



# STAG INDUSTRIAL

Fall 2021

# FORWARD-LOOKING STATEMENTS & DEFINITIONS



## Forward-Looking Statements

This presentation contains certain 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. STAG Industrial, Inc. ("STAG" or the "Company") intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe STAG's future plans, strategies and expectations, are generally identifiable by use of the words "believe," "will," "expect," "intend," "anticipate," "estimate," "should", "project" or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond STAG's control and which could materially affect actual results, performances or achievements. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, the risk factors discussed in STAG's most recent Annual Report on Form 10-K for the year ended December 31, 2020, as updated by the Company's subsequent reports filed with the Securities and Exchange Commission. Accordingly, there is no assurance that STAG's expectations will be realized. Except as otherwise required by the federal securities laws, STAG disclaims any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in STAG's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

## Defined Terms, Including Non-GAAP Measurements

Please refer to the Definitions section near the end of these materials for definitions of capitalized terms used herein, including, among others, Annualized Base Rental Revenue, Capitalization Rate and Retention, as well as non-GAAP financial measures, such as Adjusted EBITDAre, Cash NOI, and Core FFO. These materials provide reconciliations of non-GAAP financial measures to net income (loss) in accordance with GAAP. None of the non-GAAP financial measures is intended as an alternative to net income (loss) in accordance with GAAP as a measure of the Company's financial performance.

Additional information is also available on the Company's website at [www.stagindustrial.com](http://www.stagindustrial.com)

# THOUGHTFUL APPROACH TO INDUSTRIAL REAL ESTATE



is an owner and operator  
of industrial real estate



Only pure-play industrial REIT  
active across the entire domestic  
industrial real estate market



Designed to create  
and enhance value

- ✓ Platform able to address a large opportunity in an attractive asset class
- ✓ Relative value investment strategy driven by a robust quantitative process
- ✓ Scalable operating platform focused on cash flow maximization
- ✓ Ability to add additional value at the asset level
- ✓ Widely diversified portfolio across geography, tenancy, industry, lease maturity
- ✓ Investment grade balance sheet with low leverage and high liquidity

# SIGNIFICANT TRANSFORMATION SINCE IPO



## Portfolio Transformation

	IPO <sup>1</sup>	Q3 2021
Square Feet (millions)	14.2	103.4
Properties	93	517
Number of States	26	40
Flex / Office (% ABR)	21.1%	0.3%



## Balance Sheet Strengthened

	IPO	Q3 2021
Equity market capitalization (millions)	\$290	\$6,799
Net debt to Run Rate Adjusted EBITDA	5.9x	4.8x
Debt / total capitalization	46.8%	22.6%
% secured debt	100.0%	2.8%



Portfolio strengthened and diversified



Investment grade balance sheet achieved

**STAG HAS GROWN INTO ONE OF THE LARGEST OWNERS AND OPERATORS OF U.S. INDUSTRIAL REAL ESTATE**

1. Reflects data as of Q2 2011

# BUILDING BLOCKS OF GROWTH



	HISTORICAL TREND	2021 GUIDANCE	NOTES
<b>Internal Growth</b>	Average same store cash NOI growth of ~1.0% over past six years	<b>Same store cash NOI growth of 3.25% - 3.75%</b> <ul style="list-style-type: none"> <li>Retention range of 75 – 80%</li> </ul>	Highest level of guidance presented in company history  Driven by increase in rental escalators and shorter downtimes as compared to historical trend
<b>External Growth</b>	Average acquisition volume of ~\$700 million over past six years	<b>Acquisition volume range of \$1.1 billion to \$1.2 billion</b> <ul style="list-style-type: none"> <li>Stabilized Cash Capitalization Rate of 5.25% - 5.50%</li> <li>Disposition range of \$150 to \$200 million</li> </ul>	Highest level of guidance presented in company history  Acquired \$1.2 billion in 2019
<b>G&amp;A</b>	G&A as a % of NOI has averaged ~13% over past six years	<b>G&amp;A range of \$45 to \$46 million</b>	Additional scalability in platform to drive G&A as a % of NOI below 10% in future
<b>Capital Expenditures</b>	Average capital expenditure per average SF equal to \$0.31 over past three years	<b>Capital expenditure per average SF range of \$0.27 to \$0.30</b>	
<b>Capitalization</b>	Reduction in leverage since 2015 with net debt to Run Rate Adjusted EBITDA reduced from 5.6x in 2015 to 4.8x as of Q3 2021  Cash Available for Distribution payout ratio equal to 90% in 2020	<b>Net debt to Run Rate Adjusted EBITDA of 4.75x to 5.50x</b>	2020 average leverage lower than normalized expectations due to pandemic

