

Prologis Reports Third Quarter 2020 Earnings Results

SAN FRANCISCO, Oct. 20, 2020 /PRNewswire/ -- Prologis, Inc. (NYSE: PLD), the global leader in logistics real estate, reported results for the third quarter of 2020.

Net earnings per diluted share was \$0.40 for the quarter compared with \$0.71 for the third quarter of 2019. Core funds from operations* was \$0.90 per diluted share, compared with \$0.97 for the same period in 2019. Excluding net promote income, Core FFO was \$0.92 in 2020 compared with \$0.79 in 2019.

"Activity in our portfolio is robust and broadening – a reflection of increased demand in the quarter across multiple sectors, the adoption of e-commerce and the need for higher levels of inventory," said Hamid R. Moghadam, chairman and CEO, Prologis. "We remain focused on addressing customer pain points through our investments in data, labor solutions, technology and innovation."

OPERATING PERFORMANCE

Owned & Managed	3Q20	Notes
Period End Occupancy	95.6%	
Leases Commenced	48.8MSF	41.7MSF operating portfolio and 7.1MSF development portfolio
Retention	72.8%	Down 810bps from 2Q 2020

Prologis Share	3Q20	Notes
Net Effective Rent Change	25.9%	Led by U.S. at 30.7%
Cash Rent Change	11.7%	
Cash Same Store NOI*	2.2%	Impacted by 110bps of lower average occupancy and 35bps of bad debt

DEPLOYMENT ACTIVITY

Prologis Share	3Q20
Building Acquisitions	\$195M
Weighted avg stabilized cap rate	4.3%
Development Stabilizations	\$554M
Estimated weighted avg yield	6.6%
Estimated weighted avg margin	47.0%
Estimated value creation	\$260M
Development Starts	\$392M
Estimated weighted avg margin	31.4%
Estimated value creation	\$123M
% Build-to-suit	87.5%
Total Dispositions and Contributions	\$578M
Weighted avg stabilized cap rate (excluding land and other real estate)	4.5%

BALANCE SHEET & LIQUIDITY

During the quarter, Prologis and its co-investment ventures completed \$2.4 billion of debt refinancing at a weighted average rate of 1.4 percent and a weighted average term of 12 years. This activity includes a \$750 million green bond issued at 1.25 percent in August.

Debt as a percentage of total market capitalization was 19.2 percent and the company's weighted average rate on its share of total debt was 2.1 percent with a weighted average remaining term of 9.9 years. At September 30, the company's unconsolidated co-investment ventures had liquidity of approximately \$2.6 billion and a loan-to-value ratio of approximately 21 percent. The combined investment capacity of Prologis and its open-ended vehicles, at levels in line with their current credit ratings, is \$13 billion.

2020 GUIDANCE

"Our outlook continues to improve based on results, leasing and lower credit losses," said Thomas S. Olinger, chief financial officer, Prologis. "Year-over-year Core FFO growth is sector leading at 13.7 percent at the midpoint, excluding promotes, while keeping leverage flat. Additionally, we continue to maintain significant dividend coverage of 1.6x and expect 2020 free cash flow after dividends of \$1.1 billion."

2020 GUIDANCE	January 2020	July 2020	Current
Earnings (per diluted share)			
Net Earnings	\$1.98 to \$2.13	\$2.06 to \$2.18	\$2.20 to \$2.24
Core FFO*	\$3.67 to \$3.75	\$3.70 to \$3.75	\$3.76 to \$3.78

Operations	January 2020	July 2020	Current
Year-end occupancy	96.0% to 97.0%	95.0% to 96.0%	95.25% to 95.75%
Cash Same Store NOI* - Prologis share	4.25% to 5.25%	2.5% to 3.5%	2.75% to 3.25% ¹

Capital Deployment / Prologis Share (in millions)	\$2,200 to \$2,500	\$1,900 to \$2,200	\$2,300 to \$2,500
Development starts	\$2,000 to \$2,400	\$800 to \$1,200	\$1,600 to \$2,000
Building acquisitions	\$500 to \$700	\$500 to \$600	\$700 to \$800
Building contributions	\$600 to \$900	\$700 to \$900	\$1,100 to \$1,200
Building and land dispositions	\$1,300 to \$1,500	\$500 to \$800	\$900 to \$1,100
Realized development gains	\$300 to \$400	\$300 to \$400	\$425 to \$475
Net proceeds (Uses)	(\$600) to (\$700)	(\$100)	(\$300) to (\$500)

Strategic Capital (in millions)

Strategic capital revenue, excl promote revenue	\$350 to \$360	\$360 to \$370	\$380 to \$385
Net promote income, incl in Core FFO* range	\$115	\$150	\$158

G&A (in millions)

General & administrative expenses	\$275 to \$285	\$265 to \$275	\$280 to \$285
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1. At the midpoint, this includes approximately 50 basis points of bad debt expense.

* This is a non-GAAP financial measure. See the Notes and Definitions in our supplemental information for further explanation and a reconciliation to the most directly comparable GAAP measure.

