | 17.1 | (5.5) | | (2.5) | | 43.6 | | — | — | 52.7 |
| Price (a) | (28.4) | (17.6) | | (1.5) | | (45.8) | | — | — | (93.3) |
| Cost | (8.1) | (5.2) | | (2.1) | | (8.5) | | 0.1 | (3.2) | (27.0) |
| Non-timber income (b) | 9.0 | 0.6 | | 3.7 | | — | | — | — | 13.3 |
| Foreign exchange (c) | — | — | | (0.1) | | — | | — | — | (0.1) |
| Depreciation, depletion & amortization | (9.9) | 2.8 | | 0.2 | | 6.0 | | — | (0.4) | (1.3) |
| Non-cash cost of land and improved development | — | — | | — | | 24.1 | | — | — | 24.1 |
| Other | — | 0.7 | (d) | (2.3) | (e) | 78.7 | (f) | — | — | 77.1 |
| **2023** | $76.3 | ($9.0) | | $26.0 | | $156.6 | | $0.5 | ($39.1) | $211.3 |

(a) For Timber segments, price reflects net stumpage realizations (i.e. net of cut and haul and shipping costs). For Real Estate, price is presented net of cash closing costs.
(b) For the New Zealand Timber segment, includes carbon credit sales.
(c) Net of currency hedging impact.
(d) Includes $0.7 million of timber write-offs resulting from casualty events in the prior year.
(e) Includes $2.3 million of timber write-offs resulting from casualty events in the current year.
(f) Includes an $88.5 million increase in operating income from Large Dispositions in the current year, which is partially offset by $16.0 million of equity income from the sale of a multi-family apartment complex in Bainbridge Island, Washington in the prior year. Real estate also includes deferred revenue adjustments, revenue true-ups, and marketing fees related Improved Development sales in addition to residential and commercial lease revenue.

| Adjusted EBITDA (a) | Southern Timber | Pacific Northwest Timber | New Zealand Timber | Real Estate | Trading | Corporate and Other | Total |
|---|---|---|---|---|---|---|---|
| **2022** | $156.9 | $63.9 | $54.5 | $72.7 | $0.4 | ($34.2) | $314.2 |
| Volume | 26.8 | (13.8) | (3.7) | 76.3 | — | — | 85.6 |
| Price (b) | (28.4) | (17.6) | (1.5) | (45.8) | — | — | (93.3) |
| Cost | (8.1) | (5.2) | (2.1) | (8.5) | 0.1 | (3.2) | (27.0) |
| Non-timber income (c) | 9.0 | 0.6 | 3.7 | — | — | — | 13.3 |
| Foreign exchange (d) | — | — | (0.9) | — | — | — | (0.9) |
| Other (e) | — | — | — | 4.6 | — | — | 4.6 |
| **2023** | $156.2 | $27.9 | $50.0 | $99.3 | $0.5 | ($37.4) | $296.5 |

(a) Adjusted EBITDA is a non-GAAP measure defined and reconciled in Item 7 — Performance and Liquidity Indicators.
(b) For Timber segments, price reflects net stumpage realizations (i.e. net of cut and haul and shipping costs). For Real Estate, price is presented net of cash closing costs.
(c) For the New Zealand Timber segment, includes carbon credit sales.
(d) Net of currency hedging impact.
(e) Real Estate includes deferred revenue adjustments, revenue true-ups, and marketing fees related to Improved Development sales in addition to residential and commercial lease revenue. The prior year period included a $4.5 million gain associated with a multi-family apartment complex sale attributable to Rayonier.

### *SOUTHERN TIMBER*

Full-year sales of $264.1 million decreased marginally versus the prior year. Harvest volumes increased 16% to 7.31 million tons versus 6.28 million tons in the prior year, primarily driven by additional volume from acquisitions completed in the fourth quarter of 2022. Average pine sawtimber stumpage realizations decreased 14% to $29.64 per ton versus $34.36 per ton in the prior year, while average pine pulpwood stumpage realizations decreased 25% to $16.78 per ton versus $22.45 per ton in the prior year. The decrease in average pine sawtimber prices was primarily due to softer demand from sawmills, relatively drier weather conditions, and decreased competition from pulp mills for chip-n-saw volume. The decrease in average pine pulpwood prices was primarily due to weaker end-market demand and relatively drier weather conditions. Overall, weighted-average stumpage realizations (including hardwood) decreased 15% to $22.49 per ton versus $26.37 per ton in the prior year.

Operating income of $76.3 million decreased $20.4 million versus the prior year due to lower net stumpage realizations ($28.4 million), higher depletion rates ($9.9 million), higher overhead and other costs ($4.2 million), and costs associated with long-term timber lease expirations ($3.9 million), partially offset by higher volumes ($17.1 million) and higher non-timber income ($9.0 million). Full-year Adjusted EBITDA of $156.2 million was $0.7 million below the prior year.

### *PACIFIC NORTHWEST TIMBER*

Full-year sales of $124.1 million decreased $38.1 million, or 23%, versus the prior year. Harvest volumes decreased 18% to 1.31 million tons versus 1.59 million tons in the prior year, as some planned harvests were deferred in response to soft market conditions. Average delivered prices for domestic sawtimber decreased 13% to $97.71 per ton versus $111.96 per ton in the prior year, reflecting weaker domestic and export market demand. Average delivered pulpwood prices decreased 24% to $38.78 per ton versus $50.83 per ton in the prior year as the prior year benefited from stronger end-market demand.

An operating loss of $9.0 million versus operating income of $15.2 million in the prior year was driven by lower net stumpage realizations ($17.6 million), lower volumes ($5.5 million) and higher costs ($5.2 million), partially offset by lower depletion rates ($2.8 million), timber write-offs resulting from casualty events in the prior year ($0.7 million), and higher non-timber income ($0.6 million). Full-year Adjusted EBITDA of $27.9 million was $36.0 million below the prior year.

### *NEW ZEALAND TIMBER*

Full-year sales of $235.5 million decreased $38.6 million, or 14%, versus the prior year. Harvest volumes decreased 5% to 2.48 million tons versus 2.62 million tons in the prior year, primarily due to lost production days resulting from Cyclone Gabrielle in the first quarter and the deferral of planned harvests in response to soft market conditions. Average delivered prices for export sawtimber decreased 18% to $102.39 per ton versus $124.91 per ton in the prior year, while average delivered prices for domestic sawtimber decreased 8% to $66.31 per ton versus

$71.87 per ton in the prior year. The decrease in export sawtimber prices was primarily driven by weaker construction demand in China and increased salvage volume from Cyclone Gabrielle. The decrease in domestic sawtimber prices (in U.S. dollar terms) was partially driven by the decrease in the NZ$/US$ exchange rate (US$0.61 per NZ$1.00 versus US$0.64 per NZ$1.00). Excluding the impact of foreign exchange rates, domestic sawtimber prices decreased 4% from the prior year, reflecting weaker domestic demand and decreased competition from export markets.

Operating income of $26.0 million decreased $4.6 million versus the prior year due to lower volumes ($2.5 million), timber write-offs resulting from casualty events in the current year ($2.3 million), higher costs ($2.1 million), lower net stumpage realizations ($1.5 million), and unfavorable foreign exchange impacts ($0.1 million), partially offset by higher non-timber / carbon credit income ($3.7 million) and lower depletion rates ($0.2 million). Full-year Adjusted EBITDA of $50.0 million was $4.5 million below the prior year.

*REAL ESTATE*

Full-year sales of $390.0 million increased $252.0 million versus the prior year, while operating income of $156.6 million increased $98.1 million versus the prior year. Sales and operating income in the current year included $242.2 million and $105.1 million, respectively, from Large Dispositions. Prior year sales and operating income included $30.5 million and $16.6 million, respectively, from Large Dispositions. Prior year period operating income also included an $11.5 million gain attributable to noncontrolling interests from the sale of a multi-family apartment complex in Bainbridge Island, Washington. Sales increased primarily due to significantly higher volumes (85,618 acres sold versus 28,323 acres sold in the prior year), partially offset by lower weighted average prices ($4,392 per acre versus $4,829 per acre in the prior year). Full-year Adjusted EBITDA of $99.3 million was $26.6 million above the prior year.

*TRADING*

Full-year sales of $43.7 million decreased $27.3 million versus the prior year due to lower volumes and prices. Sales volumes decreased 32% to 378,000 tons versus 559,000 tons in the prior year. Operating income and Adjusted EBITDA increased $0.1 million versus the prior year as improved margins more than offset reduced trading volume.

*CORPORATE AND OTHER EXPENSE / ELIMINATIONS*

Full-year corporate and other operating expense of $39.1 million increased $3.6 million versus the prior year, primarily due to higher compensation and benefit expenses and professional services fees. Compensation and benefits expenses were elevated versus the prior year primarily due to the acceleration of equity compensation expense for retirement-eligible employees.

*INTEREST EXPENSE*

Full-year interest expense of $48.3 million increased $12.1 million versus the prior year primarily due to higher average outstanding debt and a higher weighted-average interest rate.

*INTEREST AND OTHER MISCELLANEOUS INCOME, NET*

Full-year interest and other miscellaneous income of $20.6 million increased $18.0 million versus the prior year, as the current year included $20.7 million of net recoveries associated with legal settlements, partially offset by a $2.0 million pension settlement charge.

*INCOME TAX EXPENSE*

Full-year income tax expense of $5.1 million decreased $4.3 million versus the prior year period. The New Zealand subsidiary is the primary driver of income tax expense.

**RESULTS OF OPERATIONS, 2022 VERSUS 2021**

Refer to Item 7 - “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section contained in our Annual Report on Form 10-K for the year ended December 31, 2022 for the results of operations discussion for the fiscal year ended December 31, 2022 compared to the fiscal year ended December 31, 2021.

## OUTLOOK FOR 2024

In 2024, we expect to achieve full-year harvest volumes in our Southern Timber segment of 7.1 to 7.3 million tons. We anticipate a modest decrease in harvest volumes versus the prior year as logging conditions normalize following a period of relatively dry weather. Further, we expect that regional pine stumpage realizations will improve modestly versus the prior year based on improving end market demand coupled with an anticipated increase in rainfall from the El Niño weather pattern. However, we expect these pricing gains will be largely offset by a less favorable geographic mix. Lastly, we expect higher non-timber income for full-year 2024 as compared to full-year 2023, primarily driven by additional income from land-based solutions.

In our Pacific Northwest Timber segment, we expect to achieve full-year harvest volumes of approximately 1.4 million tons. The anticipated increase relative to the prior year assumes a return to a more normalized level of demand and harvest activity, partially offset by a reduction in our Pacific Northwest sustainable yield resulting from the recent Oregon disposition. Further, while we anticipate some demand improvement as the year progresses, we expect that full-year weighted average log pricing will remain modestly below the pricing achieved in 2023 due in part to a less favorable species mix.

In our New Zealand Timber segment, we expect full-year harvest volumes of 2.4 to 2.5 million tons. We expect that full-year domestic and export sawtimber pricing will improve modestly relative to the full-year pricing achieved in 2023 as end-markets continue to recover. We further anticipate a modest increase in carbon credit sales in 2024 as pricing has remained strong following the significant market volatility experienced in the first half of 2023.

In our Real Estate segment, we are encouraged by both the continued strong demand for our rural properties as well as the continued momentum across our improved development projects as we enter 2024. We expect another strong year in both our rural land sales program as well as our improved development projects based on our current pipeline of transactions. However, similar to 2023, we anticipate very light closing activity in the first quarter, followed by a significant pickup in activity in the second quarter.

Our 2024 outlook is subject to a number of variables and uncertainties, including those discussed at Item 1A — Risk Factors.

## LIQUIDITY AND CAPITAL RESOURCES

Our principal source of cash is cash flow from operations, primarily the harvesting of timber and sales of real estate. As a REIT, our main use of cash is dividends on Rayonier Inc. common shares and distributions on Rayonier, L.P. units. We also use cash to maintain the productivity of our timberlands through replanting and silviculture. Our operations have generally produced consistent cash flow and required limited capital resources; however, acquisitions of timberlands generally require funding from external sources or Large Dispositions.

## STRATEGY

We continuously evaluate our capital structure. Our strategy is to maintain a weighted-average cost of capital competitive with other timberland REITs and TIMOs, while maintaining an investment grade debt rating as well as retaining the flexibility to actively pursue capital allocation opportunities as they become available. Overall, we believe we have adequate liquidity and sources of capital to run our businesses efficiently and effectively and to maximize the value of our timberland and real estate assets under management.

On November 1, 2023 we announced an asset disposition and capital structure realignment plan (the “Plan”) targeting $1 billion of select asset sales over the following 18 months. We expect to use the proceeds of the asset sales to reduce our leverage to ≤3.0x Net Debt / Adjusted EBITDA and return capital to share and unit holders. Following the announcement of this Plan, we closed on the disposition of approximately 55,000 acres of timberland in Oregon for $242.2 million, and we believe we are on-track to meet the $1 billion disposition target as planned.

While we currently anticipate to execute the Plan as announced, facts and circumstances could change in the future, which may change our strategy or preclude us from executing the Plan as intended. See Item 1A — Risk Factors in this Annual Report on Form 10-K for additional information.

## CREDIT RATINGS

Both our ability to obtain financing and the related costs of borrowing are affected by our credit ratings, which are periodically reviewed by the rating agencies. As of December 31, 2023, our credit ratings from S&P and Moody’s were “BBB-” and “Baa3,” respectively, with both agencies listing our outlook as “Stable.”

## SUMMARY OF LIQUIDITY AND FINANCING COMMITMENTS

| | As of December 31, | | |
|---|---|---|---|
| (in millions of dollars) | 2023 | 2022 | 2021 |
| Cash and cash equivalents (excluding Timber Funds) | $207.7 | $114.3 | $358.7 |
| Total debt (excluding Timber Funds) (a) | 1,372.7 | 1,523.1 | 1,376.1 |
| Noncontrolling interests in the operating partnership | 81.7 | 105.8 | 133.8 |
| Shareholders’ equity | 1,877.6 | 1,880.7 | 1,815.6 |
| Net Income Attributable to Rayonier Inc. | 173.5 | 107.1 | 152.6 |
| Adjusted EBITDA (b) | 296.5 | 314.2 | 329.8 |
| Total capitalization (total debt plus permanent and temporary equity) | 3,332.0 | 3,509.6 | 3,325.5 |
| Debt to capital ratio | 41% | 43% | 41% |
| Debt to Adjusted EBITDA (b) | 4.6 | 4.8 | 4.2 |
| Net debt to Adjusted EBITDA (b)(c) | 3.9 | 4.5 | 3.1 |
| Net debt to enterprise value (c)(d) | 19% | 22% | 14% |

(a) Total debt as of December 31, 2023, 2022 and 2021 reflects the principal on long-term debt, net of fair market value adjustments and gross of deferred financing costs and unamortized discounts of $6.9 million, $8.4 million and $8.3 million, respectively.
(b) For a reconciliation of Adjusted EBITDA to net income see Item 7 — Performance and Liquidity Indicators.
(c) Net debt is calculated as total debt less cash and cash equivalents.
(d) Enterprise value based on market capitalization (including Rayonier, L.P. “OP” units) plus net debt based on Rayonier’s share price of $33.41, $32.96, and $40.36 as of December 31, 2023, 2022 and 2021, respectively.

*AT-THE-MARKET ("ATM" EQUITY OFFERING PROGRAM*

On November 4, 2022 we entered into a new distribution agreement with a group of sales agents through which we may sell common shares, from time to time, having an aggregate sales price of up to $300 million (the "2022 ATM Program"). As of December 31, 2023, $269.7 million remains available for issuance under the 2022 ATM Program.

The following table outlines the common shares issuance pursuant to our ATM Program (dollars in millions):

| | Year Ended December 31, | |
|---|---|---|
| | 2023 | 2022 |
| Common shares issued under the ATM Program | 400 | 1,579,228 |
| Average price of common shares issued under the ATM Program | $34.03 | $38.05 |
| Gross proceeds | — | $60.4 |
| Commissions | — | $0.6 |

**CASH FLOWS**

The following table summarizes our cash flows from operating, investing and financing activities for each of the three years ended December 31 (in millions of dollars):

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Total cash provided by (used for): | | | |
| Operating activities | $298.4 | $269.2 | $325.1 |
| Investing activities | 124.1 | (516.4) | (26.3) |
| Financing activities | (328.9) | (4.6) | (16.3) |
| Effect of exchange rate changes on cash | (0.6) | (1.9) | (0.9) |
| Change in cash, cash equivalents and restricted cash | $93.0 | ($253.7) | $281.7 |

*CASH PROVIDED BY OPERATING ACTIVITIES*

Cash provided by operating activities increased $29.2 million versus the prior year primarily due to changes in working capital.

*CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES*

Cash provided by investing activities increased $640.5 million versus the prior year primarily due to lower cash used for timberland acquisitions ($444.5 million), higher proceeds from Large Dispositions ($210.4 million) and other investing activities ($1.6 million), partially offset by higher real estate development investments ($9.4 million) and higher capital expenditures ($6.6 million).

*CASH USED FOR FINANCING ACTIVITIES*

Cash used for financing activities increased $324.3 million from the prior year due to a decrease in net borrowings ($275.0 million), lower proceeds from the issuance of common shares under the ATM Program ($61.6 million), higher dividends paid on common shares ($4.3 million), and lower proceeds from the issuance of common shares under the incentive stock plan ($2.6 million), partially offset by lower distributions to noncontrolling interests in consolidated affiliates ($17.7 million), lower debt issuance costs ($0.7 million) and lower distributions to noncontrolling interests in the operating partnership ($0.7 million).

## FUTURE USES OF CASH

We expect future uses of cash to include working capital requirements, principal and interest payments on long-term debt, lease payments, capital expenditures, real estate development investments, timberland acquisitions, dividends on Rayonier Inc. common shares and distributions on Rayonier, L.P. units, distributions to noncontrolling interests, and repurchases of the Company's common shares to satisfy other commitments.

Significant long-term uses of cash include the following (in millions):

| | | Payments Due by Period | | | |
|---|---|---|---|---|---|
| Future uses of cash (in millions) | Total | 2024 | 2025-2026 | 2027-2028 | Thereafter |
| Long-term debt (a) | $1,372.7 | — | $247.3 | $475.4 | $650.0 |
| Interest payments on long-term debt (b) | 343.7 | 75.8 | 140.6 | 90.5 | 36.8 |
| Operating leases — timberland (c) | 190.9 | 8.9 | 16.0 | 14.8 | 151.2 |
| Operating leases — PP&E, offices (c) | 6.0 | 1.2 | 1.5 | 0.9 | 2.4 |
| Commitments — real estate projects | 45.0 | 33.4 | 2.3 | 2.3 | 7.0 |
| Commitments — derivatives (d) | 0.7 | 0.7 | — | — | — |
| Commitments — environmental remediation (e) | 16.6 | 11.8 | 1.2 | 0.9 | 2.7 |
| Commitments — other (f) | 9.7 | 9.3 | 0.4 | — | — |
| Total | $1,985.3 | $141.1 | $409.3 | $584.8 | $850.1 |

(a) The book value of long-term debt, net of deferred financing costs and unamortized discounts, is currently recorded at $1,365.8 million on our Consolidated Balance Sheets, but upon maturity the liability will be $1,372.7 million. See Note 7 — Debt for additional information.

(b) Projected interest payments for variable-rate debt were calculated based on outstanding principal amounts and interest rates as of December 31, 2023 and excludes the impact of hedging.

(c) Excludes anticipated renewal options.

(d) Commitments — derivatives represent payments expected to be made on derivative financial instruments (foreign exchange contracts). See Note 8 — Derivative Financial Instruments and Hedging Activities for additional information.

(e) Commitments — environmental remediation represents our estimate of potential liability associated with environmental contamination and Natural Resource Damages in Port Gamble, Washington. See Note 12 — Environmental and Natural Resource Damage Liabilities for additional information.

(f) Commitments — other includes $8.4 million related to pension plan termination. See Note 18 — Employee Benefit Plans for additional information.

We expect to fund future uses of cash with a combination of existing cash balances, cash generated by operating activities, the remaining issuances available under the Company's ATM Program, Large Dispositions and the use of our revolving credit facilities. We believe we have sufficient sources of funding to meet our business requirements for the next 12 months and in the longer term.

## EXPECTED 2024 EXPENDITURES

Capital expenditures in 2024 are forecasted to be between $83 million and $88 million, excluding any strategic timberland acquisitions we may make. Capital expenditures are expected to primarily consist of seedling planting, fertilization and other silvicultural activities, property taxes, lease payments, allocated overhead and other capitalized costs. Aside from capital expenditures, we may also acquire timberland as we actively evaluate acquisition opportunities.

Real estate development investments in 2024 are expected to be between $28 million and $32 million, net of anticipated reimbursements. Expected real estate development investments are primarily related to Wildlight, our mixed-use community development project located north of Jacksonville, Florida and Heartwood, our mixed-use development project located in Richmond Hill just south of Savannah, Georgia.

Our 2024 dividend payments on Rayonier Inc. common shares and distributions to Rayonier, L.P. unitholders, excluding the additional dividend and distribution payable January 12, 2024 to shareholders of record on December 29, 2023, are expected to be approximately $170.4 million and $2.8 million, respectively, assuming no change in the quarterly dividend rate of $0.285 per share or partnership unit, or material changes in the number of common shares or partnership units outstanding.

Future share repurchases, if any, will depend on the Company's liquidity and cash flow, as well as general market conditions and other considerations including capital allocation priorities.

We made no discretionary pension contributions in 2023. We expect to make estimated cash contributions in 2024 of approximately $7.2 million in order to fund the Defined Benefit Plan on a plan termination basis. Additionally, we anticipate settling the Excess Benefit Plan with lump sum payments upon termination of the Defined Benefit Plan with cash contributions of approximately $1.2 million. See Note 18 — Employee Benefit Plans for additional information.

Cash income tax payments in 2024 are expected to be between $5.5 million and $9.5 million, primarily due to the New Zealand subsidiary.

### OFF-BALANCE SHEET ARRANGEMENTS

We utilize off-balance sheet arrangements to provide credit support for certain suppliers and vendors in case of their default on critical obligations, and collateral for outstanding claims under our previous workers' compensation self-insurance programs. These arrangements consist of standby letters of credit and surety bonds. As part of our ongoing operations, we also periodically issue guarantees to third parties. Off-balance sheet arrangements are not considered a source of liquidity or capital resources and do not expose us to material risks or material unfavorable financial impacts. See Note 13 — Guarantees for additional information on the letters of credit and surety bonds as of December 31, 2023.

### SUMMARY OF GUARANTOR FINANCIAL INFORMATION

In May 2021, Rayonier, L.P. issued $450 million of 2.75% Senior Notes due 2031 (the "Senior Notes due 2031"). Rayonier TRS Holdings Inc., together with Rayonier Inc. and Rayonier Operating Company LLC agreed to irrevocably, fully and unconditionally guarantee jointly and severally, the obligations of Rayonier, L.P. in regards to the Senior Notes due 2031. As a general partner of Rayonier, L.P., Rayonier Inc. consolidates Rayonier, L.P. and has no material assets or liabilities other than its interest in Rayonier, L.P. These notes are unsecured and unsubordinated and will rank equally with all other unsecured and unsubordinated indebtedness from time to time outstanding.

Rayonier, L.P. is a limited partnership, in which Rayonier Inc. is the general partner. The operating subsidiaries of Rayonier, L.P. conduct all of our operations. Rayonier, L.P.'s most significant assets are its interest in operating subsidiaries, which have been excluded in the table below to eliminate intercompany transactions between the issuer and guarantors and to exclude investments in non-guarantors. As a result, our ability to make required payments on the notes depends on the performance of our operating subsidiaries and their ability to distribute funds to us. There are no material restrictions on dividends from the operating subsidiaries.

The following table contains the summarized balance sheet information for the consolidated obligor group of debt issued by Rayonier, L.P. for the two years ended December 31:

| (in millions) | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Current assets | $197.5 | $112.2 |
| Non-current assets | 98.8 | 122.8 |
| Current liabilities | 60.0 | 19.8 |
| Non-current liabilities | 2,181.6 | 2,001.9 |
| Due to non-guarantors | 861.5 | 520.4 |

The following table contains the summarized results of operations information for the consolidated obligor group of debt issued by Rayonier, L.P. for the two years ended December 31:

| (in millions) | December 31, 2023 | December 31, 2022 |
|---|---|---|
| Cost and expenses | ($32.3) | ($28.9) |
| Operating loss | (32.3) | (28.9) |
| Net loss | (70.5) | (54.3) |
| Revenue from non-guarantors | 1,108.9 | 977.9 |

### LIQUIDITY FACILITIES

See Note 7 — Debt for information on liquidity facilities and other outstanding debt, as well as for information on covenants that must be met in connection with our Senior Notes due 2031, Term Credit Agreement, Incremental Term Loan Agreement, 2021 Incremental Term Loan Agreement, 2022 Incremental Term Loan Agreement and Revolving Credit Facility.

### RESTRICTED CASH

See Note 21 — Restricted Cash for further information regarding the funds deposited with a third-party intermediary and cash held in escrow.

## PERFORMANCE AND LIQUIDITY INDICATORS

The discussion below is presented to enhance the reader's understanding of our operating performance, liquidity, ability to generate cash and satisfy rating agency and creditor requirements. This information includes two measures of financial results: Adjusted Earnings before Interest, Taxes, Depreciation, Depletion and Amortization ("Adjusted EBITDA"), and Cash Available for Distribution ("CAD"). These measures are not defined by GAAP and the discussion of Adjusted EBITDA and CAD is not intended to conflict with or change any of the GAAP disclosures described above. Management considers these measures to be important to estimate the enterprise and shareholder values of the Company as a whole and of its core segments, and for allocating capital resources. In addition, analysts, investors and creditors use these measures when analyzing our operating performance, financial condition and cash generating ability. Management uses Adjusted EBITDA as a performance measure and CAD as a liquidity measure. Adjusted EBITDA and CAD as defined may not be comparable to similarly titled measures reported by other companies. These measures should not be considered in isolation from, and are not intended to represent an alternative to, our results reported in accordance with GAAP.

Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, depletion, amortization, the non-cash cost of land and improved development, non-operating income and expense, operating (income) loss attributable to noncontrolling interests in Timber Funds, timber write-offs resulting from casualty events, gain associated with the multi-family apartment complex sale attributable to noncontrolling interests, the gain on investment in Timber Funds, Fund II Timberland Dispositions and Large Dispositions.

Below is a reconciliation of Net Income to Adjusted EBITDA for the three years ended December 31 (in millions of dollars):

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Net Income to Adjusted EBITDA Reconciliation** | | | |
| Net Income | $178.5 | $122.8 | $210.5 |
| Operating (income) loss attributable to NCI in Timber Funds | — | — | (45.6) |
| Interest, net attributable to NCI in Timber Funds | — | — | 0.3 |
| Income tax expense attributable to NCI in Timber Funds | — | — | 0.1 |
| Net income (Excluding NCI in Timber Funds) | $178.5 | $122.8 | $165.3 |
| Interest, net and miscellaneous income attributable to Rayonier | 45.9 | 33.2 | 44.3 |
| Income tax expense attributable to Rayonier | 5.1 | 9.4 | 14.6 |
| Depreciation, depletion and amortization attributable to Rayonier | 158.2 | 147.3 | 143.2 |
| Non-cash cost of land and improved development | 29.8 | 28.4 | 25.0 |
| Non-operating (income) expense (a) | (18.3) | 0.4 | — |
| Timber write-offs resulting from casualty events attributable to Rayonier (b) | 2.3 | 0.7 | — |
| Gain associated with the multi-family apartment complex sale attributable to NCI (c) | — | (11.5) | — |
| Gain on investment in Timber Funds (d) | — | — | (7.5) |
| Fund II Timberland Dispositions attributable to Rayonier (e) | — | — | (10.3) |
| Large Dispositions (f) | (105.1) | (16.6) | (44.8) |
| Adjusted EBITDA | $296.5 | $314.2 | $329.8 |

(a) The year ended December 31, 2023 includes $20.7 million of net recoveries associated with legal settlements, partially offset by a $2.0 million pension settlement charge.

(b) Timber write-offs resulting from casualty events include the write-off and adjustments of merchantable and pre-merchantable timber volume damaged by casualty events that cannot be salvaged.

(c) Gain associated with the multi-family apartment complex sale attributable to noncontrolling interests represents the gain recognized in connection with the sale of property by the Bainbridge Landing joint venture attributable to noncontrolling interests.

(d) Gain on investment in Timber Funds represents the gain recognized on the sale of rights to manage two timber funds (Funds III and IV) previously managed by the Company's Olympic Resources Management (ORM) subsidiary, as well as its co-investment stake in both funds.

(e) Fund II Timberland Dispositions represent the disposition of Fund II Timberland assets, which we managed and owned a co-investment stake in.

(f) Large Dispositions are defined as transactions involving the sale of timberland that exceed $20 million in size and do not reflect a demonstrable premium relative to timberland value.

The following tables provide a reconciliation of Operating Income (Loss) by segment to Adjusted EBITDA by segment for the three years ended December 31 (in millions of dollars):

| | Southern Timber | Pacific Northwest Timber | New Zealand Timber | Timber Funds | Real Estate | Trading | Corporate and Other | Total |
|---|---|---|---|---|---|---|---|---|
| **2023** | | | | | | | | |
| Operating income (loss) | $76.3 | ($9.0) | $26.0 | — | $156.6 | $0.5 | ($39.1) | $211.3 |
| Add: Depreciation, depletion and amortization | 80.0 | 36.9 | 21.7 | — | 18.0 | — | 1.7 | 158.2 |
| Add: Non-cash cost of land and improved development | — | — | — | — | 29.8 | — | — | 29.8 |
| Add: Timber write-offs resulting from casualty events (a) | — | — | 2.3 | — | — | — | — | 2.3 |
| Less: Large Dispositions (b) | — | — | — | — | (105.1) | — | — | (105.1) |
| Adjusted EBITDA | $156.2 | $27.9 | $50.0 | — | $99.3 | $0.5 | ($37.4) | $296.5 |
| **2022** | | | | | | | | |
| Operating income | $96.6 | $15.2 | $30.6 | — | $58.5 | $0.4 | ($35.5) | $165.8 |
| Add: Depreciation, depletion and amortization | 60.3 | 48.0 | 23.9 | — | 13.9 | — | 1.3 | 147.3 |
| Add: Non-cash cost of land and improved development | — | — | — | — | 28.4 | — | — | 28.4 |
| Add: Timber write-offs resulting from casualty events (a) | — | 0.7 | — | — | — | — | — | 0.7 |
| Less: Gain associated with the multi-family apartment complex sale attributable to NCI (c) | — | — | — | — | (11.5) | — | — | (11.5) |
| Less: Large Dispositions (b) | — | — | — | — | (16.6) | — | — | (16.6) |
| Adjusted EBITDA | $156.9 | $63.9 | $54.5 | — | $72.7 | $0.4 | ($34.2) | $314.2 |
| **2021** | | | | | | | | |
| Operating income | $66.1 | $6.8 | $51.5 | $63.3 | $112.5 | $0.1 | ($30.6) | $269.8 |
| Add: Depreciation, depletion and amortization | 54.1 | 50.5 | 27.0 | 2.4 | 7.9 | — | 1.2 | 143.2 |
| Add: Non-cash cost of land and improved development | — | — | — | — | 25.0 | — | — | 25.0 |
| Less: Operating income attributable to NCI in Timber Funds (d) | — | — | — | (45.6) | — | — | — | (45.6) |
| Less: Gain on investment in Timber Funds (e) | — | — | — | (7.5) | — | — | — | (7.5) |
| Less: Fund II Timberland Dispositions attributable to Rayonier (f) | — | — | — | (10.3) | — | — | — | (10.3) |
| Less: Large Dispositions (b) | — | — | — | — | (44.8) | — | — | (44.8) |
| Adjusted EBITDA | $120.2 | $57.3 | $78.5 | $2.3 | $100.7 | $0.1 | ($29.4) | $329.8 |

(a) Timber write-offs resulting from casualty events include the write-off of and adjustments of merchantable and pre-merchantable timber volume damaged by casualty events that cannot be salvaged.

