

ALEXANDRIA REAL ESTATE EQUITIES INC  
Form 10-Q  
November 02, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2016

OR

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 1-12993

ALEXANDRIA REAL ESTATE EQUITIES, INC.  
(Exact name of registrant as specified in its charter)  
Maryland 95-4502084  
(State or other jurisdiction of (I.R.S. Employer Identification Number)  
incorporation or organization)  
385 East Colorado Boulevard, Suite 299, Pasadena, California 91101  
(Address of principal executive offices) (Zip code)

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

N/A  
(Former name, former address and former fiscal year, if changed since last report)

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. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

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Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company  
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes No

As of October 24, 2016, 79,414,121 shares of common stock, par value \$.01 per share, were outstanding.

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TABLE OF CONTENTS

|   | Page       |
|---|------------|
| <u>PART I – FINANCIAL INFORMATION</u>   |            |
| <u>Item 1. FINANCIAL STATEMENTS (UNAUDITED)</u>   |            |
| Consolidated Balance Sheets as of September 30, 2016, and December 31, 2015   | <u>1</u>   |
| Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2016 and 2015                                   | <u>2</u>   |
| Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2016 and 2015                     | <u>3</u>   |
| Consolidated Statement of Changes in Stockholders’ Equity and Noncontrolling Interests for the Nine Months Ended September 30, 2016 | <u>4</u>   |
| Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2016 and 2015   | <u>5</u>   |
| Notes to Consolidated Financial Statements  | <u>7</u>   |
| <u>Item 2. <u>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u></u>                         | <u>50</u>  |
| <u>Item 3. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u></u>  | <u>115</u> |
| <u>Item 4. <u>CONTROLS AND PROCEDURES</u></u>   | <u>116</u> |
| <u>PART II – OTHER INFORMATION</u>  |            |
| <u>Item 1A. <u>RISK FACTORS</u></u>   | <u>117</u> |
| <u>Item 6. <u>EXHIBITS</u></u>  | <u>118</u> |
| <u>SIGNATURES</u>   | <u>121</u> |

## GLOSSARY

The following abbreviations or acronyms that may be used in this document shall have the adjacent meanings set forth below:

|        |   |
|--------|---|
| ASU    | Accounting Standards Update                             |
| ATM    | At the Market   |
| BBA    | British Bankers' Association                            |
| CIP    | Construction in Progress                                |
| EPS    | Earnings per Share                                      |
| FASB   | Financial Accounting Standards Board                    |
| FFO    | Funds from Operations                                   |
| GAAP   | U.S. Generally Accepted Accounting Principles           |
| HVAC   | Heating, Ventilation, and Air Conditioning              |
| JV     | Joint Venture   |
| LEED®  | Leadership in Energy and Environmental Design           |
| LIBOR  | London Interbank Offered Rate                           |
| NAREIT | National Association of Real Estate Investment Trusts   |
| NYSE   | New York Stock Exchange                                 |
| R&D    | Research and Development                                |
| REIT   | Real Estate Investment Trust                            |
| RSF    | Rentable Square Feet/Foot                               |
| SEC    | Securities and Exchange Commission                      |
| SF     | Square Feet/Foot  |
| SoMa   | South of Market (submarket of the San Francisco market) |
| U.S.   | United States   |
| VIE    | Variable Interest Entity                                |
| YTD    | Year to Date  |

## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

Alexandria Real Estate Equities, Inc.  
 Consolidated Balance Sheets  
 (In thousands)  
 (Unaudited)

|  | September<br>30, 2016 | December<br>31, 2015 |
|--|-----------------------|----------------------|
| <b>Assets</b>  |                       |                      |
| Investments in real estate   | \$7,939,179           | \$7,629,922          |
| Investments in unconsolidated real estate joint ventures             | 133,580               | 127,212              |
| Cash and cash equivalents  | 157,928               | 125,098              |
| Restricted cash  | 16,406                | 28,872               |
| Tenant receivables   | 9,635                 | 10,485               |
| Deferred rent  | 318,286               | 280,570              |
| Deferred leasing costs   | 191,765               | 192,081              |
| Investments  | 320,989               | 353,465              |
| Other assets   | 206,133               | 133,312              |
| Total assets   | \$9,293,901           | \$8,881,017          |
| <b>Liabilities, Noncontrolling Interests, and Equity</b>             |                       |                      |
| Secured notes payable  | \$789,450             | \$809,818            |
| Unsecured senior notes payable                                       | 2,377,482             | 2,030,631            |
| Unsecured senior line of credit                                      | 416,000               | 151,000              |
| Unsecured senior bank term loans                                     | 746,162               | 944,243              |
| Accounts payable, accrued expenses, and tenant security deposits     | 605,181               | 589,356              |
| Dividends payable  | 66,705                | 62,005               |
| Total liabilities  | 5,000,980             | 4,587,053            |
| <b>Commitments and contingencies</b>                                 |                       |                      |
| Redeemable noncontrolling interests                                  | 9,012                 | 14,218               |
| <b>Alexandria Real Estate Equities, Inc.'s stockholders' equity:</b> |                       |                      |
| 7.00% Series D cumulative convertible preferred stock                | 161,792               | 237,163              |
| 6.45% Series E cumulative redeemable preferred stock                 | 130,000               | 130,000              |
| Common stock   | 768                   | 725                  |
| Additional paid-in capital   | 3,649,263             | 3,558,008            |
| Accumulated other comprehensive (loss) income                        | (31,745)              | ) 49,191             |
| Alexandria Real Estate Equities, Inc.'s stockholders' equity         | 3,910,078             | 3,975,087            |
| Noncontrolling interests   | 373,831               | 304,659              |
| Total equity   | 4,283,909             | 4,279,746            |
| Total liabilities, noncontrolling interests, and equity              | \$9,293,901           | \$8,881,017          |

The accompanying notes are an integral part of these consolidated financial statements.

1

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Alexandria Real Estate Equities, Inc.  
Consolidated Statements of Income  
(In thousands, except per share amounts)  
(Unaudited)

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |   |
|---|-------------------------------------|-----------|------------------------------------|-----------|---|
|   | 2016                                | 2015      | 2016                               | 2015      |   |
| <b>Revenues:</b>  |                                     |           |                                    |           |   |
| Rental  | \$166,591                           | \$155,311 | \$486,505                          | \$450,724 |   |
| Tenant recoveries   | 58,681                              | 56,119    | 165,385                            | 154,107   |   |
| Other income  | 5,107                               | 7,180     | 20,654                             | 14,688    |   |
| Total revenues  | 230,379                             | 218,610   | 672,544                            | 619,519   |   |
| <b>Expenses:</b>  |                                     |           |                                    |           |   |
| Rental operations   | 72,002                              | 68,846    | 205,164                            | 192,319   |   |
| General and administrative  | 15,854                              | 15,143    | 46,426                             | 44,519    |   |
| Interest  | 25,850                              | 27,679    | 75,730                             | 77,583    |   |
| Depreciation and amortization   | 77,133                              | 67,953    | 218,168                            | 189,044   |   |
| Impairment of real estate   | 8,114                               | —         | 193,237                            | 14,510    |   |
| Loss on early extinguishment of debt  | 3,230                               | —         | 3,230                              | 189       |   |
| Total expenses  | 202,183                             | 179,621   | 741,955                            | 518,164   |   |
| Equity in earnings (losses) of unconsolidated real estate joint ventures  | 273                                 | 710       | (270                               | ) 1,825   |   |
| Income (loss) from continuing operations  | 28,469                              | 39,699    | (69,681                            | ) 103,180 |   |
| Loss from discontinued operations   | —                                   | —         | —                                  | (43       | ) |
| Gain on sales of real estate – land parcels   | 90                                  | —         | 90                                 | —         |   |
| Net income (loss)   | 28,559                              | 39,699    | (69,591                            | ) 103,137 |   |
| Net income attributable to noncontrolling interests   | (4,084                              | ) (170    | ) (11,614                          | ) (925    | ) |
| Net income (loss) attributable to Alexandria Real Estate Equities, Inc.'s stockholders  | 24,475                              | 39,529    | (81,205                            | ) 102,212 |   |
| Dividends on preferred stock  | (5,007                              | ) (6,247  | ) (16,388                          | ) (18,740 | ) |
| Preferred stock redemption charge   | (13,095                             | ) —       | (25,614                            | ) —       |   |
| Net income attributable to unvested restricted stock awards   | (921                                | ) (623    | ) (2,807                           | ) (1,736  | ) |
| Net income (loss) attributable to Alexandria Real Estate Equities, Inc.'s common stockholders                                       | \$5,452                             | \$32,659  | \$(126,014)                        | \$81,736  |   |
| <b>Net income (loss) per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – basic and diluted:</b> |                                     |           |                                    |           |   |
| Continuing operations   | \$0.07                              | \$0.46    | \$(1.69                            | ) \$1.14  |   |
| Discontinued operations   | —                                   | —         | —                                  | —         |   |
| Net income (loss) per share   | \$0.07                              | \$0.46    | \$(1.69                            | ) \$1.14  |   |
| Dividends declared per share of common stock  | \$0.80                              | \$0.77    | \$2.40                             | \$2.28    |   |

The accompanying notes are an integral part of these consolidated financial statements.





Alexandria Real Estate Equities, Inc.  
Consolidated Statements of Comprehensive Income  
(In thousands)  
(Unaudited)

|   | Three Months<br>Ended September<br>30, |           | Nine Months Ended<br>September 30, |           |
|---|--|-----------|------------------------------------|-----------|
|   | 2016                                   | 2015      | 2016                               | 2015      |
| Net income (loss)   | \$28,559                               | \$39,699  | \$(69,591 )                        | \$103,137 |
| Other comprehensive (loss) income:  |  |           |                                    |           |
| Unrealized (losses) gains on available-for-sale equity securities:                                      |  |           |                                    |           |
| Unrealized holding (losses) gains arising during the period   | (38,621 )                              | (29,832 ) | (70,055 )                          | 54,004    |
| Reclassification adjustment for gains included in net income  | (8,540 )                               | (4,968 )  | (18,627 )                          | (2,503 )  |
| Unrealized (losses) gains on available-for-sale equity securities, net                                  | (47,161 )                              | (34,800 ) | (88,682 )                          | 51,501    |
| Unrealized gains (losses) on interest rate hedge agreements:  |  |           |                                    |           |
| Unrealized interest rate hedge gains (losses) arising during the period                                 | 2,982                                  | (5,474 )  | (7,655 )                           | (9,712 )  |
| Reclassification adjustment for amortization to interest expense included in net income                 | 1,702                                  | 727       | 3,725                              | 1,942     |
| Unrealized gains (losses) on interest rate hedge agreements, net  | 4,684                                  | (4,747 )  | (3,930 )                           | (7,770 )  |
| Unrealized gains (losses) on foreign currency translation:  |  |           |                                    |           |
| Unrealized foreign currency translation (losses) gains arising during the period                        | (1,322 )                               | (9,294 )  | 842                                | (17,072 ) |
| Reclassification adjustment for losses included in net income   | 3,779                                  | —         | 10,807                             | 9,236     |
| Unrealized gains (losses) on foreign currency translation, net  | 2,457                                  | (9,294 )  | 11,649                             | (7,836 )  |
| Total other comprehensive (loss) income   | (40,020 )                              | (48,841 ) | (80,963 )                          | 35,895    |
| Comprehensive (loss) income   | (11,461 )                              | (9,142 )  | (150,554 )                         | 139,032   |
| Less: comprehensive income attributable to noncontrolling interests                                     | (4,081 )                               | (71 )     | (11,587 )                          | (954 )    |
| Comprehensive (loss) income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$(15,542)                             | \$(9,213) | \$(162,141)                        | \$138,078 |

The accompanying notes are an integral part of these consolidated financial statements.

