



# Investor Presentation March 2020



# **Forward-Looking Statements**

This presentation contains 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. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations, and projections of revenue, net operating income, funds from operations, discounts to net asset values and other selected financial information. Forward looking statements can be identified by the use of words such as "may," "will," "plan," "could," "should," "expect," "anticipate," "outlook," "estimate," "projected," "target," "continue," "intend," "believe," "seek," or "assume," and variations of such words and similar expressions are intended to identify such forward-looking statements. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. You should not rely on forward-looking statements as predictions of future events. Forward-looking statements involve numerous risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ materially from those expressed in any forward-looking statement made by us. These risks and uncertainties include, but are not limited to: adverse economic and real estate developments in Northern and Southern California, Hawaii, the Pacific Northwest and Texas; decreased rental rates or increased tenant incentives and vacancy rates; defaults on, early terminations of, or non-renewal of leases by tenants; increased interest rates and operating costs; failure to generate sufficient cash flows to service our outstanding indebtedness; difficulties in identifying properties to acquire and completing acquisitions; failure to successfully integrate pending and recent acquisitions; failure to successfully operate acquired properties and operations; failure to maintain our status as a REIT under the Internal Revenue Code of 1986, as amended; possible adverse changes in laws and regulations; environmental uncertainties; risks related to natural disasters; lack or insufficient amount of insurance; inability to successfully expand into new markets or submarkets; risks associated with property development; conflicts of interest with our officers or directors; changes in real estate and zoning laws and increases in real property tax rates; and the consequences of any possible future terrorist attacks. You are cautioned that the information contained herein speaks only as of the date hereof and we assume no obligation to update any forward-looking information, whether as a result of new information, future events or otherwise. The risks described above are not exhaustive, and additional factors could adversely affect our business and financial performance, including those discussed under the caption "Risk Factors" in our Annual Report on Form 10-K filed with the Securities and Exchange Commission. In this presentation, we rely on and refer to information and statistical data regarding the industry and the sectors in which we operate. This information and statistical data is based on information obtained from various third-party sources, and, in some cases, on our own internal estimates. We believe that these sources and estimates are reliable, but have not independently verified them and cannot guarantee their accuracy or completeness.

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#### **Company Overview and Strategy**



### American Assets Trust



(1) Source: Bloomberg. Total Shareholder Return (TSR) assumes dividends are reinvested in security through December 31, 2019. AAT IPO on January 13, 2011.

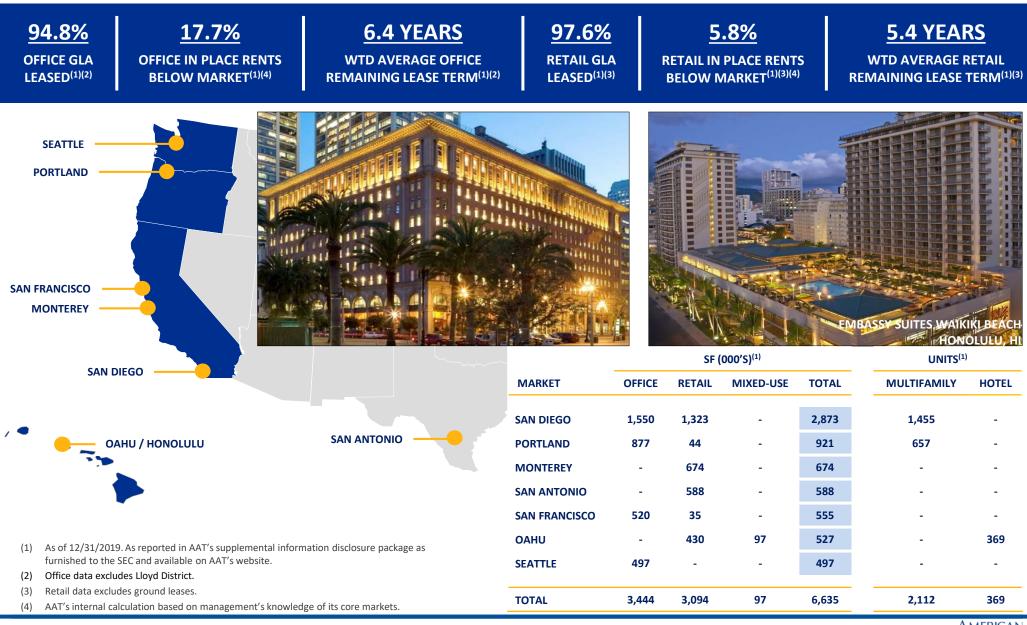
(2) See "AAT's Estimated Net Asset Value Per Share" page of this presentation regarding AAT's NAV calculation. DIRECTOR, MULTIFAMILY American ASSETS RUST

SAN DIEGO

VICE PRESIDENT OF

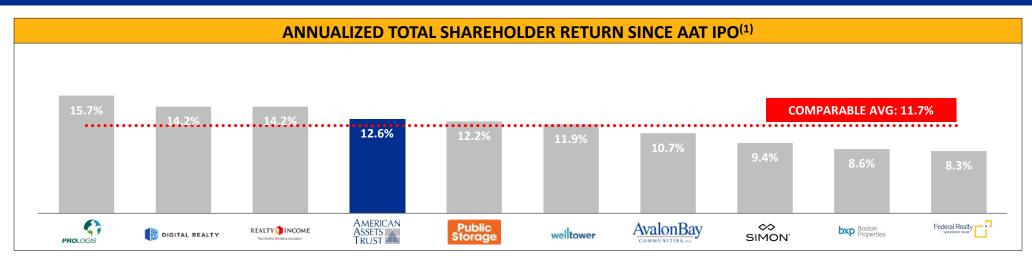
PORTLAND AND BELLEVUE

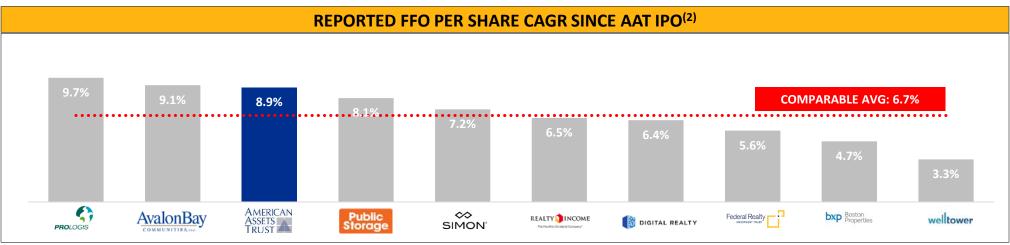
# Diversified Sharpshooter In West Coast Gateway Markets





