

Results for 2Q 2024

*Updated 2024
Guidance*

JULY 29, 2024



COPT DEFENSE
P R O P E R T I E S

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RESULTS FOR 2Q 2024



Strong 2Q 2024 Results

- > FFO per share* of \$0.64 exceeded midpoint of guidance
 - > Met or exceeded guidance each quarter over past 5.5 years
 - > Exceeded midpoint in 18 of the past 22 quarters
 - > Met midpoint in other 4 quarters
- > Defense/IT Portfolio 96.7% leased and 95.5% occupied
- > Same property portfolio 95.0% leased and 93.5% occupied
- > Increase in same property cash NOI of 10.9%
- > Excellent leasing:
 - > 985,000 SF of total leasing
 - > 104,000 SF of vacancy leasing
 - > 881,000 SF of renewal leasing
 - > Total retention rate of 86% | Defense/IT Portfolio retention rate of 87%



UPDATED 2024 GUIDANCE



FY 2024 Guidance Summary¹

	FY 2023 Actual	FY 2024 Updated Guidance		
		Low	Midpoint	High
EPS	(\$0.67)	\$1.22	\$1.24	\$1.26
FFOPS, as adjusted for comparability	\$2.42	\$2.54	\$2.56	\$2.58
Key Assumptions				
2024 Same Property Pool:				
> % Change in Cash NOI	5.7% ²	7.5%	8%	8.5%
> Year-end Occupancy	93.8%	93.5%	93.75%	94%
Leasing:				
> Change in Cash Rents on Renewals	1.5%	(1%)	0%	1%
> Tenant Retention	80%	80%	82.5%	85%
Cash NOI from Developments ³	\$12.5	\$10	\$11	\$12
Net Construction Contract & Other Service Revenues	\$2.8	\$1.5	\$2	\$2.5
Total G&A Expenses ⁴	\$42.8	\$45	\$46	\$47
Consolidated Interest Expense (net of Capitalized Interest)	\$71.1	\$80	\$82	\$84
Straight line rent adjustments and lease incentive amortization ⁵	\$6.5	\$5.5	\$6	\$6.5
Dividend / Diluted AFFO Payout Ratio	63.9%	~ 60%		
Investment Activity				
Capital Invested in Development / Acquisitions	\$249	\$210	\$220	\$230
Capital Commitment to New Investments	\$280	\$210	\$220	\$230
Property Sales	\$190	None		

1. Dollars are in millions (except per share data).

2. Same Property metrics in 2023 refer to the 2023 Pool.

3. The 2023 actual amount represents cash NOI from developments placed into service during 2022 and 2023. The 2024 assumption amount represents cash NOI from developments placed into service during 2023 and 2024 and expected to be placed into service during 2024 and, as such, are not yet in the Company's same property portfolio.

4. Includes G&A, leasing expenses, business development expenses, and land carry costs.

5. For AFFO Reconciliation.

Please see the Company's 2024 Guidance press release issued 2/8/24 for Management Commentary on initial 2024 guidance.

Green highlighted rows = Increase to guidance

Yellow highlighted rows = Decrease to guidance



FY 2024 Guidance | Updates¹

Green highlighted rows = Increase to guidance
Yellow highlighted rows = Decrease to guidance

	FY 2023	FY 2024 Initial Guidance as of 4Q 2023			FY 2024 Updated Guidance as of 1Q 2024			FY 2024 Updated Guidance as of 2Q 2024		
	Actual	Low	Midpoint	High	Low	Midpoint	High	Low	Midpoint	High
FFOPS*	\$2.42	\$2.47	\$2.51	\$2.55	\$2.51	\$2.54	\$2.57	\$2.54	\$2.56	\$2.58
Same Property % Change in Cash NOI	5.7% ²	5%	6%	7%	6%	6.5%	7%	7.5%	8%	8.5%
Same Property Year-end Occupancy	94%	93%	93.5%	94%	93%	93.5%	94%	93.5%	93.75%	94%
Tenant Retention	80%	75%	80%	85%	75%	80%	85%	80%	82.5%	85%
Straight line rent adjustments and lease incentive amortization ³	\$6.5	(\$6)	(\$6.5)	(\$7)	(\$6)	(\$6.5)	(\$7)	\$5.5	\$6	\$6.5
Capital Invested in Development / Acquisition	\$249	\$240	\$260	\$280	\$240	\$260	\$280	\$210	\$220	\$230

> FFOPS*

- > Additional 2-cent increase in 2024 FFO per share guidance at the midpoint:
 - > Implies 5.8% year-over-year growth
- > Driven by:
 - > Strong 1H 2024 performance
 - > Increase in Same Property Cash NOI
 - > Higher than expected interest income on cash balances

> Same Property % Change in Cash NOI

- > 150 basis point increase at the midpoint
- > Driven by:
 - > Higher retention and lower free rent concessions on renewals
 - > Lower net operating expenses from real estate tax appeals and reduced weather related expenses

> Same Property Year-end Occupancy

- > 25 basis point increase at the midpoint
- > Driven by better than expected tenant retention

> Tenant Retention

- > 250 basis point increase at the midpoint
 - > 83% YTD for Total Portfolio, with Defense/IT Portfolio at 86%

> Straight line rent adjustments and lease incentive amortization (for AFFO Reconciliation)

- > Adjustment is driven by receipt of lump sum payments associated with tenant funded landlord assets
 - > Only impacts AFFO
 - > No impact to FFO or Cash NOI
- > Guidance previously assumed payments would be received over the life of the lease

> Capital Invested in Development / Acquisitions

- > \$40 million decrease at the midpoint
- > Driven by timing of our expected investments

* Diluted FFOPS, as adjusted for comparability. 2. Same Property metrics in 2023 refer to the 2023 Pool.
1. Dollars are in millions (except per share data). 3. For AFFO Reconciliation.

FACTORS SUPPORTING GROWTH

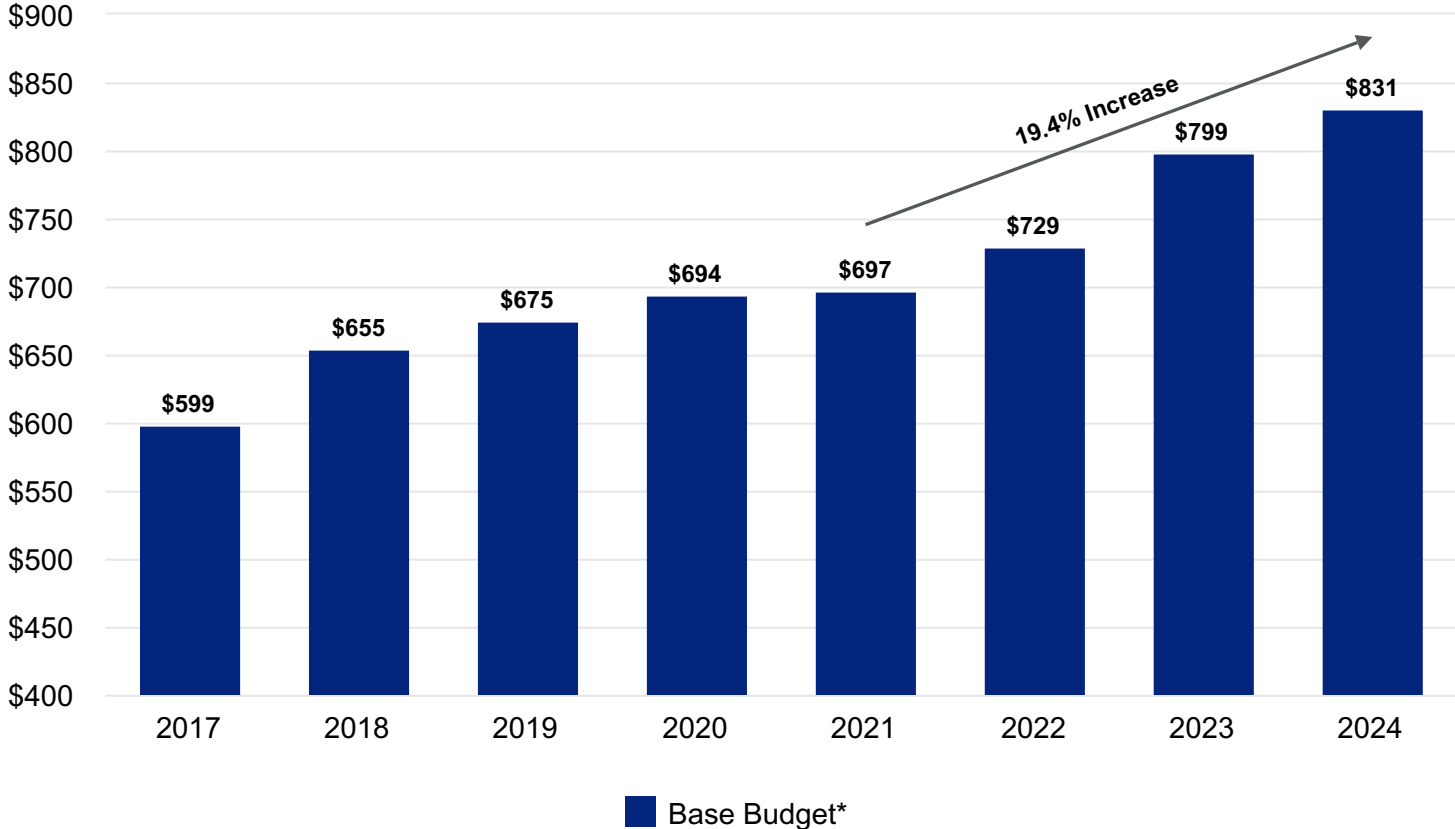


Healthy DOD Spending

- > FY 2024 National Defense Authorization Act passed with bipartisan support in March 2024 and increases spending 4% over FY 2023
 - > 19.4% increase over FY 2021
 - > 38.8% increase over FY 2017

- > FY 2017–FY 2024, DOD’s Base Budget grew at a compound annual rate of 4.8%

DOD's Discretionary Budget Authority ("Base Budget")



Current dollars, in billions. Sources: Historical data (2017–2022) is pulled from Table 2-1 of the National Defense Budget Estimates for FY 2023 (“Green Book”); 2023 and 2024 actual is pulled from the U.S. Dept of Defense (“DOD”) FY 2024 Budget Request; Capital Alpha Partners; COPT Defense’s IR Department.
 * DOD Base Budget (051) numbers from 2017–2020 include funding for overseas contingency operations (“OCO”). The OCO funding category was discontinued in 2021, with direct war costs and enduring operations accounted for in the DOD base budget.