## Alexandria Real Estate Equities, Inc.

## Consolidated Statement of Changes in Stockholders' Equity and Noncontrolling Interests

(Dollars in thousands)

(Unaudited)

|   | Alexandria Real Estate Equities, Inc.'s Stockholders' Equity         |   |                               |                 |                                  |                      |   |                             |                 |   |
|---|--|---|-------------------------------|-----------------|----------------------------------|----------------------|---|-----------------------------|-----------------|---|
|   | 7.00%<br>Series D<br>Cumulative<br>Convertible<br>Preferred<br>Stock | 6.45%<br>Series E<br>Cumulative<br>Redeemable<br>Preferred<br>Stock | Number of<br>Common<br>Shares | Common<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Noncontrolling<br>Interests | Total<br>Equity | Redeemable<br>Noncontrolling<br>Interests |
| Balance as of<br>December 31,<br>2015                               | \$237,163  | \$130,000   | 72,548,693                    | \$725           | \$3,558,008                      | \$—                  | \$49,191  | \$304,659                   | \$4,279,746     | \$14,218                                  |
| Net (loss)<br>income  | —  | —   | —                             | —               | —                                | (81,205)             | 10,829  | (70,376)                    | ) 785           |   |
| Total other<br>comprehensive<br>loss                                | —  | —   | —                             | —               | —                                | —                    | (80,936)  | (27)                        | (80,963)        | ) —                                       |
| Redemption of<br>redeemable<br>noncontrolling<br>interests          | —  | —   | —                             | —               | —                                | —                    | —   | —                           | —               | (5,206)                                   |
| Distributions to<br>noncontrolling<br>interests                     | —  | —   | —                             | —               | —                                | —                    | —   | (10,181)                    | (10,181)        | (785)                                     |
| Issuances of<br>common stock  | —  | —   | 3,948,491                     | 40              | 367,762                          | —                    | —   | —                           | 367,802         | —   |
| Issuances<br>pursuant to<br>stock plan                              | —  | —   | 326,906                       | 3               | 28,743                           | —                    | —   | —                           | 28,746          | —   |
| Sale of and<br>contributions<br>from<br>noncontrolling<br>interests | —  | —   | —                             | —               | (537)                            | —                    | —   | 68,551                      | 68,014          | —   |
| Repurchase of<br>7.00% Series D<br>preferred stock                  | (75,371)   | —   | —                             | —               | 2,352                            | (25,614)             | —   | —                           | (98,633)        | —   |
| Dividends<br>declared on<br>common stock                            | —  | —   | —                             | —               | —                                | (183,858)            | —   | —                           | (183,858)       | —   |
| Dividends<br>declared on<br>preferred stock                         | —  | —   | —                             | —               | —                                | (16,388)             | —   | —                           | (16,388)        | —   |
|   | —  | —   | —                             | —               | (307,065)                        | 307,065              | —   | —                           | —               | —   |

Distributions in  
excess of  
earnings

Balance as of

|                       |            |            |            |        |              |               |            |              |          |
|-----------------------|------------|------------|------------|--------|--------------|---------------|------------|--------------|----------|
| September 30,<br>2016 | \$ 161,792 | \$ 130,000 | 76,824,090 | \$ 768 | \$ 3,649,263 | \$—\$(31,745) | \$ 373,831 | \$ 4,283,909 | \$ 9,012 |
|-----------------------|------------|------------|------------|--------|--------------|---------------|------------|--------------|----------|

The accompanying notes are an integral part of these consolidated financial statements.

4

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Alexandria Real Estate Equities, Inc.  
Consolidated Statements of Cash Flows  
(In thousands)  
(Unaudited)

|  | Nine Months Ended<br>September 30, |             |
|--|------------------------------------|-------------|
|  | 2016                               | 2015        |
| <b>Operating Activities</b>  |                                    |             |
| Net (loss) income  | \$(69,591 )                        | \$103,137   |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: |                                    |             |
| Depreciation and amortization  | 218,168                            | 189,044     |
| Loss on early extinguishment of debt   | 3,230                              | 189         |
| Gain on sales of real estate – land parcels  | (90 )                              | —           |
| Impairment of real estate  | 193,237                            | 14,510      |
| Equity in losses (earnings) of unconsolidated real estate joint ventures                 | 270                                | (1,825 )    |
| Distributions of earnings from unconsolidated real estate joint ventures                 | 286                                | 740         |
| Amortization of loan fees  | 8,792                              | 8,348       |
| Amortization of debt premiums  | (117 )                             | (282 )      |
| Amortization of acquired below-market leases   | (2,905 )                           | (5,121 )    |
| Deferred rent  | (30,679 )                          | (34,421 )   |
| Stock compensation expense   | 19,007                             | 12,922      |
| Investment gains   | (28,721 )                          | (22,368 )   |
| Investment losses  | 10,670                             | 11,157      |
| Changes in operating assets and liabilities:   |                                    |             |
| Restricted cash  | (278 )                             | 24          |
| Tenant receivables   | 843                                | 380         |
| Deferred leasing costs   | (21,621 )                          | (47,725 )   |
| Other assets   | (14,813 )                          | (13,721 )   |
| Accounts payable, accrued expenses, and tenant security deposits                         | 6,163                              | 31,423      |
| Net cash provided by operating activities  | 291,851                            | 246,411     |
| <b>Investing Activities</b>  |                                    |             |
| Proceeds from sales of real estate (Note 3)  | 27,332                             | 92,455      |
| Additions to real estate   | (638,568 )                         | (362,215 )  |
| Purchase of real estate  | (18,108 )                          | (248,933 )  |
| Deposits for investing activities  | (54,998 )                          | (6,707 )    |
| Investments in unconsolidated real estate joint ventures                                 | (6,924 )                           | (7,979 )    |
| Additions to investments   | (68,384 )                          | (67,965 )   |
| Sales of investments   | 35,295                             | 39,590      |
| Repayment of notes receivable  | 9,054                              | 4,264       |
| Net cash used in investing activities  | \$(715,301 )                       | \$(557,490) |

Alexandria Real Estate Equities, Inc.  
Consolidated Statements of Cash Flows  
(In thousands)  
(Unaudited)

|  | Nine Months Ended<br>September 30, |            |
|--|------------------------------------|------------|
|  | 2016                               | 2015       |
| <b>Financing Activities</b>  |                                    |            |
| Borrowings from secured notes payable  | \$215,330                          | \$47,375   |
| Repayments of borrowings from secured notes payable                            | (234,096 )                         | (12,217 )  |
| Proceeds from issuance of unsecured senior notes payable                       | 348,604                            | —          |
| Borrowings from unsecured senior line of credit                                | 2,349,000                          | 1,432,000  |
| Repayments of borrowings from unsecured senior line of credit                  | (2,084,000)                        | (893,000)  |
| Repayments of borrowings from unsecured senior bank term loans                 | (200,000 )                         | (25,000 )  |
| Change in restricted cash related to financing activities                      | 7,742                              | (4,737 )   |
| Payment of loan fees   | (16,499 )                          | (4,182 )   |
| Repurchase of 7.00% Series D preferred stock                                   | (98,633 )                          | —          |
| Proceeds from the issuance of common stock                                     | 367,802                            | 5,052      |
| Dividends on common stock  | (177,966 )                         | (162,280)  |
| Dividends on preferred stock   | (17,487 )                          | (18,740 )  |
| Financing costs paid for sale of noncontrolling interests                      | (8,093 )                           | —          |
| Contributions from and sale of noncontrolling interests (Note 3)               | 68,621                             | 340        |
| Distributions to and purchase of noncontrolling interests                      | (62,605 )                          | (62,973 )  |
| Net cash provided by financing activities                                      | 457,720                            | 301,638    |
| Effect of foreign exchange rate changes on cash and cash equivalents           | (1,440 )                           | (187 )     |
| Net increase (decrease) in cash and cash equivalents                           | 32,830                             | (9,628 )   |
| Cash and cash equivalents as of the beginning of period                        | 125,098                            | 86,011     |
| Cash and cash equivalents as of the end of period                              | \$157,928                          | \$76,383   |
| <b>Supplemental Disclosure of Cash Flow Information:</b>                       |                                    |            |
| Cash paid during the period for interest, net of interest capitalized          | \$58,820                           | \$64,197   |
| <b>Non-Cash Investing Activities:</b>  |                                    |            |
| Change in accrued construction   | \$23,023                           | \$(7,305 ) |
| Assumption of secured notes payable in connection with purchase of real estate | \$—                                | \$(82,000) |
| <b>Non-Cash Financing Activities:</b>  |                                    |            |
| Redemption of redeemable noncontrolling interest                               | \$(5,000 )                         | \$—        |
| Payable for purchase of noncontrolling interest                                | \$—                                | \$(51,887) |

The accompanying notes are an integral part of these consolidated financial statements.



Alexandria Real Estate Equities, Inc.  
Notes to Consolidated Financial Statements  
(Unaudited)

### 1. Background

As used in this quarterly report on Form 10-Q, references to the “Company,” “Alexandria,” “ARE,” “we,” “us,” and “our” refer to Alexandria Real Estate Equities, Inc., and its consolidated subsidiaries.

Alexandria Real Estate Equities, Inc. (NYSE:ARE), is an urban office REIT uniquely focused on world-class collaborative science and technology campuses in AAA innovation cluster locations with a total market capitalization of \$13.0 billion and an asset base in North America of 24.5 million square feet as of September 30, 2016. The asset base in North America includes 18.8 million RSF of operating properties and development and redevelopment projects (under construction or pre-construction) and 5.7 million square feet of future ground-up development projects. Alexandria pioneered this niche in 1994 and has since established a significant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland, and Research Triangle Park. Alexandria is known for our high-quality and diverse tenant base, with 54% of our total annualized base rent as of September 30, 2016, generated from investment-grade tenants. Alexandria has a longstanding and proven track record of developing Class A properties clustered in urban science and technology campuses that provide its innovative tenants with highly dynamic and collaborative environments that enhance their ability to successfully recruit and retain world-class talent and inspire productivity, efficiency, creativity, and success. We believe these advantages result in higher occupancy levels, longer lease terms, higher rental income, higher returns, and greater long-term asset value. For additional information on Alexandria, please visit [www.are.com](http://www.are.com).

Our asset base in North America (including consolidated and unconsolidated real estate joint ventures) consisted of the following, as of September 30, 2016:

|   | Square Feet  |                |            |
|---|--------------|----------------|------------|
|   | Consolidated | Unconsolidated | Total      |
| Operating properties  | 16,052,751   | 313,407        | 16,366,158 |
| Projects under construction or pre-construction:                          |              |                |            |
| Projects to be delivered during the three months ending December 31, 2016 | 366,081      | 100,392        | 466,473    |
| Projects to be delivered in 2017 and 2018                                 | 1,564,968    | 422,980        | 1,987,948  |
| Development and redevelopment projects                                    | 1,931,049    | 523,372        | 2,454,421  |
| Operating properties and development and redevelopment projects           | 17,983,800   | 836,779        | 18,820,579 |
| Future value-creation projects  | 5,678,707    | —              | 5,678,707  |
| Asset base in North America   | 23,662,507   | 836,779        | 24,499,286 |

As of September 30, 2016:

Investment-grade tenants represented 54% of our total annualized base rent;

Approximately 97% of our leases (on an RSF basis) were triple net leases, requiring tenants to pay substantially all real estate taxes, insurance, utilities, common area expenses, and other operating expenses (including increases thereto) in addition to base rent;

Approximately 95% of our leases (on an RSF basis) contained effective annual rent escalations that were either fixed (generally ranging from 3% to 3.5%) or indexed based on a consumer price index or other index; and

Approximately 95% of our leases (on an RSF basis) provided for the recapture of certain capital expenditures (such as HVAC systems maintenance and/or replacement, roof replacement, and parking lot resurfacing) that we believe would typically be borne by the landlord in traditional office leases.

Any references to the number of buildings, square footage, number of leases, occupancy, and tenants, and any amounts derived from these values in the notes to consolidated financial statements are unaudited.



2. Basis of presentation and summary of significant accounting policies (continued)

2. Basis of presentation and summary of significant accounting policies

We have prepared the accompanying interim consolidated financial statements in accordance with GAAP and in conformity with the rules and regulations of the SEC. In our opinion, the interim consolidated financial statements presented herein reflect all adjustments, of a normal recurring nature, that are necessary to fairly present the interim consolidated financial statements. The results of operations for the interim period are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in our annual report on Form 10-K for the year ended December 31, 2015.

Basis of presentation and consolidation

The accompanying consolidated financial statements include the accounts of Alexandria Real Estate Equities, Inc. and its consolidated subsidiaries. All significant intercompany balances and transactions have been eliminated. Certain prior-period amounts have been reclassified to conform to current-period presentation.

Consolidation

On an ongoing basis, as circumstances indicate the need for reconsideration, we evaluate each legal entity that is not wholly owned by us, under the consolidation guidance, first under the variable interest model, then under the voting model. Our evaluation considers all of our variable interests, including equity ownership, as well as fees paid to us for our involvement in the management of each partially owned entity. The variable interest model applies to entities that meet both of the following criteria:

- A legal structure has been established to conduct business activities and to hold assets; such entity can be in the form of a partnership, limited liability company, or corporation, among others; and
- The entity established has variable interests – i.e., it has variable interests that are contractual, such as equity ownership or other financial interests that change with changes in the fair value of the entity's net assets.

If an entity meets both criteria above, we then evaluate such entity under the variable interest model. If an entity does not meet these criteria, we then evaluate such entity under the voting model or apply other GAAP, such as the cost or equity method of accounting.

Variable interest model

A legal entity is determined to be a VIE if it has any of the following three characteristics:

- 1) The entity does not have sufficient equity to finance its activities without additional subordinated financial support;
- 2) The entity is established with non-substantive voting rights (i.e., where the entity deprives the majority economic interest holder(s) of voting rights); or
- 3) The equity holders, as a group, lack the characteristics of a controlling financial interest. Equity holders meet this criterion if they lack any of the following:
  - The power, through voting rights or similar rights, to direct the activities of the entity that most significantly impact the entity's economic performance, as evidenced by:
    - Substantive participating rights in day-to-day management of the entity's activities; or
    - Substantive kick-out rights over the party responsible for significant decisions
  - The obligation to absorb the entity's expected losses; and

The right to receive the entity's expected residual returns.

8

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## 2. Basis of presentation and summary of significant accounting policies (continued)

Once we consider the sufficiency of equity and voting rights of each legal entity, we then evaluate the characteristics of the equity holders' interests, as a group, to see if they qualify as controlling financial interests. Our real estate joint ventures consist of limited partnerships or limited liability companies. For entities structured as limited partnerships or limited liability companies, our evaluation of whether the equity holders (equity partners other than us in each of our real estate joint ventures) lack the characteristics of a controlling financial interest includes the determination of whether the limited partners or non-managing members (the noncontrolling equity holders) lack both substantive participating rights and substantive kick-out rights, defined as follows:

• Participating rights – provide the noncontrolling equity holders the ability to direct significant financial and operating decisions made in the ordinary course of business that most significantly impact the entity's economic performance.

