

Prologis Reports Fourth Quarter and Full Year 2020 Earnings Results

SAN FRANCISCO, Jan. 26, 2021 /PRNewswire/ -- Prologis, Inc. (NYSE: PLD), the global leader in logistics real estate, reported results for the fourth quarter of 2020.

Net earnings per diluted share was \$0.38 for the quarter and \$2.01 for the year compared with \$0.61 and \$2.46 for the same periods in 2019. The decline in 2020 was due to lower gains on dispositions and higher costs from early extinguishment of debt.

Core funds from operations (Core FFO)* per diluted share was \$0.95 for the quarter, compared with \$0.84 for the same period in 2019. For the full year 2020, Core FFO per diluted share was \$3.80 compared with \$3.31 for the same period in 2019. Core FFO for full-year periods 2020 and 2019 included net promote income per diluted share of \$0.22 and \$0.18, respectively.

"The work we have done to create the best-in-class portfolio and the most efficient cost structure in the industry is delivering exceptional financial results," said Hamid R. Moghadam, chairman and CEO, Prologis. "The pandemic has pushed global supply chains to their limits. Increased e-commerce adoption and the rebuilding of inventories to meet consumer demand are structural forces in the logistics environment that will take years to play out."

Moghadam added, "The Prologis platform provides us with the ability to create value for our customers beyond our real estate from our unmatched purchasing power and significant investments in technology, innovation and data."

OPERATING PERFORMANCE

Owned & Managed	4Q20	Notes
Average Occupancy	95.8%	Up 50bps from Q3 2020
Leases Commenced	45.0 MSF	36.6 MSF operating portfolio and 8.4 MSF development portfolio
Retention	78.4%	Up 560bps from Q3 2020

Prologis Share	4Q20	Notes
Net Effective Rent Change	28.0%	Led by U.S. at 32.1%, a 2020 high watermark
Cash Rent Change	13.4%	
Cash Same Store NOI*	3.0%	Led by U.S. at 3.5%

DEPLOYMENT ACTIVITY

Prologis Share	4Q20	FY2020
Building Acquisitions	\$397M	\$912M
Weighted avg stabilized cap rate	4.1%	4.2%
Development Stabilizations	\$919M	\$2,493M
Estimated weighted avg yield	6.0%	6.3%
Estimated weighted avg margin	32.7%	37.8%
Estimated value creation	\$301M	\$942M
Development Starts	\$1,352M	\$2,112M
Estimated weighted avg margin	22.6%	24.9%
Estimated value creation	\$289M	\$507M
% Build-to-suit	28.3%	39.9%
Total Dispositions and Contributions	\$815M	\$2,435M
Weighted avg stabilized cap rate (excluding land and other real estate)	5.0%	5.0%

BALANCE SHEET & LIQUIDITY

During 2020, Prologis and its co-investment ventures issued \$10.4 billion of debt at a weighted average interest rate of 1.8 percent and a weighted average term of approximately 12 years. This activity includes \$6.3 billion in bond raises, including \$2.2 billion in green bonds issued at a weighted average rate of 1.1 percent.

Debt as a percentage of total market capitalization was 20.0 percent and the company's weighted average rate on its share of total debt was 2.0 percent with a weighted average remaining term of 9.7 years. At December 31, the company's unconsolidated co-investment ventures had liquidity of approximately \$3.0 billion and a loan-to-value ratio of approximately 19 percent. The combined investment capacity of Prologis and its open-ended vehicles, at levels in line with their current credit ratings, is over \$13 billion.

2021 GUIDANCE

"Year-over-year growth at the midpoint, excluding promotes, is forecasted to be more than 10 percent. Promote revenue will be negligible in 2021, and we expect to recognize two cents of net promote expense related to the amortization of costs from prior period promotes," said Thomas S. Olinger, chief financial officer, Prologis. "We expect to generate over \$1.0 billion in free cash flow after dividends and maintain a low dividend AFFO payout ratio in the mid-60 percent range."

Olinger added, "Since the ProLogis/AMB merger, our earnings CAGR of 9.5 percent has outperformed other logistics REITs¹ by more than 350 basis points annually. This is the result of the work we have done over the last 10 years building the premier portfolio that is critical to today's supply chain and centered squarely on our customers."