Portfolio Supports Priority DOD Missions

- > Deeply concentrated our capital allocation since 2012 in our Defense/IT Portfolio, in assets that support priority U.S. Defense Missions
- > Only public REIT for secured, specialized space and credentialed personnel
- > 90% of Annualized Rental Revenues (ARR) from Defense/IT Portfolio*
 - > Concentration of revenues among high credit tenants generates resilient cash flows

Total Portfolio by Demand Driver*

Demand Driver	Total SF (000s)	% Leased	% ARR
Ft. Meade/BW Corridor	9,081	97%	48%
NoVA Defense/IT	2,500	93%	13%
Lackland AFB	1,062	100%	9%
Navy Support	1,273	86%	5%
Redstone Arsenal	2,374	98%	9%
Data Center Shells**	5,703	100%	6%
D/IT Demand Drivers	21,993	97%	90%
Other	2,142	77%	10%
Total Portfolio	24,135	95%	100%



* As of June 30, 2024.

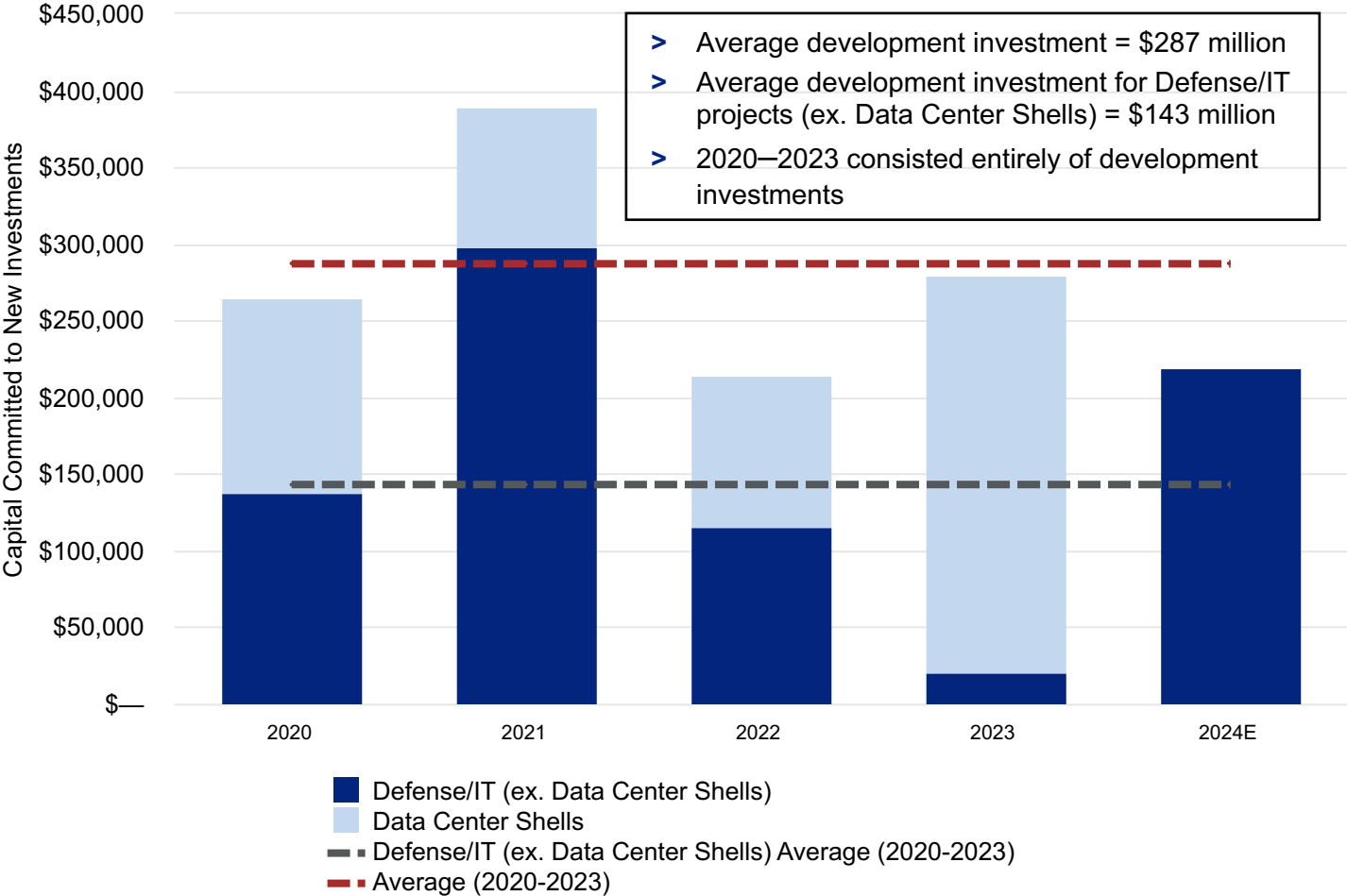
** SF reflect 100% of 24 joint ventured data centers; % of Defense/IT Portfolio ARR is based on COPT Defense's share.

External Growth from Investment

ALLOCATING CAPITAL TO PROJECTS AT OUR DEFENSE/IT LOCATIONS IS THE FOUNDATION FOR EXTERNAL GROWTH

- > Active Development + Placed into Service:
 - > \$381 million of active developments (959,000 SF) are 74% leased*
 - > Placed \$32 million of space into service during first six months of 2024 (73,000 SF) that is 100% leased*
- > Capital Committed to New Investments:
 - > Committed capital to 3 new projects during 1Q 2024:
 - > Development start | 400 National Business Parkway | \$65.1 million
 - > Development start | 9700 Advanced Gateway | \$11.0 million
 - > Acquisition | 6841 Benjamin Franklin Drive | \$15.2 million
 - > Expect to commit \$210–\$230 million of capital investment in 2024, entirely in the Defense/IT Portfolio
- > Future Opportunities:
 - > ~700,000 SF development leasing pipeline and over 1.6 million SF of potential opportunities

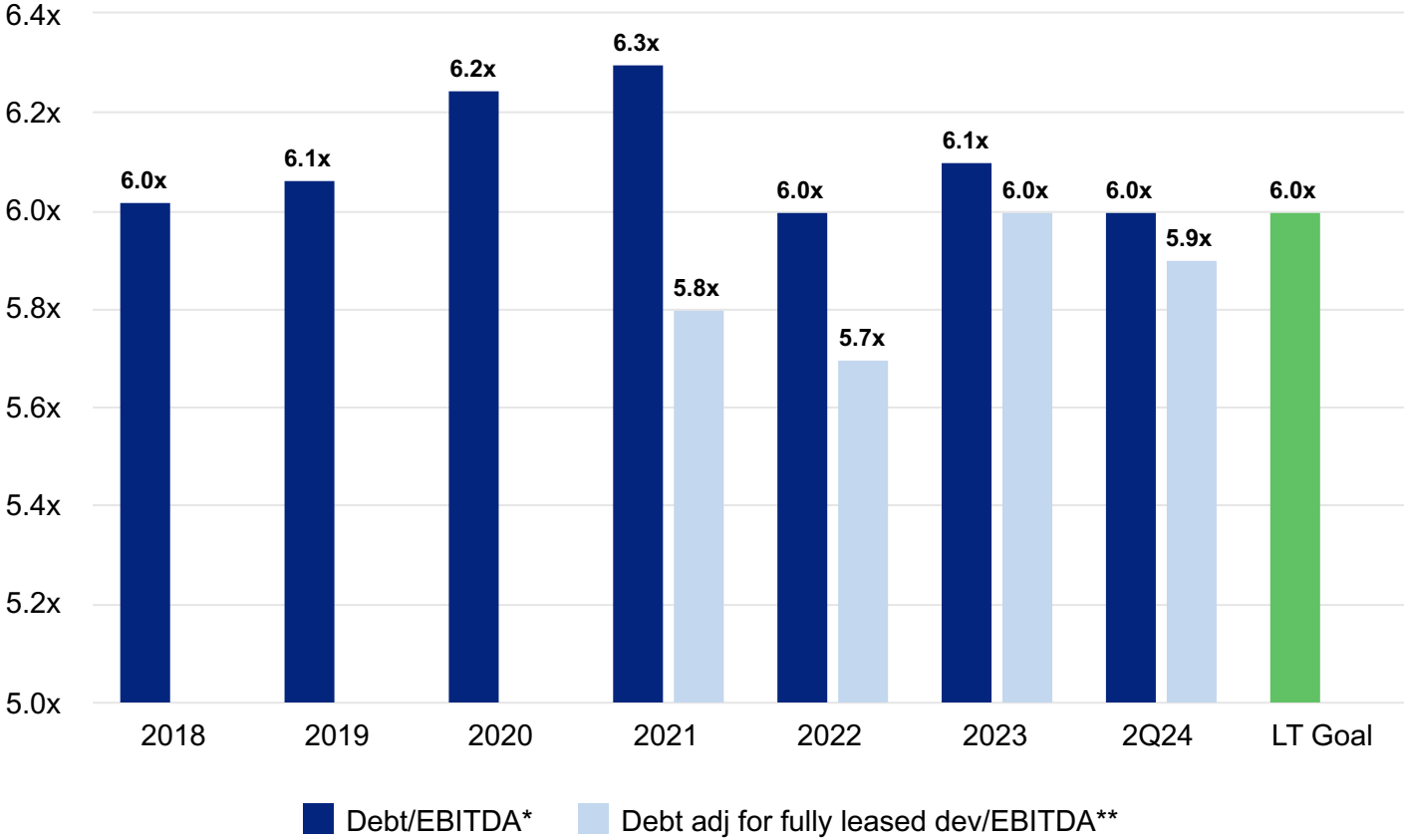
Capital Committed to New Investments (\$)



Strong Balance Sheet Supports Growth

- > Since September 2020, issued \$2.15 billion of Senior Unsecured Notes
 - > Weighted average interest rate of 3.0%
 - > Weighted average maturity at issuance of ~9 years
- > Currently funding, and expect to continue to fund, the equity required for development / acquisition investment with cash flow from operations after the dividend