+ Portfolio premium created as a result of granular asset acquisition strategy

+ Additional value created at the asset level through value-add projects and built-to-suit take-out acquisitions

+ Additional value created at the asset level through expansions and developments

**CLEAR PATH TO STRONG CORE FFO GROWTH**

# OPERATIONAL EXPERTISE FOCUSED ON MAXIMIZING CASH FLOW



## REGIONAL ASSET MANAGEMENT

supported by local brokers on all new and renewal leasing transactions



## CUSTOMER SOLUTIONS GROUP

with corporate and portfolio wide context to execute on opportunities within portfolio



## CAPITAL PROJECTS GROUP

oversees all physical requirements of the portfolio, including ESG initiatives



## LEVERAGE LEASING AND PROJECT MANAGEMENT

expertise to create additional value at the asset level through various opportunities

Operational expertise allows STAG to pursue and acquire value-add opportunities

- ✓ Vacancy
- ✓ Known move-outs
- ✓ Short lease durations
- ✓ Redevelopment
- ✓ Building expansions

# MULTI-FACETED APPROACH TO CREATING VALUE

## CASE STUDIES: VALUE ADDED THROUGH OPERATIONS



### Multi-Site Value Creation – Northern IN

- ✓ Acquired the building in October 2020
- ✓ Credit tenant in three different STAG locations
- ✓ Tenant requested Landlord capital contribution for building specific upgrades
- ✓ In return, STAG received long term (July 2035) extensions
- ✓ Exit cap rate ~150bps below stabilized acquisition cap rate<sup>1</sup>



### Uncertain Tenancy – Garland, TX

- ✓ Acquired the building in April 2014 at 100% occupancy
- ✓ Negotiated early termination with tenant that was a known vacate
- ✓ Expanded superior credit rated tenant into vacated space with no downtime and additional term
- ✓ Exit cap rate ~300bps below stabilized acquisition cap rate<sup>1</sup>



### Long Term Extension – Memphis, TN

- ✓ Acquired in September 2019 with 5 years of lease term remaining to a good credit rated tenant
- ✓ Executed early 5-year renewal at above market rent, securing tenancy in the building for 10 years
- ✓ Lease renewal included free rent in 2020, providing tenant with rent relief during pandemic
- ✓ Exit cap rate ~125 bps below stabilized acquisition cap rate<sup>1</sup>



### Acquired Vacancy – Taunton, MA

- ✓ Acquired vacant building in February 2019 and signed an 18-month known-vacate lease that same month
- ✓ Signed a new 10-year lease with a large investment grade rated e-commerce tenant and terminated the short-term lease in April 2020
- ✓ Sold building in October 2021 for proceeds of \$78.0 million not including estimated expenses
- ✓ Cap rate on sale ~350 bps below stabilized acquisition cap rate



### Expansion & Extension – Houston, TX

- ✓ Tenant had two years of lease term remaining and required an additional 61,200 SF in order to extend the lease
- ✓ Signed lease amendment for a ten-year extension with 3.0% annual increases
- ✓ Expansion delivered in 2021
- ✓ Exit cap rate ~200 bps below stabilized acquisition cap rate<sup>1</sup>



### Acquired Vacancy - West Columbia, SC

- ✓ The Property was purchased 35% occupied in July 2021.
- ✓ Executed a new lease in September 2021 on 68,040 SF, bringing occupancy to 70%.
- ✓ The new lease is to a BBB credit tenant for 10 years with 3.0% annual increases.
- ✓ Have agreed to terms on the remaining 58,210 SF vacant suite which will bring the property to 100% upon lease execution.
- ✓ Exit cap rate ~150 bps below stabilized acquisition cap rate<sup>1</sup>

## ABILITY TO CREATE VALUE THROUGH LEASING AND REDEVELOPMENT

1. Acquisition cap rate compared to third party real estate brokerage estimate of current exit cap rate

# DEMONSTRATION OF PORTFOLIO PREMIUM

PORTFOLIO DISPOSITIONS	2016 PORTFOLIO	2018 PORTFOLIO
<b>CHARACTERISTICS</b>		
Number of buildings	6	7
Square feet	1.6 million	1.8 million
Average building size	261,593 SF	250,494 SF
WA lease term	4.2 years	6.5 years
<b>RETURN PROFILE</b>		
Acquisition cost	\$63 million	\$84 million
Disposition proceeds	\$81 million	\$114 million
Gain	\$18 million	\$30 million
Absolute price return	29%	36%
Unlevered IRR	15%	15%
<b>CAPITALIZATION PROFILE</b>		
Individual acquisition cap rate	9.2%	8.0%
Portfolio disposition cap rate	6.9%	6.2%
Cap rate compression	2.3%	1.8%