• Kick-out rights – allow the noncontrolling equity holders to remove the general partner or managing member without cause.

If we conclude that any of the three characteristics of a VIE are met, including whether equity holders lack the characteristics of a controlling financial interest because they lack both substantive participating rights and substantive kick-out rights, we also then conclude that the entity is a VIE and evaluate it for consolidation under the variable interest model.

If an entity is determined to be a VIE, we evaluate whether we are the primary beneficiary. The primary beneficiary analysis is a qualitative analysis based on power and benefits. We consolidate a VIE if we have both power and benefits – that is, (i) we have the power to direct the activities of a VIE that most significantly impact the VIE's economic performance (power), and (ii) we have the obligation to absorb losses of the VIE that could potentially be significant to the VIE, or the right to receive benefits from the VIE that potentially could be significant to the VIE (benefits). We consolidate VIEs whenever we determine that we are the primary beneficiary. Refer to Note 3 – “Investments in Real Estate” to these unaudited consolidated financial statements for information on specific real estate joint ventures that qualify as VIEs. If we have a variable interest in a VIE but we are not the primary beneficiary, we account for our investment using the equity method of accounting.

### Voting model

If a legal entity fails to meet any of the three characteristics of a VIE (insufficiency of equity, non-substantive voting rights, or lack of controlling financial interest), we then evaluate such entity under the voting model. Under the voting model, we consolidate the entity if we determine that we, directly or indirectly, have greater than 50% of the voting shares, and we determine that other equity holders do not have substantive participating rights. Refer to Note 4 – “Investments in Unconsolidated Real Estate Joint Ventures” to these unaudited consolidated financial statements for further information on our unconsolidated real estate joint ventures that qualify for evaluation under the voting model.

### Use of estimates

The preparation of consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, and equity; the disclosure of contingent assets and liabilities as of the date of the consolidated financial statements; and the amounts of revenues and expenses during the reporting period. Actual results could materially differ from those estimates.

## 2. Basis of presentation and summary of significant accounting policies (continued)

### Investments in real estate and properties classified as held for sale

We recognize real estate acquired (including the intangible value of acquired above- or below-market leases, acquired in-place leases, tenant relationships, and other intangible assets or liabilities), liabilities assumed, and any noncontrolling interest in an acquired entity at their fair value as of the acquisition date. If there is a bargain fixed-rate renewal option for the period beyond the non-cancelable lease term of an in-place lease, we evaluate factors such as the business conditions in the industry in which the lessee operates, the economic conditions in the area in which the property is located, and the ability of the lessee to sublease the property during the renewal term, in order to determine the likelihood that the lessee will renew. When we determine there is reasonable assurance that such bargain purchase option will be exercised, we consider its impact in determining the intangible value of such lease and its related amortization period. The value of tangible assets acquired is based upon our estimation of value on an "as if vacant" basis. The value of acquired in-place leases includes the estimated costs during the hypothetical lease-up period and other costs that would have been incurred in the execution of similar leases under the market conditions at the acquisition date of the acquired in-place lease. We assess the fair value of tangible and intangible assets based on numerous factors, including estimated cash flow projections that utilize appropriate discount and capitalization rates and available market information. Estimates of future cash flows are based on a number of factors, including the historical operating results, known trends, and market/economic conditions that may affect the property. We also recognize the fair values of assets acquired, the liabilities assumed, and any noncontrolling interest in acquisitions of less than a 100% interest when the acquisition constitutes a change in control of the acquired entity.

Acquisition-related costs related to the acquisition of businesses, including real estate acquired with in-place leases, are expensed as incurred.

The values allocated to buildings and building improvements, land improvements, tenant improvements, and equipment are depreciated on a straight-line basis using the shorter of the term of the respective ground lease and up to 40 years for buildings and building improvements, an estimated life of up to 20 years for land improvements, the respective lease term for tenant improvements, and the estimated useful life for equipment. The values of acquired above- and below-market leases are amortized over the terms of the related leases and recognized as either an increase (for below-market leases) or a decrease (for above-market leases) to rental revenue. The values of acquired above- and below-market ground leases are amortized over the terms of the related ground leases and recognized as either an increase (for below-market ground leases) or a decrease (for above-market ground leases) to rental operating expense. The values of acquired in-place leases are classified in other assets in the accompanying consolidated balance sheets and amortized over the remaining terms of the related leases.

We capitalize project costs, including predevelopment costs, interest, property taxes, insurance, and other costs directly related and essential to the development, redevelopment, predevelopment, or construction of a project. Capitalization of development, redevelopment, predevelopment, and construction costs is required while activities are ongoing to prepare an asset for its intended use. Fluctuations in our development, redevelopment, predevelopment, and construction activities could result in significant changes to total expenses and net income. Costs incurred after a project is substantially complete and ready for its intended use are expensed as incurred. Should development, redevelopment, predevelopment, or construction activity cease, interest, property taxes, insurance, and certain other costs would no longer be eligible for capitalization and would be expensed as incurred. Expenditures for repairs and maintenance are expensed as incurred.

A property is classified as held for sale when all of the following criteria for a plan of sale have been met:

(i) management, having the authority to approve the action, commits to a plan to sell the property; (ii) the property is available for immediate sale in its present condition, subject only to terms that are usual and customary; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale of

the property is probable and is expected to be completed within one year; (v) the property is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Depreciation of assets ceases upon designation of a property as held for sale.

If the disposal of the property represents a strategic shift that has (or will have) a major effect on our operations or financial results, such as (i) a major line of business, (ii) a major geographic area, (iii) a major equity method investment, or (iv) other major parts of an entity, then the operations of the property, including any interest expense directly attributable to it, are classified as discontinued operations in our consolidated statements of income, and amounts for all prior periods presented are reclassified from continuing operations to discontinued operations. The disposal of an individual property generally will not represent a strategic shift and, therefore, will typically not meet the criteria for classification as discontinued operations.

## 2. Basis of presentation and summary of significant accounting policies (continued)

### Impairment of long-lived assets

On a quarterly basis, we review current activities and changes in the business conditions of all of our properties prior to and subsequent to the end of each quarter to determine the existence of any triggering events requiring an impairment analysis. If triggering events are identified, we review an estimate of the future undiscounted cash flows for the properties, including, if necessary, a probability-weighted approach if multiple outcomes are under consideration.

Long-lived assets to be held and used, including our rental properties, CIP, land held for development, and intangibles, are individually evaluated for impairment when conditions exist that may indicate that the carrying amount of a long-lived asset may not be recoverable. The carrying amount of a long-lived asset to be held and used is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Impairment indicators or triggering events for long-lived assets to be held and used, including our rental properties, CIP, land held for development, and intangibles, are assessed by project and include significant fluctuations in estimated rental revenues less rental operating expenses, occupancy changes, significant near-term lease expirations, current and historical operating and/or cash flow losses, construction costs, estimated completion dates, rental rates, and other market factors. We assess the expected undiscounted cash flows based upon numerous factors, including, but not limited to, construction costs, available market information, current and historical operating results, known trends, current market/economic conditions that may affect the property, and our assumptions about the use of the asset, including, if necessary, a probability-weighted approach if multiple outcomes are under consideration. Upon determination that an impairment has occurred, a write-down is recognized to reduce the carrying amount to its estimated fair value. If an impairment loss is not required to be recognized, the recognition of depreciation is adjusted prospectively, as necessary, to reduce the carrying amount of the real estate to its estimated disposition value over the remaining period that the real estate is expected to be held and used. We may adjust depreciation of properties that are expected to be disposed of or redeveloped prior to the end of their useful lives.

We use the held for sale impairment model for our properties classified as held for sale. The held for sale impairment model is different from the held and used impairment model. Under the held for sale impairment model, an impairment loss is recognized if the carrying amount of the long-lived asset classified as held for sale exceeds its fair value less cost to sell. Because of these two different models, it is possible for a long-lived asset previously classified as held and used to require the recognition of an impairment charge upon classification as held for sale.

### Investments

We hold equity investments in certain publicly traded companies and investments in certain privately held entities and limited partnerships primarily involved in the science and technology industries. All of our equity investments in actively traded public companies are considered available-for-sale and are reflected in the accompanying consolidated balance sheets at fair value. Fair value has been determined based upon the closing price as of each balance sheet date, with unrealized gains and losses shown as a separate component of other comprehensive income. The classification of each investment is determined at the time each investment is made, and such determination is reevaluated at each balance sheet date. The cost of each investment sold is determined by the specific identification method, with realized gains or losses classified in other income in the accompanying consolidated statements of income. Investments in privately held entities are generally accounted for under the cost method when our interest in the entity is so minor that we have virtually no influence over the entity's operating and financial policies. Certain investments in privately held entities require accounting under the equity method unless our interest in the entity is deemed to be so minor that we have virtually no influence over the entity's operating and financial policies. Under the equity method of accounting, we recognize our investment initially at cost and adjust the carrying amount of the investment to

recognize our share of the earnings or losses of the investee subsequent to the date of our investment. Additionally, we limit our ownership percentage in the voting stock of each individual entity to less than 10%. As of September 30, 2016, and December 31, 2015, our ownership percentage in the voting stock of each individual entity was less than 10%.

We monitor each of our investments throughout the year for new developments, including operating results, results of clinical trials, capital-raising events, and merger and acquisition activities. Individual investments are evaluated for impairment when changes in conditions may indicate an impairment exists. The factors that we consider in making these assessments include, but are not limited to, market prices, market conditions, available financing, prospects for favorable or unfavorable clinical trial results, new product initiatives, and new collaborative agreements. If there are no identified events or changes in circumstances that might have an adverse effect on our cost method investments, we do not estimate the investment's fair value. For all of our investments, if a decline in the fair value of an investment below the carrying value is determined to be other than temporary, such investment is written down to its estimated fair value with a charge to current earnings.

## 2. Basis of presentation and summary of significant accounting policies (continued)

### Recognition of rental revenue and tenant recoveries

Rental revenue from leases is recognized on a straight-line basis over the respective lease terms. We classify amounts currently recognized as revenue, and expected to be received in later years, as deferred rent in the accompanying consolidated balance sheets. Amounts received currently but recognized as revenue in future years are classified in accounts payable, accrued expenses, and tenant security deposits in the accompanying consolidated balance sheets. We commence recognition of rental revenue at the date the property is ready for its intended use and the tenant takes possession of or controls the physical use of the property.

Tenant recoveries related to reimbursement of real estate taxes, insurance, utilities, repairs and maintenance, common area expenses, and other operating expenses are recognized as revenue in the period during which the applicable expenses are incurred.

Tenant receivables consist primarily of amounts due for contractual lease payments, reimbursements of common area maintenance expenses, property taxes, and other expenses recoverable from tenants. Tenant receivables are expected to be collected within one year. We may maintain an allowance for estimated losses that may result from the inability of our tenants to make payments required under the terms of the lease and for tenant recoveries due. If a tenant fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the amount of uncollectible tenant receivables and deferred rent arising from the straight-lining of rent. As of September 30, 2016, and December 31, 2015, we had no allowance for uncollectible tenant receivables and deferred rent.

### Monitoring tenant credit quality

During the term of each lease, we monitor the credit quality of our tenants by (i) monitoring the credit rating of tenants that are rated by a nationally recognized credit rating agency, (ii) reviewing financial statements of the tenants that are publicly available or that are required to be delivered to us pursuant to the applicable lease, (iii) monitoring news reports regarding our tenants and their respective businesses, and (iv) monitoring the timeliness of lease payments. We have a research team consisting of employees who, among them, have graduate and undergraduate degrees in biology, chemistry, and industrial biotechnology and experience in the science and technology industries, as well as in finance. Our research team is responsible for assessing and monitoring the credit quality of our tenants and any material changes in their credit quality.

### Income taxes

We are organized and qualify as a REIT pursuant to the Internal Revenue Code (the "Code"). Under the Code, a REIT that distributes at least 90% of its REIT taxable income to its shareholders annually and meets certain other conditions is not subject to federal income taxes but could be subject to certain state and local taxes. We distribute 100% of our taxable income annually; therefore, a provision for federal income taxes is not required. In addition to our REIT returns, we file federal, state, and local tax returns for our subsidiaries. We file with jurisdictions located in the U.S., Canada, India, China, and other international locations. Our tax returns are subject to routine examination in various jurisdictions for the 2010-2015 calendar years.

### Other income

The following is a summary of other income in the accompanying consolidated statements of income for the three and nine months ended September 30, 2016 and 2015 (in thousands):



|                           | Three Months  |         | Nine Months     |          |
|---------------------------|---------------|---------|-----------------|----------|
|                           | Ended         |         | Ended September |          |
|                           | September 30, |         | 30,             |          |
|                           | 2016          | 2015    | 2016            | 2015     |
| Management fee income     | \$46          | \$530   | \$380           | \$1,341  |
| Interest and other income | 795           | 1,272   | 2,223           | 2,136    |
| Investment income         | 4,266         | 5,378   | 18,051          | 11,211   |
| Total other income        | \$5,107       | \$7,180 | \$20,654        | \$14,688 |

## 2. Basis of presentation and summary of significant accounting policies (continued)

### Recent accounting pronouncements

On January 1, 2016, we adopted an ASU that requires debt issuance costs, excluding debt issuance costs associated with a line of credit, to be classified in our consolidated balance sheet as a direct deduction from the face amount of the related debt. As a result of adopting the ASU, unamortized deferred financing costs aggregating \$30.1 million as of January 1, 2016, were classified with the corresponding debt instrument appearing on our consolidated balance sheet, and deferred financing costs related to our unsecured senior line of credit, aggregating \$11.9 million as of January 1, 2016, were classified in other assets. The ASU was applied retrospectively to all prior periods presented in the financial statements. The adoption of this ASU had no impact on our consolidated statements of income.

