

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 12, 2021

**VECTOR GROUP LTD.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-5759

(Commission File Number)

65-0949535

(I.R.S. Employer Identification No.)

4400 Biscayne Boulevard Miami Florida

(Address of Principal Executive Offices)

33137

(Zip Code)

(305) 579-8000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities Registered Pursuant to 12(b) of the Act:**

Title of each class:

Trading

Name of each exchange

Symbol(s)

on which registered:

Common stock, par value \$0.10 per share

VGR

New York Stock Exchange

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

Emerging growth company

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

**Item 7.01. Regulation FD Disclosure**

Vector Group Ltd. (NYSE:VGR) (the "Company") has prepared materials for presentations to investors. The materials are furnished (not filed) as Exhibits 99.1, 99.2 and 99.3 to this Current Report on Form 8-K pursuant to Regulation FD.

**Non-GAAP Financial Measures**

Exhibits 99.1, 99.2 and 99.3 contain the Non-GAAP Financial Measures discussed below.

Please refer to Current Reports on Form 8-K dated August 5, 2021, February 25, 2021, February 28, 2020, October 4, 2019, and May 3, 2019 for reconciliations of financial measures prepared in accordance with GAAP to Non-GAAP Financial Measures.

Adjusted EBITDA, Tobacco Adjusted EBITDA, New Valley LLC Adjusted EBITDA, Douglas Elliman Realty, LLC Adjusted EBITDA, and financial measures for all periods presented, including the last twelve months ("LTM") ended June 30, 2021, (hereafter, referred to as "the Non-GAAP Financial Measures") are financial measures not prepared in accordance with generally accepted accounting principles ("GAAP"). The Company believes that the Non-GAAP Financial Measures are important measures that supplement discussions and analysis of its results of operations and enhances an understanding of its operating performance. The Company believes the Non-GAAP Financial Measures provide investors and analysts with a useful measure of operating results unaffected by differences in capital structures and ages of related assets among otherwise comparable companies.

Management uses the Non-GAAP Financial Measures as measures to review and assess operating performance of the Company's business, and management and investors should review both the overall performance (GAAP net income) and the operating performance (the Non-GAAP Financial Measures) of the Company's business. While management considers the Non-GAAP Financial Measures to be important, they should be considered in addition to, but not as substitutes for or superior to, other measures of financial performance prepared in accordance with GAAP, such as operating income, net income and cash flows from operations. In addition, the Non-GAAP Financial Measures are susceptible to varying calculations and the Company's measurement of the Non-GAAP Financial Measures may not be comparable to those of other companies.

EBITDA is defined as net income before, interest, taxes, depreciation and amortization. Non-GAAP Financial Measures include adjustments for change in fair value of derivatives embedded within convertible debt, loss on extinguishment of debt, litigation settlements and judgment expense, impact of Master Settlement Agreement settlements, restructuring charges, net gains on sales of assets (for purposes of Adjusted EBITDA only), and impairments of goodwill and intangible assets. For purposes of Adjusted EBITDA only, adjustments include equity in earnings from investments, equity in losses from real estate ventures, stock-based compensation expense, and other, net.

New Valley LLC, the real estate subsidiary of Vector Group Ltd., operates a real estate services, technology and investment business through its ownership of Douglas Elliman, the largest residential real estate brokerage firm in the New York metropolitan area, and a minority stake in numerous real estate ventures. New Valley LLC Adjusted EBITDA is defined as the portion of Adjusted EBITDA that relates to New Valley. New Valley's Adjusted EBITDA does not include an allocation of expenses from the Corporate and Other segment of Vector Group Ltd.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements, which involve risk and uncertainties. The words "anticipate," "believe," "estimate," "expect," "intend," "may be," "continue" "could," "potential," "objective," "plan," "seek," "predict," "project" and "will be" and similar expressions are intended to identify forward-looking statements. The Company's actual results could differ significantly from the results discussed in such forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the heading "Risk Factors" in the Company's Quarterly Report on Form 10-Q for period ended June 30, 2021 and the Company's Annual Report on Form 10-K for the year ended December 31, 2020. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Current Report on Form 8-K. The Company undertakes no obligation to (and expressly disclaims any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Current Report on Form 8-K.

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*Item 9.01. Financial Statements and Exhibits*

**Exhibit Index**

(c) Exhibit.

Exhibit No.	Exhibit
<a href="#">99.1</a>	Investor presentation of Vector Group Ltd. dated August 2021 (furnished pursuant to Regulation FD).
<a href="#">99.2</a>	Fact Sheet of Vector Group Ltd. dated August 2021 (furnished pursuant to Regulation FD).
<a href="#">99.3</a>	Fact Sheet of New Valley LLC dated August 2021 (furnished pursuant to Regulation FD).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURE

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

VECTOR GROUP LTD.

By: /s/ J. Bryant Kirkland III  
J. Bryant Kirkland III  
Senior Vice President, Treasurer and Chief Financial Officer

Date: August 12, 2021



# VECTOR GROUP LTD

## INVESTOR PRESENTATION

August 2021

## DISCLAIMER

This document and any related oral presentation does not constitute an offer or invitation to subscribe for, purchase or otherwise acquire any equity or debt securities or other instruments of Vector Group Ltd. ("Vector," "Vector Group Ltd." or "the Company") or its subsidiaries and nothing contained herein or its presentation shall form the basis of any contract or commitment whatsoever.

The distribution of this document and any related oral presentation in certain jurisdictions may be restricted by law and persons into whose possession this document or any related oral presentation comes should inform themselves about, and observe, any such restriction. Any failure to comply with these restrictions may constitute a violation of the laws of any such other jurisdiction.

The information contained herein does not constitute investment, legal, accounting, regulatory, taxation or other advice and the information does not take into account your investment objectives or legal, accounting, regulatory, taxation or financial situation or particular needs. You are solely responsible for forming your own opinions and conclusions on such matters and the market and for making your own independent assessment of the information. You are solely responsible for seeking independent professional advice in relation to the information and any action taken on the basis of the information.

The following presentation may contain "forward-looking statements," including any statements that may be contained in the presentation that reflect Vector's expectations or beliefs with respect to future events and financial performance, such as the impact of the Covid-19 pandemic on the Company's business and operations. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement made by or on behalf of the Company, including the risk that changes in Vector's capital expenditures impact its expected free cash flow and the other risk factors described in Vector's annual report on Form 10-K for the year ended December 31, 2020 and quarterly report on Form 10-Q for the period ended June 30, 2021, as filed with the SEC. Please also refer to Vector's Current Reports on Forms 8-K, filed on October 2, 2015, November 15, 2016, March 1, 2017, May 3, 2018, June 14, 2018, September 28, 2018, February 28, 2019, May 3, 2019, October 4, 2019, February 28, 2020, February 25, 2021, May 6, 2021 and August 5, 2021 (Commission File Number 1-05759) as filed with the SEC for information, including cautionary and explanatory language, relating to Non-GAAP Financial Measures in this Presentation labeled "Adjusted".