## 2016 PORTFOLIO



## 2018 PORTFOLIO



- ✓ Portfolios were aggregated on a granular basis
- ✓ Assets are representative of the overall Operating Portfolio
- ✓ Value created through the aggregation of individual assets
- ✓ Accretive redeployment of proceeds into opportunity set

**INDIVIDUAL ASSET AGGREGATION INTO PORTFOLIOS CREATES VALUE**

# INDUSTRIAL REAL ESTATE OFFERS ATTRACTIVE OPPORTUNITY



## Large and highly fragmented asset class

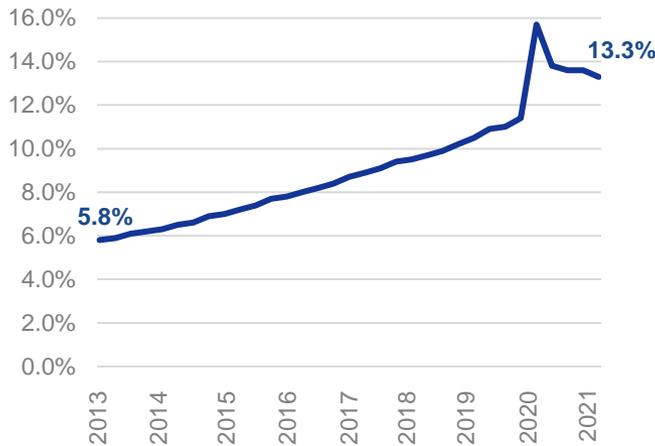
The 20 largest owners of U.S. industrial real estate own less than 15% of the industrial stock<sup>1</sup>

## Stable cash flow due to high tenant retention and low capital expenditure requirement<sup>2</sup>

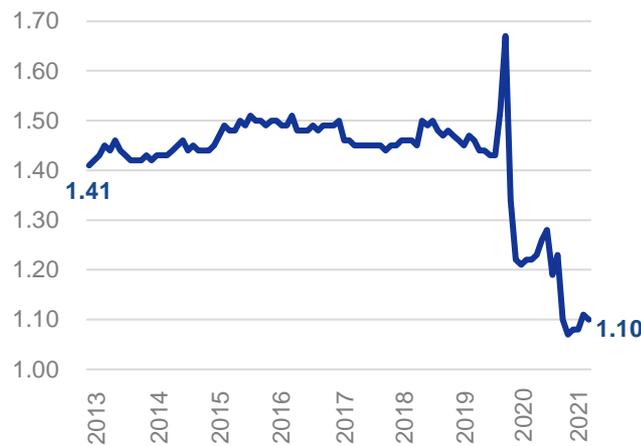
## GDP growth and personal consumption drive industrial demand

## E-commerce and supply chain reconfiguration providing secular demand drivers

### E-COMMERCE AS A % OF RETAIL SALES (U.S)



### RETAIL INVENTORY TO SALES RATIO (U.S)



**~40%**  
of portfolio handles e-commerce activity<sup>3</sup>

## E-COMMERCE DRIVES INCREMENTAL INDUSTRIAL DEMAND

1. Source: Wall Street research
2. Source: CBRE-EA Industrial Outlook
3. 2020 tenant survey - % reflected associated with survey responses received

# BROAD BASED OPPORTUNITY SET

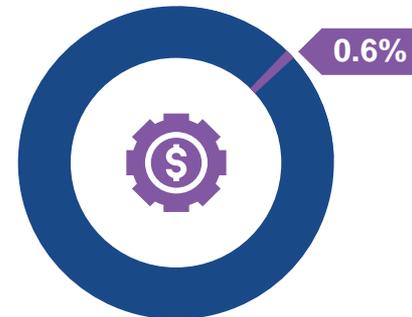


## LARGE TARGET MARKET

- ✓ U.S. industrial market is more than \$1 trillion in total size<sup>1</sup>
- ✓ STAG's opportunity set spans the top 60+ markets in the U.S.
- ✓ Relative value investment strategy across all fungible industrial markets enhances value creation



