

Prologis Announces Debt Tender Offer to Purchase Up to \$200 Million Maximum Tender Amount

PR Newswire
SAN FRANCISCO

SAN FRANCISCO, Oct. 27, 2015 /PRNewswire/ -- Prologis, Inc. (NYSE: PLD), announced today that its operating subsidiary, Prologis, L.P. ("Prologis"), has commenced a cash tender offer (the "Tender Offer") for the maximum aggregate principal amount of specified series of its outstanding debt and specified series of the outstanding debt of its indirect wholly owned subsidiary, Prologis (the "Trust") that it can purchase for \$200 million (including accrued and unpaid interest but excluding fees and expenses). The terms and conditions of the Tender Offer are described in Prologis' Offer to Purchase (the "Offer to Purchase") and the related Letter of Transmittal, each dated today.

The Tender Offer

The Tender Offer consists of a maximum tender offer made pursuant to the Offer to Purchase, which sets forth a comprehensive description of the terms of the Tender Offer.

In the Tender Offer, Prologis is offering to purchase, subject to the maximum tender amount of \$200,000,000 (described below) and any resulting proration, the notes of the series listed below.

| CUSIP Numbers | Title of Security | Principal Amount Outstanding (US\$) | Acceptance Priority Level | Reference U.S. Security Treasury | Bloomberg Reference Page | Fixed Spread (basis points) | Early Tender Payment (1)(2) | Hypothetical Total Consideration(1)(3) |
|---------------|--|-------------------------------------|---------------------------|-------------------------------------|--------------------------|-----------------------------|-----------------------------|--|
| 74340X AU5 | Prologis, L.P. 6.875% Notes due March 15, 2020 | \$269,939,000 | 1 | 1.375% due September 30, 2020 | FIT1 | 95 | \$30.00 | \$1,174.05 |
| 743410 AW2 | Trust 6.875% Notes due March 15, 2020 | \$13,699,000 | 1 | 1.375% due September 30, 2020 | FIT1 | 95 | \$30.00 | \$1,174.05 |
| 74340X AN1 | Prologis, L.P. 7.375% Notes due October 30, 2019 | \$161,388,000 | 2 | 1.375% due September 30, 2020 | FIT1 | 90 | \$30.00 | \$1,189.54 |
| 743410 AV4 | Trust 7.375% Notes due October 30, 2019 | \$9,266,000 | 2 | 1.375% due September 30, 2020 | FIT1 | 90 | \$30.00 | \$1,189.54 |
| 00163M AK0 | Prologis, L.P. 6.625% Notes due December 1, 2019 | \$122,812,000 | 3 | 1.375% due September 30, 2020 | FIT1 | 95 | \$30.00 | \$1,162.82 |

(1) Per \$1,000 principal amount of notes validly tendered and accepted for purchase. Does not include accrued and unpaid interest, which will be paid on notes accepted for purchase.

(2) Included in the total consideration for notes validly tendered and not validly withdrawn at or prior to the

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| | Early Tender Time. |
| (3) | The hypothetical Total Consideration for the Prologis, L.P. 6.875% Notes due March 15, 2020 and the Trust 6.875% Notes due March 15, 2020 is calculated based on a yield to the optional redemption date of December 16, 2019 using a redemption price of 100.00% of the principal amount of such notes. The hypothetical Total Consideration for each other series of notes is calculated based on a yield to the maturity date for each series of notes. |

The amounts of each series of notes that are purchased in the Tender Offer will be determined in accordance with the Acceptance Priority Levels set forth in the Offer to Purchase, with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level. All notes validly tendered and not validly withdrawn in the Tender Offer having a higher Acceptance Priority Level will be accepted before any tendered notes having a lower Acceptance Priority Level are accepted in the Tender Offer. Notes of the series in the lowest Acceptance Priority Level accepted for purchase in accordance with the terms and conditions set forth in the Offer to Purchase may be subject to proration so that Prologis will only accept for purchase notes having an aggregate purchase price (including accrued and unpaid interest but excluding fees and expenses) of up to \$200,000,000, as described in the Offer to Purchase.