(b) Large Dispositions are defined as transactions involving the sale of timberland that exceed $20 million in size and do not reflect a demonstrable premium relative to timberland value.

(c) Gain associated with the multi-family apartment complex sale attributable to noncontrolling interests represents the gain recognized in connection with the sale of property by the Bainbridge Landing joint venture attributable to noncontrolling interests.

(d) Includes $41.2 million of income from Fund II Timberland Dispositions.

(e) Gain on investment in Timber Funds represents the gain recognized on the sale of rights to manage two timber funds (Funds III and IV) previously managed by the Company's Olympic Resources Management (ORM) subsidiary, as well as its co-investment stake in both funds.

(f) Fund II Timberland Dispositions represent the disposition of Fund II Timberland assets, which we managed and owned a co-investment stake in.

Cash Available for Distribution (CAD) is defined as cash provided by operating activities adjusted for capital spending (excluding timberland acquisitions and real estate development investments), CAD attributable to noncontrolling interests in Timber Funds, and working capital and other balance sheet changes. CAD is a non-GAAP measure of cash generated during a period that is available for common stock dividends, distributions to operating partnership unitholders, distributions to noncontrolling interests, repurchase of the Company's common shares, debt reduction, timberland acquisitions and real estate development investments. In compliance with SEC requirements for non-GAAP measures, we reduce CAD by mandatory debt repayments, which results in the measure entitled “Adjusted CAD.” CAD and Adjusted CAD generated in any period are not necessarily indicative of the CAD that may be generated in future periods.

Below is a reconciliation of Cash Provided by Operating Activities to Adjusted CAD for the three years ended December 31 (in millions):

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Cash provided by operating activities | $298.4 | $269.2 | $325.1 |
| Capital expenditures from continuing operations (a) | (81.4) | (74.8) | (76.0) |
| CAD attributable to NCI in Timber Funds | — | — | (12.9) |
| Net recovery on legal settlements (b) | (20.7) | — | — |
| Working capital and other balance sheet changes | (32.4) | (2.9) | (28.2) |
| CAD | $163.9 | $191.5 | $208.0 |
| Mandatory debt repayments | — | — | (325.0) |
| Adjusted CAD | $163.9 | $191.5 | ($117.0) |
| Cash provided by (used for) investing activities | $124.1 | ($516.4) | ($26.3) |
| Cash used for financing activities | ($328.9) | ($4.6) | ($16.3) |

(a) Capital expenditures exclude timberland acquisitions and real estate development investments.

(b) Reflects net proceeds received from litigation regarding insurance claims.

The following table provides supplemental cash flow data for the three years ended December 31 (in millions):

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Purchase of timberlands | ($14.1) | ($458.5) | ($179.1) |
| Real Estate development investments | (23.1) | (13.7) | (12.5) |
| Distributions to noncontrolling interests in consolidated affiliates | (1.7) | (19.4) | (109.0) |

## Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, including changes in interest rates, commodity prices and foreign exchange rates. Our objective is to minimize the economic impact of these market risks. We use derivatives in accordance with policies and procedures approved by the Audit Committee of the Board of Directors. Derivatives are managed by a senior executive committee whose responsibilities include initiating, managing and monitoring resulting exposures. We do not enter into financial instruments for trading or speculative purposes.

*Interest Rate Risk*

Due to the discontinuation of LIBOR on June 30, 2023, we amended our outstanding variable rate debt agreements and active interest rate swaps to change the interest rate benchmark from LIBOR to Daily Simple SOFR in December 2022. In March 2023, we modified our benchmark rates from LIBOR to Daily Simple SOFR for our forward-starting interest rate swaps. We are exposed to interest rate risk through our variable rate debt due to changes in SOFR. However, we use interest rate swaps to manage our exposure to interest rate movements on our term credit agreements by swapping existing and anticipated future borrowings from floating rates to fixed rates. As of December 31, 2023, we had $850 million of U.S. long-term variable rate debt outstanding on our term credit agreements.

The notional amount of outstanding interest rate swap contracts with respect to our term credit agreements at December 31, 2023 was also $850 million. The $350 million 2015 Term Credit Facility matures in April 2028, with the associated interest rate swaps maturing in August 2024. We have entered into forward starting interest rate swaps to cover $200 million of the 2015 Term Credit Facility through the extended maturity date. The 2016 Incremental Term Loan Facility and associated interest rate swaps mature in May 2026, and the 2021 Incremental Term Loan Facility and associated interest rate swaps mature in June 2029. We have entered into an interest rate swap agreement to cover $100 million of borrowings under the 2022 Incremental Term Loan Facility through the maturity date in December 2027. At this current borrowing and derivatives level, a hypothetical one-percentage point increase/decrease in interest rates would result in no corresponding increase/decrease in interest payments and expense over a 12-month period.

The fair market value of our fixed interest rate debt is also subject to interest rate risk. The estimated fair value of our fixed rate debt at December 31, 2023 was $450.0 million compared to the $522.7 million principal amount. We use interest rates of debt with similar terms and maturities to estimate the fair value of our debt. Generally, the fair market value of fixed-rate debt will increase as interest rates fall and decrease as interest rates rise. A hypothetical one-percentage point increase/decrease in prevailing interest rates at December 31, 2023 would result in a corresponding decrease/increase in the fair value of our fixed rate debt of approximately $25 million and $27 million, respectively.

We estimate the periodic effective interest rate on our U.S. long-term fixed and variable rate debt to be approximately 2.7% after consideration of interest rate swaps and estimated patronage refunds and excluding unused commitment fees on the revolving credit facility.

The following table summarizes our outstanding debt, interest rate swaps and average interest rates, by year of expected maturity and their fair values at December 31, 2023:

| (Dollars in thousands) | 2024 | 2025 | 2026 | 2027 | 2028 | Thereafter | Total | Fair Value |
|---|---|---|---|---|---|---|---|---|
| **Variable rate debt:** | | | | | | | | |
| Principal amounts | — | — | $200,000 | $100,000 | $350,000 | $200,000 | $850,000 | $850,000 |
| Average interest rate (a)(b) | — | — | 7.08% | 7.03% | 7.03% | 6.98% | 7.03% | |
| **Fixed rate debt:** | | | | | | | | |
| Principal amounts | — | $21,817 | $25,453 | $25,453 | — | $450,000 | $522,723 | $449,951 |
| Average interest rate (b) | — | 2.95% | 3.64% | 6.48% | — | 2.75% | 2.98% | |
| **Interest rate swaps:** | | | | | | | | |
| Notional amount | $350,000 | — | $200,000 | $100,000 | — | $200,000 | $850,000 | $43,179 |
| Average pay rate (b) | 2.18% | — | 1.50% | 3.72% | — | 0.67% | 1.85% | |
| Average receive rate (b) | 5.33% | — | 5.33% | 5.33% | — | 5.33% | 5.33% | |
| **Forward-starting interest rate swaps** | | | | | | | | |
| Notional amount | — | — | — | — | $200,000 | — | $200,000 | $12,782 |
| Average pay rate (b) | — | — | — | — | 1.37% | — | 1.37% | |
| Average receive rate (b) | — | — | — | — | 5.33% | — | 5.33% | |

(a) Excludes estimated patronage refunds.

(b) Interest rates as of December 31, 2023.

### *Foreign Currency Exchange Rate Risk*

The New Zealand subsidiary's export sales are predominantly denominated in U.S. dollars, and therefore its cash flows are affected by fluctuations in the exchange rate between the New Zealand dollar and the U.S. dollar. This exposure is partially managed by a natural currency hedge, as ocean freight payments and shareholder distributions are also paid in U.S. dollars. We manage any excess foreign exchange exposure through the use of derivative financial instruments.

### *Sales and Expense Exposure*

At December 31, 2023, the New Zealand subsidiary had foreign currency exchange contracts with a notional amount of $123 million and foreign currency option contracts with a notional amount of $98 million outstanding related to foreign export sales. The amount hedged represents a portion of forecasted U.S. dollar denominated export timber and log trading sales proceeds over the next 36 months and next 2 months, respectively.

The following table summarizes our outstanding foreign currency exchange rate risk contracts at December 31, 2023:

| (Dollars in thousands) | 0-1 months | 1-2 months | 2-3 months | 3-6 months | 6-12 months | 12-18 months | 18-24 months | 24-36 months | Total | Fair Value |
|---|---|---|---|---|---|---|---|---|---|---|
| ***Foreign exchange contracts to sell U.S. dollar for New Zealand dollar*** | | | | | | | | | | |
| Notional amount | $7,200 | $5,000 | $6,000 | $21,000 | $25,000 | $16,500 | $13,000 | $29,000 | $122,700 | $2,916 |
| Average contract rate | 1.5529 | 1.5211 | 1.5398 | 1.6043 | 1.6310 | 1.6805 | 1.6392 | 1.6652 | 1.6285 | |
| ***Foreign currency option contracts to sell U.S. dollar for New Zealand dollar*** | | | | | | | | | | |
| Notional amount | $2,000 | $2,000 | $2,000 | $4,000 | $20,000 | $24,000 | $16,000 | $28,000 | $98,000 | $1,572 |
| Average strike price | 1.5666 | 1.5686 | 1.5701 | 1.6276 | 1.6416 | 1.6602 | 1.7481 | 1.6811 | 1.6698 | |

## Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### INDEX TO FINANCIAL STATEMENTS

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

*Rayonier Inc.*

To Our Shareholders:

The management of Rayonier Inc. and its subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Our system of internal controls over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of the inherent limitations of internal control over financial reporting, misstatements due to error or fraud may not be prevented or detected on a timely basis. 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.

Rayonier Inc.'s management, under the supervision of the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2023. In making this assessment, we used the framework included in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation under the criteria set forth in *Internal Control — Integrated Framework*, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

Ernst & Young LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements, has issued an audit report on the Company's internal control over financial reporting as of December 31, 2023. The report on the Company's internal control over financial reporting as of December 31, 2023, is on page 62.

RAYONIER INC.

By: /s/ DAVID L. NUNES

David L. Nunes
*Chief Executive Officer*
*(Principal Executive Officer)*

February 23, 2024

By: /s/ MARK MCHUGH

Mark McHugh
*President and Chief Financial Officer*
*(Principal Financial Officer)*

February 23, 2024

By: /s/ APRIL TICE

April Tice
*Vice President and Chief Accounting Officer*
*(Principal Accounting Officer)*

February 23, 2024

## MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

*Rayonier, L.P.*

To Our Unitholders:

The management of Rayonier, L.P. and its subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Our system of internal controls over financial reporting is designed to provide reasonable assurance to the Operating Partnership’s management and the Rayonier Inc. Board of Directors regarding the preparation and fair presentation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Because of the inherent limitations of internal control over financial reporting, misstatements due to error or fraud may not be prevented or detected on a timely basis. 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.

Rayonier, L.P.’s management, under the supervision of the Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2023. In making this assessment, we used the framework included in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation under the criteria set forth in *Internal Control — Integrated Framework*, management concluded that our internal control over financial reporting was effective as of December 31, 2023.

RAYONIER, L.P.

By: RAYONIER, INC., its sole general partner

By: /s/ DAVID L. NUNES

David L. Nunes
*Chief Executive Officer*
*(Principal Executive Officer)*

February 23, 2024

By: /s/ MARK MCHUGH

Mark McHugh
*President and Chief Financial Officer*
*(Principal Financial Officer)*

February 23, 2024

By: /s/ APRIL TICE

April Tice
*Vice President and Chief Accounting Officer*
*(Principal Accounting Officer)*

February 23, 2024

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Rayonier Inc.

**Opinion on Internal Control Over Financial Reporting**

We have audited Rayonier Inc. and subsidiaries' internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Rayonier Inc. and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

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, 2023 and 2022, the related consolidated statements of income and comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements") and our report dated February 23, 2024 expressed an unqualified opinion thereon.

**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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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/ Ernst & Young LLP

Jacksonville, Florida
February 23, 2024

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Rayonier Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Rayonier Inc. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income and comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, 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, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 23, 2024 expressed an unqualified opinion thereon.

**Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 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 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 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 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 financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the 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.

**Depletion of Timber**

| | |
|---|---|
| *Description of the Matter* | For the year ended December 31, 2023, the Company recognized $243 million in depletion expense and the Timber and Timberlands balance, net of depletion and amortization, was $3,004 million at December 31, 2023. As described in Note 1 to the financial statements, the Company establishes an annual depletion rate for each particular region. Depletion rates are determined by region by dividing merchantable inventory cost by standing merchantable inventory volume, which is estimated annually. The Company charges accumulated costs attributed to merchantable timber to depletion expense (cost of sales) at the time the timber is harvested or when the underlying timberland is sold.<br><br>Auditing management's annual depletion rate was complex and subjective due to the estimation uncertainty in determining the standing merchantable inventory volume utilized in the calculation of the depletion rate for each region. In particular, estimating the standing merchantable inventory volume involves statistical sampling and growth modeling using inputs such as growth estimates, harvest information and environmental and operational restrictions. |
| *How We Addressed the Matter in Our Audit* | We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process for establishing the annual depletion rate for each geographic region. For example, we tested controls over management's review of the standing merchantable inventory volume that was determined for each geographic region.<br><br>To test the annual depletion rates (including standing merchantable inventory volume), our audit procedures included, among others, evaluating the methodology used and testing the completeness and accuracy of the underlying data used by the Company. We inspected satellite images to test timber existence and assessed the timberland for features that would impact the Company's ability to harvest its timber. In addition, we evaluated current year changes to harvestability, analyzed the change in depletion as a percentage of sales, utilized published industry growth rates to assess the increase in timber volume and compared actual volume harvested to the volume estimated by the Company. |

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2012.

Jacksonville, Florida
February 23, 2024

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Rayonier Inc., the general partner of Rayonier, L.P.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Rayonier, L.P. and subsidiaries (the Operating Partnership) as of December 31, 2023 and 2022, the related consolidated statements of income and comprehensive income, changes in capital and cash flows for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Operating Partnership at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

### Basis for Opinion

These financial statements are the responsibility of the Operating Partnership's management. Our responsibility is to express an opinion on the Operating Partnership's 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 Operating 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 financial statements are free of material misstatement, whether due to error or fraud. The Operating 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 Operating 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 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 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 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 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 financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the 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.

**Depletion of Timber**

| | |
|---|---|
| *Description of the Matter* | For the year ended December 31, 2023, the Operating Partnership recognized $243 million in depletion expense and the Timber and Timberlands balance, net of depletion and amortization, was $3,004 million at December 31, 2023. As described in Note 1 to the financial statements, the Operating Partnership establishes an annual depletion rate for each particular region. Depletion rates are determined by region by dividing merchantable inventory cost by standing merchantable inventory volume, which is estimated annually. The Operating Partnership charges accumulated costs attributed to merchantable timber to depletion expense (cost of sales) at the time the timber is harvested or when the underlying timberland is sold.<br><br>Auditing management's annual depletion rate was complex and subjective due to the estimation uncertainty in determining the standing merchantable inventory volume utilized in the calculation of the depletion rate for each region. In particular, estimating the standing merchantable inventory volume involves statistical sampling and growth modeling using inputs such as growth estimates, harvest information and environmental and operational restrictions. |
| *How We Addressed the Matter in Our Audit* | We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Operating Partnership's process for establishing the annual depletion rate for each geographic region. For example, we tested controls over management's review of the standing merchantable inventory volume that was determined for each geographic region.<br><br>To test the annual depletion rates (including standing merchantable inventory volume), our audit procedures included, among others, evaluating the methodology used and testing the completeness and accuracy of the underlying data used by the Operating Partnership. We inspected satellite images to test timber existence and assessed the timberland for features that would impact the Operating Partnership's ability to harvest its timber. In addition, we evaluated current year changes to harvestability, analyzed the change in depletion as a percentage of sales, utilized published industry growth rates to assess the increase in timber volume and compared actual volume harvested to the volume estimated by the Operating Partnership. |

/s/ Ernst & Young LLP

We have served as the Operating Partnership's auditor since 2019.

Jacksonville, Florida
February 23, 2024

**RAYONIER INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**
**For the Years Ended December 31,**
**(Thousands of dollars, except per share data)**

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **SALES (NOTE 3)** | $1,056,933 | $909,072 | $1,109,597 |
| Costs and Expenses | | | |
| Cost of sales | (762,570) | (688,284) | (796,115) |
| Selling and general expenses | (74,773) | (64,670) | (57,791) |
| Other operating (expense) income, net (Note 17) | (8,306) | 9,704 | 14,084 |
| | (845,649) | (743,250) | (839,822) |
| **OPERATING INCOME** | 211,284 | 165,822 | 269,775 |
| Interest expense | (48,342) | (36,207) | (44,907) |
| Interest and other miscellaneous income, net | 20,675 | 2,565 | 280 |
| **INCOME BEFORE INCOME TAXES** | 183,617 | 132,180 | 225,148 |
| Income tax expense (Note 20) | (5,122) | (9,389) | (14,661) |
| **NET INCOME** | 178,495 | 122,791 | 210,487 |
| Less: Net income attributable to noncontrolling interests in the operating partnership | (2,905) | (2,393) | (4,516) |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates | (2,097) | (13,321) | (53,421) |
| **NET INCOME ATTRIBUTABLE TO RAYONIER INC.** | 173,493 | 107,077 | 152,550 |
| **OTHER COMPREHENSIVE (LOSS) INCOME** | | | |
| Foreign currency translation adjustment, net of income tax effect of $0, $0 and $0 | (1,516) | (23,093) | (22,096) |
| Cash flow hedges, net of income tax effect of $2,368, $555 and $2,667 | (9,957) | 76,039 | 60,315 |
| Pension and postretirement benefit plans, net of income tax effect of $0, $0 and $0 | 593 | 1,627 | 12,476 |
| Total other comprehensive (loss) income | (10,880) | 54,573 | 50,695 |
| **COMPREHENSIVE INCOME** | 167,615 | 177,364 | 261,182 |
| Less: Comprehensive income attributable to noncontrolling interests in the operating partnership | (2,639) | (3,692) | (6,116) |
| Less: Comprehensive income attributable to noncontrolling interests in consolidated affiliates | (3,449) | (12,182) | (48,234) |
| **COMPREHENSIVE INCOME ATTRIBUTABLE TO RAYONIER INC.** | $161,527 | $161,490 | $206,832 |
| **EARNINGS PER COMMON SHARE (NOTE 6)** | | | |
| Basic earnings per share attributable to Rayonier Inc. | $1.17 | $0.73 | $1.08 |
| Diluted earnings per share attributable to Rayonier Inc. | $1.17 | $0.73 | $1.08 |

See Notes to Consolidated Financial Statements.

## RAYONIER INC. AND SUBSIDIARIES
## CONSOLIDATED BALANCE SHEETS
## As of December 31,
## (Thousands of dollars, except share data)

| | 2023 | 2022 |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS** | | |
| Cash and cash equivalents | $207,696 | $114,255 |
| Trade receivables, less allowance for doubtful accounts of $210 and $74 | 28,652 | 27,837 |
| Other receivables | 11,517 | 14,701 |
| Inventory (Note 15) | 31,017 | 23,729 |
| Prepaid logging roads | 15,425 | 14,893 |
| Prepaid expenses | 3,645 | 5,680 |
| Assets held for sale (Note 22) | 9,932 | 713 |
| Other current assets | 9,074 | 573 |
| Total current assets | 316,958 | 202,381 |
| **TIMBER AND TIMBERLANDS, NET OF DEPLETION AND AMORTIZATION** | 3,004,316 | 3,230,904 |
| **HIGHER AND BETTER USE TIMBERLANDS AND REAL ESTATE DEVELOPMENT INVESTMENTS (NOTE 14)** | 105,595 | 115,097 |
| **PROPERTY, PLANT AND EQUIPMENT** | | |
| Land | 6,453 | 6,453 |
| Buildings | 31,251 | 31,020 |
| Machinery and equipment | 6,523 | 6,568 |
| Construction in progress | 1,841 | 653 |
| Total property, plant and equipment, gross | 46,068 | 44,694 |
| Less—accumulated depreciation | (19,059) | (17,505) |
| Total property, plant and equipment, net | 27,009 | 27,189 |
| **RESTRICTED CASH (NOTE 21)** | 678 | 1,152 |
| **RIGHT-OF-USE ASSETS (NOTE 16)** | 95,474 | 97,167 |
| **OTHER ASSETS (NOTE 23)** | 97,555 | 115,481 |
| **TOTAL ASSETS** | $3,647,585 | $3,789,371 |
| **LIABILITIES, NONCONTROLLING INTERESTS IN THE OPERATING PARTNERSHIP AND SHAREHOLDERS' EQUITY** | | |
| **CURRENT LIABILITIES** | | |
| Accounts payable | $26,561 | $22,100 |
| Accrued taxes | 4,394 | 3,734 |
| Accrued payroll and benefits | 14,215 | 12,428 |
| Accrued interest | 7,094 | 5,920 |
| Pension and other postretirement benefits (Note 18) | 8,444 | 136 |
| Dividend and distribution payable | 30,148 | — |
| Deferred revenue | 19,012 | 22,762 |
| Other current liabilities | 30,409 | 28,247 |
| Total current liabilities | 140,277 | 95,327 |
| **LONG-TERM DEBT, NET (NOTE 7)** | 1,365,773 | 1,514,721 |
| **PENSION AND OTHER POSTRETIREMENT BENEFITS, NON-CURRENT (NOTE 18)** | 1,441 | 8,510 |
| **LONG-TERM LEASE LIABILITY (NOTE 16)** | 87,684 | 88,756 |
| **LONG-TERM DEFERRED REVENUE** | 11,294 | 6,895 |
| **OTHER NON-CURRENT LIABILITIES** | 81,863 | 88,687 |
| **COMMITMENTS AND CONTINGENCIES (NOTES 10 and 11)** | | |
| **NONCONTROLLING INTERESTS IN THE OPERATING PARTNERSHIP (NOTE 5)** | 81,651 | 105,763 |
| **SHAREHOLDERS' EQUITY** | | |
| Common Shares, 480,000,000 shares authorized, 148,299,117 and 147,282,631 shares issued and outstanding | 1,497,641 | 1,462,945 |
| Retained earnings | 338,244 | 366,637 |
| Accumulated other comprehensive income (Note 24) | 24,651 | 35,813 |
| **TOTAL RAYONIER INC. SHAREHOLDERS' EQUITY** | 1,860,536 | 1,865,395 |
| Noncontrolling interests in consolidated affiliates (Note 5) | 17,066 | 15,317 |
| **TOTAL SHAREHOLDERS' EQUITY** | 1,877,602 | 1,880,712 |
| **TOTAL LIABILITIES, NONCONTROLLING INTERESTS IN THE OPERATING PARTNERSHIP AND SHAREHOLDERS' EQUITY** | $3,647,585 | $3,789,371 |

See Notes to Consolidated Financial Statements.

**RAYONIER INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**
**(Thousands of dollars, except share data)**

| | Common Shares | | | Accumulated Other | Noncontrolling Interests in | |
|---|---|---|---|---|---|---|
| | Shares | Amount | Retained Earnings | Comprehensive Income (Loss) | Consolidated Affiliates | Shareholders' Equity |
| **Balance, December 31, 2020** | 137,678,822 | $1,101,675 | $446,267 | ($73,885) | $388,588 | $1,862,645 |
| Net income | — | — | 157,066 | — | 53,421 | 210,487 |
| Net income attributable to noncontrolling interests in the operating partnership | — | — | (4,516) | — | — | (4,516) |
| Dividends ($1.08 per share) (a) | — | — | (153,980) | — | — | (153,980) |
| Issuance of shares under the “at-the-market” equity offering, net of commissions and offering costs of $2.5 million | 6,357,972 | 233,033 | — | — | — | 233,033 |
| Issuance of shares under incentive stock plans | 270,713 | 6,029 | — | — | — | 6,029 |
| Stock-based incentive compensation | — | 9,277 | — | — | — | 9,277 |
| Repurchase of common shares | (47,705) | (1,617) | — | — | — | (1,617) |
| Fund II carried interest incentive fee | — | — | — | — | (3,807) | (3,807) |
| Disposition of noncontrolling interests in consolidated affiliates | — | — | — | — | (255,486) | (255,486) |
| Measurement period adjustment of noncontrolling interests in consolidated affiliates | — | — | — | — | 9,690 | 9,690 |
| Adjustment of noncontrolling interests in the operating partnership | — | — | (42,530) | — | — | (42,530) |
| Conversion of units into common shares | 1,113,159 | 40,676 | — | — | — | 40,676 |
| Pension and postretirement benefit plans | — | — | — | 12,476 | — | 12,476 |
| Foreign currency translation adjustment | — | — | — | (18,487) | (3,609) | (22,096) |
| Cash flow hedges | — | — | — | 61,893 | (1,578) | 60,315 |
| Allocation of other comprehensive income to noncontrolling interests in the operating partnership | — | — | — | (1,601) | — | (1,601) |
| Distributions to noncontrolling interests in consolidated affiliates | — | — | — | — | (115,298) | (115,298) |
| Noncontrolling interests in consolidated affiliates redemption of shares | — | — | — | — | (28,119) | (28,119) |
| **Balance, December 31, 2021** | 145,372,961 | $1,389,073 | $402,307 | ($19,604) | $43,802 | $1,815,578 |
| Net income | — | — | 109,470 | — | 13,321 | 122,791 |
| Net income attributable to noncontrolling interests in the operating partnership | — | — | (2,393) | — | — | (2,393) |
| Dividends ($1.125 per share) (a) | — | — | (165,902) | — | — | (165,902) |
| Issuance of shares under the “at-the-market” equity offering, net of commissions and offering costs of $1.1 million | 1,579,228 | 59,350 | — | — | — | 59,350 |
| Issuance of shares under incentive stock plans | 321,337 | 2,466 | — | — | — | 2,466 |
| Stock-based incentive compensation | — | 12,356 | — | — | — | 12,356 |
| Repurchase of common shares | (97,809) | (4,225) | — | — | — | (4,225) |
| Adjustment of noncontrolling interests in the operating partnership | — | — | 23,155 | — | — | 23,155 |
| Conversion of units into common shares | 106,914 | 3,925 | — | — | — | 3,925 |
| Pension and postretirement benefit plans | — | — | — | 1,627 | — | 1,627 |
| Foreign currency translation adjustment | — | — | — | (22,282) | (811) | (23,093) |
| Cash flow hedges | — | — | — | 76,367 | (328) | 76,039 |
| Allocation of other comprehensive income to noncontrolling interests in the operating partnership | — | — | — | (295) | — | (295) |
| Distributions to noncontrolling interests in consolidated affiliates | — | — | — | — | (12,807) | (12,807) |
| Noncontrolling interests in consolidated affiliates redemption of shares | — | — | — | — | (27,860) | (27,860) |
| **Balance, December 31, 2022** | 147,282,631 | $1,462,945 | $366,637 | $35,813 | $15,317 | $1,880,712 |

## RAYONIER INC. AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (CONTINUED)
## (Thousands of dollars, except share data)

| | Common Shares | | | | | |
|---|---|---|---|---|---|---|
| | Shares | Amount | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interests in Consolidated Affiliates | Shareholders' Equity |
| **Balance, December 31, 2022** | 147,282,631 | $1,462,945 | $366,637 | $35,813 | $15,317 | $1,880,712 |
| Net income | — | — | 176,398 | — | 2,097 | 178,495 |
| Net income attributable to noncontrolling interests in the operating partnership | — | — | (2,905) | — | — | (2,905) |
| Dividends ($1.34 per share) (a)(b) | — | — | (199,465) | — | — | (199,465) |
| Issuance of shares under the "at-the-market" equity offering, net of commissions and offering costs | 400 | (81) | — | — | — | (81) |
| Issuance of shares under incentive stock plans | 380,080 | 75 | — | — | — | 75 |
| Stock-based incentive compensation | — | 14,002 | — | — | — | 14,002 |
| Repurchase of common shares | (128,923) | (4,217) | — | — | — | (4,217) |
| Adjustment of noncontrolling interests in the operating partnership | — | — | (2,421) | — | — | (2,421) |
| Conversion of units into common shares | 764,929 | 24,917 | — | — | — | 24,917 |
| Pension and postretirement benefit plans | — | — | — | 593 | — | 593 |
| Foreign currency translation adjustment | — | — | — | (1,466) | (50) | (1,516) |
| Cash flow hedges | — | — | — | (11,358) | 1,401 | (9,957) |
| Allocation of other comprehensive loss to noncontrolling interests in the operating partnership | — | — | — | 1,069 | — | 1,069 |
| Distributions to noncontrolling interests in consolidated affiliates | — | — | — | — | (1,699) | (1,699) |
| **Balance, December 31, 2023** | 148,299,117 | $1,497,641 | $338,244 | $24,651 | $17,066 | $1,877,602 |

(a) For information regarding distributions to noncontrolling interests in the operating partnership, see the Rayonier Inc. Consolidated Statements of Cash Flows and Note 5 — Noncontrolling Interests.

(b) Includes an additional cash dividend of $0.20 per common share. The dividend was payable January 12, 2024, to shareholders of record on December 29, 2023.

See Notes to Consolidated Financial Statements.

