

Prologis Reports Third Quarter 2018 Earnings Results

SAN FRANCISCO, Oct. 16, 2018 /PRNewswire/ -- Prologis, Inc. (NYSE: PLD), the global leader in logistics real estate, today reported results for the third quarter of 2018.

Net earnings per diluted share was \$0.60 compared with \$1.63 for the third quarter of 2017. The prior period included \$585 million or \$1.08 per diluted share of higher gains on dispositions. Core funds from operations* per diluted share was \$0.72 compared with \$0.67 for the same period in 2017.

"Demand for well-located logistics real estate is strong, with customers prioritizing proximity to consumers to offset supply chain costs such as labor and transportation," said Hamid R. Moghadam, chairman and CEO, Prologis. "Market rent growth in Europe continued to accelerate, and we believe it may surpass that of the U.S. in 2019."

Moghadam added, "The integration of the DCT Industrial acquisition on August 22 is complete. We've hit the expected run rate of \$80 million per year of immediate savings and the team is now focused on realizing the revenue and platform synergies associated with this transaction."

OPERATING RESULTS STRONG ACROSS THE BOARD

| Owned & Managed | 3Q18 | 3Q17 | Notes |
|----------------------|--------|--------|---|
| Period End Occupancy | 97.5% | 96.3% | Europe at 98.0% |
| Leases Commenced | 37 MSF | 36 MSF | Development leasing vol. totaled ~5 MSF |

| Prologis Share | 3Q18 | 3Q17 | Notes |
|---------------------------|-------|-------|----------------------|
| Net Effective Rent Change | 22.6% | 20.5% | Led by U.S. at 30.4% |
| Cash Rent Change | 11.6% | 8.1% | Led by U.S. at 16.7% |
| Cash Same Store NOI* | 5.9% | 5.4% | Led by U.S. at 7.1% |

PROFITABLE CAPITAL RECYCLING

| Prologis Share | 3Q18 |
|---|--------------------|
| Building Acquisitions | \$86M ¹ |
| Weighted avg stabilized cap rate | 5.0% |
| Development Stabilizations | \$290M |
| Estimated weighted avg yield | 6.7% |
| Estimated weighted avg margin | 35.9% |
| Estimated value creation | \$104M |
| Development Starts | \$388M |
| Estimated weighted avg margin | 17.3% |
| Estimated value creation | \$67M |
| % Build-to-suit | 34.8% |
| Total Dispositions and Contributions | \$462M |
| Weighted avg stabilized cap rate (excluding land and other real estate) | 4.9% |

¹. Excludes the acquisition of DCT Industrial Trust

ACCESS TO GLOBAL CAPITAL MARKETS

As previously announced, Prologis issued approximately \$1.3 billion of yen- and euro-denominated bonds during the quarter. The company has reduced its weighted average interest rate to 2.7 percent and extended its weighted average remaining term to 6.3 years.

The company ended the third quarter with leverage of 22.5 percent on a market capitalization basis, debt-to-adjusted EBITDA* of 4.4x and \$3.5 billion of liquidity.

GUIDANCE RANGE NARROWED FOR 2018

"Our cash same store NOI results are in line with our sector-leading guidance," said Thomas S. Olinger, chief financial officer, Prologis. "At the midpoint of our 2018 guidance, our annual Core FFO* growth will have averaged more than 9 percent, excluding promotes, and more than 8 percent with promotes over the last two years. Looking ahead, we remain well-positioned to deliver superior growth given the rental upside embedded in our portfolio and our ability to create value from the build-out of our land bank."