Maintaining Our Strong Balance Sheet

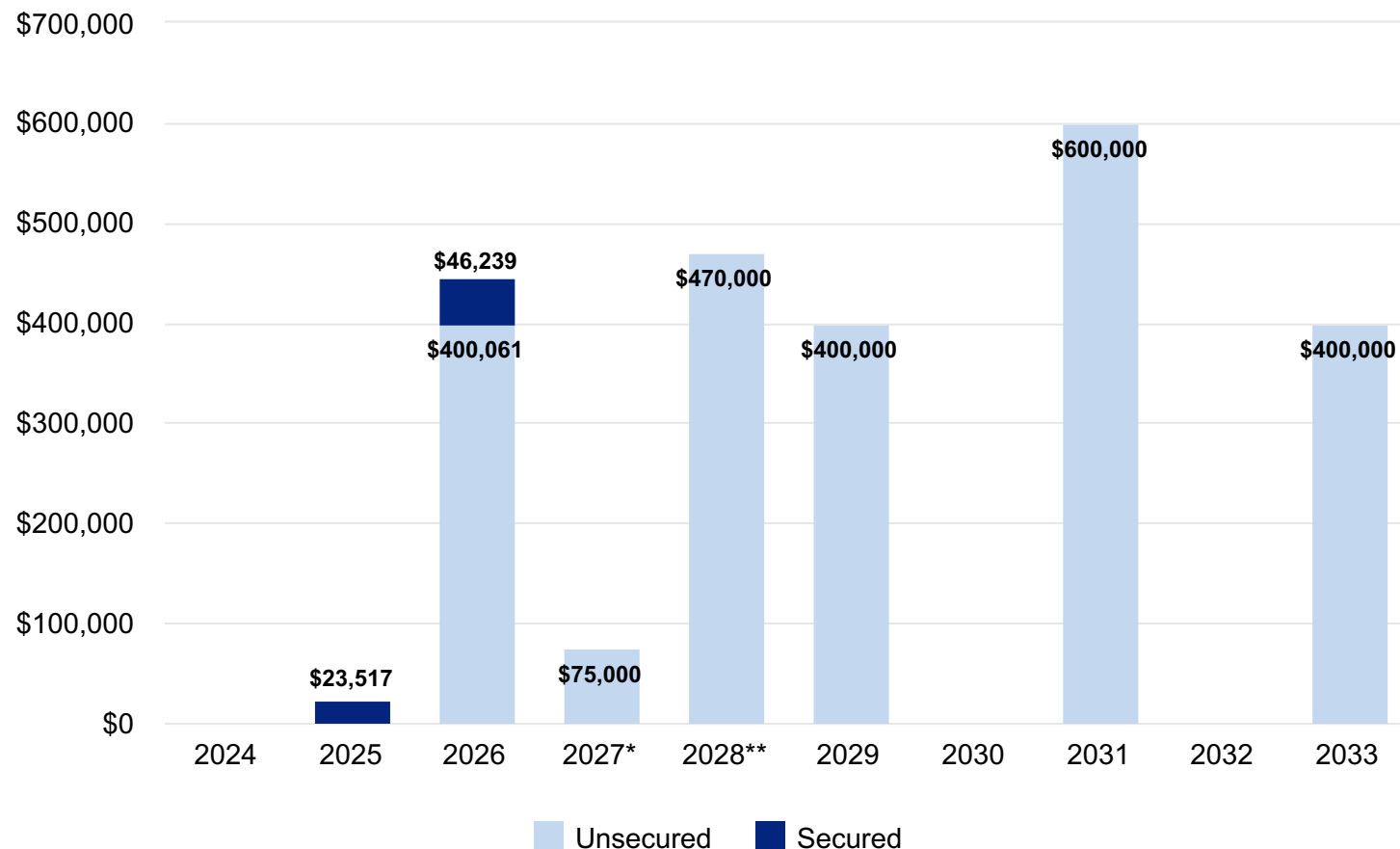


* Pro forma net debt to in-place adjusted EBITDA ratio applies to years 2021 and 2022.
 ** Pro forma net debt adjusted for fully-leased development to in-place adjusted EBITDA ratio applies to years 2021 and 2022.

Well-Staggered Debt Provides Stability

- > Significant unencumbered pool of assets
 - > Unencumbered portfolio = 97% of total NOI from real estate operations
 - > Secured debt accounts for only 3% of debt outstanding
- > 100% of consolidated debt is fixed rate including effect of interest rate swaps
 - > Expect % of fixed rate debt will remain at 100% through late 2024
- > No significant debt maturities until 2026

Debt Maturity Schedule as of 6/30/24 (in thousands)



* Revolving Credit Facility maturity of \$75.0 million is included above in 2027 assuming our exercise of two six-month extension options.

** Term loan balance of \$125.0 million is included in 2028 assuming our exercise of two 12-month extension options. Also includes \$345.0 million principal amount of exchangeable senior notes due in 2028 unless earlier exchanged, redeemed or repurchased only in the event of certain circumstances and during certain periods defined under the terms of the notes.

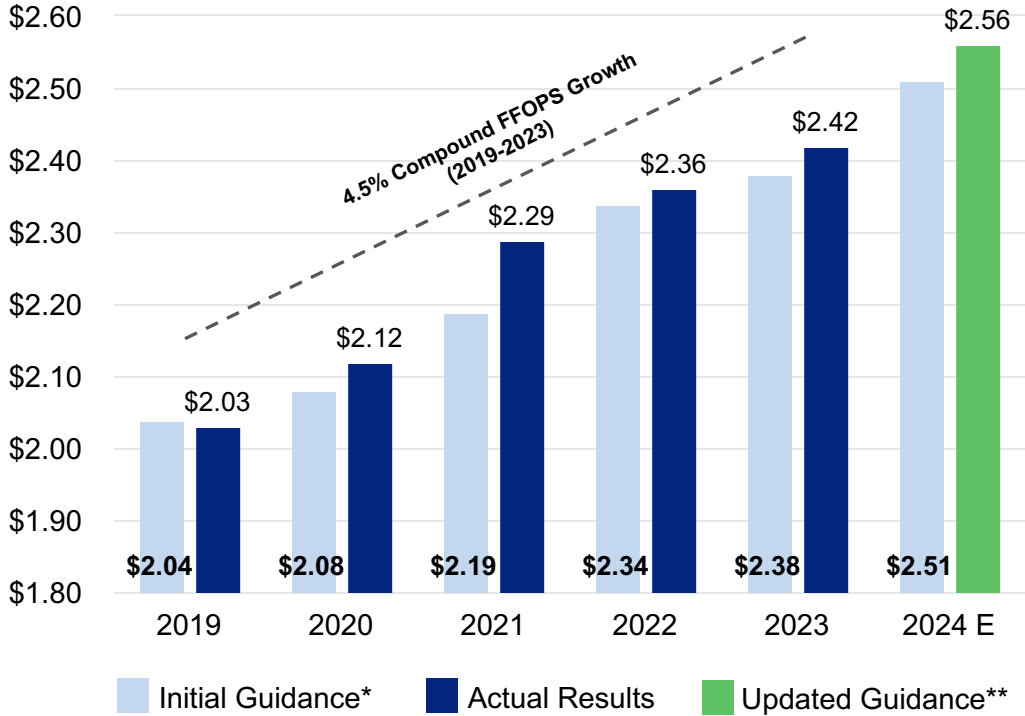


Strong Growth in Profitability

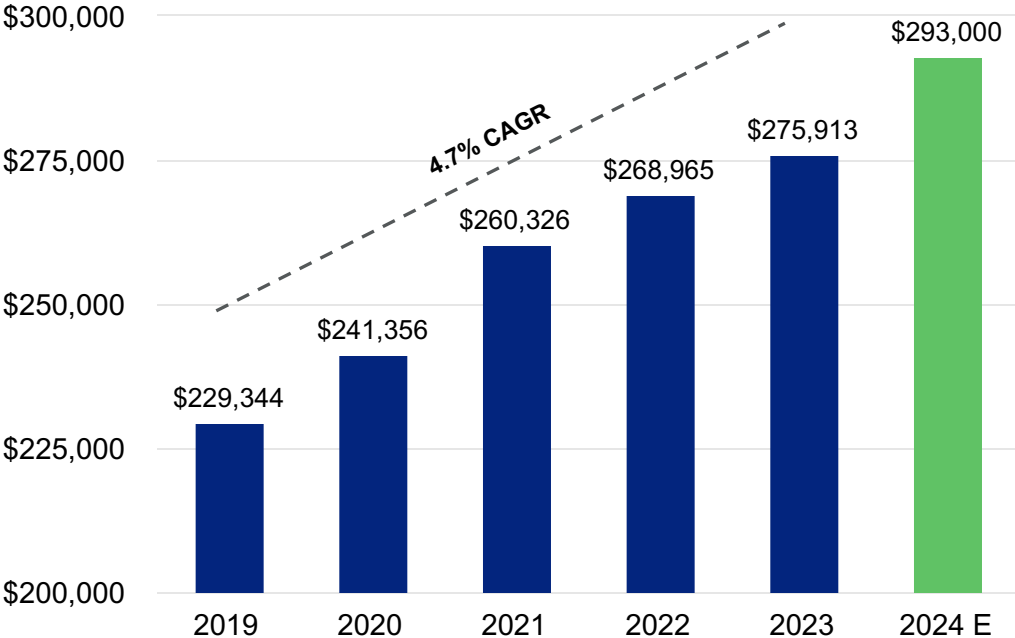
COPT Defense's FFOPS has compounded at 4.5% per year from 2019–2023

Updated 2024 FFOPS midpoint guidance of \$2.56 implies 5.8% growth over 2023 results

**FFOPS,
as Adjusted for Comparability**



**FFO, as Adjusted for Comparability
(in thousands)**



* The midpoint of initial diluted FFOPS guidance, as adjusted for comparability.
 ** The midpoint of updated diluted FFOPS guidance, as adjusted for comparability.
 See Appendix for reconciliations of diluted EPS to diluted FFOPS, as adjusted for comparability.