In January 2016, the FASB issued an ASU that amended the accounting for equity investments and the presentation and disclosure requirements for financial instruments. The ASU requires equity investments that have a readily determinable fair value (except those accounted for under the equity method of accounting or that result in consolidation) to be measured at fair value, with the changes in fair value recognized in earnings. Available-for-sale equity securities that under current GAAP require the recognition of unrealized gains and losses in other comprehensive income will no longer be permitted. An election will be available to measure equity investments without a readily determinable fair value at cost less impairments, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer. Changes in the carrying value from this measurement will also be reported in current earnings. A cumulative-effect adjustment will be recorded to the beginning balance of retained earnings in the reporting period in which the guidance is adopted. The ASU is effective for fiscal years beginning after December 15, 2017. As of September 30, 2016, we had \$28.9 million of net unrealized gains related to our available-for-sale equity securities in publicly traded companies included in accumulated other comprehensive income in our consolidated balance sheets.

In February 2016, the FASB issued an ASU that sets out the principles for the recognition, measurement, presentation, and disclosure of leases for both parties to a contract (i.e., lessees and lessors). The ASU requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases today. The ASU is expected to impact our consolidated financial statements as we have certain operating ground lease arrangements for which we are the lessee. As of September 30, 2016, the remaining contractual payments under our ground lease agreements aggregated \$607.3 million. Additionally, the new ASU will require that lessees and lessors capitalize, as initial direct costs, only those costs that are incurred due to the execution of a lease. Under this ASU, allocated payroll costs and other costs that are incurred regardless of whether the lease is obtained will no longer be capitalized as initial direct costs and instead will be expensed as incurred. Lessors will continue to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases, and operating leases. The ASU is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. The standard permits the use of either the retrospective or modified retrospective transition method. We are currently assessing the potential impact that the adoption of the ASU will have on our consolidated financial statements.

In March 2016, the FASB issued an ASU that further clarifies an ASU issued in 2014 on recognition of revenue arising from contracts with customers. The core principle underlying this ASU is that entities will recognize revenue to represent the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in such exchange. Leases are specifically excluded from this ASU and will be governed

by the applicable lease codification; however, this update may have implications in certain variable payment terms included in lease agreements and in sale and leaseback transactions. The ASU is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017. We are currently assessing the potential impact the adoption of this ASU will have on our consolidated financial statements.

In June 2016, the FASB issued an ASU that changes the impairment model for most financial instruments by requiring companies to recognize an allowance for expected losses, rather than incurred losses as required currently by the other-than-temporary impairment model. The ASU will apply to most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans, held-to-maturity debt securities, net investments in leases, and off-balance-sheet credit exposures (e.g., loan commitments). The ASU is effective for reporting periods beginning after December 15, 2019, with early adoption permitted, and will be applied as a cumulative adjustment to retained earnings as of the effective date. We are currently assessing the potential impact the adoption of this ASU will have on our consolidated financial statements.

2. Basis of presentation and summary of significant accounting policies (continued)

In August 2016, the FASB issued an ASU that provides guidance on classification of cash distributions received from equity method investments, including unconsolidated joint ventures. The ASU provides two approaches to determine the classification of cash distributions received: i) the “cumulative earnings” approach, under which distributions up to the amount of cumulative equity in earnings recognized will be classified as cash inflows from operating activities, and those in excess of that amount will be classified as cash inflows from investing activities, and ii) the “nature of the distribution” approach, under which distributions will be classified based on the nature of the underlying activity that generated cash distributions. Companies will elect either the “cumulative earnings” or the “nature of the distribution” approach. Entities that elect the “nature of the distribution” approach but lack the information to apply it will apply the cumulative earnings approach as an accounting change on a retrospective basis. The ASU is effective for reporting periods beginning after December 15, 2017, with early adoption permitted, and will be applied retrospectively (exceptions apply). During the nine months ended September 30, 2016, operating distributions received from our equity method investees aggregated approximately \$286 thousand and were classified as cash inflows from operating activities on our consolidated statements of cash flows. We expect to continue to utilize the “nature of the distribution” approach to classify distributions from our equity method investees after the adoption of this ASU.

## 3. Investments in real estate

Our consolidated investments in real estate consisted of the following as of September 30, 2016, and December 31, 2015 (in thousands):

|   | September<br>30, 2016 | December<br>31, 2015 |
|---|-----------------------|----------------------|
| North America:  |                       |                      |
| Land (related to rental properties)   | \$763,794             | \$677,649            |
| Buildings and building improvements   | 7,109,271             | 6,644,634            |
| Other improvements  | 371,888               | 260,605              |
| Rental properties   | 8,244,953             | 7,582,888            |
| Development and redevelopment projects (under construction or pre-construction) | 875,717               | 917,706              |
| Future value-creation projects  | 238,728               | 206,939              |
| Value-creation pipeline   | 1,114,445             | 1,124,645            |
| Gross investments in real estate – North America                                | 9,359,398             | 8,707,533            |
| Less: accumulated depreciation  | (1,473,064 )          | (1,299,548 )         |
| Net investments in real estate – North America                                  | 7,886,334             | 7,407,985            |
| Net investments in real estate – Asia   | 52,845                | (1) 221,937          |
| Investments in real estate  | \$7,939,179           | \$7,629,922          |

(1) Refer to “Assets located in Asia” in Note 14 – “Assets Classified as Held for Sale” to these unaudited consolidated financial statements for further information.

## Acquisitions

In June 2016, we entered into a definitive agreement to acquire One Kendall Square, a 644,771 RSF, seven-building collaborative science and technology campus located in our Cambridge urban innovation cluster submarket in Greater Boston. One Kendall Square also includes an entitled land parcel providing for a near-term ground-up development of a new 172,500 square foot building. The purchase price is \$725.0 million, including the assumption of a \$203.0 million secured note payable. The secured note payable has a maturity date of February 2024, and a contractual interest rate of 4.82%. We are in the process of obtaining approval by the lender for the assumption of the secured note payable and expect to close the One Kendall Square acquisition in the fourth quarter of 2016. The One Kendall Square acquisition is subject to customary closing conditions, and there is no assurance that the One Kendall Square acquisition will be completed, or will be completed in the time frame, on the terms or in the manner currently anticipated. Refer to “Forward Equity Sales Agreements” in Note 12 – “Stockholders’ Equity” to these unaudited consolidated financial statements for further discussion.

In October 2016, we acquired Torrey Ridge Science Center, a 294,993 RSF, three-building collaborative life science campus located in the heart of our Torrey Pines submarket of San Diego for a purchase price of \$182.5 million. The campus is 87.1% occupied and we expect an initial stabilized cash yield of 6.8% at stabilization in the first half of 2018 upon completion of near-term renewals/re-leasing of acquired below-market leases and the conversion of 75,953 RSF existing shell and office space into office/laboratory space.

We have an executed agreement for the acquisition of 88 Bluxome Street in our Mission Bay/SoMa submarket of San Francisco for a purchase price of \$140.0 million. We are pursuing entitlements for the ground-up development of 1,070,925 RSF, which represents estimated total anticipated RSF upon completion of entitlements for construction of two office buildings in separate phases. The closing date of this acquisition may be deferred to the first quarter of 2017. Upon completion of the acquisition, the seller may lease the property for a term of one year or more depending on certain factors.

### 3. Investments in real estate (continued)

#### Investments in consolidated real estate joint ventures

In June 2016, we entered into a joint venture agreement with an institutional investor, TIAA Global Asset Management and affiliates (“TIAA”), to sell a 45% partial interest in 10290 Campus Point Drive, a 304,326 RSF redevelopment project in our University Town Center submarket of San Diego, 100% leased to Eli Lilly and Company.

The sale of a partial interest in 10290 Campus Point Drive closed on June 29, 2016. Gross proceeds received from our partner as a result of the sale of a partial interest in 10290 Campus Point Drive through September 30, 2016, were \$68.6 million. We retained a controlling interest in the joint venture following the sale and, therefore, continued to consolidate this entity. As a result, we accounted for the proceeds received as an equity financing transaction. The difference of \$537 thousand between the aggregate proceeds of \$68.6 million received through September 30, 2016, and our cost basis of \$68.0 million was recorded as a reduction to additional paid-in capital. This transaction did not qualify as a sale of real estate and did not result in purchase accounting adjustments to the carrying value.

Accordingly, the carrying amounts of our partner’s share of assets and liabilities are reported at historical cost. Our partner is expected to fund substantially all of the remaining costs to complete the redevelopment at 10290 Campus Point Drive and other construction costs of common areas in the campus. We expect to receive additional proceeds from our partner aggregating \$37.7 million, which will be used to fund construction.

Additionally, in June 2016, we entered into a separate joint venture agreement with TIAA to sell a 45% partial interest in 10300 Campus Point Drive in our University Town Center submarket of San Diego, consisting of 449,759 RSF primarily leased to Celgene Corporation, Eli Lilly and Company, and The Regents of the University of California. The sale of a partial interest in 10300 Campus Point Drive is expected to close in the fourth quarter of 2016. Total gross proceeds from this sale are estimated to be \$150.0 million and are expected to be received primarily in the fourth quarter of 2016.

As of September 30, 2016, we have four real estate joint ventures with TIAA, which are VIEs. Through these joint ventures, we own partial interests in the following Class A properties: (i) 225 Binney Street in our Cambridge submarket, (ii) 1500 Owens Street in our Mission Bay/SoMa submarket, (iii) 409/499 Illinois Street in our Mission Bay/SoMa submarket, and (iv) 10290 Campus Point Drive in our University Town Center submarket.

Under each of these real estate joint venture arrangements, we are the managing member and earn a fee for continuing to manage the day-to-day operations of each property and, in the case of 10290 Campus Point Drive, for managing the redevelopment construction of the project.

For each of our joint ventures with TIAA, we first evaluated the partially owned legal entity that owns the property under the variable interest model to determine whether each entity met any of the three characteristics of a VIE, which are as follows:

1)The entity does not have sufficient equity to finance its activities without additional subordinated financial support. Each joint venture has significant equity at risk to fund its activities, as the ventures are primarily capitalized by contributions from the members and could obtain, if necessary, non-recourse commercial financing arrangements on customary terms.

2)The entity is established with non-substantive voting rights.

The voting rights of each joint venture require both members to approve major decisions, which results in voting rights that are disproportionate to the members’ economic interest. However, the activities of each joint venture are

conducted on behalf of both members, so the voting rights, while disproportionate, are substantive.

3) The equity holders, as a group, lack the characteristics of a controlling financial interest, as evidenced by lack of substantive kick-out rights or substantive participating rights.

• The institutional investor lacks substantive kick-out rights as it may not remove us as the managing member without cause.

• The institutional investor also lacks substantive participating rights as day-to-day control is vested in us as the managing member and the major decisions that require unanimous consent are primarily protective in nature.

Based on the analysis detailed in Note 2 – “Basis of Presentation and Summary of Significant Accounting Policies” to these unaudited consolidated financial statements, the institutional investor, as the non-managing member of each of the four joint ventures, lacks the characteristics of a controlling financial interest in each of the joint ventures because it does not have substantive kick-out rights or substantive participating rights. Therefore, the joint ventures meet the criteria to be considered VIEs and accordingly, are evaluated for consolidation under the VIE model.



## 3. Investments in real estate (continued)

After determining that these joint ventures are VIEs, we determined that we are the primary beneficiary of each real estate joint venture, as, in our capacity as managing member, we have the power to make decisions that most significantly impact operations and economic performance of the joint ventures. In addition, through our investment in each joint venture, we have the right to receive benefits and participate in losses that can be significant to the VIEs. Based on this evaluation, we concluded that we are the primary beneficiary of each joint venture, and therefore, we consolidate each entity.

The following table aggregates the balance sheet information of our consolidated VIEs as of September 30, 2016 and December 31, 2015 (in thousands):

|   | September 30, December 31, |            |
|---|----------------------------|------------|
|   | 2016                       | 2015       |
| Investments in real estate                              | \$ 802,266                 | \$ 608,474 |
| Cash and cash equivalents                               | 37,566                     | 2,060      |
| Other assets  | 40,863                     | 37,633     |
| Total assets  | \$ 880,695                 | \$ 648,167 |
| Secured notes payable                                   | \$ —                       | \$ —       |
| Other liabilities                                       | 75,865                     | 38,666     |
| Total liabilities                                       | 75,865                     | 38,666     |
| Alexandria Real Estate Equities, Inc.'s share of equity | 432,735                    | 307,220    |
| Noncontrolling interests' share of equity               | 372,095                    | 302,281    |
| Total liabilities and equity                            | \$ 880,695                 | \$ 648,167 |

In determining whether to aggregate the balance sheet information of our consolidated VIEs, we considered the similarity of each VIE, including the primary purpose of these entities to own, manage, operate, and lease real estate properties owned by the VIEs, and the similar nature of our involvement in each VIE as a managing member. Due to the similarity of the characteristics of each VIE, we present the balance sheet information of these entities on an aggregated basis.

