

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2024

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-13545 (Prologis, Inc.) 001-14245 (Prologis, L.P.)



Prologis, Inc.
Prologis, L.P.

(Exact name of registrant as specified in its charter)

Maryland (Prologis, Inc.)
Delaware (Prologis, L.P.)
(State or other jurisdiction of
incorporation or organization)

94-3281941 (Prologis, Inc.)
94-3285362 (Prologis, L.P.)
(I.R.S. Employer
Identification No.)

Pier 1, Bay 1, San Francisco, California
(Address or principal executive offices)

94111
(Zip Code)

(415) 394-9000
(Registrants' telephone number, including area code)
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Prologis, Inc. Common Stock, \$0.01 par value	PLD	New York Stock Exchange
Prologis, L.P. 3.000% Notes due 2026	PLD/26	New York Stock Exchange
Prologis, L.P. 2.250% Notes due 2029	PLD/29	New York Stock Exchange
Prologis, L.P. 5.625% Notes due 2040	PLD/40	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Prologis, Inc. No
Prologis, L.P. No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter periods that the registrant was required to submit such files).

Prologis, Inc. No
Prologis, L.P. No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Prologis, Inc.:
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

Prologis, L.P.:
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

Prologis, Inc. No
Prologis, L.P. No

The number of shares of Prologis, Inc.'s common stock outstanding at October 23, 2024, was approximately 926,175,000.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended September 30, 2024, of Prologis, Inc. and Prologis, L.P. Unless stated otherwise or the context otherwise requires, references to "Prologis, Inc." or the "Parent" mean Prologis, Inc. and its consolidated subsidiaries; and references to "Prologis, L.P." or the "Operating Partnership" or the "OP" mean Prologis, L.P., and its consolidated subsidiaries. The terms "the Company," "Prologis," "we," "our" or "us" means the Parent and the OP collectively.

The Parent is a real estate investment trust (a "REIT") and the general partner of the OP. At September 30, 2024, the Parent owned a 97.59% common general partnership interest in the OP and substantially all of the preferred units in the OP. The remaining 2.41% common limited partnership interests are owned by unaffiliated investors and certain current and former directors and officers of the Parent.

We operate the Parent and the OP as one enterprise. The management of the Parent consists of the same members as the management of the OP. These members are officers of the Parent and employees of the OP or one of its subsidiaries. As sole general partner, the Parent has control of the OP through complete responsibility and discretion in the day-to-day management and therefore, consolidates the OP for financial reporting purposes. Because the only significant asset of the Parent is its investment in the OP, the assets and liabilities of the Parent and the OP are the same on their respective financial statements.

We believe combining the quarterly reports on Form 10-Q of the Parent and the OP into this single report results in the following benefits:

- enhances investors' understanding of the Parent and the OP by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation as a substantial portion of the Company's disclosure applies to both the Parent and the OP; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

It is important to understand the few differences between the Parent and the OP in the context of how we operate the Company. The Parent does not conduct business itself, other than acting as the sole general partner of the OP and issuing public equity from time to time. The OP holds substantially all the assets of the business, directly or indirectly. The OP conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from equity issuances by the Parent, which are contributed to the OP in exchange for partnership units, the OP generates capital required by the business through the OP's operations, incurrence of indebtedness and issuance of partnership units to third parties.

The presentation of noncontrolling interests, stockholders' equity and partners' capital are the main areas of difference between the consolidated financial statements of the Parent and those of the OP. The differences in the presentations between stockholders' equity and partners' capital result from the differences in the equity and capital issuances in the Parent and in the OP.

The preferred stock, common stock, additional paid-in capital, accumulated other comprehensive income (loss) and distributions in excess of net earnings of the Parent are presented as stockholders' equity in the Parent's consolidated financial statements. These items represent the common and preferred general partnership interests held by the Parent in the OP and are presented as general partner's capital within partners' capital in the OP's consolidated financial statements. The common limited partnership interests held by the limited partners in the OP are presented as noncontrolling interest within equity in the Parent's consolidated financial statements and as limited partners' capital within partners' capital in the OP's consolidated financial statements.

To highlight the differences between the Parent and the OP, separate sections in this report, as applicable, individually discuss the Parent and the OP, including separate financial statements and separate Exhibit 31 and 32 certifications. In the sections that combine disclosure of the Parent and the OP, this report refers to actions or holdings as being actions or holdings of Prologis.

PROLOGIS
INDEX

	Page Number
PART I. <u>Financial Information</u>	
Item 1. <u>Financial Statements</u>	1
Prologis, Inc.:	
<u>Consolidated Balance Sheets – September 30, 2024 and December 31, 2023</u>	1
<u>Consolidated Statements of Income – Three and Nine Months Ended September 30, 2024 and 2023</u>	2
<u>Consolidated Statements of Comprehensive Income – Three and Nine Months Ended September 30, 2024 and 2023</u>	3
<u>Consolidated Statements of Equity – Three and Nine Months Ended September 30, 2024 and 2023</u>	4
<u>Consolidated Statements of Cash Flows – Nine Months Ended September 30, 2024 and 2023</u>	5
Prologis, L.P.:	
<u>Consolidated Balance Sheets – September 30, 2024 and December 31, 2023</u>	6
<u>Consolidated Statements of Income – Three and Nine Months Ended September 30, 2024 and 2023</u>	7
<u>Consolidated Statements of Comprehensive Income – Three and Nine Months Ended September 30, 2024 and 2023</u>	8
<u>Consolidated Statements of Capital – Three and Nine Months Ended September 30, 2024 and 2023</u>	9
<u>Consolidated Statements of Cash Flows – Nine Months Ended September 30, 2024 and 2023</u>	10
Prologis, Inc. and Prologis, L.P.:	
<u>Notes to the Consolidated Financial Statements</u>	11
Note 1. General	11
Note 2. Real Estate	12
Note 3. Unconsolidated Entities	13
Note 4. Assets Held for Sale or Contribution	15
Note 5. Debt	15
Note 6. Noncontrolling Interests	18
Note 7. Long-Term Compensation	18
Note 8. Earnings Per Common Share or Unit	20
Note 9. Financial Instruments and Fair Value Measurements	21
Note 10. Business Segments	25
Note 11. Supplemental Cash Flow Information	27
Reports of Independent Registered Public Accounting Firm	28
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	30
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	50
Item 4. <u>Controls and Procedures</u>	51
PART II. <u>Other Information</u>	
Item 1. <u>Legal Proceedings</u>	52
Item 1A. <u>Risk Factors</u>	52
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	52
Item 3. <u>Defaults Upon Senior Securities</u>	52
Item 4. <u>Mine Safety Disclosures</u>	52
Item 5. <u>Other Information</u>	52
Item 6. <u>Exhibits</u>	52

Index**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements**

PROLOGIS, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except per share data)

	September 30, 2024	December 31, 2023
ASSETS		
Investments in real estate properties	\$ 92,093,573	\$ 88,666,575
Less accumulated depreciation	12,332,799	10,931,485
Net investments in real estate properties	79,760,774	77,735,090
Investments in and advances to unconsolidated entities	10,092,765	9,543,970
Assets held for sale or contribution	325,987	461,657
Net investments in real estate	90,179,526	87,740,717
Cash and cash equivalents	780,871	530,388
Other assets	4,944,799	4,749,735
Total assets	\$ 95,905,196	\$ 93,020,840
LIABILITIES AND EQUITY		
Liabilities:		
Debt	\$ 32,289,832	\$ 29,000,501
Accounts payable and accrued expenses	1,808,142	1,766,018
Other liabilities	4,143,130	4,430,601
Total liabilities	38,241,104	35,197,120
Equity:		
Prologis, Inc. stockholders' equity:		
Series Q preferred stock at stated liquidation preference of \$50 per share; \$0.01 par value; 1,279 shares issued and outstanding and 100,000 preferred shares authorized at September 30, 2024 and December 31, 2023	63,948	63,948
Common stock; \$0.01 par value; 926,146 and 924,391 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	9,261	9,244
Additional paid-in capital	54,422,574	54,249,801
Accumulated other comprehensive loss	(572,251)	(514,201)
Distributions in excess of net earnings	(851,763)	(627,068)
Total Prologis, Inc. stockholders' equity	53,071,769	53,181,724
Noncontrolling interests	4,592,323	4,641,996
Total equity	57,664,092	57,823,720
Total liabilities and equity	\$ 95,905,196	\$ 93,020,840

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Uaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Revenues:				
Rental	1,897,164	1,777,359	5,577,198	5,062,583
Strategic capital	135,367	136,848	418,521	1,070,584
Development management and other	3,858	457	5,245	1,055
Total revenues	2,036,389	1,914,664	6,000,964	6,134,222
Expenses:				
Rental	427,425	416,076	1,326,917	1,216,568
Strategic capital	61,342	84,069	210,689	306,684
General and administrative	98,154	96,673	316,041	292,097
Depreciation and amortization	649,265	642,010	1,924,075	1,846,545
Other	15,683	12,342	39,371	31,686
Total expenses	1,251,869	1,251,170	3,817,093	3,693,580
Operating income before gains on real estate transactions, net	784,520	663,494	2,183,871	2,440,642
Gains on dispositions of development properties and land, net	32,005	89,030	159,487	273,907
Gains on other dispositions of investments in real estate, net	434,446	129,584	651,306	158,392
Operating income	1,250,971	882,108	2,994,664	2,872,941
Other income (expense):				
Earnings from unconsolidated entities, net	84,749	71,365	259,558	217,786
Interest expense	(230,113)	(181,053)	(631,700)	(466,882)
Foreign currency, derivative and other gains (losses) and other income (expense), net	(37,942)	67,964	62,774	102,682
Gains on early extinguishment of debt, net	-	-	536	3,275
Total other expense	(183,306)	(41,724)	(308,832)	(143,139)
Earnings before income taxes	1,067,665	840,384	2,685,832	2,729,802
Income tax expense	(4,214)	(41,243)	(80,073)	(152,541)
Consolidated net earnings	1,063,451	799,141	2,605,759	2,577,261
Less net earnings attributable to noncontrolling interests	57,732	51,514	152,977	148,983
Net earnings attributable to controlling interests	1,005,719	747,627	2,452,782	2,428,278
Less preferred stock dividends	1,452	1,453	4,407	4,381
Net earnings attributable to common stockholders	\$ 1,004,267	\$ 746,174	\$ 2,448,375	\$ 2,423,897
Weighted average common shares outstanding – Basic	926,427	924,395	926,017	924,228
Weighted average common shares outstanding – Diluted	953,813	951,908	953,530	951,643
Net earnings per share attributable to common stockholders – Basic	\$ 1.08	\$ 0.81	\$ 2.64	\$ 2.62
Net earnings per share attributable to common stockholders – Diluted	\$ 1.08	\$ 0.80	\$ 2.63	\$ 2.61

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Uaudited)
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Consolidated net earnings	\$ 1,063,451	\$ 799,141	\$ 2,605,759	\$ 2,577,261
Other comprehensive income:				
Foreign currency translation gains (losses), net	(417,102)	146,281	(87,659)	284,229
Unrealized gains (losses) on derivative contracts, net	<u>(8,669)</u>	<u>3,702</u>	<u>26,854</u>	<u>(19,998)</u>
Comprehensive income	637,680	949,124	2,544,954	2,841,492
Net earnings attributable to noncontrolling interests	(57,732)	(51,514)	(152,977)	(148,983)
Other comprehensive loss (income) attributable to noncontrolling interests	9,573	(3,396)	2,755	(6,405)
Comprehensive income attributable to common stockholders	<u>\$ 589,521</u>	<u>\$ 894,214</u>	<u>\$ 2,394,732</u>	<u>\$ 2,686,104</u>

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(Uaudited)
(In thousands)

Three Months Ended September 30, 2024 and 2023

	Common Stock			Additional	Accumulated Other Comprehensive Loss	Distributions in Excess of Net Earnings	Non-		Total Equity
	Preferre d Stock	Number of Shares	Par Value				controlling Interests	Interests	
Balance at July 1, 2024	\$ 63,948	925,880	\$ 9,259	\$ 54,392,526	\$ (156,053)	\$ (964,620)	\$ 4,578,261	\$ 57,923,321	
Consolidated net earnings	-	-	-	-	-	1,005,719	57,732	1,063,451	
Effect of equity compensation plans	-	112	1	16,167	-	-	30,565	46,733	
Capital contributions	-	-	-	-	-	-	15,214	15,214	
Redemption of noncontrolling interests	-	154	1	8,814	-	-	(8,815)	-	
Foreign currency translation losses, net	-	-	-	-	(407,729)	-	(9,373)	(417,102)	
Unrealized losses on derivative contracts, net	-	-	-	-	(8,469)	-	(200)	(8,669)	
Reallocation of equity	-	-	-	5,071	-	-	(5,071)	-	
Dividends (\$0.96 per common share) and other distributions	-	-	-	(4)	-	(892,862)	(65,990)	(958,856)	
Balance at September 30, 2024	\$ 63,948	926,146	\$ 9,261	\$ 54,422,574	\$ (572,251)	\$ (851,763)	\$ 4,592,323	\$ 57,664,092	

	Common Stock			Additional	Accumulated Other Comprehensive Income (Loss)	Distributions in Excess of Net Earnings	Non-		Total Equity
	Preferre d Stock	Number of Shares	Par Value				controlling Interests	Interests	
Balance at July 1, 2023	\$ 63,948	923,861	\$ 9,239	\$ 54,115,592	\$ (332,370)	\$ (390,779)	\$ 4,612,194	\$ 58,077,824	
Consolidated net earnings	-	-	-	-	-	747,627	51,514	799,141	
Effect of equity compensation plans	-	6	-	35,021	-	-	68,350	103,371	
Capital contributions	-	-	-	-	-	-	62	62	
Redemption of noncontrolling interests	-	107	1	6,206	-	-	(9,497)	(3,290)	
Foreign currency translation gains, net	-	-	-	-	142,969	-	3,312	146,281	
Unrealized gains on derivative contracts, net	-	-	-	-	3,618	-	84	3,702	
Reallocation of equity	-	-	-	41,046	-	-	(41,046)	-	
Dividends (\$0.87 per common share) and other distributions	-	-	-	-	-	(806,287)	(59,942)	(866,229)	
Balance at September 30, 2023	\$ 63,948	923,974	\$ 9,240	\$ 54,197,865	\$ (185,783)	\$ (449,439)	\$ 4,625,031	\$ 58,260,862	

Nine Months Ended September 30, 2024 and 2023

	Common Stock			Additional	Accumulated Other Comprehensive Income (Loss)	Distributions in Excess of Net Earnings	Non-		Total Equity
	Preferre d Stock	Number of Shares	Par Value				controlling Interests	Interests	
Balance at January 1, 2024	\$ 63,948	924,391	\$ 9,244	\$ 54,249,801	\$ (514,201)	\$ (627,068)	\$ 4,641,996	\$ 57,823,720	
Consolidated net earnings	-	-	-	-	-	2,452,782	152,977	2,605,759	
Effect of equity compensation plans	-	405	4	49,516	-	-	130,443	179,963	
Capital contributions	-	-	-	-	-	-	21,245	21,245	
Redemption of noncontrolling interests	-	1,350	13	77,453	-	-	(77,965)	(499)	
Foreign currency translation losses, net	-	-	-	-	(84,257)	-	(3,402)	(87,659)	
Unrealized gains on derivative contracts, net	-	-	-	-	26,207	-	647	26,854	
Reallocation of equity	-	-	-	45,815	-	-	(45,815)	-	
Dividends (\$2.88 per common share) and other distributions	-	-	-	(11)	-	(2,677,477)	(227,803)	(2,905,291)	
Balance at September 30, 2024	\$ 63,948	926,146	\$ 9,261	\$ 54,422,574	\$ (572,251)	\$ (851,763)	\$ 4,592,323	\$ 57,664,092	

	Preferre d Stock	Common Stock		Additional	Accumulated Other	Distributions in Excess of		Non- controlling Interests	Total Equity
		Number of Shares	Par Value			Paid-in Capital	Comprehensive Income (Loss)		
Balance at January 1, 2023	\$ 63,948	923,142	\$ 9,231	\$ 54,065,407	\$ (443,609)	\$ (457,695)	\$ 4,625,811	\$ 57,863,093	
Consolidated net earnings	-	-	-	-	-	2,428,278	148,983	2,577,261	
Effect of equity compensation plans	-	330	4	70,176	-	-	-	152,176	
Capital contributions	-	-	-	-	-	-	-	1,760	
Redemption of noncontrolling interests	-	502	5	29,004	-	-	(98,768)	(69,759)	
Foreign currency translation gains, net	-	-	-	-	277,341	-	6,888	284,229	
Unrealized losses on derivative contracts, net	-	-	-	-	(19,515)	-	(483)	(19,998)	
Reallocation of equity	-	-	-	33,281	-	-	(33,281)	-	
Dividends (\$2.61 per common share) and other distributions	-	-	-	(3)	-	(2,420,022)	(178,055)	(2,598,080)	
Balance at September 30, 2023	\$ 63,948	923,974	\$ 9,240	\$ 54,197,865	\$ (185,783)	\$ (449,439)	\$ 4,625,031	\$ 58,260,862	

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)
(In thousands)

	Nine Months Ended September 30,	
	2024	2023
Operating activities:		
Consolidated net earnings	\$ 2,605,759	\$ 2,577,261
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Straight-lined rents and amortization of above and below market leases	(470,289)	(466,686)
Equity-based compensation awards	164,302	210,022
Depreciation and amortization	1,924,075	1,846,545
Earnings from unconsolidated entities, net	(259,558)	(217,786)
Operating distributions from unconsolidated entities	417,296	536,104
Decrease (increase) in operating receivables from unconsolidated entities	37,769	(98,227)
Amortization of debt discounts and debt issuance costs, net	58,446	55,526
Gains on dispositions of development properties and land, net	(159,487)	(273,907)
Gains on other dispositions of investments in real estate, net	(651,306)	(158,392)
Unrealized foreign currency and derivative losses (gains), net	61,188	(22,006)
Gains on early extinguishment of debt, net	(536)	(3,275)
Deferred income tax expense	2,201	9,836
Decrease (increase) in other assets	(209,901)	66,281
Increase in accounts payable and accrued expenses and other liabilities	56,799	237,340
Net cash provided by operating activities	3,576,758	4,298,636
Investing activities:		
Real estate development	(2,376,890)	(2,507,664)
Real estate acquisitions	(1,820,308)	(3,648,920)
Duke Transaction, net of cash acquired	-	(28,111)
Tenant improvements and lease commissions on previously leased space	(347,488)	(271,011)
Property improvements	(248,868)	(156,520)
Proceeds from dispositions and contributions of real estate	1,788,924	1,310,442
Investments in and advances to unconsolidated entities	(479,897)	(246,135)
Return of investment from unconsolidated entities	54,067	304,901
Proceeds from the settlement of net investment hedges	12,797	31,045
Payments on the settlement of net investment hedges	(1,350)	(161)
Net cash used in investing activities	(3,419,013)	(5,212,134)
Financing activities:		
Dividends paid on common and preferred stock	(2,677,477)	(2,420,022)
Noncontrolling interests contributions	21,245	1,760
Noncontrolling interests distributions	(227,803)	(178,055)
Settlement of noncontrolling interests	(499)	(69,759)
Tax paid with shares withheld	(26,893)	(19,814)
Debt and equity issuance costs paid	(28,965)	(58,320)
Net payments on credit facilities and commercial paper	(334,164)	(1,328,136)
Repurchase of and payments on debt	(917,560)	(270,344)
Proceeds from the issuance of debt	4,283,768	5,746,977
Net cash provided by financing activities	91,652	1,404,287
Effect of foreign currency exchange rate changes on cash	1,086	(28,431)
Net increase in cash and cash equivalents	250,483	462,358
Cash and cash equivalents, beginning of period	530,388	278,483
Cash and cash equivalents, end of period	\$ 780,871	\$ 740,841

See Note 11 for information on noncash investing and financing activities and other information.