2021 GUIDANCE²

Earnings (per diluted share)

Net Earnings	\$2.36 to \$2.52
Core FFO*	\$3.88 to \$3.98
Core FFO, excluding net promote expense* ³	\$3.90 to \$4.00

Operations

Average occupancy	95.50% to 96.50%
Cash Same Store NOI* - PLD share	3.50% to 4.50%

Strategic Capital (in millions)

Strategic capital revenue, excl promote revenue	\$435 to \$450
Net promote income (expense) ³	(\$16)

G&A (in millions)

General & administrative expenses	\$290 to \$300
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Capital Deployment (in millions)	Prologis Share	Owned and Managed
Development stabilizations	\$1,900 to \$2,100	\$2,500 to \$2,800
Development starts	\$2,300 to \$2,700	\$2,700 to \$3,100
Building acquisitions	\$400 to \$800	\$1,000 to \$2,000
Building contributions	\$1,400 to \$1,700	\$1,800 to \$2,200
Building and land dispositions	\$1,000 to \$1,400	\$1,400 to \$2,000
Net proceeds (Uses)	(\$300) to (\$400)	(\$500) to (\$900)
Realized development gains - PLD share	\$500 to \$600	

1. Other logistics REITs include DRE, EGP, FR, REXR, STAG, TRNO.
2. At the midpoint, this includes approximately 30 basis points of bad debt expense.
3. We are further adjusting Core FFO to exclude \$0.02 of net promote expense. The expense relates to amortization of stock compensation issued to employees related to promote income recognized in prior periods.

* 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 fourth 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.

January 26, 2021, CALL DETAILS

The call will take place on Tuesday, January 26, 2021, 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 1358007. 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 December 31, 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 984 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) risks 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 September 30,		Nine Months ended September 30,	
	2020	2019	2020	2019
Rental and other revenues	\$ 991	\$ 728	\$3,802	\$ 2,839
Strategic capital revenues	121	98	637	492
Total revenues	1,112	826	4,439	3,331
Net earnings attributable to common stockholders	280	385	1,473	1,567
Core FFO attributable to common stockholders/unitholders*	723	551	2,864	2,164
AFFO attributable to common stockholders/unitholders*	618	599	2,875	2,276
Adjusted EBITDA attributable to common stockholders/unitholders*	964	854	4,067	3,153
Estimated value creation from development stabilizations - Prologis Share	301	236	942	911
Common stock dividends and common limited partnership unit distributions	444	348	1,776	1,390
Per common share - diluted:				
Net earnings attributable to common stockholders	\$0.38	\$0.61	\$2.01	\$2.46
Core FFO attributable to common stockholders/unitholders*	0.95	0.84	3.80	3.31
Business line reporting:				
Real estate operations*	0.87	0.75	3.30	2.87
Strategic capital*	0.08	0.09	0.50	0.44
Core FFO attributable to common stockholders/unitholders*	0.95	0.84	3.80	3.31
Realized development gains, net of taxes*	0.09	0.25	0.56	0.69
Dividends and distributions per common share/unit	0.58	0.53	2.32	2.12

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

in thousands	December 31, 2020	September 30, 2020	December 31, 2019
Assets:			
Investments in real estate properties:			
Operating properties	\$ 43,507,619	\$ 42,623,889	\$ 31,287,833
Development portfolio	1,882,611	2,032,238	1,869,267
Land	1,606,358	1,754,583	1,101,646
Other real estate investments	3,387,740	2,695,649	965,668
	<u>50,384,328</u>	<u>49,106,359</u>	<u>35,224,414</u>
Less accumulated depreciation	6,539,156	6,229,744	5,437,662
Net investments in real estate properties	43,845,172	42,876,615	29,786,752
Investments in and advances to unconsolidated entities	7,602,014	7,310,960	6,237,371
Assets held for sale or contribution	1,070,724	1,757,187	720,685
Net investments in real estate	<u>52,517,910</u>	<u>51,944,762</u>	<u>36,744,808</u>
Lease right-of-use assets	492,801	455,704	486,330
Cash and cash equivalents	598,086	940,193	1,088,855
Other assets	2,949,009	2,874,643	2,198,187
Total assets	\$ 56,065,005	\$ 55,759,598	\$ 40,031,850
Liabilities and Equity:			
Liabilities:			
Debt	\$ 16,849,076	\$ 16,518,126	\$ 11,905,877
Lease liabilities	486,972	448,534	471,634
Accounts payable, accrued expenses and other liabilities	2,891,349	2,752,165	2,054,189
Total liabilities	<u>19,740,425</u>	<u>19,270,291</u>	<u>13,960,066</u>
Equity:			
Stockholders' equity	31,971,547	32,097,175	22,653,127
Noncontrolling interests	3,483,526	3,502,996	2,775,394
Noncontrolling interests - limited partnership unitholders	869,507	889,136	643,263
Total equity	<u>36,324,580</u>	<u>36,489,307</u>	<u>26,071,784</u>
Total liabilities and equity	\$ 56,065,005	\$ 55,759,598	\$ 40,031,850