# AAT Ranks Amongst the Best-In-Class REITs Since its IPO



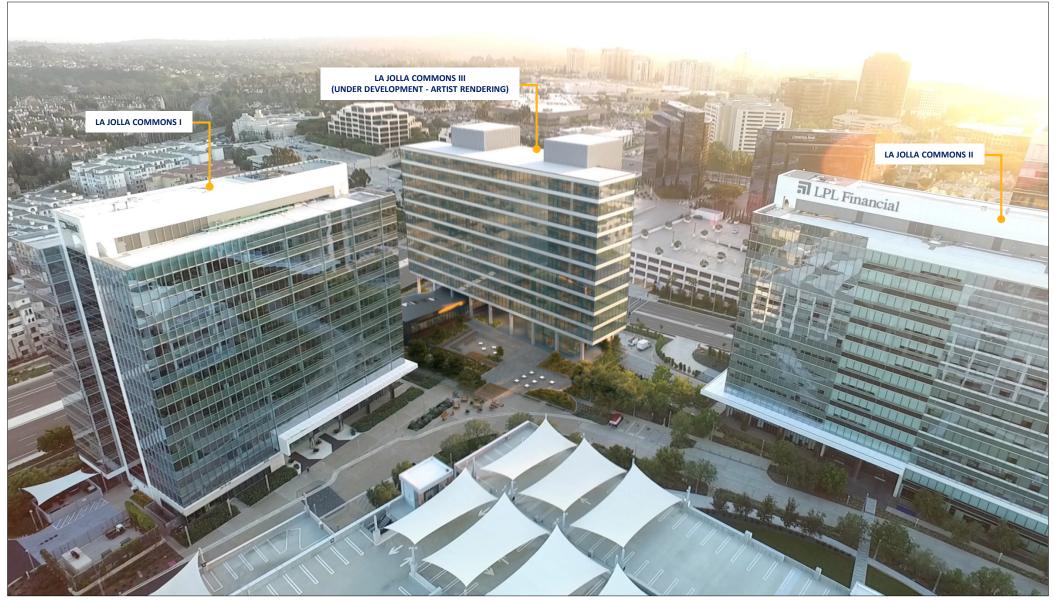


Source: SNL, Capital IQ, Bloomberg; market data as of 12/31/2019; AAT IPO on January 13, 2011.

(1) Total shareholder return represents share price appreciation plus dividends from January 13, 2011 to December 31, 2019. AAT share price appreciation uses IPO price of \$20.50. Dividends assumed to be paid on ex-dividend date and reinvested.

(2) FFO CAGR represents growth from CY2011 to CY2019.

#### La Jolla Commons San Diego, CA



Note: Includes artist rendering of La Jolla Commons III which is currently in planning stages.



#### Potential Future Growth Estimated FFO Per Share

SUMMARY OF ESTIMATED FFO GROWTH AS PROVIDED IN OUR 2020 GUIDANCE <sup>(1)</sup>									
		2020E							
FUTURE GROWTH POTENTIAL OF EXISTING PORTFOLIO:									
LA JOLLA COMMONS (ACQUIRED ON 6/20/2019)	\$	0.05							
WAIKELE <sup>(2)</sup>		0.03							
LANDMARK <sup>(3)</sup>		0.08							
TORREY POINT <sup>(4)</sup>		0.02							
TORREY PLAZA <sup>(5)</sup>		0.03							
OREGON SQUARE <sup>(6)</sup>		0.02							
TOTAL FUTURE GROWTH POTENTIAL OF EXISTING PORTFOLIO	\$	0.23							
OTHER ESTIMATED OPERATING/ADMINISTRATIVE REVENUES AND EXPENSES		(0.01)							
TOTAL ESTIMATED INCREASE IN FFO PER SHARE	Ś	0.22							

EMBEDDED GROWTH – DEVELOPMENT/REDEVELOPMENT PIPELINE*										
				ESTIMATED COMPLETION DATE (YEAR)						
PROPERTY	ТҮРЕ	LOCATION	ESTIMATED RSF	2021	2022	2023	2024			
OREGON SQUARE - 710 BLDG (BLOCK 91)	OFFICE	PORTLAND, OR	33,000	✓						
ONE BEACH	OFFICE	SAN FRANCISCO, CA	85,000	✓						
LA JOLLA COMMONS BLDG III	OFFICE	SAN DIEGO, CA	214,000			✓				
WAIKELE (KMART SPACE) <sup>(7)</sup>	RETAIL	HONOLULU, HI	90,000			т	3D			
OREGON SQUARE – BLOCKS 90 & 103 <sup>(7)</sup>	OFFICE	PORTLAND, OR	367,000				TBD			

(1) Proforma calculation for potential FFO growth. FFO growth amounts are approximate and do not assume any additional equity issuances. See forward looking statements disclosure on page 2.

(2) The vacant 50,000 SF former Sports Authority space at Waikele was leased to Safeway in July 2018.

(3) The 253,000 SF former Salesforce.com space at Landmark at One Market was leased to Google LLC in November 2018 at an incremental growth of \$0.18 per share of FFO over the expired Salesforce.com annual base rent (calculated in accordance with GAAP).

(4) Prospective lease up of 51,700 SF at Torrey Point.

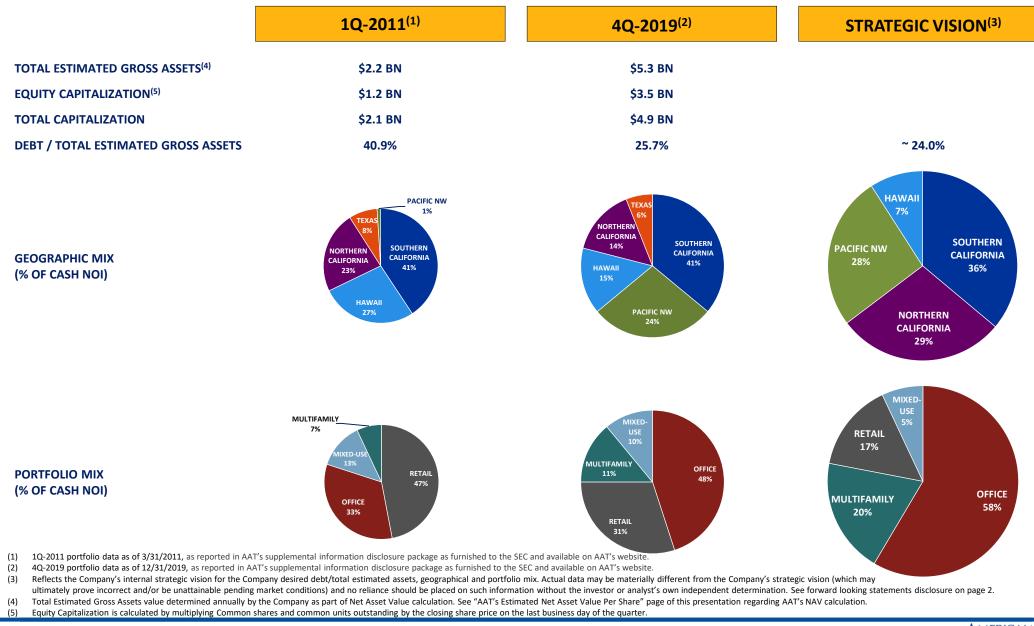
(5) Prospective lease up of 33,000 SF at Torrey Plaza.