## RAYONIER INC. AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF CASH FLOWS
### For the Years Ended December 31,
### (Thousands of dollars)

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **OPERATING ACTIVITIES** | | | |
| Net income | $178,495 | $122,791 | $210,487 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | |
| Depreciation, depletion and amortization | 158,231 | 147,339 | 155,722 |
| Non-cash cost of land and improved development | 29,768 | 28,374 | 24,976 |
| Stock-based incentive compensation expense | 14,002 | 12,356 | 9,277 |
| Deferred income taxes | 278 | (5,352) | 8,509 |
| Pension settlement charge | 2,036 | — | — |
| Amortization of losses from pension and postretirement plans | 6 | 753 | 1,174 |
| Timber write-offs resulting from casualty events | 2,302 | 729 | — |
| Gain on sale of large disposition of timberlands | (105,078) | (16,606) | (44,784) |
| Gain on Fund II timberland dispositions | — | — | (51,522) |
| Gain on sale of Timber Funds III & IV | — | — | (3,675) |
| Fund II carried interest incentive fee | — | — | (3,807) |
| Other | 13,169 | 1,049 | 9,456 |
| Changes in operating assets and liabilities: | | | |
| Receivables | 4,404 | (9,109) | 17,239 |
| Inventories | 513 | (4,335) | (503) |
| Accounts payable | 1,505 | 1,144 | (1,593) |
| All other operating activities | (1,256) | (9,943) | (5,846) |
| CASH PROVIDED BY OPERATING ACTIVITIES | 298,375 | 269,190 | 325,110 |
| **INVESTING ACTIVITIES** | | | |
| Capital expenditures | (81,447) | (74,811) | (75,965) |
| Real estate development investments | (23,078) | (13,698) | (12,521) |
| Purchase of timberlands | (14,062) | (458,530) | (179,115) |
| Net proceeds from large disposition of timberlands | 239,898 | 29,496 | 54,682 |
| Net proceeds from sale of Timber Funds III & IV | — | — | 31,014 |
| Net proceeds from Fund II timberland dispositions | — | — | 154,740 |
| Other | 2,776 | 1,180 | 912 |
| CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES | 124,087 | (516,363) | (26,253) |
| **FINANCING ACTIVITIES** | | | |
| Issuance of debt | — | 656,842 | 446,378 |
| Repayment of debt | (150,000) | (531,842) | (420,000) |
| Dividends paid on common stock | (169,990) | (165,707) | (153,515) |
| Distributions to noncontrolling interests in the operating partnership | (2,962) | (3,668) | (4,269) |
| Proceeds from the issuance of common shares under incentive stock plan | 75 | 2,628 | 5,922 |
| Proceeds from the issuance of common shares under the “at-the-market” (ATM) equity offering program, net of commissions and offering costs | (81) | 61,557 | 230,826 |
| Repurchase of common shares to pay withholding taxes on vested incentive stock awards | (4,217) | (4,225) | (1,617) |
| Debt issuance costs | — | (740) | (4,846) |
| Distributions to noncontrolling interests in consolidated affiliates | (1,699) | (19,434) | (108,956) |
| Make-whole fee on NWFCS debt prepayment | — | — | (6,234) |
| CASH USED FOR FINANCING ACTIVITIES | (328,874) | (4,589) | (16,311) |
| **EFFECT OF EXCHANGE RATE CHANGES ON CASH** | (621) | (1,970) | (889) |
| **CASH, CASH EQUIVALENTS AND RESTRICTED CASH** | | | |
| Change in cash, cash equivalents and restricted cash | 92,967 | (253,732) | 281,657 |
| Balance, beginning of year | 115,407 | 369,139 | 87,482 |
| Balance, end of year | $208,374 | $115,407 | $369,139 |

See Notes to Consolidated Financial Statements.

**RAYONIER INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**
**For the Years Ended December 31,**
**(Thousands of dollars)**

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION** | | | |
| Cash paid during the year: | | | |
| Interest (a) | $48,742 | $35,717 | $42,672 |
| Income taxes | 4,816 | 15,127 | 7,392 |
| Non-cash investing activity: | | | |
| Capital assets purchased on account | $7,490 | $4,435 | $5,272 |
| Non-cash financing activity: | | | |
| Noncontrolling interests in consolidated affiliates redemption of shares (b) | — | 27,860 | 28,119 |

(a) Interest paid is presented net of patronage payments received of $6.2 million, $6.0 million and $6.8 million for the years ended December 31, 2023, 2022 and 2021, respectively. For additional information on patronage payments, see Note 7 — Debt.

(b) The New Zealand subsidiary made a capital distribution in order to redeem certain equity interests, resulting in the recording of a loan payable by the New Zealand subsidiary in the amount of $27.9 million and $28.1 million for the years ended December 31, 2022 and 2021, respectively. See Note 5 — Noncontrolling Interests and Note 7 — Debt for further information.

See Notes to Consolidated Financial Statements.

## RAYONIER, L.P. AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
### For the Years Ended December 31,
### (Thousands of dollars, except per unit data)

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **SALES (NOTE 3)** | $1,056,933 | $909,072 | $1,109,597 |
| Costs and Expenses | | | |
| Cost of sales | (762,570) | (688,284) | (796,115) |
| Selling and general expenses | (74,773) | (64,670) | (57,791) |
| Other operating (expense) income, net (Note 17) | (8,306) | 9,704 | 14,084 |
| | (845,649) | (743,250) | (839,822) |
| **OPERATING INCOME** | 211,284 | 165,822 | 269,775 |
| Interest expense | (48,342) | (36,207) | (44,907) |
| Interest and other miscellaneous income, net | 20,675 | 2,565 | 280 |
| **INCOME BEFORE INCOME TAXES** | 183,617 | 132,180 | 225,148 |
| Income tax expense (Note 20) | (5,122) | (9,389) | (14,661) |
| **NET INCOME** | 178,495 | 122,791 | 210,487 |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates | (2,097) | (13,321) | (53,421) |
| **NET INCOME ATTRIBUTABLE TO RAYONIER, L.P. UNITHOLDERS** | 176,398 | 109,470 | 157,066 |
| **NET INCOME ATTRIBUTABLE TO UNITHOLDERS ATTRIBUTABLE TO:** | | | |
| Limited Partners | 174,634 | 108,375 | 155,495 |
| General Partners | 1,764 | 1,095 | 1,571 |
| **Net income attributable to unitholders** | 176,398 | 109,470 | 157,066 |
| **OTHER COMPREHENSIVE (LOSS) INCOME** | | | |
| Foreign currency translation adjustment, net of income tax effect of $0, $0 and $0 | (1,516) | (23,093) | (22,096) |
| Cash flow hedges, net of income tax effect of $2,368, $555 and $2,667 | (9,957) | 76,039 | 60,315 |
| Pension and postretirement benefit plans, net of income tax effect of $0, $0 and $0 | 593 | 1,627 | 12,476 |
| Total other comprehensive (loss) income | (10,880) | 54,573 | 50,695 |
| **COMPREHENSIVE INCOME** | 167,615 | 177,364 | 261,182 |
| Less: Comprehensive income attributable to noncontrolling interests in consolidated affiliates | (3,449) | (12,182) | (48,234) |
| **COMPREHENSIVE INCOME ATTRIBUTABLE TO RAYONIER, L.P. UNITHOLDERS** | $164,166 | $165,182 | $212,948 |
| **EARNINGS PER UNIT (NOTE 6)** | | | |
| Basic earnings per unit attributable to Rayonier, L.P. | $1.17 | $0.73 | $1.08 |
| Diluted earnings per unit attributable to Rayonier, L.P. | $1.17 | $0.73 | $1.08 |

See Notes to Consolidated Financial Statements.

## RAYONIER, L.P. AND SUBSIDIARIES
## CONSOLIDATED BALANCE SHEETS
### As of December 31,
### (Thousands of dollars, except unit data)

| | 2023 | 2022 |
|---|---|---|
| **ASSETS** | | |
| **CURRENT ASSETS** | | |
| Cash and cash equivalents | $207,696 | $114,255 |
| Trade receivables, less allowance for doubtful accounts of $210 and $74 | 28,652 | 27,837 |
| Other receivables | 11,517 | 14,701 |
| Inventory (Note 15) | 31,017 | 23,729 |
| Prepaid logging roads | 15,425 | 14,893 |
| Prepaid expenses | 3,645 | 5,680 |
| Assets held for sale (Note 22) | 9,932 | 713 |
| Other current assets | 9,074 | 573 |
| Total current assets | 316,958 | 202,381 |
| **TIMBER AND TIMBERLANDS, NET OF DEPLETION AND AMORTIZATION** | 3,004,316 | 3,230,904 |
| **HIGHER AND BETTER USE TIMBERLANDS AND REAL ESTATE DEVELOPMENT INVESTMENTS (NOTE 14)** | 105,595 | 115,097 |
| **PROPERTY, PLANT AND EQUIPMENT** | | |
| Land | 6,453 | 6,453 |
| Buildings | 31,251 | 31,020 |
| Machinery and equipment | 6,523 | 6,568 |
| Construction in progress | 1,841 | 653 |
| Total property, plant and equipment, gross | 46,068 | 44,694 |
| Less — accumulated depreciation | (19,059) | (17,505) |
| Total property, plant and equipment, net | 27,009 | 27,189 |
| **RESTRICTED CASH (NOTE 21)** | 678 | 1,152 |
| **RIGHT-OF-USE ASSETS (NOTE 16)** | 95,474 | 97,167 |
| **OTHER ASSETS (NOTE 23)** | 97,555 | 115,481 |
| **TOTAL ASSETS** | $3,647,585 | $3,789,371 |
| **LIABILITIES, REDEEMABLE OPERATING PARTNERSHIP UNITS AND CAPITAL** | | |
| **CURRENT LIABILITIES** | | |
| Accounts payable | $26,561 | $22,100 |
| Accrued taxes | 4,394 | 3,734 |
| Accrued payroll and benefits | 14,215 | 12,428 |
| Accrued interest | 7,094 | 5,920 |
| Pension and other postretirement benefits (Note 18) | 8,444 | 136 |
| Distribution payable | 30,148 | — |
| Deferred revenue | 19,012 | 22,762 |
| Other current liabilities | 30,409 | 28,247 |
| Total current liabilities | 140,277 | 95,327 |
| **LONG-TERM DEBT, NET (NOTE 7)** | 1,365,773 | 1,514,721 |
| **PENSION AND OTHER POSTRETIREMENT BENEFITS, NON-CURRENT (NOTE 18)** | 1,441 | 8,510 |
| **LONG-TERM LEASE LIABILITY (NOTE 16)** | 87,684 | 88,756 |
| **LONG-TERM DEFERRED REVENUE** | 11,294 | 6,895 |
| **OTHER NON-CURRENT LIABILITIES** | 81,863 | 88,687 |
| **COMMITMENTS AND CONTINGENCIES (NOTES 10 and 11)** | | |
| **REDEEMABLE OPERATING PARTNERSHIP UNITS (NOTE 5) 2,443,898 and 3,208,827 Units outstanding, respectively** | 81,651 | 105,763 |
| **CAPITAL** | | |
| General partners' capital | 18,325 | 18,251 |
| Limited partners' capital | 1,814,193 | 1,806,895 |
| Accumulated other comprehensive income (Note 24) | 28,018 | 40,249 |
| **TOTAL CONTROLLING INTEREST CAPITAL** | 1,860,536 | 1,865,395 |
| Noncontrolling interests in consolidated affiliates (Note 5) | 17,066 | 15,317 |
| **TOTAL CAPITAL** | 1,877,602 | 1,880,712 |
| **TOTAL LIABILITIES, REDEEMABLE OPERATING PARTNERSHIP UNITS AND CAPITAL** | $3,647,585 | $3,789,371 |

See Notes to Consolidated Financial Statements.

**RAYONIER, L.P. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL**
**(Thousands of dollars, except unit data)**

| | Units | | | | |
|---|---|---|---|---|---|
| | General Partners' Capital | Limited Partners' Capital | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interests in Consolidated Affiliates | Total Capital |
| **Balance, December 31, 2020** | $15,454 | $1,529,948 | ($71,345) | $388,588 | $1,862,645 |
| Net income | 1,571 | 155,495 | — | 53,421 | 210,487 |
| Distributions on units ($1.08 per unit) | (1,583) | (156,666) | — | — | (158,249) |
| Issuance of units under the "at-the-market" equity offering, net of commissions and offering costs of $2.5 million | 2,330 | 230,703 | — | — | 233,033 |
| Issuance of units under incentive stock plans | 60 | 5,969 | — | — | 6,029 |
| Stock-based incentive compensation | 93 | 9,184 | — | — | 9,277 |
| Repurchase of units | (16) | (1,601) | — | — | (1,617) |
| Adjustment of Redeemable Operating Partnership Units | (444) | (43,934) | — | — | (44,378) |
| Conversion of units to common shares | 407 | 40,269 | — | — | 40,676 |
| Measurement period adjustment of noncontrolling interests in consolidated affiliates | — | — | — | 9,690 | 9,690 |
| Fund II carried interest incentive fee | — | — | — | (3,807) | (3,807) |
| Disposition of noncontrolling interests in consolidated affiliates | — | — | — | (255,486) | (255,486) |
| Pension and postretirement benefit plans | — | — | 12,476 | — | 12,476 |
| Foreign currency translation adjustment | — | — | (18,487) | (3,609) | (22,096) |
| Cash flow hedges | — | — | 61,893 | (1,578) | 60,315 |
| Distributions to noncontrolling interests in consolidated affiliates | — | — | — | (115,298) | (115,298) |
| Noncontrolling interests in consolidated affiliates redemption of unit equivalents | — | — | — | (28,119) | (28,119) |
| **Balance, December 31, 2021** | $17,872 | $1,769,367 | ($15,463) | $43,802 | $1,815,578 |
| Net income | 1,095 | 108,375 | — | 13,321 | 122,791 |
| Distributions on units ($1.125 per unit) | (1,696) | (167,874) | — | — | (169,570) |
| Issuance of units under the "at-the-market" equity offering, net of commissions and offering costs of $1.1 million | 593 | 58,757 | — | — | 59,350 |
| Issuance of units under incentive stock plans | 25 | 2,441 | — | — | 2,466 |
| Stock-based incentive compensation | 124 | 12,232 | — | — | 12,356 |
| Repurchase of units | (42) | (4,183) | — | — | (4,225) |
| Adjustment of Redeemable Operating Partnership Units | 241 | 23,894 | — | — | 24,135 |
| Conversion of units to common shares | 39 | 3,886 | — | — | 3,925 |
| Pension and postretirement benefit plans | — | — | 1,627 | — | 1,627 |
| Foreign currency translation adjustment | — | — | (22,282) | (811) | (23,093) |
| Cash flow hedges | — | — | 76,367 | (328) | 76,039 |
| Distributions to noncontrolling interests in consolidated affiliates | — | — | — | (12,807) | (12,807) |
| Noncontrolling interests in consolidated affiliates redemption of unit equivalents | — | — | — | (27,860) | (27,860) |
| **Balance, December 31, 2022** | $18,251 | $1,806,895 | $40,249 | $15,317 | $1,880,712 |

**RAYONIER, L.P. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL (CONTINUED)**
**(Thousands of dollars, except unit data)**

| | Units | | Accumulated Other Comprehensive Income (Loss) | Noncontrolling Interests in Consolidated Affiliates | Total Capital |
|---|---|---|---|---|---|
| | General Partners' Capital | Limited Partners' Capital | | | |
| **Balance, December 31, 2022** | $18,251 | $1,806,895 | $40,249 | $15,317 | $1,880,712 |
| Net income | 1,764 | 174,634 | — | 2,097 | 178,495 |
| Distributions on units ($1.34 per unit) (a) | (2,029) | (200,887) | — | — | (202,916) |
| Issuance of units under the "at-the-market" equity offering, net of commissions and offering costs | (1) | (80) | — | — | (81) |
| Issuance of units under incentive stock plans | 1 | 74 | — | — | 75 |
| Stock-based incentive compensation | 140 | 13,862 | — | — | 14,002 |
| Repurchase of units | (42) | (4,175) | — | — | (4,217) |
| Adjustment of Redeemable Operating Partnership Units | (8) | (798) | — | — | (806) |
| Conversion of units to common shares | 249 | 24,668 | — | — | 24,917 |
| Pension and postretirement benefit plans | — | — | 593 | — | 593 |
| Foreign currency translation adjustment | — | — | (1,466) | (50) | (1,516) |
| Cash flow hedges | — | — | (11,358) | 1,401 | (9,957) |
| Distributions to noncontrolling interests in consolidated affiliates | — | — | — | (1,699) | (1,699) |
| **Balance, December 31, 2023** | $18,325 | $1,814,193 | $28,018 | $17,066 | $1,877,602 |

(a) Includes an additional cash distribution of $0.20 per operating partnership unit. The cash distribution was payable January 12, 2024, to holders of record on December 29, 2023.

See Notes to Consolidated Financial Statements.

**RAYONIER, L.P. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**For the Years Ended December 31,**
**(Thousands of dollars)**

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **OPERATING ACTIVITIES** | | | |
| Net income | $178,495 | $122,791 | $210,487 |
| Adjustments to reconcile net income to cash provided by operating activities: | | | |
| Depreciation, depletion and amortization | 158,231 | 147,339 | 155,722 |
| Non-cash cost of land and improved development | 29,768 | 28,374 | 24,976 |
| Stock-based incentive compensation expense | 14,002 | 12,356 | 9,277 |
| Deferred income taxes | 278 | (5,352) | 8,509 |
| Pension settlement charge | 2,036 | — | — |
| Amortization of losses from pension and postretirement plans | 6 | 753 | 1,174 |
| Timber write-offs resulting to casualty events | 2,302 | 729 | — |
| Gain on sale of large disposition of timberlands | (105,078) | (16,606) | (44,784) |
| Gain on Fund II timberland dispositions | — | — | (51,522) |
| Gain on sale of Timber Funds III & IV | — | — | (3,675) |
| Fund II carried interest incentive fee | — | — | (3,807) |
| Other | 13,169 | 1,049 | 9,456 |
| Changes in operating assets and liabilities: | | | |
| Receivables | 4,404 | (9,109) | 17,239 |
| Inventories | 513 | (4,335) | (503) |
| Accounts payable | 1,505 | 1,144 | (1,593) |
| All other operating activities | (1,256) | (9,943) | (5,846) |
| CASH PROVIDED BY OPERATING ACTIVITIES | 298,375 | 269,190 | 325,110 |
| **INVESTING ACTIVITIES** | | | |
| Capital expenditures | (81,447) | (74,811) | (75,965) |
| Real estate development investments | (23,078) | (13,698) | (12,521) |
| Purchase of timberlands | (14,062) | (458,530) | (179,115) |
| Net proceeds from large disposition of timberlands | 239,898 | 29,496 | 54,682 |
| Net proceeds from sale of Timber Funds III & IV | — | — | 31,014 |
| Net proceeds from Fund II timberland dispositions | — | — | 154,740 |
| Other | 2,776 | 1,180 | 912 |
| CASH PROVIDED BY (USED FOR) INVESTING ACTIVITIES | 124,087 | (516,363) | (26,253) |
| **FINANCING ACTIVITIES** | | | |
| Issuance of debt | — | 656,842 | 446,378 |
| Repayment of debt | (150,000) | (531,842) | (420,000) |
| Distributions on units | (172,952) | (169,375) | (157,784) |
| Proceeds from the issuance of units under incentive stock plan | 75 | 2,628 | 5,922 |
| Proceeds from the issuance of units under the “at-the-market” (ATM) equity offering program, net of commissions and offering costs | (81) | 61,557 | 230,826 |
| Repurchase of units to pay withholding taxes on vested incentive stock awards | (4,217) | (4,225) | (1,617) |
| Debt issuance costs | — | (740) | (4,846) |
| Distributions to noncontrolling interests in consolidated affiliates | (1,699) | (19,434) | (108,956) |
| Make-whole fee on NWFCS debt prepayment | — | — | (6,234) |
| CASH USED FOR FINANCING ACTIVITIES | (328,874) | (4,589) | (16,311) |
| **EFFECT OF EXCHANGE RATE CHANGES ON CASH** | (621) | (1,970) | (889) |
| **CASH, CASH EQUIVALENTS AND RESTRICTED CASH** | | | |
| Change in cash, cash equivalents and restricted cash | 92,967 | (253,732) | 281,657 |
| Balance, beginning of year | 115,407 | 369,139 | 87,482 |
| Balance, end of year | $208,374 | $115,407 | $369,139 |

See Notes to Consolidated Financial Statements.

## RAYONIER, L.P. AND SUBSIDIARIES
## CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
### For the Years Ended December 31,
### (Thousands of dollars)

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION** | | | |
| Cash paid during the year: | | | |
| Interest (a) | $48,742 | $35,717 | $42,672 |
| Income taxes | 4,816 | 15,127 | 7,392 |
| Non-cash investing activity: | | | |
| Capital assets purchased on account | $7,490 | $4,435 | $5,272 |
| Non-cash financing activity: | | | |
| Noncontrolling interests in consolidated affiliates redemption of shares (b) | — | 27,860 | 28,119 |

(a) Interest paid is presented net of patronage payments received of $6.2 million, $6.0 million and $6.8 million for the years ended December 31, 2023, 2022 and 2021, respectively. For additional information on patronage payments, see Note 7 — Debt.

(b) The New Zealand subsidiary made a capital distribution in order to redeem certain equity interests, resulting in the recording of a loan payable by the New Zealand subsidiary in the amount of $27.9 million and $28.1 million for the years ended December 31, 2022 and 2021, respectively. See Note 5 — Noncontrolling Interests and Note 7 — Debt for further information.

See Notes to Consolidated Financial Statements.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Rayonier Inc.'s Consolidated Financial Statements include the Operating Partnership, wholly-owned subsidiaries and entities in which the Company has a controlling interest. Rayonier, L.P.'s Consolidated Financial Statements include wholly-owned subsidiaries and entities in which the Operating Partnership has a controlling interest. For additional information regarding our consolidated entities with a noncontrolling interest component, see Note 5 — Noncontrolling Interests. All intercompany balances and transactions are eliminated.

As of December 31, 2023, the Company owned a 98.4% interest in the Operating Partnership, with the remaining 1.6% interest owned by limited partners of the Operating Partnership. As the sole general partner of the Operating Partnership, Rayonier Inc. has exclusive control of the day-to-day management of the Operating Partnership.

### USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and to disclose contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. There are risks inherent in estimating and therefore actual results could differ from those estimates.

### CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and other highly liquid investments with original maturities of three months or less.

### ACCOUNTS RECEIVABLE

Accounts receivable are primarily amounts due to us for the sale of timber and are presented net of an allowance for doubtful accounts.

### INVENTORY

Higher and better use ("HBU") real estate properties that are expected to be sold within one year are included in inventory at the lower of cost or net realizable value. HBU properties that are expected to be sold after one year are included in a separate balance sheet line entitled "Higher and Better Use Timberlands and Real Estate Development Investments." See below for additional information.

Inventory also includes logs available to be sold by the Trading segment. Log inventory is recorded at the lower of cost or net realizable value and expensed to cost of sales when sold to third-party buyers. Inventory also includes carbon unit inventory. Carbon unit inventory represents the basis in New Zealand carbon units intended to be sold in the next 12 months. See Note 15 — Inventory for additional information.

### PREPAID LOGGING ROADS

In the Pacific Northwest and New Zealand, costs for roads built to access particular tracts to be harvested in the upcoming 24 months to 60 months are recorded as prepaid logging roads. We charge such costs to expense as timber is harvested using an amortization rate determined annually as the total cost of prepaid roads divided by the estimated tons of timber to be accessed by those roads. The prepaid balance is classified as short-term or long-term based on the upcoming harvest schedule. See Note 23 — Other Assets for additional information.

## PATRONAGE DIVIDENDS

As a requirement of the Farm Credit Act, borrowers in the Farm Credit System are required to purchase equity in Farm Credit lenders. The equity balance primarily represents shares of Class A common stock in CoBank valued at $100 par value. CoBank equity purchases continue annually until a balance equal to 8% of our 10-year historical average loan balance at CoBank is obtained. Initially, a minimal equity purchase was made in cash upon the receipt of loan proceeds. Subsequently, equity purchases are made annually through patronage dividends, of which approximately 90% is cash and 10% is equity. The stock has no cash value until retired. As our loans are paid in full, the stock is generally retired over a 10-year loan base period beginning in the year following loan payoff.

Estimated cash and equity dividends are recognized as an offset to interest expense in the period earned. These estimates are calculated by applying the weighted average debt balance with each participating lender to a historical dividend rate. Changes in assumptions, as well as changes in actual experience, could cause the estimates to change. See Note 7 — Debt and Note 23 — Other Assets for additional information.

## DEFERRED FINANCING COSTS

Deferred financing costs related to revolving debt are capitalized and amortized to interest expense over the term of the revolving debt using a method that approximates the effective interest method. See Note 23 — Other Assets for additional information on deferred financing costs related to revolving debt. See Note 7 — Debt for additional information on deferred financing costs related to term debt.

## CAPITALIZED SOFTWARE COSTS

Software costs are capitalized and amortized over a period not exceeding five years using the straight-line method. See Note 23 — Other Assets for additional information.

## TIMBER AND TIMBERLANDS

Timber is stated at the lower of cost or net realizable value. Costs relating to acquiring, planting and growing timber including real estate taxes, site preparation and direct support costs relating to facilities, vehicles and supplies, are capitalized. A portion of timberland lease payments are capitalized based on the proportion of acres with merchantable timber volume remaining to be harvested under the lease term and the residual portion of the lease payments are expensed as incurred. Payroll costs are capitalized for time spent on timber growing activities, while interest and other intangible costs are not capitalized. An annual depletion rate is established for each particular region by dividing merchantable inventory cost by standing merchantable inventory volume, which is estimated annually. We charge accumulated costs attributed to merchantable timber to depletion expense (cost of sales) at the time the timber is harvested or when the underlying timberland is sold.

Upon the acquisition of timberland, we make a determination on whether to combine the newly acquired merchantable timber with an existing depletion pool or to create a new, separate pool. This determination is based on the geographic location of the new timber, the customers/markets that will be served and the species mix. If the acquisition is similar to an existing depletion pool, the cost of the acquired timber is combined and a new depletion rate is calculated for the pool. This determination and depletion rate adjustment normally occurs in the quarter following the acquisition.

## HIGHER AND BETTER USE TIMBERLANDS AND REAL ESTATE DEVELOPMENT INVESTMENTS

HBU timberland is recorded at the lower of cost or net realizable value. These properties are managed as timberlands until sold or developed, with sales and depletion expense related to the harvesting of timber accounted for within the respective timber segment. At the time of sale, the cost basis of any unharvested timber is recorded as depletion expense, a component of cost of sales, within the Real Estate segment.

HBU timberland and real estate development investments expected to be sold within twelve months are recorded as inventory. See Note 14 — Higher and Better Use Timberlands and Real Estate Development Investments for additional information.

## REAL ESTATE DEVELOPMENT INVESTMENTS

Real estate development investments include capitalized costs associated with the development and construction of identified real estate projects, such as infrastructure, roadways, utilities, amenities and/or other improvements designed to enhance marketability and create parcels, pads and/or lots for sale. We capitalize interest on real estate projects under development based on the amount of underlying expenditures during the capitalization period. The period begins when activities necessary to ready a property for its intended use commence, typically when we begin the site work for land already owned, and ends when the improvement is substantially complete and ready for its intended use. Determination of when construction of a project is substantially complete and ready for its intended use is subjective and requires business judgement. As such, we determine when the capitalization period begins and ends through communication with project managers and others responsible for the tracking and oversight of individual projects.

## IMPAIRMENT OF HBU TIMBERLANDS AND REAL ESTATE DEVELOPMENT INVESTMENTS

We review our higher and better use timberlands and real estate development investments for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Impairment indicators for each development project are assessed separately and include, but are not limited to, significant decreases in sales pace or average selling prices, significant increases in expected land development and construction costs, and projected losses on expected future sales. Development projects have extended life cycles that may last 20 to 40 years, or longer, and have few long-term contractual cash flows. Development periods often occur through several economic cycles. Subjective factors such as the expected timing of property development and sales, optimal development density and sales strategy impact the timing and amount of expected future cash flows and fair value.

An impairment loss is recognized if the carrying amount of an asset is not recoverable and exceeds its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future economic conditions, such as construction costs and sales values that could differ materially from actual results in future periods. If impairment indicators exist and it is expected that undiscounted cash flows generated by the asset are less than its carrying amount less costs to sell, an impairment provision is recorded to write-down the carrying amount of the asset to its fair value.

## PROPERTY, PLANT, EQUIPMENT AND DEPRECIATION

Property, plant and equipment additions are recorded at cost, including applicable freight, interest, construction and installation costs. We generally depreciate our assets, including office and transportation equipment, using the straight-line depreciation method over 3 to 25 years. Buildings and land improvements are depreciated using the straight-line method over 15 to 35 years and 5 to 30 years, respectively.

Gains and losses on the sale or retirement of assets are included in operating income. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets that are held and used is measured by net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is the amount the carrying value exceeds the fair value of the assets, which is based on a discounted cash flow model. Assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell.

### LEASES

At inception, we determine if an arrangement is a lease and whether that lease meets the classification criteria of a finance or operating lease. Operating leases are included in right-of-use ("ROU") assets, other current liabilities, and long-term lease liability in the Consolidated Balance Sheets. The income generated from our commercial and residential leases in Port Gamble are accounted for in accordance with Topic 842. We recognize the total minimum lease payments provided for under the leases on a straight-line basis over the lease term.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent the obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. As most of our leases do not provide an implicit rate, we generally use our incremental borrowing rate based on the estimated rate of interest for collateralized borrowing over a similar term. Lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

### RIGHT-OF-USE ASSETS IMPAIRMENT

Operating lease right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset group to which the operating lease is assigned may not be recoverable. Recoverability of the asset group is evaluated based on forecasted undiscounted cash flows. If the carrying amount of the asset group is not recoverable, the fair value of the asset group is compared to its carrying amount and an impairment charge is recognized for the amount by which the carrying amount exceeds the fair value. A discounted cash flow approach using market participant assumptions of the expected cash flows and discount rate are used to estimate the fair value of the asset group.

### FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. A three-level hierarchy that prioritizes the inputs used to measure fair value was established as follows:

*Level 1* — Quoted prices in active markets for identical assets or liabilities.

*Level 2* — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

*Level 3* — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

### ENVIRONMENTAL REMEDIATION LIABILITIES

We estimate future costs for known environmental remediation requirements and accrue for them on an undiscounted basis when it is probable that a liability has been incurred and the related costs can be reasonably estimated. We consider various factors when estimating our environmental liabilities, including construction contracts, proposed statements of work, project management, and other professional fees. We evaluate the adequacy of these liabilities on a quarterly basis. We make adjustments to the liabilities when additional information becomes available that affects the estimated costs to study or remediate any environmental matter. Legal investigation and defense costs incurred in connection with environmental contingencies are expensed as incurred. Recoveries of environmental remediation costs from other parties are recorded as assets when their receipt is deemed probable and does not exceed the amount of losses previously recorded. See Note 12 — Environmental and Natural Resource Damages Liabilities for more information.