Results actually achieved may differ materially from expected results included in these forward-looking statements as a result of these or other factors. Due to such uncertainties and risks, potential investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date on which such statements are made. The Company disclaims any obligation to, and does not undertake to, update or revise and forward-looking statements in this presentation.

## INVESTMENT HIGHLIGHTS & PORTFOLIO

### Overview

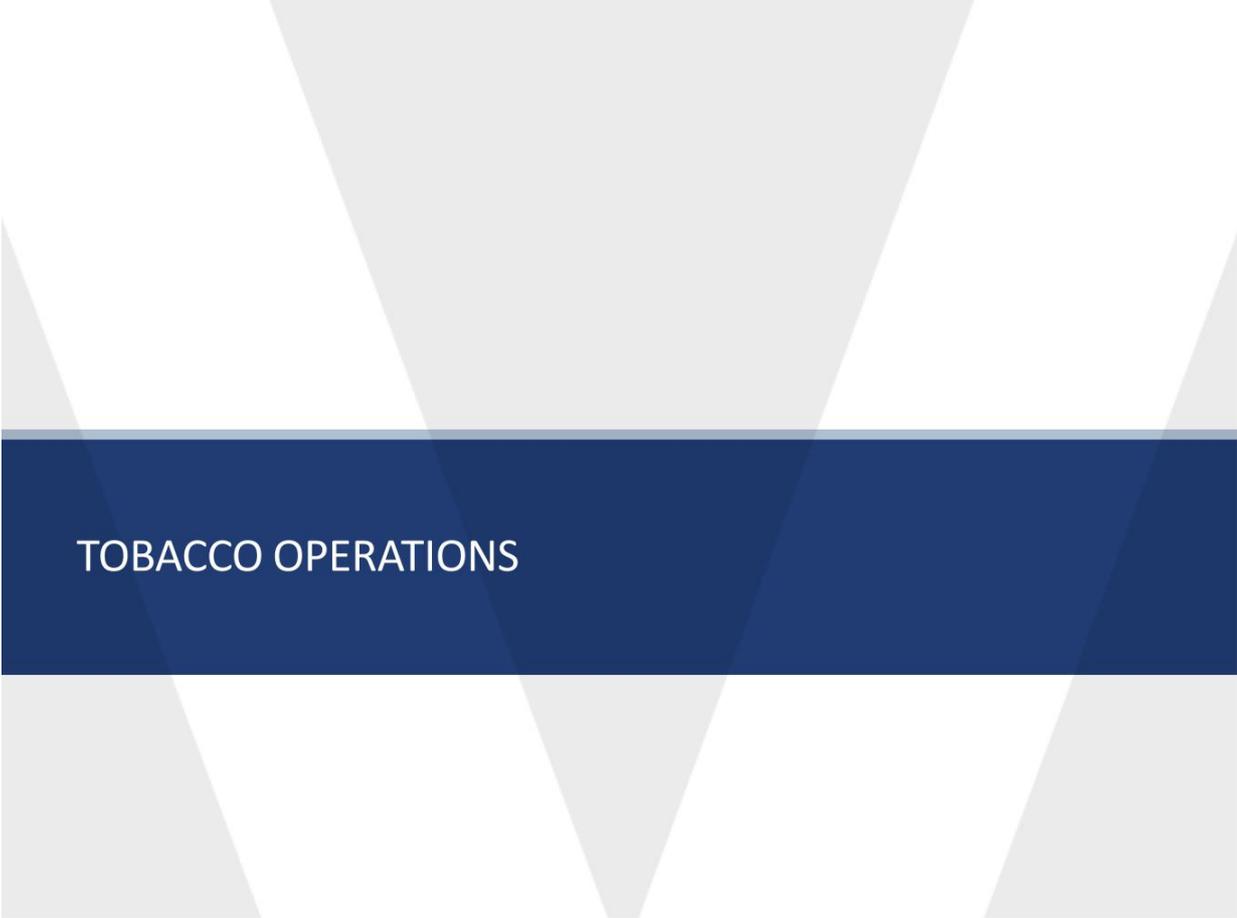
- Diversified Holding Company with two primary businesses with iconic brand names: tobacco (Liggett Group) and real estate (Douglas Elliman)
- History of strong earnings with Adjusted EBITDA of \$435.3 million for the last twelve months ended June 30, 2021<sup>(1)</sup>
  - Tobacco Adjusted EBITDA of \$361.0 million for the last twelve months ended June 30, 2021<sup>(2)</sup>
  - Despite challenges from the COVID-19 pandemic, Douglas Elliman produced revenues of \$1.14 billion and Adjusted EBITDA of \$92.4 million for the last twelve months ended June 30, 2021<sup>(3)</sup>
- Diversified portfolio of consolidated and non-consolidated real estate investments at New Valley
- Maintains substantial liquidity with cash, marketable securities and long-term investments of \$703 million (including cash of \$108 million at Liggett and \$155 million at Douglas Elliman) as of June 30, 2021.
- As of June 30, 2021, seasoned management team (CEO, COO, CFO and General Counsel) with average tenure of 27 years with Vector Group
- Management team and directors beneficially own approximately 7% of the equity of Vector Group
- Perpetual cost advantage over the largest U.S. tobacco companies – annual cost advantage ranged between \$160 million and \$169 million from 2012 to 2020<sup>(4)</sup>

(1) Vector's Net income for the last twelve months ended June 30, 2021 was \$195.7 million. Adjusted EBITDA is a Non-GAAP Financial Measure. Please refer to Exhibit 99.1 of the Company's Current Report on Form 8-K, filed August 5, 2021 (Table 2), for a reconciliation of Net income to Adjusted EBITDA as well as the Disclaimer to this document on Page 2.

(2) All "Liggett" and "Tobacco" financial information in this presentation includes the operations of Liggett Group LLC, Vector Tobacco Inc., and Liggett Vector Brands LLC unless otherwise noted. Tobacco Adjusted EBITDA is a Non-GAAP Financial Measure and is defined in Tables 2 and 5 of Exhibit 99.1 to the Company's Current Report on Form 8-K, filed August 5, 2021.

(3) Douglas Elliman's Net income was \$83.0 million for the last twelve months ended June 30, 2021. Adjusted EBITDA is a Non-GAAP Financial Measure. Please refer to Exhibit 99.1 of the Company's Current Report on Form 8-K, filed August 5, 2021, for a reconciliation of Adjusted EBITDA to net income (Table 7) as well as the Disclaimer to this document.

(4) Cost advantage applies only to cigarettes sold below applicable market share exemption (approximately 1.93% of cigarettes sold in the United States).