2018 GUIDANCE (UPDATES TO PRIOR GUIDANCE ONLY)

| Earnings (per diluted share) | Previous | Revised |
|------------------------------|------------------|------------------|
| Net Earnings | \$2.67 to \$2.73 | \$2.68 to \$2.72 |
| Core FFO* | \$3.00 to \$3.04 | \$3.01 to \$3.03 |

| Other Assumptions (in millions) | Previous | Revised |
|---|----------------|----------------|
| Strategic capital revenue, excl promote revenue | \$270 to \$280 | \$280 to \$285 |
| Net promote income | \$68 to \$78 | \$74 to \$79 |
| General & administrative expenses | \$227 to \$237 | \$235 to \$240 |

| Prologis Share Capital Deployment (in millions) | Previous | Revised |
|---|--------------------|--------------------|
| Development stabilizations | \$1,800 to 2,000 | \$1,900 to 2,100 |
| Development starts | \$2,300 to \$2,600 | \$2,400 to \$2,600 |
| Building acquisitions | \$300 to \$500 | \$300 to \$400 |
| Building and land dispositions | \$1,400 to \$1,700 | \$1,400 to \$1,600 |
| Building contributions | \$1,500 to \$1,800 | \$1,600 to \$1,800 |
| Net Proceeds / (Uses) | \$300 to \$400 | \$300 to \$400 |

The earnings guidance described above includes potential future gains recognized from real estate transactions but excludes any future foreign currency or derivative gains or losses as these items are difficult to predict. 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 2018 relates predominantly to these items. Please refer to our third quarter Supplemental Information, which is available on our Investor Relations website at www.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.

WEBCAST & CONFERENCE CALL INFORMATION

Prologis will host a live webcast and conference call to discuss quarterly results, current market conditions and future outlook. Here are the event details:

- Tuesday, October 16, 2018, at 12 p.m. U.S. Eastern time.
- Live webcast at <http://ir.prologis.com> by clicking Investors>Investor Events and Presentations.
- Dial in: +1 (877) 209-4258 (toll-free from the United States and Canada) or +1 (647) 689-5198 (from all other countries) and enter Passcode 1967798.

A telephonic replay will be available October 16-23 at +1 (800) 585-8367 (from the United States and Canada) or +1 (416) 621-4642 (from all other countries) using conference code 1967798. The webcast replay will be posted when available in the Investor Relations "Events & Presentations" section.

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, 2018, 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 771 million square feet (72 million square meters) in 19 countries. Prologis leases modern distribution facilities to a diverse base of approximately 5,500 customers 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," "estimates" and 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, 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 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 status, tax structuring and income tax 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 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 us under the heading "Risk Factors." We undertake no duty to update any forward-looking statements appearing in this document.

*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.

| dollars in millions, except per share/unit data | Three Months ended | | Nine Months ended | |
|---|---------------------------|----------------------|--------------------------|----------------------|
| | September 30, | September 30, | September 30, | September 30, |
| | 2018 | 2017 | 2018 | 2017 |
| Rental and other revenues | \$ 611 | \$ 535 | \$ 1,717 | \$ 1,692 |
| Strategic capital revenues | 71 | 68 | 280 | 306 |
| Total revenues | 682 | 603 | 1,997 | 1,998 |
| Net earnings attributable to common stockholders | 346 | 876 | 1,047 | 1,346 |
| Core FFO attributable to common stockholders/unitholders* | 427 | 370 | 1,262 | 1,178 |
| AFFO attributable to common stockholders/unitholders* | 462 | 460 | 1,424 | 1,212 |
| Adjusted EBITDA attributable to common stockholders* | 710 | 665 | 2,005 | 1,814 |
| Estimated value creation from development stabilizations - Prologis Share | 104 | 212 | 475 | 431 |
| Common stock dividends and common limited partnership unit distributions | 315 | 244 | 849 | 730 |
| Per common share - diluted: | | | | |
| Net earnings attributable to common stockholders | \$0.60 | \$1.63 | \$ 1.90 | \$2.51 |
| Core FFO attributable to common stockholders/unitholders* | 0.72 | 0.67 | 2.22 | 2.14 |
| Business line reporting: | | | | |
| Real estate operations* | 0.67 | 0.62 | 1.96 | 1.79 |
| Strategic capital* | 0.05 | 0.05 | 0.26 | 0.35 |
| Core FFO attributable to common stockholders/unitholders* | 0.72 | 0.67 | 2.22 | 2.14 |
| Realized development gains, net of taxes | 0.17 | 0.28 | 0.56 | 0.41 |
| Dividends and distributions per common share/unit | 0.48 | 0.44 | 1.44 | 1.32 |