in thousands, except per share amounts	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2020	2019	2020	2019
Revenues:				
Rental	\$987,810	\$723,857	\$3,791,131	\$2,831,818
Strategic capital	120,745	98,470	636,987	491,886
Development management and other	3,042	3,689	10,617	6,917
Total revenues	<u>1,111,597</u>	<u>826,016</u>	<u>4,438,735</u>	<u>3,330,621</u>
Expenses:				
Rental	246,846	184,196	952,063	734,266
Strategic capital	44,131	45,993	218,041	184,661
General and administrative	66,144	65,542	274,845	266,718
Depreciation and amortization	417,066	289,240	1,561,969	1,139,879
Other	4,437	3,506	30,010	13,149
Total expenses	<u>778,624</u>	<u>588,477</u>	<u>3,036,928</u>	<u>2,338,673</u>
Operating income before gains on real estate transactions, net	332,973	237,539	1,401,807	991,948
Gains on dispositions of development properties and land, net	81,569	164,260	464,942	467,577
Gains on other dispositions of investments in real estate, net (excluding development properties and land)	67,838	157,841	252,195	390,241
Operating income	482,380	559,640	2,118,944	1,849,766
Other income (expense):				
Earnings from unconsolidated co-investment ventures, net	79,197	39,626	240,312	181,911
Earnings from other unconsolidated ventures, net	1,329	9,028	57,058	18,267
Interest expense	(76,856)	(60,080)	(314,507)	(239,953)
Foreign currency and derivative losses and interest and other income, net	(113,479)	(100,645)	(166,429)	(17,502)
Losses on early extinguishment of debt, net	(23,684)	(40)	(188,290)	(16,126)
Total other expense	<u>(133,493)</u>	<u>(112,111)</u>	<u>(371,856)</u>	<u>(73,403)</u>
Earnings before income taxes	348,887	447,529	1,747,088	1,776,363
Current income tax expense	(33,572)	(18,835)	(129,714)	(62,296)
Deferred income tax expense	(7,308)	(2,452)	(744)	(12,221)
Consolidated net earnings	308,007	426,242	1,616,630	1,701,846
Net earnings attributable to noncontrolling interests	(18,486)	(28,204)	(93,195)	(82,222)
Net earnings attributable to noncontrolling interests - limited partnership units	(7,627)	(11,047)	(41,621)	(46,665)
Net earnings attributable to controlling interests	281,894	386,991	1,481,814	1,572,959
Preferred stock dividends	(1,424)	(1,511)	(6,345)	(6,009)
Loss on preferred stock repurchase	-	-	(2,347)	-
Net earnings attributable to common stockholders	\$280,470	\$385,480	\$1,473,122	\$1,566,950
Weighted average common shares outstanding - Diluted	764,761	655,408	754,414	654,903
Net earnings per share attributable to common stockholders - Diluted	\$ 0.38	\$ 0.61	\$ 2.01	\$ 2.46