The earnings guidance described above includes potential gains recognized from real estate transactions but excludes any future or potential foreign currency or derivative gains or losses as our guidance assumes constant foreign currency rates. In reconciling from net earnings to Core FFO*, Prologis makes certain adjustments, including but not limited to real estate depreciation and amortization expense, gains (losses) recognized from real estate transactions and early extinguishment of debt, impairment charges, deferred taxes and unrealized gains or losses on foreign currency or derivative activity. The difference between the company's Core FFO* and net earnings guidance for 2020 relates predominantly to these items. Please refer to our third quarter Supplemental Information, which is available on our Investor Relations website at <http://ir.prologis.com> and on the SEC's website at www.sec.gov for a definition of Core FFO* and other non-GAAP measures used by Prologis, along with reconciliations of these items to the closest GAAP measure for our results and guidance.

October 20, 2020, CALL DETAILS

The call will take place on Tuesday, October 20, 2020, at 9:00 a.m. PT/12:00 p.m. ET. To access a live broadcast of the call, please dial +1 (833) 968-2252 (toll-free from the United States and Canada) or +1 (778) 560-2807 (from all other countries) and enter conference code 9259615. A live webcast can be accessed from the Investor Relations section of www.prologis.com.

ABOUT PROLOGIS

Prologis, Inc. is the global leader in logistics real estate with a focus on high-barrier, high-growth markets. As of September 30, 2020, the company owned or had investments in, on a wholly owned basis or through co-investment ventures, properties and development projects expected to total approximately 976 million square feet (91 million square meters) in 19 countries. Prologis leases modern logistics facilities to a diverse base of approximately 5,500 customers principally across two major categories: business-to-business and retail/online fulfillment.

FORWARD-LOOKING STATEMENTS

The statements in this document that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates and projections about the industry and markets in which we operate as well as management's beliefs and assumptions. Such statements involve uncertainties that could significantly impact our financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," and "estimates," including variations of such words and similar expressions, are intended to identify such forward-looking statements, which generally are not historical in nature. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future — including statements relating to rent and occupancy growth, development activity, contribution and disposition activity, general conditions in the geographic areas where we operate, our debt, capital structure and financial position, our ability to form new co-investment ventures and the availability of capital in existing or new co-investment ventures — are forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained and, therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some of the factors that may affect outcomes and results include, but are not limited to: (i) national, international, regional and local economic and political climates; (ii) changes in global financial markets, interest rates and foreign currency exchange rates; (iii) increased or unanticipated competition for our properties; (iv) risks associated with acquisitions, dispositions and development of properties; (v) maintenance of real estate investment trust status, tax structuring and changes in income tax laws and rates; (vi) availability of financing and capital, the levels of debt that we maintain and our credit ratings; (vii) risks related to our investments in our co-investment ventures, including our ability to establish new co-investment ventures; (viii) risks of doing business internationally, including currency risks; (ix) environmental uncertainties, including risks of natural disasters; (x) risk related to the current coronavirus pandemic, and (xi) those additional factors discussed in reports filed with the Securities and Exchange Commission by us under the heading "Risk Factors." We undertake no duty to update any forward-looking statements appearing in this document except as may be required by law.

dollars in millions, except per share/unit data	Three Months ended		Nine Months ended	
	September 30,		September 30,	
	2020	2019	2020	2019

Rental and other revenues	\$ 984	\$ 710	\$2,816	\$ 2,103
Total revenues	1,083	942	3,327	2,505
Net earnings attributable to common stockholders	299	451	1,193	1,181
Core FFO attributable to common stockholders/unitholders*	689	632	2,141	1,613
AFFO attributable to common stockholders/unitholders*	702	590	2,257	1,677
Adjusted EBITDA attributable to common stockholders/unitholders*	980	821	3,103	2,299
Estimated value creation from development stabilizations - Prologis Share	260	242	642	674
Common stock dividends and common limited partnership unit distributions	444	347	1,332	1,042

Per common share - diluted:

Net earnings attributable to common stockholders	\$0.40	\$0.71	\$ 1.63	\$1.86
Core FFO attributable to common stockholders/unitholders*	0.90	0.97	2.85	2.46
Business line reporting:				
Real estate operations*	0.85	0.73	2.43	2.11
Strategic capital*	0.05	0.24	0.42	0.35
Core FFO attributable to common stockholders/unitholders*	0.90	0.97	2.85	2.46
Realized development gains, net of taxes*	0.18	0.09	0.48	0.44
Dividends and distributions per common share/unit	0.58	0.53	1.74	1.59

* This is a non-GAAP financial measure. Please see our Notes and Definitions for further explanation.