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, L.P.
CONSOLIDATED BALANCE SHEETS
(Uunaudited)
(In thousands)

	September 30, 2024	December 31, 2023
ASSETS		
Investments in real estate properties	\$ 92,093,573	\$ 88,666,575
Less accumulated depreciation	12,332,799	10,931,485
Net investments in real estate properties	79,760,774	77,735,090
Investments in and advances to unconsolidated entities	10,092,765	9,543,970
Assets held for sale or contribution	325,987	461,657
Net investments in real estate	90,179,526	87,740,717
Cash and cash equivalents	780,871	530,388
Other assets	4,944,799	4,749,735
Total assets	\$ 95,905,196	\$ 93,020,840
LIABILITIES AND CAPITAL		
Liabilities:		
Debt	\$ 32,289,832	\$ 29,000,501
Accounts payable and accrued expenses	1,808,142	1,766,018
Other liabilities	4,143,130	4,430,601
Total liabilities	38,241,104	35,197,120
Capital:		
Partners' capital:		
General partner – preferred	63,948	63,948
General partner – common	53,007,821	53,117,776
Limited partners – common	887,186	848,160
Limited partners – Class A common	420,292	469,561
Total partners' capital	54,379,247	54,499,445
Noncontrolling interests	3,284,845	3,324,275
Total capital	57,664,092	57,823,720
Total liabilities and capital	\$ 95,905,196	\$ 93,020,840

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, L.P.
CONSOLIDATED STATEMENTS OF INCOME
(Uaudited)
(In thousands, except per unit amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues:				
Rental	\$ 1,897,164	\$ 1,777,359	\$ 5,577,198	\$ 5,062,583
Strategic capital	135,367	136,848	418,521	1,070,584
Development management and other	3,858	457	5,245	1,055
Total revenues	<u>2,036,389</u>	<u>1,914,664</u>	<u>6,000,964</u>	<u>6,134,222</u>
Expenses:				
Rental	427,425	416,076	1,326,917	1,216,568
Strategic capital	61,342	84,069	210,689	306,684
General and administrative	98,154	96,673	316,041	292,097
Depreciation and amortization	649,265	642,010	1,924,075	1,846,545
Other	15,683	12,342	39,371	31,686
Total expenses	<u>1,251,869</u>	<u>1,251,170</u>	<u>3,817,093</u>	<u>3,693,580</u>
Operating income before gains on real estate transactions, net	784,520	663,494	2,183,871	2,440,642
Gains on dispositions of development properties and land, net	32,005	89,030	159,487	273,907
Gains on other dispositions of investments in real estate, net	434,446	129,584	651,306	158,392
Operating income	<u>1,250,971</u>	<u>882,108</u>	<u>2,994,664</u>	<u>2,872,941</u>
Other income (expense):				
Earnings from unconsolidated entities, net	84,749	71,365	259,558	217,786
Interest expense	(230,113)	(181,053)	(631,700)	(466,882)
Foreign currency, derivative and other gains (losses) and other income (expense), net	(37,942)	67,964	62,774	102,682
Gains on early extinguishment of debt, net	-	-	536	3,275
Total other expense	<u>(183,306)</u>	<u>(41,724)</u>	<u>(308,832)</u>	<u>(143,139)</u>
Earnings before income taxes	1,067,665	840,384	2,685,832	2,729,802
Income tax expense	(4,214)	(41,243)	(80,073)	(152,541)
Consolidated net earnings	<u>1,063,451</u>	<u>799,141</u>	<u>2,605,759</u>	<u>2,577,261</u>
Less net earnings attributable to noncontrolling interests	32,728	32,613	91,838	87,833
Net earnings attributable to controlling interests	<u>1,030,723</u>	<u>766,528</u>	<u>2,513,921</u>	<u>2,489,428</u>
Less preferred unit distributions	1,452	1,453	4,407	4,381
Net earnings attributable to common unitholders	<u>\$ 1,029,271</u>	<u>\$ 765,075</u>	<u>\$ 2,509,514</u>	<u>\$ 2,485,047</u>
Weighted average common units outstanding – Basic	942,137	939,602	941,545	939,448
Weighted average common units outstanding – Diluted	953,813	951,908	953,530	951,643
Net earnings per unit attributable to common unitholders – Basic	\$ 1.08	\$ 0.81	\$ 2.64	\$ 2.62
Net earnings per unit attributable to common unitholders – Diluted	\$ 1.08	\$ 0.80	\$ 2.63	\$ 2.61

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, L.P.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Uaudited)
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Consolidated net earnings	\$ 1,063,451	\$ 799,141	\$ 2,605,759	\$ 2,577,261
Other comprehensive income:				
Foreign currency translation gains (losses), net	(417,102)	146,281	(87,659)	284,229
Unrealized gains (losses) on derivative contracts, net	(8,669)	3,702	26,854	(19,998)
Comprehensive income	637,680	949,124	2,544,954	2,841,492
Net earnings attributable to noncontrolling interests	(32,728)	(32,613)	(91,838)	(87,833)
Other comprehensive loss (income) attributable to noncontrolling interests	(605)	260	1,324	(20)
Comprehensive income attributable to common unitholders	\$ 604,347	\$ 916,771	\$ 2,454,440	\$ 2,753,639

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, L.P.
CONSOLIDATED STATEMENTS OF CAPITAL
(Unaudited)
(In thousands)

Three Months Ended September 30, 2024 and 2023

	General Partner				Limited Partners				Non-controlling Interests	Total Capital		
	Preferred		Common		Common		Class A Common					
	Units	Amount	Units	Amount	Units	Amount	Units	Amount				
Balance at July 1, 2024	1,279	\$ 63,948	925,880	\$ 53,281,12	15,291	\$ 879,924	7,650	\$ 421,376	\$ 3,276,961	\$ 57,923,321		
Consolidated net earnings	-	-	-	9,100,571	-	16,986	-	8,018	32,728	1,063,451		
Effect of equity compensation plans	-	-	112	16,168	364	30,565	-	-	-	46,733		
Capital contributions	-	-	-	-	-	-	-	-	15,214	15,214		
Redemption of limited partners units	-	-	154	8,815	(154)	(8,815)	-	-	-	-		
Foreign currency translation gains (losses), net	-	-	-	(407,729)	-	(6,752)	-	(3,226)	605	(417,102)		
Unrealized losses on derivative contracts, net	-	-	-	(8,469)	-	(134)	-	(66)	-	(8,669)		
Reallocation of capital	-	-	-	5,071	-	(4,208)	-	(863)	-	-		
Distributions (\$0.96 per common unit) and other	-	-	-	(892,866)	-	(20,380)	-	(4,947)	(40,663)	(958,856)		
Balance at September 30, 2024	1,279	\$ 63,948	926,146	\$ 53,007,821	15,501	\$ 887,186	7,650	\$ 420,292	\$ 3,284,845	\$ 57,664,092		

	General Partner				Limited Partners				Non-controlling Interests	Total Capital		
	Preferred		Common		Common		Class A Common					
	Units	Amount	Units	Amount	Units	Amount	Units	Amount				
Balance at July 1, 2023	1,279	\$ 63,948	923,861	\$ 53,401,682	14,538	\$ 840,369	8,595	\$ 469,424	\$ 3,302,401	\$ 58,077,824		
Consolidated net earnings	-	-	-	747,627	-	12,344	-	6,557	32,613	799,141		
Effect of equity compensation plans	-	-	6	35,021	331	68,350	-	-	-	103,371		
Capital contributions	-	-	-	-	-	-	-	-	62	62		
Redemption of limited partners units	-	-	107	6,207	(134)	(9,497)	-	-	-	(3,290)		
Foreign currency translation gains (losses), net	-	-	-	142,969	-	2,307	-	1,265	(260)	146,281		
Unrealized gains on derivative contracts, net	-	-	-	3,618	-	53	-	31	-	3,702		
Reallocation of capital	-	-	-	41,046	-	(41,675)	-	629	-	-		
Distributions (\$0.87 per common unit) and other	-	-	-	(806,287)	-	(17,863)	-	(5,559)	(36,520)	(866,229)		
Balance at September 30, 2023	1,279	\$ 63,948	923,974	\$ 53,571,883	14,735	\$ 854,388	8,595	\$ 472,347	\$ 3,298,296	\$ 58,260,862		

Nine Months Ended September 30, 2024 and 2023

	General Partner				Limited Partners				Non-controlling Interests	Total Capital		
	Preferred		Common		Common		Class A Common					
	Units	Amount	Units	Amount	Units	Amount	Units	Amount				
Balance at January 1, 2024	1,279	\$ 63,948	924,391	\$ 53,117,776	14,760	\$ 848,160	8,595	\$ 469,561	\$ 3,324,275	\$ 57,823,720		
Consolidated net earnings	-	-	-	2,452,782	-	41,055	-	20,084	91,838	2,605,759		
Effect of equity compensation plans	-	-	405	49,520	1,202	130,443	-	-	-	179,963		
Capital contributions	-	-	-	-	-	-	-	-	21,245	21,245		
Redemption of limited partners units	-	-	1,350	77,466	(461)	(26,127)	(945)	(51,838)	-	(499)		
Foreign currency translation losses, net	-	-	-	(84,257)	-	(1,410)	-	(668)	(1,324)	(87,659)		
Unrealized gains on derivative contracts, net	-	-	-	26,207	-	439	-	208	-	26,854		
Reallocation of capital	-	-	-	45,815	-	(44,212)	-	(1,603)	-	-		
Distributions (\$2.88 per common unit) and other	-	-	-	(2,677,488)	-	(61,162)	-	(15,452)	(151,189)	(2,905,291)		
Balance at September 30, 2024	1,279	\$ 63,948	926,146	\$ 53,007,821	15,501	\$ 887,186	7,650	\$ 420,292	\$ 3,284,845	\$ 57,664,092		

	General Partner				Limited Partners				Non-controlling Interests	Total Capital		
	Preferred		Common		Common		Class A Common					
	Units	Amount	Units	Amount	Units	Amount	Units	Amount				

Balance at January 1, 2023	1,279	\$ 63,948	923,142	\$ 53,173,334	14,640	\$ 843,263	8,595	\$ 464,781	\$ 3,317,767	\$ 57,863,093
Consolidated net earnings	-	-	-	8	-	39,919	-	21,231	87,833	2,577,261
Effect of equity compensation plans	-	-	330	70,180	1,174	152,176	-	-	-	222,356
Capital contributions	-	-	-	-	-	-	-	-	1,760	1,760
Redemption of limited partners units	-	-	502	29,009	(1,079)	(98,768)	-	-	-	(69,759)
Foreign currency translation gains, net	-	-	-	277,341	-	4,422	-	2,446	20	284,229
Unrealized losses on derivative contracts, net	-	-	-	(19,515)	-	(311)	-	(172)	-	(19,998)
Reallocation of capital	-	-	-	33,281	-	(34,018)	-	737	-	-
Distributions (\$2.61 per common unit) and other	-	-	-	(2,420,025)	-	(52,295)	-	(16,676)	(109,084)	(2,598,080)
Balance at September 30, 2023	1,279	\$ 63,948	923,974	\$ 53,571,883	14,735	\$ 854,388	8,595	\$ 472,347	\$ 3,298,296	\$ 58,260,862

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, L.P.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)
(In thousands)

	Nine Months Ended September 30,	
	2024	2023
Operating activities:		
Consolidated net earnings	\$ 2,605,759	\$ 2,577,261
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Straight-lined rents and amortization of above and below market leases	(470,289)	(466,686)
Equity-based compensation awards	164,302	210,022
Depreciation and amortization	1,924,075	1,846,545
Earnings from unconsolidated entities, net	(259,558)	(217,786)
Operating distributions from unconsolidated entities	417,296	536,104
Decrease (increase) in operating receivables from unconsolidated entities	37,769	(98,227)
Amortization of debt discounts and debt issuance costs, net	58,446	55,526
Gains on dispositions of development properties and land, net	(159,487)	(273,907)
Gains on other dispositions of investments in real estate, net	(651,306)	(158,392)
Unrealized foreign currency and derivative losses (gains), net	61,188	(22,006)
Gains on early extinguishment of debt, net	(536)	(3,275)
Deferred income tax expense	2,201	9,836
Decrease (increase) in other assets	(209,901)	66,281
Increase in accounts payable and accrued expenses and other liabilities	56,799	237,340
Net cash provided by operating activities	<u>3,576,758</u>	<u>4,298,636</u>
Investing activities:		
Real estate development	(2,376,890)	(2,507,664)
Real estate acquisitions	(1,820,308)	(3,648,920)
Duke Transaction, net of cash acquired	-	(28,111)
Tenant improvements and lease commissions on previously leased space	(347,488)	(271,011)
Property improvements	(248,868)	(156,520)
Proceeds from dispositions and contributions of real estate	1,788,924	1,310,442
Investments in and advances to unconsolidated entities	(479,897)	(246,135)
Return of investment from unconsolidated entities	54,067	304,901
Proceeds from the settlement of net investment hedges	12,797	31,045
Payments on the settlement of net investment hedges	(1,350)	(161)
Net cash used in investing activities	<u>(3,419,013)</u>	<u>(5,212,134)</u>
Financing activities:		
Distributions paid on common and preferred units	(2,754,091)	(2,488,993)
Noncontrolling interests contributions	21,245	1,760
Noncontrolling interests distributions	(151,189)	(109,084)
Redemption of common limited partnership units	(499)	(69,759)
Tax paid with shares of the Parent withheld	(26,893)	(19,814)
Debt and equity issuance costs paid	(28,965)	(58,320)
Net payments on credit facilities and commercial paper	(334,164)	(1,328,136)
Repurchase of and payments on debt	(917,560)	(270,344)
Proceeds from the issuance of debt	<u>4,283,768</u>	<u>5,746,977</u>
Net cash provided by financing activities	<u>91,652</u>	<u>1,404,287</u>
Effect of foreign currency exchange rate changes on cash	1,086	(28,431)
Net increase in cash and cash equivalents	250,483	462,358
Cash and cash equivalents, beginning of period	530,388	278,483
Cash and cash equivalents, end of period	<u>\$ 780,871</u>	<u>\$ 740,841</u>

See Note 11 for information on noncash investing and financing activities and other information.

The accompanying notes are an integral part of these Consolidated Financial Statements.

Index

PROLOGIS, INC. AND PROLOGIS, L.P.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Uaudited)

NOTE 1. GENERAL

Business. Prologis, Inc. (or the "Parent") commenced operations as a fully integrated real estate company in 1997, elected to be taxed as a real estate investment trust ("REIT") under the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code" or "IRC"), and believes the current organization and method of operation will enable it to maintain its status as a REIT. The Parent is the general partner of Prologis, L.P. (or the "Operating Partnership" or "OP"). Through the OP, we are engaged in the ownership, acquisition, development and management of logistics facilities with a focus on key markets in 20 countries on four continents. We invest in real estate through wholly owned subsidiaries and other entities through which we co-invest with partners and investors. We maintain a significant level of ownership in these co-investment ventures, which may be consolidated or unconsolidated based on our level of control of the entity. Our current business strategy consists of two operating business segments: Real Estate (Rental Operations and Development) and Strategic Capital. Our Real Estate Segment represents the ownership, leasing and development of logistics properties. Our Strategic Capital Segment represents the management of properties owned by our unconsolidated co-investment ventures and other ventures. See Note 10 for further discussion of our business segments. Unless otherwise indicated, the Notes to the Consolidated Financial Statements apply to both the Parent and the OP. The terms "the Company," "Prologis," "we," "our" or "us" means the Parent and OP collectively.

For each share of preferred or common stock the Parent issues, the OP issues a corresponding preferred or common partnership unit, as applicable, to the Parent in exchange for the contribution of the proceeds from the stock issuance. At September 30, 2024, the Parent owned a 97.59% common general partnership interest in the OP and substantially all of the preferred units in the OP. The remaining 2.41% common limited partnership interests, which include Class A common limited partnership units ("Class A Units") in the OP, are owned by unaffiliated investors and certain current and former directors and officers of the Parent. Each partner's percentage interest in the OP is determined based on the number of OP units held, including the number of OP units into which Class A Units are convertible, compared to total OP units outstanding at each period end and is used as the basis for the allocation of net income or loss to each partner. At the end of each reporting period, a capital adjustment is made in the OP to reflect the appropriate ownership interest for each of the common unitholders. These adjustments are reflected in the line items *Reallocation of Equity* in the Consolidated Statements of Equity of the Parent and *Reallocation of Capital* in the Consolidated Statements of Capital of the OP.

As the sole general partner of the OP, the Parent has complete responsibility and discretion in the day-to-day management and control of the OP, and we operate the Parent and the OP as one enterprise. The management of the Parent consists of the same members as the management of the OP. These members are officers of the Parent and employees of the OP or one of its subsidiaries. As general partner with control of the OP, the Parent is the primary beneficiary and therefore consolidates the OP. Because the Parent's only significant asset is its investment in the OP, the assets and liabilities of the Parent and the OP are the same on their respective financial statements.

Basis of Presentation. The accompanying Consolidated Financial Statements are prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") and are presented in our reporting currency, the U.S. dollar. Intercompany transactions with consolidated entities have been eliminated.

The accompanying unaudited interim financial information has been prepared according to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Certain information and note disclosures normally included in our annual financial statements prepared in accordance with GAAP have been condensed or omitted in accordance with such rules and regulations. Our management believes that the disclosures presented in these financial statements are adequate to make the information presented not misleading. In our opinion, all adjustments and eliminations, consisting only of normal recurring adjustments, necessary to present fairly the financial position and results of operations for both the Parent and the OP for the reported periods have been included. The results of operations for such interim periods are not necessarily indicative of the results for the full year. The accompanying unaudited interim financial information should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC, and other public information.

Accounting Pronouncements.*New Accounting Standards Issued but not yet Adopted*

Segment Reporting. In November 2023, the Financial Accounting Standards Board ("FASB") issued an accounting standard update ("ASU") to improve reportable segments disclosure requirements. The ASU requires existing annual segment disclosures to also be disclosed on an interim basis, and also requires additional disclosures around significant segment expenses and disclosures to identify the title and position of the chief operating decision maker ("CODM"). The standard is effective for the fiscal year ended December 31, 2024 and interim periods thereafter. We do not expect the standard to have a material impact on our Consolidated Financial Statements as we anticipate the primary change will be additional disclosures in Note 10.

Index**NOTE 2. REAL ESTATE**

Investments in real estate properties consisted of the following (dollars and square feet in thousands):

	Square Feet		Number of Buildings		Sep 30, 2024	\$	55,326,967	52,626,191
	Sep 30, 2024	Dec 31, 2023	Sep 30, 2024	Dec 31, 2023				
Operating properties:								
Buildings and improvements	650,111	630,955	3,016	2,960		\$	55,326,967	\$ 52,626,191
Improved land							23,851,292	22,809,306
Development portfolio, including land costs:								
Prestabilized	5,957	13,369	21	45			855,419	1,838,805
Properties under development	21,529	26,438	76	85			2,288,124	2,528,650
Land ⁽¹⁾							4,395,022	3,775,553
Other real estate investments ⁽²⁾							5,376,749	5,088,070
Total investments in real estate properties							92,093,573	88,666,575
Less accumulated depreciation							12,332,799	10,931,485
Net investments in real estate properties						\$	79,760,774	\$ 77,735,090

- (1) At September 30, 2024 and December 31, 2023, our land was comprised of 8,651 and 8,197 acres, respectively.
- (2) Included in other real estate investments were principally: (i) land parcels we own and lease to third parties; (ii) non-strategic real estate assets that we do not intend to operate long term; (iii) renewable energy assets, including solar panels and electric vehicle chargers, and energy storage systems; and (iv) non-industrial real estate assets that we intend to redevelop as industrial properties or other higher use assets.

Acquisitions

The following table summarizes our real estate acquisition activity, including energy assets (dollars and square feet in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024 ⁽¹⁾	2023	2024 ⁽¹⁾	2023 ⁽²⁾
Number of operating properties	46	-	54	76
Square feet	8,770	-	11,047	14,941
Acres of land	342	890	707	1,128
Acquisition cost of net investments in real estate, excluding other real estate investments	1,431,598	\$ 116,112	1,999,129	\$ 3,626,672
Acquisition cost of other real estate investments	\$ 184,761	\$ 37,343	\$ 235,004	\$ 77,624

- (1) During the three and nine months ended September 30, 2024, we acquired our partners' interest in an unconsolidated venture and began consolidating the properties, including 30 operating properties aggregating 6.0 million square feet. In addition, through our investment in consolidated joint ventures in India, we entered a new market and acquired 225 acres of land.
- (2) On June 29, 2023, we acquired a real estate portfolio comprised of 70 operating properties in the U.S., aggregating 13.8 million square feet, for cash consideration of \$3.1 billion.

Index**Dispositions**

The following table summarizes our dispositions of net investments in real estate which include contributions to unconsolidated co-investment ventures and dispositions to third parties (dollars and square feet in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Dispositions of development properties and land, net ⁽¹⁾				
Number of properties	3	2	10	7
Square feet	1,284	1,530	3,123	3,652
Net proceeds	\$ 202,386	\$ 272,250	\$ 580,876	\$ 738,207
Gains on dispositions of development properties and land, net	\$ 32,005	\$ 89,030	\$ 159,487	\$ 273,907
Other dispositions of investments in real estate, net ⁽²⁾				
Number of properties	19	19	71	24
Square feet	6,131	2,415	13,954	2,775
Net proceeds	\$ 893,054	\$ 263,567	\$ 1,776,112	\$ 635,140
Gains on other dispositions of investments in real estate, net	\$ 434,446	\$ 129,584	\$ 651,306	\$ 158,392

- (1) The gains we recognize in *Gains on Dispositions of Development Properties and Land, Net* in the Consolidated Statements of Income are principally driven by the contribution of newly developed properties to our unconsolidated co-investment ventures and occasionally sales to a third party.
- (2) The three and nine months ended September 30, 2024 include the contribution of operating properties to our unconsolidated co-investment venture in the U.S. During the nine months ended September 30, 2023, we sold our ownership interest in an unconsolidated office joint venture.

Leases

We recognized lease right-of-use assets of \$720.3 million and \$683.7 million within *Other Assets* and lease liabilities of \$624.2 million and \$597.6 million within *Other Liabilities*, for land and office space leases in which we are the lessee, in the Consolidated Balance Sheets at September 30, 2024 and December 31, 2023, respectively.

Off-Balance Sheet Liabilities

We have entered into agreements, principally performance and surety bonds and standby letters of credit in connection with certain development and energy projects. At September 30, 2024 and December 31, 2023, we had \$594.9 million and \$498.5 million, respectively, outstanding under such arrangements.