\$1 Trillion Total Industrial Market<sup>1</sup>



STAG's Share of Target Asset Universe is 0.6%<sup>2</sup>



## LONG RUNWAY FOR CONTINUED EXTERNAL GROWTH

1. Per CoStar, RCA and STAG management's estimates using publicly available data  
2. Real Estate Cost Basis at Q3 2021 divided by total industrial market value

# PROCESS DRIVEN APPROACH TO ADDRESS ATTRACTIVE OPPORTUNITY



## ACQUISITION PIPELINE



- ✓ Value created via granular approach to acquisitions across a broad opportunity set – relative value investment strategy employed with portfolio premium value created upon acquisition
- ✓ Benefit from relationships with real estate brokers developed over time who value STAG's institutional transactional certainty
- ✓ Difficult-to-replace platform constructed to rationally evaluate thousands of opportunities – quantitative approach allows for wide opportunity set
- ✓ Leverage data analytics to identify markets and potential acquisition opportunities

## 2020 Acquisition Activity



1. As of October 28, 2021

# EMPHASIS ON DIVERSIFICATION

**ATTENTION TO  
DIVERSIFICATION  
REDUCES RISK AND  
ENHANCES VALUE**

**PORTFOLIO WIDELY  
DIVERSIFIED ACROSS  
GEOGRAPHY,  
TENANT, INDUSTRY,  
AND LEASE TERM**



Portfolio spans 60+ markets



Largest market exposure is less than 8% of ABR



Portfolio includes exposure to 45+ industries



Largest tenant is less than 4% of ABR



Less than 25% of leases expire through 2023

Note: Information presented as of Q3 2021

# SOPHISTICATED AND DIVERSE TENANT BASE



In-depth tenant credit analysis and ongoing credit monitoring



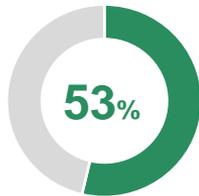
Dedicated credit analysis team of four professionals (two CFA charter holders)



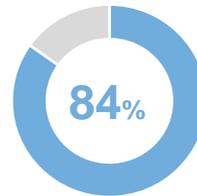
Focus on single-tenant industrial real estate results in larger and thus more sophisticated tenants

## TOP TENANT LESS THAN 4% OF ABR

## TOP 20 TENANTS < 20% OF ABR



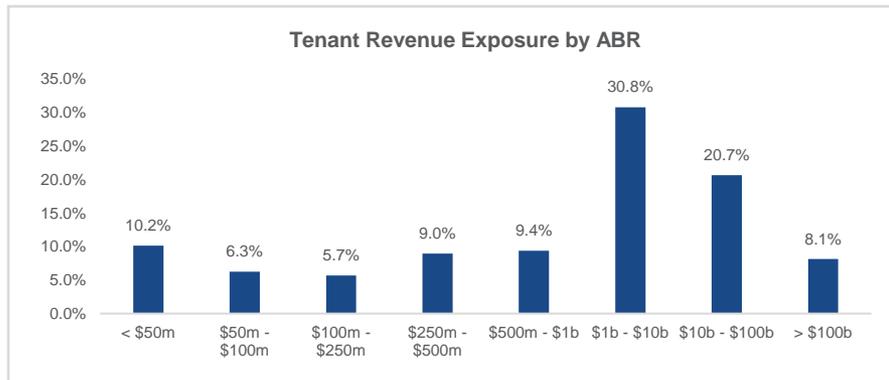
of tenants publicly rated



of tenants have revenue > \$100 million



of tenants have revenue > \$1 billion



Top 10 Tenants	
Amazon	3.8%
Eastern Metal Supply, Inc.	1.1%
GXO Logistics, Inc.	1.0%
FedEx Corporation	1.0%
American Tire Distributors Inc	0.9%
Kenco Logistic Services, LLC	0.9%
Penguin Random House LLC	0.8%
Westrock Company	0.8%
DS Smith North America	0.8%
Lippert Component Manufact	0.8%
<b>Total</b>	<b>11.9%</b>

Note: Based on annualized base rental revenue and the inclusion of tenants, guarantors, and / or non-guarantor parents