* This is a non-GAAP financial measure, please see below for further explanation.

| in thousands | September 30, 2018 | June 30, 2018 | December 31, 2017 |
|--|-----------------------|-------------------|----------------------|
| Assets: | | | |
| Investments in real estate properties: | | | |
| | | \$ | |
| Operating properties | \$ 30,473,036 | 22,267,134 | \$ 22,585,327 |
| Development portfolio | 2,010,046 | 1,655,895 | 1,593,489 |
| Land | 1,264,815 | 1,111,185 | 1,154,383 |
| Other real estate investments | 537,886 | 521,129 | 505,445 |
| | <u>34,285,783</u> | <u>25,555,343</u> | <u>25,838,644</u> |
| Less accumulated depreciation | 4,451,434 | 4,283,877 | 4,059,348 |
| Net investments in real estate properties | 29,834,349 | 21,271,466 | 21,779,296 |
| Investments in and advances to unconsolidated entities | 5,618,178 | 5,414,623 | 5,496,450 |
| Assets held for sale or contribution | 761,575 | 892,546 | 342,060 |
| Notes receivable backed by real estate | - | - | 34,260 |
| Net investments in real estate | <u>36,214,102</u> | <u>27,578,635</u> | <u>27,652,066</u> |
| Cash and cash equivalents | 275,562 | 527,830 | 447,046 |
| Other assets | 1,778,498 | 1,396,417 | 1,381,963 |
| | | \$ | |
| Total assets | \$ 38,268,162 | 29,502,882 | \$ 29,481,075 |
| Liabilities and Equity: | | | |
| Liabilities: | | | |
| | | \$ | |
| Debt | \$ 11,232,129 | 9,427,124 | \$ 9,412,631 |
| Accounts payable, accrued expenses and other liabilities | 1,598,378 | 1,349,255 | 1,362,703 |
| Total liabilities | <u>12,830,507</u> | <u>10,776,379</u> | <u>10,775,334</u> |
| Equity: | | | |
| Stockholders' equity | 22,030,599 | 15,638,570 | 15,631,158 |
| Noncontrolling interests | 2,743,408 | 2,624,175 | 2,660,242 |
| Noncontrolling interests - limited partnership unitholders | 663,648 | 463,758 | 414,341 |
| Total equity | <u>25,437,655</u> | <u>18,726,503</u> | <u>18,705,741</u> |
| | | \$ | |
| Total liabilities and equity | \$ 38,268,162 | 29,502,882 | \$ 29,481,075 |

| in thousands, except per share amounts | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------------|------------------------------------|------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Revenues: | | | | |
| Rental | \$ 608,974 | \$ 531,182 | \$ 1,709,596 | \$ 1,674,492 |
| Strategic capital | 71,142 | 68,042 | 279,800 | 305,741 |
| Development management and other | 2,316 | 3,650 | 7,968 | 17,979 |
| Total revenues | <u>682,432</u> | <u>602,874</u> | <u>1,997,364</u> | <u>1,998,212</u> |
| Expenses: | | | | |
| Rental | 147,184 | 128,735 | 423,454 | 429,185 |
| Strategic capital | 35,390 | 35,996 | 114,100 | 119,781 |
| General and administrative | 62,244 | 57,656 | 182,287 | 171,350 |
| Depreciation and amortization | 252,702 | 201,903 | 660,456 | 656,639 |
| Other | 3,391 | 3,093 | 11,145 | 8,608 |
| Total expenses | <u>500,911</u> | <u>427,383</u> | <u>1,391,442</u> | <u>1,385,563</u> |
| Operating income | 181,521 | 175,491 | 605,922 | 612,649 |
| Other income (expense): | | | | |