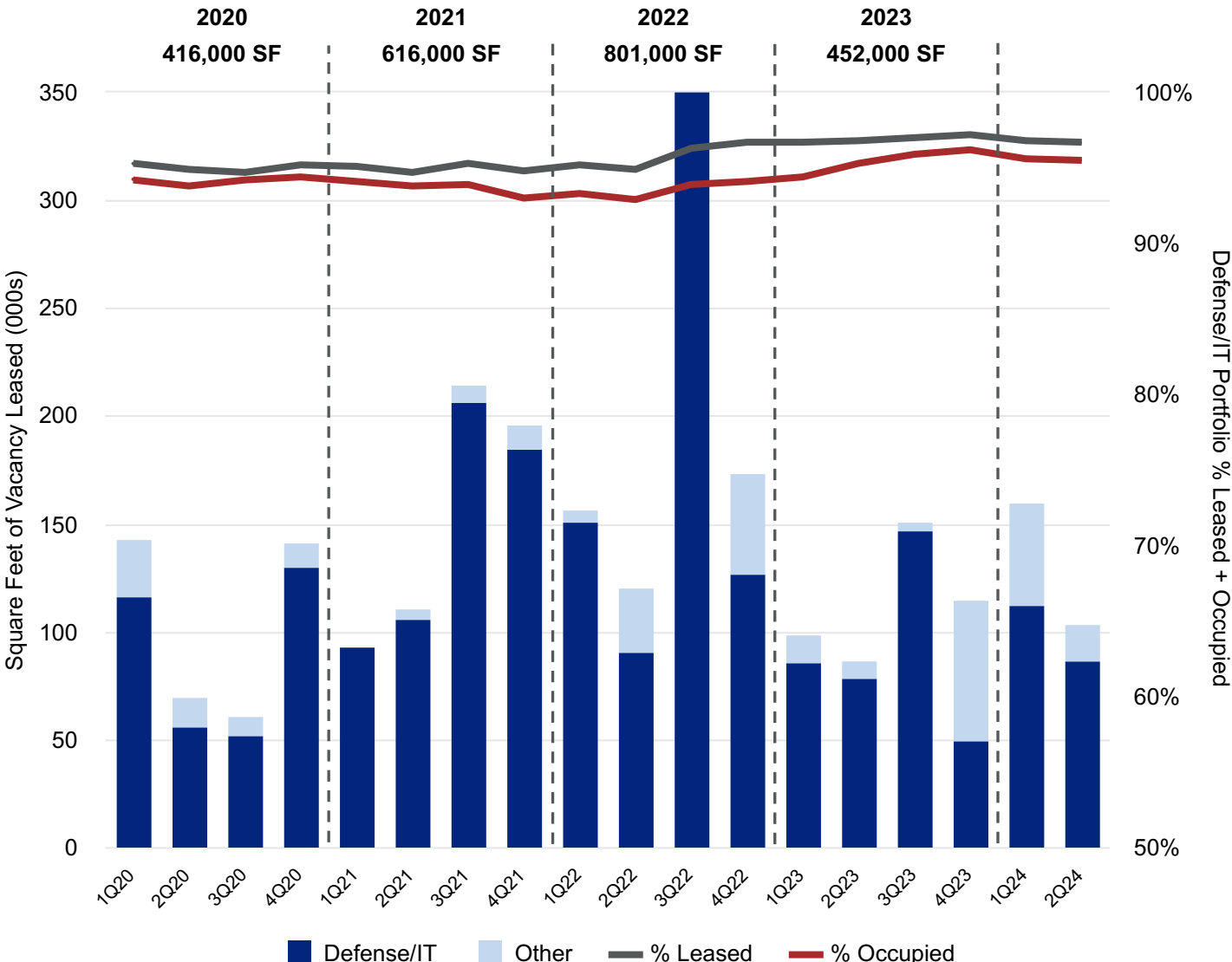
PORTFOLIO UPDATE



Strong Vacancy Leasing

- > Defense/IT Portfolio was 95.5% occupied and 96.7% leased at June 30, 2024
- > Excellent vacancy leasing volume in 1H 2024
 - > 264,000 SF executed equates to 2/3 of full year target
 - > Weighted average lease term of 8.2 years
- > On track to achieve or exceed full year target of 400,000 SF

Vacancy Leasing in Operating Portfolio*



* Percent occupied and leased statistics are for Defense/IT Portfolio.

Sector-Leading Tenant Retention

DRIVEN BY:

- 1. UNIQUE + ADVANTAGED LOCATIONS
- 2. SIGNIFICANT TENANT CO-INVESTMENT
- 3. LONG-TERM TENANT RELATIONSHIPS
- 4. OPERATING PLATFORM WITH CREDENTIALLED PERSONNEL

> Proven track record of strong tenant retention rates, averaging:

- > 76% between 2013–2023*
- > 77% between 2019–2023*

> 1H 2024 total retention rate of 83%

- > Renewed 1.4 million SF
- > Defense/IT retention rate of 86%

> Increased 2024 guidance to 80%–85%

Renewal Rates Since 2019



CDP's retention rate is more than double that of the Office REITs that report this metric



* Historical averages are calculated based on a weighted average retention rate by renewal leasing square feet.
 ** Office REIT 5-Year Weighted Average is based on the weighted average square feet on renewals for BDN, BXP, HPP, and KRC.

AFFO Benefits of High Retention

HIGH RETENTION IS MORE IMPACTFUL TO AFFO THAN RENT SPREADS

> Key Takeaway

- > Scenario 1 with High Retention + Low Rent Spread (e.g. CDP) generates an incremental ~\$45 million of cumulative AFFO over the 8 year period vs Scenario 2 with Low Retention + High Reported Rent Spread (e.g. Office REITs)

> Benefits of High Tenant Retention

- > Deal costs are ~1/3 of new leasing costs
- > No downtime and risk associated with re-tenanting
- > Lower free rent
- > All of which leads to higher earnings visibility

> CDP's high retention provides ability to

- > Grow the dividend
- > Fund the equity required of capital committed to new investment from cash flow from operations less the dividend

Leasing Assumptions	Renewal	New
Leasing Volume (SF)	2,000,000	2,000,000
Lease Term (years)	4	7
Cash Rent per SF	\$35.00	\$35.00
Leasing CapEx per SF per year	(\$3.00)	(\$9.00)
Downtime (marketing + tenant buildout)	0 months	12 months
Free Rent	1 month	8 months

Scenario Analysis	Scenario 1 ¹	Scenario 2 ^{2,3}	Implication
	High Retention + Low Rent Spread (e.g. CDP)	Low Retention + High Reported Rent Spread (e.g. Office REITs)	~25% Rent Spread Needed to Offset Low Retention
Retention Rate	80%	35%	35%
Change in Cash Rents - Renewal	0%	10%	~25%
Change in Cash Rents - New	0%	0%	0%
12-Year Impact on AFFO (millions)	~\$505	~\$460	~\$505
	<i>difference</i>	~\$45	

1. Scenario 1 retention and change in cash rents is reflective of CDP's 2023 Leasing Activity consisting of 80% retention and +1.5% change in cash rents.
 2. Scenario 2 retention of 35%, which compares to the 5-year weighted average of 36% (2019–2023) for Office REITs which report this metric consisting of BDN, BXP, HPP, and KRC.

3. Scenario 2 change in cash rents, which compares to the 5-year average of 8% (2019–2023) for Office REITs which report this metric consisting of ARE, BXP, BDN, CUZ, DEI, ESRT, HIW, HPP, KRC, PGRE, PDM, SLG, and VNO.



AFFO Benefits of High Retention

Conclusion

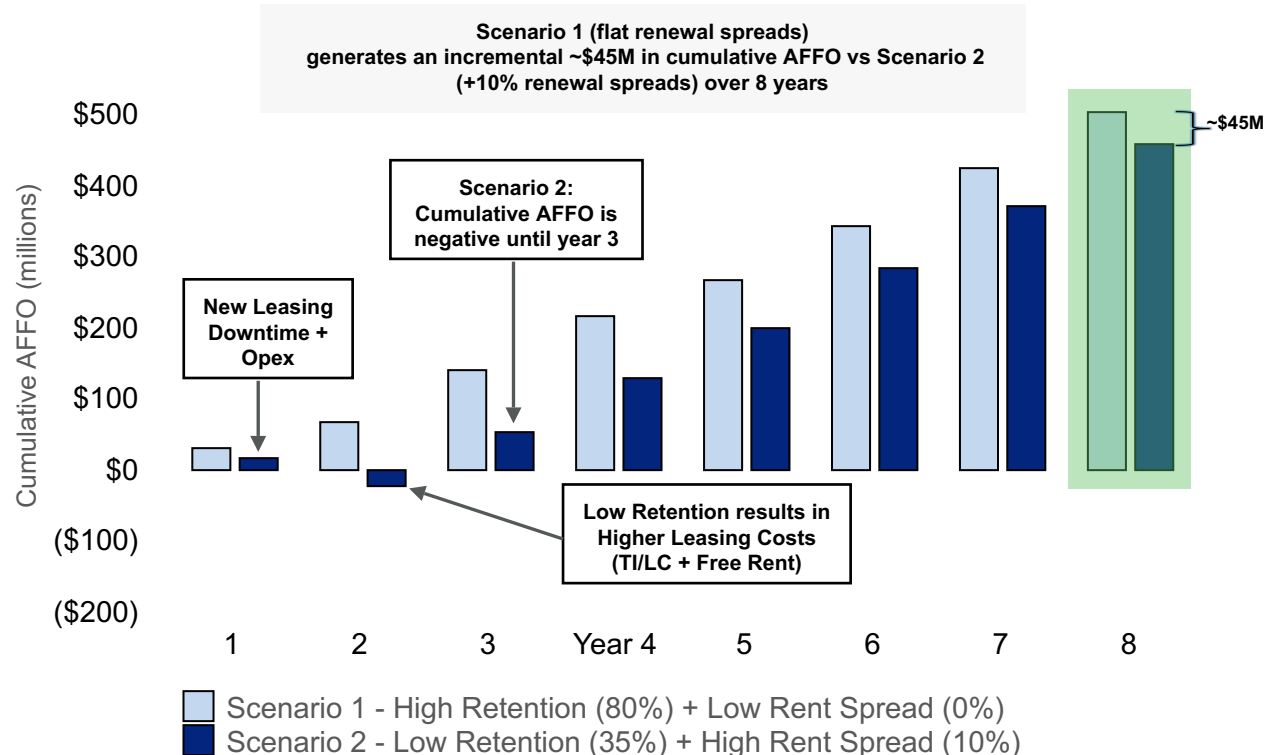
- > 80% Retention + Flat Rent Spreads generates
 - > An incremental ~\$45 million in cumulative AFFO vs 35% Retention + 10% Rent Spreads
 - > More cumulative AFFO during the first 7 years vs 35% Retention + ~25% Rent Spreads

Important to Note

- > ~\$45 million of cumulative AFFO reflects only one year of expiration activity (2 million SF)
 - > Total AFFO impact over time would be multiples of this, as leases continue to expire / renew / re-lease