## GOODWILL

Goodwill represents the excess of the acquisition cost of the New Zealand Timber segment over the fair value of the net assets acquired. Goodwill is not amortized, but is periodically reviewed for impairment. An impairment test for this reporting unit's goodwill is performed annually and whenever events or circumstances indicate that the value of goodwill may be impaired. We compare the fair value of the New Zealand Timber segment, using an independent valuation for the New Zealand forest assets, to its carrying value including goodwill. The independent valuation of the New Zealand forest assets is based on discounted cash flow models where the fair value is calculated using cash flows from sustainable forest management plans. The fair value of the forest assets is measured as the present value of cash flows from one growth cycle based on the productive forest land, taking into consideration environmental, operational, and market restrictions. These cash flow valuations involve a number of estimates that require broad assumptions and significant judgment regarding future performance. The annual impairment test was performed as of October 1, 2023; the estimated fair value of the New Zealand Timber segment exceeded its carrying value and no impairment was recorded. Except for changes in the New Zealand foreign exchange rate, there have been no adjustments to the carrying value of goodwill since the initial recognition. See Note 23 — Other Assets for additional information.

## FOREIGN CURRENCY TRANSLATION AND REMEASUREMENT

The functional currency of our New Zealand-based operations is the New Zealand dollar. All assets and liabilities are translated into U.S. dollars at the exchange rate in effect at the respective balance sheet dates. Translation gains and losses are recorded as a separate component of Accumulated Other Comprehensive Income ("AOCI"), within Shareholders' Equity.

U.S. denominated transactions of the New Zealand subsidiary are remeasured into New Zealand dollars at the exchange rate in effect on the date of the transaction and recognized in earnings, net of related cash flow hedges. All income statement items of the New Zealand subsidiary are translated into U.S. dollars for reporting purposes using monthly average exchange rates with translation gains and losses being recorded as a separate component of AOCI, within Shareholders' Equity.

## REDEEMABLE OPERATING PARTNERSHIP UNITS

Limited partners holding Redeemable Operating Partnership Units have the right to put any and all of the units to the Operating Partnership in exchange for Rayonier registered common shares, on a one-for-one basis, or cash, at Rayonier's option. Consequently, these Redeemable Operating Partnership Units are classified outside of permanent partners' capital in the Operating Partnership's accompanying balance sheets and the related noncontrolling interest is classified outside of permanent equity in the accompanying balance sheets of Rayonier. The recorded value of the Redeemable Operating Partnership Units is based on the higher of 1) initial carrying amount, increased or decreased for its share of net income or loss, other comprehensive income or loss, and dividend or 2) redemption value as measured by the closing price of Rayonier common stock on the balance sheet date multiplied by the total number of Redeemable Operating Partnership Units outstanding.

## RELATED PARTY

We follow ASC 850, *Related Party Disclosure*, for the identification of related parties and disclosure of related party transactions. A party is considered to be related to us if the party, directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with us. Related parties also include principal owners, management and directors, as well as members of their immediate families or any other parties with which we may deal if one party to a transaction controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated. See Note 25 — Related Party.

## REVENUE RECOGNITION

We recognize revenues when control of promised goods or services ("performance obligations") is transferred to customers, in an amount that reflects the consideration expected in exchange for those goods or services ("transaction price"). Unsatisfied performance obligations as of December 31, 2023 are primarily due to advances on stumpage contracts, unearned license revenue, unearned carbon capture and storage revenue and post-closing obligations on real estate sales. Of these performance obligations, $19.0 million is expected to be recognized within the next twelve months, while the remaining $11.3 million is expected to be recognized as we satisfy our performance obligations. We generally collect payment within a year of satisfying performance obligations and therefore have elected not to adjust revenues for a financing component.

### *TIMBER SALES*

Revenue from the sale of timber is recognized when control passes to the buyer. We utilize two primary methods or sales channels for the sale of timber – a stumpage/standing timber model and a delivered log model. The sales method we employ depends upon local market conditions and which method management believes will provide the best overall margins.

Under the stumpage model, standing timber is sold primarily under pay-as-cut contracts, with a specified duration (typically one year or less) and fixed prices, whereby revenue is recognized as timber is severed and the sales volume is determined. We also sell stumpage under lump-sum contracts for specified parcels where we receive cash for the full agreed value of the timber prior to harvest and control passes to the buyer upon signing the contract. We retain interest in the land, slash products and the use of the land for recreational and other purposes. Any uncut timber remaining at the end of the contract period reverts to us. Revenue is recognized for lump-sum timber sales when payment is received, the contract is signed and control passes to the buyer. A third type of stumpage sale we utilize is an agreed-volume sale, whereby revenue is recognized using the output method, as periodic physical observations are made of the percentage of acreage harvested.

Under the delivered log model, we hire third-party loggers and haulers to harvest timber and deliver it to a buyer. Sales of domestic logs generally do not require an initial payment and are made to third-party customers on open credit terms. Sales of export logs generally require a letter of credit from an approved bank. Revenue is recognized when the logs are delivered and control has passed to the buyer. For domestic log sales, control is considered passed to the buyer as the logs are delivered to the customer's facility. For export log sales, control is considered passed to the buyer upon delivery onto the export vessel.

The following table summarizes revenue recognition and general payment terms for timber sales:

| Contract Type | Performance Obligation | Timing of Revenue Recognition | General Payment Terms |
|---|---|---|---|
| Stumpage Pay-as-Cut | Right to harvest a unit (i.e. ton, MBF, JAS m3) of standing timber | As timber is severed (point-in-time) | Initial payment between 5% and 20% of estimated contract value; collection generally within 10 days of severance |
| Stumpage Lump Sum | Right to harvest an agreed upon acreage of standing timber | Contract execution (point-in-time) | Full payment due upon contract execution |
| Stumpage Agreed Volume | Right to harvest an agreed upon volume of standing timber | As timber is severed (over-time) | Payments made throughout contract term at the earlier of a specified harvest percentage or time elapsed |
| Delivered Wood (Domestic) | Delivery of a unit (i.e. ton, MBF, JAS m3) of timber to customer's facility | Upon delivery to customer's facility (point-in-time) | No initial payment and on open credit terms; collection generally within 30 days of invoice |
| Delivered Wood (Export) | Delivery of a unit (i.e. ton, MBF, JAS m3) onto export vessel | Upon delivery onto export vessel (point-in-time) | Letter of credit from an approved bank; collection generally within 30 days of delivery |

### *NON-TIMBER SALES*

Non-timber sales are primarily comprised of hunting and recreational licenses, carbon credits and other auxiliary income. Hunting and recreational license sales and any related costs are recognized ratably over the term of the agreement and included in "Sales" and "Cost of sales," respectively. Payment is generally due upon contract execution. The New Zealand Emissions Trading Scheme ("NZ ETS") incentivizes the lowering of greenhouse gas emissions by providing carbon credits to certain organizations that lower carbon emissions. Our New Zealand segment regularly sells carbon credits and recognizes income as they are sold to other carbon emitting entities.

#### *Carbon Capture and Storage Sales*

Carbon capture and storage ("CCS") sales are primarily comprised of revenue generated from granting land access and the right to inject, sequester and permanently store carbon dioxide in a subsurface area. CCS contracts contain variable consideration arrangements, which may include variable durations, rates, access acres and carbon volumes. The determination of the transaction price and the allocation of the transaction price to the performance obligations may require significant judgment and is based on management's estimate of the most likely amount of consideration we expect to receive as of the reporting date.

Variable consideration is included in the transaction price only to the extent that it is probable that a significant reversal of the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is resolved. The estimation of variable consideration requires us to make certain judgments and assumptions regarding the amount and timing of future payments, which may be impacted by factors such as changes in market conditions, competition or other factors beyond our control. As a result, actual amounts of variable consideration could differ from our estimates.

We regularly review our estimates of variable consideration and, if necessary, adjust the transaction price and related revenue recognition accordingly. Any such adjustments are recorded in the period in which the estimate is revised.

### *LOG TRADING*

Log trading revenue is generally recognized when procured logs are delivered to the buyer and control has passed. For domestic log trading, control is considered passed to the buyer as the logs are delivered to the customer's facility. For export log trading, control is considered passed to the buyer upon delivery onto the export vessel. The Trading segment also includes sales from log agency contracts, whereby we act as an agent managing export services on behalf of third parties. Revenue for log agency fees are recognized net of related costs.

### *REAL ESTATE*

We recognize revenue on sales of real estate generally at the point in time when cash has been received, the sale has closed and control has passed to the buyer. A deposit of 2% to 5% is generally required at the time a purchase and sale agreement is executed, with the balance due at closing. On sales of development real estate containing future performance obligations, revenue is recognized using the cost input method based on development costs incurred to date relative to the total development costs allocated to the contract with the customer. The aggregate amount of the transaction price allocated to unsatisfied obligations is recorded and presented in "Deferred revenue" in the Consolidated Balance Sheets.

## COST OF SALES

Cost of sales associated with timber operations primarily include the cost basis of timber sold (depletion), logging and transportation costs (cut and haul) and ocean freight and demurrage costs (port and freight). Depletion includes the amortization of capitalized costs (site preparation, planting and fertilization, real estate taxes, timberland lease payments and certain payroll costs). Other costs include amortization of capitalized costs related to road and bridge construction and software, depreciation of fixed assets and equipment, road maintenance, severance and excise taxes, carbon basis and fire prevention.

Cost of sales associated with real estate sold includes the cost of the land, the cost of any timber on the property that was conveyed to the buyer, any real estate development costs and any closing costs including sales commissions that may be borne by us. We expense closing costs, including sales commissions, when incurred for all real estate sales with future performance obligations expected to be satisfied within one year.

When developed residential or commercial land is sold, the cost of sales includes actual costs incurred and estimates of future development costs benefiting the property sold through completion. Costs are allocated to each sold acre or lot based upon the relative sales value of each acre or lot as compared to the estimated sales value of the total project. For purposes of allocating development costs, estimates are reevaluated at least annually and more frequently if warranted by market conditions, changes in the project’s scope or other factors, with any adjustments being allocated prospectively to the remaining units available for sale.

### EMPLOYEE BENEFIT PLANS

The determination of expense and funding requirements for our defined benefit pension plan, its unfunded excess pension plan and its postretirement life insurance plan are largely based on a number of actuarial assumptions. The key assumptions include discount rate, return on assets, mortality rates and longevity of employees. See Note 18 — Employee Benefit Plans for assumptions used to determine benefit obligations, and the net periodic benefit cost for the year ended December 31, 2023.

Periodic pension and other postretirement expense is included in “Cost of sales,” “Selling and general expenses” and “Interest and other miscellaneous income, net” in the Consolidated Statements of Income and Comprehensive Income. The service cost component of net periodic benefit cost is included in “Cost of sales” and “Selling and general expenses” while the other components of net periodic benefit cost (interest cost, expected return on plan assets and amortization of losses or gains) are presented outside of income from operations in “Interest and other miscellaneous income, net.” Changes in the funded status of our plans are recorded through other comprehensive (loss) income in the year in which the changes occur. We measure plan assets and benefit obligations as of the fiscal year-end.

The defined benefit pension plan and the unfunded excess pension plan were terminated in 2023. For additional information, see Note 18 — Employee Benefit Plans.

### INCOME TAXES

We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the estimated future tax benefits or consequences attributable to differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases, operating loss carryforwards and tax credit carryforwards. Deferred tax assets and liabilities are measured pursuant to tax laws using the enacted tax rate that is expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. We recognize the effect of a change in income tax rates on deferred tax assets and liabilities in the Consolidated Statements of Income and Comprehensive Income in the period that includes the enactment date of the rate change. We record a valuation allowance to reduce the carrying amounts of deferred tax assets if it is more-likely-than-not that such deferred tax assets will not be realized.

In determining the provision for income taxes, we compute an annual effective income tax rate based on annual income by legal entity, permanent differences between book and tax, and statutory income tax rates by jurisdiction. Inherent in the effective tax rate is an assessment of the ultimate outcome of current period uncertain tax positions. We adjust our annual effective tax rate as additional information on outcomes or events becomes available. Discrete items such as taxing authority examination findings or legislative changes are recognized in the period in which they occur.

Our income tax returns are subject to audit by U.S. federal, state and foreign taxing authorities. In evaluating the tax benefits associated with various tax filing positions, we record a tax benefit for an uncertain tax position if it is more-likely-than-not to be realized upon ultimate settlement. We record a liability for an uncertain tax position that does not meet this criterion. Interest and penalties for an uncertain tax position are recognized in income tax expense. We adjust our liabilities for uncertain tax benefits in the period in which it is determined the issue is settled with the taxing authorities, the statute of limitations expires for the relevant taxing authority to examine the tax position or when new facts or information become available. See Note 20 — Income Taxes for additional information.

## ACCOUNTING PRONOUNCEMENTS

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,* which requires disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and a description of other segment items (the difference between segment revenue less the segment expenses disclosed under the significant expense principle and each reported measure of segment profit or loss) by reportable segment, as well as disclosure of the title and position of the entity's CODM and an explanation of how the CODM uses the reported measures of segment profit or loss in assessing segment performance and deciding how to allocate resources. The pronouncement is effective for annual reporting periods in fiscal years beginning after December 15, 2023, and for interim periods in fiscal years beginning after December 15, 2024. We do not expect the adoption of this pronouncement to impact our consolidated financial statements beyond the expansion of our reportable segment disclosures.

## SUBSEQUENT EVENTS

We have evaluated events occurring from December 31, 2023 to the date of issuance of these Consolidated Financial Statements for potential recognition and disclosure in the consolidated financial statements. No events were identified that warranted recognition or disclosure.

(Dollar amounts in thousands unless otherwise stated)

## 2. SEGMENT AND GEOGRAPHICAL INFORMATION

As of December 31, 2023, Rayonier operated in five reportable segments: Southern Timber, Pacific Northwest Timber, New Zealand Timber, Real Estate, and Trading. The previously reported Timber Funds segment was liquidated in 2021 with all proceeds being distributed to noncontrolling interests at the end of 2022. As a result, disclosure of Timber Funds segment results are not presented for 2023 or 2022, while 2021 results are presented for historical purposes.

Sales between operating segments are made based on estimated fair market value, and intercompany sales, purchases and profits (losses) are eliminated in consolidation. We evaluate financial performance based on segment operating income (loss) and Adjusted Earnings before Interest, Taxes, Depreciation, Depletion and Amortization ("Adjusted EBITDA"). Asset information is not reported by segment, as we do not produce asset information by segment internally.

Operating income as presented in the Consolidated Statements of Income and Comprehensive Income is equal to segment income. Certain income (loss) items in the Consolidated Statements of Income and Comprehensive Income are not allocated to segments. These items, which include interest income (expense), miscellaneous income (expense) and income tax expense, are not considered by management to be part of segment operations and are included under "unallocated interest expense and other."

The following tables summarize the segment information for the three years ended December 31:

| | Sales by Product Line | | |
|---|---|---|---|
| | 2023 | 2022 | 2021 |
| Southern Timber | $264,128 | $264,201 | $204,441 |
| Pacific Northwest Timber | 124,145 | 162,237 | 143,021 |
| New Zealand Timber | 235,481 | 274,076 | 281,158 |
| Timber Funds (a) | — | — | 199,402 |
| Real Estate | | | |
| Improved Development | 30,707 | 35,413 | 51,713 |
| Unimproved Development | 114 | — | 37,500 |
| Rural | 99,665 | 59,485 | 43,088 |
| Timberland & Non-Strategic | 3,347 | 11,400 | 44 |
| Conservation Easements | — | — | 3,855 |
| Deferred Revenue/Other | 13,930 | 1,239 | (2,380) |
| Large Dispositions | 242,200 | 30,471 | 56,048 |
| Total Real Estate | 389,963 | 138,008 | 189,868 |
| Trading | 43,684 | 70,952 | 95,364 |
| Intersegment eliminations (b) | (468) | (402) | (3,657) |
| **Total Sales** | $1,056,933 | $909,072 | $1,109,597 |

(a) The year ended December 31, 2021 includes $159.1 million of sales attributable to noncontrolling interests in Timber Funds. Included in sales attributable to noncontrolling interests in Timber Funds for the year ended December 31, 2021 is $125.4 million from Fund II Timberland Dispositions attributable to noncontrolling interests in Timber Funds. The year ended December 31, 2021 also includes $31.4 million from Fund II Timberland Dispositions attributable to Rayonier.

(b) The years ended December 31, 2023, 2022 and 2021 include log marketing fees paid to our Trading segment from our Southern Timber and Pacific Northwest Timber segments for marketing log export sales. The year ended December 31, 2021 includes the elimination of timberland investment management fees paid to us by the timber funds which were initially recognized as sales and cost of sales within the Timber Funds segment.

(Dollar amounts in thousands unless otherwise stated)

| | Operating Income (Loss) | | |
|---|---|---|---|
| | 2023 | 2022 | 2021 |
| Southern Timber | $76,256 | $96,616 | $66,111 |
| Pacific Northwest Timber (a) | (8,998) | 15,192 | 6,827 |
| New Zealand Timber (b) | 26,045 | 30,621 | 51,513 |
| Timber Funds (c) | — | — | 63,219 |
| Real Estate (d) | 156,605 | 58,495 | 112,540 |
| Trading | 492 | 382 | 144 |
| Corporate and other | (39,116) | (35,484) | (30,579) |
| Total Operating Income | 211,284 | 165,822 | 269,775 |
| Unallocated interest expense and other (e) | (27,667) | (33,642) | (44,627) |
| Total Income before Income Taxes | $183,617 | $132,180 | $225,148 |

(a) The year ended December 31, 2022 includes $0.7 million of timber write-offs resulting from casualty events. Timber write-offs resulting from casualty events are recorded within the Consolidated Statements of Income and Comprehensive Income under the caption "Cost of sales."

(b) The year ended December 31, 2023 includes $2.3 million of timber write-offs resulting from casualty events. Timber write-offs resulting from casualty events are recorded within the Consolidated Statements of Income and Comprehensive Income under the caption "Cost of sales."

(c) The year ended December 31, 2021 includes $45.6 million of operating income attributable to noncontrolling interests in Timber Funds. Included in operating income attributable to noncontrolling interests in Timber Funds for the year ended December 31, 2021 is $41.2 million of income from Fund II Timberland Dispositions. The year ended December 31, 2021 also includes $10.3 million of income on Fund II Timberland Dispositions attributable to Rayonier and a $7.5 million gain on investment in Timber Funds.

(d) The years ended December 31, 2023, 2022 and 2021 include $105.1 million, $16.6 million and $44.8 million, respectively, from Large Dispositions. The year ended December 31, 2022 includes an $11.5 million gain associated with the multi-family apartment complex sale attributable to noncontrolling interests ("NCI"). The gain associated with the multi-family apartment complex sale attributable to noncontrolling interests is recorded within the Consolidated Statements of Income and Comprehensive Income under the caption "Other operating (expense) income, net."

(e) The year ended December 31, 2023 includes $20.7 million of net recoveries associated with legal settlements, which is partially offset by a $2.0 million pension settlement charge.

(Dollar amounts in thousands unless otherwise stated)

| | Gross Capital Expenditures | | |
|---|---|---|---|
| | 2023 | 2022 | 2021 |
| ***Capital Expenditures (a)*** | | | |
| Southern Timber | $46,506 | $39,301 | $35,790 |
| Pacific Northwest Timber | 17,371 | 16,770 | 16,585 |
| New Zealand Timber | 16,663 | 18,455 | 20,128 |
| Timber Funds (b) | — | — | 3,271 |
| Real Estate | 302 | 285 | 191 |
| Corporate and other | 605 | — | — |
| Total capital expenditures | $81,447 | $74,811 | $75,965 |
| | | | |
| ***Timberland Acquisitions*** | | | |
| Southern Timber | $10,471 | $457,770 | $168,188 |
| Pacific Northwest Timber | 3,591 | 26 | — |
| New Zealand Timber | — | 734 | 10,927 |
| Total timberland acquisitions | $14,062 | $458,530 | $179,115 |
| | | | |
| **Total Gross Capital Expenditures** | $95,509 | $533,341 | $255,080 |

(a) Excludes timberland acquisitions presented separately, in addition to real estate development investments of $23.1 million, $13.7 million and $12.5 million in the years ended December 31, 2023, 2022 and 2021, respectively.

(b) The year ended December 31, 2021 includes $2.8 million of capital expenditures attributable to noncontrolling interests in Timber Funds.

| | Depreciation, Depletion and Amortization | | |
|---|---|---|---|
| | 2023 | 2022 | 2021 |
| Southern Timber | $79,974 | $60,298 | $54,116 |
| Pacific Northwest Timber | 36,924 | 48,024 | 50,487 |
| New Zealand Timber | 21,666 | 23,876 | 27,005 |
| Timber Funds (a) | — | — | 97,943 |
| Real Estate (b) | 109,085 | 22,216 | 17,746 |
| Corporate and other | 1,712 | 1,255 | 1,208 |
| Total | $249,361 | $155,669 | $248,505 |

(a) The year ended December 31, 2021 includes $78.9 million of depreciation, depletion, and amortization attributable to noncontrolling interests in Timber Funds. Included in depreciation, depletion, and amortization attributable to noncontrolling interests in Timber Funds for the year ended December 31, 2021 is $66.4 million related to Fund II Timberland Dispositions. The year ended December 31, 2021 also includes $16.6 million related to Fund II Timberland Dispositions attributable to Rayonier.

(b) The years ended December 31, 2023, 2022 and 2021 include $91.1 million, $8.3 million and $9.8 million, respectively, from Large Dispositions.

(Dollar amounts in thousands unless otherwise stated)

| | Non-Cash Cost of Land and Improved Development | | |
|---|---|---|---|
| | 2023 | 2022 | 2021 |
| Timber Funds (a) | — | — | $20,239 |
| Real Estate (b) | 73,458 | 32,934 | 25,070 |
| Total | $73,458 | $32,934 | $45,309 |

(a) The year ended December 31, 2021 includes $20.2 million of non-cash cost of land and improved development from Fund II Timberland Dispositions, of which $16.2 million was attributable to noncontrolling interests in Timber Funds and $4.0 million was attributable to Rayonier.

(b) The years ended December 31, 2023, 2022 and 2021 include $43.7 million, $4.6 million and $0.1 million, respectively, from Large Dispositions.

| Geographical Operating Information | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Sales | | | Operating Income | | | Identifiable Assets | |
| | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 | 2023 | 2022 |
| United States | $787,906 | $576,780 | $732,995 | $185,156 | $135,900 | $217,964 | $3,098,555 | $3,244,128 |
| New Zealand | 269,027 | 332,292 | 376,602 | 26,128 | 29,922 | 51,811 | 549,030 | 545,243 |
| Total | $1,056,933 | $909,072 | $1,109,597 | $211,284 | $165,822 | $269,775 | $3,647,585 | $3,789,371 |

(Dollar amounts in thousands unless otherwise stated)

## 3. REVENUE

### Contract Balances

The timing of revenue recognition, invoicing and cash collections results in trade receivables and deferred revenue (contract liabilities) on the Consolidated Balance Sheets. Trade receivables are recorded when we have an unconditional right to consideration for completed performance under the contract. Contract liabilities relate to payments received in advance of performance under the contract. Contract liabilities are recognized as revenue as (or when) we perform under the contract.

The following table contains contract balances recorded in the Consolidated Balance Sheets at December 31, 2023 and 2022:

| | 2023 | 2022 | Balance Sheet Location |
|---|---|---|---|
| Contract assets | | | |
| Trade receivables, net (a) | $28,652 | $27,837 | Trade receivables |
| Contract liabilities | | | |
| Deferred revenue, current (b) | 19,012 | 22,762 | Deferred revenue |
| Deferred revenue, non-current (c) | 11,294 | 6,895 | Long-term deferred revenue |

(a) The increase in trade receivables was primarily driven by timing of sales in our timber segments.
(b) The decrease in deferred revenue, current is primarily driven by the satisfaction of post-closing obligations on real estate sales and the timing of advance payments on stumpage contracts, partially offset by increased hunting license renewals and the current portion of a carbon capture and storage contract entered into in the first quarter of 2023.
(c) The increase in deferred revenue, non-current is primarily driven by a carbon capture and storage contract entered into in the first quarter of 2023.

The following table summarizes revenue recognized during the years ended December 31, 2023 and 2022 that was included in the contract liability balance at the beginning of each year:

| | Year Ended December 31, | |
|---|---|---|
| | 2023 | 2022 |
| Revenue recognized from contract liability balance at the beginning of the year (a) | $21,187 | $16,148 |

(a) Revenue recognized was primarily from hunting licenses, the use of advances on pay-as-cut timber sales and the satisfaction of post-closing obligations on real estate sales.

(Dollar amounts in thousands unless otherwise stated)

The following tables present our revenue from contracts with customers disaggregated by product type for the years ended December 31, 2023, 2022 and 2021:

| Year Ended | Southern Timber | Pacific Northwest Timber | New Zealand Timber | Timber Funds | Real Estate | Trading | Elim. | Total |
|---|---|---|---|---|---|---|---|---|
| **December 31, 2023** | | | | | | | | |
| Pulpwood | $99,035 | $8,410 | $28,760 | — | — | $3,961 | — | $140,166 |
| Sawtimber | 123,312 | 109,446 | 182,355 | — | — | 37,894 | — | 453,007 |
| Hardwood | 4,279 | — | — | — | — | — | — | 4,279 |
| **Total Timber Sales** | 226,626 | 117,856 | 211,115 | — | — | 41,855 | — | 597,452 |
| License Revenue, Primarily From Hunting | 23,335 | 1,344 | 279 | — | — | — | — | 24,958 |
| Other Non-Timber/Carbon Revenue | 14,167 | 4,945 | 24,087 | — | — | — | — | 43,199 |
| Agency Fee Income | — | — | — | — | — | 1,361 | — | 1,361 |
| **Total Non-Timber Sales** | 37,502 | 6,289 | 24,366 | — | — | 1,361 | — | 69,518 |
| Improved Development | — | — | — | — | 30,707 | — | — | 30,707 |
| Unimproved Development | — | — | — | — | 114 | — | — | 114 |
| Rural | — | — | — | — | 99,665 | — | — | 99,665 |
| Timberland & Non-Strategic | — | — | — | — | 3,347 | — | — | 3,347 |
| Deferred Revenue/Other (a) | — | — | — | — | 12,516 | — | — | 12,516 |
| Large Dispositions | — | — | — | — | 242,200 | — | — | 242,200 |
| **Total Real Estate Sales** | — | — | — | — | 388,549 | — | — | 388,549 |
| Revenue from Contracts with Customers | 264,128 | 124,145 | 235,481 | — | 388,549 | 43,216 | — | 1,055,519 |
| Lease Revenue | — | — | — | — | 1,414 | — | — | 1,414 |
| Intersegment | — | — | — | — | — | 468 | (468) | — |
| **Total Revenue** | $264,128 | $124,145 | $235,481 | — | $389,963 | $43,684 | ($468) | $1,056,933 |
| **December 31, 2022** | | | | | | | | |
| Pulpwood | $126,884 | $15,094 | $34,027 | — | — | $7,178 | — | $183,183 |
| Sawtimber | 92,512 | 141,541 | 219,082 | — | — | 62,116 | — | 515,251 |
| Hardwood | 17,216 | — | — | — | — | — | — | 17,216 |
| **Total Timber Sales** | 236,612 | 156,635 | 253,109 | — | — | 69,294 | — | 715,650 |
| License Revenue, Primarily from Hunting | 21,287 | 1,076 | 341 | — | — | — | — | 22,704 |
| Other Non-Timber/Carbon Revenue | 6,302 | 4,526 | 20,626 | — | — | — | — | 31,454 |
| Agency Fee Income | — | — | — | — | — | 1,256 | — | 1,256 |
| **Total Non-Timber Sales** | 27,589 | 5,602 | 20,967 | — | — | 1,256 | — | 55,414 |
| Improved Development | — | — | — | — | 35,413 | — | — | 35,413 |
| Rural | — | — | — | — | 59,485 | — | — | 59,485 |
| Timberland & Non-Strategic | — | — | — | — | 11,400 | — | — | 11,400 |
| Deferred Revenue/Other (a) | — | — | — | — | (38) | — | — | (38) |
| Large Dispositions | — | — | — | — | 30,471 | — | — | 30,471 |
| **Total Real Estate Sales** | — | — | — | — | 136,731 | — | — | 136,731 |
| Revenue from Contracts with Customers | 264,201 | 162,237 | 274,076 | — | 136,731 | 70,550 | — | 907,795 |
| Lease Revenue | — | — | — | — | 1,277 | — | — | 1,277 |
| Intersegment | — | — | — | — | — | 402 | (402) | — |
| **Total Revenue** | $264,201 | $162,237 | $274,076 | — | $138,008 | $70,952 | ($402) | $909,072 |
| **December 31, 2021** | | | | | | | | |
| Pulpwood | $95,995 | $9,336 | $42,836 | $792 | — | $11,369 | — | $160,328 |
| Sawtimber | 79,154 | 127,768 | 237,262 | 38,042 | — | 82,276 | — | 564,502 |
| Hardwood | 4,671 | — | — | — | — | — | — | 4,671 |
| **Total Timber Sales** | 179,820 | 137,104 | 280,098 | 38,834 | — | 93,645 | — | 729,501 |
| License Revenue, Primarily from Hunting | 18,116 | 990 | 385 | 40 | — | — | — | 19,531 |
| Other Non-Timber/Carbon Revenue | 6,505 | 4,927 | 675 | 439 | — | — | — | 12,546 |
| Agency Fee Income | — | — | — | — | — | 1,399 | — | 1,399 |
| Fund II Timberland Dispositions | — | — | — | 156,752 | — | — | — | 156,752 |
| **Total Non-Timber Sales** | 24,621 | 5,917 | 1,060 | 157,231 | — | 1,399 | — | 190,228 |
| Improved Development | — | — | — | — | 51,713 | — | — | 51,713 |
| Unimproved Development | — | — | — | — | 37,500 | — | — | 37,500 |
| Rural | — | — | — | — | 43,088 | — | — | 43,088 |
| Timberland & Non-Strategic | — | — | — | — | 44 | — | — | 44 |
| Conservation Easements | — | — | — | — | 3,855 | — | — | 3,855 |
| Deferred Revenue/Other (a) | — | — | — | — | (3,532) | — | — | (3,532) |
| Large Dispositions | — | — | — | — | 56,048 | — | — | 56,048 |
| **Total Real Estate Sales** | — | — | — | — | 188,716 | — | — | 188,716 |
| Revenue from Contracts with Customers | 204,441 | 143,021 | 281,158 | 196,065 | 188,716 | 95,044 | — | 1,108,445 |
| Lease Revenue | — | — | — | — | 1,152 | — | — | 1,152 |
| Intersegment | — | — | — | 3,337 | — | 320 | (3,657) | — |
| **Total Revenue** | $204,441 | $143,021 | $281,158 | $199,402 | $189,868 | $95,364 | ($3,657) | $1,109,597 |

(a) Includes deferred revenue adjustments, revenue true-ups and marketing fees related to Improved Development sales.