NOTE 3. UNCONSOLIDATED ENTITIES**Summary of Investments**

We have investments in entities through a variety of ventures. We co-invest in entities that own multiple properties with partners and investors and we provide asset management and property management services to these entities, which we refer to as co-investment ventures. These entities may be consolidated or unconsolidated depending on the structure, our partner's participation and other rights and our level of control of the entity. This note details our investments in unconsolidated co-investment ventures, which are related parties and accounted for using the equity method of accounting. See Note 6 for more detail regarding our consolidated investments that are not wholly owned.

We also have investments in other ventures, generally with one partner, which we generally account for using the equity method. We refer to our investments in both unconsolidated co-investment ventures and other ventures, collectively, as unconsolidated entities.

Index

The following table summarizes our investments in and advances to unconsolidated entities (in thousands):

	September 30, 2024	December 31, 2023
Unconsolidated co-investment ventures	\$ 9,275,611	\$ 8,379,265
Other ventures ⁽¹⁾	817,154	1,164,705
Total	\$ 10,092,765	\$ 9,543,970

- (1) In August 2024, we acquired our partners' interest in an unconsolidated venture and began consolidating the properties.

Unconsolidated Co-Investment Ventures

The following table summarizes the *Strategic Capital Revenues* we recognized in the Consolidated Statements of Income related to our unconsolidated co-investment ventures (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Recurring fees	\$ 117,855	\$ 113,947	\$ 345,776	\$ 340,842
Transactional fees	14,372	15,757	39,786	44,359
Promote revenue ⁽¹⁾	908	3,993	25,027	673,665
Total strategic capital revenues from unconsolidated co-investment ventures⁽²⁾	\$ 133,135	\$ 133,697	\$ 410,589	\$ 1,058,866

- (1) The nine months ended September 30, 2023 primarily includes promote revenue earned from our unconsolidated co-investment venture in the U.S.

- (2) These amounts exclude strategic capital revenues from other ventures.

The following table summarizes the key property information, financial position and operating information of our unconsolidated co-investment ventures on a U.S. GAAP basis (not our proportionate share) and the amounts we recognized in the Consolidated Financial Statements related to these ventures (dollars and square feet in millions):

At:	U.S.		Other Americas ⁽¹⁾		Europe		Asia		Total	
	<u>Sep 30, 2024</u>	<u>Dec 31, 2023</u>	<u>Sep 30, 2024⁽²⁾</u>	<u>Dec 31, 2023</u>	<u>Sep 30, 2024</u>	<u>Dec 31, 2023</u>	<u>Sep 30, 2024</u>	<u>Dec 31, 2023</u>	<u>Sep 30, 2024</u>	<u>Dec 31, 2023</u>
Key property information:										
Ventures	1	1	2	2	2	2	4	4	9	9
Operating properties	748	745	285	275	1,017	1,007	240	228	2,290	2,255
Square feet	130	126	67	65	227	223	98	94	522	508
Financial position:										
Total assets (\$)	13,183	11,884	4,083	4,106	24,819	23,504	10,224	10,226	52,309	49,720
Third-party debt (\$)	5,396	4,185	1,062	915	6,167	5,804	4,003	3,983	16,628	14,887
Total liabilities (\$)	6,244	4,930	1,147	997	8,325	7,849	4,439	4,429	20,155	18,205
Our investment balance (\$) ⁽³⁾	2,814	2,257	1,189	1,152	4,434	4,126	839	844	9,276	8,379
Our weighted average ownership (%)	30.3 %	27.3 %	33.4 %	39.3 %	32.2 %	31.9 %	15.2 %	15.2 %	28.6 %	28.1 %
Operating Information:										
<i>For the three months ended:</i>										
Total revenues (\$)	355	330	110	109	467	429	162	164	1,094	1,032
Net earnings (\$)	103	86	41	52	96	66	11	28	251	232
Our earnings from unconsolidated co-investment ventures, net (\$)	31	24	13	18	36	23	2	5	82	70
<i>For the nine months ended:</i>										
Total revenues (\$)	1,070	983	350	314	1,359	1,255	475	491	3,254	3,043
Net earnings (\$)	322	262	150	142	259	226	48	56	779	686
Our earnings from unconsolidated co-investment ventures, net (\$)	97	71	49	49	91	74	9	10	246	204

- (1) Prologis Brazil Logistics Venture and our other Brazilian joint ventures are combined as one venture for the purpose of this table.

- (2) In August 2024, FIBRA Prologis in Mexico completed a tender offer to acquire 77.1% of Terrafina, a Mexican FIBRA, through a combination of stock and cash, and began consolidating Terrafina. At June 30, 2024, Terrafina owned and managed 42.2 million square feet of industrial real estate, including 288 industrial operating properties. As a result of the transaction, our ownership percentage in FIBRA Prologis decreased to 35.5%. The assets and liabilities of Terrafina are not included in key property information as FIBRA Prologis is a publicly traded vehicle in Mexico that has not yet reported results for the third quarter of 2024.

Index

- (3) Prologis' investment balance is presented at our adjusted basis. The difference between our ownership interest of a venture's equity and our investment balance at September 30, 2024 and December 31, 2023, results principally from four types of transactions: (i) deferred gains from the contribution of property to a venture prior to January 1, 2018; (ii) recording additional costs associated with our investment in the venture; (iii) receivables, principally for fees and promotes; and (iv) customer security deposits retained subsequent to property contributions to Nippon Prologis REIT, Inc. and Prologis Japan Core Logistics Fund.
- (4) Represents our weighted average ownership interest in all unconsolidated co-investment ventures based on each entity's contribution of total assets before depreciation, net of other liabilities.

Equity Commitments Related to Certain Unconsolidated Co-Investment Ventures

At September 30, 2024, our outstanding equity commitments were \$317.1 million, primarily for Prologis China Logistics Venture. The equity commitments expire from 2024 to 2033 if they have not been previously called. Typically, equity commitments are used for future development and acquisitions in the unconsolidated co-investment ventures.

NOTE 4. ASSETS HELD FOR SALE OR CONTRIBUTION

We had investments in certain real estate properties that met the criteria to be classified as held for sale or contribution at September 30, 2024 and December 31, 2023. At the time of classification, these properties were expected to be sold to third parties or were recently stabilized and expected to be contributed to unconsolidated co-investment ventures within twelve months. The amounts included in *Assets Held for Sale or Contribution* in the Consolidated Balance Sheets represented real estate investment balances and the related assets and liabilities.

Assets held for sale or contribution consisted of the following (dollars and square feet in thousands):

	September 30, 2024	December 31, 2023
Number of operating properties	10	12
Square feet	3,303	3,469
Total assets held for sale or contribution	\$ 325,987	\$ 461,657
Total liabilities associated with assets held for sale or contribution – included in <i>Other Liabilities</i>	\$ 2,705	\$ 14,182

NOTE 5. DEBT

All debt is incurred by the OP or its consolidated subsidiaries. The following table summarizes our debt (dollars in thousands):

	September 30, 2024			December 31, 2023		
	Weighted Average		Amount	Weighted Average		Amount
	Interest Rate ⁽¹⁾	Years ⁽²⁾	Outstanding ⁽³⁾	Interest Rate ⁽¹⁾	Years ⁽²⁾	Outstanding ⁽³⁾
Credit facilities and commercial paper	3.3%	2.8	\$ 660,737	5.9%	3.1	\$ 979,313
Senior notes	3.2%	10.0	29,386,420	2.9%	10.1	25,311,647
Term loans and unsecured other	1.9%	4.1	1,956,822	2.8%	3.7	2,330,520
Secured mortgage	4.4%	3.6	285,853	3.9%	3.4	379,021
Total	3.1%	9.5	\$ 32,289,832	3.0%	9.3	\$ 29,000,501

- (1) The weighted average interest rates presented represent the effective interest rates (including amortization of debt issuance costs and noncash premiums or discounts) for the debt outstanding and include the impact of designated interest rate swaps, which effectively fix the interest rate on certain variable rate debt.
- (2) The weighted average years represents the remaining maturity in years on the debt outstanding at period end.

Index

- (3) We borrow in the functional currencies of the countries where we invest. Included in the outstanding balances were borrowings denominated in the following currencies:

	September 30, 2024			December 31, 2023		
	Weighted Average Interest Rate	Amount Outstanding	% of Total	Weighted Average Interest Rate	Amount Outstanding	% of Total
British pound sterling	3.0%	\$ 1,834,209	5.7 %	2.1%	\$ 1,299,628	4.5 %
Canadian dollar	5.0%	1,127,241	3.5 %	5.0%	829,886	2.9 %
Chinese renminbi	3.6%	650,315	2.0 %	3.7%	241,820	0.8 %
Euro	2.2%	10,879,967	33.7 %	2.0%	10,083,601	34.8 %
Japanese yen	1.1%	3,354,111	10.4 %	1.0%	3,085,970	10.6 %
U.S. dollar	4.1%	14,443,989	44.7 %	4.1%	13,459,596	46.4 %
Total	3.1%	\$ 32,289,832	100.0 %	3.0%	\$ 29,000,501	100.0 %

In May 2022, Refinitive Benchmark Services (UK) Ltd. ("RBSL"), the administrator of the Canadian Dollar Offered Rate ("CDOR") formally announced that it would cease the calculation and publication of all tenors of CDOR effective June 28, 2024. In June 2024, we modified the interest rates on our Canadian term loan from 2022 ("2022 Canadian Term Loan") and our credit facility agreements that bore interest at CDOR plus a spread over the applicable benchmark to the Canadian Overnight Repo Rate Average ("CORRA"). The modification did not have a material impact on our Consolidated Financial Statements.

Credit Facilities and Commercial Paper

The following table summarizes information about our available liquidity at September 30, 2024 (in millions):

Aggregate lender commitments			
Credit facilities		\$	6,501
Less:			
Credit facility borrowings outstanding			661
Commercial paper borrowings outstanding ⁽¹⁾			-
Outstanding letters of credit			26
Current availability			5,814
Cash and cash equivalents			781
Total liquidity		\$	6,595

- (1) We are required to maintain available commitments under our credit facilities in an amount at least equal to the commercial paper borrowings outstanding.

Credit Facilities

We have two global senior credit facilities (the "2022 Global Facility" and "2023 Global Facility"), each with a borrowing capacity of \$3.0 billion (subject to currency fluctuations). We may draw on both facilities in British pounds sterling, Canadian dollars, euro, Japanese yen, Mexican pesos and U.S. dollars on a revolving basis. The 2022 Global Facility is scheduled to initially mature in June 2026 and the 2023 Global Facility in June 2027; however, we can extend the maturity date for each facility by six months on two occasions, subject to the payment of extension fees. We also have the ability to increase each credit facility to \$4.0 billion, subject to currency fluctuations and obtaining additional lender commitments.

We also have a Japanese yen revolver (the "Yen Credit Facility") with a borrowing capacity of ¥58.5 billion (\$409.8 million at September 30, 2024). We have the ability to increase the borrowing capacity of the Yen Credit Facility to ¥75.0 billion (\$525.4 million at September 30, 2024), subject to obtaining additional lender commitments. The Yen Credit Facility is scheduled to initially mature in August 2027; however, we may extend the maturity date for one year, subject to the payment of extension fees.

We refer to the 2022 Global Facility, the 2023 Global Facility and the Yen Credit Facility, collectively, as our "Credit Facilities." Pricing for the Credit Facilities, including the spread over the applicable benchmark and the rates applicable to facility fees and letter of credit fees, varies based on the public debt ratings of the OP.

Our Credit Facilities are utilized to support our cash needs for development and acquisition activities on a short-term basis. The maturities of the borrowings under the Credit Facilities generally range from overnight to three months.

Commercial Paper

In March 2024, we established a program under which we may issue, repay and re-issue short-term unsecured commercial paper notes denominated in U.S. dollars. The aggregate principal amount of notes outstanding under the CPP at any time cannot exceed \$1.0 billion and the net proceeds of the notes are expected to be used for general corporate purposes. The maturities of the notes generally

Index

range from overnight to three months. The notes are issued under customary terms in the commercial paper market and are issued at a discount from par or, alternatively, can be issued at par and bear varying interest rates on a fixed or floating basis. At any point in time, we are required to maintain available commitments under our Credit Facilities in an amount at least equal to the amount of the notes outstanding.

Senior Notes

The following table summarizes the issuances of senior notes during the nine months ended September 30, 2024 (principal in thousands):

Issuance Date	Aggregate Principal		Issuance Date Weighted Average		
	Borrowing Currency	USD ⁽¹⁾	Interest Rate	Years	Maturity Dates
January	\$ 1,250,000	\$ 1,250,000	5.1%	17.3	March 2034 – 2054
February	CN¥ 1,500,000	\$ 211,024	3.5%	3.0	February 2027
March	C\$ 550,000	\$ 405,147	4.7%	5.0	March 2029
May	€ 550,000	\$ 592,130	4.0%	10.0	May 2034
May	£ 350,000	\$ 439,147	5.6%	16.0	May 2040
July	\$ 1,100,000	\$ 1,100,000	5.1%	17.5	January 2035 – March 2054
September	CN¥ 1,350,000	\$ 189,655	3.3%	5.0	September 2029
Total		\$ 4,187,103	4.8%	13.7	

(1) The exchange rate used to calculate into U.S. dollars was the spot rate at the settlement date of each issuance.

Term Loans

In February 2024, we extinguished a \$500.0 million U.S. dollar term loan.

In April 2024, we entered into a Japanese term loan totaling ¥20.0 billion (\$129.4 million) with an issuance date weighted average interest rate of 1.5% maturing April 2034.

Long-Term Debt Maturities

Scheduled principal payments due on our debt for the remainder of 2024 and for each year through the period ended December 31, 2028, and thereafter were as follows at September 30, 2024 (in thousands):

Maturity	Unsecured				
	Credit Facilities and Commercial Paper	Senior	Term Loans	Secured	Total
		Notes	and Other	Mortgage	
2024 ⁽¹⁾	\$ -	\$ -	\$ -	\$ 1,962	\$ 1,962
2025 ⁽¹⁾⁽²⁾	-	35,027	325,124	179,938	540,089
2026	-	1,324,968	738,202	3,980	2,067,150
2027 ⁽³⁾	660,737	1,962,895	50,439	4,156	2,678,227
2028	-	2,594,354	103,680	3,041	2,701,075
Thereafter	-	24,066,928	742,901	86,094	24,895,923
Subtotal	660,737	29,984,172	1,960,346	279,171	32,884,426
Unamortized premiums (discounts), net	-	(465,616)	-	7,359	(458,257)
Unamortized debt issuance costs, net	-	(132,136)	(3,524)	(677)	(136,337)
Total	\$ 660,737	\$ 29,386,420	\$ 1,956,822	\$ 285,853	\$ 32,289,832

- (1) We expect to repay the amounts maturing in the next twelve months with cash generated from operations, proceeds from dispositions of real estate properties, or as necessary, with additional borrowings.
- (2) Included in the 2025 maturities were the 2022 Canadian Term Loan (\$222.0 million at September 30, 2024), which can be extended until 2027, and a Chinese renminbi term loan (\$102.7 million at September 30, 2024), which can be extended until 2026, subject to the prevailing interest rate at the time of extension.
- (3) Included in the 2027 maturities were the 2023 Global Facility and Yen Credit Facility (\$506.6 million and \$154.1 million, respectively, at September 30, 2024), which can be extended until 2028.

Index**Financial Debt Covenants**

Our Credit Facilities, senior notes and term loans outstanding at September 30, 2024 were subject to certain financial covenants under their related documents. At September 30, 2024, we were in compliance with all of our financial debt covenants.

Guarantee of Finance Subsidiary Debt

We have finance subsidiaries as part of our operations in Europe (Prologis Euro Finance LLC), Japan (Prologis Yen Finance LLC) and the U.K. (Prologis Sterling Finance LLC) in order to mitigate our foreign currency risk by borrowing in the currencies in which we invest. These entities are 100% indirectly owned by the OP and all unsecured debt issued or to be issued by each entity is or will be fully and unconditionally guaranteed by the OP. There are no restrictions or limits on the OP's ability to obtain funds from its subsidiaries by dividend or loan. In reliance on Rule 13-01 of Regulation S-X, the separate financial statements of Prologis Euro Finance LLC, Prologis Yen Finance LLC and Prologis Sterling Finance LLC are not provided.

NOTE 6. NONCONTROLLING INTERESTS**Prologis, L.P.**

We report noncontrolling interests related to several entities we consolidate but of which we do not own 100% of the equity. These entities include two real estate partnerships that have issued limited partnership units to third parties. Depending on the specific partnership agreements, these limited partnership units are redeemable for cash or, at our option, shares of the Parent's common stock, generally at a rate of one share of common stock to one limited partnership unit. We also consolidate certain entities in which we do not own 100% of the equity but the equity of these entities is not exchangeable into our common stock.

Prologis, Inc.

The noncontrolling interests of the Parent include the noncontrolling interests described above for the OP, as well as the limited partnership units in the OP that are not owned by the Parent. The outstanding limited partnership units receive quarterly cash distributions equal to the quarterly dividends paid on our common stock pursuant to the terms of the applicable partnership agreements.

The following table summarizes these entities (dollars in thousands):

	Our Ownership Percentage		Noncontrolling Interests		Total Assets		Total Liabilities	
	Sep 30, 2024	Dec 31, 2023	Sep 30, 2024	Dec 31, 2023	Sep 30, 2024	Dec 31, 2023	Sep 30, 2024	Dec 31, 2023
Prologis U.S. Logistics Venture	55.0 %	55.0 %	\$ 3,098,08 7	\$ 3,147,79 0	\$ 7,036,30 2	\$ 7,142,88 9	\$ 157,950	\$ 156,303
Other consolidated entities ⁽¹⁾	various	various	186,758 3,284,84	176,485 3,324,27	2,697,25 9,733,55	2,369,95 9,512,84	370,841	333,114
Prologis, L.P.			5 5	5 5	6 6	8 8	528,791	489,417
Limited partners in Prologis, L.P. ⁽²⁾⁽³⁾			1,307,47 8	1,317,72 1	- -	- -	-	-
Prologis, Inc.			4,592,32 \$ 3	4,641,99 \$ 6	9,733,55 \$ 6	9,512,84 \$ 8	\$ 528,791	\$ 489,417

- (1) Includes two partnerships that have issued limited partnership units to third parties, as discussed above, along with various other consolidated entities. The limited partnership units outstanding at September 30, 2024 and December 31, 2023 were exchangeable into cash or, at our option, 0.3 million shares of the Parent's common stock.
- (2) We had 7.7 million and 8.6 million Class A Units at September 30, 2024 and December 31, 2023, respectively, that were convertible into 7.3 million and 8.2 million limited partnership units of the OP at the end of each period.
- (3) There were limited partnership units in the OP, excluding the Class A Units, that were exchangeable into cash or, at our option, 9.0 million and 9.1 million shares of the Parent's common stock, at September 30, 2024 and December 31, 2023. Also included are the vested OP Long-Term Incentive Plan Units ("LTIP Units") associated with our long-term compensation plans of 6.5 million and 5.7 million shares of the Parent's common stock at September 30, 2024 and December 31, 2023, respectively. See further discussion of LTIP Units in Note 7.

NOTE 7. LONG-TERM COMPENSATION**Equity-Based Compensation Plans and Programs****Prologis Outperformance Plan ("POP")**

We have allocated participation points or a percentage of the compensation pool to participants under our POP corresponding to three-year performance periods beginning every January 1. The fair value of the awards is measured at the grant date and amortized over

Index

the period from the grant date to the date at which the awards vest, which ranges from three to ten years. The performance hurdle ("Outperformance Hurdle") at the end of the initial three-year performance period requires our three-year compound annualized total stockholder return ("TSR") to exceed a threshold set at the three-year compound annualized TSR for the Morgan Stanley Capital International US REIT Index (the "Index") for the same period plus 100 basis points. If the Outperformance Hurdle is met, a compensation pool will be formed equal to 3.0% of the excess value created, subject to a maximum as defined by each performance period. POP awards cannot be paid at a time when we meet the outperformance hurdle yet our absolute TSR is negative. If after seven years our absolute TSR has not been positive, the awards will be forfeited.

The Outperformance Hurdle was met for the 2021 – 2023 performance period and the absolute maximum cap was earned and awarded in January 2024. The tables below include POP awards that were earned but are unvested, while any vested awards are reflected within the Consolidated Statements of Equity and Capital. The initial grant date fair value derived using a Monte Carlo valuation model was used in determining the grant date fair value per unit in the tables below.

Commencing in 2024, the named executive officers ("NEOs") and certain select employees will receive performance stock units ("PSUs"), discussed below, and no new awards will be made to these individuals under the POP. We granted participation points for the 2024 – 2026 performance period in January 2024, with a fair value of \$19.0 million using a Monte Carlo valuation model that assumed a risk-free interest rate of 4.2% and an expected volatility of 27.0% for Prologis and 20.0% for the Index. The 2024 – 2026 performance period has an absolute maximum cap of \$60.0 million. If an award is earned at the end of the initial three-year performance period, then 20.0% of the POP award is paid at the end of the initial performance period and the remaining 80.0% is subject to additional seven-year cliff vesting. The 20.0% that is paid at the end of the initial three-year performance period is subject to an additional three-year holding requirement. Awards are in the form of common stock, restricted stock units, POP LTIP Units and LTIP Units.