(6) Lease up of 55,000 SF at Oregon Square.

(7) In preliminary planning stages only. No estimated completion date known at this time.

Our development pipeline has numerous potential opportunities to create future shareholder value. These opportunities could be subject to government approvals, lender consents, tenant consents, market conditions, availability of debt and/or equity financing, etc. Many of these opportunities are in their preliminary stages and may not ultimately come to fruition. Square footages are estimates only and ultimately may differ materially from actual square footages.

#### Potential Growth Through Accretive Acquisitions and Development



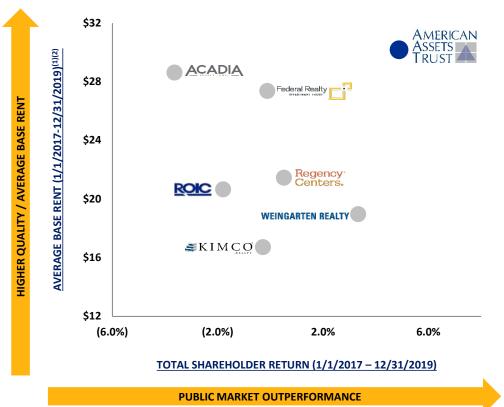


# AAT Quality And Location Drive Superior Total Return

#### **STRIP CENTER REITS**

Average Base Rent PSF and Total Shareholder Return since 2017

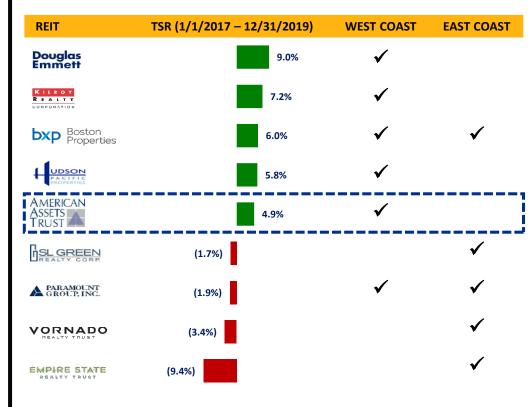
- AAT #1 Strip Center REIT<sup>(1)</sup> by total return since 2017; among top players by ABR PSF
- Investors seeking <u>higher quality retail portfolios</u> in affluent MSAs



#### **GATEWAY OFFICE REITS**

West Coast Office REITs Outperforming; NYC / DC Challenged

- Clear divide among CBD office REITs west coast players in favor
- San Diego, LA, SF lead office revenue growth forecasts (Costar): +3.6%, +3.0%, +2.6% respectively over the next two years
- NYC Metro / Long Island experiencing significant supply growth



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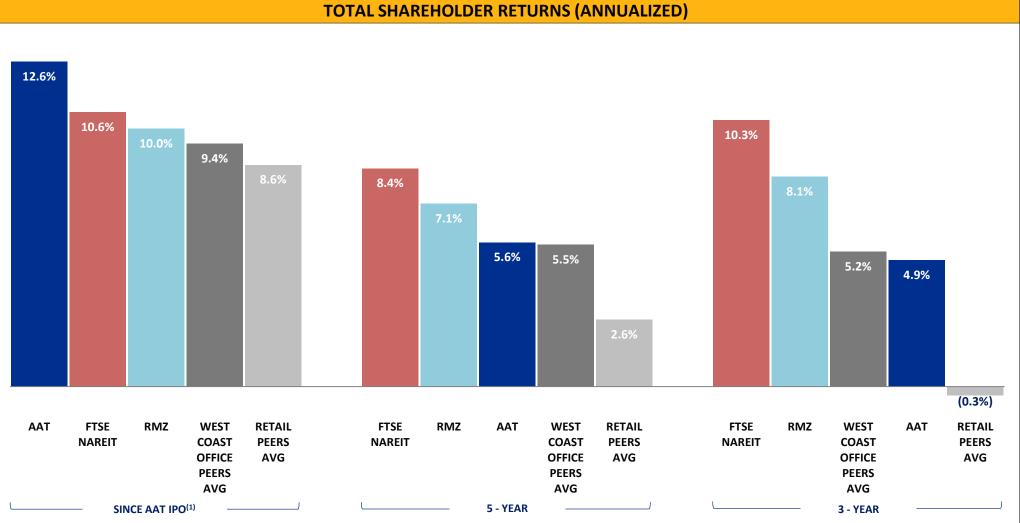
ASSETS

Source: Company filings (ABR PSF), Bloomberg (Total Shareholder Return)

(1) As compared to all strip center REITs in Green Street's coverage universe. AAT's Average Base Rent per Leased SF includes Waikiki Beach Walk Retail excludes ground leases.

(2) See "Financial Definitions" pages of this presentation.

# **Sector Leading Performance**



Source: Bloomberg

Note: Annualized Returns. Assumes dividends are reinvested. Total Returns are through 12/31/2019.

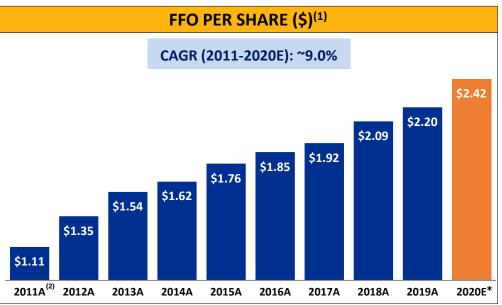
Retail peer companies include Federal Realty (FRT), Retail Opportunity Investments Corp (ROIC), Regency Centers (REG), Acadia Realty Trust (AKR), Weingarten Realty (WRI) and Kimco Realty (KIM).

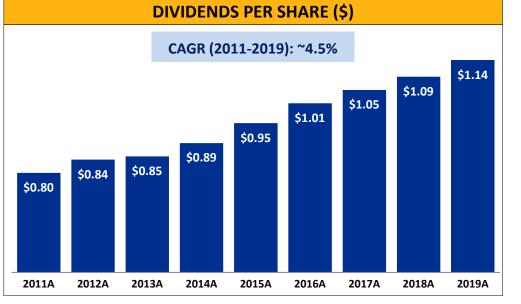
Office peer companies include Douglas Emmett (DEI), Hudson Pacific (HPP), Kilroy (KRC), Paramount Group (PGRE) and Boston Properties (BXP).

