

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 14, 2024

ALEXANDRIA REAL ESTATE EQUITIES, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation)

1-12993

(Commission File Number)

95-4502084

(I.R.S. Employer Identification
No.)

26 North Euclid Avenue, Pasadena, California 91101

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(626) 578-0777**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4 (c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	ARE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Alexandria Real Estate Equities, Inc., a Maryland corporation ("Alexandria" or the "Company"), held its 2024 Annual Meeting of Stockholders (the "2024 Annual Meeting") on May 14, 2024. At the 2024 Annual Meeting, Alexandria's stockholders approved the amendment and restatement of the Alexandria Real Estate Equities, Inc. Amended and Restated 1997 Stock Award and Incentive Plan (as amended and restated, the "Amended 1997 Incentive Plan"). Alexandria's Board of Directors approved the Amended 1997 Incentive Plan on March 26, 2024, subject to, and effective upon, approval by Alexandria's stockholders at the 2024 Annual Meeting. The primary purposes of the amendment and restatement are to:

- (i) increase the aggregate number of shares of Alexandria's common stock available for grant by 2,000,000 shares as of March 26, 2024; and
- (ii) extend the termination date to 10 years from the date of stockholder approval of the Amended 1997 Incentive Plan.

A more detailed summary of the changes adopted in the Amended 1997 Incentive Plan is set forth in Alexandria's definitive proxy statement for the 2024 Annual Meeting, filed with the Securities and Exchange Commission on April 3, 2024 (the "2024 Proxy Statement"). The foregoing summary and the summary contained in the 2024 Proxy Statement do not purport to be complete and are qualified in their entirety by reference to the full text of the Amended 1997 Incentive Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As noted above in Item 5.02, Alexandria held its 2024 Annual Meeting on May 14, 2024. At the 2024 Annual Meeting, there were present in person or by proxy 159,975,909 shares of Alexandria's common stock, representing stockholders entitled to cast approximately 91% of the total outstanding eligible votes and constituting a quorum. Set forth below are the voting results for the four proposals considered and voted upon at the 2024 Annual Meeting, all of which proposals were described in the 2024 Proxy Statement.

1. Election of Directors

Alexandria's stockholders elected, by the votes indicated below, eight persons to serve as directors of Alexandria until its 2025 Annual Meeting of Stockholders and until their successors are duly elected

and qualify. The following table sets forth the results of the voting with respect to each candidate:

Director	For	Against	Abstained	Broker Non-Vote (1)
Joel S. Marcus	147,068,492	8,118,006	75,802	4,713,609
Steven R. Hash	140,727,813	14,502,134	32,353	4,713,609
James P. Cain	88,018,111	67,212,172	32,017	4,713,609
Cynthia L. Feldmann	151,350,616	3,880,066	31,618	4,713,609
Maria C. Freire, Ph.D.	107,966,901	47,263,715	31,684	4,713,609
Richard H. Klein	141,508,013	13,721,910	32,377	4,713,609
Sheila K. McGrath	154,525,270	705,377	31,653	4,713,609
Michael A. Woronoff	107,442,298	47,787,925	32,077	4,713,609

(1) Broker non-votes represent proxies that are uninstructed on a proposal and submitted by brokers or other nominees who lack discretionary authority to vote on the proposal absent instructions from the beneficial owner of shares of stock.

2. Amendment and Restatement of the Amended 1997 Incentive Plan

Alexandria's stockholders voted to approve the amendment and restatement of the Amended 1997 Incentive Plan, as disclosed in Alexandria's 2024 Proxy Statement. 150,571,171 votes were cast "for" the approval, 4,631,950 votes were cast "against" the approval, and 59,179 votes abstained. Additionally, there were 4,713,609 broker non-votes for this proposal.

3. Non-binding Advisory Vote to Approve the Compensation of the Company's Named Executive Officers

Alexandria's stockholders voted, on a non-binding, advisory basis, to approve the compensation of its named executive officers, as disclosed in Alexandria's 2024 Proxy Statement. 133,097,725 votes were cast "for" the approval, 21,779,586 votes were cast "against" the approval, and 384,989 votes abstained. Additionally, there were 4,713,609 broker non-votes for this proposal.

4. Ratification of Appointment of Independent Public Registered Accountants

Alexandria's stockholders voted to ratify the appointment of Ernst & Young LLP as Alexandria's independent registered public accountants for the fiscal year ending December 31, 2024. 149,463,036 votes were cast "for" the ratification, 10,485,475 votes were cast "against" the ratification, and 27,398 votes abstained. There were no broker non-votes for this proposal.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Exhibit Title

10.1 Alexandria Real Estate Equities, Inc. Amended and Restated 1997 Stock Award and Incentive Plan

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ALEXANDRIA REAL ESTATE EQUITIES, INC.

May 16, 2024

By: /s/ Marc E. Binda

Marc E. Binda

Chief Financial Officer and Treasurer