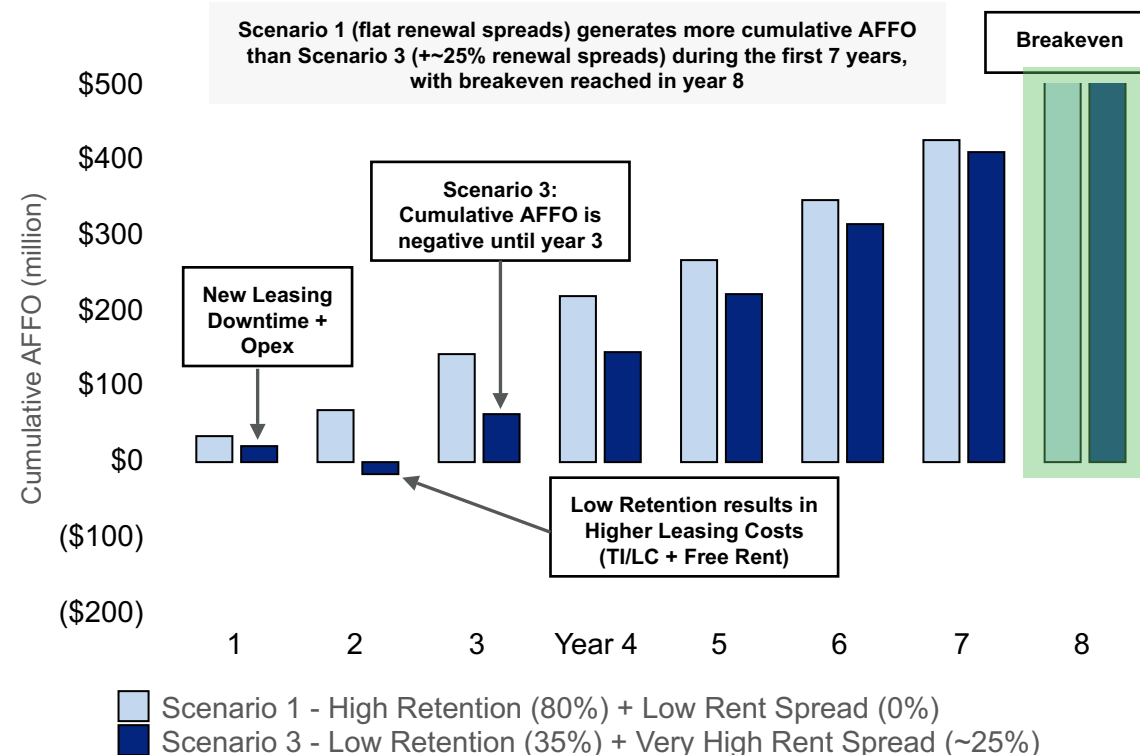
Scenario 1 (e.g. CDP) - High Retention (80%) + Low Rent Spread (0%)¹

Scenario 2 (e.g. Office REITs) - Low Retention (35%) + High Rent Spread (+10%)^{2,3}



Scenario 1 (e.g. CDP) - High Retention (80%) + Low Rent Spread (0%)¹

Scenario 3 - Low Retention (35%) + Breakeven Rent Spread (+~25%)



1. Scenario 1 retention and change in cash rents is reflective of CDP's 2023 Leasing Activity consisting of 80% retention and +1.5% change in cash rents.
 2. Scenario 2 retention of 35%, which compares to the 5-year weighted average of 36% (2019–2023) for Office REITs which report this metric consisting of BDN, BXP, HPP, and KRC.

3. Scenario 2 change in cash rents, which compares to the 5-year average of 8% (2019–2023) for Office REITs which report this metric consisting of ARE, BXP, BDN, CUZ, DEI, ESRT, HIW, HPP, KRC, PGRE, PDM, SLG, and VNO.

Large Lease Expirations

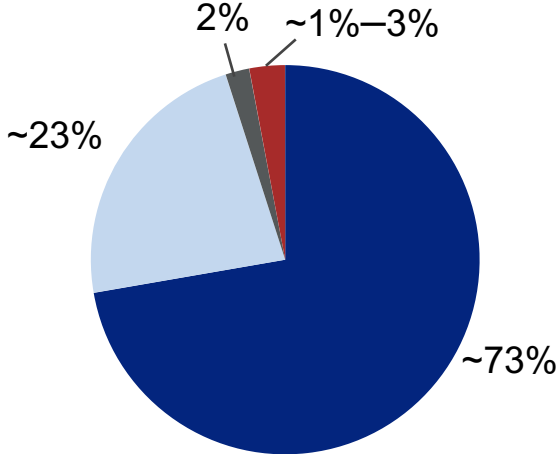
2022 | 30 Month Outlook - Progress To Date:

- > **5.5 million SF** set to expire between 2Q22 through 4Q24
 - > 25 leases totaling **~2.8 million SF are large leases** (greater than 50,000 SF)
 - > 50% of expiring SF
 - > We **expected to renew over 95% of this ~2.8 million SF**
- > Progress / Current Outlook:
 - > We **renewed** 20 large leases totaling **~2.1 million SF with a 99% retention ratio**
 - > Renewed 100% of leases and 97.5% of SF due to two partial downsizes (one in the Other Segment)
 - > We expect to fully renew the five remaining leases totaling ~700,000 SF

2024 | 30 Month Outlook - Looking Forward:

- > **6.9 million SF** set to expire between 2Q24 through 4Q26
 - > 32 leases totaling **~4.0 million SF are large leases** (greater than 50,000 SF)
 - > 13 leases with the U.S. Government (13 full building properties)
 - > 12 leases in Defense/IT Portfolio | 10 of which are with Defense Contractors (4 full building leases)
 - > 6 leases on Data Center Shells (single-tenant/full building)
 - > 1 lease in the Other Segment
 - > 57% of expiring SF and ARR
- > Current Outlook:
 - > We **expect over 95% of this ~4.0 million SF to renew**

Large Leases Expiring through Year-End 2026
% of ARR Expiring by Tenant Type



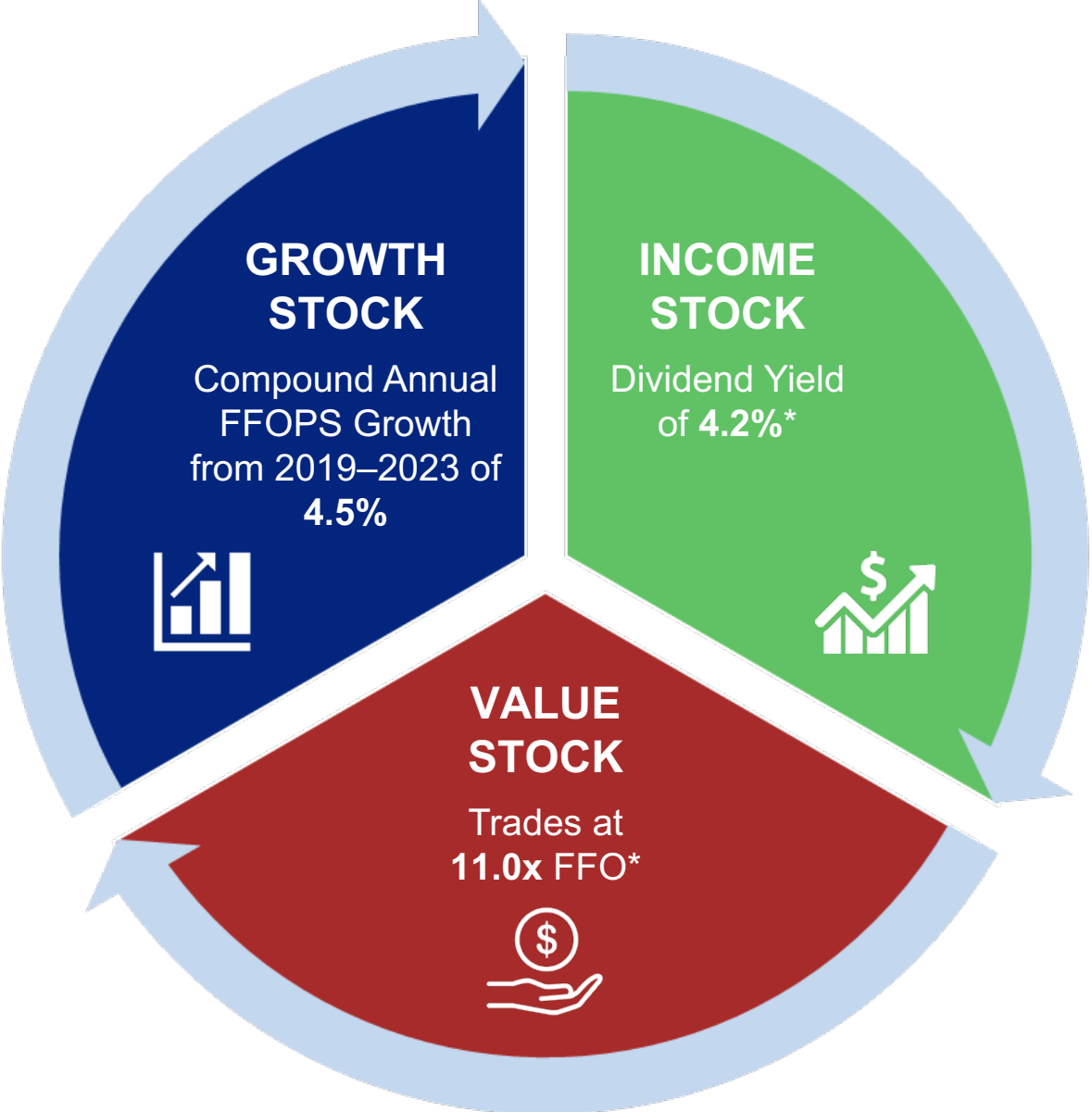
- U.S. Government
- Defense/IT
- Other
- Non-Renewal/Downsized