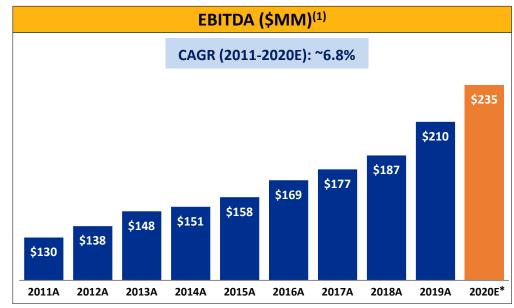
(1) AAT IPO was January 13, 2011.



# Strong and Steady Earnings and Cash Flow Growth







#### As of 12/31/2019.

Source: As reported in AAT's supplemental information disclosure package as furnished to the SEC and available on AAT's website.

- Proforma calculation for 2020 estimated FFO guidance (midpoint of guidance range as reported in AAT's supplemental information disclosure package furnished to SEC on 10/29/2019) and 2020 estimated EBITDA growth. See forward looking statements disclosure on page 2.
- (1) See "Financial Definitions" pages of this presentation.
- (2) Represents FFO As Adjusted for 2011; see "Financial Definitions" pages of this presentation.





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#### LEASE EXPIRATIONS, TENANT MIX AND BALANCE SHEET HIGHLIGHTS



#### Modest Near Term Lease Expirations Office Lease Expirations

#### SIGNIFICANT 2020 EXPIRATIONS SIGNIFICANT 2021 EXPIRATIONS SIGNIFICANT 2022 EXPIRATIONS TENANT % OF TENANT % OF TENANT % OF SF SF PROPERTY SF PROPERTY PROPERTY (TOP 5 EXPIRING BY SF) EXP SF (TOP 5 EXPIRING BY SF) EXP SF (TOP 5 EXPIRING BY SF) EXP SF SOLANA CROSSING **CITY CENTER** FIRST & MAIN VETERAN'S BENEFITS 23,642 15.5% **DALEY & HEFT** 14,924 8.1% VMWARE 54,643 18.0% **RADY'S CHILDREN'S ONE BEACH** SB ARCHITECTS 18,156 11.9% TORREY RESERVE 10,774 5.8% LANDMARK AUTODESK 45,795 15.1% HOSPITAL TORREY RESERVE NEURELIS 10,869 7.1% LLOYD CENTER WSHC, LLC 9,227 5.0% LA JOLLA COMMONS **FITCH, THORNTON** 24,111 8.0% **ONE BEACH** ALLIANT 10,285 **CITY CENTER CCMI ACQUISITION CORP** 8,766 4.7% LA JOLLA COMMONS **CUSHMAN** 24,035 7.9% 6.7% 3.8% TORREY RESERVE PETTIT KOHN 9.327 6.1% TORREY RESERVE DIVERSIFIED RESTAURANT 6,993 TORREY RESERVE BARRISTER EXECUTIVE 18.657 6.2% SUBTOTAL 72,279 47.3% SUBTOTAL 50,684 27.3% SUBTOTAL 167,241 55.2% **REMAINING SPACES** 80.457 52.7% REMAINING SPACES 134.672 72.7% **REMAINING SPACES** 135.736 44.8% 2020 TOTAL 152,736 2021 TOTAL 185,356 2022 TOTAL 302,977 302,977 185.356 152,736 101,854 83,484 71,595 2020 2021 2022 ASSUMES NO EXERCISE OF LEASE OPTIONS ASSUMES ALL LEASE OPTIONS ARE EXERCISED

American Assets Trust

Source: Per latest company public filings as of 12/31/2019. Updated as of 2/20/2020.

#### Modest Near Term Lease Expirations Retail Lease Expirations

#### SIGNIFICANT 2020 EXPIRATIONS SIGNIFICANT 2021 EXPIRATIONS SIGNIFICANT 2022 EXPIRATIONS TENANT % OF TENANT % OF TENANT % OF PROPERTY SF PROPERTY SF PROPERTY SF (TOP 5 EXPIRING BY SF) EXP SF (TOP 5 EXPIRING BY SF) EXP SF (TOP 5 EXPIRING BY SF) EXP SF **DEL MONTE** FOREVER 21<sup>(1)</sup> 63,003 SOUTH BAY 20,000 10.8% ALAMO/CARMEL MOUNTAIN NORDSTROM RACK 69,047 26.4% **OLD NAVY** 15.6% **DEL MONTE** MACY'S FURNITURE 39,713 16.7% ALAMO/DEL MONTE CHICO'S 15,700 8.5% LOMAS SANTA FE VONS 49,895 11.3% **DEL MONTE** GAP 9,761 4.1% **DEL MONTE** POTTERY BARN 12,257 6.6% ALAMO WHOLE FOODS 38,005 8.6% LOMAS SANTA FE **GERRITY GROUP** 8,819 3.7% ALAMO FLEMING'S STEAKHOUSE 7,830 4.2% ALAMO OFFICEMAX 23,500 5.3% ALAMO WOODHOUSE DAY SPA 7,100 3.0% **DEL MONTE** WILLIAMS SONOMA 3.8% SOUTH BAY **OFFICE DEPOT** 3.8% 7,105 16,822 SUBTOTAL 128,396 53.9% SUBTOTAL 62,892 34.0% SUBTOTAL 197,269 44.7% **REMAINING SPACES REMAINING SPACES REMAINING SPACES** 109,813 46.1% 122,053 66.0% 244,250 55.3% 2020 TOTAL 238,209 2021 TOTAL 184,945 2022 TOTAL 441,519 441,519 238,209 184,945 178,844 114,391 103,158 2020 2021 2022 ASSUMES NO EXERCISE OF LEASE OPTIONS ASSUMES ALL LEASE OPTIONS ARE EXERCISED

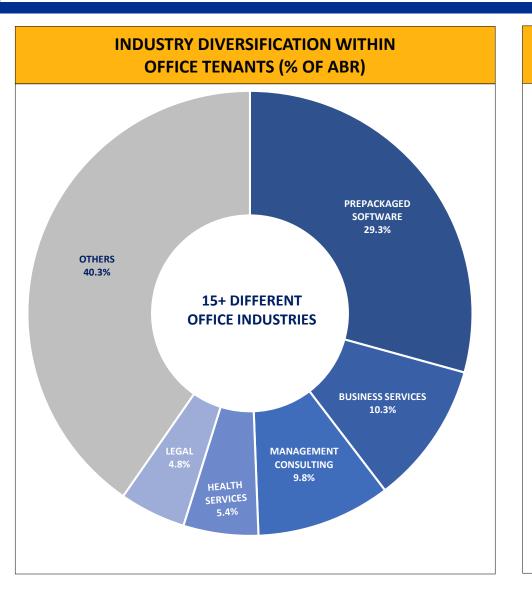
(1) On September 1, 2017, we acquired the Forever 21 building located within the Del Monte Center with the plan to redevelop and reposition the building. We already owned the land under the Forever 21 building and purchased the building for approximately \$5 million. The building consists of approximately 80,000 SF and is currently occupied by Forever 21 and Gold's Gym. Since Forever 21 has recently filed for bankruptcy protection, we have begun to redevelop and reposition the building.