TOBACCO OPERATIONS

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## LIGGETT GROUP OVERVIEW

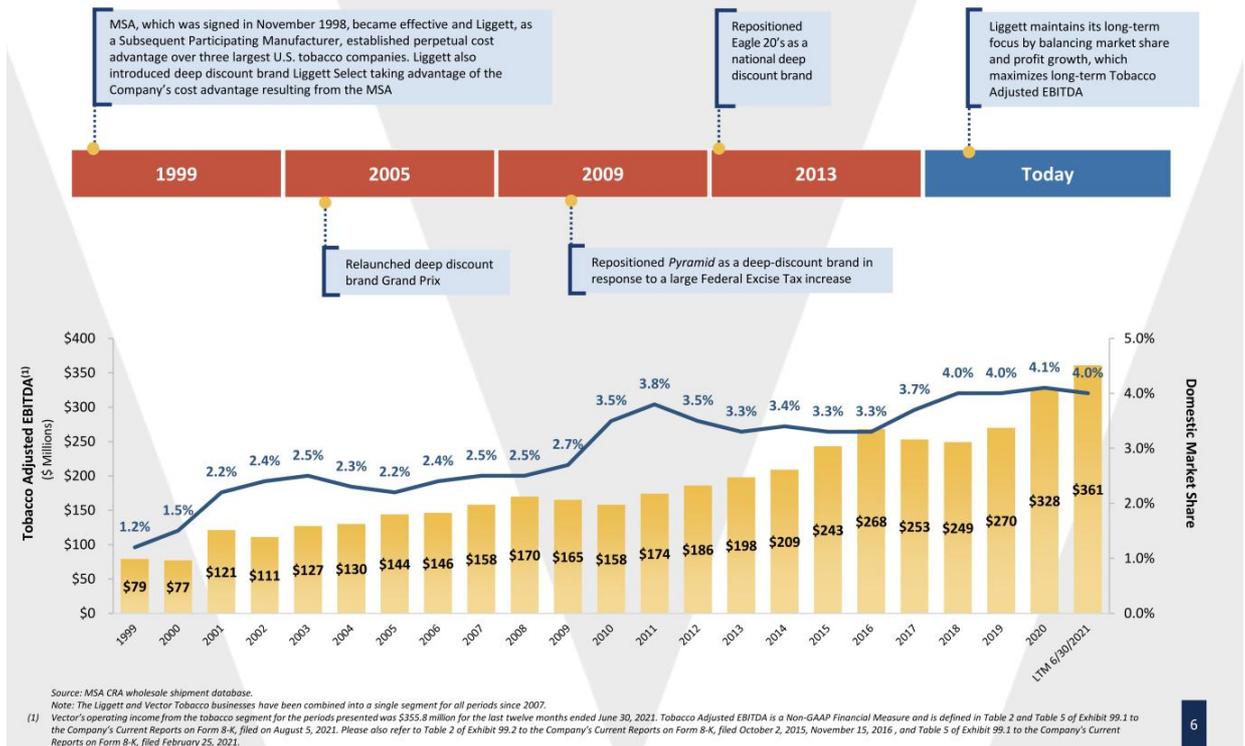
- Fourth-largest U.S. cigarette manufacturer; founded in 1873
  - Core Discount Brands – *Eagle 20's*, *Pyramid*, *Montego*, *Grand Prix*, *Liggett Select* and *Eve*
  - Partner Brands – *USA*, *Bronson* and *Tourney*
- Consistent and strong cash flow
  - Tobacco Adjusted EBITDA of \$361.0 million for the last twelve months ended June 30, 2021<sup>(1)</sup>
  - Low capital requirements with capital expenditures of \$2.9 million related to tobacco operations for the last twelve months ended June 30, 2021
- Current cost advantage of approximately \$0.79 per pack<sup>(2)</sup> compared to the largest U.S. tobacco companies expected to maintain, or gain, market share and drive profit in core brands
  - Pursuant to the MSA, Liggett has no payment obligations unless its market share exceeds a market share exemption of approximately 1.65% of total cigarettes sold in the United States, and Vector Tobacco has no payment obligations unless its market share exceeds a market share exemption of approximately 0.28% of total cigarettes sold in the United States
  - MSA exemption annual cost advantage ranged between \$160 million and \$169 million for Liggett and Vector Tobacco from 2012 to 2020



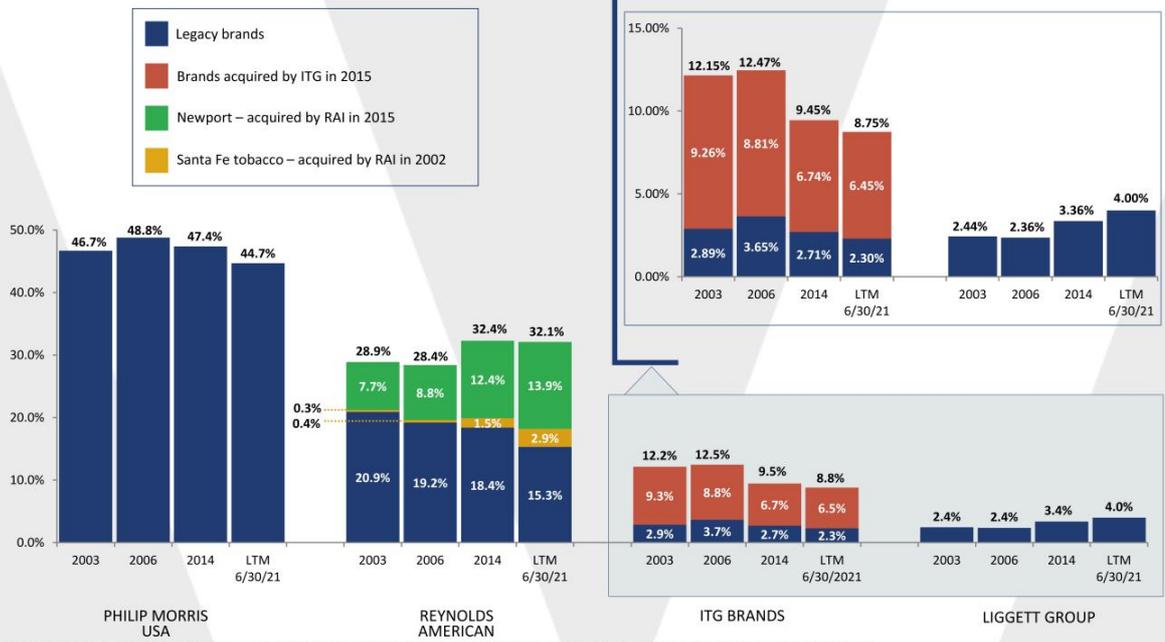
<sup>(1)</sup> Tobacco Adjusted EBITDA is a Non-GAAP Financial Measure and is defined in the Company's Current Report on Form 8-K, filed August 5, 2021. Please also refer to the Disclaimer to this document on Page 2.