CONTINUED GROWTH



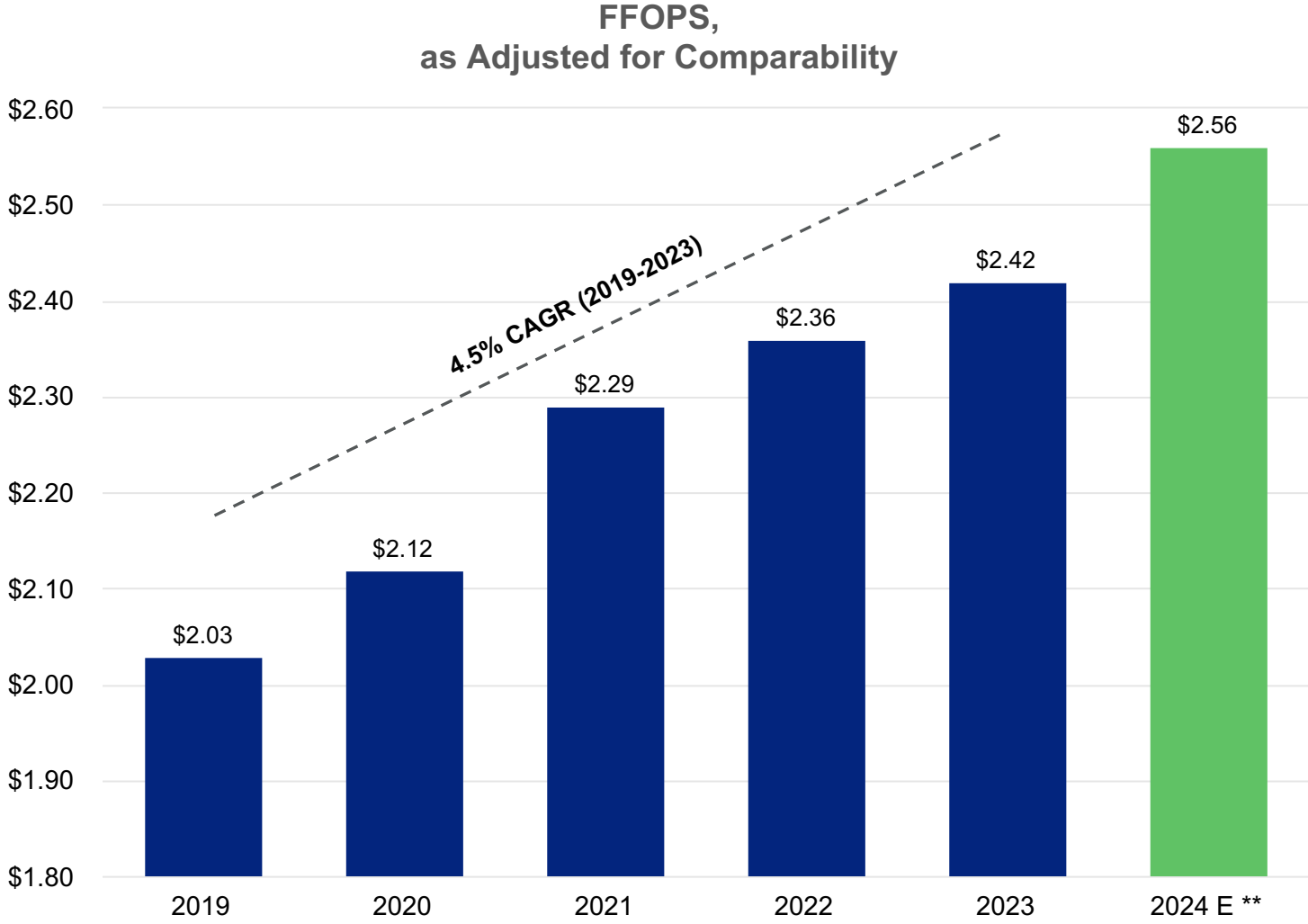
Attractive Investment Opportunity



* As of the closing price on July 26, 2024.

Continued Growth

- > Strong leasing demand at existing properties
- > \$381 million of active developments (959,000 SF) are 74% leased*
- > ~700,000 SF development leasing pipeline and over 1.6 million SF of potential future opportunities
- > Appropriated budget increases and bipartisan support for future increases in Defense Budgets expected to continue to drive demand for existing and new development space
- > Balance sheet is fortified with no significant debt maturing until 2026
- > Combination of these factors support expectation that FFO per share will grow at least 4% on a compounded basis between 2023 through 2026 (based on the original midpoint of 2023 guidance of \$2.38)



* As of June 30, 2024.
 ** The midpoint of updated diluted FFOPS guidance, as adjusted for comparability. See Appendix for reconciliations.

APPENDICES

- > Safe Harbor
- > Definitions + Glossary
- > Reconciliations



Safe Harbor

UNLESS OTHERWISE NOTED, INFORMATION IN THIS PRESENTATION REPRESENTS THE COMPANY'S CONSOLIDATED PORTFOLIO AS OF OR FOR THE QUARTER ENDED JUNE 30, 2024.

- > This presentation may contain forward-looking statements within the meaning of the Federal securities laws. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “could,” “believe,” “anticipate,” “expect,” “estimate,” “plan” or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, we can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements and we undertake no obligation to update or supplement any forward-looking statements.
- > The areas of risk that may affect these expectations, estimates and projections include, but are not limited to, those risks described in Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2023.



Definitions + Glossary

Acquisition costs

Transaction costs expensed in connection with executed or anticipated acquisitions of operating properties.

Adjusted book

Total assets presented on our consolidated balance sheet, net of lease liabilities associated with property right-of-use assets, and excluding the effect of cash and cash equivalents, accumulated depreciation on real estate properties, accumulated amortization of intangible assets on real estate acquisitions, accumulated amortization of deferred leasing costs and unconsolidated real estate joint ventures (“JVs”) cash and cash equivalents, liabilities, and accumulated depreciation and amortization (of intangibles on property acquisitions and deferred leasing costs) allocable to our ownership interest in the JVs.

Adjusted EBITDA

Net income or loss adjusted for the effects of interest expense, depreciation and amortization, gain on sales and impairment losses of real estate and investments in unconsolidated real estate JVs, gain or loss on early extinguishment of debt, gain or loss on interest rate derivatives, net gain or loss on other investments, credit loss expense or recoveries, operating property acquisition costs, income taxes, business development expenses, demolition costs on redevelopment and nonrecurring improvements, executive transition costs and certain other expenses that we believe are not relevant to an investor's evaluation of our ability to repay debt. Adjusted EBITDA also includes adjustments to net income or loss for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs.

Annualized rental revenue (“ARR”)

The monthly contractual base rent as of the reporting date (ignoring free rent then in effect and rent associated with tenant funded landlord assets) multiplied by 12, plus the estimated annualized expense reimbursements under existing leases for occupied space. With regard to properties owned through unconsolidated real estate JVs, we include the portion of ARR allocable to COPT Defense's ownership interest.

ATFP

Anti-terrorism force protection.

Average escalations

Leasing statistic used to report average increase in rental rates over lease terms for leases with a term of greater than one-year.

Baltimore/Washington region

Includes counties that comprise the Fort Meade/Baltimore Washington Corridor. As of June 30, 2024, 93 of COPT Defense's properties were located within this defined region. Please refer to page 12 of COPT Defense's Supplemental Information package dated June 30, 2024 for additional detail.

Basic FFO available to common share and common unit holders (“Basic FFO”)

FFO adjusted to subtract (1) preferred share dividends, (2) income or loss attributable to noncontrolling interests through ownership of preferred units in COPT Defense Properties, L.P. (the “Operating Partnership”) or interests in other consolidated entities not owned by us, (3) depreciation and amortization allocable to noncontrolling interests in other consolidated entities, (4) Basic FFO allocable to share-based compensation awards and (5) issuance costs associated with redeemed preferred shares. With these adjustments, Basic FFO represents FFO available to common shareholders and holders of common units in the Operating Partnership (“common units”). Common units are substantially similar to our common shares of beneficial interest (“common shares”) and are exchangeable into common shares, subject to certain conditions.

BRAC

Base Realignment and Closure Commission of the United States Congress, the most recent of which Congress established in 2005 to ensure the integrity of the base closure and realignment process. The Commission provided an objective, non-partisan, and independent review and analysis of the list of military installation recommendations issued by the Department of Defense (“DOD”) on May 13, 2005. The Commission's mission was to assess whether the DOD recommendations substantially deviated from the Congressional criteria used to evaluate each military base. While giving priority to the criteria of military value, the Commission took into account the human impact of the base closures and considered the possible economic, environmental, and other effects on the surrounding communities.

C4ISR

Command, Control, Communications, Computers, Intelligence, Surveillance & Reconnaissance.



Definitions + Glossary

Cash net operating income ("Cash NOI")

NOI from real estate operations adjusted to eliminate the effects of: straight-line rental adjustments, amortization of tenant incentives, amortization of intangibles and other assets included in FFO and NOI, lease termination fees from tenants to terminate their lease obligations prior to the end of the agreed upon lease terms and rental revenue recognized under GAAP resulting from landlord assets and lease incentives funded by tenants. Cash NOI also includes adjustments to NOI from real estate operations for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs. Under GAAP, rental revenue is recognized evenly over the term of tenant leases (through straight-line rental adjustments and amortization of tenant incentives), which, given the long term nature of our leases, does not align with the economics of when tenant payments are due to us under the arrangements. Also under GAAP, when a property is acquired, we allocate the acquisition to certain intangible components, which are then amortized into NOI over their estimated lives, even though the resulting revenue adjustments are not reflective of our lease economics. In addition, revenue from lease termination fees and tenant-funded landlord improvements, absent an adjustment from us, would result in large one-time lump sum amounts in Cash NOI that we do not believe are reflective of a property's long-term value.

Cash rent

Includes monthly contractual base rent (ignoring rent abatements and rent associated with tenant funded landlord assets) multiplied by 12, plus estimated annualized expense reimbursements (average for first 12 months of term for new or renewed leases or as of lease expiration for expiring leases).

Debt/Total market capitalization

Gross debt, divided by our total market capitalization.

Defense/IT Portfolio

Represents properties in locations proximate to, or sometimes containing, key U.S. Government defense installations and missions.

Development leasing pipeline

Formerly called the Shadow Development Pipeline, this internally maintained schedule tracks potential future development leasing transactions for which the Company is competing and believes it has a 50% or greater chance of winning within the next 24 months.

Development profit or yield

Calculated as cash NOI divided by the estimated total investment, before the impact of cumulative real estate impairment losses.

Diluted adjusted funds from operations available to common share and common unit holders ("Diluted AFFO")

Diluted FFO, as adjusted for comparability, adjusted for the following: (1) the elimination of the effect of (a) noncash rental revenues and property operating expenses (comprised of straight-line rental adjustments, which includes the amortization of recurring tenant incentives, and amortization of acquisition intangibles included in FFO and NOI, both of which are described under "Cash NOI" above), (b) share-based compensation, net of amounts capitalized, (c) amortization of deferred financing costs, (d) amortization of debt discounts and premiums and (e) amortization of settlements of debt hedges; and (2) replacement capital expenditures (defined below). Diluted AFFO also includes adjustments to Diluted FFO, as adjusted for comparability for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs.