| | | | | |
|---|-------------------|-------------------|---------------------|---------------------|
| Earnings from unconsolidated co-investment ventures, net | 56,342 | 53,775 | 164,983 | 160,400 |
| Earnings from other unconsolidated ventures, net | 292 | 1,291 | 16,856 | 11,867 |
| Interest expense | (64,186) | (64,190) | (166,761) | (212,456) |
| Gains on dispositions of development properties and land, net | 108,049 | 168,214 | 329,286 | 235,734 |
| Gains on dispositions of real estate, net (excluding development properties and land) | 86,009 | 610,839 | 154,144 | 723,650 |
| Foreign currency and derivative gains (losses) and interest and other income, net | 23,404 | (14,056) | 75,309 | (36,834) |
| Losses on early extinguishment of debt, net | (1,955) | - | (2,657) | (30,596) |
| Total other income | 207,955 | 755,873 | 571,160 | 851,765 |
| Earnings before income taxes | 389,476 | 931,364 | 1,177,082 | 1,464,414 |
| Current income tax expense | (13,841) | (20,412) | (45,691) | (42,525) |
| Deferred income tax benefit (expense) | (115) | 2,465 | 1,079 | 197 |
| Consolidated net earnings | 375,520 | 913,417 | 1,132,470 | 1,422,086 |
| Net earnings attributable to noncontrolling interests | (17,264) | (11,411) | (50,204) | (33,534) |
| Net earnings attributable to noncontrolling interests - limited partnership units | (10,420) | (24,113) | (30,965) | (37,113) |
| Net earnings attributable to controlling interests | 347,836 | 877,893 | 1,051,301 | 1,351,439 |
| Preferred stock dividends | (1,491) | (1,675) | (4,443) | (5,023) |
| Net earnings attributable to common stockholders | \$ 346,345 | \$ 876,218 | \$ 1,046,858 | \$ 1,346,416 |
| Weighted average common shares outstanding - Diluted | 597,647 | 554,163 | 568,599 | 551,618 |
| Net earnings per share attributable to common stockholders - Diluted | \$ 0.60 | \$ 1.63 | \$ 1.90 | \$ 2.51 |

in thousands

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|-------------------|--|---------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net earnings attributable to common stockholders | \$ 346,345 | \$ 876,218 | \$ 1,046,858 | \$ 1,346,416 |
| Add (deduct) NAREIT defined adjustments: | | | | |
| Real estate related depreciation and amortization | 244,475 | 194,023 | 634,804 | 633,224 |
| Gains on dispositions of real estate, net (excluding development properties and land) | (86,009) | (610,839) | (154,144) | (723,650) |
| Reconciling items related to noncontrolling interests | (9,705) | 1,074 | (33,132) | (40,633) |
| Our share of reconciling items related to unconsolidated co-investment ventures | 50,306 | 46,588 | 152,216 | 102,636 |
| Our share of reconciling items related to other unconsolidated ventures | 2,056 | 1,731 | 5,330 | 5,031 |
| Subtotal-NAREIT defined FFO attributable to common stockholders/unitholders* | \$ 547,468 | \$ 508,795 | \$ 1,651,932 | \$ 1,323,024 |