<sup>(2)</sup> Cost advantage only applies to cigarettes sold below applicable market share exemption (approximately 1.93% of total cigarettes sold in the United States).

## LIGGETT GROUP HISTORY



# ADJUSTED U.S. TOBACCO INDUSTRY MARKET SHARE



Source: The Maxwell Report's sales estimates for the cigarette industry for the years ended 2003 (February 2004), 2006 (February 2007) and 2014 (March 2015) and internal estimates for LTM ended 6/30/2021.  
 (1) Actual Market Share in 2003, 2006 and 2014 reported in the Maxwell Report for Reynolds American was 29.6%, 27.6% and 23.1%, respectively, and, for ITG Brands, was 2.9%, 3.7% and 2.7%, respectively. Adjusted market share has been computed by Vector Group Ltd. by applying historical market share of each brand to the present owner of brand. Thus, the graph assumes each company owned its current brands on January 1, 2003. The legacy brands market share of Reynolds American in 2003 includes the market share of Brown & Williamson, which was acquired by Reynolds American in 2004. In 2015, Reynolds American acquired Lorillard Tobacco Company, which manufactured the Newport brand, and sold a portfolio of brands, including the Winston, Salem, Kool and Maverick brands to ITG Brands.  
 (2) Does not include smaller manufacturers, whose cumulative market shares were 9.8%, 7.9%, 8.9% and 10.4% in 2003, 2006, 2014 and LTM ended 6/30/2021, respectively.

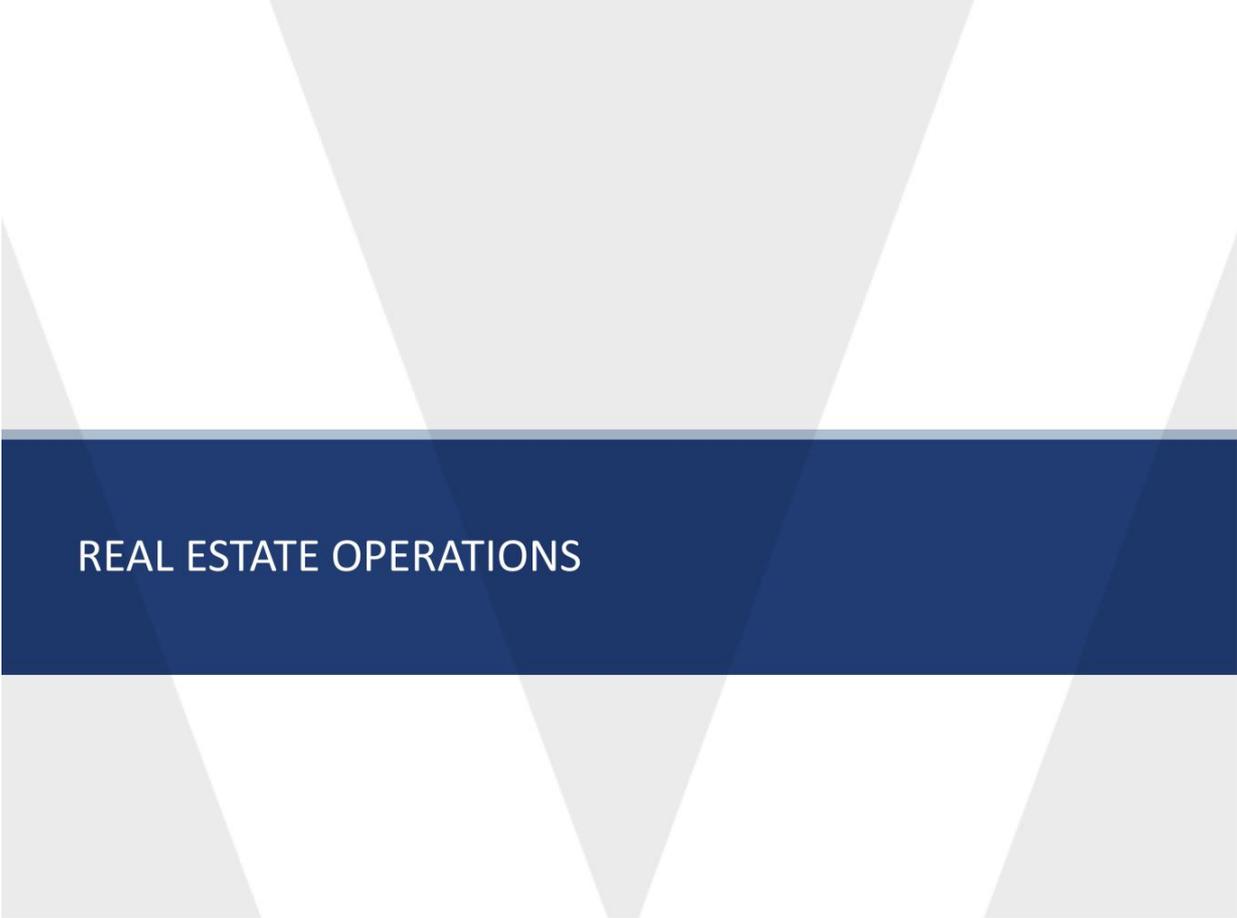
## TOBACCO LITIGATION AND REGULATORY UPDATES

### Litigation

- In 2013, Liggett reached a settlement with approximately 4,900 *Engle* progeny plaintiffs
  - Liggett agreed to pay \$62 million in cash and annual payments of \$3.4 million from 2015 to 2028.
  - As of June 30, 2021, 38 *Engle* progeny cases remain pending.
- Liggett is also a defendant in 74 non-*Engle* smoking-related individual cases and three smoking-related actions where either a class had been certified or plaintiffs were seeking class certification
- The Mississippi Attorney General filed a motion to enforce Mississippi's 1996 settlement agreement with Liggett and alleged that Liggett owes Mississippi approximately \$35 million in damages (including interest through March 2021). Proceedings are pending, although, to date Liggett has been unsuccessful in its efforts to defeat this matter.

### Regulatory

- Since 1998, the MSA has restricted the advertising and marketing of tobacco products
- Minimum Price Legislation
  - Legislation was recently passed in Colorado that contained a provision setting a floor on the minimum retail price of cigarettes sold in Colorado. Liggett commenced litigation challenging the legality of the minimum price provision. If other states enact similar legislation, the result could negatively impact our future financial condition, results of operations and cash flow.
- Certain states have passed legislation banning the sale of menthol cigarettes
- Family Smoking Prevention and Tobacco Control Act (2009) granted the FDA the authority to regulate (but not ban) tobacco products
  - On March 16, 2018, FDA initiated regulatory process to consider setting maximum nicotine level for cigarettes.
  - On April 29, 2021, FDA announced that it intends to issue a proposed rule to prohibit menthol as a characterizing flavor in cigarettes by the end of April 2022.