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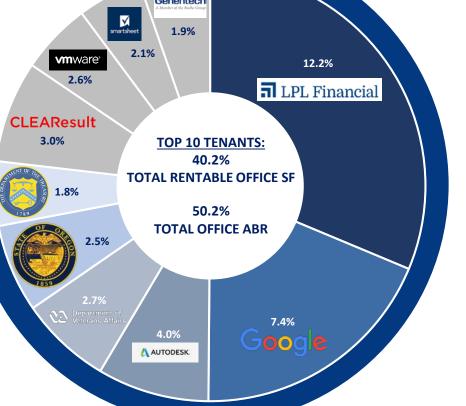
Assets Trust

Source: Per latest company public filings as of 12/31/2019. Updated as of 2/20/2020.

### **Office Cash Flow Strength And Stability**



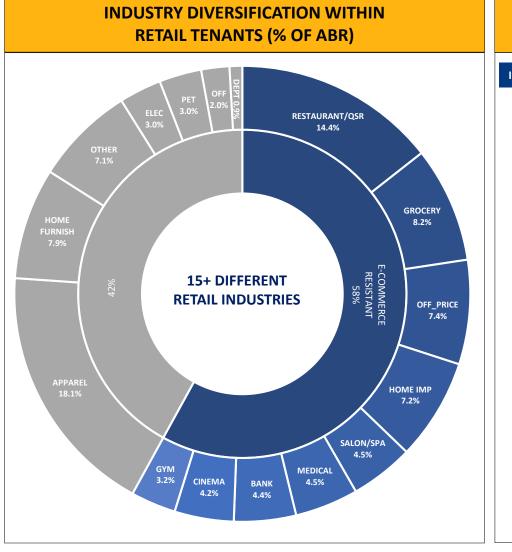
TOP 10 OFFICE TENANTS (% OF TOTAL RENTABLE OFFICE SF)



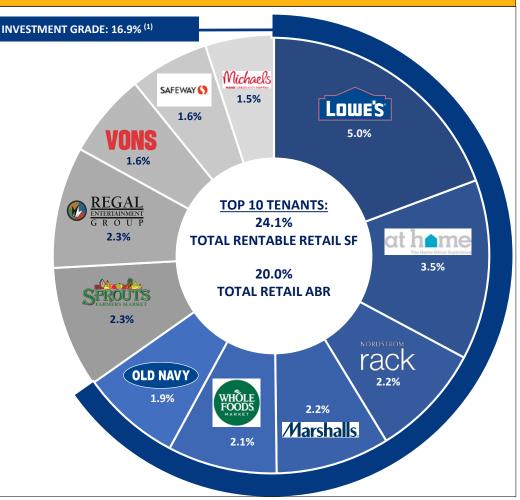
Source: As reported in AAT's supplemental information disclosure package as furnished to the SEC and available on AAT's website. (1) Investment grade rated tenant or parent company.



# **Diversified Tenant Base Resistant To E-Commerce**



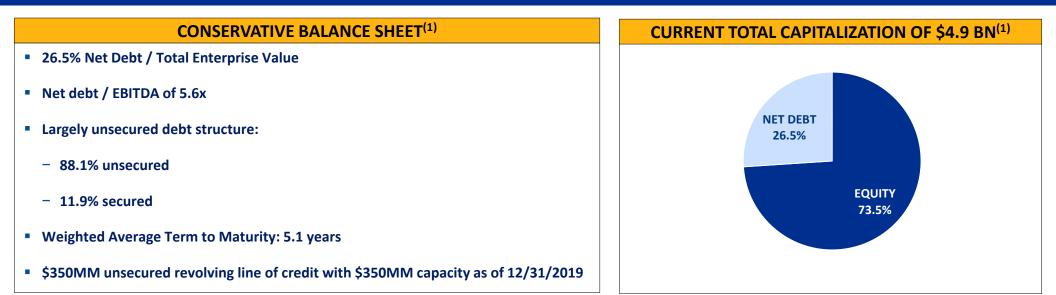
TOP 10 RETAIL TENANTS (% OF TOTAL RENTABLE RETAIL SF)

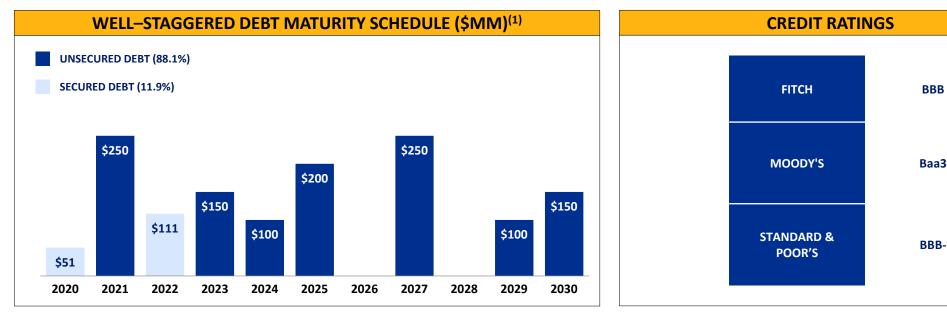


Source: As reported in AAT's supplemental information disclosure package as furnished to the SEC and available on AAT's website. (1) Investment grade rated tenant or parent company.



# Flexible Capital Structure and Strong Balance Sheet



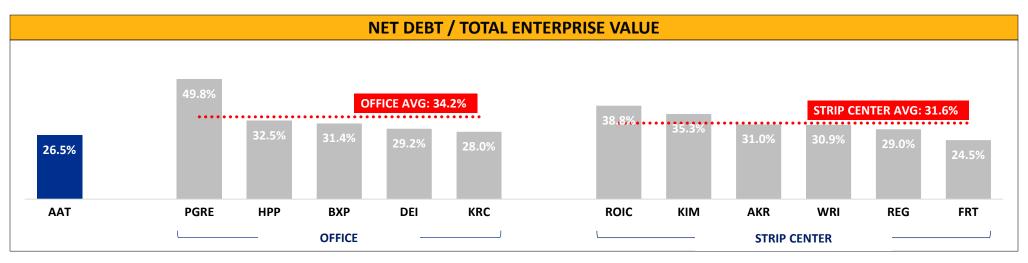


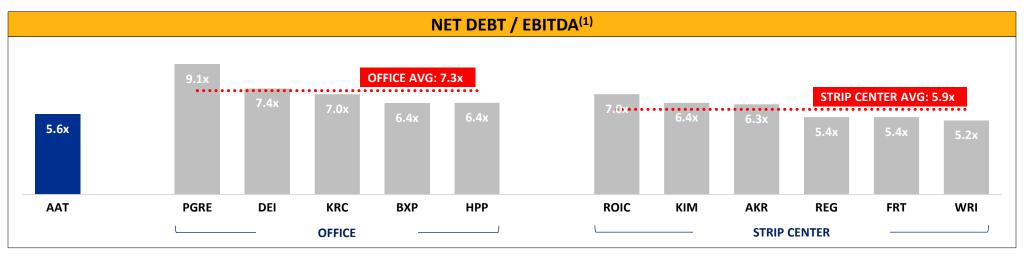
(1) As of 12/31/2019, unless noted.