There are no creditors or other partners of our consolidated VIEs who have recourse to our general credit. Our maximum exposure to all our VIEs is limited to our variable interests in each VIE.

## Purchase of noncontrolling interest

During the nine months ended September 30, 2016, we completed the purchase of the remaining outstanding noncontrolling interest in our campus at Alexandria Technology Square<sup>®</sup> in our Cambridge submarket. For additional information, refer to Note 13 – “Noncontrolling Interests” to these unaudited consolidated financial statements.

## Sale of real estate assets and related impairment charges

In April 2016, we completed the sale of a 71,000 RSF R&D/warehouse property, located at 16020 Industrial Drive in our Gaithersburg submarket of Maryland, for approximately \$6.4 million at no gain or loss.

In May 2016, management committed to the sale of a 4.6-acre land parcel, located at 14 Firstfield Road in our Gaithersburg submarket of Maryland and evaluated the asset under the held for sale impairment model. Accordingly,

we assessed the fair value of the property and determined that the carrying value of the property exceeded its fair value. As a result, we recognized an impairment charge of \$863 thousand in May 2016. In June 2016, we completed the sale of the property for approximately \$3.5 million at no gain or loss.

In September 2016, we sold land parcels aggregating 1.3 acres in our non-cluster market in North America for approximately \$5.2 million and recognized a gain of \$90 thousand in connection with this sale.

For information on assets held for sale and assets sold in Asia, refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” to these unaudited consolidated financial statements.

## 4. Investments in unconsolidated real estate joint ventures

## 360 Longwood Avenue

We have a 27.5% effective interest in this real estate joint venture that is currently developing a building aggregating 413,799 RSF in our Longwood Medical Area submarket of Greater Boston. The cost at completion for this real estate project is expected to be approximately \$350 million. As of September 30, 2016, the joint venture had 313,407 RSF, or 76% of the project, leased and in service. Our equity investment in this real estate joint venture was \$50.2 million as of September 30, 2016. The real estate joint venture has a non-recourse, secured construction loan (“Longwood Construction Loan”) that includes the following key terms (dollars in thousands):

| Tranche                              | Maturity Date                | Stated Rate | Outstanding Balance | Remaining Commitments | Total      |
|--------------------------------------|------------------------------|-------------|---------------------|-----------------------|------------|
| Fixed rate                           | April 1, 2017 <sup>(1)</sup> | 5.25 %      | \$ 173,226          | \$ 2,015              | \$ 175,241 |
| Floating rate <sup>(2)</sup>         | April 1, 2017 <sup>(1)</sup> | L+3.75 %    | 8,081               | 29,878                | 37,959     |
|                                      |                              |             | 181,307             | \$ 31,893             | \$ 213,200 |
| Unamortized deferred financing costs |                              |             | 235                 |                       |            |
|                                      |                              |             | \$ 181,072          |                       |            |

(1) We have two, one-year options to extend the stated maturity date to April 1, 2019, subject to certain conditions.

(2) Borrowings under the floating rate tranche have an interest rate floor equal to 5.25%, and are subject to an interest rate cap on LIBOR of 3.50%.

## 1455/1515 Third Street

We have a real estate joint venture with an affiliate of Uber Technologies, Inc. (“Uber”), for the development of two buildings aggregating 422,980 RSF at 1455/1515 Third Street in our Mission Bay/SoMa submarket of San Francisco. We have a 51% interest, and Uber has a 49% interest, in this real estate joint venture. The project is 100% leased to Uber for a 15-year term. Our equity investment in the real estate joint venture aggregated \$83.4 million as of September 30, 2016.

As described in Note 2 – “Basis of Presentation and Summary of Significant Accounting Policies” to these unaudited consolidated financial statements, we evaluate each of our unconsolidated real estate joint ventures, which are limited liability companies, using the consolidation guidance under the variable interest model first, and then under the voting model if the entity is not a VIE. We evaluated our 360 Longwood Avenue joint venture (27.5% interest held by the Company) and our 1455/1515 Third Street joint venture (51% interest held by the Company) under the variable interest model, based upon the following characteristics of a VIE:

1) The entity does not have sufficient equity to finance its activities without additional subordinated financial support.  
 360 Longwood Avenue – This entity has significant equity and non-recourse financing in place to fund the remainder of the development.

1455/1515 Third Street – This entity has significant equity, and non-recourse financing is available, to fund the remainder of the development.

2) The entity is established with non-substantive voting rights.

360 Longwood Avenue – Our 27.5% economic interest in 360 Longwood Avenue consists of an interest in a real estate joint venture with a development partner. The joint venture with our development partner holds an interest in the property with an institutional investor. Our development partner is responsible for the day-to-day management of

construction and development activities, and we are responsible for the day-to-day administrative operations of components of the property once it is placed into service following development completion. At the property level, all major decisions (including the development plan, annual budget, leasing plan, and financing plan) require approval of all three investors. Although voting rights within the structure are disproportionate to the members' economic interests, the activities of the ventures are conducted on behalf of all members, and therefore, the voting rights, while disproportionate, are substantive.

18

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4. Investments in unconsolidated real estate joint ventures (continued)

1455/1515 Third Street – We hold a 51% economic interest in this real estate joint venture, and our joint venture partner holds a 49% economic interest. However, both members are required to approve major decisions, resulting in equal voting rights. Although voting rights within the structure are disproportionate to the members' economic interests, the activities of the ventures are conducted on behalf of both members, and therefore, the voting rights, while disproportionate, are substantive.

3) The equity holders, as a group, lack the characteristics of a controlling financial interest, as evidenced by lack of substantive kick-out rights or substantive participating rights.

360 Longwood Avenue – The other members have significant participating rights, including the day-to-day management of development activities and the participation in decisions related to the operations of the property.

1455/1515 Third Street – Our joint venture partner has significant participating rights, including joint decision making for the design of the project, overall development costs, future potential financing and operating activities of the joint venture, and disposal of the assets held by the joint venture.

Since the joint ventures do not meet the VIE criteria, we determined that these entities do not qualify for evaluation under the VIE model. Therefore, we evaluate each of these joint ventures under the voting model. Under the voting model, we consolidate the entity if we determine that we, directly or indirectly, have greater than 50% of the voting shares and that noncontrolling equity holders do not have substantive participating rights.

For our 360 Longwood Avenue joint venture, our interest is limited to 27.5%, and since we do not have other contractual rights, we account for this joint venture under the equity method of accounting.

For our 1455/1515 Third Street joint venture, both members have substantive participating rights, and therefore, we also account for this joint venture under the equity method of accounting.

## 5. Investments

We hold equity investments in certain publicly traded companies and investments in certain privately held entities and limited partnerships primarily involved in the science and technology industries. All of our equity investments in actively traded public companies are considered available-for-sale and are reflected in the accompanying consolidated balance sheets at fair value. Our investments in privately held entities are primarily accounted for under the cost method.

Investments in available-for-sale equity securities with gross unrealized losses as of September 30, 2016, had been in a continuous unrealized loss position for less than 12 months. We have the ability and intent to hold these investments for a reasonable period of time sufficient for the recovery of our investment. We believe that these unrealized losses are temporary. Accordingly, there are no other-than-temporary impairments in accumulated other comprehensive income related to available-for-sale equity securities as of September 30, 2016, or December 31, 2015.

The following table summarizes our investments as of September 30, 2016, and December 31, 2015 (in thousands):

|   | September<br>30, 2016 | December<br>31, 2015 |
|---|-----------------------|----------------------|
| Available-for-sale equity securities, cost basis    | \$40,090              | \$20,022             |
| Unrealized gains                                    | 33,182                | 118,392              |
| Unrealized losses                                   | (4,265 )              | (793 )               |
| Available-for-sale equity securities, at fair value | 69,007                | 137,621              |
| Investments accounted for under cost method         | 251,982               | 215,844              |
| Total investments                                   | \$320,989             | \$353,465            |

We periodically assess our investments in privately held companies accounted for under the cost method for other-than-temporary impairment. If a decline in the fair value of an investment below the carrying value is determined to be other than temporary, such investment is written down to its estimated fair value with a charge to current earnings. During the three months ended September 30, 2016, we determined there was an other-than-temporary impairment on certain of our cost method investments and wrote the investment down to fair value. The impairment charge is included in the investment losses for the three and nine months ended September 30, 2016, presented in the table below, which outlines the components of our investment income classified within other income in the accompanying consolidated statements of income (in thousands):

|                   | Three Months<br>Ended<br>September 30,<br>2016 |          | Nine Months<br>Ended September<br>30,<br>2015 |           |
|-------------------|--|----------|---|-----------|
| Investment gains  | \$8,115  | \$8,658  | \$28,721                                      | \$22,368  |
| Investment losses | (3,849 )                                       | (3,280 ) | (10,670 )                                     | (11,157 ) |
| Investment income | \$4,266  | \$5,378  | \$18,051                                      | \$11,211  |

## 6. Other assets

The following table summarizes the components of other assets as of September 30, 2016, and December 31, 2015 (in thousands):

|   | September<br>30, 2016 | December<br>31, 2015 |
|---|-----------------------|----------------------|
| Acquired below-market ground leases                                       | \$ 12,970             | \$ 13,142            |
| Acquired in-place leases  | 24,616                | 27,997               |
| Deferred compensation plan  | 10,667                | 8,489                |
| Deferred financing costs – \$1.65 billion unsecured senior line of credit | 15,168                | 11,909               |
| Deposits  | 75,474                | (1) 3,713            |
| Furniture, fixtures, and equipment, net                                   | 13,379                | 13,682               |
| Interest rate hedge assets  | 180                   | 596                  |
| Notes receivable  | 6,876                 | 16,630               |
| Prepaid expenses  | 13,945                | 17,651               |
| Real estate   | 18,612                | —                    |
| Other assets  | 14,246                | 19,503               |
| Total   | \$ 206,133            | \$ 133,312           |

(1) Includes a \$60.0 million deposit for the acquisition of One Kendall Square located in our Cambridge urban innovation cluster submarket of Greater Boston.

## 7. Fair value measurements

We are required to disclose fair value information about all financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate fair value. We measure and disclose the estimated fair value of financial assets and liabilities utilizing a fair value hierarchy that distinguishes between data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. This hierarchy consists of three broad levels, as follows: (i) quoted prices in active markets for identical assets or liabilities, (ii) significant other observable inputs, and (iii) significant unobservable inputs. Significant other observable inputs can include quoted prices for similar assets or liabilities in active markets, as well as inputs that are observable for the asset or liability, such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Significant unobservable inputs are typically based on an entity's own assumptions, since there is little, if any, related market activity. In instances in which the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level of input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. There were no transfers between the levels in the fair value hierarchy during the nine months ended September 30, 2016 and 2015.

The following tables set forth the assets and liabilities that we measure at fair value on a recurring basis by level within the fair value hierarchy as of September 30, 2016, and December 31, 2015 (in thousands):

| Description                          | Total     | September 30, 2016                 |                                     |                                 |
|--------------------------------------|-----------|------------------------------------|-------------------------------------|---------------------------------|
|                                      |           | Quoted Prices for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs |
| Assets:                              |           |                                    |                                     |                                 |
| Available-for-sale equity securities | \$69,007  | \$69,007                           | \$ —                                | \$ —                            |
| Interest rate hedge agreements       | \$180     | \$—                                | \$ 180                              | \$ —                            |
| Liabilities:                         |           |                                    |                                     |                                 |
| Interest rate hedge agreements       | \$7,705   | \$—                                | \$ 7,705                            | \$ —                            |
| Description                          | Total     | December 31, 2015                  |                                     |                                 |
|                                      |           | Quoted Prices for Identical Assets | Significant Other Observable Inputs | Significant Unobservable Inputs |
| Assets:                              |           |                                    |                                     |                                 |
| Available-for-sale equity securities | \$137,621 | \$137,621                          | \$ —                                | \$ —                            |
| Interest rate hedge agreements       | \$596     | \$—                                | \$ 596                              | \$ —                            |
| Liabilities:                         |           |                                    |                                     |                                 |
| Interest rate hedge agreements       | \$4,314   | \$—                                | \$ 4,314                            | \$ —                            |

The carrying values of cash and cash equivalents, restricted cash, tenant receivables, other assets, accounts payable, accrued expenses, and tenant security deposits approximate fair value. Our available-for-sale equity securities and our interest rate hedge agreements have been recognized at fair value. Refer to Note 5 – “Investments” and Note 9 – “Interest Rate Hedge Agreements” to these unaudited consolidated financial statements for further details. The fair values of our secured notes payable, unsecured senior notes payable, \$1.65 billion unsecured senior line of credit, and unsecured senior bank term loans were estimated using widely accepted valuation techniques, including discounted cash flow analyses using significant other observable inputs such as available market information on discount and borrowing rates with similar terms, maturities, and credit ratings. Because the valuations of our financial instruments are based on these types of estimates, the actual fair value of our financial instruments may differ materially if our estimates do



not prove to be accurate. Additionally, the use of different market assumptions or estimation methods may have a material effect on the estimated fair value amounts.