REAL ESTATE OPERATIONS

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## REAL ESTATE OVERVIEW

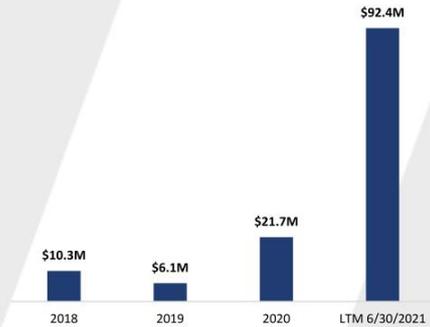
- New Valley, which owns Douglas Elliman Realty, LLC, is a diversified real estate technology and services company that is seeking to acquire or invest in additional real estate properties or projects
- New Valley has approximately \$155 million<sup>(1)</sup> invested, as of June 30, 2021, in a broad portfolio of real estate ventures

**New Valley Revenues – LTM June 30, 2021**

- Real Estate Brokerage Commissions
- Property Management
- Other
- Escrow and Title
- Revenues From Investments in Real Estate



**New Valley Adjusted EBITDA<sup>(2)</sup>**



<sup>(1)</sup> Net of cash returned.

<sup>(2)</sup> New Valley's net income (loss) was \$14.8M, \$(11.4M), \$(75.9M) and \$42.4M for the periods presented. Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of Net income (loss) to Adjusted EBITDA, please see Vector Group Ltd.'s Current Reports on Form 8-K, filed on February 28, 2020, February 25, 2021 and August 5, 2021 and Form 10-K for the fiscal year ended December 31, 2020 and Form 10-Q for the quarterly period ended August 5, 2021 as well as the Disclaimer to this document on Page 2. New Valley's Adjusted EBITDA do not include an allocation of Vector Group Ltd.'s Corporate and Other Expenses (for purposes of computing Adjusted EBITDA) of \$15.0M, \$17.1M, \$16.4M and \$18.2M for the periods presented, respectively.

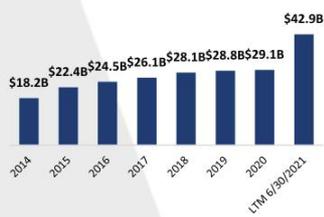
# DOUGLAS ELLIMAN REALTY, LLC

- Largest residential real estate brokerage firm in the New York metropolitan area and sixth-largest residential brokerage firm in the U.S.
- Douglas Elliman has approximately 6,700 affiliated agents and 100 offices in the U.S.
- Douglas Elliman’s alliance with Knight Frank provides a network with approximately 500 offices across 60 countries with approximately 19,000 affiliated agents
- Douglas Elliman also offers title and settlement services, relocation services, and residential property management services through various subsidiaries

Douglas Elliman Closed Sales – LTM June 30, 2021



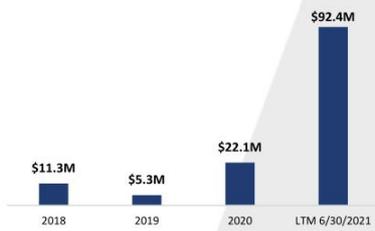
Douglas Elliman Closed Sales



Douglas Elliman Revenues – LTM June 30, 2021



Douglas Elliman Adjusted EBITDA<sup>(1)</sup>



<sup>(1)</sup> Douglas Elliman’s net income (loss) was \$5.2M, \$6.2M, \$(62.7M) and \$83.0M for the periods presented. Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of Adjusted EBITDA to net income (loss), please see Vector Group Ltd.’s Current Reports on Forms 8-K, filed on February 28, 2020, February 25, 2021 and August 5, 2021, Form 10-K for the fiscal year ended December 31, 2020 as well as Form 10-Q for the quarterly period ended June 30, 2021 and the Disclaimer to this document on Page 2.

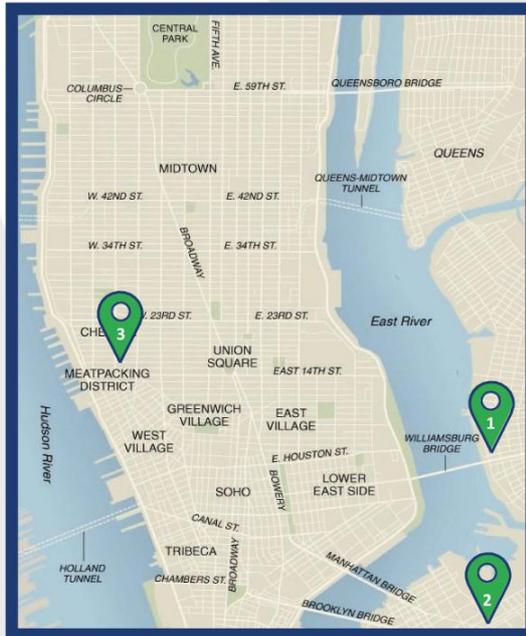
**NEW VALLEY'S SIGNIFICANT REAL ESTATE INVESTMENTS AT JUNE 30, 2021<sup>(1)</sup>**



<sup>(1)</sup> The carrying value of each investment included on the map is at least \$4 million. For the percentage of each real estate venture owned, as well as other investments with a carrying value of less than \$4 million, please refer to the "Summary of Real Estate Investments" section of Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations of Vector Group Ltd.'s Form 10-Q for the period ended June 30, 2021.

<sup>(2)</sup> Entities affiliated with New Valley LLC invest or have invested in the real estate projects described above. Unless otherwise noted, New Valley Real Estate LLC has not acted as the developer for the real estate projects identified and, in most cases owns or owned a minority of the economic interest therein. Investors in securities of Vector Group Ltd. should not rely on anything set forth in this document in considering an investment in the securities of Vector Group Ltd. Please read the detailed disclosure included in Vector Group Ltd.'s Form 10-K for the fiscal year ended December 31, 2020, as well as the Form 10-Q for the quarterly period ended June 30, 2021.

**NEW VALLEY'S SIGNIFICANT REAL ESTATE VENTURES IN NEW YORK CITY AT JUNE 30, 2021<sup>(1)</sup>**



1. **The Dime (Havemeyer Street) Brooklyn**
2. **9 DeKalb Brooklyn**
3. **Meatpacking Plaza Meatpacking District**

(1) The carrying value of each Investment included on the map is at least \$4 million. For the percentage of each real estate venture owned, as well as other investments with a carrying value of less than \$4 million, please refer to the "Summary of Real Estate Investments" section of Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations of Vector Group Ltd.'s Form 10-Q for the period ended June 30, 2021.