in thousands	September 30, 2020	June 30, 2020	December 31, 2019
Assets:			
Investments in real estate properties:			
Operating properties	\$ 42,623,889	\$42,184,980	\$ 31,287,833
Development portfolio	2,032,238	2,060,821	1,869,267
Land	1,754,583	1,692,512	1,101,646
Other real estate investments	2,695,649	2,640,499	965,668
	<u>49,106,359</u>	<u>48,578,812</u>	<u>35,224,414</u>
Less accumulated depreciation	6,229,744	5,931,378	5,437,662
Net investments in real estate properties	42,876,615	42,647,434	29,786,752
Investments in and advances to unconsolidated entities	7,310,960	7,201,006	6,237,371
Assets held for sale or contribution	1,757,187	1,948,508	720,685
Net investments in real estate	<u>51,944,762</u>	<u>51,796,948</u>	<u>36,744,808</u>
Cash and cash equivalents	940,193	549,129	1,088,855
Other assets ^(A)	2,874,643	2,875,780	2,198,187
Total assets	\$ 55,759,598	\$55,221,857	\$ 40,031,850
Liabilities and Equity:			
Liabilities:			
Debt	\$ 16,518,126	\$15,666,872	\$ 11,905,877
Accounts payable, accrued expenses and other liabilities ^(A)	2,752,165	2,808,776	2,054,189
Total liabilities	<u>19,270,291</u>	<u>18,475,648</u>	<u>13,960,066</u>
Equity:			
Stockholders' equity	32,097,175	32,242,928	22,653,127
Noncontrolling interests	3,502,996	3,589,800	2,775,394
Noncontrolling interests - limited partnership unitholders	889,136	913,481	643,263
Total equity	<u>36,489,307</u>	<u>36,746,209</u>	<u>26,071,784</u>
Total liabilities and equity	\$ 55,759,598	\$55,221,857	\$ 40,031,850

in thousands, except per share amounts	Three Months Ended		Nine Months Ended	
	September 30, 2020	September 30, 2019	September 30, 2020	September 30, 2019
Revenues:				
Rental	\$980,148	\$710,465	\$2,803,321	\$2,107,961
Strategic capital	98,993	230,467	516,242	393,416
Development management and other	3,632	1,249	7,575	3,228
Total revenues	<u>1,082,773</u>	<u>942,181</u>	<u>3,327,138</u>	<u>2,504,605</u>
Expenses:				
Rental	245,490	180,864	705,217	550,070
Strategic capital	45,791	63,404	173,910	138,668

General and administrative	74,348	65,199	208,701	201,176
Depreciation and amortization	400,738	282,254	1,144,903	850,639
Other	3,020	2,294	25,573	9,643
Total expenses	<u>769,387</u>	<u>594,015</u>	<u>2,258,304</u>	<u>1,750,196</u>
Operating income before gains on real estate transactions, net	313,386	348,166	1,068,834	754,409
Gains on dispositions of development properties and land, net	134,207	63,935	383,373	303,317
Gains on other dispositions of investments in real estate, net (excluding development properties and land)	108,927	59,379	184,357	232,400
Operating income	556,520	471,480	1,636,564	1,290,126
Other income (expense):				
Earnings from unconsolidated co-investment ventures, net	66,557	43,322	161,115	142,285
Earnings from other unconsolidated ventures, net	7,415	2,980	55,729	9,239
Interest expense	(80,711)	(60,244)	(237,651)	(179,873)
Foreign currency and derivative gains (losses) and interest and other income, net	(106,840)	60,146	(52,950)	83,143
Losses on early extinguishment of debt, net	(98,266)	(13,585)	(164,606)	(16,086)
Total other income (expense)	<u>(211,845)</u>	<u>32,619</u>	<u>(238,363)</u>	<u>38,708</u>
Earnings before income taxes	344,675	504,099	1,398,201	1,328,834
Current income tax expense	(19,549)	(12,552)	(96,142)	(43,461)
Deferred income tax benefit (expense)	7,395	(534)	6,564	(9,769)
Consolidated net earnings	332,521	491,013	1,308,623	1,275,604
Net earnings attributable to noncontrolling interests	(21,453)	(25,509)	(74,709)	(54,018)
Net earnings attributable to noncontrolling interests - limited partnership units	(8,374)	(13,358)	(33,994)	(35,618)
Net earnings attributable to controlling interests	302,694	452,146	1,199,920	1,185,968
Preferred stock dividends	(1,652)	(1,507)	(4,921)	(4,498)
Loss on preferred stock repurchase	(2,347)	-	(2,347)	-
Net earnings attributable to common stockholders	\$298,695	\$450,639	\$1,192,652	\$1,181,470
Weighted average common shares outstanding - Diluted	764,619	655,259	750,971	654,818
Net earnings per share attributable to common stockholders - Diluted	\$ 0.40	\$ 0.71	\$ 1.63	\$ 1.86