Performance Stock Unit Plan ("PSU Plan")

On January 16, 2024, PSUs were granted under the Company's 2020 Long-Term Incentive Plan and will be settled in equity at the end of a three-year performance period, if applicable performance hurdles are met. Such hurdles are based on a performance scale of Prologis' percentile ranking in the Index for a three-year performance period. Prologis must perform at the 55th percentile to earn a target award of 100.0%. The award is capped at 200.0% of the target for performance at or above the 85th percentile, and there is no payout in the event Prologis' performance is below the 35th percentile. There is proportional scaling between the 35th and the 85th percentiles, starting with 50.0% of the target being earned at the 35th percentile. The fair value of the awards is measured at the grant date and amortized over the period from the grant date to the date at which the awards vest, which ranges from three to five years.

We granted PSUs for the 2024 – 2026 performance period in January 2024, with a fair value of \$30.6 million using a Monte Carlo valuation model. If an award is earned at the end of the initial three-year performance period, one-third of the award vests at the end of the performance period and the remaining award vests equally one and two years after the award is earned. The award is subject to an additional three-year holding requirement. Awards are in the form of common stock, restricted stock units ("RSUs") and LTIP Units.

Other Equity-Based Compensation Plans and Programs

Our other equity-based compensation plans and programs include (i) the Prologis Promote Plan ("PPP"); (ii) the annual long-term incentive ("LTI") equity award program ("Annual LTI Award"); and (iii) the annual bonus exchange program. Awards under these plans and programs may be issued in the form of RSUs or LTIP Units at the participant's election. RSUs and LTIP Units are valued based on the market price of the Parent's common stock on the date the award is granted and the grant date value is charged to compensation expense over the service period.

Summary of Award Activity

RSUs

The following table summarizes the activity for RSUs for the nine months ended September 30, 2024 (units in thousands):

	Unvested RSUs	Weighted Average Grant Date Fair Value
Balance at January 1, 2024	2,097	\$ 98.23
Granted	801	110.93
Vested and distributed	(639)	118.21
Forfeited	(56)	121.84
Balance at September 30, 2024	2,203	\$ 96.46

Index**LTIP Units**

The following table summarizes the activity for LTIP Units for the nine months ended September 30, 2024 (units in thousands):

	Unvested LTIP Units	Weighted Average Grant Date Fair Value
Balance at January 1, 2024	5,379	\$ 76.72
Granted	1,219	97.20
Vested LTIP Units	(1,095)	109.67
Forfeited	(4)	130.49
Balance at September 30, 2024	5,499	\$ 74.67

NOTE 8. EARNINGS PER COMMON SHARE OR UNIT

We determine basic earnings per share or unit based on the weighted average number of shares of common stock or units outstanding during the period. We compute diluted earnings per share or unit based on the weighted average number of shares or units outstanding combined with the incremental weighted average effect from all outstanding potentially dilutive instruments.

The computation of our basic and diluted earnings per share and unit was as follows (in thousands, except per share and unit amounts):

Prologis, Inc.	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	\$ 1,004,267	\$ 746,174	\$ 2,448,375	\$ 2,423,897
Net earnings attributable to common stockholders – Basic	25,130	19,054	61,851	61,497
Net earnings attributable to exchangeable limited partnership units ⁽¹⁾	<u>\$ 1,029,397</u>	<u>\$ 765,228</u>	<u>\$ 2,510,226</u>	<u>\$ 2,485,394</u>
Weighted average common shares outstanding – Basic	926,427	924,395	926,017	924,228
Incremental weighted average effect on exchange of limited partnership units ⁽¹⁾	23,191	23,627	23,424	23,615
Incremental weighted average effect of equity awards	4,195	3,886	4,089	3,800
Weighted average common shares outstanding – Diluted ⁽²⁾	<u>953,813</u>	<u>951,908</u>	<u>953,530</u>	<u>951,643</u>
Net earnings per share attributable to common stockholders:				
Basic	\$ 1.08	\$ 0.81	\$ 2.64	\$ 2.62
Diluted	\$ 1.08	\$ 0.80	\$ 2.63	\$ 2.61

Index

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Prologis, L.P.				
Net earnings attributable to common unitholders	\$ 1,029,271	\$ 765,075	\$ 2,509,514	\$ 2,485,047
Net earnings attributable to Class A Units	(8,018)	(6,557)	(20,084)	(21,231)
Net earnings attributable to common unitholders – Basic	1,021,253	758,518	2,489,430	2,463,816
Net earnings attributable to Class A Units	8,018	6,557	20,084	21,231
Net earnings attributable to exchangeable other limited partnership units	126	153	712	347
Adjusted net earnings attributable to common unitholders – Diluted	\$ 1,029,397	\$ 765,228	\$ 2,510,226	\$ 2,485,394
Weighted average common partnership units outstanding – Basic	942,137	939,602	941,545	939,448
Incremental weighted average effect on exchange of Class A Units	7,322	8,121	7,597	8,096
Incremental weighted average effect on exchange of other limited partnership units	159	299	299	299
Incremental weighted average effect of equity awards of Prologis, Inc.	4,195	3,886	4,089	3,800
Weighted average common units outstanding – Diluted ⁽²⁾	953,813	951,908	953,530	951,643

Net earnings per unit attributable to common unitholders:

Basic	\$ 1.08	\$ 0.81	\$ 2.64	\$ 2.62
Diluted	\$ 1.08	\$ 0.80	\$ 2.63	\$ 2.61

- (1) Earnings allocated to the exchangeable OP units not held by the Parent have been included in the numerator and exchangeable common units have been included in the denominator for the purpose of computing diluted earnings per share for all periods as the per share and unit amount is the same.
- (2) Our total weighted average potentially dilutive shares and units outstanding consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Class A Units	7,322	8,121	7,597	8,096
Other limited partnership units	299	299	299	299
Equity awards	7,314	7,252	7,942	7,347
Prologis, L.P.	14,935	15,672	15,838	15,742
Common limited partnership units	15,710	15,207	15,528	15,220
Prologis, Inc.	30,645	30,879	31,366	30,962

NOTE 9. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**Derivative Financial Instruments**

In the normal course of business, our operations are exposed to market risks, including the effect of changes in foreign currency exchange rates and interest rates. We may enter into derivative financial instruments to offset these underlying market risks. There have been no significant changes in our policy and strategy from what was disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Index

The following table presents the fair value of our derivative financial instruments recognized within *Other Assets* and *Other Liabilities* in the Consolidated Balance Sheets (in thousands):

	September 30, 2024		December 31, 2023	
	Asset	Liability	Asset	Liability
Undesignated derivatives				
Foreign currency contracts				
Forwards				
Brazilian real	\$ -	\$ -	\$ -	\$ 291
British pound sterling		1,467	21,735	9,608
Canadian dollar		5,936	974	4,480
Chinese renminbi		-	-	1,225
Euro		11,594	6,764	1,630
Japanese yen		39,476	1,179	45,149
Swedish krona		2,233	1,947	589
Options				
Mexican peso		12	-	3,304
				2,279
				-
Designated derivatives				
Foreign currency contracts				
Net investment hedges				
British pound sterling		-	27,263	1,759
Canadian dollar		68	932	756
Interest rate contracts				
Cash flow hedges				
Euro		-	-	118
U.S. dollar		-	256	-
				27,034
				31,964
Total fair value of derivatives	\$ 60,786	\$ 61,050	\$ 87,319	\$ 94,161

Undesignated Derivative Financial Instruments**Foreign Currency Contracts**

The following table summarizes the activity of our undesignated foreign currency contracts for the nine months ended September 30 (in millions, except for weighted average forward rates and number of active contracts):

	2024						2023					
	CAD	EUR	GBP	JPY	Other	Total	CAD	EUR	GBP	JPY	Other	Total
Notional amounts at January 1 (\$)	213	524	442	384	56	1,619	283	601	349	331	81	1,645
New contracts (\$)	102	126	109	106	17	460	6	110	124	116	34	390
Matured, expired or settled contracts (\$)	(32)	(86)	(0)	(14)	(8)	(61)	(447)	(73)	(8)	(73)	(66)	(362)
Notional amounts at September 30 (\$)	283	564	431	342	12	1,632	216	493	400	381	183	1,673
Weighted average forward rate at September 30	1.3	1.1	1.2	120			1.2	1.1	1.2	113.		
Active contracts at September 30	1	5	6	.22			9	7	8	85		
	109	92	96	88			77	69	92	96		

The following table summarizes the undesignated derivative financial instruments exercised and associated realized and unrealized gains (losses), respectively, in *Foreign Currency, Derivative and Other Gains (Losses) and Other Income (Expense), Net* in the Consolidated Statements of Income (in millions, except for number of exercised contracts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Exercised contracts		30	42	161
Realized gains on the matured, expired or settled contracts	\$ 10	\$ 11	\$ 50	\$ 42
Unrealized gains (losses) on the change in fair value of outstanding contracts	\$ (67)	\$ 29	\$ (32)	\$ 9

Designated Derivative Financial Instruments

Changes in the fair value of derivatives that are designated as net investment hedges ("NIHs") of our foreign operations and cash flow hedges ("CFHs") are recorded in *Accumulated Other Comprehensive Income (Loss)* ("AOCI/L") in the Consolidated Balance Sheets and reflected within the AOCI/L table below.

Index**Foreign Currency Contracts**

The following table summarizes the activity of our foreign currency contracts designated as NIHs for the nine months ended September 30 (in millions, except for weighted average forward rates and number of active contracts):

	2024			2023			
	CAD	GBP	Total	CAD	CNH	GBP	
Notional amounts at January 1 (\$)	516	432	948	534	-	440	974
New contracts (\$)	47	397	444	350	100	218	668
Matured, expired or settled contracts (\$)	(399)	(399)	(798)	(363)	(100)	(228)	(691)
Notional amounts at September 30 (\$)	164	430	594	521	-	430	951
Weighted average forward rate at September 30	1.36	1.25		1.32		1.25	
Active contracts at September 30	2	4		6		4	

Interest Rate Contracts

The following table summarizes the activity of our interest rate contracts designated as CFHs for the nine months ended September 30 (in millions):

	2024				2023		
	EUR	USD	GBP	Total	EUR	USD	Total
Notional amounts at January 1 (\$)	700	550	-	1,250	447	150	597
New contracts (\$)	-	600	246	846	691	1,750	2,441
Matured, expired or settled contracts (\$)	(700)	(1,050)	(246)	(1,996)	(859)	(1,900)	(2,759)
Notional amounts at September 30 (\$)	-	100	-	100	279	-	279

Designated Nonderivative Financial Instruments

The following table summarizes our debt and accrued interest, designated as a hedge of our net investment in international subsidiaries at the quarter ended (in millions):

	September 30, 2024		December 31, 2023	
British pound sterling	\$	1,820	\$	1,305
Canadian dollar	\$	778	\$	373

The following table summarizes the unrealized gains (losses) in *Foreign Currency, Derivative and Other Gains (Losses) and Other Income (Expense), Net* in the Consolidated Statements of Income on the remeasurement of the unhedged portion of our euro-denominated and Chinese renminbi-denominated debt and accrued interest (in millions):

Unrealized gains (losses) on the unhedged portion	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024		2023	
	\$	(28)	\$	10
	\$	(12)	\$	7

Accumulated Other Comprehensive Income (Loss) ("AOCI/L")

The change in AOCI/L in the Consolidated Statements of Equity during the periods presented was due to the following: i) the currency translation adjustments ("CTA") that we recognize due to the translation of the financial statements of our consolidated subsidiaries, whose functional currency is not the U.S. dollar, into U.S. dollars; and ii) the change in the fair value of the effective portion of our derivative financial instruments that have been designated as NIHs and CFHs and the translation of the hedged portion of our debt.

Index

The following tables present these changes in AOCI/L (in thousands):

Three Months Ended September 30, 2024 and 2023

	Unrealized losses on CFHs ⁽¹⁾	Our share of derivatives from unconsolidated entities	Derivative NIHs	Debt designated as nonderivative NIHs ⁽²⁾	CTA	Total AOCI/L
Balance at July 1, 2024	\$ (18,488)	\$ 15,834	\$ 328,596	\$ 272,495	\$ (754,490)	\$ (156,053)
Other comprehensive loss, net	(3,488)	(4,981)	(24,626)	(117,782)	(265,321)	(416,198)
Balance at September 30, 2024	\$ (21,976)	\$ 10,853	\$ 303,970	\$ 154,713	\$ (1,019,811)	\$ (572,251)

	Unrealized gains on CFHs	Our share of derivatives from unconsolidated entities	Derivative NIHs	Debt designated as nonderivative NIHs ⁽²⁾	CTA	Total AOCI/L
Balance at July 1, 2023	\$ 15,086	\$ 14,910	\$ 310,140	\$ 249,597	\$ (922,103)	\$ (332,370)
Other comprehensive income, net	546	3,072	29,679	50,149	63,141	146,587
Balance at September 30, 2023	\$ 15,632	\$ 17,982	\$ 339,819	\$ 299,746	\$ (858,962)	\$ (185,783)

Nine Months Ended September 30, 2024 and 2023

	Unrealized gains (losses) on CFHs ⁽¹⁾	Our share of derivatives from unconsolidated entities	Derivative NIHs	Debt designated as nonderivative NIHs ⁽²⁾	CTA	Total AOCI/L
Balance at January 1, 2024	\$ (45,744)	\$ 8,414	\$ 310,526	\$ 254,102	\$ (1,041,499)	\$ (514,201)
Other comprehensive income (loss), net	23,768	2,439	(6,556)	(99,389)	21,688	(58,050)
Balance at September 30, 2024	\$ (21,976)	\$ 10,853	\$ 303,970	\$ 154,713	\$ (1,019,811)	\$ (572,251)

	Unrealized gains (losses) on CFHs	Our share of derivatives from unconsolidated entities	Derivative NIHs	Debt designated as nonderivative NIHs ⁽²⁾	CTA	Total AOCI/L
Balance at January 1, 2023	\$ 30,545	\$ 22,584	\$ 332,973	\$ 329,983	\$ (1,159,694)	\$ (443,609)
Other comprehensive income (loss), net	(14,913)	(4,602)	6,846	(30,237)	300,732	257,826
Balance at September 30, 2023	\$ 15,632	\$ 17,982	\$ 339,819	\$ 299,746	\$ (858,962)	\$ (185,783)

- (1) We estimate an additional expense of \$3.0 million will be reclassified to *Interest Expense* in the Consolidated Statements of Income over the next 12 months from September 30, 2024, due to the amortization of settled derivatives designated as cash flow hedges.
- (2) Reclassification of amounts out of AOCI/L due to the remeasurement of the unhedged portion of our euro-denominated and Chinese renminbi-denominated debt and accrued interest is included herein.

Fair Value Measurements

There have been no significant changes in our policy from what was disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023.

Fair Value Measurements on a Recurring Basis

At September 30, 2024 and December 31, 2023, other than the derivatives discussed previously, we had no significant financial assets or financial liabilities that were measured at fair value on a recurring basis in the Consolidated Financial Statements. All of our derivatives held at September 30, 2024 and December 31, 2023, were classified as Level 2 of the fair value hierarchy.

Index**Fair Value Measurements on Nonrecurring Basis**

Acquired properties and assets we expect to sell or contribute are significant nonfinancial assets that met the criteria to be measured at fair value on a nonrecurring basis. At September 30, 2024 and December 31, 2023, we estimated the fair value of our properties using Level 2 or Level 3 inputs from the fair value hierarchy. See more information on our acquired properties in Note 2 and assets held for sale or contribution in Note 4.

Fair Value of Financial Instruments

At September 30, 2024 and December 31, 2023, the carrying amounts of certain financial instruments, including cash and cash equivalents, accounts and notes receivable, accounts payable and accrued expenses were representative of their fair values.

The differences in the fair value of our debt from the carrying value in the table below were the result of differences in interest rates or borrowing spreads that were available to us at September 30, 2024 and December 31, 2023, as compared with those in effect when the debt was issued or assumed, including lower borrowing spreads due to our credit ratings. See Note 5 for more information on our debt activity.

The following table reflects the carrying amounts and estimated fair values of our debt (in thousands):

	September 30, 2024		December 31, 2023	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Credit facilities and commercial paper	\$ 660,737	\$ 660,737	\$ 979,313	\$ 979,313
Senior notes	29,386,420	27,623,117	25,311,647	23,121,936
Term loans and unsecured other	1,956,822	1,940,543	2,330,520	2,322,827
Secured mortgage	285,853	272,023	379,021	357,731
Total	\$ 32,289,832	\$ 30,496,420	\$ 29,000,501	\$ 26,781,807

NOTE 10. BUSINESS SEGMENTS

Our current business strategy includes two operating segments: Real Estate (Rental Operations and Development) and Strategic Capital. We generate revenues, earnings, net operating income and cash flows through our segments, as follows:

- **Real Estate Segment.** This operating segment represents the ownership and development of operating properties and is the largest component of our revenue and earnings. We collect rent from our customers through operating leases, including reimbursements for the majority of our property operating costs. Each operating property is considered to be an individual operating segment with similar economic characteristics; these properties are combined within the reportable business segment based on geographic location. The Real Estate Segment also includes development activities that lead to rental operations, including land held for development and properties currently under development, and other real estate investments, including energy assets. Within this line of business, we utilize the following: (i) our land bank; (ii) the development and leasing expertise of our local teams; and (iii) our customer relationships.
- **Strategic Capital Segment.** This operating segment represents the management of unconsolidated co-investment ventures. We generate strategic capital revenues primarily from our unconsolidated co-investment ventures through asset management and property management services and we earn additional revenues by providing leasing, acquisition, construction, development, financing and disposition services. Depending on the structure of the venture and the returns provided to our partners, we also earn revenues through promotes periodically during the life of a venture or upon liquidation. Each unconsolidated co-investment venture we manage is considered to be an individual operating segment with similar economic characteristics; these ventures are combined within the reportable business segment based on geographic location.

Below we present: (i) each reportable business segment's revenues from external customers to *Total Revenues*; (ii) each reportable business segment's net operating income from external customers to *Operating Income* and *Earnings Before Income Taxes*; and (iii) each reportable business segment's assets to *Total Assets*. Our CODMs rely principally on net operating income and similar measures to make decisions about allocating resources and assessing segment performance. The applicable components of *Total Revenues*, *Operating Income*, *Earnings Before Income Taxes* and *Total Assets* in the Consolidated Financial Statements are allocated to each reportable business segment's revenues, net operating income and assets. Items that are not directly assignable to a segment are not allocated but reflected as non-segment items (G&A expenses and real estate adjustments for depreciation and gains and losses on contributions and sales) due to how our CODMs utilize segment information for planning and execution of our business strategy.

Index

The following reportable business segment revenues, net operating income and assets are presented in thousands:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues:				
Real estate segment:				
U.S.	\$ 1,819,965	\$ 6	\$ 5,359,141	\$ 8
Other Americas	34,604	29,442	95,486	81,576
Europe	28,858	29,101	83,286	69,368
Asia	17,595	13,617	44,530	46,186
Total real estate segment	1,901,022	1,777,81	5,582,443	5,063,63
Strategic capital segment:				
U.S.	46,388	53,077	137,517	786,222
Other Americas	16,342	14,054	73,785	74,139
Europe	49,843	45,457	141,745	135,267
Asia	22,794	24,260	65,474	74,956
Total strategic capital segment	135,367	136,848	418,521	1,070,58
Total revenues	2,036,389	1,914,66	6,000,964	6,134,22
Segment net operating income: ⁽¹⁾				
Real estate segment:				
U.S. ⁽²⁾	1,403,563	1,295,04	4,062,185	3,671,76
Other Americas	27,784	23,184	75,040	62,429
Europe	15,120	22,235	50,649	51,493
Asia	11,447	8,937	28,281	29,696
Total real estate segment	1,457,914	1,349,39	4,216,155	3,815,38
Strategic capital segment:				
U.S. ⁽²⁾	15,794	6,302	31,244	622,802
Other Americas	12,322	7,147	56,744	53,962
Europe	32,226	27,187	82,343	53,288
Asia	13,683	12,143	37,501	33,848
Total strategic capital segment	74,025	52,779	207,832	763,900
Total segment net operating income	1,531,939	1,402,17	4,423,987	4,579,28
Non-segment items:				
General and administrative expenses	(98,154)	(96,673)	(316,041)	(292,097)
Depreciation and amortization expenses	(649,265)	(642,010)	(1,924,07	(1,846,5
Gains on dispositions of development properties and land, net	32,005	89,030	159,487	273,907
Gains on other dispositions of investments in real estate, net	434,446	129,584	651,306	158,392
Operating income	1,250,971	882,108	2,994,664	1
Earnings from unconsolidated entities, net	84,749	71,365	259,558	217,786
Interest expense	(230,113)	(181,053)	(631,700)	(466,882)
Foreign currency, derivative and other gains (losses) and other income (expense), net	(37,942)	67,964	62,774	102,682

Gains on early extinguishment of debt, net			536	3,275
Earnings before income taxes	\$ 1,067,665	\$ 840,384	\$ 2,685,832	\$ 2,729,802

Index

	September 30, 2024	December 31, 2023
Segment assets:		
Real estate segment:		
U.S.	\$ 77,402,504	\$ 76,633,566
Other Americas	2,648,457	2,029,438
Europe	2,994,859	2,366,539
Asia	1,002,886	793,916
Total real estate segment	<u>84,048,706</u>	<u>81,823,459</u>
Strategic capital segment: ⁽³⁾		
U.S.	10,499	10,499
Europe	25,280	25,280
Asia	188	203
Total strategic capital segment	<u>35,967</u>	<u>35,982</u>
Total segment assets	<u>84,084,673</u>	<u>81,859,441</u>
Non-segment items:		
Investments in and advances to unconsolidated entities	10,092,765	9,543,970
Assets held for sale or contribution	325,987	461,657
Cash and cash equivalents	780,871	530,388
Other assets	620,900	625,384
Total non-segment items	<u>11,820,523</u>	<u>11,161,399</u>
Total assets	<u>\$ 95,905,196</u>	<u>\$ 93,020,840</u>

- (1) Net Operating Income ("NOI") from the Real Estate Segment is calculated directly from the Consolidated Financial Statements as *Rental Revenues and Development Management and Other Revenues less Rental Expenses and Other Expenses*. NOI from the Strategic Capital Segment is calculated directly from the Consolidated Financial Statements as *Strategic Capital Revenues less Strategic Capital Expenses*.
- (2) This includes compensation and personnel costs for employees who were located in the U.S. but also support other geographies.
- (3) Represents management contracts and goodwill recorded in connection with business combinations associated with the Strategic Capital Segment. Goodwill was \$25.3 million at September 30, 2024 and December 31, 2023.