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## NEW VALLEY'S REAL ESTATE SUMMARY AS OF JUNE 30, 2021<sup>(1)</sup>

(\$ Thousands)

	Net cash invested / (returned)	Cummulative earnings / (loss) <sup>(2)</sup>	Carrying value <sup>(2)</sup>	Projected construction end date	Range of ownership	Number of investments
<b>Land owned</b>						
New York City SMSA	\$ (6)	\$ 6	\$ -	Completed	100.0%	1
All other U.S. areas	2,951	6,657	9,608	N/A	100.0%	1
	\$ 2,945	\$ 6,663	\$ 9,608			2
<b>Condominium and Mixed Use Development (Minority interest owned)</b>						
New York City SMSA	\$ 63,284	\$ (38,051)	\$ 25,233	2023	4.2% - 46.7%	10
All other U.S. areas	45,027	(7,240)	37,787	2022 - 2023	15.0% - 77.8%	7
	\$ 108,311	\$ (45,291)	\$ 63,020			17
<b>Apartments (Minority Interest owned)</b>						
New York City SMSA	\$ -	\$ -	\$ -	N/A	N/A	-
All other U.S. areas	(16,585)	16,585	-	N/A	7.6%	1
	\$ (16,585)	\$ 16,585	\$ -			1
<b>Hotels (Minority interest owned)</b>						
New York City SMSA	\$ 7,546	\$ (5,765)	\$ 1,781	2022	0.4% - 17.8%	3
All other U.S. areas	8,350	(8,350)	-	N/A	N/A	-
International	6,048	(4,725)	1,323	N/A	49.0%	1
	\$ 21,944	\$ (18,840)	\$ 3,104			4
<b>Commercial and Other (Minority interest owned)</b>						
New York City SMSA	\$ (9,688)	\$ 10,684	\$ 996	N/A	45.4% - 49.0%	3
All other U.S. areas	6,119	2,620	8,739	N/A	1.6%	3
	\$ (3,569)	\$ 13,304	\$ 9,735			6
<b>Total</b>	<b>\$ 113,046</b>	<b>\$ (27,579)</b>	<b>\$ 85,467</b>			<b>30</b>
<b>Summary</b>						
New York City SMSA	\$ 61,136	\$ (33,126)	\$ 28,010			17
All other U.S. areas	45,862	10,272	56,134			12
International	6,048	(4,725)	1,323			1
	\$ 113,046	\$ (27,579)	\$ 85,467			30

<sup>(1)</sup> For the percentage of each real estate project owned, please refer to the "Summary of Real Estate Investments" section of Item 2 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Vector Group Ltd.'s Form 10-Q for the period ended June 30, 2021.

<sup>(2)</sup> Includes interest expense capitalized to real estate ventures of \$8,347.

<sup>(3)</sup> Entities affiliated with New Valley LLC invest or have invested in the real estate projects described above. Unless otherwise noted, New Valley Real Estate LLC has not acted as the developer for the real estate projects identified and, in most cases owns or owned a minority of the economic interest therein. Investors in securities of Vector Group Ltd. should not rely on anything set forth in this document in considering an investment in the securities of Vector Group Ltd. Please read the detailed disclosure included in Vector Group Ltd.'s Form 10-K for the fiscal year ended December 31, 2020, as well as the Form 10-Q for the quarterly period ended June 30, 2021.



FINANCIAL DATA

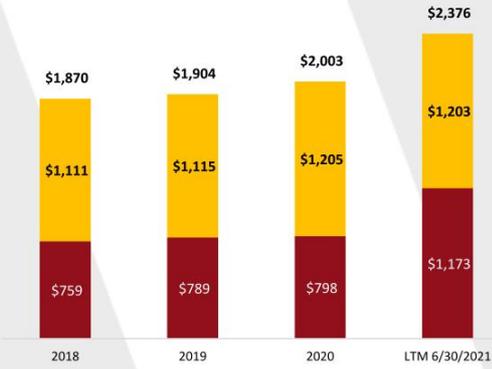
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# ADJUSTED HISTORICAL FINANCIAL DATA

(Dollars in millions)

## Revenues

■ Tobacco ■ Real Estate ■ Corporate & Other



## Adjusted EBITDA<sup>(1)</sup>

■ Tobacco ■ Real Estate ■ Corporate & Other



(1) Vector's Net income for the periods presented was \$58.1M, \$101M, \$92.9M and \$195.7million, respectively. Adjusted EBITDA are a Non-GAAP Financial Measure. Please refer to the Company's Current Reports on Form 8-K, filed on February 28, 2020, February 25, 2021 and August 5, 2021, respectively (Exhibit 99.1) for a reconciliation of Non-GAAP financial measures to GAAP as well as the Disclaimer to this document on Page 2.



SUMMARY

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## SUMMARY

- Vector Group, a holding company owning Tobacco and Real Estate businesses and holding consolidated cash, investment securities and long-term investments of **\$703 million<sup>(1)</sup> at June 30, 2021 (\$595 million net of cash at Liggett).**

— Vector’s CEO, COO, CFO and General Counsel have an average tenure of **27 years** with the Company and, along with directors, beneficially owns approximately **7% of Vector’s common stock**

### Tobacco segment

- Liggett is the fourth-largest U.S. Cigarette manufacturer with **4.0%** wholesale market share and **4.1%** retail market share for the last twelve months ended June 30, 2021
- From April 1, 2010 to March 31, 2020, was the only major U.S. cigarette manufacturer to **increase both market share and unit volumes**
- **\$361 million<sup>(2)</sup>** of Tobacco Adjusted EBITDA for the last twelve months ended June 30, 2021

### Real Estate segment

- New Valley owns a diversified portfolio of consolidated and non-consolidated real estate investments totaling **\$85 million** at June 30, 2021
- Douglas Elliman Realty LLC
  - Largest residential real estate brokerage firm in New York Metropolitan area and sixth-largest residential brokerage firm in the U.S.
  - Closed sales volume of **\$42.9 billion** for the last twelve months ended June 30, 2021
  - Revenues have increased from **\$541 million** in 2014 to **\$1.14 billion** for the last twelve months ended June 30, 2021

<sup>(1)</sup> At June 30, 2021 the total amount (\$703 million) includes cash at Liggett of \$108 million.

Vector’s operating income from the tobacco segment for the periods presented was \$355.8 million for the last twelve months ended June 30, 2021. Adjusted EBITDA is a Non-GAAP Financial Measure. Please refer to Exhibit 99.1 to the Company’s Current Reports on

Form 8-K, filed February 25, 2021 (Tables 2 and 5) and August 5, 2021 (Tables 2 and 5), for a reconciliation of Net Income to Adjusted EBITDA and a reconciliation of operating income from the tobacco segment to Adjusted EBITDA as well as the Disclaimer to this document on Page 2.