Add (deduct) our defined adjustments:
Unrealized foreign currency and

| | | | | |
|---|-------------------|-------------------|---------------------|---------------------|
| derivative losses (gains), net | (20,750) | 20,294 | (73,276) | 55,800 |
| Deferred income tax expense (benefit) | 115 | (2,465) | (1,079) | (197) |
| Current income tax expense on dispositions related to acquired tax assets | - | 757 | 878 | 90 |
| Reconciling items related to noncontrolling interests | 74 | (22) | 118 | (9) |
| Our share of reconciling items related to unconsolidated co-investment ventures | 1,789 | (612) | 2,979 | (2,441) |
| FFO, as modified by Prologis attributable to common stockholders/unitholders* | \$ 528,696 | \$ 526,747 | \$ 1,581,552 | \$ 1,376,267 |
| Adjustments to arrive at Core FFO attributable to common stockholders/unitholders*: | | | | |
| Gains on dispositions of development properties and land, net | (108,049) | (168,214) | (329,286) | (235,734) |
| Current income tax expense on dispositions | 3,162 | 11,662 | 13,581 | 12,573 |
| Losses on early extinguishment of debt, net | 1,955 | - | 2,657 | 30,596 |
| Reconciling items related to noncontrolling interests | (153) | (8) | 5,267 | (687) |
| Our share of reconciling items related to unconsolidated co-investment ventures | 495 | (386) | 1,223 | (191) |
| Our share of reconciling items related to other unconsolidated ventures | 1,378 | (71) | (13,166) | (4,938) |
| Core FFO attributable to common stockholders/unitholders* | \$ 427,484 | \$ 369,730 | \$ 1,261,828 | \$ 1,177,886 |
| 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 | 108,049 | 168,214 | 329,286 | 235,734 |
| Current income tax expense on dispositions | (3,162) | (11,662) | (13,581) | (12,573) |
| Straight-lined rents and amortization of lease intangibles | (19,003) | (17,314) | (45,372) | (66,233) |
| Property improvements | (28,888) | (22,365) | (59,862) | (50,030) |
| Turnover costs | (31,852) | (37,100) | (91,194) | (115,442) |
| Amortization of debt discount (premium), financing costs and management contracts, net | 2,879 | 3,740 | 9,684 | 992 |
| Stock compensation expense | 18,947 | 20,487 | 58,029 | 58,091 |
| Reconciling items related to noncontrolling interests | 7,346 | 5,685 | 14,478 | 26,257 |
| Our share of reconciling items related to unconsolidated ventures | (20,236) | (18,950) | (39,236) | (42,932) |
| AFFO attributable to common stockholders/unitholders* | \$ 461,564 | \$ 460,465 | \$ 1,424,060 | \$ 1,211,750 |

* This is a non-GAAP financial measure, please see below for further explanation.

in thousands

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|-------------------|--|---------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net earnings attributable to common stockholders | \$ 346,345 | \$ 876,218 | \$ 1,046,858 | \$ 1,346,416 |
| Gains on dispositions of real estate, net (excluding development properties and land) | (86,009) | (610,839) | (154,144) | (723,650) |
| Depreciation and amortization expenses | 252,702 | 201,903 | 660,456 | 656,639 |
| Interest expense | 64,186 | 64,190 | 166,761 | 212,456 |
| Losses on early extinguishment of debt, net | 1,955 | - | 2,657 | 30,596 |
| Current and deferred income tax expense, net | 13,956 | 17,947 | 44,612 | 42,328 |
| Net earnings attributable to noncontrolling interests - limited partnership unitholders | 10,420 | 24,113 | 30,965 | 37,113 |
| Pro forma adjustments | 54,517 | 3,519 | 58,660 | 14,605 |
| Preferred stock dividends | 1,491 | 1,675 | 4,443 | 5,023 |
| Unrealized foreign currency and derivative losses (gains), net | (20,750) | 20,294 | (73,276) | 55,800 |
| Stock compensation expense | 18,947 | 20,487 | 58,029 | 58,091 |
| Adjusted EBITDA, consolidated* | \$ 657,760 | \$ 619,507 | \$ 1,846,021 | \$ 1,735,417 |
| Reconciling items related to noncontrolling interests | (20,781) | (24,420) | (66,209) | (84,108) |
| Our share of reconciling items related to unconsolidated ventures | 72,606 | 69,690 | 225,232 | 162,532 |
| Adjusted EBITDA attributable to common stockholders/unitholders* | \$ 709,585 | \$ 664,777 | \$ 2,005,044 | \$ 1,813,841 |