NOTE 11. SUPPLEMENTAL CASH FLOW INFORMATION

Our significant noncash investing and financing activities for the nine months ended September 30, 2024 and 2023 included the following:

- We recognized lease right-of-use assets and lease liabilities related to leases in which we are the lessee within *Other Assets* and *Other Liabilities* on the Consolidated Balance Sheets, including any new leases, renewals and modifications of \$48.9 million in 2024 and \$29.0 million in 2023 for both assets and liabilities.
- We capitalized \$34.1 million and \$30.6 million in 2024 and 2023, respectively, of equity-based compensation expense.
- We received \$568.1 million in 2024 of ownership interests in certain unconsolidated co-investment ventures, primarily as a portion of our proceeds from the contribution of properties to these entities. We increased our ownership in an unconsolidated co-investment venture in 2023 through the reinvestment of distributions from the venture of \$11.6 million and receipt of \$45.1 million of third-party investors' ownership in lieu of cash.
- We issued 1.4 million and 0.5 million shares in 2024 and 2023, respectively, of the Parent's common stock upon redemption of an equal number of common limited partnership units in the OP.
- We acquired the ownership interest of our partner in an unconsolidated venture in 2024 and began consolidating the properties.
- We reinvested a distribution from an unconsolidated co-investment venture of \$51.1 million in 2024.

We paid \$572.7 million and \$340.4 million for interest, net of amounts capitalized, during the nine months ended September 30, 2024 and 2023, respectively.

We paid \$104.7 million and \$122.2 million for income taxes, net of refunds, during the nine months ended September 30, 2024 and 2023, respectively.

Index**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors
Prologis, Inc.:

Results of Review of Interim Financial Information

We have reviewed the consolidated balance sheet of Prologis, Inc. and subsidiaries (the Company) as of September 30, 2024, the related consolidated statements of income, comprehensive income, and equity for the three-month and nine-month periods ended September 30, 2024 and 2023, the related consolidated statements of cash flows for the nine-month periods ended September 30, 2024 and 2023, and the related notes (collectively, the consolidated interim financial information). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial information for it to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2023, and the related consolidated statements of income, comprehensive income, equity, and cash flows for the year then ended (not presented herein); and in our report dated February 13, 2024, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2023 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

This consolidated interim financial information is the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our reviews in accordance with the standards of the PCAOB. A review of consolidated interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ KPMG LLP

Denver, Colorado
October 25, 2024

Index**Report of Independent Registered Public Accounting Firm**

To the Partners of Prologis, L.P. and the Board of Directors of Prologis, Inc.:

Results of Review of Interim Financial Information

We have reviewed the consolidated balance sheet of Prologis, L.P. and subsidiaries (the Operating Partnership) as of September 30, 2024, the related consolidated statements of income, comprehensive income, and capital for the three-month and nine-month periods ended September 30, 2024 and 2023, the related consolidated statements of cash flows for the nine-month periods ended September 30, 2024 and 2023, and the related notes (collectively, the consolidated interim financial information). Based on our reviews, we are not aware of any material modifications that should be made to the consolidated interim financial information for it to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Operating Partnership as of December 31, 2023, and the related consolidated statements of income, comprehensive income, capital, and cash flows for the year then ended (not presented herein); and in our report dated February 13, 2024, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2023 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Basis for Review Results

This consolidated interim financial information is the responsibility of the Operating Partnership's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Operating Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our reviews in accordance with the standards of the PCAOB. A review of consolidated interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the PCAOB, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

/s/ KPMG LLP

Denver, Colorado
October 25, 2024

Index**ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following should be read in conjunction with the Consolidated Financial Statements and related Notes included in Item 1 of this report and our Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the United States ("U.S.") Securities and Exchange Commission ("SEC").

The statements in this report that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on current expectations, estimates and projections about the industry and markets in which we operate as well as management's beliefs and assumptions. Such statements involve uncertainties that could significantly impact our financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "aims," and "estimates" including variations of such words and similar expressions are intended to identify such forward-looking statements, which generally are not historical in nature. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future — including statements relating to rent and occupancy growth, acquisition and development activity, contribution and disposition activity, general conditions in the geographic areas where we operate, expectations regarding new lines of business, our debt, capital structure and financial position, our ability to earn revenues from co-investment ventures or form new co-investment ventures and the availability of capital in existing or new co-investment ventures — are forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained, and therefore actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some of the factors that may affect outcomes and results include, but are not limited to: (i) international, national, regional and local economic and political climates and conditions; (ii) changes in global financial markets, interest rates and foreign currency exchange rates; (iii) increased or unanticipated competition for our properties; (iv) risks associated with acquisitions, dispositions and development of properties, including the integration of the operations of significant real estate portfolios; (v) maintenance of Real Estate Investment Trust ("REIT") status, tax structuring and changes in income tax laws and rates; (vi) availability of financing and capital, the levels of debt that we maintain and our credit ratings; (vii) risks related to our investments in and management of our co-investment ventures, including our ability to establish new co-investment ventures; (viii) risks of doing business internationally, including currency risks; (ix) environmental uncertainties, including risks of natural disasters; (x) risks related to global pandemics; and (xi) those additional factors discussed under Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023. We undertake no duty to update any forward-looking statements appearing in this report except as may be required by law.

Prologis, Inc. is a self-administered and self-managed REIT and is the sole general partner of Prologis, L.P. through which it holds substantially all of its assets. We operate Prologis, Inc. and Prologis, L.P. as one enterprise and, therefore, our discussion and analysis refers to Prologis, Inc. and its consolidated subsidiaries, including Prologis, L.P. We invest in real estate through wholly owned subsidiaries and other entities through which we co-invest with partners and investors ("co-investment ventures"). We have a significant ownership interest in the co-investment ventures, which are either consolidated or unconsolidated based on our level of control of the entity.

We operate, manage and measure the operating performance of our properties on an owned and managed ("O&M") basis. Our O&M portfolio includes our consolidated properties as well as properties owned by our unconsolidated co-investment ventures, which we manage. We make operating decisions based on our total O&M portfolio as we manage the properties without regard to their ownership. We also evaluate our results based on our proportionate economic ownership of each property included in the O&M portfolio ("our share").

Included in our discussion below are references to funds from operations ("FFO") and net operating income ("NOI"), neither of which are United States ("U.S.") generally accepted accounting principles ("GAAP"). See below for a reconciliation of *Net Earnings Attributable to Common Stockholders/Unitholders* in the Consolidated Statements of Income to our FFO measures and a reconciliation of NOI to *Operating Income* in the Consolidated Statements of Income, the most directly comparable GAAP measures.

MANAGEMENT'S OVERVIEW

Prologis is the global leader in logistics real estate with a focus on high-barrier, high growth markets. We own, manage and develop well-located, high-quality logistics facilities in 20 countries across four continents. Our portfolio focuses on the world's most vibrant centers of commerce and our scale across these locations allows us to better serve our customers' diverse logistics requirements.

The importance of logistics supply chains has increased dramatically to our customers and the global economy. The long-term trends of e-commerce adoption and supply chain resiliency continue to drive the need for increased warehouse space to store and distribute goods. This demand has translated into meaningful increases in rents and low vacancy over the last several years. We believe this demand is driven by three primary factors: (i) customer supply chains re-positioning to address the significant shift to e-commerce and heightened service expectations; (ii) overall consumption and household growth; and (iii) our customers' desire for more supply chain resiliency. We believe these forces will keep demand strong over the long term. In the short term, we expect some delay in our customers' leasing decisions over the next several quarters due to uncertainty in the economic and geopolitical environment.

Index

Our teams actively manage our portfolio by providing comprehensive real estate services, including leasing, property management, development, acquisitions and dispositions. We also invest significant capital into new logistics properties through our development activity and third-party acquisitions. Proceeds from the disposition of properties, generally through the contribution of newly developed properties to our co-investment ventures and the sales of non-strategic properties to third parties, allow us to recycle capital back into our investment activities.

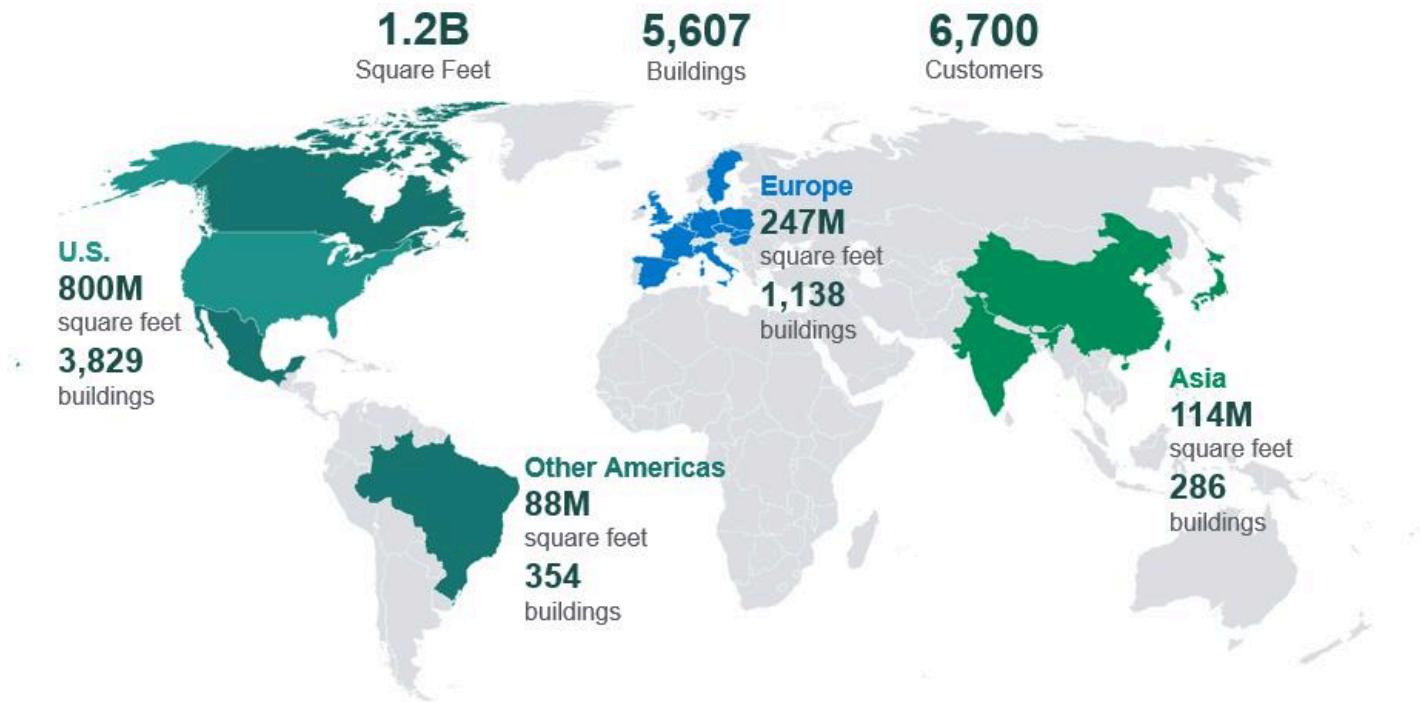
While the majority of our properties in the U.S. are wholly owned, we hold a significant ownership interest in properties both in the U.S. and internationally through our investment in the co-investment ventures. Partnering with the world's largest institutional investors through co-investment ventures allows us to expand our investment capacity, enhance and diversify our real estate returns and mitigate our exposure to foreign currency movements.

Our scale and customer-focused strategy have compelled us to expand the services we provide. Our 1.2 billion square foot portfolio has provided the foundation upon which we have built a platform of solutions to address challenges that our customers face in global fulfillment today. Through Prologis Essentials, we focus on innovative ways to meet our customers' operations and energy and sustainability needs. Our customer experience teams, proprietary technology and strategic partnerships are foundational to all aspects of our Prologis Essentials offerings. These resources allow us to provide our customers with unique and actionable insights and tools to help them make progress on sustainability goals and drive greater efficiency in their operations.

Finally, we believe our long-standing dedication to Environmental, Social and Governance ("ESG") practices creates value for our customers, investors, employees and the communities in which we do business. The principles of ESG have been an important aspect of our business strategy that we believe delivers a strategic business advantage.

Our Global Presence

At September 30, 2024, we owned or had investments in, on a wholly-owned basis or through co-investment ventures, properties and development projects expected to total approximately 1.2 billion square feet across the following geographies:

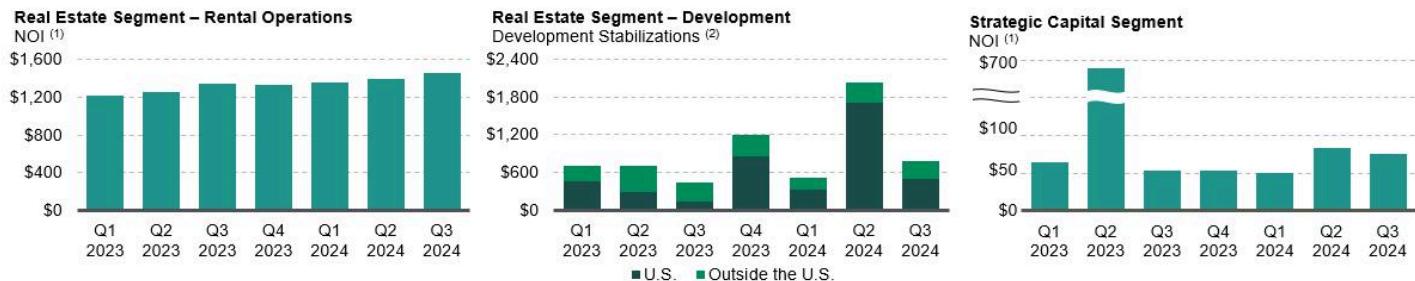


Throughout this discussion, we reflect amounts in the U.S. dollar, our reporting currency. Included in these amounts are consolidated and unconsolidated investments denominated in foreign currencies, principally the British pound sterling, Canadian dollar, euro and Japanese yen that are impacted by fluctuations in exchange rates when translated to U.S. dollars. We mitigate our exposure to foreign currency fluctuations by investing outside the U.S. through co-investment ventures, borrowing in the functional currency of our subsidiaries and utilizing derivative financial instruments.

Index

Our business comprises two operating segments: Real Estate (Rental Operations and Development) and Strategic Capital.

Below is information summarizing consolidated activity within our segments (in millions):



- (1) NOI from the Real Estate Segment is calculated directly from the Consolidated Financial Statements as *Rental Revenues and Development Management and Other Revenues less Rental Expenses and Other Expenses*. NOI from the Strategic Capital Segment is calculated directly from the Consolidated Financial Statements as *Strategic Capital Revenues less Strategic Capital Expenses*.
- (2) A developed property moves into the operating portfolio when it meets our definition of stabilization, which is the earlier of when a property that was developed has been completed for one year, is contributed to a co-investment venture following completion or is 90% occupied. Amounts represent our total expected investment ("TEI") upon stabilization, which includes the estimated cost of development or expansion, including land, construction and leasing costs.

Real Estate Segment

Rental Operations. Rental operations comprise the largest component of our operating segments and generally contributes 90% to 95% of our consolidated revenues, earnings and FFO. We collect rent from our customers through operating leases, including reimbursements for the majority of our property operating costs. For leases that commenced during the nine months ended September 30, 2024, within the consolidated operating portfolio, the weighted average lease term was 63 months. We expect to generate earnings growth by increasing rents, maintaining high occupancy rates and controlling expenses. The primary driver of our revenue growth will be the rolling of in-place leases to current market rents when leases expire, as discussed further below. We believe our active portfolio management, combined with the skills of our property, leasing, maintenance, energy, sustainability and risk management teams allow us to maximize NOI across our portfolio. Substantially all of our consolidated rental revenue, NOI and cash flows from rental operations are generated in the U.S.

Development. Given the scarcity of modern logistics facilities in our target markets, our development business provides the opportunity to build to the evolving requirements of our customers while deepening our market presence. We believe we have a competitive advantage due to (i) the strategic locations of our global land bank and redevelopment sites; (ii) the development expertise of our local teams; (iii) the depth of our customer relationships; (iv) our ability to integrate sustainable design features that provide operational efficiencies for our customers; and (v) our procurement capabilities that allow us to secure high-demand construction materials at a lower cost. Successful development and redevelopment efforts provide significant earnings growth as projects are leased, generate income and increase the value of our Real Estate Segment. Generally, we develop properties in the U.S. to hold for the long-term and outside the U.S. for contribution to our unconsolidated co-investment ventures.

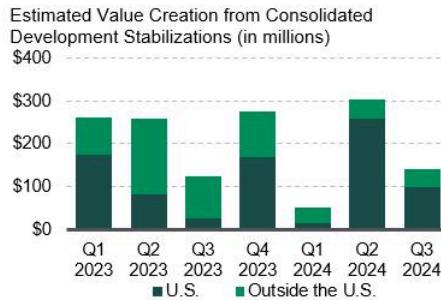
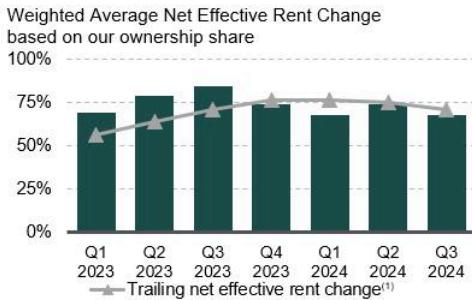
Strategic Capital Segment

Through the Strategic Capital Segment, we partner with many of the world's largest institutional investors through unconsolidated co-investment ventures. The business is capitalized through private and public equity, of which 94% is in open ended ventures, long-term ventures or two publicly traded vehicles (Nippon Prologis REIT, Inc. in Japan and FIBRA Prologis in Mexico). We align our interests with our partners by holding significant ownership interests in our nine unconsolidated co-investment ventures (ranging from 15% to 50%). This structure allows us to reduce our exposure to foreign currency movements for investments outside the U.S.

This segment produces durable, long-term cash flows and generally contributes 5% to 10% of our consolidated revenues, earnings and FFO, excluding promotes. We generate strategic capital revenue from our unconsolidated co-investment ventures, principally through asset management and property management services. Revenue earned from asset management fees is primarily driven by the quarterly valuation of the real estate properties owned by the respective ventures. We earn additional revenues by providing leasing, acquisition, construction management, development and disposition services. In certain ventures, we also have the ability to earn revenues through incentive fees ("promotes" or "promote revenues") periodically during the life of a venture, upon liquidation of a venture or upon stabilization of individual venture assets based primarily on the total return of the investments over certain financial hurdles. Promote revenues are recognized when earned at the end of the promote period for the specific co-investment ventures. We plan to grow this business and increase revenues by increasing our assets under management in existing or new ventures. The majority of the strategic capital revenues are generated outside the U.S.

Index**FUTURE GROWTH**

We believe that the quality and scale of our portfolio, our ability to build out our land bank and redevelopment sites, our strategic capital business, the depth of our customer relationships and the strength of our balance sheet are differentiators that allow us to drive growth in revenues, NOI, earnings, FFO and cash flows.



- (1) Net effective rent ("NER") is calculated at the beginning of the lease using estimated total cash base rent to be received over the term and annualized and excludes fair value lease amortization from acquisitions. Amounts derived in a currency other than the U.S. dollar have been translated using the average rate from the previous twelve months. Trailing NER change is based on the twelve months immediately prior to the period ended.

Rent change represents the percentage change in net effective rental rates (average rate over the lease term), on new and renewed leases, commenced during the period compared with previous net effective rental rates in that same space.

- Rent Growth.** As a result of several years of increases in market rents, our in-place leases have considerable upside potential to capture these higher rents and to drive future organic NOI growth. This is evident in the positive rent change we have experienced in every quarter since 2013 and was significant to our operating results over the last several years. We estimate that our share of the lease mark-to-market is approximately 34% (on an NER basis), which represents the growth rate from in-place rents to current market rents based on our share of the O&M portfolio at September 30, 2024. Therefore, even without further market rent growth, we expect our lease renewals to result in higher future rental income.
- Value Creation from Development.** The global nature of our development program provides a wide landscape of opportunities to pursue based on our judgment of market conditions, opportunities and risks. One of the ways in which we create value is through our focus on sourcing well-located land and redevelopment sites through acquisition opportunities. This strategy has allowed us to create opportunities for the conversion of income-producing assets, acquired with the intention for redevelopment, into industrial properties (Covered Land Plays or "CLPs") and data centers.