Three Months Ended Twelve Months Ended

in thousands	December 31,		December 31,	
	2020	2019	2020	2019
Net earnings attributable to common stockholders	\$280,470	\$385,480	\$1,473,122	\$1,566,950
Add (deduct) NAREIT defined adjustments:				
Real estate related depreciation and amortization	407,193	279,449	1,523,378	1,102,065
Gains on other dispositions of investments in real estate, net (excluding development properties and land)	(67,838)	(157,841)	(252,195)	(390,241)
Reconciling items related to noncontrolling interests	(22,114)	16,908	(57,400)	(8,190)
Our share of reconciling items related to unconsolidated co-investment ventures	50,812	61,749	237,558	235,043
Our share of reconciling items related to other unconsolidated ventures	12,247	2,714	30,283	11,035
NAREIT defined FFO attributable to common stockholders/unitholders*	\$660,770	\$588,459	\$2,954,746	\$2,516,662
Add (deduct) our defined adjustments:				
Unrealized foreign currency and derivative losses, net	101,790	121,749	160,383	68,971
Deferred income tax expense	7,308	2,452	744	12,221
Current income tax expense on dispositions related to acquired tax liabilities	1,530	-	5,589	-
Reconciling items related to noncontrolling interests	(729)	443	(1,449)	413
Our share of reconciling items related to unconsolidated co-investment ventures	(2,767)	(5,355)	(232)	(7,529)
FFO, as modified by Prologis attributable to common stockholders/unitholders*	\$767,902	\$707,748	\$3,119,781	\$2,590,738
Adjustments to arrive at Core FFO attributable to common stockholders/unitholders*:				
Gains on dispositions of development properties and land, net	(81,569)	(164,260)	(464,942)	(467,577)
Current income tax expense on dispositions	11,227	2,159	40,994	15,069
Losses on early extinguishment of debt, preferred stock repurchase and other, net	23,684	40	198,637	16,126
Reconciling items related to noncontrolling interests	131	36	(2,466)	186
Our share of reconciling items related to unconsolidated co-investment ventures	(110)	10,614	4,497	14,613
Our share of reconciling items related to other unconsolidated ventures	1,477	(5,145)	(32,353)	(5,138)
Core FFO attributable to common stockholders/unitholders*	\$722,742	\$551,192	\$2,864,148	\$2,164,017
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	81,569	164,260	464,942	467,577
Current income tax expense on dispositions	(11,227)	(2,159)	(40,994)	(15,069)
Straight-lined rents and amortization of lease intangibles	(39,274)	(23,036)	(133,466)	(105,097)
Property improvements	(58,136)	(53,897)	(149,491)	(135,346)
Turnover costs	(79,323)	(50,861)	(221,491)	(179,274)
Amortization of debt premium, financing costs and management contracts, net	2,726	4,682	9,434	18,279
Stock compensation amortization expense	23,471	25,090	109,831	97,557
Reconciling items related to noncontrolling interests	10,835	11,096	36,258	32,467
Our share of reconciling items related to unconsolidated ventures	(35,408)	(27,285)	(64,379)	(69,269)
AFFO attributable to common stockholders/unitholders*	\$617,975	\$599,082	\$2,874,792	\$2,275,842

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

in thousands	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2020	2019	2020	2019
Net earnings attributable to common stockholders	\$ 280,470	\$385,480	\$ 1,473,122	\$1,566,950
Gains on other dispositions of investments in real estate, net (excluding development properties and land)	(67,838)	(157,841)	(252,195)	(390,241)
Depreciation and amortization expenses	417,066	289,240	1,561,969	1,139,879
Interest expense	76,856	60,080	314,507	239,953
Current and deferred income tax expense, net	40,880	21,287	130,458	74,517
Net earnings attributable to noncontrolling interests - limited partnership unitholders	7,627	11,047	41,621	46,665
Pro forma adjustments	1,960	(2,461)	53,753	(272)
Preferred stock dividends	1,424	1,511	6,345	6,009
Unrealized foreign currency and derivative losses, net	101,790	121,749	160,383	68,971
Stock compensation amortization expense	23,471	25,090	109,831	97,557
Losses on early extinguishment of debt, preferred stock repurchase and other, net	23,684	40	198,637	16,126
Adjusted EBITDA, consolidated*	\$907,390	\$755,222	\$3,798,431	\$2,866,114
Reconciling items related to noncontrolling interests	(30,390)	6,049	(103,650)	(55,113)
Our share of reconciling items related to unconsolidated ventures	87,369	92,864	372,520	341,896
Adjusted EBITDA attributable to common stockholders/unitholders*	\$964,369	\$854,135	\$4,067,301	\$3,152,897