# BALANCE SHEET DISCIPLINE

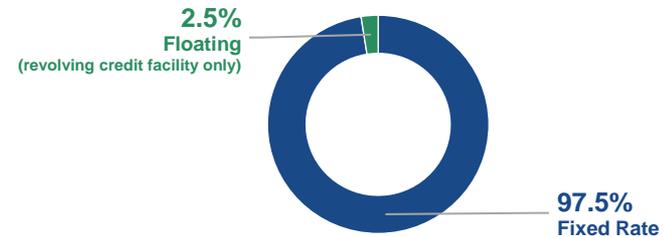


## CONSERVATIVE BALANCE SHEET POSITIONED TO SUPPORT GROWTH

### Conservative Capitalization (in \$ millions)

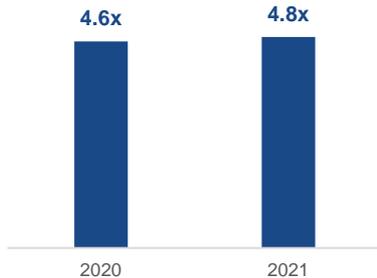


### Fixed Rate Borrower <sup>1</sup>

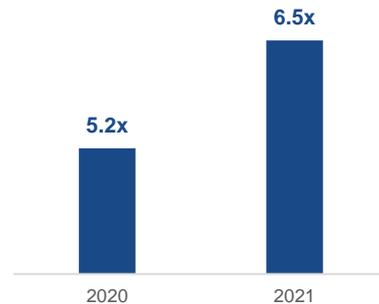


### Low Leverage

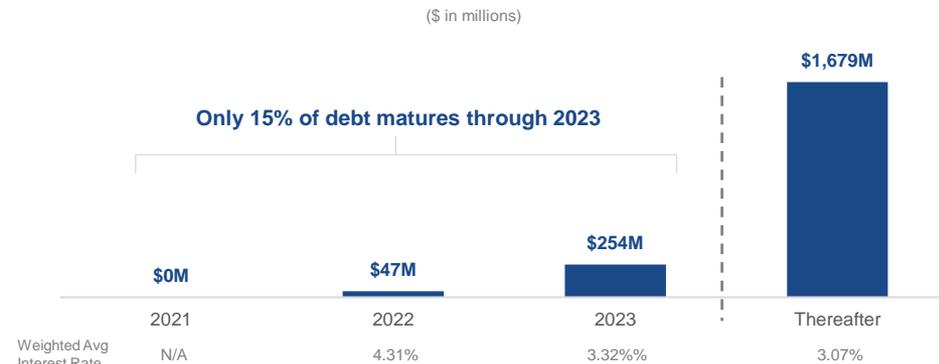
#### Net Debt to Run Rate Adjusted EBITDA



#### Fixed Charge Coverage



### Balanced Debt Maturity Ladder <sup>2 3</sup>



Note: Information presented as of Q3 2021

1. Inclusive of fixed rate swaps

2. Debt notional reflects outstanding revolving credit facility balance as of September 30, 2021. Assumes exercise of all extension options at the Company's discretion, subject to certain conditions.

3. Weighted Avg Interest Rate and maturities reflect the debt transaction completed on October 26, 2021.

# COMPELLING VALUATION



## Growing Income

- Internal growth with long history of success managing portfolio
- External growth with large opportunity set and robust investment pipeline
- Established built-to-suit takeout partner to developers nationwide

## Value Creation

- Attractive asset class that is difficult to aggregate
- Granular investment approach to identify relative value
- Aggregation creates portfolio premium
- Value add opportunities at asset level
  - Reposition under-leased assets
  - Redevelopment
  - Development

## Low Risk

- Widely diversified portfolio across geography, tenancy, industry, lease maturity
- Investment grade balance sheet with low leverage and high level of liquidity

### FFO MULTIPLE<sup>1</sup>

**21.4x**  
STAG

**35.8x**  
Peer Average<sup>2</sup>

### IMPLIED CAP RATE<sup>1</sup>

**4.6%**  
STAG

**3.4%**  
Peer Average<sup>2</sup>

## ATTRACTIVE VALUATION COMPARED TO INDUSTRIAL REIT PEERS

1. Information presented as of October 28, 2021 (closing share price as of October 27, 2021); FFO multiple incorporates published 2021 SNL Consensus FFO; implied cap rate per Wall Street research  
2. Peers consist of DRE, EGP, FR, PLD, TRNO, REXR

## GREEN LEASE LEADERS AWARD RECIPIENT

Recognizes forward-thinking companies that utilize energy efficient and sustainable leases

- ✓ Gold level awarded in 2020
- ✓ STAG form lease includes environmentally friendly provisions with an emphasis on energy efficiency to promote sustainability

## REFLECTIVE ROOFING

Reflect sunlight to reduce warehouse temperature and decrease energy usage

- ✓ Installed reflective roofing on 20% of the portfolio since 2015
- ✓ 46%+ rooftops will benefit from reflective roofing by the end of 2021