Based on our current estimates, our consolidated land and other real estate investments, including options and CLPs, have the potential to support the development of \$36.0 billion (\$40.7 billion on an O&M basis) of TEI of newly developed buildings. We measure the estimated value creation of a development project as the stabilized value above our TEI. As properties are completed and leased, we expect to realize the value creation principally through gains realized through contributions of these properties to unconsolidated co-investment ventures and increases in the NOI of the consolidated portfolio.

- Strategic Capital Advantages.** The co-investment ventures provide capital from third parties that allows us to grow our O&M portfolio, contribute to self-funding our development activities through the sale of newly developed assets to these vehicles and produce substantial fees for our management of the assets. We raise capital to support the long-term growth of the co-investment ventures while maintaining our own substantial investments in these vehicles. At September 30, 2024, the gross book value of the operating portfolio held by our nine unconsolidated co-investment ventures was \$55.7 billion across 519 million square feet.
- Balance Sheet Strength.** We have a long-held strategy to build and maintain a balance sheet that is strong and flexible by using conservative levels of financial leverage. At September 30, 2024, the weighted average remaining maturity of our consolidated debt was 10 years and the weighted average interest rate was 3.1%. Through our refinancing activities we have substantially addressed our debt maturities until 2026. At September 30, 2024, we had total available liquidity of \$6.6 billion. We continue to maintain low leverage as a percentage of our real estate investments and our market capitalization. As a result of our low leverage, available liquidity and investment capacity in the co-investment ventures, we have significant ability to capitalize on opportunistic value-added investments as they arise.
- Our Scale Drives Efficiency.** We have scalable systems and infrastructure in place to grow both our consolidated and O&M portfolios with limited incremental G&A expense. We believe we can continue to grow NOI and strategic capital revenues organically and through accretive development and acquisition activity while further reducing G&A as a percentage of our investments in real estate.

Index

- **Staying “Ahead of What’s Next™”.** We are focused on creating value beyond real estate by enhancing our customers’ experience, leveraging our scale in procurement and innovating through data analytics and digitization efforts. This includes investments in early and growth-stage companies that are focused on emerging technologies for the logistics sector. Through Prologis Essentials, we support our customers through service and product offerings, including innovative solutions to operations and energy and sustainability needs that can make our customers’ decision process easier while helping them advance their environmental goals.

SUMMARY OF THE NINE MONTHS ENDED SEPTEMBER 30, 2024

Our operating results were strong during the nine months ended September 30, 2024 despite the softening of rents and occupancy in the market. Due to increases in market rents over the last several years, our existing lease mark-to-market drove rent change on rollover and same-store growth in our O&M portfolio. Our operating portfolio occupancy was 96.2% at September 30, 2024 and rent change on leases that commenced during the nine months ended September 30, 2024 was 69.5% on a net effective basis, both metrics based on our ownership share.

While our proprietary metrics around lease proposals are positive, we expect our customers to exercise caution in their leasing decisions through the remainder of 2024 due to uncertainty in the economic and geopolitical environment. Additionally, we are experiencing slower decision-making with build-to-suits and, as a result, expect limited speculative development in the short term. Despite the current environment, we believe we are well positioned to organically grow revenues over the long-term given the cumulative growth in market rents over the last several years and our existing high lease mark-to-market.

We completed the following significant activities in 2024, as described in the Notes to the Consolidated Financial Statements:

- We generated net proceeds of \$2.4 billion and realized net gains of \$811 million, principally from the contribution of properties to unconsolidated co-investment ventures in the U.S. and Europe, and sales of non-strategic properties to third parties in the U.S.
- Through our investment in consolidated joint ventures in India, we acquired 225 acres of land to support future development opportunities in this new market.
- At September 30, 2024, we had total available liquidity of \$6.6 billion, including borrowing capacity on our credit facilities of \$5.8 billion and unrestricted cash balances of \$781 million.
- In March 2024, we established a commercial paper program, under which we may issue, repay and re-issue short-term unsecured commercial paper notes (“CPNs”) denominated in U.S. dollars. At any point in time, we are required to maintain available commitments under our credit facilities in an amount at least equal to the CPNs outstanding.
- We issued \$4.2 billion of senior notes with an issuance date weighted average interest rate of 4.8% and weighted average maturity of 14 years (principal in millions):

Issuance Date	Aggregate Principal		Issuance Date Weighted Average		
	Borrowing Currency	USD ⁽¹⁾	Interest Rate	Years	Maturity Dates
January	\$ 1,250	\$ 1,250	5.1%	17.3	March 2034 – 2054
February	CN¥ 1,500	\$ 211	3.5%	3.0	February 2027
March	C\$ 550	\$ 405	4.7%	5.0	March 2029
May	€ 550	\$ 592	4.0%	10.0	May 2034
May	£ 350	\$ 439	5.6%	16.0	May 2040
July	\$ 1,100	\$ 1,100	5.1%	17.5	January 2035 – March 2054
September	CN¥ 1,350	\$ 190	3.3%	5.0	September 2029
Total		\$ 4,187	4.8%	13.7	

(1) The exchange rate used to calculate into U.S. dollars was the spot rate at the settlement date of each issuance.

RESULTS OF OPERATIONS – NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

We evaluate our business operations based on the NOI of our two operating segments: Real Estate (Rental Operations and Development) and Strategic Capital. NOI by segment is a non-GAAP performance measure that is calculated using revenues and expenses directly from our financial statements. We consider NOI by segment to be an appropriate supplemental measure of our performance because it helps management and investors understand our operating results.

Index

Below is our NOI by segment per the Consolidated Financial Statements and a reconciliation of NOI by segment to *Operating Income* per the Consolidated Financial Statements for the nine months ended September 30 (in millions):

	2024	2023
Real estate segment:		
Rental revenues	\$ 5,577	\$ 5,063
Development management and other revenues	5	1
Rental expenses	(1,327)	(1,217)
Other expenses	(39)	(32)
Real Estate Segment – NOI	4,216	3,815
Strategic capital segment:		
Strategic capital revenues	419	1,071
Strategic capital expenses	(211)	(307)
Strategic Capital Segment – NOI	208	764
General and administrative expenses	(316)	(292)
Depreciation and amortization expenses	(1,924)	(1,846)
Operating income before gains on real estate transactions, net	2,184	2,441
Gains on dispositions of development properties and land, net	160	274
Gains on other dispositions of investments in real estate, net	651	158
Operating income	\$ 2,995	\$ 2,873

See Note 10 to the Consolidated Financial Statements for more information on our segments and a reconciliation of each business segment's NOI to *Operating Income* and *Earnings Before Income Taxes*.

Real Estate Segment

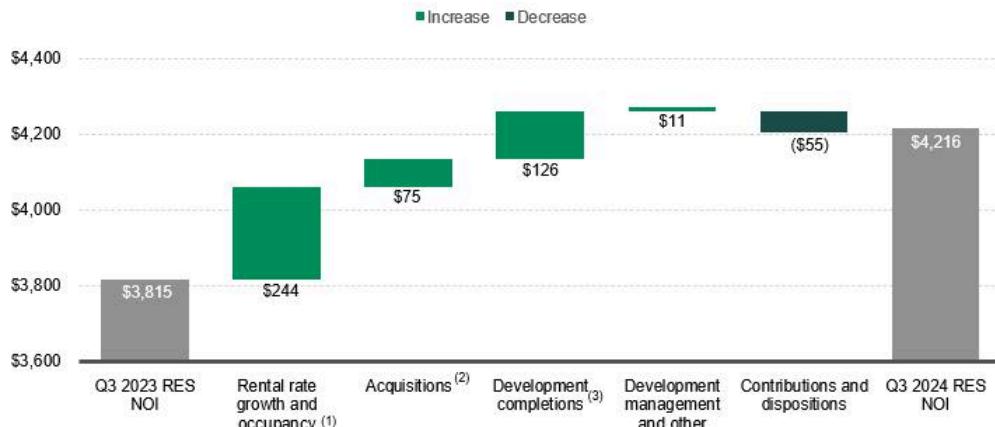
This operating segment principally includes rental revenue and rental expenses recognized from our consolidated properties. This segment also includes the operating results of our energy assets. We allocate the costs of our property management and leasing functions to the Real Estate Segment through *Rental Expenses* and the Strategic Capital Segment through *Strategic Capital Expenses*, both in the Consolidated Financial Statements, based on the square footage of the relative portfolios. In addition, this segment is impacted by our development, acquisition and disposition activities.

Below are the components of Real Estate Segment NOI for the nine months ended September 30, derived directly from line items in the Consolidated Financial Statements (in millions):

	2024	2023
Rental revenues	\$ 5,577	\$ 5,063
Development management and other revenues	5	1
Rental expenses	(1,327)	(1,217)
Other expenses	(39)	(32)
Real Estate Segment – NOI	\$ 4,216	\$ 3,815

Index

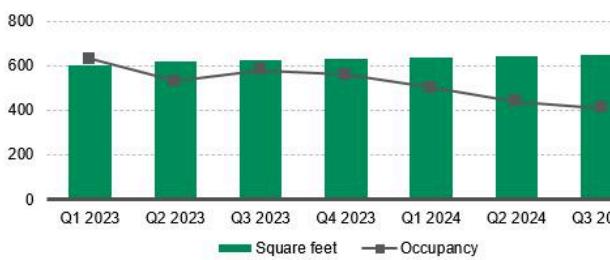
The \$401 million change in Real Estate Segment (“RES”) NOI for the nine months ended September 30 compared to the same period in 2023, was impacted by the following activities (in millions):



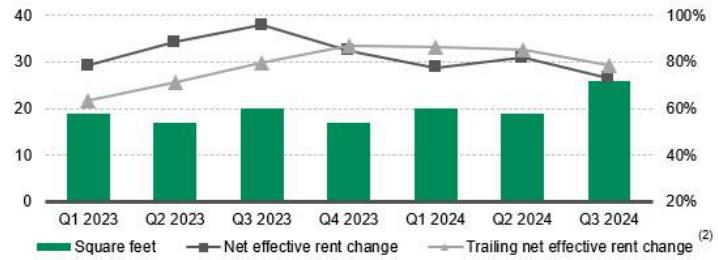
- (1) During both periods, we experienced positive rental rate growth due to increases in market rents over the last several years. Rental rate growth is a combination of higher rental rates on rollover of leases (or rent change) and contractual rent increases on existing leases. If a lease has a contractual rent increase driven by a metric that is not known at the time the lease commences, such as the consumer price index or a similar metric, the rent increase is not included in rent leveling and therefore impacts the rental revenue we recognize. Significant rent change during both periods continues to be a key driver in increasing rental income. See below for key metrics on rent change on rollover and occupancy.
- (2) The increase due to acquisitions is principally due to the additional NOI in 2024 from the \$3.1 billion real estate portfolio acquired in the U.S. on June 29, 2023. Acquisition activity also includes the fair value lease amortization to rental revenues due to in-place leases that were primarily below market at the time of the acquisition.
- (3) We calculate changes in NOI from development completions period over period by comparing the change in NOI generated on the pool of developments that completed on or after January 1, 2023 through September 30, 2024.

Below are key operating metrics of our consolidated operating portfolio.

Consolidated Square Feet and Occupancy at Period End
(square feet in millions)



Consolidated Square Feet of Leases Commenced and
Weighted Average Net Effective Rent Change ⁽¹⁾
(square feet in millions)



- (1) Consolidated square feet of leases commenced and weighted average net effective rent change were calculated for leases with initial terms of one year or greater.
- (2) Calculated using the trailing twelve months immediately prior to the period ended.

Index**Development Activity**

The following table summarizes consolidated development activity for the nine months ended September 30 (dollars and square feet in millions):

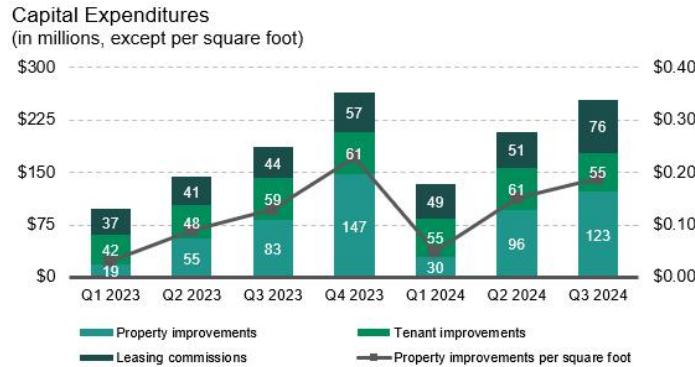
	2024	2023
Starts:		
Number of new development buildings started during the period	21	17
Square feet	6	4
TEI	\$ 885	\$ 1,335
Percentage of build-to-suits based on TEI	27.7 %	60.9 %
Stabilizations:		
Number of development buildings stabilized during the period	55	43
Square feet	19	15
TEI	\$ 3,317	\$ 1,863
Percentage of build-to-suits based on TEI	27.4 %	36.3 %
Weighted average stabilized yield ⁽¹⁾	6.0 %	6.4 %
Estimated value at completion	\$ 3,812	\$ 2,505
Estimated weighted average margin ⁽²⁾	14.9 %	34.5 %
Estimated value creation	\$ 495	\$ 642

- (1) We calculate the weighted average stabilized yield as estimated NOI assuming stabilized occupancy divided by TEI.
- (2) Estimated weighted average margin is calculated on development properties as estimated value creation, less estimated closing costs and taxes, if any, on properties expected to be sold or contributed, divided by TEI. Development margins fluctuate depending on several factors including cost of capital, changes in capitalization rates that are used to estimate value at completion and location and type of development, such as build-to-suit development.

At September 30, 2024, the consolidated development portfolio, including properties under development and pre-stabilized properties, was expected to be completed before August 2026 with a TEI of \$5.4 billion and was 32.8% leased. This includes the development of data centers with an aggregate TEI of \$1.1 billion, on a consolidated basis. Our investment in the development portfolio was \$3.1 billion at September 30, 2024.

Capital Expenditures

We capitalize costs incurred in improving and leasing our operating properties as part of the investment basis or within *Other Assets* in the Consolidated Balance Sheets. The following graph summarizes recurring capitalized expenditures and leasing costs of our consolidated operating properties during each quarter and excludes development costs and spend subsequent to stabilization that is structural in nature and non-recurring:

**Strategic Capital Segment**

This operating segment includes revenues from asset management and property management services, transactional services for acquisition, disposition and leasing activity and promote revenue earned from the unconsolidated co-investment ventures. Revenues associated with the Strategic Capital Segment fluctuate because of changes in the size of the portfolios through acquisitions and dispositions, the fair value of the properties, timing of promotes, foreign currency exchange rates and other transactional activity. These revenues are reduced by the direct costs associated with the asset and property-level management expenses for the properties owned by these ventures. We allocate the costs of our property management and leasing functions to the Strategic Capital Segment through *Strategic Capital Expenses* and to the Real Estate Segment through *Rental Expenses*, both in the Consolidated Financial Statements,

Index

based on the square footage of the relative portfolios. For further details regarding the key property information and summarized financial condition and operating results of our unconsolidated co-investment ventures, refer to Note 3 to the Consolidated Financial Statements.

Below are the components of Strategic Capital Segment NOI for the nine months ended September 30, derived directly from the line items in the Consolidated Financial Statements (in millions):

	2024	2023
Strategic capital revenues	\$ 419	\$ 1,071
Strategic capital expenses	(211)	(307)
Strategic Capital Segment – NOI	\$ 208	\$ 764

Below is additional detail of our Strategic Capital Segment revenues, expenses and NOI for the nine months ended September 30 (in millions):

	U.S. ⁽¹⁾		Other Americas		Europe		Asia		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Strategic capital revenues (\$)										
Recurring fees ⁽²⁾	125	130	45	36	126	122	56	60	352	348
Transactional fees ⁽³⁾	13	16	5	5	16	13	8	15	42	49
Promote revenue ⁽⁴⁾	-	641	24	33	-	-	1	-	25	674
Total strategic capital revenues (\$)	138	787	74	74	142	135	65	75	419	1,071
Strategic capital expenses (\$) ⁽⁴⁾	(107)	(164)	(17)	(20)	(60)	(82)	(27)	(41)	(211)	(307)
Strategic Capital Segment– NOI (\$)	31	623	57	54	82	53	38	34	208	764

(1) The U.S. expenses include compensation and personnel costs for employees who are based in the U.S. but also support other geographies.

(2) Recurring fees include asset management and property management fees.

(3) Transactional fees include leasing commissions and acquisition, disposition, development and other fees.

(4) We generally earn promote revenue directly from third-party investors in the co-investment ventures based on the cumulative returns of the venture over a three-year period or the stabilization of individual development projects owned by the venture. The promote revenue we earned during the nine months ended September 30, 2023, was primarily from Prologis Targeted U.S. Logistics Fund in the second quarter of 2023. Changes in asset valuations within the co-investment ventures during the promote period is one of the significant inputs to the calculation of promote revenues. The asset valuations are prepared by third-party valuation firms.

For promotes earned after January 2024, we amended the Prologis Promote Plan ("PPP") to award up to 25% of the third-party portion of the promotes earned by us from the co-investment ventures to our employees. This award is issued as a combination of cash and equity-based awards, pursuant to the terms of the PPP and expensed through *Strategic Capital Expenses* in the Consolidated Statements of Income, as vested. For promotes earned prior to January 2024, up to 40% of the third-party portion of promotes earned was awarded to certain employees.

G&A Expenses

G&A expenses were \$316 million and \$292 million for the nine months ended September 30, 2024 and 2023, respectively. G&A expenses increased in 2024 as compared to 2023, principally due to inflationary increases and higher compensation expenses. We capitalize certain internal costs that are incremental and directly related to our development and building improvement activities.

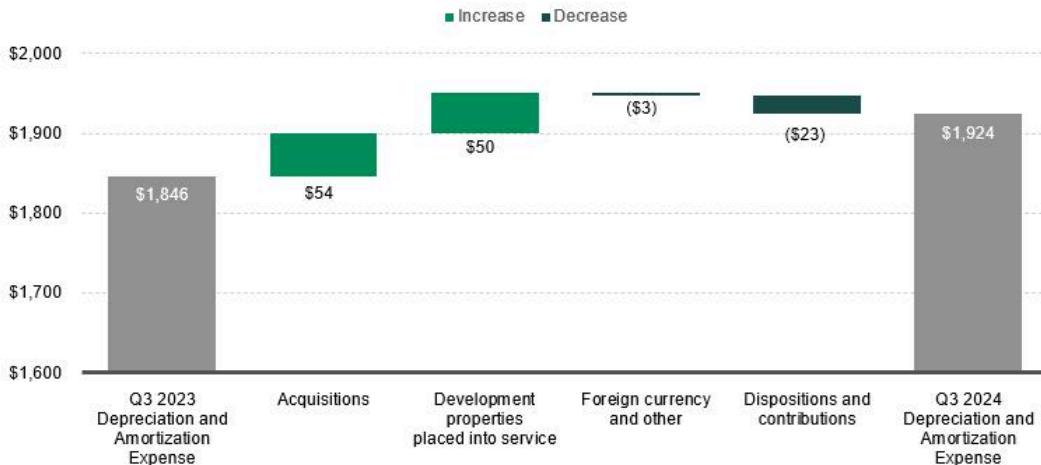
The following table summarizes capitalized G&A for the nine months ended September 30 (dollars in millions):

	2024	2023
Building and land development activities	\$ 103	\$ 96
Operating building improvements and other	42	39
Total capitalized G&A expenses	\$ 145	\$ 135
Capitalized compensation and related costs as a percent of total	24.8 %	23.6 %

Index**Depreciation and Amortization Expenses**

Depreciation and amortization expenses were \$1.9 billion and \$1.8 billion for the nine months ended September 30, 2024 and 2023, respectively.

The \$78 million change in depreciation and amortization expenses for the nine months ended September 30, 2024 compared to the same period in 2023, was impacted by the following items (in millions):

**Gains on Real Estate Transactions, Net**

Gains on the disposition of development properties and land were \$160 million and \$274 million for the nine months ended September 30, 2024 and 2023, respectively, primarily from the contribution of properties we developed to unconsolidated co-investment ventures in the U.S. and Europe in 2024 and in Japan in 2023. Gains on other dispositions of investments in real estate were \$651 million and \$158 million for the nine months ended September 30, 2024 and 2023, respectively. The gains recognized in 2024 are primarily from the contribution of operating properties to our U.S. unconsolidated co-investment venture, and both 2024 and 2023 include the sale of non-strategic properties in the U.S.

Historically, we have utilized the proceeds from these transactions primarily to fund our acquisition and development activities. See Note 2 to the Consolidated Financial Statements for further information on these transactions.