(Dollar amounts in thousands unless otherwise stated)

The following tables present our timber sales disaggregated by contract type for the years ended December 31, 2023, 2022 and 2021:

| Year Ended | Southern Timber | Pacific Northwest Timber | New Zealand Timber | Timber Funds | Trading | Total |
|---|---|---|---|---|---|---|
| **December 31, 2023** | | | | | | |
| Stumpage Pay-as-Cut | $109,583 | — | — | — | — | $109,583 |
| Stumpage Lump Sum | 387 | 2,654 | — | — | — | 3,041 |
| Total Stumpage | 109,970 | 2,654 | — | — | — | 112,624 |
| | | | | | | |
| Delivered Wood (Domestic) | 108,354 | 102,533 | 52,535 | — | 523 | 263,945 |
| Delivered Wood (Export) | 8,302 | 12,669 | 158,580 | — | 41,332 | 220,883 |
| Total Delivered | 116,656 | 115,202 | 211,115 | — | 41,855 | 484,828 |
| | | | | | | |
| Total Timber Sales | $226,626 | $117,856 | $211,115 | — | $41,855 | $597,452 |
| | | | | | | |
| **December 31, 2022** | | | | | | |
| Stumpage Pay-as-Cut | $98,967 | — | — | — | — | $98,967 |
| Stumpage Lump Sum | 1,022 | 7,770 | — | — | — | 8,792 |
| Total Stumpage | 99,989 | 7,770 | — | — | — | 107,759 |
| | | | | | | |
| Delivered Wood (Domestic) | 125,136 | 137,421 | 62,068 | — | 2,310 | 326,935 |
| Delivered Wood (Export) | 11,487 | 11,444 | 191,041 | — | 66,984 | 280,956 |
| Total Delivered | 136,623 | 148,865 | 253,109 | — | 69,294 | 607,891 |
| | | | | | | |
| Total Timber Sales | $236,612 | $156,635 | $253,109 | — | $69,294 | $715,650 |
| | | | | | | |
| **December 31, 2021** | | | | | | |
| Stumpage Pay-as-Cut | $68,471 | — | — | $768 | — | $69,239 |
| Stumpage Lump Sum | 6,890 | 10,769 | — | — | — | 17,659 |
| Total Stumpage | 75,361 | 10,769 | — | 768 | — | 86,898 |
| | | | | | | |
| Delivered Wood (Domestic) | 81,803 | 126,335 | 73,543 | 38,066 | 3,731 | 323,478 |
| Delivered Wood (Export) | 22,656 | — | 206,555 | — | 89,914 | 319,125 |
| Total Delivered | 104,459 | 126,335 | 280,098 | 38,066 | 93,645 | 642,603 |
| | | | | | | |
| Total Timber Sales | $179,820 | $137,104 | $280,098 | $38,834 | $93,645 | $729,501 |

(Dollar amounts in thousands unless otherwise stated)

## 4. TIMBERLAND ACQUISITIONS

During 2023, we acquired approximately 4,000 acres of U.S. timberland located in Florida, Georgia, Texas and Washington through six transactions for an aggregate value of $13.2 million, which were funded with cash on hand and like-kind exchange proceeds. We also incurred approximately $0.9 million of additional costs associated with acquisitions completed in the prior year. Additionally, during 2023, we acquired approximately 1,000 acres of leased timberland in New Zealand.

In December 2022, we completed the acquisitions of approximately 138,000 acres of high-quality commercial timberlands located in Texas, Georgia, Alabama, and Louisiana from Manulife Investment Management for approximately $454.5 million in the aggregate. We funded the acquisitions with incremental borrowings, cash on hand, and like-kind exchange proceeds. Additionally, in five transactions during 2022, we acquired approximately 2,000 acres of U.S. timberland located in Alabama, Florida, Georgia and Washington for an aggregate value of $3.3 million, which were primarily funded from operating cash flow.

During 2022, we also acquired approximately 1,000 acres of timberland (including approximately 400 acres of leased land) in New Zealand for approximately $0.7 million. These acquisitions were funded from operating cash flow.

The following table summarizes the timberland acquisitions for the years ended December 31, 2023 and 2022:

| | 2023 | | 2022 | |
|---|---|---|---|---|
| | Cost | Acres | Cost | Acres |
| Alabama (a) | 231 | — | $124,020 | 35,995 |
| Florida | 4,809 | 2,194 | 1,053 | 741 |
| Georgia (a) | 333 | 16 | 130,124 | 28,514 |
| Louisiana (a) | 74 | — | 24,373 | 9,110 |
| Texas (a) | 5,024 | 1,317 | 178,200 | 65,226 |
| Washington | 3,591 | 353 | 26 | 20 |
| New Zealand | — | 1,156 | 734 | 1,409 |
| **Total Acquisitions** | $14,062 | 5,036 | $458,530 | 141,015 |

(a) Includes costs incurred in 2023 associated with acquisitions completed in the fourth quarter of 2022.

## 5. NONCONTROLLING INTERESTS

### *NONCONTROLLING INTERESTS IN CONSOLIDATED AFFILIATES*

#### *Matariki Forestry Group*

We maintain a 77% controlling financial interest in Matariki Forestry Group (the “New Zealand subsidiary”), a joint venture that owns or leases approximately 421,000 legal acres of New Zealand timberland. Accordingly, we consolidate the New Zealand subsidiary’s balance sheet and results of operations. The portions of the consolidated financial position and results of operations attributable to the New Zealand subsidiary’s 23% noncontrolling interest are reflected as an adjustment to income in our Consolidated Statements of Income and Comprehensive Income under the caption “Net income attributable to noncontrolling interests in consolidated affiliates.” Rayonier New Zealand Limited (“RNZ”), a wholly-owned subsidiary, serves as the manager of the New Zealand subsidiary.

The following table sets forth the income attributable to the New Zealand subsidiary’s noncontrolling interests:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Net income attributable to noncontrolling interests in the New Zealand subsidiary | $2,145 | $2,966 | $7,696 |

(Dollar amounts in thousands unless otherwise stated)

*Ferncliff Investors*

We maintain an ownership interest in Ferncliff Investors, a real estate joint venture entity. In 2017, Ferncliff Management and Ferncliff Investors were formed for the purpose of raising capital from third parties to invest in an unconsolidated real estate joint venture entity, Bainbridge Landing LLC, for the development of a multi-family community containing apartments and townhouses on a five-acre parcel in Bainbridge Island, Washington. Ferncliff Management is the manager and 33.33% owner of Ferncliff Investors, with the remaining ownership interest in Ferncliff Investors held by third-party investors. Ferncliff Investors holds a 50% interest in Bainbridge Landing LLC, the joint venture entity that owns and is developing the property.

In 2022, Bainbridge Landing, LLC completed the planned sale of its multi-family apartment complex in Bainbridge Island, Washington for a purchase price of $65.5 million. The equity income related to the apartment complex sale was $16.0 million, of which $4.5 million was attributable to Rayonier. We recognized the gain on the sale in our Consolidated Statements of Income and Comprehensive Income under the caption “Other operating (expense) income, net.”

*NONCONTROLLING INTERESTS IN THE OPERATING PARTNERSHIP*

Noncontrolling interests in the operating partnership relate to the third-party ownership of redeemable operating partnership units. Net income attributable to the noncontrolling interests in the operating partnership is computed by applying the weighted average redeemable operating partnership units outstanding during the period as a percentage of the weighted average total units outstanding to the Operating Partnership’s net income for the period. If a noncontrolling unitholder redeems a unit for a registered common share of Rayonier or cash, the noncontrolling interests in the operating partnership will be reduced and the Company’s share in the Operating Partnership will be increased by the fair value of each security at the time of redemption.

The following table sets forth the Company’s noncontrolling interests in the operating partnership:

| | 2023 | 2022 |
|---|---|---|
| Beginning noncontrolling interests in the operating partnership | $105,763 | $133,823 |
| Adjustment of noncontrolling interests in the operating partnership | 2,421 | (23,155) |
| Conversions of redeemable operating partnership units to common shares | (24,917) | (3,925) |
| Net income attributable to noncontrolling interests in the operating partnership | 2,905 | 2,393 |
| Other comprehensive (loss) income attributable to noncontrolling interests in the operating partnership | (1,069) | 295 |
| Distributions to noncontrolling interests in the operating partnership (a) | (3,452) | (3,668) |
| Total noncontrolling interests in the operating partnership | $81,651 | $105,763 |

(a) The year ended December 31, 2023 includes an additional distribution of $0.20 per operating partnership unit. The cash distribution amount of $0.5 million was payable on January 12, 2024, to holders of record on December 29, 2023.

(Dollar amounts in thousands unless otherwise stated)

## 6. EARNINGS PER SHARE AND PER UNIT

Basic earnings per common share ("EPS") is calculated by dividing net income attributable to Rayonier Inc. by the weighted average number of common shares outstanding during the year. Diluted EPS is calculated by dividing net income attributable to Rayonier Inc., before net income attributable to noncontrolling interests in the operating partnership by the weighted average number of common shares outstanding adjusted to include the potentially dilutive effect of outstanding stock options, performance shares, restricted shares, restricted stock units and noncontrolling interests in operating partnership units.

The following table provides details of the calculations of basic and diluted earnings per common share of the Company for the three years ended December 31:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Earnings per common share - basic** | | | |
| **Numerator:** | | | |
| Net Income | $178,495 | $122,791 | $210,487 |
| Less: Net income attributable to noncontrolling interests in the operating partnership | (2,905) | (2,393) | (4,516) |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates | (2,097) | (13,321) | (53,421) |
| Net income attributable to Rayonier Inc. | $173,493 | $107,077 | $152,550 |
| **Denominator:** | | | |
| Denominator for basic earnings per common share - weighted average shares | 148,046,673 | 146,209,847 | 140,812,882 |
| Basic earnings per common share attributable to Rayonier Inc.: | $1.17 | $0.73 | $1.08 |
| **Earnings per common share - diluted** | | | |
| **Numerator:** | | | |
| Net Income | $178,495 | $122,791 | $210,487 |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates | (2,097) | (13,321) | (53,421) |
| Net income attributable to Rayonier Inc., before net income attributable to noncontrolling interests in the operating partnership | $176,398 | $109,470 | $157,066 |
| **Denominator:** | | | |
| Denominator for basic earnings per common share - weighted average shares | 148,046,673 | 146,209,847 | 140,812,882 |
| Add: Dilutive effect of: | | | |
| Stock options | 472 | 5,132 | 8,727 |
| Performance shares, restricted shares and restricted stock units | 401,351 | 669,501 | 416,527 |
| Noncontrolling interests in operating partnership units | 2,618,699 | 3,268,473 | 4,062,725 |
| Denominator for diluted earnings per common share - adjusted weighted average shares | 151,067,195 | 150,152,953 | 145,300,861 |
| Diluted earnings per common share attributable to Rayonier Inc.: | $1.17 | $0.73 | $1.08 |

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Anti-dilutive shares excluded from computations of diluted earnings per common share: | | | |
| Stock options, performance shares, restricted shares and restricted stock units | 164,865 | 103,514 | 149,705 |

(Dollar amounts in thousands unless otherwise stated)

Basic earnings per unit ("EPU") is calculated by dividing net income available to unitholders of Rayonier, L.P. by the weighted average number of units outstanding during the year. Diluted EPU is calculated by dividing net income available to unitholders of Rayonier, L.P. by the weighted average number of units outstanding adjusted to include the potentially dilutive effect of outstanding unit equivalents, including stock options, performance shares, restricted shares and restricted stock units.

The following table provides details of the calculations of basic and diluted earnings per unit of the Operating Partnership for the three years ended December 31:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| **Earnings per unit - basic** | | | |
| **Numerator:** | | | |
| Net Income | $178,495 | $122,791 | $210,487 |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates | (2,097) | (13,321) | (53,421) |
| Net income available to unitholders | $176,398 | $109,470 | $157,066 |
| **Denominator:** | | | |
| Denominator for basic earnings per unit - weighted average units | 150,665,372 | 149,478,320 | 144,875,607 |
| Basic earnings per unit attributable to Rayonier, L.P.: | $1.17 | $0.73 | $1.08 |
| **Earnings per unit - diluted** | | | |
| **Numerator:** | | | |
| Net Income | $178,495 | $122,791 | $210,487 |
| Less: Net income attributable to noncontrolling interests in consolidated affiliates | (2,097) | (13,321) | (53,421) |
| Net income available to unitholders | $176,398 | $109,470 | $157,066 |
| **Denominator:** | | | |
| Denominator for basic earnings per unit - weighted average units | 150,665,372 | 149,478,320 | 144,875,607 |
| Add: Dilutive effect of unit equivalents: | | | |
| Stock options | 472 | 5,132 | 8,727 |
| Performance shares, restricted shares and restricted stock units | 401,351 | 669,501 | 416,527 |
| Denominator for diluted earnings per unit - adjusted weighted average units | 151,067,195 | 150,152,953 | 145,300,861 |
| Diluted earnings per unit attributable to Rayonier, L.P. | $1.17 | $0.73 | $1.08 |

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Anti-dilutive unit equivalents excluded from computations of diluted earnings per unit: | | | |
| Stock options, performance shares, restricted shares and restricted stock units | 164,865 | 103,514 | 149,705 |

(Dollar amounts in thousands unless otherwise stated)

## 7. DEBT

Our debt consisted of the following at December 31, 2023 and 2022:

| | 2023 | 2022 |
|---|---|---|
| Debt: | | |
| Senior Notes due 2031 at a fixed interest rate of 2.75% | $450,000 | $450,000 |
| 2015 Term Loan Facility borrowings due 2028 at a variable interest rate of 7.03% at December 31, 2023 | 350,000 | 350,000 |
| 2021 Incremental Term Loan Facility borrowings due 2029 at a variable interest rate of 6.98% at December 31, 2023 | 200,000 | 200,000 |
| 2016 Incremental Term Loan Facility borrowings due 2026 at a variable interest rate of 7.08% at December 31, 2023 | 200,000 | 200,000 |
| 2022 Incremental Term Loan Facility borrowings due 2027 at a variable interest rate of 7.03% at December 31, 2023 | 100,000 | 250,000 |
| New Zealand subsidiary noncontrolling interest shareholder loan due 2026 at a fixed interest rate of 3.64% | 25,453 | 25,586 |
| New Zealand subsidiary noncontrolling interest shareholder loan due 2027 at a fixed interest rate of 6.48% | 25,453 | 25,586 |
| New Zealand subsidiary noncontrolling interest shareholder loan due 2025 at a fixed interest rate of 2.95% | 21,817 | 21,931 |
| Total principal debt | 1,372,723 | 1,523,103 |
| Less: Unamortized discounts | (2,772) | (3,104) |
| Less: Deferred financing costs | (4,178) | (5,278) |
| Total long-term debt | $1,365,773 | $1,514,721 |

Principal payments due during the next five years and thereafter are as follows:

| | |
|---|---|
| 2024 | — |
| 2025 | 21,817 |
| 2026 | 225,453 |
| 2027 | 125,453 |
| 2028 | 350,000 |
| Thereafter | 650,000 |
| Total debt | $1,372,723 |

### 2.75% SENIOR NOTES ISSUED MAY 2021

In May 2021, Rayonier, L.P. issued $450 million of 2.75% Senior Notes due 2031, guaranteed by certain subsidiaries. Semi-annual payments of interest only are due on these notes through maturity. The Senior Notes due 2031 were sold at an issue price of 99.195% of their face value, before underwriters discount. Our net proceeds after deducting approximately $3.9 million of underwriting discounts and expenses, were approximately $442.5 million. The discount and debt issuance costs are being amortized to interest expense over the term of the notes using the effective interest method.

### TERM CREDIT AGREEMENTS

We have entered into several credit agreements with CoBank, ACB, as administrative agent, and a syndicate of Farm Credit Institutions. Our various term credit facilities issued through the Farm Credit System provide for annual patronage payments, which are profit distributions made by the cooperative to its member-users based on the quantity or value of business done with the member-user.

All of our term credit agreements are benchmarked to Daily Simple SOFR plus a credit spread adjustment. While all of our term credit facilities provide for variable interest rates based on a spread over Daily Simple SOFR, we have entered into multiple interest rate swap agreements to fix portions of our variable rate exposure. For each credit facility described below, we provide our estimated effective interest rate after consideration of estimated patronage payments and interest rate swaps.

### *2015 TERM LOAN AGREEMENT*

In August 2015, we entered into a credit agreement with CoBank, ACB, as administrative agent, and a syndicate of Farm Credit institutions and other commercial banks to provide $550 million of credit facilities, including a nine-year $350 million term loan facility ("2015 Term Loan Facility"). The periodic interest rate on the 2015 Term Loan Facility is subject to a pricing grid based on our leverage ratio, as defined in the Term Credit Agreement. As of December 31, 2023, the periodic interest rate on the 2015 Term Loan Facility was Daily Simple SOFR plus 1.6% plus a credit spread adjustment of 0.1%. Monthly payments of interest only are due on this loan through maturity. We estimate the effective interest rate on this term loan facility to be approximately 3.0% after consideration of the interest rate swaps and estimated patronage refunds. For additional information on our interest rate swaps, see Note 8 — Derivative Financial Instruments and Hedging Activities.

### *2022 INCREMENTAL TERM LOAN AGREEMENT*

In December 2022, we entered into an Incremental Term Loan Agreement to provide a five-year $250 million senior unsecured incremental term loan facility ("2022 Incremental Term Loan Facility"). During the fourth quarter of 2023, we repaid $150 million of the principal balance on this loan. The periodic interest rate on the 2022 Incremental Term Loan Facility is subject to a pricing grid based on our leverage ratio, as defined in the Incremental Term Loan Agreement. As of December 31, 2023, the periodic interest rate on the $100 million 2022 Incremental Term Loan Facility was Daily Simple SOFR plus 1.6% plus a credit spread adjustment of 0.1%. Monthly payments of interest only are due on this loan through maturity. We estimate the effective interest rate on this term loan facility to be approximately 4.6% after consideration of interest rate swaps and estimated patronage refunds. For additional information on our interest rate swaps, see Note 8 — Derivative Financial Instruments and Hedging Activities.

### *2016 INCREMENTAL TERM LOAN AGREEMENT*

In April 2016, we entered into an Incremental Term Loan Agreement to provide a 10-year, $300 million term loan facility ("2016 Incremental Term Loan Facility") of which $100 million was subsequently repaid. The periodic interest rate on the 2016 Incremental Term Loan Facility is subject to a pricing grid based on our leverage ratio, as defined in the Incremental Term Loan Agreement. As of December 31, 2023, the periodic interest rate on the $200 million 2016 Incremental Term Loan Facility was Daily Simple SOFR plus 1.65% plus a credit spread adjustment of 0.1%. Monthly payments of interest only are due on this loan through maturity. We estimate the effective interest rate on this term loan facility to be approximately 2.4% after consideration of interest rate swaps and estimated patronage payments. For additional information on our interest rate swaps, see Note 8 — Derivative Financial Instruments and Hedging Activities.

#### *2021 INCREMENTAL TERM LOAN AGREEMENT*

In June 2021, we entered into an Incremental Term Loan Agreement, which provided us the ability to make an advance of $200 million on or before June 1, 2022. In January 2022, we made a $200 million draw on our 2021 Incremental Term Loan Facility. The periodic interest rate on the 2021 Incremental Term Loan Facility is subject to a pricing grid based on our leverage ratio, as defined in the Incremental Term Loan Agreement. As of December 31, 2023, the periodic interest rate on the 2021 Incremental Term Loan Facility was Daily Simple SOFR plus 1.55% plus a credit spread adjustment of 0.1%. Monthly payments of interest only are due on this loan through maturity. We estimate the effective interest rate on this term loan facility to be approximately 1.5% after consideration of interest rate swaps and estimated patronage refunds. For additional information on our interest rate swaps, see Note 8 — Derivative Financial Instruments and Hedging Activities.

### REVOLVING CREDIT FACILITY

In December 2022, we amended the $300 million Revolving Credit Facility to convert the interest rate benchmark from LIBOR to Daily Simple SOFR plus a credit spread adjustment. The periodic interest rate on the Revolving Credit Facility is subject to a pricing grid based on our leverage ratio, as defined in the Term Credit Agreement. As of December 31, 2023, the periodic interest rate on the Revolving Credit Facility was Daily Simple SOFR plus 1.25% plus a credit spread adjustment of 0.1%, with an unused commitment fee of 0.175%. Monthly payments of interest only are due on this loan through maturity. See Note 23 — Other Assets for additional information about deferred financing costs related to revolving debt.

During the year ended December 31, 2023, we made no borrowings and repayments on our Revolving Credit Facility. At December 31, 2023, we had available borrowings of $289.9 million, net of $10.1 million to secure our outstanding letters of credit.

### NEW ZEALAND SUBSIDIARY DEBT

#### *WORKING CAPITAL FACILITY*

In July 2023, the New Zealand subsidiary renewed its NZ$20 million working capital facility, extending its maturity date to June 30, 2024. The facility is available for short-term operating cash flow needs of the New Zealand subsidiary. This facility holds a variable interest rate indexed to the 90-day New Zealand Bank Bill rate (“BKBM”). The margins are set for the term of the facility. During the year ended December 31, 2023, the New Zealand subsidiary made no borrowings or repayments on its working capital facility. At December 31, 2023, there was no outstanding balance on the facility.

#### *SHAREHOLDER LOANS*

The New Zealand subsidiary has made capital distributions in the past to its partners on a pro rata basis to redeem certain equity interests, which were reinvested by the partners into shareholder loans to the New Zealand subsidiary. Our capital distribution and portion of the shareholder loan are eliminated in consolidation. The capital distribution to the minority shareholder and its reinvestment in the shareholder loan results in the recording of a loan payable by the New Zealand subsidiary. Except for changes in the New Zealand foreign exchange rate, there have been no adjustments to the carrying value of the shareholder loan since its inception. See Note 5 — Noncontrolling Interests for more information regarding the New Zealand subsidiary.

##### *SHAREHOLDER LOAN DUE 2025*

In September 2020, the New Zealand subsidiary recorded a loan payable in the amount of $23.3 million due in 2025 at a fixed interest rate of 2.95%. As of December 31, 2023, the outstanding balance is $21.8 million.

##### *SHAREHOLDER LOAN DUE 2026*

In July 2021, the New Zealand subsidiary recorded a loan payable in the amount of $28.1 million due in 2026 at a fixed interest rate of 3.64%. As of December 31, 2023, the outstanding balance is $25.5 million.

(Dollar amounts in thousands unless otherwise stated)

*SHAREHOLDER LOAN DUE 2027*

In April 2022, the New Zealand subsidiary recorded a loan payable in the amount of $27.9 million due in 2027 at a fixed interest rate of 6.48%. As of December 31, 2023, the outstanding balance is $25.5 million.

## DEBT COVENANTS

In connection with our Term Credit Agreement, Incremental Term Loan Agreement, 2021 Incremental Term Loan Agreement, 2022 Incremental Term Loan Agreement and Revolving Credit Facility, customary covenants must be met, the most significant of which include interest coverage and leverage ratios.

The covenants listed below, which are the most significant financial covenants in effect as of December 31, 2023, are calculated on a trailing 12-month basis:

| | Covenant Requirement | Actual Ratio | Favorable |
|---|---|---|---|
| Covenant EBITDA to consolidated interest expense should not be less than | 2.5 to 1 | 11.5 to 1 | 9.0 |
| Covenant debt to covenant net worth plus covenant debt shall not exceed | 65% | 43% | 22% |

In addition to these financial covenants listed above, the Senior Notes due 2031, Term Credit Agreement, Incremental Term Loan Agreement, 2021 Incremental Term Loan Facility, 2022 Incremental Term Loan Facility, and Revolving Credit Facility include customary covenants that limit the incurrence of debt and the disposition of assets, among others. At December 31, 2023, we were in compliance with all applicable covenants.

## 8. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

We are exposed to market risk related to potential fluctuations in foreign currency exchange rates and interest rates. We use derivative financial instruments to mitigate the financial impact of exposure to these risks.

Accounting for derivative financial instruments is governed by ASC Topic 815, *Derivatives and Hedging*, ("ASC 815"). In accordance with ASC 815, we record our derivative instruments at fair value as either assets or liabilities in the Consolidated Balance Sheets. Changes in the instruments' fair value are accounted for based on their intended use. Gains and losses on derivatives that are designated and qualify for cash flow hedge accounting are recorded as a component of accumulated other comprehensive income ("AOCI") and reclassified into earnings when the hedged transaction materializes. Gains and losses on derivatives that are designated and qualify for net investment hedge accounting are recorded as a component of AOCI and will not be reclassified into earnings until the investment is partially or completely liquidated. The changes in the fair value of derivatives not designated as hedging instruments and those which are no longer effective as hedging instruments, are recognized immediately in earnings.

### FOREIGN CURRENCY EXCHANGE AND OPTION CONTRACTS

Our New Zealand subsidiary's domestic sales and operating expenses are predominately denominated in New Zealand dollars, while its export sales, shareholder distributions and ocean freight payments are predominately denominated in U.S. dollars. To the extent New Zealand dollar costs exceed New Zealand dollar revenues (the "foreign exchange exposure"), the New Zealand subsidiary manages the foreign exchange exposure through the use of derivative financial instruments. It typically hedges a portion of export sales receipts to cover 50% to 90% of the projected foreign exchange exposure for the following 12 months, up to 75% for the forward 12 to 18 months and up to 50% for the forward 18 to 24 months. Additionally, it will occasionally hedge export sales receipts to cover up to 50% of the foreign exchange exposure for the forward 24 to 36 months and up to 25% of the foreign exchange exposure for the forward 36 to 48 months when the New Zealand dollar is at a cyclical low versus the U.S. dollar. The New Zealand subsidiary's trading operations typically hedge a portion of export sales receipts to cover the projected foreign exchange exposure for the following three months. As of December 31, 2023, foreign currency exchange contracts and foreign currency option contracts had maturity dates through November 2026.

Foreign currency exchange and option contracts hedging foreign currency risk qualify for cash flow hedge accounting. We may de-designate these cash flow hedge relationships in advance or at the occurrence of the forecasted transaction. The portion of gains or losses on the derivative instrument previously in AOCI for de-designated hedges remains in AOCI until the forecasted transaction affects earnings. Changes in the value of derivative instruments after de-designation are recorded in earnings.

### INTEREST RATE PRODUCTS

We are exposed to cash flow interest rate risk on our variable-rate debt and on anticipated debt issuances. We use variable-to-fixed interest rate swaps and forward-starting interest rate swap agreements to hedge this exposure. For these derivative instruments, we report the gains/losses from the fluctuations in the fair market value of the hedges in AOCI and reclassify them to earnings as interest expense in the same period in which the hedged interest payments affect earnings.

To the extent we de-designate or terminate a cash flow hedging relationship and the associated hedged item continues to exist, any unrealized gain or loss of the cash flow hedge at the time of de-designation remains in AOCI and is amortized using the straight-line method through interest expense over the remaining life of the hedged item. To the extent the associated hedged item is no longer effective, the gain or loss is reclassified out of AOCI to earnings immediately.

(Dollar amounts in thousands unless otherwise stated)

### *INTEREST RATE SWAPS*

The following table contains information on the outstanding interest rate swaps as of December 31, 2023:

| Outstanding Interest Rate Swaps (a) | | | | | | |
|---|---|---|---|---|---|---|
| **Date Entered Into** | **Term** | **Notional Amount** | **Related Debt Facility** | **Fixed Rate of Swap** | **Bank Margin on Debt (b)** | **Total Effective Interest Rate (c)** |
| August 2015 | 9 years | $170,000 | Term Credit Agreement | 2.10% | 1.70% | 3.80% |
| August 2015 | 9 years | 180,000 | Term Credit Agreement | 2.26% | 1.70% | 3.96% |
| April 2016 | 10 years | 100,000 | Incremental Term Loan | 1.50% | 1.75% | 3.25% |
| April 2016 | 10 years | 100,000 | Incremental Term Loan | 1.51% | 1.75% | 3.26% |
| May 2021 | 7 years | 200,000 | 2021 Incremental Term Loan Facility | 0.67% | 1.65% | 2.32% |
| December 2022 | 5 years | 100,000 | 2022 Incremental Term Loan Facility | 3.72% | 1.70% | 5.42% |

(a) All interest rate swaps have been designated as interest rate cash flow hedges and qualify for hedge accounting.
(b) Includes the SOFR Credit Spread Adjustment component of 0.1%.
(c) Rate is before estimated patronage payments.

### *FORWARD-STARTING INTEREST RATE SWAPS*

In March 2023, we modified our benchmark rates from LIBOR to Daily Simple SOFR for our forward-starting interest rate swaps, resulting in slightly favorable fixed rates. In May 2023, we entered into a new $50 million forward-starting interest rate swap, benchmarked to Daily Simple SOFR.

The following table contains information on the outstanding forward-starting interest rate swaps as of December 31, 2023:

| Outstanding Forward-Starting Interest Rate Swaps (a) | | | | | | |
|---|---|---|---|---|---|---|
| **Date Entered Into** | **Term** | **Notional Amount** | **Fixed Rate of Swap** | **Related Debt Facility** | **Forward Date** | **Maximum Period Ending for Forecasted Issuance Date** |
| April 2020 | 4 years | $100,000 | 0.78% | Term Credit Agreement | August 2024 | N/A |
| May 2020 | 4 years | 50,000 | 0.64% | Term Credit Agreement | August 2024 | N/A |
| May 2023 | 4 years | 50,000 | 3.29% | Term Credit Agreement | August 2024 | N/A |

(a) All forward-starting interest rate swaps have been designated as interest rate cash flow hedges and qualify for hedge accounting.