## SOLAR PANEL INSTALLATION

Leverage rooftop square footage to create clean energy

- ✓ Eleven installations totaling 16 MW completed
- ✓ One installation underway totaling 9 MW
- ✓ Currently vetting 40 additional opportunities totaling 50 MW

## LED LIGHTING CONVERSION

More efficient lighting system reduces energy usage

- ✓ Fluorescent or LED lighting systems in 90%+ of portfolio
- ✓ By the end of 2021, will have converted more than 17 M SF of less efficient lighting systems with LED since 2016
- ✓ Actively pursuing additional opportunities for upgrade across portfolio

CONTINUOUSLY PROMOTE SOUND ENVIRONMENTAL OCCUPANCY AND OWNERSHIP = GRESB LETTER GRADE B

# ESG - SOCIAL AND GOVERNANCE



## SOCIAL RESPONSIBILITY

- ✓ Focus on efforts supporting children, young adults, equality, and social justice
- ✓ Support provided through direct donation, employee matching, and significant volunteering
- ✓ Oversee a Charitable Action Fund administered by the Boston Foundation. The Fund has made six, multi-year grants to non-profit organizations.
- ✓ ISS QualityScore Social rating of 4 (1 = best / 10 = worst)

## GOVERNANCE

- ✓ Diverse board (33% women and minorities with lead independent director)
- ✓ Shareholder friendly bylaws including majority voting and shareholder ability to amend bylaws
- ✓ Alignment of management compensation with total shareholder return
- ✓ Stock ownership guidelines for executives and directors
- ✓ ISS QualityScore Governance rating of 2 (1 = best / 10 = worst)

**Our Charitable Action Committee proudly supports a diverse group of nonprofit organizations**



LUCY'S LOVE BUS  
Comfort... Until a Cure





# APPENDIX

# NON-GAAP FINANCIAL MEASURES & OTHER DEFINITIONS



**Acquisition Capital Expenditures:** We define Acquisition Capital Expenditures as Recurring and Non-Recurring Capital Expenditures identified at the time of acquisition. Acquisition Capital Expenditures also include new lease commissions and tenant improvements for space that was not occupied under the Company's ownership.

**Annualized Base Rental Revenue:** We define Annualized Base Rental Revenue as the monthly base cash rent for the applicable property or properties (which is different from rent calculated in accordance with GAAP for purposes of our financial statements), multiplied by 12. If a tenant is in a free rent period, the annualized rent is calculated based on the first contractual monthly base rent amount multiplied by 12.

**Cash Available for Distribution:** Cash Available for Distribution represents Core FFO, excluding non-rental property depreciation and amortization, straight-line rent adjustments, non-cash portion of interest expense, non-cash compensation expense, and deducts capital expenditures reimbursed by tenants, recurring and nonrecurring capital expenditures, leasing commissions and tenant improvements, and severance costs.

Cash Available for Distribution should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, these measurements should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements.

Cash Available for Distribution excludes, among other items, depreciation and amortization and capture neither the changes in the value of our buildings that result from use or market conditions of our buildings, all of which have real economic effects and could materially impact our results from operations, the utility of these measures as measures of our performance is limited. In addition, our calculation of Cash Available for Distribution may not be comparable to similarly titled measures disclosed by other REITs.

**Cash Capitalization Rate:** We define Cash Capitalization Rate as calculated by dividing (i) the Company's estimate of year one cash net operating income from the applicable property's operations stabilized for occupancy (post-lease-up for vacant properties), which does not include termination income, solar income, miscellaneous other income, capital expenditures, general and administrative costs, reserves, tenant improvements and leasing commissions, credit loss, or vacancy loss, by (ii) the GAAP purchase price plus estimated Acquisition Capital Expenditures. These Capitalization Rate estimates are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors that are beyond our control, including those risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2020.

**Cash Rent Change:** We define Cash Rent Change as the percentage change in the base rent of the lease commenced during the period compared to the base rent of the Comparable Lease for assets included in the Operating Portfolio. The calculation compares the first base rent payment due after the lease commencement date compared to the base rent of the last monthly payment due prior to the termination of the lease, excluding holdover rent. Rent under gross or similar type leases are converted to a net rent based on an estimate of the applicable recoverable expenses.

**Comparable Lease:** We define a Comparable Lease as a lease in the same space with a similar lease structure as compared to the previous in-place lease, excluding new leases for space that was not occupied under our ownership.