Diluted FFO available to common share and common unit holders ("Diluted FFO")

Basic FFO adjusted to add back any changes in Basic FFO that would result from the assumed conversion of securities that are convertible or exchangeable into common shares. The computation of Diluted FFO (which includes discontinued operations, if any) assumes the conversion of common units but does not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase Diluted FFO per share in a given period.

Diluted FFO available to common share and common unit holders, as adjusted for comparability ("Diluted FFO, as adjusted for comparability")

Diluted FFO or FFO adjusted to exclude: operating property acquisition costs; gain or loss on early extinguishment of debt; FFO associated with properties that secured non-recourse debt on which we defaulted and, subsequently, extinguished via conveyance of such properties (including property NOI, interest expense and gains on debt extinguishment); loss on interest rate derivatives; executive transition costs associated with named executive officers; and, for periods prior to 10/1/22, demolition costs on redevelopment and nonrecurring improvements and executive transition costs associated with other senior management team members. Diluted FFO, as adjusted for comparability also includes adjustments to Diluted FFO for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs.

Diluted FFO per share

Defined as (1) Diluted FFO divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. The computation of Diluted FFO per share assumes the conversion of common units but does not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase Diluted FFO per share in a given period.



Definitions + Glossary

Diluted FFO per share, as adjusted for comparability

Defined as (1) Diluted FFO available to common share and common unit holders, as adjusted for comparability divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. The computation of this measure assumes the conversion of common units but does not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase the per share measure in a given period.

DISA

Defense Information Systems Agency.

EBITDA

See Adjusted EBITDA.

EUL

Enhanced Use Lease whereby the DOD grants a lease interest to a private developer in exchange for rent that the DOD can use to improve the related defense installation.

Funds from operations ("FFO" or "FFO per Nareit")

Defined as net income or loss computed using GAAP, excluding gains on sales and impairment losses of real estate and investments in unconsolidated real estate JVs (net of associated income tax) and real estate-related depreciation and amortization. FFO also includes adjustments to net income or loss for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs. We believe that we use the National Association of Real Estate Investment Trust's ("Nareit") definition of FFO, although others may interpret the definition differently and, accordingly, our presentation of FFO may differ from those of other REITs.

Gross debt

Defined as debt reported on our consolidated balance sheet adjusted to exclude net discounts and premiums and deferred financing costs, as further adjusted to include outstanding debt of unconsolidated real estate JVs that were allocable to our ownership interest in the JVs.

GSA

United States General Services Administration.

In-place adjusted EBITDA

Defined as Adjusted EBITDA, as further adjusted for: (1) certain events occurring in a three month period to reflect Adjusted EBITDA as if the events occurred at the beginning of such period, including; (a) properties acquired, placed in service or expanded upon subsequent to the commencement of a period made in order to reflect a full period of ownership/operations; (b) properties removed from service or in which we disposed of interests; (c) significant mid-period occupancy changes associated with properties recently placed in service as if such occupancy changes occurred at the beginning of such period; and (2) adjustments to deferred rental revenue associated with changes in our assessment of collectability and other adjustments included in the period that we believe are not closely correlated with our operating performance. The measure also includes adjustments for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs. We believe that the pro forma adjustments described above are consistent with the requirements for preparation of amounts presented on a pro forma basis in accordance with Article 11 of Regulation S-X.

Interest duration

The length of time for which an interest rate on debt is fixed.

NGA

National Geospatial Intelligence Agency.

Net construction contract and other service revenues

Defined as net operating income from real estate services such as property management, development and construction services primarily for the Company's properties but also for third parties. Construction contract and other service revenues and expenses consist primarily of subcontracted costs that are reimbursed to the Company by the customer along with a management fee. The operating margins from these activities are small relative to the revenue. The Company believes NOI from service operations is a useful measure in assessing both its level of activity and its profitability in conducting such operations.

Net debt

Gross debt (total outstanding debt reported per our balance sheet as adjusted to exclude net discounts and premiums and deferred financing costs), as adjusted to subtract cash and cash equivalents as of the end of the period. The measure also includes adjustments to Gross debt for the effects of the items noted above pertaining to unconsolidated real estate JVs that were allocable to our ownership interest in the JVs.



Definitions + Glossary

Net debt adjusted for fully-leased development

Net debt less costs incurred on properties under development that were 100% leased.

Net debt to adjusted book and Net debt adjusted for fully-leased development to adjusted book

These measures divide either Net debt or Net debt adjusted for fully-leased development by Adjusted book.

Portfolio	6/30/24	3/31/24	12/31/23	9/30/23	6/30/23
# of Properties					
Total Portfolio	201	201	198	196	194
Consolidated Portfolio	177	177	174	172	170
Defense/IT Portfolio	193	193	190	188	186
Same Property	189	189	189	189	189
% Occupied					
Total Portfolio	93.6 %	93.6 %	94.2 %	94.1 %	93.4 %
Consolidated Portfolio	92.2 %	92.2 %	92.9 %	92.7 %	91.9 %
Defense/IT Portfolio	95.5 %	95.6 %	96.2 %	95.9 %	95.3 %
Same Property	93.5 %	93.5 %	93.8 %	93.8 %	93.3 %
% Leased					
Total Portfolio	94.9 %	94.9 %	95.3 %	95.1 %	94.9 %
Consolidated Portfolio	93.8 %	93.8 %	94.3 %	94.0 %	93.7 %
Defense/IT Portfolio	96.7 %	96.8 %	97.2 %	97.0 %	96.8 %
Same Property	95.0 %	95.0 %	95.1 %	94.9 %	94.7 %
Square Feet (in thousands)					
Total Portfolio	24,135	24,137	23,859	23,479	23,035
Consolidated Portfolio	19,839	19,841	19,563	19,184	18,740
Defense/IT Portfolio	21,993	21,993	21,719	21,339	20,895
Same Property	22,224	22,224	22,224	22,224	22,224

Net debt to in-place adjusted EBITDA ratio and Net debt adjusted for fully-leased development to in-place adjusted EBITDA ratio

Net debt (defined above) or Net debt adjusted for fully-leased development divided by in-place adjusted EBITDA (defined above) for the three-month period that is annualized by multiplying by four.

Net operating income from real estate operations ("NOI")

Includes: consolidated real estate revenues; consolidated property operating expenses; and the net of revenues and property operating expenses of real estate operations owned through unconsolidated real estate JVs that are allocable to COPT Defense's ownership interest in the JVs.

Payout ratios based on: Diluted FFO; Diluted FFO, as adjusted for comparability; and Diluted AFFO

These payout ratios are defined as (1) the sum of dividends on common and deferred shares and distributions to holders of interests in the Operating Partnership and dividends on convertible preferred shares to the extent they are dilutive in the respective FFO per share numerators divided by (2) the respective non-GAAP measures.

Pro forma net debt, pro forma net debt adjusted for fully-leased development, pro forma in-place adjusted EBITDA and associated ratios

These measures and the ratios in which they are used adjust for the effect of noted dispositions of interests in properties that occurred subsequent to the end of reporting periods and before our release of financial results for such periods. The adjustments remove Adjusted EBITDA from real estate operations associated with the disposed interests in properties and adjust our net debt measures for resulting proceeds available for debt pay downs to reflect these measures and ratios as if such events occurring subsequent to a three month reporting period occurred at the beginning of such reporting period. We believe that these adjustments are consistent with the requirements for preparation of amounts presented on a pro forma basis in accordance with Article 11 of Regulation S-X.

Redevelopment

Properties previously in operations on which activities to substantially renovate such properties are underway or approved.



Definitions + Glossary

Replacement capital expenditures

Tenant improvements and incentives, building improvements and leasing costs incurred during the period for operating properties that are not (1) items contemplated prior to the acquisition of a property, (2) improvements associated with the expansion of a building or its improvements, (3) renovations to a building which change the underlying classification of the building (for example, from industrial to office or Class C office to Class B office), (4) capital improvements that represent the addition of something new to the property rather than the replacement of something (for example, the addition of a new heating and air conditioning unit that is not replacing one that was previously there) or (5) replacements of significant components of a building after the building has reached the end of its original useful life. Replacement capital expenditures excludes expenditures of operating properties included in disposition plans during the period that were already sold or are held for future disposition. For cash tenant incentives not due to the tenant for a period exceeding three months past the date on which such incentives were incurred, we recognize such incentives as replacement capital expenditures in the periods such incentives are due to the tenant. Replacement capital expenditures, which is included in the computation of Diluted AFFO, is intended to represent non-transformative capital expenditures of existing properties held for long-term investment.

Same property

Operating office and data center shell properties stably owned and 100% operational since at least the beginning of the prior year.

Same property NOI and same property cash NOI

NOI, or Cash NOI, from real estate operations of Same Property groupings.

SCIF

Sensitive (or Secure) Compartmented Information Facility, or “SCIF,” in U.S. military, security and intelligence parlance is an enclosed area within a building that is used to process classified information within formal access controlled systems (as established by the Director of National Intelligence).

Stabilization

Generally defined as properties that are at least 90% occupied.

Straight-line rent

Includes annual minimum base rents, net of abatements and lease incentives and excluding rent associated with tenant funded landlord assets, on a straight-line basis over the term of the lease, and estimated annual expense reimbursements (as of lease commencement for new or renewed leases or as of lease expiration for expiring leases).

Total market capitalization

Sum of: (1) consolidated outstanding debt, excluding discounts, premiums and deferred financing costs; (2) the product of the closing price of our common shares on the NYSE and the sum of (a) common shares outstanding and (b) common units outstanding; and (3) the liquidation value of preferred shares and preferred units in our operating partnership.

Under development

This term includes properties under, or contractually committed for, development.