The following table demonstrates the impact, gross of tax, of our derivatives on the Consolidated Statements of Income and Comprehensive Income for the years ended December 31, 2023, 2022 and 2021:

| | Location on Statement of Income and Comprehensive Income | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| **Derivatives designated as cash flow hedges:** | | | | |
| Foreign currency exchange contracts | Other comprehensive (loss) income | ($69) | $5,093 | ($10,939) |
| | Other operating (expense) income, net | 7,522 | (7,682) | 2,974 |
| Foreign currency option contracts | Other comprehensive (loss) income | 558 | 610 | (2,733) |
| | Other operating (expense) income, net | 446 | — | 1,177 |
| Interest rate products | Other comprehensive (loss) income | 10,265 | 75,006 | 52,478 |
| | Interest expense, net | (26,311) | 2,459 | 14,694 |

(Dollar amounts in thousands unless otherwise stated)

During the next 12 months, the amount of the AOCI balance, net of tax, expected to be reclassified into earnings is a gain of approximately $23.0 million. The following table contains details of the amounts expected to be reclassified into earnings:

| | Amount expected to be reclassified into earnings in next 12 months |
|---|---|
| Derivatives designated as cash flow hedges: | |
| Foreign currency exchange contracts | $368 |
| Foreign currency option contracts | 146 |
| Interest rate products | 22,454 |
| Total estimated gain on derivatives contracts | $22,968 |

The following table contains the notional amounts of the derivative financial instruments recorded in the Consolidated Balance Sheets at December 31, 2023 and 2022:

| | Notional Amount | |
|---|---|---|
| | 2023 | 2022 |
| **Derivatives designated as cash flow hedges:** | | |
| Foreign currency exchange contracts | $122,700 | $138,250 |
| Foreign currency option contracts | 98,000 | 78,000 |
| Interest rate swaps | 850,000 | 850,000 |
| Forward-starting interest rate swaps | 200,000 | 150,000 |

**(Dollar amounts in thousands unless otherwise stated)**

The following table contains the fair values of the derivative financial instruments recorded in the Consolidated Balance Sheets at December 31, 2023 and 2022. Changes in balances of derivative financial instruments are recorded as operating activities in the Consolidated Statements of Cash Flows:

| | | Fair Value Assets (Liabilities) (a) | |
|---|---|---|---|
| | Location on Balance Sheet | 2023 | 2022 |
| **Derivatives designated as cash flow hedges:** | | | |
| Foreign currency exchange contracts | Other current assets | $1,175 | $25 |
| | Other assets | 2,405 | 1,303 |
| | Other current liabilities | (664) | (5,457) |
| | Other non-current liabilities | — | (410) |
| Foreign currency option contracts | Other current assets | 342 | 66 |
| | Other assets | 2,158 | 2,131 |
| | Other current liabilities | (139) | (347) |
| | Other non-current liabilities | (789) | (1,281) |
| Interest rate swaps | Other current assets | 5,742 | — |
| | Other assets | 37,983 | 60,843 |
| | Other non-current liabilities | (546) | (51) |
| Forward-starting interest rate swaps | Other assets | 12,790 | 11,939 |
| | Other non-current liabilities | (8) | — |
| | | | |
| **Total derivative contracts:** | | | |
| Other current assets | | $7,259 | $91 |
| Other assets | | 55,336 | 76,216 |
| Total derivative assets | | $62,595 | $76,307 |
| | | | |
| Other current liabilities | | (803) | (5,804) |
| Other non-current liabilities | | (1,343) | (1,742) |
| Total derivative liabilities | | ($2,146) | ($7,546) |

(a) See Note 9 — Fair Value Measurements for further information on the fair value of our derivatives including their classification within the fair value hierarchy.

## OFFSETTING DERIVATIVES

Derivative financial instruments are presented at their gross fair values in the Consolidated Balance Sheets. Our derivative financial instruments are not subject to master netting arrangements, which would allow the right of offset.

(Dollar amounts in thousands unless otherwise stated)

## 9. FAIR VALUE MEASUREMENTS

### *FAIR VALUE OF FINANCIAL INSTRUMENTS*

A three-level hierarchy that prioritizes the inputs used to measure fair value was established in the Accounting Standards Codification as follows:

*Level 1* — Quoted prices in active markets for identical assets or liabilities.

*Level 2* — Observable inputs other than quoted prices included in Level 1.

*Level 3* — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table presents the carrying amount and estimated fair values of our financial instruments at December 31, 2023 and 2022, using market information and what we believe to be appropriate valuation methodologies under GAAP:

| | December 31, 2023 | | | December 31, 2022 | | |
|---|---|---|---|---|---|---|
| | Carrying Amount | Fair Value | | Carrying Amount | Fair Value | |
| **Asset (Liability) (a)** | | Level 1 | Level 2 | | Level 1 | Level 2 |
| Cash and cash equivalents | $207,696 | $207,696 | — | $114,255 | $114,255 | — |
| Restricted cash (b) | 678 | 678 | — | 1,152 | 1,152 | — |
| Long-term debt (c) | (1,365,773) | — | (1,299,951) | (1,514,721) | — | (1,438,736) |
| Interest rate swaps (d) | 43,179 | — | 43,179 | 60,792 | — | 60,792 |
| Forward-starting interest rate swaps (d) | 12,782 | — | 12,782 | 11,939 | — | 11,939 |
| Foreign currency exchange contracts (d) | 2,916 | — | 2,916 | (4,539) | — | (4,539) |
| Foreign currency option contracts (d) | 1,572 | — | 1,572 | 569 | — | 569 |
| Noncontrolling interests in the operating partnership (e) | 81,651 | — | 81,651 | 105,763 | — | 105,763 |

(a) We did not have Level 3 assets or liabilities at December 31, 2023 and 2022.

(b) Restricted cash represents proceeds from like-kind exchange sales deposited with a third-party intermediary and cash held in escrow. See Note 21 — Restricted Cash for additional information.

(c) The carrying amount of long-term debt is presented net of deferred financing costs and unamortized discounts on non-revolving debt. See Note 7 — Debt for additional information.

(d) See Note 8 — Derivative Financial Instruments and Hedging Activities for information regarding the Consolidated Balance Sheets classification of our derivative financial instruments.

(e) Noncontrolling interests in the operating partnership is neither an asset nor liability and is classified as temporary equity in the Company's Consolidated Balance Sheets. This relates to the ownership of Rayonier, L.P. units by various individuals and entities other than the Company. See Note 5 — Noncontrolling Interests for additional information.

We use the following methods and assumptions in estimating the fair value of our financial instruments:

*Cash and cash equivalents and Restricted cash* — The carrying amount is equal to fair market value.

*Debt* — The fair value of fixed rate debt is based upon quoted market prices for debt with similar terms and maturities. The variable rate debt adjusts with changes in the market rate, therefore the carrying value approximates fair value.

*Interest rate swap agreements* — The fair value of interest rate contracts is determined by discounting the expected future cash flows, for each instrument, at prevailing interest rates.

*Foreign currency exchange contracts* — The fair value of foreign currency exchange contracts is determined by a mark-to-market valuation, which estimates fair value by discounting the difference between the contracted forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate.

*Foreign currency option contracts* — The fair value of foreign currency option contracts is based on a mark-to-market calculation using the Black-Scholes option pricing model.

*Noncontrolling interests in the operating partnership* — The fair value of noncontrolling interests in the operating partnership is determined based on the period-end closing price of Rayonier Inc. common shares.

(Dollar amounts in thousands unless otherwise stated)

## 10. COMMITMENTS

At December 31, 2023, the future minimum payments under non-cancellable commitments were as follows:

| | Environmental Remediation (a) | Real Estate Projects (b) | Commitments (c) | Total |
|---|---|---|---|---|
| 2024 | $11,793 | $33,364 | $9,962 | $55,119 |
| 2025 | 370 | 1,156 | 386 | 1,912 |
| 2026 | 835 | 1,156 | 42 | 2,033 |
| 2027 | 542 | 1,156 | 3 | 1,701 |
| 2028 | 317 | 1,156 | — | 1,473 |
| Thereafter | 2,721 | 6,966 | — | 9,687 |
| | $16,578 | $44,954 | $10,393 | $71,925 |

(a) Environmental remediation represents our estimate of potential liability associated with environmental contamination and Natural Resource Damages (NRD) in Port Gamble, Washington. See Note 12 — Environmental and Natural Resource Damage Liabilities for additional information.

(b) Primarily consisting of payments expected to be made on our Wildlight and Heartwood development projects.

(c) Commitments include $8.4 million related to pension plan termination, payments expected to be made on financial instruments (foreign exchange contracts) and other purchase obligations. See Note 18 — Employee Benefit Plans for additional information on the pension plan termination.

## 11. CONTINGENCIES

We have been named as a defendant in various lawsuits and claims arising in the normal course of business. While we have procured reasonable and customary insurance covering risks normally occurring in connection with our businesses, we have in certain cases retained some risk through the operation of large deductible insurance plans, primarily in the areas of executive risk, property, automobile and general liability. These pending lawsuits and claims, either individually or in the aggregate, are not expected to have a material adverse effect on our financial position, results of operations, or cash flow.

(Dollar amounts in thousands unless otherwise stated)

## 12. ENVIRONMENTAL AND NATURAL RESOURCE DAMAGE LIABILITIES

Various federal and state environmental laws in the states in which we operate place cleanup or restoration liability on the current and former owners of affected real estate. These laws are often a source of "strict liability," meaning that an owner or operator need not necessarily have caused, or even been aware of, the release of contaminated materials. Similarly, there are certain environmental laws that allow state, federal, and tribal trustees (collectively, the "Trustees") to bring suit against property owners to recover damage for injuries to natural resources. Like the liability that attaches to current property owners in the cleanup context, liability for natural resource damages ("NRD") can attach to a property simply because an injury to natural resources resulted from releases of contaminated materials on the owner's property, regardless of culpability for the release.

Changes in environmental and NRD liabilities from December 31, 2022 to December 31, 2023 are shown below:

| | Port Gamble, WA |
|---|---|
| **Non-current portion at December 31, 2022** | $14,418 |
| Plus: Current portion | 1,175 |
| **Total Balance at December 31, 2022** | 15,593 |
| Expenditures charged to liabilities | (436) |
| Increase in liabilities (a) | 1,421 |
| **Total Balance at December 31, 2023** | 16,578 |
| Less: Current portion | (11,793) |
| **Non-current portion at December 31, 2023** | $4,785 |

(a) The increase in liabilities reflects revised environmental and NRD cost estimates recorded during the year ended December 31, 2023.

We periodically examine whether the contingent liabilities related to the environmental matters described above are probable and reasonably estimable based on experience and ongoing developments in those matters, including continued study and analysis of ongoing remediation obligations. During the year ended December 31, 2023, with the assistance of independent environmental consultants and taking into consideration inflation, investigation and remediation actions previously completed, new information available during the period and ongoing discussions with the Trustees, we completed a comprehensive long-term analysis and cost assessment related to our ongoing environmental remediation and NRD obligations. As a result of this analysis, we increased the accrual for environmental and NRD liabilities by $1.4 million, which are recorded on an undiscounted basis.

It is expected that the upland millsite cleanup and NRD restoration will occur over the next one to two years, while the monitoring of the Port Gamble Bay, mill site and landfills will continue for an additional 15 to 20 years. NRD costs are subject to change as the scope of the restoration projects become more clearly defined. It is reasonably possible that these components of the liability may increase as the project progresses. Management continues to monitor the Port Gamble cleanup process and will make adjustments as needed. Should any future circumstances result in a change to the estimated cost of the project, we will record an appropriate adjustment to the liability in the period it becomes known and when we can reasonably estimate the amount. For further information on the timing and amount of future payments related to our environmental remediation liabilities, see Note 10 — Commitments.

We do not currently anticipate any material loss in excess of the amounts accrued; however we are not able to estimate a possible loss or range of loss, if any, in excess of the established liabilities. Our future remediation expenses may be affected by a number of uncertainties including, but not limited to, the difficulty in estimating the extent and method of remediation, the evolving nature of environmental regulations, and the availability and application of technology. We do not expect the resolution of such uncertainties to have a material adverse effect on our consolidated financial position or liquidity.

(Dollar amounts in thousands unless otherwise stated)

## 13. GUARANTEES

We provide financial guarantees as required by creditors, insurance programs, and various governmental agencies.

As of December 31, 2023, the following financial guarantees were outstanding:

| Financial Commitments (a) | Maximum Potential Payment |
|---|---|
| Standby letters of credit (b) | $10,124 |
| Surety bonds (c) | 9,890 |
| Total financial commitments | $20,014 |

(a) We have not recorded any liabilities for these financial commitments in the Consolidated Balance Sheets. The guarantees are not subject to measurement, as the guarantees are dependent on our own performance.

(b) Approximately $9.2 million of the standby letters of credit serve as credit support for real estate construction in our Wildlight development project. The remaining letters of credit support various insurance related agreements. These letters of credit will expire at various dates during 2024 and will be renewed as required.

(c) Surety bonds are issued primarily to secure performance obligations related to various operational activities and to provide collateral for our Wildlight development project in Nassau County, Florida and our Heartwood development project in Richmond Hill, Georgia. These surety bonds expire at various dates during 2024, 2025, and 2026 and are expected to be renewed as required.

(Dollar amounts in thousands unless otherwise stated)

## 14. HIGHER AND BETTER USE TIMBERLANDS AND REAL ESTATE DEVELOPMENT INVESTMENTS

We routinely assess potential alternative uses of our timberlands, as some properties may become more valuable for development, residential, recreation or other purposes. We periodically transfer, via a sale or contribution from the real estate investment trust ("REIT") entities to taxable REIT subsidiaries ("TRS"), higher and better use ("HBU") timberlands to enable land-use entitlement, development or marketing activities. We also acquire HBU properties in connection with timberland acquisitions. These properties are managed as timberlands until sold or developed. While the majority of HBU sales involve rural and recreational land, we also selectively pursue various land-use entitlements on certain properties for residential, commercial and industrial development in order to enhance the long-term value of such properties. For selected development properties, we also invest in targeted infrastructure improvements, such as roadways and utilities, to accelerate the marketability and improve the value of such properties.

Changes in higher and better use timberlands and real estate development investments from December 31, 2022 to December 31, 2023 are shown below:

| | Higher and Better Use Timberlands and Real Estate Development Investments | | |
|---|---|---|---|
| | Land and Timber | Development Investments | Total |
| **Non-current portion at December 31, 2022** | $91,374 | $23,723 | $115,097 |
| Plus: Current portion (a) | 408 | 17,501 | 17,909 |
| **Total Balance at December 31, 2022** | 91,782 | 41,224 | 133,006 |
| Non-cash cost of land and improved development | (2,122) | (16,261) | (18,383) |
| Amortization of parcel real estate development investments | — | (12,628) | (12,628) |
| Timber depletion from harvesting activities and basis of timber sold in real estate sales | (1,732) | — | (1,732) |
| Capitalized real estate development investments (b) | — | 30,913 | 30,913 |
| Capital expenditures (silviculture) | 136 | — | 136 |
| Intersegment transfers | 621 | — | 621 |
| **Total Balance at December 31, 2023** | 88,685 | 43,248 | 131,933 |
| Less: Current portion (a) | (1,699) | (24,639) | (26,338) |
| **Non-current portion at December 31, 2023** | $86,986 | $18,609 | $105,595 |

(a) The current portion of Higher and Better Use Timberlands and Real Estate Development Investments is recorded in Inventory. See Note 15 — Inventory for additional information.

(b) Capitalized real estate development investments includes $1.0 million of capitalized interest and $7.8 million of parcel real estate development investments. Parcel real estate development investments represent investments made for specific lots and/or commercial parcels that are currently under contract or expected to be ready for market within one year.

## 15. INVENTORY

As of December 31, 2023 and 2022, our inventory consisted entirely of finished goods, as follows:

| | 2023 | 2022 |
|---|---|---|
| Finished goods inventory | | |
| Real estate inventory (a) | $26,338 | $17,909 |
| Log inventory | 4,490 | 5,347 |
| Carbon unit inventory (b) | 189 | 473 |
| Total inventory | $31,017 | $23,729 |

(a) Represents the cost of HBU real estate (including capitalized development investments) under contract to be sold as well as the cost of HBU real estate deferred until post-closing obligations are satisfied. See Note 14 — Higher and Better Use Timberlands and Real Estate Development Investments for additional information.

(b) Represents the basis in New Zealand carbon units intended to be sold in the next 12 months. See Note 1 — Summary of Significant Accounting Policies and Note 23 — Other Assets for additional information on carbon credits.

(Dollar amounts in thousands unless otherwise stated)

## 16. LEASES

### TIMBERLAND LEASES

U.S. timberland leases typically have initial terms of approximately 30 to 65 years, with renewal provisions in some cases. New Zealand timberland lease terms typically range between 30 and 99 years. New Zealand lease arrangements generally consist of Crown Forest Licenses ("CFLs"), forestry rights and land leases. A CFL is a license arrangement to use government or privately owned lands to operate a commercial forest. CFLs generally extend indefinitely and may only be terminated upon a 35-year termination notice. If no termination notice is given, the CFLs renew automatically each year for a one-year term. Alternatively, some CFLs extend for a specific term. Once a CFL is terminated, we may be able to obtain a forestry right from the subsequent owner. A forestry right is a license arrangement with a private entity to use their lands to operate a commercial forest. Forestry rights terminate either upon the issuance of a termination notice (which can last 35 to 45 years), completion of harvest, or a specified termination date.

As of December 31, 2023, the New Zealand subsidiary has three CFLs comprising 11,000 gross acres or 9,000 net plantable acres under termination notice that are being relinquished as harvest activities are concluded, as well as two fixed-term CFLs comprising 3,000 gross acres or 2,000 net plantable acres expiring in 2062. Additionally, the New Zealand subsidiary has two forestry rights comprising 31,000 gross acres or 4,000 net plantable acres under termination notice that are being relinquished as harvest activities are concluded.

### OTHER NON-TIMBERLAND LEASES

In addition to timberland holdings, we lease properties for certain office locations. Significant leased properties include a regional office in Lufkin, Texas; a Pacific Northwest Timber office in Hoquiam, Washington and a New Zealand Timber and Trading headquarters in Auckland, New Zealand.

### LEASE MATURITIES, LEASE COST AND OTHER LEASE INFORMATION

The following table details our undiscounted lease obligations as of December 31, 2023 by type of lease and year of expiration:

| | | Year of Expiration | | | | | |
|---|---|---|---|---|---|---|---|
| **Lease obligations** | **Total** | **2024** | **2025** | **2026** | **2027** | **2028** | **Thereafter** |
| Operating lease liabilities | $195,999 | $9,653 | $8,725 | $7,955 | $7,761 | $7,439 | $154,466 |
| **Total Undiscounted Cash Flows** | $195,999 | $9,653 | $8,725 | $7,955 | $7,761 | $7,439 | $154,466 |
| Imputed interest | (100,219) | | | | | | |
| **Balance at December 31, 2023** | $95,780 | | | | | | |
| Less: Current portion | (8,096) | | | | | | |
| **Non-current portion at December 31, 2023** | $87,684 | | | | | | |

The following table details components of our lease cost for the years ended December 31, 2023, 2022, and 2021:

| | Year Ended December 31, | | |
|---|---|---|---|
| **Lease Cost Components** | **2023** | **2022** | **2021** |
| Operating lease cost | $9,694 | $9,332 | $10,166 |
| Variable lease cost (a) | 535 | 757 | 196 |
| Total lease cost (b) | $10,229 | $10,089 | $10,362 |

(a) The majority of timberland leases are subject to increases or decreases based on either the Consumer Price Index, Producer Price Index or market rates.
(b) Short-term leases with an initial term of 12 months or less are not recorded on the balance sheet. Lease expense for these leases are expensed on a straight line basis over the lease term. Short-term lease expense was not material for the year ended December 31, 2023.

(Dollar amounts in thousands unless otherwise stated)

The following table details components of our lease cost for the years ended December 31, 2023, 2022 and 2021:

| | Year Ended December 31, | | |
|---|---|---|---|
| **Supplemental Cash Flow Information Related to Leases:** | **2023** | **2022** | **2021** |
| Cash paid for amounts included in the measurement of lease liabilities: | | | |
| Operating cash flows from operating leases | $2,841 | $2,571 | $2,389 |
| Investing cash flows from operating leases | 6,853 | 6,761 | 7,777 |
| **Total cash flows from operating leases** | $9,694 | $9,332 | $10,166 |
| | | | |
| Weighted-average remaining lease term in years - operating leases | 30 | 30 | 29 |
| Weighted-average discount rate - operating leases | 6% | 5% | 5% |

We apply the following practical expedients as allowed under ASC 842:

| Practical Expedient | Description |
|---|---|
| Short-term leases | We do not record right-of-use assets or liabilities for short-term leases (a lease that at commencement date has a lease term of 12 months or less and does not contain a purchase option that is reasonably certain to be exercised). |
| Separation of lease and non-lease components | We do not separate non-lease components from the associated lease components if they have the same timing and pattern of transfer and, if accounted for separately, would both be classified as an operating lease. |

## 17. OTHER OPERATING (EXPENSE) INCOME, NET

The following table provides the composition of Other operating (expense) income, net for the three years ended December 31:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| (Loss) gain on foreign currency remeasurement, net of cash flow hedges | ($8,458) | ($5,251) | $6,823 |
| Gain on sale or disposal of property plant & equipment | 37 | 40 | 75 |
| Gain on investment in Timber Funds (a) | — | — | 7,482 |
| Log trading marketing fees | — | — | 6 |
| Equity income related to Bainbridge Landing LLC joint venture (b) | — | 15,477 | 102 |
| Miscellaneous income (expense), net | 115 | (562) | (404) |
| Total | ($8,306) | $9,704 | $14,084 |

(a) Gain on investment in Timber Funds represents the gain recognized on the sale of rights to manage two timber funds (Funds III and IV) previously managed by the Company's Olympic Resources Management (ORM) subsidiary, as well as its co-investment stake in both funds.

(b) The year ended December 31, 2022 includes $16.0 million of equity income from the sale of a multi-family apartment complex in Bainbridge Island, Washington. As the equity investment was co-owned with outside investors, $4.5 million of the equity income was attributable to Rayonier. See Note 5 — Noncontrolling Interests for additional information.

## 18. EMPLOYEE BENEFIT PLANS

### *DEFINED BENEFIT PLANS*

We have one qualified non-contributory defined benefit pension plan covering a portion of our employees and an unfunded plan that provides benefits in excess of amounts allowable under current tax law in the qualified plans. We closed enrollment in the pension plans to salaried employees hired after December 31, 2005. Effective December 31, 2016, we froze benefits for all employees participating in the pension plan. In lieu of the pension plan, we provide those employees with an enhanced 401(k) plan match similar to what is currently provided to employees hired after December 31, 2005. Employee benefit plan liabilities are calculated using actuarial estimates and management assumptions. These estimates are based on historical information, along with certain assumptions about future events. Changes in assumptions, as well as changes in actual experience, could cause the estimates to change.

In December 2022, the Rayonier Board of Directors approved the resolution to terminate the Defined Benefit Plan and notified impacted parties of the termination and alternative distribution options. The Defined Benefit Plan was terminated on February 28, 2023. On July 20, 2023, the Rayonier Board of Directors approved the resolution to terminate the unfunded plan and will distribute all benefits in accordance with Section 409A of the Internal Revenue Code. The unfunded plan was terminated on July 31, 2023. In the fourth quarter of 2023, distributions were made to settle the obligation with participants in the Defined Benefit Plan electing the lump sum distribution option. The settlement resulted in the recognition of a $2.0 million loss. The loss was recognized in the “Interest and other miscellaneous income, net” line item of the Consolidated Statements of Income. We expect to recognize additional pre-tax non-cash pension settlement charges related to the actuarial losses in AOCI upon settlement of the remaining obligations of the Defined Benefit and Excess Benefit Plans. These charges are currently expected to occur in 2024, with the specific timing and final amounts dependent upon several factors. See Note 24 — Accumulated Other Comprehensive Income for additional information.

(Dollar amounts in thousands unless otherwise stated)

The following tables set forth the change in the projected benefit obligation and plan assets and reconcile the funded status and the amounts recognized in the Consolidated Balance Sheets for the pension and postretirement benefit plans for the two years ended December 31:

| | Pension | | Postretirement | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Change in Projected Benefit Obligation | | | | |
| Projected benefit obligation at beginning of year | $70,062 | $93,799 | $1,421 | $1,890 |
| Service cost | — | — | 4 | 7 |
| Interest cost | 3,374 | 2,434 | 70 | 51 |
| Actuarial loss (gain) | 4,356 | (22,376) | 10 | (513) |
| Benefits paid | (3,924) | (3,609) | (14) | (14) |
| Expenses paid | (653) | (186) | — | — |
| Settlement | (10,073) | — | — | — |
| Projected benefit obligation at end of year | $63,142 | $70,062 | $1,491 | $1,421 |
| Change in Plan Assets | | | | |
| Fair value of plan assets at beginning of year | $62,843 | $85,079 | — | — |
| Actual return on plan assets | 6,356 | (18,527) | — | — |
| Employer contributions | 201 | 86 | 14 | 14 |
| Benefits paid | (3,924) | (3,609) | (14) | (14) |
| Other expense | (653) | (186) | — | — |
| Settlement | (10,073) | — | — | — |
| Fair value of plan assets at end of year | $54,750 | $62,843 | — | — |
| Funded Status at End of Year: | | | | |
| Net accrued benefit cost | ($8,392) | ($7,219) | ($1,491) | ($1,421) |
| Amounts Recognized in the Consolidated Balance Sheets Consist of: | | | | |
| Current liabilities | ($8,392) | ($86) | ($52) | ($50) |
| Noncurrent liabilities | — | (7,133) | (1,439) | (1,371) |
| Net amount recognized | ($8,392) | ($7,219) | ($1,491) | ($1,421) |

For pension and postretirement plans with accumulated benefit obligations in excess of plan assets, the following table sets forth the projected and accumulated benefit obligations and the fair value of plan assets for the two years ended December 31:

| | 2023 | 2022 |
|---|---|---|
| Projected benefit obligation | $63,142 | $70,062 |
| Accumulated benefit obligation | 63,142 | 70,062 |
| Accumulated postretirement benefit obligation | 1,491 | 1,421 |
| Fair value of plan assets | 54,750 | 62,843 |

(Dollar amounts in thousands unless otherwise stated)

## ACTUARIAL (GAIN) LOSS

### *PENSION*

Key components of the actuarial gains and losses contributing to the period change in the benefit obligation are as follows:

- Changes in participant demographics resulted in an actuarial loss of approximately $0.4 million.
- Changes in the discount rate resulted in an actuarial gain of approximately $0.2 million.
- Changes in plan assets during the fiscal year ending December 31, 2023 resulted in an investment gain of $2.9 million, which is due to the difference between the 4.97% expected return compared to the actual return of 10.77%.
- Liability adjustment of 5% for in-pay participants and 20% for not-in-pay participants resulted in an actuarial loss of approximately $4.2 million.

### *POSTRETIREMENT*

The actuarial gains and losses contributing to the period change in the benefit obligation were not material.

## OTHER COMPREHENSIVE INCOME

Net gains or losses recognized in other comprehensive (loss) income for the three years ended December 31 are as follows:

| | Pension | | | Postretirement | | |
|---|---|---|---|---|---|---|
| | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| Net (losses) gains | ($1,438) | $362 | $11,262 | ($11) | $512 | $40 |

Net gains or losses reclassified from other comprehensive income and recognized as a component of pension and postretirement expense for the three years ended December 31 are as follows:

| | Pension | | | Postretirement | | |
|---|---|---|---|---|---|---|
| | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| Amortization of losses | $6 | $738 | $1,154 | — | $15 | $20 |
| Net settlement loss | $2,036 | — | — | — | — | — |

(Dollar amounts in thousands unless otherwise stated)

## ACCUMULATED OTHER COMPREHENSIVE INCOME/LOSS ("AOCI")

Net losses that have not yet been included in pension and postretirement expense for the two years ended December 31, but have been recognized as a component of AOCI are as follows:

| | Pension | | Postretirement | |
|---|---|---|---|---|
| | 2023 | 2022 | 2023 | 2022 |
| Net (losses) income | ($10,923) | ($11,527) | $85 | $96 |
| Deferred income tax benefit | 1,216 | 1,216 | 6 | 6 |
| AOCI | ($9,707) | ($10,311) | $91 | $102 |

## NET PENSION AND POSTRETIREMENT BENEFIT COST (CREDIT)

The following tables set forth the components of net pension and postretirement benefit cost (credit) that have been recognized during the three years ended December 31:

| | Pension | | | Postretirement | | |
|---|---|---|---|---|---|---|
| | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| Components of Net Periodic Benefit Cost (Credit) | | | | | | |
| Service cost | — | — | — | $4 | $7 | $8 |
| Interest cost | 3,374 | 2,434 | 2,228 | 70 | 51 | 45 |
| Expected return on plan assets | (3,439) | (3,486) | (3,746) | — | — | — |
| Amortization of losses | 6 | 738 | 1,154 | — | 15 | 20 |
| Settlement expense | 2,036 | — | — | — | — | — |
| Net periodic benefit cost (credit) | $1,977 | ($314) | ($364) | $74 | $73 | $73 |

The service cost component of our benefit expense is recorded within the operating expense line item "Selling and general expenses" within the Consolidated Statements of Income. All other components of the benefit costs expense are included within the "Interest and other miscellaneous income, net" line item of the Consolidated Statements of Income.

## VALUATION ASSUMPTIONS

The following table sets forth the principal assumptions inherent in the determination of benefit obligations and net periodic benefit cost of the pension and postretirement benefit plans as of December 31:

| | Pension | | | Postretirement | | |
|---|---|---|---|---|---|---|
| | 2023 | 2022 | 2021 | 2023 | 2022 | 2021 |
| Assumptions used to determine benefit obligations at December 31: | | | | | | |
| Discount rate | 4.99% | 4.96% | 2.65% | 4.81% | 5.01% | 2.75% |
| Assumptions used to determine net periodic benefit cost for years ended December 31: | | | | | | |
| Discount rate | 4.96% | 2.65% | 2.26% | 5.01% | 2.75% | 2.42% |
| Expected long-term return on plan assets | 4.97% | 4.97% | 5.72% | — | — | — |

### *DISCOUNT RATE*

At December 31, 2023, the pension plan's weighted average discount rate was 4.99%. The discount rate for the defined benefit pension plan is derived from the Financial Times Stock Exchange (FTSE) Above Median AA Yield Curve, which serves as a proxy for interest rates used by annuity providers. The discount rate for the unfunded plan was based on the single effective interest rate that produced the same present value as that produced by the Plan's expected benefit payments when discounted using the Internal Revenue Code Section 417(e) segment rates applicable for lump sum payments in 2024.

(Dollar amounts in thousands unless otherwise stated)

*EXPECTED LONG-TERM RETURN ON PLAN ASSETS*

In 2023, the expected return on plan assets was 4.97%, which is based on historical returns on current asset allocations and expected returns using the Black-Litterman method.

**INVESTMENT OF PLAN ASSETS**

Our Pension and Savings Plan Committee and the Audit Committee of the Board of Directors oversee the pension plans' investment program, which is designed to maximize returns and provide sufficient liquidity to meet plan obligations while maintaining acceptable risk levels. The investment approach emphasizes diversification by allocating the plans' assets among asset categories and selecting investment managers whose various investment methodologies will be minimally correlative with each other.

In 2020, we transitioned to a liability-driven investment ("LDI") strategy. An LDI strategy focuses on maintaining a close to fully-funded status over the long-term with minimal funded status risk. This is achieved by investing more of the plan assets in fixed income instruments to more closely match the duration of the plan liability. The investment allocation to fixed income instruments will increase as the plans' funded status increases. Investment target allocation percentages for equity securities can range up to 80 percent.

Our pension plans' asset allocation (excluding short-term investments) at December 31, 2023 and 2022 are as follows:

| | Percentage of Plan Assets | |
|---|---|---|
| Asset Category | 2023 | 2022 |
| Domestic equity securities | 15% | 28% |
| International equity securities | 9% | 20% |
| Domestic fixed income securities | 75% | 50% |
| Real estate fund | 1% | 2% |
| Total | 100% | 100% |

Investments within the equity categories may include large capitalization, small capitalization and emerging market securities. Pension assets did not include a direct investment in Rayonier common shares during the years ended December 31, 2023 and 2022.