# NON-GAAP FINANCIAL MEASURES & OTHER DEFINITIONS



**Earnings before Interest, Taxes, Depreciation, and Amortization for Real Estate (EBITDAre), Adjusted EBITDAre, Annualized Adjusted EBITDAre, and Run Rate Adjusted EBITDAre:** We define EBITDAre in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). EBITDAre represents net income (loss) (computed in accordance with GAAP) before interest expense, interest and other income, tax, depreciation and amortization, gains or losses on the sale of rental property, and loss on impairments. Adjusted EBITDAre further excludes transaction costs, termination income, solar income, revenue associated with one-time tenant reimbursements of capital expenditures, straight-line rent adjustments, non-cash compensation expense, amortization of above and below market leases, net, gain (loss) on involuntary conversion, debt extinguishment and modification expenses, and other non-recurring items.

We define Annualized Adjusted EBITDAre as Adjusted EBITDAre multiplied by four.

We define Run Rate Adjusted EBITDAre as Adjusted EBITDAre plus incremental Adjusted EBITDAre adjusted for a full period of acquisitions and dispositions. Run Rate Adjusted EBITDAre does not reflect the Company's historical results and does not predict future results, which may be substantially different.

EBITDAre, Adjusted EBITDAre, and Run Rate Adjusted EBITDAre should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, EBITDAre, Adjusted EBITDAre, and Run Rate Adjusted EBITDAre should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements. We believe that EBITDAre, Adjusted EBITDAre, and Run Rate Adjusted EBITDAre are helpful to investors as supplemental measures of the operating performance of a real estate company because they are direct measures of the actual operating results of our properties. We also use these measures in ratios to compare our performance to that of our industry peers.

**Fixed Charge Coverage Ratio:** We define the Fixed Charge Coverage Ratio as Adjusted EBITDAre divided by cash interest expense, preferred dividends paid and principal payments.

**Funds from Operations (FFO) and Core FFO:** We define FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). FFO represents net income (loss) (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, gains (losses) from sales of land, impairment write-downs of depreciable real estate, real estate related depreciation and amortization (excluding amortization of deferred financing costs and fair market value of debt adjustment) and after adjustments for unconsolidated partnerships and joint ventures. Core FFO excludes transaction costs, amortization of above and below market leases, net, debt extinguishment and modification expenses, gain (loss) on involuntary conversion, gain (loss) on swap ineffectiveness, and non-recurring other expenses.

None of FFO or Core FFO should be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, these measurements should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements. We use FFO as a supplemental performance measure because it is a widely recognized measure of the performance of REITs. FFO may be used by investors as a basis to compare our operating performance with that of other REITs. We and investors may use Core FFO similarly as FFO.

However, because FFO and Core FFO exclude, among other items, depreciation and amortization and capture neither the changes in the value of our buildings that result from use or market conditions of our buildings, all of which have real economic effects and could materially impact our results from operations, the utility of these measures as measures of our performance is limited. In addition, other REITs may not calculate FFO in accordance with the NAREIT definition as we do, and, accordingly, our FFO may not be comparable to such other REITs' FFO. Similarly, our calculation of Core FFO may not be comparable to similarly titled measures disclosed by other REITs.

# NON-GAAP FINANCIAL MEASURES & OTHER DEFINITIONS



**GAAP:** We define GAAP as generally accepted accounting principles in the United States.

**Liquidity:** We define Liquidity as the amount of aggregate undrawn nominal commitments the Company could immediately borrow under the Company's unsecured debt instruments, consistent with the financial covenants, plus unrestricted cash balances.

**Market:** We define Market as the market defined by CoStar based on the building address. If the building is located outside of a CoStar defined market, the city and state is reflected.

**Net operating income (NOI), Cash NOI, and Run Rate Cash NOI:** We define NOI as rental income, including reimbursements, less property expenses, which excludes depreciation, amortization, loss on impairments, general and administrative expenses, interest expense, interest income, transaction costs, gain (loss) on involuntary conversion, debt extinguishment and modification expenses, gain on sales of rental property, and other expenses.

We define Cash NOI as NOI less straight-line rent adjustments and less amortization of above and below market leases, net.

We define Run Rate Cash NOI as Cash NOI plus Cash NOI adjusted for a full period of acquisitions and dispositions, less cash termination income, solar income and revenue associated with one-time tenant reimbursements of capital expenditures. Run Rate Cash NOI does not reflect the Company's historical results and does not predict future results, which may be substantially different.

We consider NOI, Cash NOI and Run Rate Cash NOI to be appropriate supplemental performance measures to net income because we believe they help us, and investors understand the core operations of our buildings. None of these measures should be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, these measurements should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements. Further, our calculations of NOI, Cash NOI and Run Rate NOI may not be comparable to similarly titled measures disclosed by other REITs.