* This is a non-GAAP financial measure, please see below 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, 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 Sep. 30, | | Nine Months Ended Sep. 30, | |
|--|--------------------------------|-------------------|-------------------------------|---------------------|
| | 2018 | 2017 | 2018 | 2017 |
| Net earnings | | | | |
| Net earnings attributable to common stockholders | \$ 346,345 | \$ 876,218 | \$ 1,046,858 | \$ 1,346,416 |
| Noncontrolling interest attributable to exchangeable limited partnership units | 10,593 | 24,362 | 31,502 | 38,127 |
| Adjusted net earnings attributable to common stockholders - Diluted | \$ 356,938 | \$ 900,580 | \$ 1,078,360 | \$ 1,384,543 |
| Weighted average common shares outstanding - Basic | 574,520 | 531,288 | 546,612 | 530,036 |
| Incremental weighted average effect on exchange of limited partnership units | 18,153 | 15,641 | 17,097 | 16,150 |
| Incremental weighted average effect of equity awards | 4,974 | 7,234 | 4,890 | 5,432 |
| Weighted average common shares outstanding - Diluted | 597,647 | 554,163 | 568,599 | 551,618 |
| Net earnings per share - Basic | \$ 0.60 | \$ 1.65 | \$ 1.92 | \$ 2.54 |
| Net earnings per share - Diluted | \$ 0.60 | \$ 1.63 | \$ 1.90 | \$ 2.51 |
| Core FFO | | | | |
| Core FFO attributable to common stockholders/unitholders | \$ 427,484 | \$ 369,730 | \$ 1,261,828 | \$ 1,177,886 |
| Noncontrolling interest attributable to exchangeable limited partnership units | 395 | 572 | 1,177 | 2,488 |
| Core FFO attributable to common stockholders/unitholders - Diluted | \$ 427,879 | \$ 370,302 | \$ 1,263,005 | \$ 1,180,374 |
| Weighted average common shares outstanding - Basic | 574,520 | 531,288 | 546,612 | 530,036 |

| | | | | |
|--|----------------|----------------|----------------|----------------|
| Incremental weighted average effect on exchange of limited partnership units | 18,153 | 15,641 | 17,097 | 16,150 |
| Incremental weighted average effect of equity awards | 4,974 | 7,234 | 4,890 | 5,432 |
| Weighted average common shares outstanding - Diluted | 597,647 | 554,163 | 568,599 | 551,618 |
| Core FFO per share - Diluted | \$ 0.72 | \$ 0.67 | \$ 2.22 | \$ 2.14 |

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 development properties as Stabilized NOI divided by TEI.

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) unhedged foreign currency exchange gains and losses resulting from debt transactions between us and our foreign consolidated subsidiaries and our foreign unconsolidated entities;
- (iv) foreign currency exchange gains and losses from the remeasurement (based on current foreign currency exchange rates) of certain third party debt of our foreign consolidated and unconsolidated entities; and
- (v) mark-to-market adjustments associated with 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 recognized 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 and transaction costs 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 non-development 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 | \$ 2.68 | \$ 2.72 |
| Our share of: | | |
| Depreciation and amortization | 1.80 | 1.82 |
| Net gains on real estate transactions, net of taxes | (1.36) | (1.40) |
| Unrealized foreign currency losses and other, net | (0.11) | (0.11) |
| Core FFO | \$ 3.01 | \$ 3.03 |

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 periods 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.

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 to analyze our ongoing business operations.

We define our same store population for the three months ended June 30, 2018 as our owned and managed properties that were in the Operating Portfolio at January 1, 2017 and owned throughout the end of the same three month period in both 2018 and 2017. The same store population excludes development properties that were not stabilized at the beginning of the period (January 1, 2017) and properties acquired or disposed of to third parties during the period. Beginning January 1, 2018, we modified our definition of same store to align on

consistent methodologies with members of the industrial REIT group. This did not materially change our historical amounts reported. 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. We believe the factors that affect rental revenues, rental recoveries, rental expenses and NOI in the same store portfolio are generally the same as for our consolidated portfolio.