**NET ASSET VALUE MEASUREMENTS**

Separate investment accounts are measured using the unit value calculated based on the Net Asset Value ("NAV") of the underlying assets. The NAV is based on the fair value of the underlying investments held by each fund less liabilities divided by the units outstanding as of the valuation date. These funds are not publicly traded; however, the unit price calculation is based on observable market inputs of the funds' underlying assets.

The following table sets forth the net asset value of the plan assets as of December 31, 2023 or 2022:

| Asset Category | December 31, 2023 | December 31, 2022 |
|---|---|---|
| **Investments at Net Asset Value:** | | |
| Separate Investment Accounts | $54,750 | $62,843 |
| **Total Investments at Net Asset Value** | $54,750 | $62,843 |

(Dollar amounts in thousands unless otherwise stated)

## CASH FLOWS

Our expected benefit payments to be made for the next 10 years are as follows:

| | Pension Benefits (a) | Postretirement Benefits |
|---|---|---|
| 2024 | $63,142 | $52 |
| 2025 | — | 57 |
| 2026 | — | 63 |
| 2027 | — | 67 |
| 2028 | — | 70 |
| 2029-2033 | — | 414 |

(a) Reflects the expected settlement of the Defined Benefit Plan and Excess Benefit Plan in 2024.

We expect to make cash contributions in 2024 of approximately $7.2 million in order to fund the Defined Benefit Plan on a plan termination basis. The Defined Benefit Plan will be settled upon completion of the purchase of annuity contracts. The settlement is expected to be completed by the end of June 30, 2024. The Excess Benefit Plan will be settled entirely with lump sum payments upon termination with expected cash contributions in 2024 of approximately $1.2 million. Projected cash contributions are an estimate, as actual amounts and timing are dependent upon several factors.

### *DEFINED CONTRIBUTION PLANS*

We provide a defined contribution plan to all of our eligible employees. Company contributions charged to expense for these plans were $2.5 million, $2.5 million and $2.2 million for the years ended December 31, 2023, 2022 and 2021, respectively. The defined contribution plan includes Rayonier common shares with a fair market value of $8.1 million and $8.3 million at December 31, 2023 and 2022, respectively. As of June 1, 2016, the Rayonier Inc. Common Stock Fund was closed to new contributions. Transfers out of the fund will continue to be permitted, but no new investments or transfers into the fund are allowed.

(Dollar amounts in thousands unless otherwise stated)

## 19. INCENTIVE STOCK PLANS

The 2023 Rayonier Incentive Stock Plan (the “Stock Plan”) was approved by shareholders on May 18, 2023. The Stock Plan allows for up to 3.0 million shares to be granted for options, rights, performance shares, restricted stock, restricted stock units, other stock-based awards or any combination of the foregoing, subject to certain limitations. At December 31, 2023, a total of 2.5 million shares were available for future grants under the Stock Plan. Grants can no longer be made under prior plans. Under the Stock Plan, shares available for issuance may be increased by awards made under the Stock Plan, or awards granted under a prior plan, that are forfeited, terminated, expire unexercised, are settled in cash in lieu of stock, are exchanged for other awards or are released from a reserve for failure to meet the maximum payout under a program. In the event that withholding tax liabilities arising from an award under this Stock Plan, other than options or stock appreciation rights, are satisfied in shares, the shares available under the Stock Plan will be increased. We issue new common shares upon the exercise of stock options, the granting of restricted stock, and the vesting of performance shares and restricted stock units. The Stock Plan allows for the cash settlement of the required withholding tax on share or unit awards.

A summary of our stock-based compensation cost is presented below:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Selling and general expenses | $12,710 | $10,767 | $8,255 |
| Cost of sales | 986 | 1,226 | 816 |
| Timber and Timberlands, net (a) | 306 | 363 | 206 |
| Total stock-based compensation | $14,002 | $12,356 | $9,277 |
| | | | |
| Tax benefit recognized related to stock-based compensation expense (b) | $677 | $603 | $487 |

(a) Represents amounts capitalized as part of the overhead allocation of timber-related costs.

(b) A valuation allowance is recorded against the tax benefit recognized as we do not expect to be able to realize the benefit in the future.

## FAIR VALUE CALCULATIONS BY AWARD

### *RESTRICTED STOCK UNITS & RESTRICTED STOCK*

Restricted stock units granted to employees under the Stock Plan generally vest in fourths on the first, second, third and fourth anniversary of the grant date. Periodically, other one-time restricted stock unit grants are issued to employees for special purposes, such as new hire, promotion or retention, and can vest ratably over, or upon completion of, a defined period of time. Holders of unvested restricted stock and restricted stock unit awards receive dividend equivalent payments on outstanding awards. Members of the board of directors are granted restricted stock, which vests immediately upon issuance and is subject to certain holding requirements. The fair value of each share granted is equal to the share price of the Company’s stock on the date of grant. We have elected to value each grant in total and recognize the expense on a straight-line basis from the grant date of the award to the latest vesting date. As permitted, we do not estimate a forfeiture rate for non-vested shares. Accordingly, unexpected forfeitures will lower stock-based compensation during the period in which they occur.

As of December 31, 2023, there was $7.3 million of unrecognized compensation cost attributable to our restricted stock units. We expect to recognize this cost over a weighted average period of 1.9 years. As of December 31, 2023, there was no unrecognized compensation cost attributable to our restricted stock.

(Dollar amounts in thousands unless otherwise stated)

A summary of our restricted stock units is presented below:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Restricted stock units granted | 207,006 | 130,213 | 129,290 |
| Weighted average price of restricted stock units granted | $32.93 | $41.81 | $33.59 |
| Intrinsic value of restricted stock units outstanding (a) | $16,068 | $13,826 | $15,095 |
| Grant date fair value of restricted stock units vested | 4,454 | 2,475 | 493 |
| Cash used to purchase common shares from current and former employees to pay withholding tax requirements on restricted stock units vested | 1,665 | 1,063 | 189 |

(a) Intrinsic value of restricted stock units outstanding is based on the market price of the Company's stock at December 31, 2023.

| | 2023 | |
|---|---|---|
| | Number of Shares | Weighted Average Grant Date Fair Value |
| Non-vested Restricted Stock Units at January 1, | 419,484 | $32.12 |
| Granted | 207,006 | 32.93 |
| Vested | (142,949) | 31.16 |
| Cancelled | (2,616) | 35.28 |
| Non-vested Restricted Stock Units at December 31, | 480,925 | $32.74 |

A summary of our restricted stock is presented below:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Restricted shares granted | 36,403 | 22,800 | 22,140 |
| Weighted average price of restricted shares granted | $30.22 | $38.60 | $37.36 |
| Intrinsic value of restricted stock outstanding (a) | $66 | $620 | $3,062 |
| Grant date fair value of restricted stock vested | 1,647 | 2,478 | 3,121 |
| Cash used to purchase common shares from current and former employees to pay withholding tax requirements on restricted shares vested | 208 | 708 | 869 |

(a) Intrinsic value of restricted stock outstanding is based on the market price of the Company's stock at December 31, 2023.

| | 2023 | |
|---|---|---|
| | Number of Shares | Weighted Average Grant Date Fair Value |
| Non-vested Restricted Shares at January 1, | 18,808 | $31.58 |
| Granted | 36,403 | 30.22 |
| Vested | (53,238) | 30.93 |
| Non-vested Restricted Shares at December 31, | 1,973 | $24.01 |

(Dollar amounts in thousands unless otherwise stated)

### *PERFORMANCE SHARE UNITS*

Our performance share units generally vest upon completion of a three-year period. The number of shares, if any, that are ultimately awarded is contingent upon our total shareholder return versus selected peer group companies. The performance share payout is based on a market condition, and as such, the awards are valued using a Monte Carlo simulation model. The model generates the fair value of the award at the grant date, which is then recognized as expense on a straight-line basis over the vesting period. Additionally, we do not estimate a forfeiture rate for non-vested units. As such, unexpected forfeitures will lower stock-based compensation during the period in which they occur.

As of December 31, 2023, there was $4.9 million of unrecognized compensation cost related to our performance share unit awards, which is attributable to awards granted in 2021, 2022 and 2023. This cost is expected to be recognized over a weighted average period of 1.3 years.

A summary of our performance share units is presented below:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Common shares reserved for performance shares granted during year | 285,863 | 193,333 | 191,203 |
| Weighted average fair value of performance share units granted | $37.77 | $45.68 | $36.10 |
| Intrinsic value of outstanding performance share units (a) | $12,730 | $13,123 | $16,360 |
| Fair value of performance shares vested | 5,863 | 5,549 | 1,738 |
| Cash used to purchase common shares from current and former employees to pay withholding tax requirements on performance shares vested | 2,342 | 2,454 | 559 |

(a) Intrinsic value of outstanding performance share units is based on the market price of the Company's stock at December 31, 2023.

| | 2023 | |
|---|---|---|
| | Number of Units | Weighted Average Grant Date Fair Value |
| Outstanding Performance Share units at January 1, | 398,156 | $35.78 |
| Granted | 163,350 | 37.77 |
| Units Distributed | (179,942) | 29.57 |
| Other Cancellations/Adjustments | (530) | 40.78 |
| Outstanding Performance Share units at December 31, | 381,034 | $39.56 |

Expected volatility was estimated using daily returns on the Company's common shares for the three-year period ending on the grant date. The risk-free rate was based on the 3-year U.S. Treasury rate on the date of the award. The dividend yield was not used to calculate fair value as awards granted receive dividend equivalents. Grants made to Vice Presidents and above are subject to a one-year post-vest holding period and include an additional discount for liquidity. The following table provides an overview of the assumptions used in calculating the fair value of the awards granted for the three years ended December 31:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Expected volatility | 29.9% | 38.1% | 35.6% |
| Risk-free rate | 3.7% | 2.6% | 0.4% |
| Liquidity discount applied to grants with a post-vesting holding restriction | 4.7% | 4.2% | 6.3% |

(Dollar amounts in thousands unless otherwise stated)

## NON-QUALIFIED EMPLOYEE STOCK OPTIONS

The exercise price of each non-qualified stock option granted under the Stock Plan is equal to the closing market price of the Company's stock on the grant date. Under the Stock Plan, the maximum term is 10 years from the grant date.

A summary of the status of our stock options as of and for the year ended December 31, 2023 is presented below:

| | 2023 | | | |
|---|---|---|---|---|
| | Number of Shares | Weighted Average Exercise Price (per common share) | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value |
| Options outstanding at January 1, | 54,091 | $35.15 | | |
| Exercised | (2,408) | 31.28 | | |
| Cancelled or expired | (26,959) | 38.53 | | |
| Options outstanding at December 31, | 24,724 | 31.83 | 0.10 | $44 |
| Options exercisable at December 31, | 24,724 | $31.83 | 0.10 | $44 |

A summary of additional information pertaining to our stock options is presented below:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Intrinsic value of options exercised (a) | $2 | $300 | $916 |
| Cash received from exercise of options | 75 | 2,466 | 5,922 |

(a) Intrinsic value of options exercised is the amount by which the fair value of the stock on the exercise date exceeded the exercise price of the option.

As of December 31, 2023, compensation cost related to stock options was fully recognized.

(Dollar amounts in thousands unless otherwise stated)

## 20. INCOME TAXES

Rayonier is a REIT under the Internal Revenue Code and therefore generally does not pay U.S. federal or state income tax. As of December 31, 2023, Rayonier owns a 98.4% interest in the Operating Partnership and conducts substantially all of its timberland operations through the Operating Partnership. The taxable income or loss generated by the Operating Partnership is passed through and reported to its unitholders (including the Company) on a Schedule K-1 for inclusion in each unitholder's income tax return. Certain operations, including log trading and certain real estate activities, such as the entitlement, development and sale of HBU properties, are conducted through our TRS. The TRS subsidiaries are subject to U.S. federal and state corporate income tax. The New Zealand timber operations are conducted by the New Zealand subsidiary, which is subject to corporate-level tax at 28% in New Zealand and is treated as a partnership for U.S. income tax purposes.

### PROVISION FOR INCOME TAXES FROM CONTINUING OPERATIONS

The provision for income taxes for each of the three years ended December 31 follows:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Current | | | |
| U.S. federal | — | ($2,797) | ($1,893) |
| State | (292) | (371) | (536) |
| Foreign | (4,441) | (2,694) | (11,425) |
| | (4,733) | (5,862) | (13,854) |
| Deferred | | | |
| U.S. federal | 8,386 | 2,302 | (6,288) |
| State | 1,187 | 1,693 | (1,623) |
| Foreign | (388) | (3,583) | (2,007) |
| | 9,185 | 412 | (9,918) |
| Changes in valuation allowance | (9,574) | (3,939) | 9,111 |
| Total | ($5,122) | ($9,389) | ($14,661) |

A reconciliation of the U.S. federal statutory income tax rate to the actual income tax rate for each of the three years ended December 31 follows:

| | 2023 | | 2022 | | 2021 | |
|---|---|---|---|---|---|---|
| U.S. federal statutory income tax rate | ($38,560) | (21.0)% | ($27,758) | (21.0)% | ($47,280) | (21.0)% |
| U.S. and foreign REIT income | 47,616 | 25.9 | 29,732 | 22.5 | 44,316 | 19.7 |
| Matariki Group and Rayonier New Zealand Ltd | (3,681) | (2.0) | (5,038) | (3.8) | (12,927) | (5.7) |
| Change in valuation allowance | (9,574) | (5.2) | (3,939) | (3.0) | 9,111 | 4.0 |
| REIT Built-in Gain | — | — | (2,516) | (1.9) | (2,215) | (1.0) |
| Foreign income tax withholding | (1,148) | (0.6) | (1,239) | (0.9) | (505) | (0.2) |
| Sale of Timber Funds | — | — | — | — | (2,399) | (1.1) |
| State Income Tax, Net of Federal Benefit | 1,322 | 0.7 | 1,424 | 1.1 | — | — |
| Bainbridge Landing JV, NCI | — | — | 2,496 | 1.8 | — | — |
| Other | (1,097) | (0.6) | (2,551) | (1.9) | (2,762) | (1.2) |
| Income tax expense as reported for net income | ($5,122) | (2.8)% | ($9,389) | (7.1)% | ($14,661) | (6.5)% |

The Company's effective tax rate is below the 21 percent U.S. statutory rate primarily due to tax benefits associated with being a REIT.

(Dollar amounts in thousands unless otherwise stated)

## DEFERRED TAXES

Deferred income taxes result from differences between the timing of recognizing revenues and expenses for financial book purposes versus income tax purposes. The nature of the temporary differences and the resulting net deferred tax asset/liability for the two years ended December 31 follows:

| | 2023 | 2022 |
|---|---|---|
| Gross deferred tax assets: | | |
| Pension, postretirement and other employee benefits | $565 | $489 |
| New Zealand subsidiary | 19,717 | 20,753 |
| Cellulosic Biofuel Producer Credit tax credit carry forwards | 13,688 | 13,688 |
| Capitalized real estate costs | 4,564 | 2,457 |
| U.S. TRS net operating loss | 30,061 | 23,885 |
| Other | 5,073 | 4,808 |
| Total gross deferred tax assets | 73,668 | 66,080 |
| Less: Valuation allowance | (50,418) | (40,844) |
| Total deferred tax assets after valuation allowance | $23,250 | $25,236 |
| Gross deferred tax liabilities: | | |
| Accelerated depreciation | — | (9) |
| New Zealand subsidiary | (89,899) | (88,414) |
| Other | (3,616) | (4,558) |
| Total gross deferred tax liabilities | (93,515) | (92,981) |
| Net deferred tax liability reported as noncurrent | ($70,265) | ($67,745) |

Net operating loss (“NOL”) and tax credit carryforwards as of the two years ended December 31 follows:

| | Tax Effected Balance | Expiration |
|---|---|---|
| **2023** | | |
| U.S. Federal NOL Carryforwards- Post TCJA (a) | $25,948 | None |
| U.S State NOL Carryforwards (b) | 4,112 | Various |
| Cellulosic Biofuel Producer Credit | 13,688 | 2024 |
| | | |
| **2022** | | |
| U.S. Federal NOL Carryforwards- Post TCJA (a) | $20,538 | None |
| U.S State NOL Carryforwards (b) | 3,347 | Various |
| Cellulosic Biofuel Producer Credit | 13,688 | 2024 |

(a) The Tax Cuts and Jobs Act (TCJA) was signed into law on December 22, 2017. The TCJA lifted the 20-year federal NOL Carryforward period. Net operating losses generated after December 31, 2017 have an indefinite carryforward period.

(b) The U.S. state NOL is made up of several jurisdictions that expire in various future years. No state NOL is set to expire before December 31, 2033.

We record a valuation allowance to reduce the carrying amounts of deferred tax assets if it is more likely than not that such deferred tax assets will not be realized. Since 2015, we have had a 100% valuation allowance against the U.S. taxable REIT subsidiary's deferred tax assets, net of deferred tax liabilities. During 2023, the net deferred tax assets increased by $9.6 million. As a result, we recorded a change in the valuation allowance of $9.6 million related to the U.S. TRS's deferred tax assets, net of liabilities.

(Dollar amounts in thousands unless otherwise stated)

## TAX STATUTES

The following table provides detail of the tax years that remain open to examination by the IRS and other significant taxing jurisdictions:

| Taxing Jurisdiction | Open Tax Years |
|---|---|
| U.S. Internal Revenue Service | 2020 - 2022 |
| New Zealand Inland Revenue | 2018 - 2022 |

## TAX CHARACTERISTICS OF DIVIDEND DISTRIBUTIONS

The taxable nature of the dividend distributions paid for each of the three years ended December 31 follows:

| | 2023 | 2022 | 2021 |
|---|---|---|---|
| Total dividends/distributions paid per common share/unit (a) | $1.34 | $1.125 | $1.08 |
| *Tax characteristics:* | | | |
| Capital gain | 100% | 100% | 100% |

(a) The year ended December 31, 2023 includes an additional cash dividend of $0.20 per common share. The dividend was payable January 12, 2024, to shareholders of record on December 29, 2023. This additional cash dividend will be considered a 2023 distribution for federal income tax purposes.

## 21. RESTRICTED CASH

Restricted cash includes cash deposited with a like-kind exchange (“LKE”) intermediary. In order to qualify for LKE treatment, the proceeds from real estate sales must be deposited with a third-party intermediary. These proceeds are accounted for as restricted cash until a suitable replacement property is acquired. In the event LKE purchases are not completed, the proceeds are returned to the Company after 180 days and reclassified as available cash. Additionally, restricted cash includes cash balances held in escrow as collateral for certain contractual obligations related to our Heartwood development project as well as cash held in escrow for real estate sales.

The following table provides a reconciliation of cash, cash equivalents and restricted cash in the Consolidated Balance Sheets that sum to the total of the same such amounts in the Consolidated Statements of Cash Flows for the two years ended December 31:

| | 2023 | 2022 |
|---|---|---|
| Restricted cash: | | |
| Restricted cash deposited with LKE intermediary | $2 | $527 |
| Restricted cash held in escrow | 676 | 625 |
| Total restricted cash shown in the Consolidated Balance Sheets | 678 | 1,152 |
| Cash and cash equivalents | 207,696 | 114,255 |
| Total cash, cash equivalents and restricted cash shown in the Consolidated Statements of Cash Flows | $208,374 | $115,407 |

## 22. ASSETS HELD FOR SALE

Assets held for sale is composed of properties not included in inventory which are under contract and expected to be sold within the next 12 months that also meet the other relevant held-for-sale criteria in accordance with ASC 360-10-45-9. As of December 31, 2023 and December 31, 2022, the basis in properties meeting this classification was $9.9 million and $0.7 million, respectively. Since the basis in these properties was less than the fair value, including costs to sell, no impairment was recognized.

(Dollar amounts in thousands unless otherwise stated)

## 23. OTHER ASSETS

The following table provides the composition of Other assets for the two years ended December 31:

| | 2023 | 2022 |
|---|---|---|
| Long-term derivative contracts (a) | $55,336 | $76,216 |
| Patronage equity (b) | 8,292 | 7,872 |
| Goodwill (b) | 7,822 | 7,863 |
| New Zealand long-term secondary roads (b) | 5,995 | 6,971 |
| Equity investments (c) | 5,947 | — |
| Capitalized software costs (b) | 5,427 | 5,795 |
| Pacific Northwest long-term prepaid roads (b) | 5,354 | 5,857 |
| Rabbi trusts related to the Executive Severance Pay Plan (d) | 1,962 | 1,869 |
| Deferred financing costs related to revolving debt (b) | 604 | 854 |
| Carbon credits (e) | 419 | 1,086 |
| Long-term prepaid stumpage | 260 | 713 |
| Long-term deposits | 135 | 212 |
| Other | 2 | 173 |
| Total | $97,555 | $115,481 |

(a) See Note 1 — Summary of Significant Accounting Policies and Note 8 — Derivative Financial Instruments and Hedging Activities for further information on derivatives including their classification on the Consolidated Balance Sheets.

(b) See Note 1 — Summary of Significant Accounting Policies for additional information.

(c) Represents the cost basis in four joint venture entities by our New Zealand subsidiary, reflecting investments made for the establishment and enhancement of timber assets which the joint ventures will monetize upon maturation of the timber.

(d) The Executive Severance Pay Plan provides benefits to eligible executives in the event of a change in control of the Company.

(e) See Note 1 — Summary of Significant Accounting Policies and Note 15 — Inventory for additional information on carbon credits.

Changes in goodwill for the years ended December 31, 2023 and 2022 were:

| | 2023 | 2022 |
|---|---|---|
| Balance, January 1 (net of $0 of accumulated impairment) | $7,863 | $8,457 |
| Changes to carrying amount | | |
| Foreign currency adjustment | (41) | (594) |
| Balance, December 31 (net of $0 of accumulated impairment) | $7,822 | $7,863 |

(Dollar amounts in thousands unless otherwise stated)

## 24. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in AOCI by component for the years ended December 31, 2023 and 2022. All amounts are presented net of tax and exclude portions attributable to noncontrolling interests.

| | Foreign currency translation gains/ (losses) | Net investment hedges of New Zealand subsidiary | Cash flow hedges | | Employee benefit plans | | Total Rayonier, L.P. | Allocation of Operating Partnership | Total Rayonier Inc. |
|---|---|---|---|---|---|---|---|---|---|
| Balance as of December 31, 2021 | $4,215 | $1,321 | ($9,163) | | ($11,836) | | ($15,463) | ($4,141) | ($19,604) |
| Other comprehensive (loss) income before reclassifications | (22,282) | — | 78,166 | (a) | 874 | | 56,758 | (1,323) | 55,435 |
| Amounts reclassified from accumulated other comprehensive income | — | — | (1,799) | | 753 | (b) | (1,046) | 1,028 | (18) |
| Net other comprehensive (loss) income | (22,282) | — | 76,367 | | 1,627 | | 55,712 | (295) | 55,417 |
| Balance as of December 31, 2022 | ($18,067) | $1,321 | $67,204 | | ($10,209) | | $40,249 | ($4,436) | $35,813 |
| Other comprehensive (loss) income before reclassifications | (1,466) | — | 10,537 | (a) | (1,449) | | 7,622 | (75) | 7,547 |
| Amounts reclassified from accumulated other comprehensive income | — | — | (21,895) | | 2,042 | (b) | (19,853) | 1,144 | (18,709) |
| Net other comprehensive (loss) income | (1,466) | — | (11,358) | | 593 | | (12,231) | 1,069 | (11,162) |
| Balance as of December 31, 2023 | ($19,533) | $1,321 | $55,846 | | ($9,616) | | $28,018 | ($3,367) | $24,651 |

(a) The years ended December 31, 2023 and December 31, 2022 include $10.3 million and $75.0 million, respectively, of other comprehensive income related to interest rate products. See Note 8 — Derivative Financial Instruments and Hedging Activities for additional information.

(b) This component of other comprehensive income is included in the computation of net periodic pension and post-retirement costs. The year ended December 31, 2023 includes a $2.0 million pension settlement charge. See Note 18 — Employee Benefit Plans for additional information.

The following table presents details of the amounts reclassified in their entirety from AOCI to net income for the years ended December 31, 2023 and 2022:

| Details about accumulated other comprehensive income components | Amount reclassified from accumulated other comprehensive income 2023 | 2022 | Affected line item in the income statement |
|---|---|---|---|
| Realized loss (gain) on foreign currency exchange contracts | $7,522 | ($7,682) | Other operating (expense) income, net |
| Realized loss on foreign currency option contracts | 446 | — | Other operating (expense) income, net |
| Noncontrolling interest | (1,833) | 1,768 | Comprehensive income attributable to noncontrolling interests |
| Realized (gain) loss on interest rate contracts | (26,311) | 2,459 | Interest expense |
| Income tax effect from net (loss) gain on foreign currency contracts | (1,719) | 1,656 | Income tax expense |
| Net gain on cash flow hedges reclassified from accumulated other comprehensive income | ($21,895) | ($1,799) | |

(Dollar amounts in thousands unless otherwise stated)

## 25. RELATED PARTY

In January 2020, we entered into an agreement to sell developed lots to Mattamy Jacksonville LLC, a wholly owned subsidiary of Mattamy Homes, for an aggregate base purchase price of $4.45 million (subject to multiple takedowns over a 2 year period), plus additional consideration as to each lot to the extent the ultimate sales price of each finished home exceeded agreed price thresholds (the “Mattamy Contract”). In May 2021, we entered into an amendment to the original agreement, which sold additional lots to Mattamy for an aggregate base purchase price of $1.0 million. The Mattamy contract also included marketing fee revenue based on a percentage of the sales price of each finished home.

In September 2020, Keith Bass, a member of our Board of Directors, was named the Chief Executive Officer of Mattamy Homes US. Following this development, the Mattamy Contract and the ongoing obligations therein, were reviewed by the Nominating and Corporate Governance Committee in accordance with established policies and procedures regarding the authorization and approval of transactions with related parties.

The following table demonstrates the impact, gross of tax, of our related party transactions on the Consolidated Statements of Income and Comprehensive Income for the three years ended December 31:

| Related Party Transaction | Location on Statement of Income and Comprehensive Income | 2023 | 2022 | 2021 |
|---|---|---|---|---|
| Mattamy Contract | Sales (a) | — | $916 | $2,656 |

(a) The year ended December 31, 2021 excludes approximately $0.3 million of cash received from Mattamy Jacksonville LLC under this agreement for the reimbursement of local impact fees.

All consideration due under this contract was received from Mattamy Homes as of December 31, 2022. There were no new agreements entered into with Mattamy Homes during the year ended December 31, 2023.

## Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## Item 9A. CONTROLS AND PROCEDURES

*Rayonier Inc.*

*DISCLOSURE CONTROLS AND PROCEDURES*

Rayonier management is responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)) are designed with the objective of ensuring that information required to be disclosed by the Company in reports filed under the Exchange Act, such as this Annual Report on Form 10-K, is (1) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (2) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Because of the inherent limitations in all control systems, no control evaluation can provide absolute assurance that all control exceptions and instances of fraud have been prevented or detected on a timely basis. Even systems determined to be effective can provide only reasonable assurance that their objectives are achieved.

Based on an evaluation of the Company’s disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K, our management, including the Chief Executive Officer and Chief Financial Officer, concluded the design and operation of the disclosure controls and procedures were effective as of December 31, 2023.

*CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING*

In the year ended December 31, 2023, based upon the evaluation required by paragraph (d) of Rule 13a-15, there were no changes in our internal control over financial reporting that would materially affect or are reasonably likely to materially affect our internal control over financial reporting.

*Rayonier, L.P.*

*DISCLOSURE CONTROLS AND PROCEDURES*

The Operating Partnership is responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)) are designed with the objective of ensuring that information required to be disclosed by Rayonier, L.P. in reports filed under the Exchange Act, such as this Annual Report on Form 10-K, is (1) recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (2) accumulated and communicated to our management, including Rayonier’s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Because of the inherent limitations in all control systems, no control evaluation can provide absolute assurance that all control exceptions and instances of fraud have been prevented or detected on a timely basis. Even systems determined to be effective can provide only reasonable assurance that their objectives are achieved.

Based on an evaluation of the Operating Partnership’s disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K, our management, including Rayonier’s Chief Executive Officer and Chief Financial Officer, concluded the design and operation of the disclosure controls and procedures were effective as of December 31, 2023.

*CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING*

In the year ended December 31, 2023, based upon the evaluation required by paragraph (d) of Rule 13a-15, there were no changes in our internal control over financial reporting that would materially affect or are reasonably likely to materially affect our internal control over financial reporting.

## Item 9B. OTHER INFORMATION

*Insider Trading Arrangements and Policies*

None of the Company's directors or officers adopted, modified, or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement during the Company's fiscal quarter ended December 31, 2023, as such terms are defined under item 408(a) of Regulation S-K.

## Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

## PART III

Certain information required by Part III is incorporated by reference from the Company's Definitive Proxy Statement to be filed with the SEC in connection with the solicitation of proxies for the Company's 2024 Annual Meeting of Shareholders (the "Proxy Statement"). We will make the Proxy Statement available on our website at *www.rayonier.com* as soon as it is filed with the SEC.

### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

A list of our executive officers and their biographical information are found in Item 1 of this Annual Report on Form 10-K. Additional information required by this Item with respect to directors and other governance matters is incorporated herein by reference from the sections and subsections entitled "Proposal No. 1 - Election of Directors," "Corporate Governance," "Named Executive Officers" and "Report of the Audit Committee" in the Proxy Statement.

Our Standard of Ethics and Code of Corporate Conduct, which is applicable to our principal executive, financial and accounting officers, is available on our website, *www.rayonier.com*. Any amendments to or waivers of the Standard of Ethics and Code of Corporate Conduct will also be disclosed on our website.

### Item 11. EXECUTIVE COMPENSATION

The information called for by Item 11 is incorporated herein by reference from the section and subsections entitled "Compensation Discussion and Analysis," "Summary Compensation Table," "CEO Pay Ratio," "Grants of Plan-Based Awards," "Outstanding Equity Awards at Fiscal Year-End," "Option Exercises and Stock Vested," "Pension Benefits," "Nonqualified Deferred Compensation," "Potential Payments Upon Termination or Change in Control," "Pay Versus Performance," "Director Compensation," "Compensation Committee Interlocks and Insider Participation; Processes and Procedures" and "Report of the Compensation and Management Development Committee" in the Proxy Statement.

### Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information called for by Item 12 is incorporated herein by reference from the section and subsections entitled "Ownership of and Trading in our Shares," "Share Ownership of Certain Beneficial Owners," "Share Ownership of Directors and Executive Officers" and "Equity Compensation Plan Information" in the Proxy Statement.

### Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information called for by Item 13 is incorporated herein by reference from the section and subsections entitled "Proposal No. 1 - Election of Directors," "Director Independence" and "Related Person Transactions" in the Proxy Statement.

### Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information called for by Item 14 is incorporated herein by reference from the subsection entitled "Information Regarding Independent Registered Public Accounting Firm" in the Proxy Statement.

## PART IV

### Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as a part of this report:

(i) See *Index to Financial Statements* on page 59 for a list of the financial statements filed as part of this report.