## ADJUSTED EBITDA RECONCILIATION

(\$ Millions)

	FY/ December 31,					12M 6/30/2021
	2018	2019	2020	6/30/2020	6/30/2021	
Net income attributed to Vector Group Ltd.	\$58.1	\$101.0	\$92.9	\$22.5	\$125.3	195.7
Interest Expense	203.8	138.4	121.5	65.0	56.7	113.4
Tax Expense	21.6	32.8	41.8	9.9	51.9	83.8
Net loss attributed to non-controlling interest	(0.1)	-	-	-	-	-
Depreciation and Amortization	18.8	17.9	17.6	9.0	8.3	16.9
<b>EBITDA</b>	<b>\$302.1</b>	<b>\$290.1</b>	<b>\$273.9</b>	<b>\$106.5</b>	<b>\$242.3</b>	<b>\$409.7</b>
Change in Fair Value of Derivatives Embedded Within Convertible Debt (1)	(45.0)	(26.4)	(5.0)	(5.0)	-	-
Equity in Losses (Earnings) from Investments (2)	(3.2)	(17.0)	(56.3)	(52.4)	(1.5)	(5.4)
Net Losses Recognized on Investment Securities	9.6	-	-	-	-	-
Equity in (Earnings) Losses from Real Estate Ventures (3)	(14.4)	19.3	44.7	18.8	(18.3)	7.7
Loss on Extinguishment of Debt	4.1	4.3	-	-	21.4	21.4
Stock-Based Compensation Expense (4)	10.0	9.5	9.5	4.5	5.7	10.7
Litigation Settlement and Judgment (Income) Expense (5)	(1.8)	1.0	0.3	-	-	0.3
Impact of MSA Settlement (6)	(6.3)	-	0.3	-	(2.7)	(2.4)
Purchase Accounting Adjustments (7)	0.6	-	-	-	-	-
Restructuring Charges (8)	-	-	3.4	3.0	-	0.4
Net Gains on Sales of Assets	-	-	(1.1)	-	-	(1.1)
Impairments of Goodwill and Intangible Assets(9)	-	-	58.3	58.3	-	-
Other, Net	(10.3)	(21.4)	5.5	3.0	(8.3)	(5.9)
<b>Adjusted EBITDA</b>	<b>\$245.3</b>	<b>\$259.4</b>	<b>\$333.4</b>	<b>\$136.7</b>	<b>\$238.6</b>	<b>\$435.3</b>
Net Adjusted EBITDA Attributed to Non-Controlling Interest	(3.3)	-	-	-	-	-
Adjustment to reflect additional 29.41% of Douglas Elliman Realty, LLC Adjusted EBITDA (10)	3.3	-	-	-	-	-
<b>Adjusted EBITDA Attributed to Vector</b>	<b>\$245.3</b>	<b>\$259.4</b>	<b>\$333.4</b>	<b>\$136.7</b>	<b>\$238.6</b>	<b>\$435.3</b>
<b>Operating Income (Loss) by Segment</b>						
Tobacco	\$246.5	\$261.6	\$319.5	\$148.5	\$184.8	\$355.8
Real Estate	3.4	(2.9)	(49.9)	(74.4)	57.6	82.1
Corporate & Other	(25.9)	(27.6)	(24.5)	(12.3)	(15.1)	(27.4)
<b>Operating Income</b>	<b>\$224.0</b>	<b>\$231.1</b>	<b>\$245.1</b>	<b>\$61.9</b>	<b>\$227.3</b>	<b>\$410.5</b>
<b>Adjusted EBITDA Attributed to Vector by Segment</b>						
Tobacco	\$249.2	\$270.5	\$328.0	\$152.6	\$185.5	\$361.0
Real Estate (11)	11.2	6.1	21.8	(8.6)	62.1	92.5
Corporate & Other	(15.0)	(17.1)	(16.4)	(7.3)	(9.0)	(18.2)
<b>Adjusted EBITDA Attributed to Vector</b>	<b>\$245.3</b>	<b>\$259.4</b>	<b>\$333.4</b>	<b>\$136.7</b>	<b>\$238.6</b>	<b>\$435.3</b>

Source: Company filings.

- (1) Represents income recognized from changes in the fair value of the derivatives embedded in the Company's convertible debt.
- (2) Represents equity in earnings recognized from investments that the Company accounts for under the equity method. Included in the amount are equity in earnings (losses) of \$(0.4), \$53.4, \$53.1, and \$0.4 from Ladenburg Thalmann Financial Services for the years ended December 31, 2019 and 2020, the six months ended June 30, 2020 and the last twelve months ended June 30, 2021, respectively; and \$16.5 from Castle Brands for the year ended December 31, 2019.
- (3) Represents equity in (earnings) losses recognized from the Company's investment in certain real estate businesses that are not consolidated in its financial results.
- (4) Represents amortization of stock-based compensation.
- (5) Represents accruals for settlements of judgment expenses in the Engle progeny tobacco litigation and proceeds received from litigation award at Douglas Elliman Realty, LLC.
- (6) Represents the Company's tobacco segment's settlement of a long-standing dispute related to the Master Settlement Agreement.
- (7) Amounts represent purchase accounting adjustments recorded in the periods presented in connection with the increase of the Company's ownership of Douglas Elliman Realty, LLC, which occurred in 2013.
- (8) Represents restructuring charges related to Douglas Elliman Realty, LLC's realignment of administrative support functions, office locations and business model.
- (9) Represents non-cash intangible asset impairment charges within the Real Estate segment related to the Douglas Elliman Realty, LLC reporting unit and trademark.
- (10) Represents 29.41% of Douglas Elliman Realty, LLC's Adjusted EBITDA in the respective periods. On December 31, 2018, the Company increased its ownership of Douglas Elliman Realty, LLC from 70.59% to 100%.
- (11) Includes Adjusted EBITDA for Douglas Elliman Realty, LLC of \$11.3 million, \$5.3 million, \$22.1 million, \$(8.8) million, \$61.6 million and \$92.4 million for the years ended December 31, 2018, 2019, and 2020, the six months ended June 30, 2020 and 2021 and the last twelve months ended June 30, 2021, respectively.



Vector Group Ltd. owns Liggett Group, Vector Tobacco and New Valley.

New Valley LLC is a diversified real estate services and technology company that owns Douglas Elliman Realty, LLC.

## TOBACCO

- Fourth-largest cigarette manufacturer in the U.S. with a strong family of brands — *Eagle 20's*, *Pyramid*, *Montego*, *Grand Prix*, *Liggett Select* and *Eve* — representing 14% share of the discount market.
- Focused on brand strength and long-term profit growth, while continuing to evaluate opportunities to pursue incremental volume and margin growth.
- Annual cost advantage due to favorable treatment under the Master Settlement Agreement that ranged between \$160 million and \$169 million from 2012 to 2020.
- The only cigarette company to have reached a comprehensive settlement resolving substantially all of the individual Engle progeny product liability cases pending in Florida. The Engle progeny cases have represented a substantial portion of Liggett's pending litigation.