in thousands	Three Months Ended		Nine Months Ended	
	September 30,	September 30,	September 30,	September 30,
	2020	2019	2020	2019
Net earnings attributable to common stockholders	\$298,695	\$450,639	\$1,192,652	\$1,181,470
Add (deduct) NAREIT defined adjustments:				
Real estate related depreciation and amortization	391,181	271,986	1,116,185	822,616
Gains on other dispositions of investments in real estate, net (excluding development properties and land)	(108,927)	(59,379)	(184,357)	(232,400)
Reconciling items related to noncontrolling interests	(20,495)	292	(35,286)	(25,098)
Our share of reconciling items related to unconsolidated co-investment ventures	55,769	61,240	186,746	173,294
Our share of reconciling items related to other unconsolidated ventures	7,190	2,728	18,036	8,321
NAREIT defined FFO attributable to common stockholders/unitholders*	\$623,413	\$727,506	\$2,293,976	\$1,928,203
Add (deduct) our defined adjustments:				
Unrealized foreign currency and derivative losses (gains), net	101,349	(48,741)	58,593	(52,778)
Deferred income tax expense (benefit)	(7,395)	534	(6,564)	9,769
Current income tax expense on dispositions related to acquired tax liabilities	4,059	-	4,059	-
Reconciling items related to noncontrolling interests	(301)	(65)	(720)	(30)
Our share of reconciling items related to unconsolidated co-investment ventures	(780)	715	2,535	(2,174)
FFO, as modified by Prologis attributable to common stockholders/unitholders*	\$720,345	\$679,949	\$2,351,879	\$1,882,990
Adjustments to arrive at Core FFO attributable to common stockholders/unitholders*:				
Gains on dispositions of development properties and land, net	(134,207)	(63,935)	(383,373)	(303,317)
Current income tax expense on dispositions	49	2,866	29,767	12,910
Losses on early extinguishment of debt, preferred stock repurchase and other, net	100,613	13,585	174,953	16,086
Reconciling items related to noncontrolling interests	-	152	(2,597)	150
Our share of reconciling items related to unconsolidated co-investment ventures	1,936	(239)	4,607	3,999
Our share of reconciling items related to other unconsolidated ventures	-	-	(33,830)	7
Core FFO attributable to common stockholders/unitholders*	\$688,736	\$632,378	\$2,141,406	\$1,612,825
Adjustments to arrive at Adjusted FFO ("AFFO") attributable to common stockholders/unitholders*, including our share of unconsolidated ventures less noncontrolling interest:				
Gains on dispositions of development properties and land, net	134,207	63,935	383,373	303,317
Current income tax expense on dispositions	(49)	(2,866)	(29,767)	(12,910)

Straight-lined rents and amortization of lease intangibles	(37,460)	(27,110)	(94,192)	(82,061)
Property improvements	(39,899)	(47,117)	(91,355)	(81,449)
Turnover costs	(57,284)	(47,444)	(142,168)	(128,413)
Amortization of debt premium, financing costs and management contracts, net	2,514	4,542	6,708	13,597
Stock compensation expense	26,554	20,523	86,360	72,467
Reconciling items related to noncontrolling interests	11,074	10,403	25,423	21,371
Our share of reconciling items related to unconsolidated ventures	(26,837)	(17,476)	(28,971)	(41,984)
FFFO attributable to common stockholders/unitholders*	\$701,556	\$589,768	\$2,256,817	\$1,676,760

* This is a non-GAAP financial measure. Please see our Notes and Definitions for further explanation.

in thousands	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net earnings attributable to common stockholders	\$ 298,695	\$450,639	\$ 1,192,652	\$1,181,470
Gains on other dispositions of investments in real estate, net (excluding development properties and land)	(108,927)	(59,379)	(184,357)	(232,400)
Depreciation and amortization expenses	400,738	282,254	1,144,903	850,639
Interest expense	80,711	60,244	237,651	179,873
Current and deferred income tax expense, net	12,154	13,086	89,578	53,230
Net earnings attributable to noncontrolling interests - limited partnership unitholders	8,374	13,358	33,994	35,618
Pro forma adjustments	(1,809)	(118)	51,793	2,189
Preferred stock dividends	1,652	1,507	4,921	4,498
Unrealized foreign currency and derivative losses (gains), net	101,349	(48,741)	58,593	(52,778)
Stock compensation expense	26,554	20,523	86,360	72,467
Losses on early extinguishment of debt, preferred stock repurchase and other, net	100,613	13,585	174,953	16,086
Adjusted EBITDA, consolidated*	\$920,104	\$746,958	\$2,891,041	\$2,110,892
Reconciling items related to noncontrolling interests	(29,257)	(12,986)	(73,260)	(61,162)
Our share of reconciling items related to unconsolidated ventures	88,676	86,951	285,151	249,032
Adjusted EBITDA attributable to common stockholders/unitholders*	\$979,523	\$820,923	\$3,102,932	\$2,298,762

* This is a non-GAAP financial measure. Please see our Notes and Definitions for further explanation.

Adjusted EBITDA. We use Adjusted EBITDA attributable to common stockholders/unitholders ("Adjusted EBITDA"), a non-GAAP financial measure, as a measure of our operating performance. The most directly comparable GAAP measure to Adjusted EBITDA is net earnings.

We calculate Adjusted EBITDA beginning with consolidated net earnings attributable to common stockholders and removing the effect of: interest expense, income taxes, depreciation and amortization, impairment charges, gains or losses from the disposition of investments in real estate (excluding development properties and land), gains from the revaluation of equity investments upon acquisition of a controlling interest, gains or losses on early extinguishment of debt and derivative contracts (including cash charges), similar adjustments we make to our FFO measures (see definition below), and other items, such as, stock based compensation and unrealized gains or losses on foreign currency and derivatives. We also include a pro forma adjustment to reflect a full period of NOI on the operating properties we acquire or stabilize during the quarter and to remove NOI on properties we dispose of during the quarter, assuming all transactions occurred at the beginning of the quarter. The pro forma adjustment also includes economic ownership changes in our ventures to reflect the full quarter at the new ownership percentage.