(ii) Financial Statement Schedules:

**SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS**
**Years Ended December 31, 2023, 2022, and 2021**
**(In Thousands)**

| Description | Balance at Beginning of Year | Additions Charged to Cost and Expenses | Deductions | Balance at End of Year |
|---|---|---|---|---|
| Allowance for doubtful accounts: | | | | |
| Year ended December 31, 2023 | $74 | $136 | — | $210 |
| Year ended December 31, 2022 | 59 | 15 | — | 74 |
| Year ended December 31, 2021 | 25 | 34 | — | 59 |
| | | | | |
| Deferred tax asset valuation allowance: | | | | |
| Year ended December 31, 2023 | $40,844 | $9,574 (a) | — | $50,418 |
| Year ended December 31, 2022 | 36,904 | 3,940 (a) | — | 40,844 |
| Year ended December 31, 2021 | 46,015 | — | (9,111) (b) | 36,904 |

(a) The 2023 and 2022 increase in the valuation allowance is due to an increase in TRS deferred tax assets.

(b) The 2021 decrease in the valuation allowance is due to a reduction in TRS deferred tax assets.

All other financial statement schedules have been omitted because they are not applicable, the required matter is not present or the required information has otherwise been supplied in the financial statements or the notes thereto.

(i) See Exhibit Index for a list of the exhibits filed or incorporated herein as part of this report. Exhibits that are incorporated by reference to documents filed previously by the Company under the Securities Exchange Act of 1934, as amended, are filed with the SEC under File No. 1-6780.

### Item 16. FORM 10-K SUMMARY

None.

## EXHIBIT INDEX

The following is a list of exhibits filed as part of the Form 10-K. As permitted by the rules of the SEC, the Company has not filed certain instruments defining the rights of holders of long-term debt of the Company or its consolidated subsidiaries under which the total amount of securities authorized does not exceed 10 percent of the total assets of the Company and its consolidated subsidiaries. The Company agrees to furnish to the SEC, upon request, a copy of any omitted instrument.

| Exhibit No. | Description | Location |
|---|---|---|
| 2.1 | Contribution, Conveyance and Assumption Agreement dated December 18, 2003 by and among Rayonier Inc., Rayonier Timberlands Operating Company, L.P., Rayonier Timberlands, L.P., Rayonier Timberlands Management, LLC, Rayonier Forest Resources, LLC, Rayland, LLC, Rayonier TRS Holdings Inc., Rayonier Minerals, LLC, Rayonier Forest Properties, LLC, Rayonier Wood Products, LLC, Rayonier Wood Procurement, LLC, Rayonier International Wood Products, LLC, Rayonier Forest Operations, LLC, Rayonier Properties, LLC and Rayonier Performance Fibers, LLC | Incorporated by reference to Exhibit 10.1 to the Registrant's January 15, 2004 Form 8-K |
| 2.2 | Contribution, Conveyance and Assumption Agreement, dated July 29, 2010, between Rayonier Inc. and Rayonier Operating Company LLC | Incorporated by reference to Exhibit 10.7 to the Registrant's June 30, 2010 Form 10-Q |
| 2.3 | Separation and Distribution Agreement, dated May 28, 2014, by and between Rayonier Inc. and Rayonier Advanced Materials Inc.** | Incorporated by reference to Exhibit 2.1 to the Registrant's May 30, 2014 Form 8-K |
| 3.1 | Amended and Restated Articles of Incorporation | Incorporated by reference to Exhibit 3.1 to the Registrant's May 23, 2012 Form 8-K |
| 3.2 | By-Laws | Incorporated by reference to Exhibit 3.1 to the Registrant's July 26, 2023 Form 8-K |
| 3.3 | Limited Liability Company Agreement of Rayonier Operating Company LLC | Incorporated by reference to Exhibit 3.3 to the Registrant's June 30, 2010 Form 10-Q |
| 3.4 | Amended and Restated Agreement of Limited Partnership of Rayonier, L.P., dated as of May 8, 2020 | Incorporated by reference to Exhibit 3.1 to the Registrant's May 13, 2020 Form 8-K |
| 3.5 | Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of Rayonier, L.P., dated as of May 21, 2021 | Incorporated by reference to Exhibit 3.1 to the Registrant's June 30, 2021 Form 10-Q |
| 4.1 | Indenture among Rayonier, L.P., Rayonier Inc., the guarantors party thereto from time to time and The Bank of New York Mellon, N.A., as Trustee, dated as of September 9, 2020 | Incorporated by reference to Exhibit 4.8 to the Registrant's September 10, 2020 Registration Statement on Form S-3 |
| 4.2 | First Supplemental Indenture, dated May 17, 2021, among Rayonier, L.P., as issuer, the guarantors party thereto and the Bank of New York Mellon Trust Company, N.A., as trustee | Incorporated by reference to Exhibit 4.2 to the Registrant's May 17, 2021 Form 8-K |
| 4.3 | Form of Note for 2.750% Senior Notes due 2031 (contained in Exhibit A to Exhibit 4.2) | Incorporated by reference to Exhibit 4.2 to the Registrant's May 17, 2021 Form 8-K |
| 4.4 | Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 | Incorporated by reference to Exhibit 4.7 to the Registrant's December 31, 2020 Form 10-K |
| 10.1 | Amended and Restated Retirement Plan for Salaried Employees of Rayonier Inc. effective January 1, 2014* | Incorporated by reference to Exhibit 10.9 to the Registrant's December 31, 2015 Form 10-K |

| Exhibit No. | Description | Location |
| --- | --- | --- |
| 10.2 | First Amendment to the Retirement Plan for Salaried Employees of Rayonier Inc. effective as of December 31, 2016* | Incorporated by reference to Exhibit 10.2 to the Registrant's September 30, 2016 Form 10-Q |
| 10.3 | Second Amendment to the Retirement Plan for Salaried Employees of Rayonier, Inc. executed January 20, 2023* | Filed herewith |
| 10.4 | Rayonier Inc. Excess Benefit Plan, as amended* | Incorporated by reference to Exhibit 10.2 to the Registrant's June 30, 2010 Form 10-Q |
| 10.5 | Amendment to the Rayonier Inc. Excess Benefit Plan as amended, effective as of July 31, 2023, executed July 20, 2023* | Filed herewith |
| 10.6 | Form of Rayonier Outside Directors Compensation Program/ Cash Deferral Option Agreement* | Incorporated by reference to Exhibit 10.24 to the Registrant's December 31, 2006 Form 10-K |
| 10.7 | Trust Agreement for the Rayonier Inc. Legal Resources Trust* | Incorporated by reference to Exhibit 10.1 to the Registrant's September 30, 2014 Form 10-Q |
| 10.8 | Deed of Amendment and Restatement of Shareholder Agreement, dated July 1, 2021, by and among Rayonier Canterbury LLC, Waimarie Forests Pty Limited, Matariki Forestry Group, Matariki Forests and Phaunos Timber Fund Limited | Filed herewith |
| 10.9 | Intellectual Property Agreement, dated June 27, 2014, by and between Rayonier Inc. and Rayonier Advanced Materials Inc. | Incorporated by reference to Exhibit 10.4 to the Registrant's June 30, 2014 Form 8-K |
| 10.10 | Form of Indemnification Agreement between Rayonier Inc. and its Officers and Directors* | Incorporated by reference to Exhibit 10.18 to the Registrant's December 31, 2019 Form 10-K |
| 10.11 | Transition Agreement, dated October 30, 2023* | Filed herewith |
| 10.12 | Rayonier Incentive Stock Plan, as amended* | Incorporated by reference to Exhibit 10.1 to the Registrant's September 30, 2020 Form 10-Q |
| 10.13 | 2023 Rayonier Incentive Stock Plan* | Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8, filed on May 18, 2023 |
| 10.14 | Form of Rayonier Incentive Stock Plan Non-Qualified Stock Option Award Agreement* | Incorporated by reference to Exhibit 10.19 to the Registrant's December 31, 2008 Form 10-K |
| 10.15 | 2023 Rayonier Incentive Stock Plan Restricted Stock Unit Award Agreement* | Filed herewith |
| 10.16 | 2020 Performance Share Award Program* | Incorporated by reference to Exhibit 10.3 to the Registrant's March 31, 2020 Form 10-Q |
| 10.17 | 2021 Performance Share Award Program* | Incorporated by reference to Exhibit 10.1 to the Registrant's March 31, 2021 Form 10-Q |

| Exhibit No. | Description | Location |
|---|---|---|
| 10.18 | 2022 Performance Share Award Program* | Incorporated by reference to Exhibit 10.1 to the Registrant’s September 30, 2022 Form 10-Q |
| 10.19 | 2023 Performance Share Award Program* | Incorporated by reference to Exhibit 10.1 to the Registrant’s March 31, 2023 Form 10-Q |
| 10.20 | 2024 Performance Share Award Program* | Filed herewith |
| 10.21 | Rayonier Inc. Supplemental Savings Plan effective March 1, 2016* | Incorporated by reference to Exhibit 10.2 to the Registrant’s March 31, 2016 Form 10-Q |
| 10.22 | Amended and Restated Executive Severance Pay Plan effective as of January 2024* | Filed herewith |
| 10.23 | Trust Agreement for the Rayonier Inc. Executive Severance Pay Plan* | Incorporated by reference to Exhibit 10.26 to the Registrant’s December 31, 2001 Form 10-K |
| 10.24 | Amendment to Trust Agreement for the Rayonier Inc. Executive Severance Plan* | Incorporated by reference to Exhibit 10.2 to the Registrant’s September 30, 2014 Form 10-Q |
| 10.25 | LTI Supplemental Terms Vesting in Event of Retirement* | Incorporated by reference to Exhibit 10.30 to the Registrant’s December 31, 2019 Form 10-K |
| 10.26 | Rayonier Incentive Stock Plan Restricted Stock Unit Award Agreement, dated 2019* | Incorporated by reference to Exhibit 10.31 to the Registrant’s December 31, 2019 Form 10-K |
| 10.27 | Rayonier Non-Equity Incentive Plan, as amended, Effective as of January 1, 2020* | Incorporated by reference to Exhibit 10.32 to the Registrant’s December 31, 2019 Form 10-K |
| 10.28 | Rayonier Incentive Stock Plan Performance Share Award Agreement* | Incorporated by reference to Exhibit 10.35 to the Registrant's December 31, 2020 Form 10-K |
| 10.29 | Accordion Increase Agreement, dated as of April 13, 2020, by and among Rayonier Inc., Rayonier TRS Holdings Inc., and Rayonier Operating Company LLC, as borrowers, the several banks, financial institutions and other institutional lenders party thereto and CoBank, ACB as administrative agent, swing line lender and issuing bank | Incorporated by reference to Exhibit 10.6 to the Registrant’s March 31, 2020 Form 10-Q |
| 10.30 | Tax Protection Agreement, dated as of May 8, 2020, by and among Rayonier Inc., Rayonier, L.P. and Pope Resources, A Delaware Limited Partnership | Incorporated by reference to Exhibit 10.1 to the Registrant’s May 13, 2020 Form 8-K |
| 10.31 | Amendment to Rayonier Investment and Savings Plan for Salaried Employees effective as of January 1, 2020, executed July 28, 2023* | Filed herewith |
| 10.32 | Amendment to Rayonier Investment and Savings Plan effective as of March 27, 2020, executed July 28, 2023* | Filed herewith |
| 10.33 | Pope Resources 2005 Unit Incentive Plan* | Incorporated by reference to Exhibit 4.3 to the Registrant’s May 8, 2020 Registration Statement on Form S-8 |

| Exhibit No. | Description | Location |
|---|---|---|
| 10.34 | Rayonier Investment and Savings Plan for Salaried Employees effective March 1, 1994, amended and restated effective March 1, 2022* | Incorporated by reference to Exhibit 10.1 to the Registrant’s March 31, 2022 Form 10-Q |
| 10.35 | Credit Agreement dated as of August 5, 2015 among Rayonier Inc., Rayonier TRS Holdings Inc. and Rayonier Operating Company LLC, as Borrowers, CoBank, ACB as Administrative Agent, Swing Line Lender and Issuing Bank, JPMorgan Chase Bank, N.A. and Farm Credit of Florida, ACA as Co-Syndication Agents, Credit Suisse AG and SunTrust Bank as Co-Documentation Agents and CoBank, ACB as Sole Lead Arranger and Sole Bookrunner | Incorporated by reference to Exhibit 10.3 to the Registrant’s March 31, 2016 Form 10-Q |
| 10.36 | Second Amendment to Credit Agreement, dated as of April 1, 2020, by and among Rayonier Inc., Rayonier TRS Holdings Inc. and Rayonier Operating Company LLC, as borrowers, the several banks, financial institutions and other institutional lenders party thereto and CoBank, ACB as administrative agent, swing line lender and issuing bank | Incorporated by reference to Exhibit 10.4 to the Registrant’s March 31, 2020 Form 10-Q |
| 10.37 | Annex A to Second Amendment to Credit Agreement | Incorporated by reference to Exhibit 10.5 to the Registrant’s March 31, 2020 Form 10-Q |
| 10.38 | First Amendment and Incremental Term Loan Agreement dated as of April 28, 2016, by and among Rayonier Inc., Rayonier TRS Holdings Inc., Rayonier Operating Company LLC, as Borrowers, CoBank, ACB, as Administrative Agent and the several banks, financial institutions and other institutional lenders party thereto | Incorporated by reference to Exhibit 10.1 to the Registrant’s May 2, 2016 Form 8-K |
| 10.39 | Third Amendment and Incremental Term Loan Agreement, dated as of April 16, 2020, by and among Rayonier Inc., Rayonier TRS Holdings Inc., and Rayonier Operating Company LLC, as borrowers, the several banks, financial institutions and other institutional lenders party thereto and CoBank, ACB as administrative agent | Incorporated by reference to Exhibit 10.7 to the Registrant’s March 31, 2020 Form 10-Q |
| 10.40 | Fourth Amendment and Incremental Term Loan Agreement, dated as of June 1, 2021, by and among Rayonier Inc., Rayonier TRS Holdings Inc., Rayonier Operating Company LLC, and Rayonier L.P., as borrowers, the several banks, financial institutions and other lenders party thereto and CoBank, ACB, as administrative agent | Incorporated by reference to Exhibit 10.1 to the Registrant's June 1, 2021 Form 8-K |
| 10.41 | 2016 Guarantee Agreement dated as of April 28, 2016 among Rayonier Inc., Rayonier TRS Holdings Inc. and COBANK, ACB, as Administrative Agent | Incorporated by reference to Exhibit 10.2 to the Registrant’s May 2, 2016 Form 8-K |
| 10.42 | Fifth Amendment, Incremental Term Loan Agreement and Amendment to Guarantee Agreement, dated as of December 14, 2022, by and among Rayonier Inc., Rayonier TRS Holdings Inc., Rayonier Operating Company LLC, and Rayonier, L.P., as borrowers, the several banks, financial institutions and other institutional lenders party thereto and CoBank, ACB, as administrative agent | Incorporated by reference to Exhibit 10.1 to the Registrant’s December 14, 2022 Form 8-K |
| 21.1 | List of subsidiaries of Rayonier Inc | Filed herewith |
| 21.2 | List of subsidiaries of Rayonier, L.P. | Filed herewith |
| 22.1 | List of Guarantor Subsidiaries | Incorporated by reference to Exhibit 22.1 to the Registrant’s June 30, 2022 Form 10-Q |

| Exhibit No. | Description | Location |
|---|---|---|
| 23.1 | Rayonier Inc. - Consent of Ernst & Young LLP | Filed herewith |
| 23.2 | Rayonier, L.P. - Consent of Ernst & Young LLP | Filed herewith |
| 24 | Powers of attorney | Filed herewith |
| 31.1 | Rayonier Inc. - Chief Executive Officer’s Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.2 | Rayonier Inc. - Chief Financial Officer’s Certification Pursuant to Rule 13a-14(a)/15d-14-(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.3 | Rayonier, L.P. - Chief Executive Officer’s Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 31.4 | Rayonier, L.P - Chief Financial Officer’s Certification Pursuant to Rule 13a-14(a)/15d-14(a) and pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 32.1 | Rayonier Inc. - Certification of Periodic Financial Reports Under Section 906 of the Sarbanes-Oxley Act of 2002 | Furnished herewith |
| 32.2 | Rayonier, L.P. - Certification of Periodic Financial Reports Under Section 906 of the Sarbanes-Oxley Act of 2002 | Furnished herewith |
| 97.1 | Rayonier Clawback Policy in the Event of a Financial Restatement, dated July 20, 2023* | Filed herewith |
| 97.2 | Rayonier Clawback Policy in the Event of Detrimental Conduct* | Filed herewith |
| 101 | The following financial information from Rayonier Inc. and Rayonier, L.P.’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, formatted in Inline Extensible Business Reporting Language (“iXBRL”), includes: (i) the Consolidated Statements of Income and Comprehensive Income for the Years Ended December 31, 2023, 2022 and 2021 of Rayonier Inc.; (ii) the Consolidated Balance Sheets as of December 31, 2023 and 2022 of Rayonier Inc.; (iii) the Consolidated Statements of Shareholders’ Equity for the Years Ended December 31, 2023, 2022 and 2021 of Rayonier Inc.; (iv) the Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021 of Rayonier Inc.; (v) the Consolidated Statements of Income and Comprehensive Income for the Years Ended December 31, 2023, 2022 and 2021 of Rayonier, L.P.; (vi) the Consolidated Balance Sheets as of December 31, 2023 and 2022 of Rayonier, L.P.; (vii) the Consolidated Statements of Changes in Capital for the Years Ended December 31, 2023, 2022 and 2021 of Rayonier, L.P.; (viii) the Consolidated Statements of Cash Flows for the Years Ended December 31, 2023, 2022 and 2021 of Rayonier, L.P.; and (ix) the Notes to the Consolidated Financial Statements of Rayonier Inc. and Rayonier, L.P. | Filed herewith |
| 104 | The cover page from the Company’s Annual Report on Form 10-K from the fiscal year ended December 31, 2023, formatted in Inline XBRL (included as Exhibit 101) | Filed herewith |

* Management contract or compensatory plan.

** Certain schedules and similar attachments have been omitted from this filing pursuant to Item 601(a)(5) of Regulation S-K. The Company will furnish supplemental copies of any such schedules or attachments to the U.S. Securities and Exchange Commission (the “SEC”) upon its request.

## 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.

**RAYONIER INC.**

By: /s/ MARK MCHUGH

Mark McHugh
*President and Chief Financial Officer*
*(Duly Authorized Officer, Principal Financial Officer)*

**RAYONIER, L.P.**

By: /s/ MARK MCHUGH

Mark McHugh
*President and Chief Financial Officer*
*(Duly Authorized Officer, Principal Financial Officer)*

February 23, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Rayonier Inc., for itself and in its capacity as General Partner of Rayonier, L.P., and in the capacities and on the dates indicated. Exhibit 24 is incorporated by reference herein.

| Signature | Title | Date |
|---|---|---|
| /s/ DAVID L. NUNES<br>David L. Nunes<br>(Principal Executive Officer) | Chief Executive Officer | February 23, 2024 |
| /s/ MARK MCHUGH<br>Mark McHugh<br>(Principal Financial Officer) | President and Chief Financial Officer | February 23, 2024 |
| /s/ APRIL TICE<br>April Tice<br>(Principal Accounting Officer) | Vice President and Chief Accounting Officer | February 23, 2024 |
| *<br>Dod A. Fraser | Chairman of the Board | |
| *<br>Keith E. Bass | Director | |
| *<br>Ann C. Nelson | Director | |
| *<br>Scott R. Jones | Director | |
| *<br>V. Larkin Martin | Director | |
| *<br>Meridee A. Moore | Director | |
| *<br>Matthew J. Rivers | Director | |
| *<br>Andrew G. Wiltshire | Director | |
| *<br>Gregg A. Gonsalves | Director | |

*By: /s/ MARK R. BRIDWELL — February 23, 2024

Mark R. Bridwell
Attorney-In-Fact

**SUBSIDIARIES OF RAYONIER INC.**
**As of December 31, 2023**

| Name of Subsidiary | State/Country of Incorporation/ Organization |
|---|---|
| Matariki Forests | New Zealand |
| Matariki Forestry Group | New Zealand |
| Pope Resources, L.P. | Delaware |
| Rayonier Forest Resources, L.P. | Delaware |
| Rayonier, L.P. | Delaware |
| Rayonier Operating Company Holding LLC | Delaware |
| Rayonier Operating Company, LLC | Delaware |
| Rayonier TRS Forest Operations, LLC | Delaware |
| Rayonier TRS Holdings Inc. | Delaware |
| Raydient LLC | Delaware |

In accordance with Item 601(b)(21) of Regulation S–K, we have omitted some subsidiaries that, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of December 31, 2023 under Rule 1–02(w) of Regulation S–X.

**Exhibit 21.2**

**SUBSIDIARIES OF RAYONIER, L.P.**
**As of December 31, 2023**

| Name of Subsidiary | State/Country of Incorporation/ Organization |
|---|---|
| Matariki Forests | New Zealand |
| Matariki Forestry Group | New Zealand |
| Pope Resources, L.P. | Delaware |
| Rayonier Forest Resources, L.P. | Delaware |
| Rayonier Operating Company, LLC | Delaware |
| Rayonier TRS Forest Operations, LLC | Delaware |
| Rayonier TRS Holdings Inc. | Delaware |
| Raydient LLC | Delaware |

In accordance with Item 601(b)(21) of Regulation S–K, we have omitted some subsidiaries that, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of December 31, 2023 under Rule 1–02(w) of Regulation S–X.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

1) Registration Statement (Form S-3 No. 333–268176) of Rayonier, Inc.,
2) Registration Statement (Form S-4 No. 333–114858) of Rayonier Inc.,
3) Registration Statement (Form S-8 No. 333–129175) pertaining to the Rayonier 1994 Incentive Stock Plan,
4) Registration Statement (Form S-8 No. 333–129176) pertaining to the 2004 Rayonier Incentive Stock and Management Bonus Plan,
5) Registration Statement (Form S-8 No. 333–152505) pertaining to the Rayonier Investment and Savings Plan for Salaried Employees,
6) Registration Statement (Form S-8 No. 333–238097) pertaining to the Pope Resources 2005 Unit Incentive Plan, and
7) Registration Statement (Form S-8 No. 333–272044) pertaining to the 2023 Rayonier Incentive Stock Plan;

of our reports dated February 23, 2024, with respect to the consolidated financial statements and schedule of Rayonier Inc. and the effectiveness of internal control over financial reporting of Rayonier Inc. included in this Annual Report (Form 10-K) of Rayonier Inc. for the year ended December 31, 2023.

/s/ Ernst & Young LLP

Jacksonville, Florida
February 23, 2024

**Exhibit 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

1) Registration Statement (Form S-3 No. 333–268176) of Rayonier, Inc.,
2) Registration Statement (Form S-4 No. 333–114858) of Rayonier Inc.,
3) Registration Statement (Form S-8 No. 333–129175) pertaining to the Rayonier 1994 Incentive Stock Plan,
4) Registration Statement (Form S-8 No. 333–129176) pertaining to the 2004 Rayonier Incentive Stock and Management Bonus Plan,
5) Registration Statement (Form S-8 No. 333–152505) pertaining to the Rayonier Investment and Savings Plan for Salaried Employees,
6) Registration Statement (Form S-8 No. 333–238097) pertaining to the Pope Resources 2005 Unit Incentive Plan, and
7) Registration Statement (Form S-8 No. 333–272044) pertaining to the 2023 Rayonier Incentive Stock Plan;

of our report dated February 23, 2024, with respect to the consolidated financial statements and schedule of Rayonier, L.P. included in this Annual Report (Form 10-K) of Rayonier, L.P. for the year ended December 31, 2023.

/s/ Ernst & Young LLP

Jacksonville, Florida
February 23, 2024

**Exhibit 31.1**

# CERTIFICATION

I, David L. Nunes, certify that:

1. I have reviewed this annual report on Form 10-K of Rayonier 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 Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 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.

Date: February 23, 2024

/s/ DAVID L. NUNES

David L. Nunes
*Chief Executive Officer, Rayonier Inc.*

**Exhibit 31.2**

**CERTIFICATION**

I, Mark McHugh, certify that:

1. I have reviewed this annual report on Form 10-K of Rayonier 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 Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 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.

Date: February 23, 2024

/s/ MARK MCHUGH

Mark McHugh
*President and Chief Financial Officer, Rayonier Inc.*

**Exhibit 31.3**

## CERTIFICATION

I, David L. Nunes, certify that:

1. I have reviewed this annual report on Form 10-K of Rayonier 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 Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 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.

Date: February 23, 2024

/s/ DAVID L. NUNES

David L. Nunes
*Chief Executive Officer of Rayonier Inc., General Partner*

**Exhibit 31.4**

## CERTIFICATION

I, Mark McHugh, certify that:

1. I have reviewed this annual report on Form 10-K of Rayonier 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 Rule 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 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.

Date: February 23, 2024

/s/ MARK MCHUGH

Mark McHugh
*President and Chief Financial Officer*
*of Rayonier Inc., General Partner*

# CERTIFICATION

The undersigned hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to our knowledge:

1. The Annual Report on Form 10-K of Rayonier Inc. (the "Company") for the period ended December 31, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 23, 2024

| | |
|---|---|
| /s/ DAVID L. NUNES | /s/ MARK MCHUGH |
| David L. Nunes | Mark McHugh |
| *Chief Executive Officer, Rayonier Inc.* | *President and Chief Financial Officer, Rayonier Inc.* |

A signed original of this written statement required by Section 906 has been provided to Rayonier and will be retained by Rayonier and furnished to the Securities and Exchange Commission or its staff upon request.

**EXHIBIT 32.2**

# CERTIFICATION

The undersigned hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to our knowledge:

1. The Annual Report on Form 10-K of Rayonier, L.P. (the “Rayonier Operating Partnership”) for the period ended December 31, 2023 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 23, 2024

| /s/ DAVID L. NUNES | /s/ MARK MCHUGH |
|---|---|
| David L. Nunes | Mark McHugh |
| *Chief Executive Officer of Rayonier Inc., General Partner* | *President and Chief Financial Officer of Rayonier Inc., General Partner* |

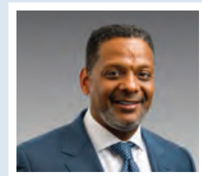
A signed original of this written statement required by Section 906 has been provided to Rayonier and will be retained by Rayonier and furnished to the Securities and Exchange Commission or its staff upon request.

## Board of Directors

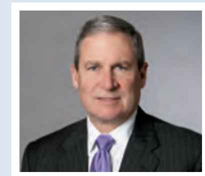
**Dod A. Fraser [A, C]**
*Chairman of the Board*
*President,*
*Sackett Partners*

**David L. Nunes***
*Chief Executive Officer,*
*Rayonier Inc.*

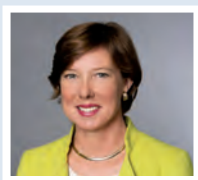
**Keith E. Bass [C]**
*CEO, Mattamy Homes*
*US; Managing Partner,*
*Mill Creek Capital LLC*



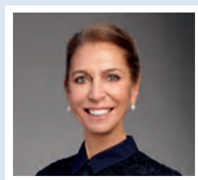
**Gregg A. Gonsalves [A, C]**
*Advisory Partner,*
*Integrated Capital LLC*



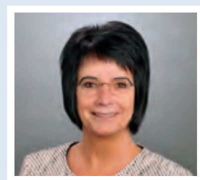
**Scott R. Jones [C, N]**
*Retired, President,*
*Forest Capital Partners*



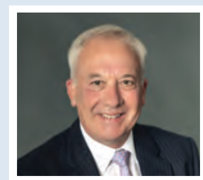
**V. Larkin Martin [C, N]**
*Managing Partner,*
*Martin Farm;*
*Vice President,*
*The Albemarle Corporation*



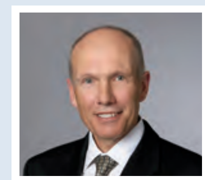
**Meridee A. Moore [A, N]**
*Senior Managing*
*Member and Chief*
*Investment Officer,*
*Watershed Asset*
*Management, LLC*



**Ann C. Nelson [A, C]**
*Retired, Lead Audit*
*Partner, KPMG LLP*



**Matthew J. Rivers [A, N]**
*Part-time Forestry Advisor,*
*Drax Group*



**Andrew G. Wiltshire [A, N]**
*Founding Partner,*
*Folium Capital LLC;*
*Principal in the management and*
*governance of a private orchard,*
*farming, and forestry company*
*located in New Zealand*

*BOARD COMMITTEES: [A] Audit [C] Compensation and Management Development [N] Nominating and Corporate Governance*
**Effective March 31, 2024, Mr. Nunes retired from the Board in connection with his retirement from the role of Chief Executive Officer.*

## Executive Officers

**David L. Nunes***
*Chief Executive Officer*

**Mark D. McHugh***
*President and Chief*
*Financial Officer*

**Douglas M. Long**
*Executive Vice President*
*and Chief Resource Officer*

**Christopher T. Corr**
*Senior Vice President,*
*Real Estate Development*

**Mark R. Bridwell**
*Senior Vice President,*
*General Counsel and*
*Corporate Secretary*

**W. Rhett Rogers**
*Senior Vice President,*
*Portfolio Management*

**Shelby L. Pyatt**
*Senior Vice President,*
*Human Resources and*
*Information Technology*

**April J. Tice***
*Vice President and*
*Chief Accounting Officer*

**Effective March, 31, 2024, Mr. Nunes retired from the role of Chief Executive Officer. Effective April 1, 2024, Mr. McHugh became President and Chief Executive Officer and Ms. Tice became Senior Vice President and Chief Financial Officer.*

## Corporate Information

**Corporate Headquarters**
*Rayonier Inc.*
*1 Rayonier Way*
*Wildlight, FL 32097*
*904.357.9100*
*www.rayonier.com*

**Investor and Media Relations**
*Collin P. Mings*
*Vice President, Capital*
*Markets & Strategic Planning*

**Form 10-K**
*Additional copies of this report and Rayonier's*
*report on Form 10-K are available without*
*charge upon written request to:*
*Rayonier Inc.*
*Investor Relations*
*1 Rayonier Way*
*Wildlight, FL 32097*

**Independent Registered**
**Public Accounting Firm**
*Ernst & Young, LLP*
*12926 Gran Bay Parkway West*
*Suite 500*
*Jacksonville, FL 32258*

**Stock Information**
*Listed: New York Stock Exchange*
*Symbol: RYN*
*CUSIP: 754 907 103*

**Transfer Agent**
**and Registrar**
*Rayonier Inc.*
*c/o Computershare*
*P.O. Box 43006*
*Providence, RI 02940-3006*
*800.659.0158 (U.S.)*
*201.680.6587 (International)*
*www.computershare.com/investor*

Rayonier
More than trees

**Rayonier Inc.**
1 Rayonier Way
Wildlight, Florida 32097