* 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, amortization of 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 Dec. 31,		Twelve Months Ended Dec. 31,	
	2020	2019	2020	2019
Net earnings				
Net earnings attributable to common stockholders	\$ 280,470	\$ 385,480	\$ 1,473,122	\$ 1,566,950
Noncontrolling interest attributable to exchangeable limited partnership units	7,686	11,148	41,938	46,986
Adjusted net earnings attributable to common stockholders - Diluted	\$ 288,156	\$ 396,628	\$ 1,515,060	\$ 1,613,936
Weighted average common shares outstanding - Basic	738,590	631,246	728,323	630,580
Incremental weighted average effect on exchange of limited partnership units	20,629	18,412	20,877	19,154
Incremental weighted average effect of equity awards	5,542	5,750	5,214	5,169
Weighted average common shares outstanding - Diluted	764,761	655,408	754,414	654,903
Net earnings per share - Basic	\$ 0.38	\$ 0.61	\$ 2.02	\$ 2.48
Net earnings per share - Diluted	\$ 0.38	\$ 0.61	\$ 2.01	\$ 2.46
Core FFO				
Core FFO attributable to common stockholders/unitholders	\$ 722,742	\$ 551,192	\$ 2,864,148	\$ 2,164,017
Noncontrolling interest attributable to exchangeable limited partnership units	131	163	598	646
Core FFO attributable to common stockholders/unitholders - Diluted	\$ 722,873	\$ 551,355	\$ 2,864,746	\$ 2,164,663
Weighted average common shares outstanding - Basic	738,590	631,246	728,323	630,580
Incremental weighted average effect on exchange of limited partnership units	20,629	18,412	20,877	19,154
Incremental weighted average effect of equity awards	5,542	5,750	5,214	5,169
Weighted average common shares outstanding - Diluted	764,761	655,408	754,414	654,903
Core FFO per share - Diluted	\$ 0.95	\$ 0.84	\$ 3.80	\$ 3.31

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	2021 Expected Completion	2022 and Thereafter Expected Completion	Total Development Portfolio
U.S.	6.0 %	6.0 %	6.1 %	6.0 %
Other Americas	9.8 %	6.9 %	- %	7.0 %
Europe	5.4 %	5.5 %	- %	5.5 %
Asia	5.5 %	5.5 %	5.3 %	5.4 %
Total	5.7 %	5.7 %	5.5 %	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; amortization of debt premiums and discounts and financing costs, net of amounts capitalized,
- (iv) and;
- (v) stock compensation amortization 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)	\$ 2.36	\$ 2.52
Our share of:		
Depreciation and amortization	2.38	2.42
Net gains on real estate transactions, net of taxes	(0.86)	(0.96)
Unrealized foreign currency gains and other, net	0.00	0.00
Core FFO	\$ 3.88	\$ 3.98

(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 December 31, 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	Dec. 31, 2019	Change (%)
Reconciliation of Consolidated Property NOI to Same Store Property NOI measures:			
Rental revenues	\$ 987,810	\$ 723,857	
Rental expenses	(246,846)	(184,196)	
Consolidated Property NOI	\$ 740,964	\$ 539,661	
<i>Adjustments to derive same store results:</i>			
Property NOI from consolidated properties not included in same store portfolio and other adjustments (a)	(252,566)	(60,646)	
Property NOI from unconsolidated co-investment ventures included in same store portfolio (a)(b)	514,622	492,464	
Third parties' share of Property NOI from properties included in same store portfolio (a)(b)	(414,532)	(402,988)	
Prologis Share of Same Store Property NOI - Net Effective (b)	\$ 588,488	\$ 568,491	3.5 %
Consolidated properties straight-line rent and fair value lease adjustments included in the same store portfolio (c)	(10,739)	(8,819)	
Unconsolidated co-investment ventures straight-line rent and fair value lease adjustments included in the same store portfolio (c)	(11,318)	(6,989)	
Third parties' share of straight-line rent and fair value lease adjustments included in the same store portfolio (b)(c)	8,809	5,842	
Prologis Share of Same Store Property NOI - Cash (b)(c)	\$ 575,240	\$ 558,525	3.0 %

- (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 December 31, 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 owned and managed properties. During the period, certain investment 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/2021-01-26-Prologis-Reports-Fourth-Quarter-and-Full-Year-2020-Earnings-Results>