We believe Adjusted EBITDA provides investors relevant and useful information because it permits investors to view our operating performance, analyze our ability to meet interest payment obligations and make quarterly preferred stock dividends on an unleveraged basis before the effects of income tax, depreciation and amortization expense, gains and losses on the disposition of non-development properties and other items (outlined above), that affect comparability. While all items are not infrequent or unusual in nature, these items may result from market fluctuations that can have inconsistent effects on our results of operations. The economics underlying these items reflect market and financing conditions in the short-term but can obscure our performance and the value of our long-term investment decisions and strategies.

We calculate our Adjusted EBITDA, based on our proportionate ownership share of both our unconsolidated and consolidated ventures. We reflect our share of our Adjusted EBITDA measures for unconsolidated ventures by applying our average ownership percentage for the period to the applicable reconciling items on an entity by entity basis. We reflect our share for consolidated ventures in which we do not own 100% of the equity by adjusting our Adjusted EBITDA measures to remove the noncontrolling interests share of the applicable reconciling items based on our average ownership percentage for the applicable periods.

While we believe Adjusted EBITDA is an important measure, it should not be used alone because it excludes significant components of net earnings, such as our historical cash expenditures or future cash requirements for working capital, capital expenditures, distribution requirements, contractual commitments or interest and principal payments on our outstanding debt and is therefore limited as an analytical tool.

Our computation of Adjusted EBITDA may not be comparable to EBITDA reported by other companies in both the real estate industry and other industries. We compensate for the limitations of Adjusted EBITDA by providing investors with financial statements prepared according to GAAP, along with this detailed discussion of Adjusted EBITDA and a reconciliation to Adjusted EBITDA from consolidated net earnings attributable to common stockholders.

Business Line Reporting is a non-GAAP financial measure. Core FFO and development gains are generated by our three lines of business: (i) real

estate operations; (ii) strategic capital; and (iii) development. The real estate operations line of business represents total Prologis Core FFO, less the amount allocated to the Strategic Capital line of business. The amount of Core FFO allocated to the Strategic Capital line of business represents the third party share of asset management fees, Net Promotes and transactional fees that we earn from our consolidated and unconsolidated co-investment ventures less costs directly associated to our strategic capital group. Realized development gains include our share of gains on dispositions of development properties and land, net of taxes. To calculate the per share amount, the amount generated by each line of business is divided by the weighted average diluted common shares outstanding used in our Core FFO per share calculation. Management believes evaluating our results by line of business is a useful supplemental measure of our operating performance because it helps the investing public compare the operating performance of Prologis' respective businesses to other companies' comparable businesses. Prologis' computation of FFO by line of business may not be comparable to that reported by other real estate investment trusts as they may use different methodologies in computing such measures.

Calculation of Per Share Amounts

in thousands, except per share amount	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
	2020	2019	2020	2019
Net earnings				
Net earnings attributable to common stockholders	\$ 298,695	\$ 450,639	\$ 1,192,652	\$ 1,181,470
Noncontrolling interest attributable to exchangeable limited partnership units	8,440	13,422	34,252	35,838
Adjusted net earnings attributable to common stockholders - Diluted	\$ 307,135	\$ 464,061	\$ 1,226,904	\$ 1,217,308
Weighted average common shares outstanding - Basic	738,194	630,929	724,876	630,356
Incremental weighted average effect on exchange of limited partnership units	21,110	18,760	20,960	19,403
Incremental weighted average effect of equity awards	5,315	5,570	5,135	5,059
Weighted average common shares outstanding - Diluted	764,619	655,259	750,971	654,818
Net earnings per share - Basic	\$ 0.40	\$ 0.71	\$ 1.65	\$ 1.87
Net earnings per share - Diluted	\$ 0.40	\$ 0.71	\$ 1.63	\$ 1.86
Core FFO				
Core FFO attributable to common stockholders/unitholders	\$ 688,736	\$ 632,378	\$ 2,141,406	\$ 1,612,825
Noncontrolling interest attributable to exchangeable limited partnership units	138	131	468	484
Core FFO attributable to common stockholders/unitholders - Diluted	\$ 688,874	\$ 632,509	\$ 2,141,874	\$ 1,613,309
Weighted average common shares outstanding - Basic	738,194	630,929	724,876	630,356
Incremental weighted average effect on exchange of limited partnership units	21,110	18,760	20,960	19,403
Incremental weighted average effect of equity awards	5,315	5,570	5,135	5,059
Weighted average common shares outstanding - Diluted	764,619	655,259	750,971	654,818
Core FFO per share - Diluted	\$ 0.90	\$ 0.97	\$ 2.85	\$ 2.46

Estimated Value Creation represents the value that we expect to create through our development and leasing activities. We calculate Estimated Value Creation by estimating the Stabilized NOI that the property will generate and applying a stabilized capitalization rate applicable to that property. Estimated Value Creation is calculated as the amount by which the value exceeds our TEI and does not include any fees or promotes we may earn. Estimated Value Creation for our Value-Added Properties that are sold includes the realized economic gain.