The Tender Offer is scheduled to expire at 11:59 pm, NYC time, on November 24, 2015, (the "Expiration Time") unless extended or earlier terminated by Prologis, at its sole discretion. Holders of notes subject to the Tender Offer must validly tender and not validly withdraw their notes at or prior to 5:00 pm, NYC time, on November 9, 2015 (the "Early Tender Time"), unless extended or earlier terminated by Prologis at its sole discretion, to be eligible to receive the applicable total consideration, which includes an early tender payment, outlined in the table above. Holders of notes subject to the Tender Offer who tender their notes after the Early Tender Time and at or prior to the Expiration Time, will be eligible to receive the applicable tender offer consideration, which is the total consideration minus the early tender payment, outlined in the table above. The applicable total consideration or tender offer consideration will only be paid to holders of tendered notes that are subject to the Tender Offer to the extent that Prologis accepts such notes for purchase. Holders of notes subject to the Tender Offer may not withdraw their tendered notes after the Early Tender Time, subject to applicable law.

Notes tendered before the Early Tender Time may be validly withdrawn at any time before 5:00 p.m., NYC time, on November 9, 2015, unless extended or the Tender Offer is earlier terminated by Prologis in its sole discretion, but not thereafter.

The total consideration for each \$1,000 principal amount of notes validly tendered and accepted for payment pursuant to the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to a fixed spread specified for each series of notes over the yield based on the bid side price of the U.S. Treasury Security specified for each series of notes on the front page of the Offer to Purchase or in the table above, as calculated by the dealer managers at 11:00 am NYC time on November 10, 2015. In addition to the total consideration or the tender offer consideration, as applicable, accrued and unpaid interest on the purchased notes will be paid from the applicable last interest payment date to, but not including, the settlement date for such purchased notes.

The settlement date for the Tender Offer will follow promptly after the Expiration Time. The Dealer Managers for the Tender Offer are Goldman, Sachs & Co. and J.P. Morgan. Questions regarding the Tender Offer may be directed to Goldman Sachs at 800-828-3182 (toll-free) or 212-357-1039 (collect); or J.P. Morgan at 866-834-4666 (toll-free) and 212-834-3424 (collect). Copies of the Offer to Purchase and the related Letter of Transmittal may be obtained from the Information Agent, Global Bondholder Services Corporation at 866-470-4200 (toll-free) or 212-430-3774 (collect) or in writing at 65 Broadway, Suite 404, New York, NY 10006.

The Tender Offer is subject to the satisfaction of certain conditions set forth in the Offer to Purchase and the related Letter of Transmittal, including a financing condition. If any of the conditions are not satisfied, Prologis will not be obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered notes and may terminate the Tender Offer, in each event subject to applicable laws. The Tender Offer is not conditioned on the tender of a minimum principal amount of notes. Prologis is not soliciting consents from holders of notes in connection with the Tender Offer.

This press release is neither an offer to purchase, nor a solicitation of an offer to sell the notes or any other securities. Prologis is making the Tender Offer only by, and pursuant to, the terms of the Offer to Purchase and the related Letter of Transmittal. The Tender Offer is not being made in any jurisdiction in which the making of or acceptance thereof would not be in compliance with the securities laws, blue sky laws or other laws of such jurisdiction. None of Prologis, Prologis, Inc., the Trust, its trustees, the Dealer Managers, the Depositary or the Information Agent or any of their respective affiliates make any recommendation as to whether holders should tender or refrain from tendering their notes. Holders must make their own decision as to whether to tender

notes and, if so, the principal amount of the notes to tender.

ABOUT PROLOGIS

Prologis, Inc. is the global leader in industrial real estate. As of September 30, 2015, Prologis owned or had investments in, on a wholly owned basis or through co-investment ventures, properties and development projects expected to total approximately 671 million square feet (62 million square meters) in 21 countries. The company leases modern distribution facilities to more than 5,200 customers, including third-party logistics providers, transportation companies, retailers and manufacturers.

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 Prologis operates, management's beliefs and assumptions made by management. Such statements involve uncertainties that could significantly impact Prologis' financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," 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 and changes in sales or contribution volume of properties, disposition activity, general conditions in the geographic areas where we operate, our debt 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 climates, (ii) changes in 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 ("REIT") status and tax structuring, (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 and funds, including our ability to establish new co-investment ventures and funds, (viii) risks of doing business internationally, including currency risks, (ix) environmental uncertainties, including risks of natural disasters, and (x) those additional factors discussed in reports filed with the Securities and Exchange Commission by Prologis under the heading "Risk Factors." Prologis undertakes no duty to update any forward-looking statements appearing in this document.

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SOURCE Prologis, Inc.

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