## 7. Fair value measurements (continued)

As of September 30, 2016, and December 31, 2015, the book and estimated fair values of our available-for-sale equity securities, interest rate hedge agreements, secured notes payable, unsecured senior notes payable, \$1.65 billion unsecured senior line of credit, and unsecured senior bank term loans were as follows (in thousands):

|  | September 30, 2016 |             | December 31, 2015 |             |
|--|--------------------|-------------|-------------------|-------------|
|  | Book Value         | Fair Value  | Book Value        | Fair Value  |
| <b>Assets:</b>                                 |                    |             |                   |             |
| Available-for-sale equity securities           | \$69,007           | \$69,007    | \$137,621         | \$137,621   |
| Interest rate hedge agreements                 | \$180              | \$180       | \$596             | \$596       |
| <b>Liabilities:</b>                            |                    |             |                   |             |
| Interest rate hedge agreements                 | \$7,705            | \$7,705     | \$4,314           | \$4,314     |
| Secured notes payable                          | \$789,450          | \$802,722   | \$809,818         | \$832,342   |
| Unsecured senior notes payable                 | \$2,377,482        | \$2,551,835 | \$2,030,631       | \$2,059,855 |
| \$1.65 billion unsecured senior line of credit | \$416,000          | \$415,962   | \$151,000         | \$151,450   |
| Unsecured senior bank term loans               | \$746,162          | \$750,746   | \$944,243         | \$951,098   |

## Nonrecurring fair value measurements

Refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” to these unaudited consolidated financial statements for further discussion.

## 8. Secured and unsecured senior debt

The following table summarizes our secured and unsecured senior debt as of September 30, 2016 (dollars in thousands):

|  | Fixed-Rate/<br>Variable-Rate | Hedged/<br>Unhedged<br>Variable-Rate | Unhedged<br>Variable-Rate | Total        | Percentage | Weighted-Average    |                                 |
|--|------------------------------|--------------------------------------|---------------------------|--------------|------------|---------------------|---------------------------------|
|  |                              |                                      |                           |              |            | Rate <sup>(1)</sup> | Remaining<br>Term<br>(in years) |
| Secured notes payable                          | \$ 419,276                   |                                      | \$ 370,174                | \$ 789,450   | 18.2 %     | 3.34%               | 2.6                             |
| Unsecured senior notes payable                 | 2,377,482                    |                                      | —                         | 2,377,482    | 55.0       | 4.14                | 7.5                             |
| \$1.65 billion unsecured senior line of credit | 200,000                      |                                      | 216,000                   | 416,000      | 9.6        | 1.52                | 5.1                             |
| 2019 Unsecured Senior Bank Term Loan           | 398,355                      |                                      | —                         | 398,355      | 9.2        | 3.03                | 2.3                             |
| 2021 Unsecured Senior Bank Term Loan           | 347,807                      |                                      | —                         | 347,807      | 8.0        | 2.18                | 4.3                             |
| Total/weighted average                         | \$ 3,742,920                 |                                      | \$ 586,174                | \$ 4,329,094 | 100.0 %    | 3.49%               | 5.6                             |
| Percentage of total debt                       | 86%                          |                                      | 14%                       | 100%         |            |                     |                                 |

(1) See footnote 1 on the page 24 for additional information on weighted-average interest rate.

## 8. Secured and unsecured senior debt (continued)

The following table summarizes our outstanding indebtedness and respective principal payments as of September 30, 2016 (dollars in thousands):

| Debt   | Stated Rate             | Weighted-Average Interest Rate <sup>(1)</sup> | Maturity Date <sup>(2)</sup> | Principal Payments Remaining for the Periods Ending December 31, |          |       |         |         |            |           | Principal |
|--|-------------------------|---|------------------------------|--|----------|-------|---------|---------|------------|-----------|-----------|
|  |                         |   |                              | 2016   | 2017     | 2018  | 2019    | 2020    | Thereafter |           |           |
| Secured notes payable                                |                         |   |                              |  |          |       |         |         |            |           |           |
| Maryland   | 2.44 %                  | 2.81 %  | 1/20/17 <sup>(3)</sup>       | \$—  | \$76,000 | \$—   | \$—     | \$—     | \$—        | \$76,000  |           |
| Greater Boston                                       | L+1.35                  | 2.47  | 8/23/17 <sup>(4)</sup>       | —  | 210,464  | —     | —       | —       | —          | 210,464   |           |
| Greater Boston                                       | L+1.50                  | 1.85  | 1/28/19 <sup>(4)</sup>       | —  | —        | —     | 213,969 | —       | —          | 213,969   |           |
| Greater Boston                                       | L+2.00                  | 2.79  | 4/20/19 <sup>(4)</sup>       | —  | —        | —     | 64,256  | —       | —          | 64,256    |           |
| Greater Boston, San Diego, Seattle, and Maryland     | 7.75                    | 8.10  | 4/1/20                       | 437  | 1,833    | 1,979 | 2,140   | 104,351 | —          | 110,740   |           |
| San Diego  | 4.66                    | 4.99  | 1/1/23                       | 370  | 1,540    | 1,614 | 1,692   | 1,770   | 29,905     | 36,891    |           |
| Greater Boston                                       | 3.93                    | 3.18  | 3/10/23                      | —  | —        | 1,091 | 1,505   | 1,566   | 77,838     | 82,000    |           |
| San Francisco  | 6.50                    | 6.76  | 7/1/36                       | —  | 20       | 22    | 23      | 25      | 703        | 793       |           |
| Secured debt weighted-average interest rate/subtotal | 3.32 %                  | 3.34  |                              | 807  | 289,857  | 4,706 | 283,585 | 107,712 | 108,446    | 795,113   |           |
| 2019 Unsecured Senior Bank Term Loan                 |                         |   |                              |  |          |       |         |         |            |           |           |
| 2021 Unsecured Senior Bank Term Loan                 | L+1.20 %                | 3.03  | 1/3/19                       | —  | —        | —     | 400,000 | —       | —          | 400,000   |           |
| \$1.65 billion unsecured senior line of credit       | L+1.00 % <sup>(5)</sup> | 1.52  | 10/29/21                     | —  | —        | —     | —       | —       | 416,000    | 416,000   |           |
| Unsecured senior notes payable                       | 2.75 %                  | 2.95  | 1/15/20                      | —  | —        | —     | —       | 400,000 | —          | 400,000   |           |
| Unsecured senior notes payable                       | 4.60 %                  | 4.72  | 4/1/22                       | —  | —        | —     | —       | —       | 550,000    | 550,000   |           |
| Unsecured senior notes payable                       | 3.90 %                  | 4.02  | 6/15/23                      | —  | —        | —     | —       | —       | 500,000    | 500,000   |           |
| Unsecured senior notes payable                       | 4.30 %                  | 4.46  | 1/15/26                      | —  | —        | —     | —       | —       | 300,000    | 300,000   |           |
| Unsecured senior notes payable                       | 3.95 %                  | 4.11  | 1/15/27                      | —  | —        | —     | —       | —       | 350,000    | 350,000   |           |
| Unsecured senior notes payable                       | 4.50 %                  | 4.58  | 7/30/29                      | —  | —        | —     | —       | —       | 300,000    | 300,000   |           |
|  |                         | 3.52  |                              | —  | —        | —     | 400,000 | 400,000 | 2,766,000  | 3,566,000 |           |

|  |       |        |            |          |            |            |              |              |              |
|--|-------|--------|------------|----------|------------|------------|--------------|--------------|--------------|
| Unsecured debt weighted average/subtotal |       |        |            |          |            |            |              |              |              |
| Weighted-average interest rate/total     | 3.49% | \$ 807 | \$ 289,857 | \$ 4,706 | \$ 683,585 | \$ 507,712 | \$ 2,874,446 | \$ 4,361,113 | \$ 9,103,999 |
| Balloon payments                         |       | \$ —   | \$ 286,464 | \$ —     | \$ 678,226 | \$ 503,979 | \$ 2,866,487 | \$ 4,335,156 | \$ 9,070,112 |
| Principal amortization                   |       | 807    | 3,393      | 4,706    | 5,359      | 3,733      | 7,959        | 25,957       | 100,000      |
| Total debt                               |       | \$ 807 | \$ 289,857 | \$ 4,706 | \$ 683,585 | \$ 507,712 | \$ 2,874,446 | \$ 4,361,113 | \$ 9,103,999 |
| Fixed-rate/hedged variable-rate debt     |       | \$ 807 | \$ 153,393 | \$ 4,706 | \$ 445,359 | \$ 507,712 | \$ 2,658,446 | \$ 3,770,423 | \$ 8,835,938 |
| Unhedged variable-rate debt              |       | —      | 136,464    | —        | 238,226    | —          | 216,000      | 590,690      | 268,054      |
| Total debt                               |       | \$ 807 | \$ 289,857 | \$ 4,706 | \$ 683,585 | \$ 507,712 | \$ 2,874,446 | \$ 4,361,113 | \$ 9,103,999 |

(1) Represents the weighted-average interest rate as of the end of the applicable period, plus the impact of debt premiums/discounts, interest rate hedge agreements, and deferred financing costs.

(2) Reflects any extension options that we control.

(3) We intend to repay this loan in December 2016 in advance of its maturity date of January 20, 2017.

(4) Refer to “Secured Construction Loans” in Note 8 – “Secured and Unsecured Senior Debt” for options to extend maturity dates.

Our \$1.65 billion unsecured senior line of credit contains a feature that allows lenders to competitively bid on the interest rate for borrowings under the facility. This may result in an interest rate that is below the stated rate. In addition to the cost of borrowing, the facility is subject to an annual facility fee of 0.20%, based on the aggregate commitments. Unamortized deferred financing costs related to our \$1.65 billion unsecured senior line of credit are classified in other assets and are excluded from the calculation of the weighted-average interest rate.

## 8. Secured and unsecured senior debt (continued)

## 3.95% Unsecured senior notes payable

In June 2016, we completed a \$350.0 million public offering of our unsecured senior notes payable due on January 15, 2027, at a stated interest rate of 3.95%. The unsecured senior notes payable are unsecured obligations of the Company and are fully and unconditionally guaranteed by Alexandria Real Estate Equities, L.P., a 100% owned subsidiary of the Company. The unsecured senior notes payable rank equally in right of payment with all other unsecured senior indebtedness. However, the unsecured senior notes payable are subordinate to existing and future mortgages and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness) and to all existing and future preferred equity and liabilities, whether secured or unsecured, of the Company's subsidiaries, other than Alexandria Real Estate Equities, L.P. We used the net proceeds, after discounts and issuance costs, of \$344.7 million to repay outstanding principal borrowings under our \$1.65 billion unsecured senior line of credit.

## Amendment of unsecured senior line of credit and unsecured senior bank term loans

On July 29, 2016, we amended our unsecured senior line of credit (the "Amended Credit Agreement") and recognized a loss on early extinguishment of debt of approximately \$2.4 million related to the write-off of unamortized loan fees. The key changes are summarized below:

|               | Amended Agreement               | Prior Agreement |
|---------------|---------------------------------|-----------------|
| Commitments   | \$1.65 billion                  | \$1.50 billion  |
| Interest rate | LIBOR+1.00%                     | LIBOR+1.10%     |
| Maturity date | October 29, 2021 <sup>(1)</sup> | January 3, 2019 |

(1) Includes two, six-months options to extend from the stated maturity date of October 29, 2020, subject to certain conditions.

In addition, on July 29, 2016, we completed a partial principal repayment of \$200 million of our 2019 Unsecured Senior Bank Term Loan reducing the total outstanding balance from \$600 million to \$400 million, and recognized a loss on early extinguishment of debt of \$869 thousand related to the write-off of unamortized loan fees.

## Interest expense

The following table summarizes interest expense for the three and nine months ended September 30, 2016 and 2015 (in thousands):

|                      | Three Months Ended September 30, |          | Nine Months Ended September 30, |           |
|----------------------|----------------------------------|----------|---------------------------------|-----------|
|                      | 2016                             | 2015     | 2016                            | 2015      |
| Gross interest       | \$40,753                         | \$36,115 | \$116,520                       | \$105,427 |
| Capitalized interest | (14,903 )                        | (8,436 ) | (40,790 )                       | (27,844 ) |
| Interest expense     | \$25,850                         | \$27,679 | \$75,730                        | \$77,583  |

## Repayment of secured notes payable

During the nine months ended September 30, 2016, we repaid five secured notes payable aggregating \$231.0 million with a weighted-average effective interest rate of 5.29%.



## 8. Secured and unsecured senior debt (continued)

## Secured construction loans

The following table summarizes our secured construction loans as of September 30, 2016 (dollars in thousands):

| Property/Market                     | Stated Rate            | Maturity Date | Outstanding Balance | Remaining Commitments | Total Aggregate Commitments |
|-------------------------------------|------------------------|---------------|---------------------|-----------------------|-----------------------------|
| 75/125 Binney Street/Greater Boston | L+1.35%                | 8/23/17       | \$ 210,464          | \$ 39,936             | \$ 250,400                  |
| 50/60 Binney Street/Greater Boston  | L+1.50%                | 1/28/19       | 213,969             | 136,031               | 350,000                     |
| 100 Binney Street/Greater Boston    | L+2.00% <sup>(2)</sup> | 4/20/19       | 64,256              | 240,025               | 304,281                     |
|                                     |                        |               | \$ 488,689          | \$ 415,992            | \$ 904,681                  |

(1) We have two, one-year options to extend the stated maturity date to January 28, 2021, subject to certain conditions.

(2) Refer to Note 9 – “Interest Rate Hedge Agreements” to these unaudited consolidated financial statements for further information.

(3) We have two, one-year options to extend the stated maturity date to April 20, 2021, subject to certain conditions.