Estimated Weighted Average Margin is calculated on development properties as Estimated Value Creation, less estimated closing costs and taxes, if any, on properties expected to be sold or contributed, divided by TEI.

Estimated Weighted Average Stabilized Yield is calculated on the active properties in the Development Portfolio as Stabilized NOI divided by TEI. The yields on a Prologis Share basis were as follows:

	Pre-Stabilized Developments	2020 Expected Completion	2021 and Thereafter Expected Completion	Total Development Portfolio
U.S.	5.7 %	6.4 %	6.2 %	6.1 %
Other Americas	8.6 %	6.0 %	8.2 %	6.8 %
Europe	5.5 %	5.2 %	5.5 %	5.5 %
Asia	5.6 %	5.4 %	5.5 %	5.5 %
Total	5.7 %	6.0 %	5.6 %	5.7 %

FFO, as modified by Prologis attributable to common stockholders/unitholders ("FFO, as modified by Prologis"); Core FFO attributable to common stockholders/unitholders ("Core FFO"); AFFO attributable to common stockholders/unitholders ("AFFO"); (collectively referred to as "FFO"). FFO is a non-GAAP financial measure that is commonly used in the real estate industry. The most directly comparable GAAP measure to FFO is net earnings.

The National Association of Real Estate Investment Trusts ("NAREIT") defines FFO as earnings computed under GAAP to exclude historical cost depreciation and gains and losses from the sales, along with impairment charges, of previously depreciated properties. We also exclude the gains on revaluation of equity investments upon acquisition of a controlling interest and the gain recognized from a partial sale of our investment, as these are similar to gains from the sales of previously depreciated properties. We exclude similar adjustments from our unconsolidated entities and the third

parties' share of our consolidated co-investment ventures.

Our FFO Measures

Our FFO measures begin with NAREIT's definition and we make certain adjustments to reflect our business and the way that management plans and executes our business strategy. While not infrequent or unusual, the additional items we adjust for in calculating *FFO, as modified by Prologis, Core FFO* and *AFFO*, as defined below, are subject to significant fluctuations from period to period. Although these items may have a material impact on our operations and are reflected in our financial statements, the removal of the effects of these items allows us to better understand the core operating performance of our properties over the long term. These items have both positive and negative short-term effects on our results of operations in inconsistent and unpredictable directions that are not relevant to our long-term outlook.

We calculate our FFO measures, as defined below, based on our proportionate ownership share of both our unconsolidated and consolidated ventures. We reflect our share of our FFO measures for unconsolidated ventures by applying our average ownership percentage for the period to the applicable reconciling items on an entity by entity basis. We reflect our share for consolidated ventures in which we do not own 100% of the equity by adjusting our FFO measures to remove the noncontrolling interests share of the applicable reconciling items based on our average ownership percentage for the applicable periods.

These FFO measures are used by management as supplemental financial measures of operating performance and we believe that it is important that stockholders, potential investors and financial analysts understand the measures management uses. We do not use our FFO measures as, nor should they be considered to be, alternatives to net earnings computed under GAAP, as indicators of our operating performance, as alternatives to cash from operating activities computed under GAAP or as indicators of our ability to fund our cash needs.

We analyze our operating performance principally by the rental revenues of our real estate and the revenues from our strategic capital business, net of operating, administrative and financing expenses. This income stream is not directly impacted by fluctuations in the market value of our investments in real estate or debt securities.

FFO, as modified by Prologis

To arrive at *FFO, as modified by Prologis*, we adjust the NAREIT defined FFO measure to exclude the impact of foreign currency related items and deferred tax, specifically:

- (i) deferred income tax benefits and deferred income tax expenses recognized by our subsidiaries;
- (ii) current income tax expense related to acquired tax liabilities that were recorded as deferred tax liabilities in an acquisition, to the extent the expense is offset with a deferred income tax benefit in earnings that is excluded from our defined FFO measure;
- (iii) foreign currency exchange gains and losses resulting from (a) debt transactions between us and our foreign entities, (b) third-party debt that is used to hedge our investment in foreign entities, (c) derivative financial instruments related to any such debt transactions, and (d) mark-to-market adjustments associated with other derivative financial instruments.

We use *FFO, as modified by Prologis*, so that management, analysts and investors are able to evaluate our performance against other REITs that do not have similar operations or operations in jurisdictions outside the U.S.

Core FFO

In addition to *FFO, as modified by Prologis*, we also use Core FFO. To arrive at *Core FFO*, we adjust *FFO, as modified by Prologis*, to exclude the following recurring and nonrecurring items that we recognize directly in *FFO, as modified by Prologis*:

- (i) gains or losses from the disposition of land and development properties that were developed with the intent to contribute or sell;
- (ii) income tax expense related to the sale of investments in real estate;
- (iii) impairment charges recognized related to our investments in real estate generally as a result of our change in intent to contribute or sell these properties;
- (iv) gains or losses from the early extinguishment of debt and redemption and repurchase of preferred stock; and
- (v) expenses related to natural disasters.