As our same store measures are non-GAAP financial measures, they have certain limitations as analytical tools and may vary among real estate companies. As a result, we provide a reconciliation of rental revenues, rental recoveries and rental expenses from our Consolidated Financial Statements prepared in accordance with GAAP to same store property NOI with explanations of how these metrics are calculated. In addition, we further remove certain noncash items (straight-line rent adjustments and amortization of lease intangibles) included in the financial statements prepared in accordance with GAAP to reflect a cash same store number. To clearly label these metrics, they are categorized as same store portfolio NOI - net effective and same store portfolio NOI - cash.

The following is a reconciliation of our consolidated rental revenues, rental recoveries, rental expenses and property NOI, as included in the Consolidated Statements of Income, to the respective amounts in our same store portfolio analysis:

| dollars in thousands | Three Months Ended Sep. 30, | | | |
|--|--|-------------------|---------------|--------------|
| | 2018 | 2017 | Change | (%) |
| Rental revenues: | | | | |
| Rental revenues | \$ 476,865 | \$ 416,427 | | |
| Rental recoveries | 132,109 | 114,755 | | |
| Per the Consolidated Statements of Income (a) | <u>608,974</u> | <u>531,182</u> | | |
| Adjustments to derive same store results: | | | | |
| Properties not included in same store portfolio and other adjustments (a)(b) | (122,458) | (66,000) | | |
| Unconsolidated co-investment ventures (a) | 535,634 | 512,793 | | |
| Same Store - rental revenues - net effective | \$ 1,022,150 | \$ 977,975 | | 4.5 % |
| Straight-line rent adjustments | (8,717) | (17,178) | | |
| Fair value lease adjustments | 241 | (289) | | |
| Same Store - rental revenues - cash | \$ 1,013,674 | \$ 960,508 | | 5.5 % |
| Rental expenses: | | | | |
| Per the Consolidated Statements of Income (a) | \$ 147,184 | \$ 128,735 | | |
| Adjustments to derive same store results: | | | | |
| Properties not included in same store portfolio and other adjustments (a)(c) | (18,329) | (6,836) | | |
| Unconsolidated co-investment ventures (a) | 118,541 | 111,786 | | |
| Same Store - rental expenses - net effective and cash | \$ 247,396 | \$ 233,685 | | 5.9 % |
| Same Store - NOI - Net Effective | \$ 774,754 | \$ 744,290 | | 4.1 % |
| Same Store - NOI - Net Effective - Prologis Share (d) | \$ 444,241 | \$ 425,101 | | 4.5 % |
| Same Store - NOI - Cash | \$ 766,278 | \$ 726,823 | | 5.4 % |
| Same Store - NOI - Cash - Prologis Share (d) | \$ 440,197 | \$ 415,867 | | 5.9 % |

- (a) We include 100% of the same store NOI from the properties in our same store portfolio. During the periods presented, certain properties owned by us 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 unconsolidated entities subsequent to the contribution date). As a result, only line items labeled "same store portfolio" are comparable period over period.
- (b) We exclude non-industrial real estate properties and properties held for sale, along with development properties that were not stabilized at the beginning of the reporting period or 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.

- (c) Rental expenses include the direct operating expenses of the property such as property taxes, insurance and utilities. In addition, we include an allocation of the 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 expenses.*
- (d) Same Store- NOI- Prologis Share is calculated using the underlying building information from the Same Store NOI - Net Effective and NOI - Cash calculations and applying our ownership percentage as of September 30, 2018 to the NOI of each building for both periods.*

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



SOURCE Prologis, Inc.

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<http://prologis.mediaroom.com/2018-10-16-Prologis-Reports-Third-Quarter-2018-Earnings-Results>