**Non-Recurring Capital Expenditures:** We define Non-Recurring Capital Expenditures as capital items for upgrades or items that previously did not exist at a building or capital items which have a longer useful life, such as roof replacements. Non-Recurring Capital Expenditures funded by parties other than the Company or capital expenditures reimbursed by tenants in lump sum and Acquisition Capital Expenditures are excluded.

**Occupancy Rate:** We define Occupancy Rate as the percentage of total leasable square footage for which either revenue recognition has commenced in accordance with GAAP or the lease term has commenced as of the close of the reporting period, whichever occurs earlier.

**Operating Portfolio:** We define the Operating Portfolio as all warehouse and light manufacturing assets that were acquired stabilized or have achieved Stabilization. The Operating Portfolio excludes non-core flex/office assets, assets contained in the Value Add Portfolio, and assets classified as held for sale.

**Pipeline:** We define Pipeline as a point in time measure that includes all of the transactions under consideration by the Company's acquisitions group that have passed the initial screening process. The pipeline also includes transactions under contract and transactions with non-binding LOIs.

**Real Estate Cost Basis:** We define Real Estate Cost Basis as the book value of rental property and deferred leasing intangibles, exclusive of the related accumulated depreciation and amortization.

# NON-GAAP FINANCIAL MEASURES & OTHER DEFINITIONS



**Recurring Capital Expenditures:** We define Recurring Capital Expenditures as capital items required to sustain existing systems and capital items which generally have a shorter useful life. Recurring Capital Expenditures funded by parties other than the Company are excluded.

**Renewal Lease:** We define a Renewal Lease as a lease signed by an existing tenant to extend the term for 12 months or more, including (i) a renewal of the same space as the current lease at lease expiration, (ii) a renewal of only a portion of the current space at lease expiration, or (iii) an early renewal or workout, which ultimately does extend the original term for 12 months or more.

**Retention:** We define Retention as the percentage determined by taking Renewal Lease square footage commencing in the period divided by square footage of leases expiring in the period for assets included in the Operating Portfolio.

**Same Store:** We define Same Store properties as properties that were in the Operating Portfolio for the entirety of the comparative periods presented. Same Store GAAP NOI and Same Store Cash NOI exclude termination fees, solar income, and revenue associated with one-time tenant reimbursements of capital expenditures.

**Stabilization:** We define Stabilization for assets under development or redevelopment to occur as the earlier of achieving 90% occupancy or 12 months after completion. Stabilization for assets that were acquired and immediately added to the Value Add Portfolio occurs under the following:

- if acquired with less than 75% occupancy as of the acquisition date, Stabilization will occur upon the earlier of achieving 90% occupancy or 12 months from the acquisition date;
- if acquired and will be less than 75% occupied due to known move-outs within two years of the acquisition date, Stabilization will occur upon the earlier of achieving 90% occupancy after the known move-outs have occurred or 12 months after the known move-outs have occurred.

**Straight-Line Capitalization Rate:** We define Straight-Line Capitalization Rate as calculated by dividing (i) the Company's estimate of average annual net operating income from the applicable property's operations stabilized for occupancy (post-lease-up for vacant properties), which does not include termination income, solar income, miscellaneous other income, capital expenditures, general and administrative costs, reserves, tenant improvements and leasing commissions, credit loss, or vacancy loss, by (ii) the GAAP purchase price plus estimated Acquisition Capital Expenditures. These Capitalization Rate estimates are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors that are beyond our control, including those risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2020.

**Straight-Line Rent Change (SL Rent Change):** We define SL Rent Change as the percentage change in the average monthly base rent over the term of the lease that commenced during the period compared to the Comparable Lease for assets included in the Operating Portfolio. Rent under gross or similar type leases are converted to a net rent based on an estimate of the applicable recoverable expenses, and this calculation excludes the impact of any holdover rent.

**Value Add Portfolio:** We define the Value Add Portfolio as properties that meet any of the following criteria:

- less than 75% occupied as of the acquisition date;
- will be less than 75% occupied due to known move-outs within two years of the acquisition date;
- out of service with significant physical renovation of the asset;
- development.

**Weighted Average Lease Term:** We define Weighted Average Lease Term as the contractual lease term in years as of the lease start date weighted by square footage. Weighted Average Lease Term related to acquired assets reflects the remaining lease term in years as of the acquisition date weighted by square footage.