### **Conservative Leverage Metrics**

#### American Assets has one of the most conservative balance sheets among its peers





As of 12/31/2019

Source: Per latest company public filings.

(1) See "Financial Definitions" pages of this presentation.



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# Pacific Ridge Apartments

San Diego, CA





# Embassy Suites Waikiki Beach



#### Waikiki Beach Walk Honolulu, HI

WAIKIKI BEACH WALK IS A HOTEL AND RETAIL MIXED-USE CENTER **PROMINENTLY SITUATED BETWEEN DESTINATION OF KALAKAUA STREET** 

- #1 ROY'S IN CHAIN
- #2 RUTH'S CHRIS IN CHAIN
- #2 YARD HOUSE IN CHAIN
- 2018 RETAIL SALES PER SF: \$1,115 **NET RENTABLE SF:**

PERCENTAGE LEASED AS OF 12/31/2019: ABR AS OF 12/31/2019:

HE UPSCALE SHOPPING AND THE BEACHES OF WAIKIKI

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96,707

97.9%

\$117.56

### Lloyd District Portland, OR





# Hassalo on Eighth

Portland, OR

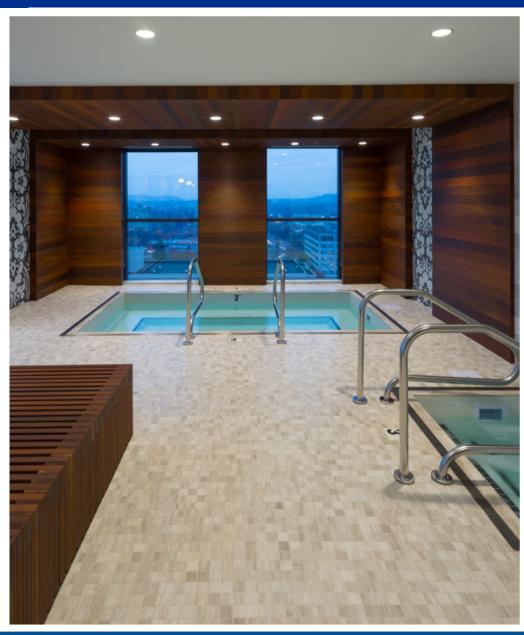
#### Hassalo on Eighth is the world's first recipient of the LEED v.4 for Neighborhood Development Platinum Certification





# Hassalo on Eighth

Portland, OR



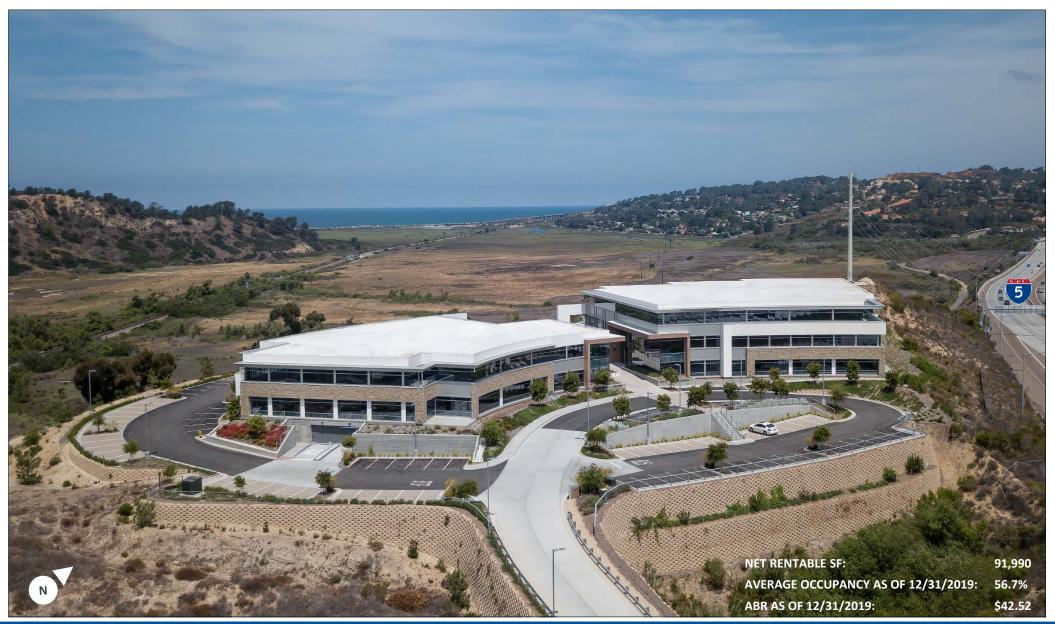


#### AWARDS HASSALO ON EIGHTH RECEIVED TO DATE

- THE WORLD'S FIRST RECIPIENT OF THE LEED V.4 (LEED V4 ND) FOR NEIGHBORHOOD DEVELOPMENT PLATINUM CERTIFICATION
- AWARDED THE 2017 LEED HOMES PROJECT OF THE YEAR BY THE U.S. GREEN BUILDING COUNCIL
- 2017 MODEL THE WAY (LLOYD ECODISTRICT) CATALYST AWARD FOR NORM
- 2017 PROPERTY OF THE YEAR MULTIFAMILYNW
- RECEIVED U.S. GREEN BUILDING COUNCIL'S HIGHEST CERTIFICATION OF LEED PLATINUM FOR HOMES
- THE FIRST NEIGHBORHOOD PROJECT IN THE COUNTRY TO GET THE LEED V4 FOR HOMES CERTIFICATION
- SUSTAINABLE DEVELOPMENT OF THE YEAR CAB NAIOP-SIOR 2016
- ENR NORTHWEST REGIONAL BEST PROJECT 2016
- DAILY JOURNAL OF COMMERCE 2016 NEWSMAKERS AWARD
- PORTLAND BUSINESS JOURNAL 2016 PROJECT OF THE YEAR
- EXCELLENCE IN CONCRETE MIXED USE, OWNER/DEVELOPER 2016
- EARTH ADVANTAGE GREEN HOME BUILDER OF THE YEAR 2016
- DAILY JOURNAL OF COMMERCE TOP PROJECT FOR 2016 FOR PRIVATE DEVELOPMENT
- BICYCLE TRANSPORTATION ALLIANCE BUILDER OF THE YEAR AWARD 2016



#### Torrey Point San Diego, CA





#### First and Main Portland, OR





#### City Center Bellevue, WA





## **Overview of Sustainability Practices**

AAT is a dedicated steward of our community and our environment. Together with our community partners, we have developed and incorporated into our business practices innovative programs to promote environmental sustainability and social responsibility.