Our Owned and Managed (“O&M”) Operating Portfolio

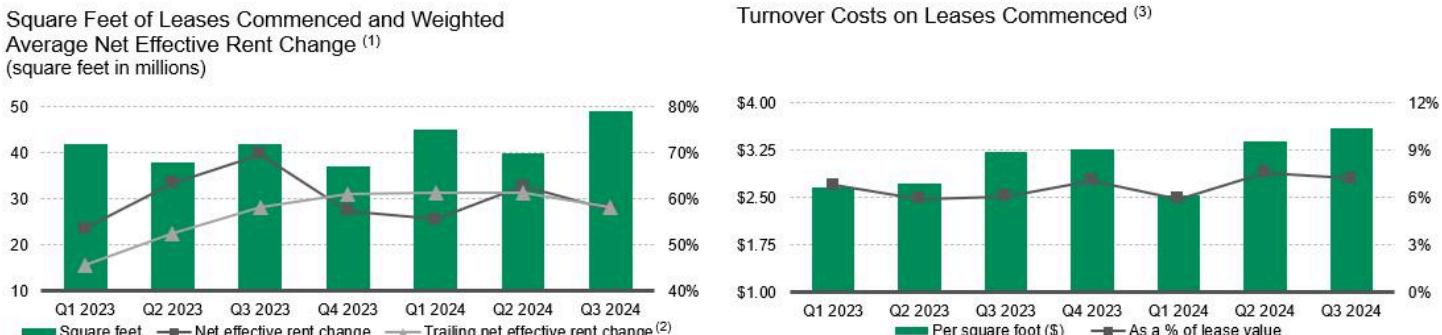
We manage our business and review our operating fundamentals on an O&M basis, which includes our consolidated properties and properties owned by our unconsolidated co-investment ventures. We believe reviewing the results in this way allows management to understand performance more broadly as we manage the properties without regard to their ownership. We do not control the unconsolidated co-investment ventures for purposes of GAAP and the presentation of the ventures’ operating information does not represent a legal claim.

Our O&M operating portfolio does not include our development portfolio, value-added properties, non-industrial properties or properties that we consider non-strategic and do not have the intent to hold long term that are classified as either held for sale or within other real estate investments. Value-added properties are properties we have either acquired at a discount and believe we could provide greater returns post-stabilization or properties we expect to repurpose to a higher and better use. See below for information on our O&M operating portfolio (square feet in millions):

	September 30, 2024			December 31, 2023		
	Number of Properties	Square Feet	Percentage Occupied	Number of Properties	Square Feet	Percentage Occupied
Consolidated	3,007	649	96.1%	2,957	631	97.6%
Unconsolidated	2,278	519	95.8%	2,242	507	97.5%
Total	5,285	1,168	95.9%	5,199	1,138	97.6%

Index

Below are the key leasing metrics of our O&M operating portfolio.



(1) Square feet of leases commenced and weighted average net effective rent change were calculated for leases with initial terms of one year or greater. We retained approximately 70% or more of our customers, based on the total square feet of leases commenced during these periods.

(2) Calculated using the trailing twelve months immediately prior to the period ended.

(3) Turnover costs include external leasing commissions and tenant improvements and represent the obligations incurred in connection with the lease commencement for leases greater than one year.

Same Store Analysis

Our same store metrics are non-GAAP financial measures, which are commonly used in the real estate industry and expected from the financial community, presented on both a net effective and cash basis. We evaluate the performance of the operating properties we own and manage using a "same store" analysis to ensure that the population of properties in this analysis is consistent from period to period, allowing us and investors to analyze our ongoing business operations. We determine our same store metrics on property NOI, which is calculated as rental revenue less rental expense for the applicable properties in the same store population for both consolidated and unconsolidated properties based on our ownership interest, as further defined below.

We define our same store population for the three months ended September 30, 2024 as the properties in our O&M operating portfolio, including the property NOI for both consolidated properties and properties owned by the unconsolidated co-investment ventures, at January 1, 2023 and owned throughout the same three-month period in both 2023 and 2024. We believe the drivers of property NOI for the consolidated portfolio are generally the same for the properties owned by the ventures in which we invest and therefore we evaluate the same store metrics of the O&M portfolio based on Prologis' ownership in the properties ("Prologis Share"). The same store population excludes properties held for sale to third parties, along with development properties that were not stabilized at the beginning of the period (January 1, 2023) and properties acquired or disposed of to third parties during the period. To derive an appropriate measure of period-to-period operating performance, we remove the effects of foreign currency exchange rate movements by using the reported period-end exchange rate to translate from local currency into the U.S. dollar, for both periods.

Index

As non-GAAP financial measures, the same store metrics have certain limitations as analytical tools and may vary among real estate companies. As a result, we provide a reconciliation of *Rental Revenues less Rental Expenses* ("Property NOI") (from our Consolidated Financial Statements prepared in accordance with U.S. GAAP) to our Same Store Property NOI measures, as follows for the three months ended September 30 (dollars in millions):

	2024	2023	Percentage Change
Reconciliation of Consolidated Property NOI to Same Store Property NOI measures:			
Rental revenues	\$ 1,897	\$ 1,777	
Rental expenses	(427)	(416)	
Consolidated Property NOI	1,470	1,361	
<i>Adjustments to derive same store results:</i>			
Property NOI from consolidated properties not included in same store portfolio and other adjustments ⁽¹⁾	(238)	(189)	
Property NOI from unconsolidated co-investment ventures included in same store portfolio ⁽¹⁾⁽²⁾	809	749	
Third parties' share of Property NOI from properties included in same store portfolio ⁽¹⁾⁽²⁾	(641)	(603)	
Prologis Share of Same Store Property NOI – Net Effective⁽²⁾	\$ 1,400	\$ 1,318	6.2 %
Consolidated properties straight-line rent and fair value lease amortization included in same store portfolio ⁽³⁾	(120)	(124)	
Unconsolidated co-investment ventures straight-line rent and fair value lease amortization included in same store portfolio ⁽³⁾	(16)	(15)	
Third parties' share of straight-line rent and fair value lease amortization included in same store portfolio ⁽²⁾⁽³⁾	13	12	
Prologis Share of Same Store Property NOI – Cash⁽²⁾⁽³⁾	\$ 1,277	\$ 1,191	7.2 %

(1) We exclude properties held for sale to third parties, along with development properties that were not stabilized at the beginning of the period and properties acquired or disposed of to third parties during the period. We also exclude net termination and renegotiation fees and write-offs of fair value lease assets or liabilities to allow us to evaluate the growth or decline in each property's rental revenues without regard to one-time items that are not indicative of the property's recurring operating performance. Net termination and renegotiation fees represent the gross fee negotiated to allow a customer to terminate or renegotiate their lease, offset by the write-off of the asset recorded due to the adjustment to straight-line rents over the lease term. Same Store Property NOI is adjusted to include an allocation of property management expenses for our consolidated properties based on the property management services provided to each property (generally, based on a percentage of revenues). On consolidation, these amounts are eliminated and the actual costs of providing property management and leasing services are recognized as part of our consolidated rental expense.

(2) We include the Property NOI for the same store portfolio for both consolidated properties and properties owned by the co-investment ventures based on our investment in the underlying properties. In order to calculate our share of Same Store Property NOI from the co-investment ventures in which we own less than 100%, we use the co-investment ventures' underlying Property NOI for the same store portfolio and apply our ownership percentage at September 30, 2024 to the Property NOI for both periods, including the properties contributed during the period. We adjust the total Property NOI from the same store portfolio of the co-investment ventures by subtracting the third parties' share of both consolidated and unconsolidated co-investment ventures.

During the periods presented, certain wholly owned properties were contributed to a co-investment venture and are included in the same store portfolio. Neither our consolidated results nor those of the co-investment ventures, when viewed individually, would be comparable on a same store basis because of the changes in composition of the respective portfolios from period to period (e.g. the results of a contributed property are included in our consolidated results through the contribution date and in the results of the venture subsequent to the contribution date based on our ownership interest at the end of the period). As a result, only line items labeled "Prologis Share of Same Store Property NOI" are comparable period over period.

(3) We further remove certain noncash items (straight-line rent and fair value lease amortization) included in the financial statements prepared in accordance with U.S. GAAP to reflect a Same Store Property NOI – Cash measure.

We manage our business and compensate our executives based on the same store results of our O&M portfolio at 100% as we manage our portfolio on an ownership blind basis. We calculate those results by including 100% of the properties included in our same store portfolio.

Index**Other Components of Income (Expense)****Earnings from Unconsolidated Entities, Net**

We recognized net earnings from unconsolidated entities, which are generally accounted for using the equity method, of \$260 million and \$218 million for the nine months ended September 30, 2024 and 2023, respectively.

The earnings we recognize can be impacted by: (i) the size, rental rates and occupancy of the portfolio of properties owned by each venture; (ii) interest expense based on the size of the debt portfolio; (iii) gains or losses from the dispositions of properties and extinguishment of debt; (iv) our ownership interest in each venture; (v) other variances in revenues and expenses of each venture; and (vi) fluctuations in foreign currency exchange rates used to translate our share of net earnings to U.S. dollars.

See the discussion of our unconsolidated entities above in the Strategic Capital Segment discussion and in Note 3 to the Consolidated Financial Statements for a further breakdown of our share of net earnings recognized.

Interest Expense

The following table details our net interest expense for the nine months ended September 30 (dollars in millions):

	2024	2023
Gross interest expense	\$ 656	\$ 490
Amortization of debt discount and debt issuance costs, net	59	56
Capitalized amounts	(83)	(79)
Net interest expense	\$ 632	\$ 467
Weighted average effective interest rate during the period	3.1 %	2.7 %

Interest expense increased during the nine months ended September 30, 2024, as compared to the same period in 2023, principally due to the issuance of senior notes to finance our acquisition and development activities and higher interest rates on new issuances. We issued \$4.2 billion of senior notes during the nine months ended September 30, 2024 and \$5.4 billion during the year ended December 31, 2023, with a weighted average interest rate of 4.8% and 4.7%, respectively, at the issuance date.

See Note 5 to the Consolidated Financial Statements and the Liquidity and Capital Resources section below, for further discussion of our debt and borrowing costs.

Foreign Currency, Derivative and Other Gains (Losses) and Other Income (Expense), Net

We recognized foreign currency, derivative and other gains (losses) and other income (expense), net, of \$63 million and \$103 million for the nine months ended September 30, 2024 and 2023, respectively. Included in these amounts was interest income earned on short-term investments.

We are exposed to foreign currency exchange risk related to investments in and earnings from our foreign investments. We primarily hedge our foreign currency risk related to our investments by borrowing in the currencies in which we invest thereby providing a natural hedge. We have issued debt in a currency that is not the same functional currency of the borrowing entity and have designated a portion of the debt as a nonderivative net investment hedge. We recognize the remeasurement and settlement of the translation adjustment on the unhedged portion of the debt and accrued interest in unrealized gains or losses. We may use derivative financial instruments to manage foreign currency exchange rate risk related to our earnings. We recognize the change in fair value of the undesignated derivative contracts in unrealized gains and losses. Upon settlement of these transactions, we recognize realized gains or losses.

The following table details our foreign currency and derivative gains (losses), net for the nine months ended September 30 included in earnings (in millions):

	2024	2023
Realized foreign currency and derivative gains, net:		
Gains on the settlement of undesignated derivatives	\$ 50	\$ 42
Gains (losses) on the settlement of transactions with third parties	(1)	2
Total realized foreign currency and derivative gains, net	49	44
Unrealized foreign currency and derivative gains (losses), net:		
Gains (losses) on the change in fair value of undesignated derivatives and unhedged debt	(44)	16
Gains (losses) on remeasurement of certain assets and liabilities	(17)	6
Total unrealized foreign currency and derivative gains (losses), net	(61)	22
Total foreign currency and derivative gains (losses), net	\$ (12)	\$ 66

Index

See Note 9 to the Consolidated Financial Statements for more information about our derivative and nonderivative transactions.

Income Tax Expense

We recognize income tax expense related to our taxable REIT subsidiaries and in the local, state and foreign jurisdictions in which we operate. Our current income tax expense (benefit) fluctuates from period to period based primarily on the timing of our taxable income, including gains on the disposition of properties, fees earned from the co-investment ventures and taxable earnings from unconsolidated co-investment ventures. Deferred income tax expense (benefit) is generally a function of the period's temporary differences and the utilization of net operating losses generated in prior years that had been previously recognized as deferred income tax assets in taxable subsidiaries.

The following table summarizes our income tax expense for the nine months ended September 30 (in millions):

	2024	2023
Current income tax expense:		
Income tax expense	\$ 71	\$ 117
Income tax expense on dispositions	7	26
Total current income tax expense	78	143
Deferred income tax expense:		
Income tax expense	2	10
Total deferred income tax expense	2	10
Total income tax expense	\$ 80	\$ 153

Net Earnings Attributable to Noncontrolling Interests

Net earnings attributable to noncontrolling interests represents the third-party investors' share of the earnings generated in consolidated entities in which we do not own 100% of the equity, reduced by the third-party share of fees or promotes payable to us and earned during the period. We had net earnings attributable to noncontrolling interests of \$153 million and \$149 million for the nine months ended September 30, 2024 and 2023, respectively. Included in these amounts were \$61 million for both the nine months ended September 30, 2024 and 2023, of net earnings attributable to the common limited partnership unitholders of Prologis, L.P.

See Note 6 to the Consolidated Financial Statements for further information on our noncontrolling interests.

Other Comprehensive Income (Loss)

The key driver of changes in *Accumulated Other Comprehensive Income (Loss)* ("AOCI/L") in the Consolidated Financial Statements during the nine months ended September 30, 2024 and 2023, was the currency translation adjustment derived from changes in exchange rates during both periods principally on our net investments in real estate outside the U.S. and the borrowings we issue in the functional currencies of the countries where we invest. These borrowings serve as a natural hedge of our foreign investments. In addition, we use derivative financial instruments, such as foreign currency contracts to manage foreign currency exchange rate risk related to our foreign investments and interest rate contracts to manage interest rate risk, that when designated the change in fair value is included in AOCI/L.

See Note 9 to the Consolidated Financial Statements for more information on changes in other comprehensive income and about our derivative and nonderivative transactions.

RESULTS OF OPERATIONS – THREE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Except as separately discussed above, the changes in comprehensive income attributable to common stockholders and unitholders and its components for the three months ended September 30, 2024, as compared to the three months ended September 30, 2023, are similar to the changes for the nine-month periods ended on the same dates.

LIQUIDITY AND CAPITAL RESOURCES

Overview

We consider our ability to generate cash from operating activities, distributions from our co-investment ventures, contributions and dispositions of properties and available financing sources to be adequate to meet our anticipated future development, acquisition, operating, debt service, dividend and distribution requirements.

Index**Near-Term Principal Cash Sources and Uses**

In addition to dividends and distributions, we expect our primary cash needs will consist of the following:

- completion of the development and leasing of the properties in our consolidated development portfolio (at September 30, 2024, 97 properties in our development portfolio were 32.8% leased with a current investment of \$3.1 billion and a TEI of \$5.4 billion when completed and leased, leaving \$2.3 billion of estimated additional required investment);
- development of new properties that we may hold for long-term investment or subsequently contribute to unconsolidated co-investment ventures, including the acquisition of land;
- the acquisition of other real estate investments that we acquire with the intention of redeveloping into industrial properties and data centers;
- capital expenditures and leasing costs on properties in our operating portfolio;
- investments in renewable energy, energy storage and mobility infrastructure to serve our customers;
- repayment of debt and scheduled principal payments of \$2 million in the remainder of 2024 and \$540 million in 2025;
- additional investments in current and future co-investment ventures and other ventures; and
- the acquisition of operating properties or portfolios of operating properties (depending on market and other conditions), for direct, long-term investment in our consolidated portfolio (this might include acquisitions from our unconsolidated entities).

We expect to fund our cash needs principally from the following sources (subject to market conditions):

- net cash flow from property operations;
- fees earned for services performed on behalf of co-investment ventures;
- distributions received from co-investment ventures;
- proceeds from the contribution of properties to current or future co-investment ventures;
- proceeds from the disposition of properties or other investments to third parties;
- available unrestricted cash balances (\$781 million at September 30, 2024);
- borrowing capacity under our current credit facility arrangements that allows us to borrow on a short-term basis, with maturities generally ranging from overnight to three months (\$5.8 billion available at September 30, 2024), including our commercial paper program that we established in the first quarter of 2024; and
- proceeds from the issuance of debt.

In the long term, we may also voluntarily repurchase our outstanding debt or equity securities (depending on prevailing market conditions, our liquidity, contractual restrictions and other factors) through cash purchases, open-market purchases, privately negotiated transactions, tender offers or otherwise. We may also fund our cash needs from the issuance of equity securities, subject to market conditions, and through the sale of a portion of our investments in co-investment ventures.

[Index](#)**Debt**

The following table summarizes information about our consolidated debt by currency (dollars in millions):

	September 30, 2024			December 31, 2023		
	Weighted Average Interest Rate	Amount Outstanding	% of Total	Weighted Average Interest Rate	Amount Outstanding	% of Total
British pound sterling	3.0%	\$ 1,834	5.7 %	2.1%	\$ 1,300	4.5 %
Canadian dollar	5.0%	1,127	3.5 %	5.0%	830	2.9 %
Chinese renminbi	3.6%	651	2.0 %	3.7%	242	0.8 %
Euro	2.2%	10,880	33.7 %	2.0%	10,084	34.8 %
Japanese yen	1.1%	3,354	10.4 %	1.0%	3,086	10.6 %
U.S. dollar	4.1%	14,444	44.7 %	4.1%	13,459	46.4 %
Total debt ⁽¹⁾	3.1%	\$ 32,290	100.0 %	3.0%	\$ 29,001	100.0 %

(1) The weighted average remaining maturity for total debt outstanding at September 30, 2024 and December 31, 2023 was 10 and 9 years, respectively.

Our credit ratings at September 30, 2024, were A from Standard & Poor's with a stable outlook and A3 from Moody's with a positive outlook. These ratings allow us to borrow at an advantageous interest rate. Adverse changes in our credit ratings could negatively impact our business and, in particular, our refinancing and other capital market activities, our ability to manage debt maturities, our future growth and our development and acquisition activity. A securities rating is not a recommendation to buy, sell or hold securities and is subject to revision or withdrawal at any time by the rating organization.

At September 30, 2024, we were in compliance with all of our financial debt covenants. These covenants include a number of customary financial covenants, such as maintaining debt service coverage ratios, leverage ratios and fixed charge coverage ratios.

See Note 5 to the Consolidated Financial Statements for further discussion on our debt.

Equity Commitments Related to Certain Co-Investment Ventures

Certain co-investment ventures have equity commitments from us and our venture partners. Our venture partners fulfill their equity commitment with cash. We may fulfill our equity commitment through contributions of properties or cash.

The following table summarizes the remaining equity commitments at September 30, 2024 (dollars in millions):

	Equity Commitments ⁽¹⁾			Expiration Date
	Prologis	Venture Partners	Total	
Prologis Targeted U.S. Logistics Fund	\$ -	\$ 200	\$ 200	2026 – 2027 ⁽²⁾
Prologis Brazil Logistics Venture	32	127	159	2026
Prologis European Logistics Fund	-	160	160	2027 ⁽²⁾
Prologis Japan Core Logistics Fund	99	510	609	2033
Prologis China Logistics Venture	186	1,057	1,243	2024 – 2028
Total	\$ 317	\$ 2,054	\$ 2,371	

(1) The equity commitments for the co-investment ventures that operate in a different functional currency than the U.S. dollar were calculated using the foreign currency exchange rate at September 30, 2024.

(2) Venture partners generally have the option to cancel their equity commitment starting 18 months after the initial commitment date.

See the Cash Flow Summary below for more information about our investment activity in our co-investment ventures.

Cash Flow Summary

The following table summarizes our cash flow activity for the nine months ended September 30 (in millions):

	2024	2023
Net cash provided by operating activities	\$ 3,577	\$ 4,299
Net cash used in investing activities	\$ (3,419)	\$ (5,212)
Net cash provided by financing activities	\$ 92	\$ 1,404
Net increase in cash and cash equivalents, including the effect of foreign currency exchange rates on cash	\$ 250	\$ 462

[Index](#)

Operating Activities

Cash provided by and used in operating activities, exclusive of changes in receivables and payables, was impacted by the following significant activities during the nine months ended September 30, 2024 and 2023:

- **Real Estate Segment.** We receive the majority of our operating cash through the net revenues of our Real Estate Segment, including the recovery of our operating costs. Cash flows generated by the Real Estate Segment are impacted by our acquisition, development and disposition activities, which are drivers of NOI recognized during each period. See the Results of Operations section above for further explanation of our Real Estate Segment. The revenues from this segment include noncash adjustments for straight-lined rents and amortization of above and below market leases of \$470 million and \$467 million in 2024 and 2023, respectively.
- **Strategic Capital Segment.** We also generate operating cash through our Strategic Capital Segment by providing asset management and property management and other services to our unconsolidated co-investment ventures. See the Results of Operations section above for the key drivers of the net revenues from our Strategic Capital Segment. Included in *Strategic Capital Revenues* in the Consolidated Statements of Income are the promotes we earn from the third-party investors in our co-investment ventures, which are recognized in operating activities in the period the cash is received, generally the quarter after the revenue is recognized.
- **G&A expenses and equity-based compensation awards.** We incurred \$316 million and \$292 million of G&A expenses in 2024 and 2023, respectively. We recognized equity-based, noncash compensation expenses of \$164 million and \$210 million in 2024 and 2023, respectively, which were recorded to *Rental Expenses* in the Real Estate Segment, *Strategic Capital Expenses* in the Strategic Capital Segment and *G&A Expenses* in the Consolidated Statements of Income.
- **Operating distributions from unconsolidated entities.** We received \$417 million and \$536 million of distributions as a return on our investment from the cash flows generated from the operations of our unconsolidated entities in 2024 and 2023, respectively.
- **Cash paid for interest, net of amounts capitalized.** We paid interest, net of amounts capitalized, of \$573 million and \$340 million in 2024 and 2023, respectively.
- **Cash paid for income taxes, net of refunds.** We paid income taxes, net of refunds, of \$105 million and \$122 million in 2024 and 2023, respectively.