## 9. Interest rate hedge agreements

We use interest rate derivatives to hedge the variable cash flows associated with certain of our existing LIBOR-based variable-rate debt, including our \$1.65 billion unsecured senior line of credit, unsecured senior bank term loans, and secured notes payable, and to manage our exposure to interest rate volatility. Our derivative instruments include interest rate swaps and interest rate caps.

In our interest rate hedge agreements, the ineffective portion of the change in fair value is required to be recognized directly in earnings. During the nine months ended September 30, 2016 and 2015, our interest rate hedge agreements were 100% effective; as a result, no hedge ineffectiveness was recognized in earnings. Changes in fair value, including accrued interest and adjustments for non-performance risk, on the effective portion of our interest rate hedge agreements that are designated and that qualify as cash flow hedges are classified in accumulated other comprehensive income. Amounts classified in accumulated other comprehensive income are subsequently reclassified into earnings in the period during which the hedged transactions affect earnings. During the next 12 months, we expect to reclassify approximately \$5.2 million in accumulated other comprehensive income to earnings as an increase to interest expense. As of September 30, 2016, and December 31, 2015, the fair values of our interest rate swap and cap agreements aggregating an asset balance were classified in other assets, and the fair value of our interest rate swap agreements aggregating a liability balance were classified in accounts payable, accrued expenses, and tenant security deposits, based upon their respective fair values, without any offsetting pursuant to master netting agreements. Refer to Note 7 – “Fair Value Measurements” to these unaudited consolidated financial statements for further details. Under our interest rate hedge agreements, we have no collateral posting requirements.

The Company has agreements with certain of its derivative counterparties that contain a provision wherein (i) the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company’s default on the indebtedness; or (ii) if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. If the Company had breached any of these provisions as of September 30, 2016, it could have been required to settle its obligations under the agreements at their termination value of \$7.5 million.





## 9. Interest rate hedge agreements (continued)

We had the following outstanding interest rate hedge agreements that were designated as cash flow hedges of interest rate risk as of September 30, 2016 (dollars in thousands):

| Interest Rate Hedge Type | Effective Date    | Maturity Date  | Number of Contracts | Weighted-Average Interest Pay/Cap Rate <sup>(1)</sup> | Fair Value as of 9/30/16 | Notional Amount in Effect as of |             |             |           |
|--------------------------|-------------------|----------------|---------------------|---|--------------------------|---------------------------------|-------------|-------------|-----------|
|                          |                   |                |                     |   |                          | 9/30/16                         | 12/31/16    | 12/31/17    | 12/31/18  |
| Swap                     | September 1, 2015 | March 31, 2017 | 2                   | 0.57%   | \$18                     | \$100,000                       | \$100,000   | \$—         | \$—       |
| Swap                     | March 31, 2016    | March 31, 2017 | 11                  | 1.15%   | (2,691 )                 | 1,000,000                       | 1,000,000   | —           | —         |
| Swap                     | March 31, 2017    | March 31, 2018 | 15                  | 1.31%   | (4,592 )                 | —                               | —           | 900,000     | —         |
| Swap                     | March 29, 2018    | March 31, 2019 | 6                   | 1.01%   | (374 )                   | —                               | —           | —           | 450,000   |
| Cap                      | July 29, 2016     | April 20, 2019 | 2                   | 2.00%   | 114                      | 40,000                          | 55,000      | 126,000     | 150,000   |
| Total                    |                   |                |                     |   | \$(7,525) <sup>(2)</sup> | \$1,140,000                     | \$1,155,000 | \$1,026,000 | \$600,000 |

In addition to the interest pay rate for each swap agreement, interest is payable at an applicable margin over (1) LIBOR for borrowings outstanding as of September 30, 2016, as listed under the column heading “Stated Rate” in our summary table of outstanding indebtedness and respective principal payments under Note 8 – “Secured and Unsecured Senior Debt” to these unaudited consolidated financial statements.

This total represents the net of the fair value of interest rate hedges in a liability position of \$7.7 million and fair (2) value of interest rate hedges in an asset position of \$180 thousand. Refer to Note 7 – “Fair Value Measurements” to these unaudited consolidated financial statements for further information.

## 10. Accounts payable, accrued expenses, and tenant security deposits

The following table summarizes the components of accounts payable, accrued expenses, and tenant security deposits as of September 30, 2016, and December 31, 2015 (in thousands):

|  | September 30, 2016 | December 31, 2015 |
|--|--------------------|-------------------|
| Accounts payable and accrued expenses      | \$269,915          | \$239,838         |
| Acquired below-market leases               | 22,940             | 26,018            |
| Conditional asset retirement obligations   | 3,636              | 5,777             |
| Deferred rent liabilities                  | 34,783             | 27,664            |
| Interest rate hedge liabilities            | 7,705              | 4,314             |
| Unearned rent and tenant security deposits | 218,309            | 211,605           |
| Other liabilities                          | 47,893             | 74,140            |
| Total                                      | \$605,181          | \$589,356         |

Some of our properties may contain asbestos, which, under certain conditions, requires remediation. Although we believe that the asbestos is appropriately contained in accordance with environmental regulations, our practice is to remediate the asbestos upon the development or redevelopment of the affected property. We recognize a liability for the fair value of a conditional asset retirement obligation (including asbestos) when the fair value of the liability can

be reasonably estimated. In addition, for certain properties, we have not recognized an asset retirement obligation when there is an indeterminate settlement date for the obligation because the period in which we may remediate the obligation may not be estimated with any level of precision to provide for a meaningful estimate of the retirement obligation. These conditional asset retirement obligations are included in the table above.

## 11. Earnings per share

We use income from continuing operations attributable to Alexandria's common stockholders as the "control number" in determining whether potential common shares are dilutive or antidilutive to EPS. Pursuant to the presentation and disclosure literature on gains or losses on sales or disposals by REITs and EPS required by the SEC and the FASB, gains or losses on sales or disposals by a REIT that do not qualify as discontinued operations are classified below income from discontinued operations in the consolidated statements of income and included in the numerator for the computation of EPS for income from continuing operations.

In July 2016, we executed an offering, subject to forward equity sales agreements, to sell an aggregate of 7.5 million shares of common stock, including 975,000 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares of our common stock, at a public offering price of \$101.00 per share, subject to customary contractual price adjustments. Net proceeds, after issuance costs and underwriters' discount, of \$724.0 million, will be further adjusted as provided in the forward equity sales agreements. The forward equity sales agreements allowed us to lock in the price of the shares (subject to certain adjustments) to fund the pending acquisition of One Kendall Square. We expect to settle the forward equity sales agreements by issuing the common stock in the fourth quarter of 2016 after obtaining approval by the lender to assume the One Kendall Square loan and completing the acquisition of One Kendall Square. Refer to "Acquisitions" in Note 3 – "Investments in Real Estate" and "Forward Equity Sales Agreements" in Note 12 – "Stockholders' Equity" to these unaudited consolidated financial statements for further discussion.

Weighted average shares outstanding – diluted used in computation of EPS for the three months ended September 30, 2016 include shares from the assumed issuance of 7.5 million shares pursuant to the settlement of the forward equity sales agreements at the contractual price, less assumed repurchase of common shares at the average market price using the net proceeds of \$724.0 million from the forward equity sales agreements. The impact to our weighted average shares – diluted for the three months ended September 30, 2016 was 751 thousand weighted average incremental shares. Conversely, these shares were not included in the calculation of diluted EPS for the nine months ended September 30, 2016 as the Company had a net loss during that period and, therefore, the effect of the forward equity sales agreements was antidilutive. For purposes of calculating diluted EPS, we did not assume conversion of our 7.00% Series D cumulative convertible preferred stock for the three and nine months ended September 30, 2016 and 2015, since the impact was antidilutive to EPS attributable to Alexandria Real Estate Equities, Inc.'s common stockholders from continuing operations during those periods. Our 6.45% Series E cumulative redeemable preferred stock is not convertible to common stock and, therefore, is not dilutive.

We account for unvested restricted stock awards that contain nonforfeitable rights to dividends as participating securities and include these securities in the computation of EPS using the two-class method. Our 7.00% Series D cumulative convertible preferred stock and forward equity sales agreements are not participating securities, and are not included in the computation of EPS using the two-class method. Under the two-class method, we allocate net income after preferred stock dividends, preferred stock redemption charge, and amounts attributable to noncontrolling interests to common stockholders and unvested restricted stock awards based on their respective participation rights to dividends declared (or accumulated) and undistributed earnings.

## 11. Earnings per share (continued)

The table below is a reconciliation of the numerators and denominators of the basic and diluted EPS computations for the three and nine months ended September 30, 2016 and 2015 (in thousands, except per share amounts):

|  | Three Months<br>Ended September<br>30, |          | Nine Months Ended<br>September 30, |           |
|--|--|----------|------------------------------------|-----------|
|  | 2016                                   | 2015     | 2016                               | 2015      |
| Income (loss) from continuing operations   | \$28,469                               | \$39,699 | \$(69,681 )                        | \$103,180 |
| Gain on sales of real estate – land parcels  | 90                                     | —        | 90                                 | —         |
| Net income attributable to noncontrolling interests  | (4,084 )                               | (170 )   | (11,614 )                          | (925 )    |
| Dividends on preferred stock   | (5,007 )                               | (6,247 ) | (16,388 )                          | (18,740 ) |
| Preferred stock redemption charge  | (13,095 )                              | —        | (25,614 )                          | —         |
| Net income attributable to unvested restricted stock awards  | (921 )                                 | (623 )   | (2,807 )                           | (1,736 )  |
| Numerator for basic and diluted EPS – net income (loss) from continuing operations attributable to Alexandria Real Estate Equities, Inc.’s common stockholders | 5,452                                  | 32,659   | (126,014 )                         | 81,779    |
| Loss from discontinued operations  | —                                      | —        | —                                  | (43 )     |
| Numerator for basic and diluted EPS – net income (loss) attributable to Alexandria Real Estate Equities, Inc.’s common stockholders                            | \$5,452                                | \$32,659 | \$(126,014 )                       | \$81,736  |
| Denominator for basic EPS – weighted-average shares of common stock outstanding  | 76,651                                 | 71,500   | 74,526                             | 71,426    |
| Dilutive effect of forward equity sales agreements   | 751                                    | —        | —                                  | —         |
| Denominator for diluted EPS – adjusted – weighted-average shares of common stock outstanding   | 77,402                                 | 71,500   | 74,526                             | 71,426    |
| Net income (loss) per share attributable to Alexandria Real Estate Equities, Inc.’s common stockholders – basic and diluted:                                   |  |          |                                    |           |
| Continuing operations  | \$0.07                                 | \$0.46   | \$(1.69 )                          | \$1.14    |
| Discontinued operations  | —                                      | —        | —                                  | —         |
| Net income (loss) per share  | \$0.07                                 | \$0.46   | \$(1.69 )                          | \$1.14    |

## 12. Stockholders’ equity

## “At the market” common stock offering program

During the six months ended June 30, 2016, we completed our “at the market” common stock offering program that was established in December 2015, which allowed us to sell up to an aggregate of \$450.0 million of our common stock. In December 2015, we sold an aggregate of 832,982 shares of common stock for a gross proceeds of \$75.0 million, or \$90.04 per share, and net proceeds of approximately \$73.4 million. During the six months ended June 30, 2016, we sold an aggregate of 3.9 million shares of common stock for gross proceeds of \$374.3 million, or \$94.80 per share, and net proceeds of approximately \$367.8 million. We used the proceeds from the sales initially to reduce amounts outstanding under our \$1.65 billion unsecured senior line of credit. As of September 30, 2016, there was no remaining availability under our “at the market” program.

In October 2016, we established a new “at the market” common stock offering program, which allows us to sell up to an aggregate of \$600.0 million of our common stock. In October 2016, we sold an aggregate of 1.4 million shares of common stock for gross proceeds of \$150.0 million, or \$104.28 per share, and net proceeds of approximately \$147.7

million.

29

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## 12. Stockholders' equity (continued)

### Forward equity sales agreements

In July 2016, we executed an offering, subject to forward equity sales agreements, to sell an aggregate of 7.5 million shares of common stock, including 975,000 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares of our common stock, at a public offering price of \$101.00 per share. Net proceeds, after issuance costs and underwriters' discount, of \$724.0 million, will be further adjusted as provided in the forward equity sales agreements. The forward equity sales agreements allowed us to lock in the price of the shares (subject to certain adjustments) to fund the pending acquisition of One Kendall Square. Settlement may be (i) physical delivery of shares of our common stock for cash, (ii) net cash settlement, whereby we will either pay or receive the difference between the forward contract price and the weighted average market price for our common stock at the time of settlement, or (iii) net share settlement, whereby we will either receive or issue shares of our common stock, with the number of shares issued or received determined by the difference between the forward contract price and the weighted average market price for its common stock at the time of settlement. The forward contract price will be determined under the applicable terms of the forward contract.

Under either of the net settlement provisions, we will pay to the counterparty either cash or shares of common stock when the weighted average market price of our common stock at the time of settlement exceeds the forward contract price, and will receive either cash or shares of common stock to the extent that the weighted average market price of our common stock at the time of settlement is less than the price under the forward contract. Subject to our contractual right to elect cash or net share settlement, we expect to settle the forward equity sales agreements by issuing the common stock after obtaining approval by the lender to assume the One Kendall Square loan and completing the acquisition of One Kendall Square. Refer to "Acquisitions" in Note 3 – "Investments in Real Estate" to these unaudited consolidated financial statements for further discussion.