## REAL ESTATE

- New Valley, which owns Douglas Elliman Realty, LLC, is a diversified real estate services and technology company that is seeking to acquire or invest in additional real estate properties or ventures.
- New Valley has invested approximately \$155 million<sup>1</sup>, as of June 30, 2021, in a broad portfolio of real estate ventures.
- Douglas Elliman is the largest residential real estate brokerage firm in the New York metropolitan area and the sixth-largest in the U.S.
- Douglas Elliman's closings totaled \$42.9 billion over the last twelve months ended June 30, 2021, and it has approximately 6,700 affiliated agents and 100 offices in the U.S.



## EXECUTIVE MANAGEMENT

- Howard M. Lorber**  
President and Chief Executive Officer
- Richard J. Lampen**  
Executive Vice President, Chief Operating Officer
- J. Bryant Kirkland III**  
Senior Vice President, Chief Financial Officer and Treasurer
- Marc N. Bell**  
Senior Vice President, General Counsel and Secretary
- Nicholas P. Anson**  
President and Chief Operating Officer of Liggett Vector Brands
- J. David Ballard**  
Senior Vice President, Enterprise Efficiency and CTO

## COMPANY HIGHLIGHTS

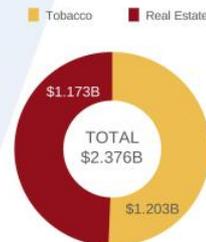
- Headquartered in Miami with an executive office in Manhattan and tobacco operations in North Carolina
- Executive management and directors beneficially own 7% of the Company
- Reported cash, marketable securities and long-term investments of \$703<sup>3</sup> million as of June 30, 2021
- Recognized as one of America's Most Trustworthy Companies by Forbes in 2013



### Adjusted EBITDA<sup>2</sup>



### Revenues – LTM June 30, 2021



<sup>1</sup> Net of cash returned.

<sup>2</sup> Vector's Net income for the periods presented was \$58.1M, \$101M, \$92.9M and \$195.7million, respectively. Adjusted EBITDA are a Non-GAAP Financial Measure. Please refer to the Company's Current Reports on Form 8-K, filed on February 28, 2020, February 25, 2021 and August 5, 2021, respectively (Exhibit 99.1) for a reconciliation of Non-GAAP financial measures to GAAP as well as the Disclaimer to this document on Page 2.

<sup>3</sup> At June 30, 2021, this amount includes cash at Liggett of \$108 million. Excludes real estate investments.

This summary contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We have identified these forward-looking statements using words such as "could" and similar expressions. These statements reflect our current beliefs. Accordingly, such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause our actual results, performance or achievements to differ materially from those expressed in, or implied by, such statements.





New Valley LLC, the real estate subsidiary of Vector Group Ltd. (NYSE: VGR), is a diversified real estate services and technology company that owns Douglas Elliman Realty, LLC and is seeking to acquire or invest in additional real estate properties or ventures.

## NEW VALLEY REAL ESTATE INVESTMENTS<sup>1</sup>

New Valley has invested approximately \$155 million<sup>2</sup>, as of June 30, 2021, in a broad portfolio of real estate ventures.

### New Valley's Significant Real Estate Investment Portfolio<sup>1</sup>



### New Valley's New York Real Estate Investments<sup>1</sup>

1. The Dime (Havemeyer Street) Brooklyn
2. 9 DeKalb Brooklyn
3. Meatpacking Plaza Meatpacking District

### EXECUTIVE MANAGEMENT

**Howard M. Lorber**  
President and Chief Executive Officer

**Richard J. Lampen**  
Executive Vice President, Chief Operating Officer

**J. Bryant Kirkland III**  
Senior Vice President, Chief Financial Officer and Treasurer

**Marc N. Bell**  
Senior Vice President, General Counsel and Secretary

**J. David Ballard**  
Senior Vice President, Enterprise Efficiency and CTO

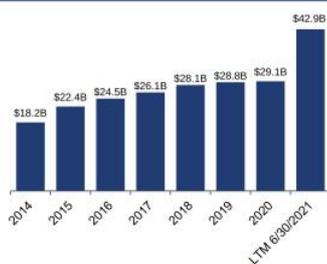
### COMPANY HIGHLIGHTS

- Executive offices in Manhattan and Miami
- Douglas Elliman recognized as one of America's Best Places to Work by Forbes in 2021

## DOUGLAS ELLIMAN

- Largest residential real estate brokerage firm in New York metropolitan area and sixth-largest in the United States.
- Closings of \$42.9 billion over the last twelve months ended June 30, 2021; Douglas Elliman has approximately 6,700 affiliated agents and 100 offices in the U.S.
- Maintains an alliance with Knight Frank—the largest independent residential brokerage in the United Kingdom—to jointly market high-end properties, providing a network with approximately 500 offices across 60 countries with approximately 19,000 affiliated agents.
- Revenues, Net Income and Adjusted EBITDA at Douglas Elliman of \$1.1 billion, \$83.0 million and \$92.4 million, respectively, over the last twelve months ended June 30, 2021.

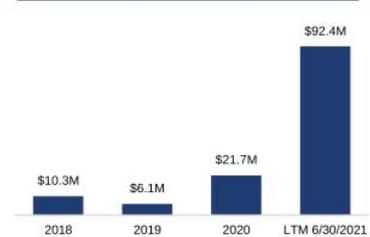
Douglas Elliman Closings



New Valley Revenues – LTM June 30, 2021



New Valley Adjusted EBITDA<sup>(3)</sup>



<sup>1</sup> Entities affiliated with New Valley LLC invest or have invested in the real estate projects described above. Unless otherwise noted, New Valley Real Estate LLC has not acted as the developer for the real estate projects identified and, in most cases owns or owned a minority of the economic interest therein. Investors in securities of Vector Group Ltd. should not rely on anything set forth in this document in considering an investment in the securities of Vector Group Ltd. Please read the detailed disclosures included in Vector Group Ltd.'s Form 10-K for the fiscal year ended December 31, 2020, as well as the Form 10-Q for the quarterly period ended June 30, 2021.

<sup>2</sup> Net of cash returned.

<sup>3</sup> New Valley's net income (loss) was \$14.8M, \$(11.4M), \$(75.9M) and \$42.4M for the periods presented. Adjusted EBITDA is a non-GAAP financial measure. For a reconciliation of Net Income (loss) to Adjusted EBITDA, please see Vector Group Ltd.'s Current Reports on Form 8-K, filed on February 28, 2020, February 25, 2021 and August 5, 2021 and Form 10-K for the fiscal year ended December 31, 2020 and Form 10-Q for the quarterly period ended June 30, 2021, as well as the Disclaimer to this document on Page 2. New Valley's Adjusted EBITDA do not include an allocation of Vector Group Ltd.'s Corporate and Other Expenses (for purposes of computing Adjusted EBITDA) of \$15.0M, \$17.1M, \$16.4M and \$18.2M for the periods presented, respectively.