Reconciliations

Reconciliations of net income to diluted FFO, diluted FFO as adjusted for comparability and diluted AFFO (in thousands)	Year Ended December 31,					Three Months Ended
	2019	2020	2021	2022	2023	06/30/24
Net income (loss)	\$ 200,004	\$ 102,878	\$ 81,578	\$ 178,822	\$ (74,347)	\$ 36,407
Real estate-related depreciation and amortization	137,069	138,193	147,833	141,230	148,950	38,161
Impairment losses on real estate	329	1,530	—	—	252,797	—
Gain on sales of real estate	(105,230)	(30,209)	(65,590)	(47,814)	(49,392)	—
Gain on sale of investment in unconsolidated real estate JV	—	(29,416)	—	—	—	—
Depreciation and amortization on unconsolidated real estate JVs	2,703	3,329	1,981	2,101	3,217	778
FFO - per Nareit	234,875	186,305	165,802	274,339	281,225	75,346
Noncontrolling interests - preferred units in the Operating Partnership	(564)	(300)	—	—	—	—
FFO allocable to other noncontrolling interests	(5,024)	(15,705)	(5,483)	(4,795)	(3,978)	(984)
Basic FFO allocable to share-based compensation awards	(905)	(719)	(777)	(1,433)	(1,940)	(599)
Basic FFO available to common share and common unit holders	228,382	169,581	159,542	268,111	275,307	73,763
Redeemable noncontrolling interests	132	147	(11)	(34)	(58)	471
Diluted FFO adjustments allocable to share-based compensation awards	—	—	32	109	150	46
Basic and Diluted FFO available to common share and common unit holders	228,514	169,728	159,563	268,186	275,399	74,280
Loss on early extinguishment of debt	—	7,306	100,626	609	—	—
Gain on early extinguishment of debt on unconsolidated real estate JVs	—	—	—	(168)	—	—
Loss on interest rate derivatives	—	53,196	—	—	—	—
Loss on interest rate derivatives included in interest expense	—	—	221	—	—	—
Demolition costs on redevelopment and nonrecurring improvements	148	63	423	—	—	—
Executive transition costs	4	—	—	343	518	81
Non-comparable professional and legal expenses	681	—	—	—	—	—
Dilutive preferred units in the Operating Partnership	—	300	—	—	—	—
FFO allocation to other noncontrolling interests resulting from capital event	—	11,090	—	—	—	—
Diluted FFO comparability adjustments allocable to share-based compensation awards	(3)	(327)	(507)	(5)	(4)	(1)
Diluted FFO available to common share and common unit holders, as adjusted for comparability	\$ 229,344	\$ 241,356	\$ 260,326	\$ 268,965	275,913	\$ 74,360
Straight line rent adjustments and lease incentive amortization	—	—	—	—	6,518	—
Amortization of intangibles and other assets included in NOI	—	—	—	—	50	—
Share-based compensation, net of amounts capitalized	—	—	—	—	8,544	—
Amortization of deferred financing costs	—	—	—	—	2,580	—
Amortization of net debt discounts, net of amounts capitalized	—	—	—	—	2,994	—
Replacement capital expenditures	—	—	—	—	(93,494)	—
Other	—	—	—	—	(84)	—
Diluted AFFO available to common share and common unit holders ("diluted AFFO")					\$ 203,021	
Reconciliations of denominators for per share measures (in thousands)						
Denominator for diluted EPS	111,623	112,076	112,418	112,620	112,178	112,785
Weighted average common units	1,299	1,236	1,257	1,454	1,509	1,703
Redeemable noncontrolling interests	—	123	—	—	38	926
Dilutive effect of additional share-based compensation awards	—	—	—	—	424	—
Dilutive convertible preferred units	—	171	—	—	—	—
Denominator for diluted FFO per share, as adjusted for comparability	<u>112,922</u>	<u>113,606</u>	<u>113,675</u>	<u>114,074</u>	<u>114,149</u>	<u>115,414</u>
Diluted FFO per share, as adjusted for comparability	\$ 2.03	\$ 2.12	\$ 2.29	\$ 2.36	\$ 2.42	\$ 0.64
Numerators for non-gaap payout ratios (in thousands)						
Dividends on unrestricted common and deferred shares	—	—	—	—	\$ 127,978	—
Distributions on unrestricted common units	—	—	—	—	1,725	—
Dividends and distributions on restricted shares and units	—	—	—	—	828	—
Dividends and distributions on antidilutive shares and units	—	—	—	—	(835)	—
Dividends and distributions for non-gaap payout ratios	—	—	—	—	<u>\$ 129,696</u>	—
Non-GAAP payout ratios						
Diluted AFFO						63.9 %



Reconciliations (continued)

Reconciliations of diluted EPS to diluted FFOPS per Nareit and as adjusted for comparability (in dollars per share)	Actuals		Guidance			
	Year Ended December 31, 2023		Year Ending December 31, 2024			
			Low	High		
Diluted EPS	\$	(0.67)	\$	1.22	\$	1.26
Real estate-related depreciation and amortization		1.33		1.32		1.32
Gain on sales of real estate		(0.43)		—		—
Impairment losses		2.21		—		—
Other FFO adjustments		(0.03)		—		—
Diluted FFOPS - Nareit		2.41		2.54		2.58
Executive transition costs		0.01		—		—
Diluted FFOPS - as adjusted for comparability	\$	2.42	\$	2.54	\$	2.58

Reconciliation of Developments Property NOI to Cash NOI (in millions)	Actuals		Guidance Midpoint	
	Year Ended December 31, 2023		Year Ending December 31, 2024	
Property NOI	\$	36	\$	25
Straight line rent adjustments		(23)		(14)
Cash NOI	\$	13	\$	11

Reconciliation of Net Construction Contract and Other Service Revenues (in millions)	Actuals		Guidance Midpoint	
	Year Ended December 31, 2023		Year Ending December 31, 2024	
Construction contract and other service revenues	\$	60	\$	74
Construction contract and other service expenses		(57)		(72)
Net construction contract and other service revenues	\$	3	\$	2



Reconciliations (continued)

Reconciliations of net income to Adjusted EBITDA, in-place adjusted EBITDA and pro forma in-place adjusted EBITDA (in thousands)	Three Months Ended						
	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23	6/30/24
Net income	\$ 18,456	\$ 44,877	\$ 83,549	\$ 14,965	\$ 52,087	\$ 34,820	\$ 36,407
Interest expense	18,475	16,777	17,148	16,217	16,819	20,383	20,617
Income tax (benefit) expense	(190)	(104)	258	42	223	121	14
Depreciation and amortization	36,623	33,217	37,166	36,968	37,509	37,354	38,725
Impairment losses on real estate	2,367	2	—	—	—	—	—
Gain on sales of real estate	(2,367)	(20,761)	(30,204)	(25,879)	(19,238)	—	—
Gain on sale of investment in unconsolidated real estate JV	—	—	(29,416)	—	—	—	—
Adjustments from unconsolidated real estate joint ventures	832	1,206	1,306	763	1,033	1,911	1,709
Loss on early extinguishment of debt	258	—	4,069	41,073	267	—	—
Gain on early extinguishment of debt on unconsolidated real estate JVs	—	—	—	—	(168)	—	—
Net gain on other investments	(449)	(1)	(1,218)	—	(595)	—	—
Credit loss (recoveries) expense	—	—	(772)	(88)	(1,331)	(1,288)	436
Business development expenses	661	512	412	628	794	445	603
Demolition costs on redevelopment and nonrecurring improvements	163	104	—	(8)	—	—	—
Executive transition costs	371	—	—	—	387	188	81
Non-comparable professional and legal expenses	—	195	—	—	—	—	—
Adjusted EBITDA	\$ 75,200	\$ 76,024	\$ 82,298	\$ 84,681	\$ 87,787	\$ 93,934	\$ 98,592
Pro forma net operating income adjustment for property changes within period	2,052	463	1,459	—	2,704	1,341	—
Change in collectability of deferred rental revenue	—	928	678	—	—	(198)	27
Other	—	—	—	1,578	—	—	—
In-place adjusted EBITDA	\$ 77,252	\$ 77,415	\$ 84,435	\$ 86,259	\$ 90,491	\$ 95,077	\$ 98,619
Pro forma NOI adjustment from subsequent event transactions	—	—	—	(3,074)	(2,903)	—	—
Pro forma in-place adjusted EBITDA	\$ 77,252	\$ 77,415	\$ 84,435	\$ 83,185	\$ 87,588	\$ 95,077	\$ 98,619
Annualized in-place adjusted EBITDA	\$ 309,008	\$ 309,660	\$ 337,740	\$ 345,036	\$ 361,964	\$ 380,308	\$ 394,476
Annualized pro forma in-place adjusted EBITDA	—	—	—	\$ 332,740	\$ 350,352	—	—

Reconciliations of debt per balance sheet to net debt, net debt adjusted for fully-leased development and pro forma net debt (in thousands)	As of						
	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23	6/30/24
Debt per balance sheet	\$ 1,823,909	\$ 1,831,139	\$ 2,086,918	\$ 2,272,304	\$ 2,231,794	\$ 2,416,287	\$ 2,389,925
Net discounts and deferred financing costs	14,595	11,668	14,547	25,982	23,160	28,713	25,995
COPT Defense's share of unconsolidated JV gross debt	30,000	50,250	26,250	26,250	52,100	52,613	52,981
Gross debt	1,868,504	1,893,057	2,127,715	2,324,536	2,307,054	2,497,613	2,468,901
Less: Cash and cash equivalents	(8,066)	(14,733)	(18,369)	(13,262)	(12,337)	(167,820)	(100,443)
Less: CDP's share of cash of unconsolidated real estate JVs	(293)	(498)	(152)	(434)	(456)	(852)	(1,278)
Net debt	\$ 1,860,145	\$ 1,877,826	\$ 2,109,194	2,310,840	2,294,261	2,328,941	2,367,180
Costs incurred on fully-leased development properties	—	—	—	(162,884)	(95,972)	(53,914)	(56,646)
Net debt adjusted for fully-leased development	—	—	—	\$ 2,147,956	\$ 2,198,289	\$ 2,275,027	\$ 2,310,534

Net debt	—	—	—	\$ 2,310,840	\$ 2,294,261	—	—
Pro forma debt adjustments from subsequent event transaction proceeds	—	—	—	(216,000)	(189,000)	—	—
Pro forma net debt	—	—	—	2,094,840	2,105,261	—	—
Costs incurred on fully-leased development properties	—	—	—	(162,884)	(95,972)	—	—
Pro forma net debt adjusted for fully-leased development	—	—	—	\$ 1,931,956	\$ 2,009,289	—	—

Ratios	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23	6/30/24
Net debt to in-place adjusted EBITDA ratio	6.0x	6.1x	6.2x	6.7x	6.3x	6.1x	6.0x
Pro forma net debt to in-place adjusted EBITDA ratio	—	—	—	6.3x	6.0x	—	—
Net debt adjusted for fully-leased development to in-place adj. EBITDA ratio	—	—	—	6.2x	6.1x	6.0x	5.9x
Pro forma net debt adjusted for fully-leased development to in-place adj. EBITDA ratio	—	—	—	5.8x	5.7x	—	—





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