We use Core FFO, including by segment and region, to: (i) assess our operating performance as compared to other real estate companies; (ii) evaluate our performance and the performance of our properties in comparison with expected results and results of previous periods; (iii) evaluate the performance of our management; (iv) budget and forecast future results to assist in the allocation of resources; (v) provide guidance to the financial markets to understand our expected operating performance; and (vi) evaluate how a specific potential investment will impact our future results.

AFFO

To arrive at *AFFO*, we adjust Core FFO to include realized gains from the disposition of land and development properties and recurring capital expenditures and exclude the following items that we recognize directly in Core FFO:

- (i) straight-line rents;
- (ii) amortization of above- and below-market lease intangibles;
- (iii) amortization of management contracts;
- (iv) amortization of debt premiums and discounts and financing costs, net of amounts capitalized, and;
- (v) stock compensation expense.

We use *AFFO* to (i) assess our operating performance as compared to other real estate companies, (ii) evaluate our performance and the performance of our properties in comparison with expected results and results of previous periods, (iii) evaluate the performance of our management, (iv) budget

and forecast future results to assist in the allocation of resources, and (v) evaluate how a specific potential investment will impact our future results.

Limitations on the use of our FFO measures

While we believe our modified FFO measures are important supplemental measures, neither NAREIT's nor our measures of FFO should be used alone because they exclude significant economic components of net earnings computed under GAAP and are, therefore, limited as an analytical tool. Accordingly, these are only a few of the many measures we use when analyzing our business. Some of the limitations are:

- The current income tax expenses that are excluded from our modified FFO measures represent the taxes that are payable.
- Depreciation and amortization of real estate assets are economic costs that are excluded from FFO. FFO is limited, as it does not reflect the cash requirements that may be necessary for future replacements of the real estate assets. Furthermore, the amortization of capital expenditures and leasing costs necessary to maintain the operating performance of logistics facilities are not reflected in FFO.
- Gains or losses from property dispositions and impairment charges related to expected dispositions represent changes in value of the properties. By excluding these gains and losses, FFO does not capture realized changes in the value of disposed properties arising from changes in market conditions.
- The deferred income tax benefits and expenses that are excluded from our modified FFO measures result from the creation of a deferred income tax asset or liability that may have to be settled at some future point. Our modified FFO measures do not currently reflect any income or expense that may result from such settlement.
- The foreign currency exchange gains and losses that are excluded from our modified FFO measures are generally recognized based on movements in foreign currency exchange rates through a specific point in time. The ultimate settlement of our foreign currency-denominated net assets is indefinite as to timing and amount. Our FFO measures are limited in that they do not reflect the current period changes in these net assets that result from periodic foreign currency exchange rate movements.
- The gains and losses on extinguishment of debt or preferred stock that we exclude from our Core FFO, may provide a benefit or cost to us as we may be settling our obligation at less or more than our future obligation.
- The natural disaster expenses that we exclude from Core FFO are costs that we have incurred.

We compensate for these limitations by using our FFO measures only in conjunction with net earnings computed under GAAP when making our decisions. This information should be read with our complete Consolidated Financial Statements prepared under GAAP. To assist investors in compensating for these limitations, we reconcile our modified FFO measures to our net earnings computed under GAAP.

Guidance. The following is a reconciliation of our annual guided Net Earnings per share to our guided Core FFO per share:

	Low	High
Net Earnings (a)	\$ 2.20	\$ 2.24
Our share of:		
Depreciation and amortization	2.23	2.25
Net gains on real estate transactions, net of taxes	(0.97)	(1.01)
Unrealized foreign currency gains and other, net	0.30	0.30
Core FFO	\$ 3.76	\$ 3.78

(a) Earnings guidance includes potential future gains recognized from real estate transactions, but excludes future foreign currency or derivative gains or losses as these items are difficult to predict.

Prologis Share represents our proportionate economic ownership of each entity included in our total owned and managed portfolio whether consolidated or unconsolidated.

Rent Change (Cash) represents the percentage change in starting rental rates per the lease agreement, on new and renewed leases, commenced during the period compared with the previous ending rental rates in that same space. This measure excludes any short-term leases of less than one-year, holdover payments, free rent periods and introductory (teaser rates) defined as 50% or less of the stabilized rate.

Rent Change (Net Effective) represents the percentage change in net effective rental rates (average rate over the lease term), on new and renewed leases, commenced during the period compared with the previous net effective rental rates in that same space. This measure excludes any short-term leases of less than one year and holdover payments.

Retention is the square footage of all leases commenced during the period that are rented by existing tenants divided by the square footage of all expiring and in-place leases during the reporting period. The square footage of tenants that default or buy-out prior to expiration of their lease and short-term leases of less than one year, are not included in the calculation.

Same Store. Our same store metrics are non-GAAP financial measures, which are commonly used in the real estate industry and expected from the financial community, on both a net effective and cash basis. We evaluate the performance of the operating properties we own and manage using a "same store" analysis because the population of properties in this analysis is consistent from period to period, which allows us and investors to analyze our ongoing business operations. We determine our same store metrics on property NOI, which is calculated as rental revenue less rental expense for the applicable properties in the same store population for both consolidated and unconsolidated properties based on our ownership interest, as further defined below.