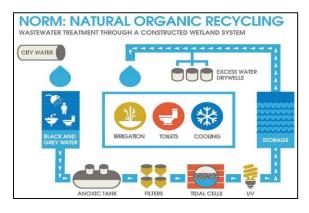
TEAM	<ul> <li>AAT's Sustainability Committee is comprised primarily of property managers and engineers with corporate participation from the Legal/Accounting/Finance department:</li> <li>Committee is responsible for the oversight of AAT's sustainability efforts across the entire portfolio</li> <li>Status updates are provided to executive management monthly and BOD quarterly</li> </ul>
INITIATIVE	<ul> <li>AAT's Sustainability Committee engages with all AAT property managers to aggregate data for existing sustainability initiatives and develop new sustainability initiatives for implementation:</li> <li>Created various checklists requiring property manager sign-offs, certifications and deadlines</li> <li>Contracted with service provider Measurabl, which provides software to help collect, report and analyze AAT's sustainability data:</li> <li>Energy metrics</li> <li>Awards/Certifications</li> <li>Projects &amp; Audits</li> </ul>
GOALS	<ul> <li>Successfully submitted our 2019 Global Real Estate Sustainability Benchmark (GRESB) survey</li> <li>To implement additional Environmental, Social and Governance initiatives throughout our various properties</li> </ul>



# **Overview of Sustainability Practices**

#### Some of our sustainable specific accomplishments:

- Portfolio wide participation in the US Environmental Protection Agency's (EPA's) Portfolio Manager Program to track and benchmark each property's energy, water, greenhouse gases and waste usage.
- AAT has invested in LED lighting retrofitting projects for interior, exterior and garage lighting, for our properties across all asset types.
- Portland Hassalo on Eighth:
  - > The world's first recipient of the LEED v.4 for Neighborhood Development (LEED v4 ND) Platinum Certification
  - Awarded the 2017 LEED Homes Project of the Year by the U.S. Green Building Council
  - > Received U.S. Green Building Council's highest certification of LEED Platinum for Homes
  - > The first neighborhood project in the country to get the LEED V4 for Homes Certification
  - > The property was designed to be 30% more energy efficient than current codes require
  - Development, installation and operation of the nation's largest and first multi-family Natural Organic Recycling Machine (or NORM):
    - Capability of treating 100% of the grey and black water created by Hassalo on Eighth
      - and Lloyd 700 office building
    - Approximately 47,000 gallons of wastewater diverted from the municipal sewer system daily
    - NORM's bi-products are recycled for further off-site use, including bio-solids as fertilizer and fats, oils and greases as fuel
    - NORM is designed to reduce water usage by 50%, or approximately 7,300,000 gallons of water per year
  - Has North America's largest bike hub with space for 900 bicycles
  - > Development and installation of a rainwater harvesting and treatment system.
  - Implementation of a light harvesting system (natural daylighting) to reduce energy consumption
- San Diego Properties:
  - > AAT implemented one of the largest, most comprehensive and highly successful recycling programs in San Diego for our entire Southern California portfolio that involves the participation of our tenants, merchants, customers, contractors and vendors
  - Variable Frequency Drives on all Cooling Tower HVAC systems. HVACs are controlled by an advance on-demand use control system that bolstered building optimization and reduced the necessity of cooling empty buildings
  - > Storm Water Pollution Prevention Program with advanced bio-retention systems
- San Francisco Landmark @ One Market:
  - > The first building in San Francisco to be certified using the BREEAM USA standard for existing buildings



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# Financial Definitions; Non-GAAP Financial Measures

Total Capitalization: Total Capitalization equals Equity Market Capitalization plus Total Existing Debt.

Net Debt: Net Debt equals Total Debt minus Cash and Cash Equivalents.

Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA): EBITDA is a non-GAAP measure that means net income or loss plus depreciation and amortization, net interest expense, income taxes, gain or loss on sale of real estate and impairments of real estate, if any. EBITDA is presented because it approximates a key performance measure in our debt covenants, but it should not be considered an alternative measure of operating results or cash flow from operations as determined in accordance with GAAP. The reconciliation of net income to EBITDA for the years ending December 31, 2011 through December 31, 2019 is as follows:

	YEAR ENDEDDECEMBER 31,																		
		2019		2018		2017 2016			2015			2014		2013		2012		2011	
NET INCOME	\$	60,188	\$	27,202	\$	40,132	\$	45,637	\$	53,915	\$	31,145	\$	22,594	\$	51,601	\$	19,324	
DEPRECIATION AND AMORTIZATION		96,205		107,093		83,278		71,319		63,392		66,568		66,775		63,011		58,543	
INTEREST EXPENSE		54,008		52,248		53,848		51,936		47,260		52,965		58,020		59,043		56,552	
INTEREST INCOME		(696)		(238)		(548)		(72)		(90)		(155)		(148)		(336)		(1,621)	
INCOME TAX EXPENSE/(BENEFIT)		819		327		214		566		295		460		645		1,016		831	
GAIN ON SALE OF REAL ESTATE		(633)		-		-		-		(7,121)		-		-		(36,720)		(3,981)	
EBITDAre	\$	209,891	\$	186,632	\$	176,924	\$	169,386	\$	157,651	\$	150,983	\$	147,886	\$	137,615	\$	129,648	

(\$000's; includes discontinued operations)

We caution investors that amounts presented in accordance with our definitions of EBITDA may not be comparable to similar measures disclosed by other companies, because not all companies calculate these non-GAAP measures in the same manner. EBITDA should not be considered as an alternative measure of our net income (loss), operating performance, cash flow or liquidity. EBITDA may include funds that may not be available for our discretionary use due to functional requirements to conserve funds for capital expenditures and property acquisitions and other commitments and uncertainties. Although we believe that EBITDA can enhance an investor's understanding of our results of operations, these non-GAAP financial measures, when viewed individually, are not necessarily a better indicator of any trend as compared to GAAP measures such as net income (loss) or cash flow from operations.

Annualized base rent (ABR) is calculated by multiplying base rental payments (defined as cash base rents (before abatements)) under commenced leases for the month ended December 31, 2019 by 12. In the case of triple net or modified gross leases, annualized base rent does not include tenant reimbursements for real estate taxes, insurance, common area or other operating expenses. We caution investors that other equity REITs may not calculate annualized base rent as we do, and, accordingly, our annualized base rent data may not be comparable to such other REITs' annualized base rent data.