Investing Activities

Cash provided by investing activities is driven by proceeds from the sale of real estate assets that include the contribution of properties we developed to our unconsolidated co-investment ventures as well as the sale of non-strategic operating properties. Cash used in investing activities is principally driven by our capital deployment activities of investing in real estate development, acquisitions and capital expenditures as discussed above. This activity includes land for future development, operating properties, other real estate assets and real estate portfolios, such as the \$3.1 billion portfolio acquired in the second quarter of 2023. See Note 2 to the Consolidated Financial Statements for further information on these activities. In addition, the following significant transactions also impacted our cash used in and provided by investing activities during the nine months ended September 30, 2024 and 2023:

- **Investments in and advances to our unconsolidated entities.** We invested cash in our unconsolidated entities of \$480 million and \$246 million in 2024 and 2023, respectively, representing our proportionate share. The ventures used the funds for the acquisition of properties, development and repayment of debt. See Note 3 to the Consolidated Financial Statements for more detail on our unconsolidated co-investment ventures.
- **Return of investment from unconsolidated entities.** We received distributions from unconsolidated entities as a return of investment of \$54 million and \$305 million in 2024 and 2023, respectively. Included in these amounts were distributions from venture activities including proceeds from property sales, debt refinancing and the redemption of our investment in certain unconsolidated entities.
- **Net proceeds from (payments on) the settlement of net investment hedges.** We received net proceeds of \$11 million and \$31 million for the settlement of net investment hedges in 2024 and 2023, respectively. See Note 9 to the Consolidated Financial Statements for further information on our derivative transactions.

Financing Activities

Cash provided by and used in financing activities is principally driven by proceeds from and payments on credit facilities, commercial paper and other debt, along with dividends paid on common and preferred stock and noncontrolling interest contributions and distributions. Our credit facilities and our commercial paper support our cash needs for development and acquisition activities on a

Index

short-term basis. The maturities of the borrowings under the credit facilities and the notes under the commercial paper program generally range from overnight to three months.

Our repurchase of and payments on debt and proceeds from the issuance of debt consisted of the following activity for the nine months ended September 30 (in millions):

	2024	2023
Repurchase of and payments on debt (including extinguishment costs)		
Regularly scheduled debt principal payments and payments at maturity	\$ 329	\$ 28
Secured mortgage debt	89	153
Senior notes	-	89
Term loans	500	-
Total	\$ 918	\$ 270
Proceeds from the issuance of debt		
Secured mortgage debt	\$ 6	\$ 112
Senior notes	4,149	5,323
Term loans	129	312
Total	\$ 4,284	\$ 5,747

Unconsolidated Co-Investment Venture Debt

We had investments in and advances to our unconsolidated co-investment ventures of \$9.3 billion at September 30, 2024. These ventures had total third-party debt of \$16.6 billion at September 30, 2024 with a weighted average remaining maturity of 6 years and weighted average interest rate of 3.3%. The weighted average loan-to-value ratio for all unconsolidated co-investment ventures was 29.1% at September 30, 2024 based on gross book value. Loan-to-value, a non-GAAP measure, was calculated as the percentage of total third-party debt to the gross book value of real estate for each venture and weighted based on the cumulative gross book value of all unconsolidated co-investment ventures.

At September 30, 2024, we did not guarantee any third-party debt of the unconsolidated co-investment ventures.

Dividend and Distribution Requirements

Our dividend policy on our common stock is to distribute a percentage of our cash flow to ensure that we will meet the dividend requirements of the Internal Revenue Code ("IRC"), relative to maintaining our REIT status, while still allowing us to retain cash to fund our capital deployment and other investment activities.

Under the IRC, REITs may be subject to certain federal income and excise taxes on undistributed taxable income.

We paid quarterly cash dividends of \$0.96 and \$0.87 per common share in each of the first three quarters of 2024 and 2023, respectively. Our future common stock dividends, if and as declared, may vary and will be determined by the Board based upon the circumstances prevailing at the time, including our financial condition, operating results and REIT distribution requirements, and may be adjusted at the discretion of the Board during the year.

We make distributions on the common limited partnership units outstanding at the same per unit amount as our common stock dividend. The Class A common limited partnerships units ("Class A Units") in the OP are entitled to a quarterly distribution equal to \$0.64665 per unit so long as the common units receive a quarterly distribution of at least \$0.40 per unit. We paid a quarterly cash distribution of \$0.64665 per Class A Unit in the first three quarters of 2024 and 2023.

At September 30, 2024, our Series Q preferred stock had an annual dividend rate of 8.54% per share and the dividends are payable quarterly in arrears.

Pursuant to the terms of our preferred stock, we are restricted from declaring or paying any dividend with respect to our common stock unless and until all cumulative dividends with respect to the preferred stock have been paid and sufficient funds have been set aside for dividends that have been declared for the relevant dividend period with respect to the preferred stock.

Other Commitments

On an ongoing basis, we are engaged in various stages of negotiations for the acquisition or disposition of individual properties or portfolios of properties.

Index**FUNDS FROM OPERATIONS ATTRIBUTABLE TO COMMON STOCKHOLDERS/UNITHOLDERS (“FFO”)**

FFO is a non-GAAP financial measure that is commonly used in the real estate industry. The most directly comparable GAAP measure to FFO is net earnings.

The National Association of Real Estate Investment Trusts (“NAREIT”) defines FFO as earnings computed under GAAP to exclude historical cost depreciation and gains and losses from the sales net of any related tax, along with impairment charges, of previously depreciated properties. We also exclude the gains on revaluation of equity investments upon acquisition of a controlling interest and the gain recognized from a partial sale of our investment, as these are similar to gains from the sales of previously depreciated properties. We exclude similar adjustments from our unconsolidated entities and the third parties’ share of our consolidated ventures.

Our FFO Measures

Our FFO measures begin with NAREIT’s definition and we make certain adjustments to reflect our business and the way that management plans and executes our business strategy. While not infrequent or unusual, the additional items we adjust for in calculating *FFO, as modified by Prologis and Core FFO*, both as defined below, are subject to significant fluctuations from period to period. Although these items may have a material impact on our operations and are reflected in our financial statements, the removal of the effects of these items allows us to better understand the core operating performance of our properties over the long term. These items have both positive and negative short-term effects on our results of operations in inconsistent and unpredictable directions that are not relevant to our long-term outlook.

We calculate our FFO measures, as defined below, based on our proportionate ownership share of both our unconsolidated entities and consolidated ventures. We reflect our share of our FFO measures for unconsolidated entities by applying our average ownership percentage for the period to the applicable adjusting items on an entity-by-entity basis. We reflect our share for consolidated ventures in which we do not own 100% of the equity by adjusting our FFO measures to remove the noncontrolling interests share of the applicable adjusting items based on our average ownership percentage for the applicable periods.

These FFO measures are used by management as supplemental financial measures of operating performance and we believe that it is important that stockholders, potential investors and financial analysts understand the measures management uses. We do not use our FFO measures as, nor should they be considered to be, alternatives to net earnings computed under GAAP, as indicators of our operating performance, as alternatives to cash from operating activities computed under GAAP or as indicators of our ability to fund our cash needs.

We analyze our operating performance principally by the rental revenue of our real estate and the revenues from our strategic capital business, net of operating, administrative and financing expenses. This income stream is not directly impacted by fluctuations in the market value of our investments in real estate or debt securities.

FFO, as modified by Prologis attributable to common stockholders/unitholders (“FFO, as modified by Prologis”)

To arrive at *FFO, as modified by Prologis*, we adjust the NAREIT defined FFO measure to exclude the impact of foreign currency related items and deferred tax, specifically:

- deferred income tax benefits and deferred income tax expenses recognized by our subsidiaries;
- current income tax expense related to acquired tax liabilities that were recorded as deferred tax liabilities in an acquisition, to the extent the expense is offset with a deferred income tax benefit in earnings that is excluded from our defined FFO measure; and
- foreign currency exchange gains and losses resulting from (i) debt transactions between us and our foreign entities; (ii) third-party debt that is used to hedge our investment in foreign entities; (iii) derivative financial instruments related to any such debt transactions; and (iv) mark-to-market adjustments associated with derivative and other financial instruments.

We use *FFO, as modified by Prologis*, so that management, analysts and investors are able to evaluate our performance against other REITs that do not have similar operations or operations in jurisdictions outside the U.S.

Core FFO attributable to common stockholders/unitholders (“Core FFO”)

In addition to *FFO, as modified by Prologis*, we also use *Core FFO*. To arrive at *Core FFO*, we adjust *FFO, as modified by Prologis*, to exclude the following recurring and nonrecurring items that we recognize directly in *FFO, as modified by Prologis*:

- gains or losses from the disposition of land and development properties that were developed with the intent to contribute or sell;
- income tax expense related to the sale of investments in real estate;

Index

- impairment charges recognized related to our investments in real estate generally as a result of our change in intent to contribute or sell these properties; and
- gains or losses from the early extinguishment of debt and redemption and repurchase of preferred stock.

We use *Core FFO*, including by segment and region, to: (i) assess our operating performance as compared to other real estate companies; (ii) evaluate our performance and the performance of our properties in comparison with expected results and results of previous periods; (iii) evaluate the performance of our management; (iv) budget and forecast future results to assist in the allocation of resources; (v) provide guidance to the financial markets to understand our expected operating performance; and (vi) evaluate how a specific potential investment will impact our future results.

Limitations on the use of our FFO measures

While we believe our modified FFO measures are important supplemental measures, neither NAREIT's nor our measures of FFO should be used alone because they exclude significant economic components of net earnings computed under GAAP and are, therefore, limited as an analytical tool. Accordingly, these are only a few of the many measures we use when analyzing our business. Some of the limitations are:

- The current income tax expenses that are excluded from our modified FFO measures represent the taxes that are payable.
- Depreciation and amortization of real estate assets are economic costs that are excluded from FFO. FFO is limited, as it does not reflect the cash requirements that may be necessary for future replacements of the real estate assets. Furthermore, the amortization of capital expenditures and leasing costs necessary to maintain the operating performance of logistics facilities are not reflected in FFO.
- Gains or losses from property dispositions and impairment charges related to expected dispositions represent changes in value of the properties. By excluding these gains and losses, FFO does not capture realized changes in the value of disposed properties arising from changes in market conditions.
- The deferred income tax benefits and expenses that are excluded from our modified FFO measures result from the creation of a deferred income tax asset or liability that may have to be settled at some future point. Our modified FFO measures do not currently reflect any income or expense that may result from such settlement.
- The foreign currency exchange gains and losses that are excluded from our modified FFO measures are generally recognized based on movements in foreign currency exchange rates through a specific point in time. The ultimate settlement of our foreign currency-denominated net assets is indefinite as to timing and amount. Our FFO measures are limited in that they do not reflect the current period changes in these net assets that result from periodic foreign currency exchange rate movements.
- The gains and losses on extinguishment of debt or preferred stock that we exclude from our Core FFO, may provide a benefit or cost to us as we may be settling our obligation at less or more than our future obligation.

Index

We compensate for these limitations by using our FFO measures only in conjunction with net earnings computed under GAAP when making our decisions. This information should be read with our complete Consolidated Financial Statements prepared under GAAP. To assist investors in compensating for these limitations, we reconcile our modified FFO measures to our net earnings computed under GAAP for the nine months ended September 30 as follows (in millions):

	2024	2023
Reconciliation of net earnings attributable to common stockholders to FFO measures:		
Net earnings attributable to common stockholders	\$ 2,448	\$ 2,424
Add (deduct) NAREIT defined adjustments:		
Real estate related depreciation and amortization	1,870	1,811
Gains on other dispositions of investments in real estate, net of taxes (excluding development properties and land)	(651)	(156)
Adjustments related to noncontrolling interests	(31)	(24)
Our proportionate share of adjustments related to unconsolidated entities	333	342
NAREIT defined FFO attributable to common stockholders/unitholders	3,969	4,397
Add (deduct) our modified adjustments:		
Unrealized foreign currency, derivative and other losses (gains), net	61	(26)
Deferred income tax expense	2	10
Our proportionate share of adjustments related to unconsolidated entities	(3)	(6)
FFO, as modified by Prologis attributable to common stockholders/unitholders	4,029	4,375
Adjustments to arrive at Core FFO:		
Gains on dispositions of development properties and land, net	(160)	(274)
Current income tax expense on dispositions	7	24
Gains on early extinguishment of debt, net	(1)	(3)
Adjustments related to noncontrolling interests	-	9
Our proportionate share of adjustments related to unconsolidated entities	(5)	1
Core FFO attributable to common stockholders/unitholders	\$ 3,870	\$ 4,132

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to the impact of foreign exchange-related variability and earnings volatility on our foreign investments and interest rate changes. See our risk factors in Part 1, Item 1A, Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023. See also Note 9 in the Consolidated Financial Statements in Item 1 for more information about our foreign operations and derivative financial instruments.

We monitor our market risk exposures using a sensitivity analysis. Our sensitivity analysis estimates the exposure to market risk sensitive instruments assuming a hypothetical 10% adverse change in foreign currency exchange rates or interest rates at September 30, 2024. The results of the sensitivity analysis are summarized in the following sections. The sensitivity analysis is of limited predictive value. As a result, revenues and expenses, as well as our ultimate realized gains or losses with respect to foreign currency exchange rate and interest rate fluctuations will depend on the exposures that arise during a future period, hedging strategies at the time and the prevailing foreign currency exchange rates and interest rates.

Foreign Currency Risk

We are exposed to foreign currency exchange variability related to investments in and earnings from our foreign investments. Foreign currency market risk is the possibility that our results of operations or financial position could be better or worse than planned because of changes in foreign currency exchange rates. We primarily hedge our foreign currency risk by borrowing in the currencies in which we invest thereby providing a natural hedge. Additionally, we hedge our foreign currency risk by entering into derivative financial instruments, such as foreign currency contracts, that we designate as net investment hedges, as these amounts offset the translation adjustments on the underlying net assets of our foreign investments. At September 30, 2024, after consideration of our ability to borrow in the foreign currencies in which we invest and also derivative and nonderivative financial instruments as discussed in Note 9 to the Consolidated Financial Statements, we had minimal net equity denominated in a currency other than the U.S. dollar.

Index

For the nine months ended September 30, 2024, \$434 million or 7.2% of our total consolidated revenue was denominated in foreign currencies. We enter into foreign currency contracts that we do not designate, such as forwards, to reduce the impact from fluctuations in foreign currency associated with the translation of the future earnings of our international subsidiaries. At September 30, 2024, we had foreign currency contracts denominated principally in British pound sterling, Canadian dollar, euro and Japanese yen, with an aggregate notional amount of \$1.6 billion. As we do not designate these foreign currency contracts as hedges, the gain or loss on settlement is included in our earnings and offsets the lower or higher translation of earnings from our investments denominated in currencies other than the U.S. dollar. Although the impact to net earnings is mitigated through higher translated U.S. dollar earnings from these currencies, a weakening of the U.S. dollar against these currencies by 10% could result in a \$163 million cash payment on settlement of these contracts.

Interest Rate Risk

We are also exposed to the impact of interest rate changes on future earnings and cash flows. To mitigate that risk, we generally borrow with fixed rate debt and we may use derivative instruments to fix the interest rate on our variable rate debt. At September 30, 2024, \$31.2 billion of our debt bore interest at fixed rates and therefore the fair value of these instruments was affected by changes in market interest rates. At September 30, 2024, \$1.7 billion of our debt bore interest at variable rates. The following table summarizes the future repayment of debt and scheduled principal payments at September 30, 2024 (dollars in millions):

	2024	2025	2026	2027	Thereaft er	Total	Fair Value
Fixed rate debt	\$ 2	\$ 275	\$ 1,472	\$ 2,017	\$ 27,422	\$ 31,188	\$ 28,801
Weighted average interest rate ⁽¹⁾	4.0 %	3.4 %	3.3 %	2.2 %	3.2 %	3.2 %	
Variable rate debt							
Credit facilities	\$ -	\$ -	\$ -	\$ 661	\$ -	\$ 661	\$ 661
Secured mortgage debt	-	43	-	-	-	43	43
Term loans	-	222	595	-	175	992	991
Total variable rate debt	\$ -	\$ 265	\$ 595	\$ 661	\$ 175	\$ 1,696	\$ 1,695

- (1) The weighted average interest rates represent the effective interest rates (including amortization of debt issuance costs and noncash premiums and discounts) for the debt outstanding and include the impact of designated interest rate swaps, which effectively fix the interest rate on certain variable rate debt.

At September 30, 2024, the weighted average effective interest rate on our variable rate debt was 2.7% which was calculated using an average balance on our credit facilities throughout the year and our other variable rate debt balances at September 30, 2024. Changes in interest rates can cause interest expense to fluctuate on our variable rate debt. On the basis of our sensitivity analysis, a 10% increase in interest rates on our average outstanding variable rate debt balances would result in additional annual interest expense of \$4 million for the quarter ended September 30, 2024, which equates to a change in interest rates of 27 basis points on our average outstanding variable rate debt balances and one basis point on our average total debt portfolio balances.

ITEM 4. Controls and Procedures**Controls and Procedures (Prologis, Inc.)**

Prologis, Inc. carried out an evaluation under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the disclosure controls and procedures (as defined in Rule 13a-14(c)) under the Securities and Exchange Act of 1934 (the "Exchange Act") at September 30, 2024. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

Changes in Internal Control over Financial Reporting

There have not been any changes in Prologis, Inc.'s internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, Prologis, Inc.'s internal control over financial reporting.

Index**Controls and Procedures (Prologis, L.P.)**

Prologis, L.P. carried out an evaluation under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the disclosure controls and procedures (as defined in Rule 13a-14(c)) under the Exchange Act at September 30, 2024. Based on this evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

Changes in Internal Control over Financial Reporting

There have not been any changes in Prologis, L.P.'s internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, Prologis, L.P.'s internal control over financial reporting.

PART II. OTHER INFORMATION**ITEM 1. Legal Proceedings**

Prologis and our unconsolidated entities are party to a variety of legal proceedings arising in the ordinary course of business. With respect to any such matters to which we are currently a party, the ultimate disposition of any such matters will not result in a material adverse effect on our business, financial position or results of operations.

ITEM 1A. Risk Factors

At September 30, 2024, no material changes had occurred in our risk factors as discussed in Item 1A. in our Annual Report on Form 10-K for the year ended December 31, 2023.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the quarterly period ended September 30, 2024, we issued 0.2 million shares of common stock of Prologis, Inc. in connection with the redemption of common units of Prologis, L.P. in reliance on the exemption from registration requirements of the Securities Act of 1933, as amended (the "Act"), afforded by Section 4(a)(2) thereof.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not Applicable.

ITEM 5. Other Information

During the quarterly period ended September 30, 2024, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K under the Act).

ITEM 6. Exhibits

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

Index**INDEX TO EXHIBITS**

Certain of the following documents are filed herewith. Certain other of the following documents that have been previously filed with the Securities and Exchange Commission ("SEC") and, pursuant to Rule 12b-32, are incorporated herein by reference.

- 4.1 [Form of Officers' Certificate related to the 5.000% Notes due 2035 \(incorporated by reference to Exhibit 4.1 to Prologis' Current Report on Form 8-K filed on July 23, 2024\).](#)
 - 4.2 [Form of 5.000% Notes due 2035 \(incorporated by reference to Exhibit 4.2 to Prologis' Current Report on Form 8-K filed on July 23, 2024\).](#)
 - 4.3 [Form of Officers' Certificate related to the 5.250% Notes due 2054 \(incorporated by reference to Exhibit 4.3 to Prologis' Current Report on Form 8-K filed on July 23, 2024\).](#)
 - 4.4 [Form of 5.250% Notes due 2054 \(incorporated by reference to Exhibit 4.4 to Prologis' Current Report on Form 8-K filed on July 23, 2024\).](#)
 - 15.1† [KPMG LLP Awareness Letter of Prologis, Inc.](#)
 - 15.2† [KPMG LLP Awareness Letter of Prologis, L.P.](#)
 - 22.1† [Subsidiary guarantors and issuers of guaranteed securities.](#)
 - 31.1† [Certification of Chief Executive Officer of Prologis, Inc.](#)
 - 31.2† [Certification of Chief Financial Officer of Prologis, Inc.](#)
 - 31.3† [Certification of Chief Executive Officer for Prologis, L.P.](#)
 - 31.4† [Certification of Chief Financial Officer for Prologis, L.P.](#)
 - 32.1† [Certification of Chief Executive Officer and Chief Financial Officer of Prologis, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
 - 32.2† [Certification of Chief Executive Officer and Chief Financial Officer for Prologis, L.P., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
 - 101.INST [Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL Document.](#)
 - 101.SCH† [Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents.](#)
 - 104 [Cover Page Interactive Data File \(formatted as Inline XBRL and contained in Exhibit 101\).](#)
- † *Filed herewith*

Index**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

PROLOGIS, INC.

By: /s/ Timothy D. Arndt
Timothy D. Arndt
Chief Financial Officer

By: /s/ Lori A. Palazzolo
Lori A. Palazzolo
Managing Director and Chief Accounting Officer

PROLOGIS, L.P.

By: Prologis, Inc., its general partner

By: /s/ Timothy D. Arndt
Timothy D. Arndt
Chief Financial Officer

By: /s/ Lori A. Palazzolo
Lori A. Palazzolo
Managing Director and Chief Accounting Officer

Date: October 25, 2024