We define our same store population for the three months ended September 30, 2020 as the properties in our Owned and Managed operating portfolio, including the property NOI for both consolidated properties and properties owned by the unconsolidated co-investment ventures at January 1, 2019 and owned throughout the same three-month period in both 2019 and 2020. We believe the drivers of property NOI for the consolidated portfolio are generally the same for the properties owned by the ventures in which we invest and therefore we evaluate the same store metrics of the Owned and Managed portfolio based on Prologis' ownership in the properties ("Prologis Share"). The same store population excludes properties held for sale to

third parties, along with development properties that were not stabilized at the beginning of the period (January 1, 2019) and properties acquired or disposed of to third parties during the period. To derive an appropriate measure of period-to-period operating performance, we remove the effects of foreign currency exchange rate movements by using the reported period-end exchange rate to translate from local currency into the U.S. dollar, for both periods.

As non-GAAP financial measures, the same store metrics have certain limitations as an analytical tool and may vary among real estate companies. As a result, we provide a reconciliation of Rental Revenues less Rental Expenses ("Property NOI") (from our Consolidated Financial Statements prepared in accordance with U.S. GAAP) to our Same Store Property NOI measures, as follows:

dollars in thousands	Three Months Ended		
	2020	Sept. 30, 2019	Change (%)
Reconciliation of Consolidated Property NOI to Same Store Property NOI measures:			
Rental revenues	\$ 980,148	\$ 710,465	
Rental expenses	(245,490)	(180,864)	
Consolidated Property NOI	\$ 734,658	\$ 529,601	
<i>Adjustments to derive same store results:</i>			
Property NOI from consolidated properties not included in same store portfolio and other adjustments (a)	(255,466)	(54,972)	
Property NOI from unconsolidated co-investment ventures included in same store portfolio (a)(b)	501,440	489,597	
Third parties' share of Property NOI from properties included in same store portfolio (a)(b)	(405,473)	(399,554)	
Prologis Share of Same Store Property NOI – Net Effective (b)	\$ 575,159	\$ 564,672	1.9 %
Consolidated properties straight-line rent and fair value lease adjustments included in the same store portfolio (c)	(9,892)	(12,832)	
Unconsolidated co-investment ventures straight-line rent and fair value lease adjustments included in the same store portfolio (c)	(11,419)	(6,818)	
Third parties' share of straight-line rent and fair value lease adjustments included in the same store portfolio (b)(c)	9,966	6,924	
Prologis Share of Same Store Property NOI – Cash (b)(c)	\$ 563,814	\$ 551,946	2.2 %

- (a) We exclude properties held for sale to third parties, along with development properties that were not stabilized at the beginning of the period and properties acquired or disposed of to third parties during the period. We also exclude net termination and renegotiation fees to allow us to evaluate the growth or decline in each property's rental revenues without regard to one-time items that are not indicative of the property's recurring operating performance. Net termination and renegotiation fees represent the gross fee negotiated to allow a customer to terminate or renegotiate their lease, offset by the write-off of the asset recorded due to the adjustment to straight-line rents over the lease term. Same Store Property NOI is adjusted to include an allocation of property management expenses for our consolidated properties based on the property management services provided to each property (generally, based on a percentage of revenues). On consolidation, these amounts are eliminated and the actual costs of providing property management services are recognized as part of our consolidated rental expense.
- (b) We include the Property NOI for the same store portfolio for both consolidated properties and properties owned by the co-investment ventures based on our investment in the underlying properties. In order to calculate our share of Same Store Property NOI from the co-investment ventures in which we own less than 100%, we use the co-investment ventures' underlying Property NOI for the same store portfolio and apply our ownership percentage at September 30, 2020 to the Property NOI for both periods, including the properties contributed during the period. We adjust the total Property NOI from the same store portfolio of the co-investment ventures by subtracting the third parties' share of both consolidated and unconsolidated co-investment ventures. During the periods presented, certain wholly owned properties were contributed to a co-investment venture and are included in the same store portfolio. Neither our consolidated results nor those of the co-investment ventures, when viewed individually, would be comparable on a same store basis because of the changes in composition of the respective portfolios from period to period (e.g. the results of a contributed property are included in our consolidated results through the contribution date and in the results of the venture subsequent to the contribution date based on our ownership interest at the end of the period). As a result, only line items labeled "Prologis Share of Same Store Property NOI" are comparable period over period.
- (c) We further remove certain noncash items (straight-line rent and amortization of fair value lease adjustments) included in the financial statements prepared in accordance with U.S. GAAP to reflect a Same Store Property NOI – Cash measure. We manage our business and compensate our executives based on the same store results of our Owned and Managed portfolio at 100% as we manage our portfolio on an ownership blind basis. We calculate those results by including 100% of the properties included in our same store portfolio.

Weighted Average Interest Rate is based on the effective rate, which includes the amortization of related premiums and discounts and finance costs.

Weighted Average Stabilized Capitalization ("Cap") Rate is calculated as Stabilized NOI divided by the Acquisition Price.



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<http://prologis.mediaroom.com/2020-10-20-Prologis-Reports-Third-Quarter-2020-Earnings-Results>