# Financial Definitions; Non-GAAP Financial Measures (cont'd)

Funds From Operations (FFO): FFO is a supplemental measure of real estate companies' operating performances. The National Association of Real Estate Investment Trusts (NAREIT) defines FFO as follows: net income, computed in accordance with GAAP plus depreciation and amortization of real estate assets and excluding extraordinary items, gains and losses on sale of real estate and impairment losses. NAREIT developed FFO as a relative measure of performance and liquidity of an equity REIT in order to recognize that the value of income-producing real estate historically has not depreciated on the basis determined under GAAP. However, FFO does not represent cash flows from operating activities in accordance with GAAP (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income); should not be considered an alternative to net income as an indication of our performance; and is not necessarily indicative of cash flow as a measure of liquidity or ability to pay dividends. We consider FFO a meaningful, additional measure of operating performance primarily because it excludes the assumption that the value of real estate assets diminishes predictably over time, and because industry analysts have accepted it as a performance measure. Comparison of our presentation of FFO to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs. The reconciliation of net income to FFO for the years ending December 31, 2011 through December 31, 2019 is as follows:

										AR ENDED EMBER 31,							
	2019		2018		2017		2016		2015		2014		2013		2012		2011
NET INCOME	\$	60,188	\$	27,202	\$	40,132	\$	45,637	\$	53,915	\$	31,145	\$	22,594	\$	51,601	\$ 19,324
DEPRECIATION AND AMORTIZATION OF REAL ESTATE ASSETS		96,205		107,093		83,278		71,319		63,392		66,568		66,775		63,011	58,543
DEPRECIATION AND AMORTIZATION ON UNCONSOLIDATED JV																	688
GAIN ON SALE OF REAL ESTATE		(633)		-		-		-		(7,121)		-		-		(36,720)	(3,981)
FFO, AS DEFINED BY NAREIT	\$	155,760	\$	134,295	\$	123,410	\$	116,956	\$	110,186	\$	97,713	\$	89,369	\$	77,892	\$ 74,574
LESS: NONFORFEITABLE DIVIDENDS ON RESTRICTED STOCK AWARDS		(376)		(305)		(236)		(183)		(159)		(137)		(357)		(354)	(316)
LESS: FFO ATTRIBUTABLE TO PREDECESSOR'S CONTROLLED AND NONCONTROLLED OWNERS' EQUITY		-		-		-		-		-		-		-		-	 (16,973)
FFO ATTRIBUTABLE TO COMMON STOCK	\$	155,384	\$	133,990	\$	123,174	\$	116,773	\$	110,027	\$	97,576	\$	89,012	\$	77,538	\$ 57,285
WEIGHTED AVERAGE NUMBER OF COMMON SHARES		70,789		64,139		64,090		63,231		62,343		60,256		57,726		57,263	54,417
FFO PER DILUTED SHARE	\$	2.20	\$	2.09	\$	1.92	\$	1.85	\$	1.76	\$	1.62	\$	1.54	\$	1.35	\$ 1.05

(\$000's, except per share amounts; includes discontinued operations)



# Financial Definitions; Non-GAAP Financial Measures (cont'd)

Funds From Operations as Adjusted (FFO As Adjusted): FFO As Adjusted is a supplemental measure of real estate companies' operating performances. We use FFO As Adjusted as a supplemental performance measure because losses from early extinguishment of debt, loan transfer and consent fees and gains on acquisitions of controlling interests create significant earnings volatility which in turn results in less comparability between reporting periods and less predictability regarding future earnings potential. The adjustments noted resulted from our initial public offering and formation transactions. However, other REITs may use different methodologies for defining adjustments and, accordingly, our FFO As Adjusted may not be comparable to other REITs. The reconciliation of net income to FFO for the year ending December 31, 2011 is as follows:

(Amounts in thousands, except per share amounts; includes discontinued operations)

	ar Ended ember 31, 2011
FFO, as defined by NAREIT	\$ 74,574
Early extinguishment of debt	25,867
Loan transfer and consent fees	9,019
Gain on acquisition of controlling interests	(46,371)
FFO As Adjusted	63,089
Less: Nonforfeitable dividends on restricted stock awards	(316)
Less: FFO attributable to Predecessor's controlled and noncontrolled owners' equity	(2,462)
FFO As Adjusted Attributable to Common Stock	60,311
Weighted Average Number of Common Shares	54,417
FFO As Adjusted per Diluted Share	\$ 1.11

Net Operating Income (NOI): NOI is a non-GAAP supplemental earnings measure which the company considers meaningful in measuring its operating performance. We define NOI as operating revenues (rental income, tenant reimbursements and other property income) less property and related expenses (property expenses and real estate taxes). Other REITs may use different methodologies for calculating NOI, and accordingly, our NOI may not be comparable to other REITs. Since NOI excludes general and administrative expenses, interest expense, depreciation and amortization, acquisition-related expenses, other nonproperty income and losses, gains and losses from property dispositions, and extraordinary items, it provides a performance measure that, when compared year over year, reflects the revenues and expenses directly associated with owning and operating commercial real estate and the impact to operations from trends in occupancy rates, rental rates, and operating costs, providing a perspective on operations not immediately apparent from net income. However, NOI should not be viewed as an alternative measure of our financial performance since it does not reflect general and administrative expenses, interest expense, depreciation and amortization costs, other nonproperty income and losses, the level of capital expenditures and leasing costs necessary to maintain the operating performance of the properties, or trends in development and construction activities which are significant economic costs and activities that could materially impact our results from operations.



# Financial Definitions; Non-GAAP Financial Measures (cont'd)

Cash NOI: Cash NOI is a non-GAAP supplemental earnings measure which the company considers meaningful in measuring its operating performance. Cash NOI is equal to NOI as defined above, adjusted for non-cash revenue and operating expense items such as straight-line rent, amortization of lease intangibles, amortization of lease incentives and other adjustments. The Company believes cash NOI provides useful information to investors regarding the Company's financial condition and results of operations because it reflects only those income and expense items that are incurred at the property level, and when compared across periods, can be used to determine trends in earnings of the Company's properties as this measure is not affected by (1) the non-cash revenue and expense recognition items, (2) the cost of funds of the property owner, (3) the impact of depreciation and amortization expenses as well as gains or losses from the sale of operating real estate assets that are included in net income computed in accordance with GAAP or (4) general and administrative expenses and other gains and losses that are specific to the property owner. The Company believes the exclusion of these items from net income is useful because the resulting measure captures the actual revenue generated and actual expenses incurred in operating the Company's properties as well as trends in occupancy rates, rental rates and operating costs.

#### **Use of Non-GAAP Financial Measures**

This presentation contains certain non-GAAP financial measures within the meaning Regulation G and other terms that have particular definitions when used by us. The definitions of these non-GAAP financial measures and other terms may differ from those used by other REITs and, accordingly, may not be comparable. The definitions of these terms, the reasons for their use, and reconciliations to the most directly comparable GAAP measure are included in the Financial Definitions herein.