### 7.00% Series D cumulative convertible preferred stock redemption

During the three months ended September 30, 2016, we repurchased 1.1 million outstanding shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$39.3 million, or \$36.31 per share. We recognized a preferred stock redemption charge of \$13.1 million during the three months ended September 30, 2016, including the write-off of original issuance costs of approximately \$845 thousand.

During the nine months ended September 30, 2016, we repurchased 3.0 million outstanding shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$98.6 million, or \$32.72 per share. We recognized a preferred stock redemption charge of \$25.6 million during the nine months ended September 30, 2016, including the write-off of original issuance costs of approximately \$2.4 million.

In October 2016, we repurchased 1.5 million shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$52.8 million, or \$36.07 per share. As of October 31, 2016 the par value of our 7.00% Series D cumulative convertible preferred stock outstanding was \$125.2 million.

### Dividends

In September 2016, we declared cash dividends on our common stock for the three months ended September 30, 2016, aggregating \$62.4 million, or \$0.80 per share. Also in September 2016, we declared cash dividends on our 7.00% Series D cumulative convertible preferred stock for the three months ended September 30, 2016, aggregating approximately \$2.8 million, or \$0.4375 per share. Additionally, we declared cash dividends on our 6.45% Series E

cumulative redeemable preferred stock for the three months ended September 30, 2016, aggregating approximately \$2.1 million, or \$0.403125 per share. In October 2016, we paid the cash dividends on our common stock, 7.00% Series D cumulative convertible preferred stock, and 6.45% Series E cumulative redeemable preferred stock for the three months ended September 30, 2016.

30

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## 12. Stockholders' equity (continued)

## Accumulated other comprehensive income

Accumulated other comprehensive income attributable to Alexandria consists of the following (in thousands):

|   | Net Unrealized Gain (Loss) on:             |                                      |                                    |            |
|---|--|--------------------------------------|------------------------------------|------------|
|   | Available-for-Sale<br>Equity<br>Securities | Interest Rate<br>Hedge<br>Agreements | Foreign<br>Currency<br>Translation | Total      |
| Balance as of December 31, 2015                             | \$117,599                                  | \$ (3,718 )                          | \$ (64,690 )                       | \$49,191   |
| Other comprehensive (loss) income before reclassifications  | (70,055 )                                  | (7,655 )                             | 842                                | (76,868 )  |
| Amounts reclassified from other comprehensive (income) loss | (18,627 )                                  | 3,725                                | 10,807                             | (4,095 )   |
|   | (88,682 )                                  | (3,930 )                             | 11,649                             | (80,963 )  |
| Amounts attributable to noncontrolling interests            | —  | —                                    | 27                                 | 27         |
| Net other comprehensive (loss) income                       | (88,682 )                                  | (3,930 )                             | 11,676                             | (80,936 )  |
| Balance as of September 30, 2016                            | \$28,917                                   | \$ (7,648 )                          | \$ (53,014 )                       | \$(31,745) |

## Preferred stock and excess stock authorizations

Our charter authorizes the issuance of up to 100.0 million shares of preferred stock, of which 11.7 million shares were issued and outstanding as of September 30, 2016. In addition, 200.0 million shares of "excess stock" (as defined in our charter) are authorized, none of which were issued and outstanding as of September 30, 2016.



## 13. Noncontrolling interests

Noncontrolling interests represent the third-party interests in certain entities in which we have a controlling interest. These entities owned nine projects as of September 30, 2016, and are included in our consolidated financial statements. Noncontrolling interests are adjusted for additional contributions and distributions, the proportionate share of the net earnings or losses, and other comprehensive income or loss. Distributions, profits, and losses related to these entities are allocated in accordance with the respective operating agreements.

During the three months ended March 31, 2015, we executed an agreement to purchase the outstanding 10% noncontrolling interest in our 1.2 million RSF campus at Alexandria Technology Square® in our Cambridge submarket for \$108.3 million. The first installment of \$54.3 million was paid on April 1, 2015, and the second installment of \$54.0 million was paid on April 1, 2016.

In June 2016, we sold a partial interest in 10290 Campus Point Drive. As described in Note 3 – “Investments in Real Estate” to these unaudited consolidated financial statements, since we retained a controlling interest in the joint venture following the sale and continued to consolidate this entity, we accounted for the proceeds received as an equity financing transaction. The difference of \$537 thousand between the aggregate proceeds of approximately \$68.6 million received through September 30, 2016 and our cost basis of \$68.0 million was recorded as a reduction to additional paid-in capital. This transaction did not qualify as a sale of real estate and did not result in purchase accounting adjustments to the carrying value. Accordingly, the carrying amounts of our partner’s share of assets and liabilities are reported at historical cost.

Certain of our noncontrolling interests have the right to require us to redeem their ownership interests in the respective entities. We classify these ownership interests in the entities as redeemable noncontrolling interests outside of total equity in the accompanying consolidated balance sheets. Redeemable noncontrolling interests are adjusted for additional contributions and distributions, the proportionate share of the net earnings or losses, and other comprehensive income or loss. If the amount of a redeemable noncontrolling interest is less than the maximum redemption value at the balance sheet date, such amount is adjusted to the maximum redemption value. Subsequent declines in the redemption value are recognized only to the extent that previous increases have been recognized.

The following table represents income from continuing operations and discontinued operations attributable to Alexandria Real Estate Equities, Inc., for the three and nine months ended September 30, 2016 and 2015, excluding the amounts attributable to these noncontrolling interests (in thousands):

|   | Three Months<br>Ended September<br>30, |          | Nine Months Ended<br>September 30, |           |
|---|--|----------|------------------------------------|-----------|
|   | 2016                                   | 2015     | 2016                               | 2015      |
| Income (loss) from continuing operations attributable to Alexandria Real Estate Equities, Inc.’s stockholders | \$24,475                               | \$39,529 | \$(81,205)                         | \$102,255 |
| Loss from discontinued operations   | —                                      | —        | —                                  | (43)      |
| Net income (loss) attributable to Alexandria Real Estate Equities, Inc.’s stockholders                        | \$24,475                               | \$39,529 | \$(81,205)                         | \$102,212 |

## 14. Assets classified as held for sale

As of September 30, 2016, two operating properties in North America with an aggregate 90,690 RSF and all our operating properties and land parcels located in Asia were classified as held for sale, none of which met the criteria for classification as discontinued operations in our consolidated financial statements. Accordingly, the results of operations include properties sold subsequent to January 1, 2015, including two properties with an aggregate 153,874 RSF and three land parcels. For additional information, refer to Note 2 – “Basis of Presentation and Summary of Significant Accounting Policies” to these unaudited consolidated financial statements.

## Assets located in North America

The following is a summary of net assets held for sale in North America as of September 30, 2016, and December 31, 2015 (in thousands):

|  | September 30, December 31, |           |
|--|----------------------------|-----------|
|  | 2016                       | 2015      |
| Total assets   | \$ 15,456                  | \$ 12,896 |
| Total liabilities                                      | —                          | —         |
| Net assets classified as held for sale – North America | \$ 15,456                  | \$ 12,896 |

The following is a summary of operating information of our real estate investments in North America classified as held for sale as of September 30, 2016, and real estate investments in North America sold subsequent to January 1, 2015 (in thousands):

|  | Three Months Ended |         | Nine Months Ended |          |
|--|--------------------|---------|-------------------|----------|
|  | September 30,      |         | September 30,     |          |
|  | 2016               | 2015    | 2016              | 2015     |
| Total revenues   | \$540              | \$1,304 | \$2,322           | \$3,551  |
| Operating expenses   | (128 )             | (779 )  | (734 )            | (1,960 ) |
| General and administrative expenses                            | 412                | 525     | 1,588             | 1,591    |
| Depreciation expense   | (5 )               | (25 )   | (37 )             | (43 )    |
| Impairment of real estate                                      | (3 )               | (195 )  | (131 )            | (989 )   |
| Gain on sales of real estate – land parcels                    | —                  | —       | (863 )            | —        |
| Income from assets classified as held for sale – North America | 90                 | —       | 90                | —        |
|  | \$494              | \$305   | \$647             | \$559    |

## Assets located in Asia

On March 31, 2016, we evaluated two separate potential transactions to sell land parcels in our India submarket aggregating 28 acres. We determined that these land parcels met the criteria for classification as held for sale as of March 31, 2016, including among others, the following: (i) management having the authority committed to sell the real estate, and (ii) the sale was probable within one year. Upon classification as held for sale, we recognized an impairment charge of \$29.0 million to lower the carrying amount of the real estate to its estimated fair value less cost to sell of approximately \$10.2 million. In determining the carrying amount for evaluating the real estate for impairment, we considered our net book value, costs to sell, and a \$10.6 million cumulative foreign currency translation loss. During the nine months ended September 30, 2016, we sold these two land parcels for an aggregate

sales price of \$12.8 million at no gain or loss.

On April 22, 2016, we decided to monetize our remaining real estate investments located in Asia in order to invest capital into our highly leased value-creation pipeline. We determined that these investments met the criteria for classification as held for sale when we achieved the following, among other criteria: (i) committed to sell all of our real estate investments in Asia, (ii) obtained approval from our Board of Directors, and (iii) determined that the sale of each property/land parcel was probable within one year. During the three months ended June 30, 2016, we recognized an impairment charge of \$154.1 million related to our remaining real estate investments located in Asia, to lower the carrying costs of the real estate to its estimated fair value less costs to sell. In determining the carrying amount for evaluating the real estate for impairment, we considered our net book value, costs to sell, and a \$40.2 million cumulative foreign currency translation loss.

33

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## 14. Assets classified as held for sale (continued)

As of September 30, 2016, we had eight operating properties aggregating 1.2 million RSF and land parcels aggregating 168 acres remaining in Asia, which continued to meet the classification as held for sale. During the three months ended September 30, 2016, we updated our assumptions of fair value for the remaining real estate investments located in Asia and, as a result, we recognized an additional impairment charge of \$7.3 million.

The following is a summary of completed and remaining dispositions of our real estate investments in Asia as of September 30, 2016. We expect to complete the transactions of our remaining real estate investments in Asia over the next several quarters and to recover our remaining net book value, after disposition costs, from sales of the remaining real estate investments located in Asia classified as held for sale as of September 30, 2016.

|   | Rental<br>Properties | Land<br>Parcels | Sales<br>Price |
|---|----------------------|-----------------|----------------|
|   | Number<br>RSF        | Number<br>Acres |                |
| Completed dispositions as of September 30, 2016 | —                    | 2 28            | \$12,767       |
| Completed dispositions in October 2016          | 6 566,355            | 2 109           | 39,590         |
| Remaining assets held for sale <sup>(1)</sup>   | 2 634,328            | 2 59            | 53,600         |
| Total   | 8 1,200,683          | 6 196           | \$105,957      |

(1) Remaining assets held for sale consist of two operating properties located in China and two land parcels in India.

The fair value considered in our impairment of each investment was determined based on the following: (i) preliminary non-binding letters of intent, (ii) significant other observable inputs, including the consideration of certain local government land acquisition programs, and (iii) discounted cash flow analyses.

We evaluated whether our real estate investments in Asia met the criteria for classification as discontinued operations, including, among others, (i) if the properties meet the held for sale criteria, and (ii) if the sale of these assets represents a strategic shift that has or will have a major effect on our operations and financial results. In our assessment, we considered, among other factors, that our total revenue from properties located in Asia was approximately 1.5% of our total consolidated revenues. At the time of evaluation, we also noted total assets related to our investment in Asia were approximately 2.5% of our total assets. Consequently, we concluded that the monetization of our real estate investments in Asia did not represent a strategic shift that would have a major effect in our operations and financial results and, therefore, did not meet the criteria for classification as discontinued operations.

The following is a summary of net assets of our real estate investments in Asia that were classified as held for sale as of September 30, 2016 (in thousands):

|   | September 30,<br>2016 | December 31,<br>2015  |
|---|-----------------------|-----------------------|
| Total assets                                  | \$ 69,512             | \$ 218,816            |
| Total liabilities                             | (23,790 )             | (11,304 )             |
| Total accumulated other comprehensive loss    | 40,870                | <sup>(1)</sup> 41,118 |
| Net assets classified as held for sale – Asia | \$ 86,592             | \$ 248,630            |

(1) Represents cumulative foreign currency translation losses related to our real estate investments located in Asia.



## 14. Assets classified as held for sale (continued)

The following is a summary of operating information of our real estate investments in Asia, including, (i) eight operating properties aggregating 1.2 million RSF and land parcels aggregating 168 acres that were classified as held for sale as of September 30, 2016, and (ii) two land parcels and a development project in India that were sold subsequent to January 1, 2015, for the three and nine months ended September 30, 2016 (in thousands):

|   | Three Months<br>Ended September<br>30, |           | Nine Months Ended<br>September 30, |            |
|---|--|-----------|------------------------------------|------------|
|   | 2016                                   | 2015      | 2016                               | 2015       |
| Total revenues  | \$3,493                                | \$1,688   | \$10,009                           | \$5,073    |
| Operating expenses                                      | (3,041 )                               | (2,596 )  | (7,764 )                           | (5,780 )   |
|   | 452                                    | (908 )    | 2,245                              | (707 )     |
| General and administrative expenses                     | (432 )                                 | (872 )    | (2,154 )                           | (3,684 )   |
| Depreciation expense                                    | —                                      | (2,129 )  | (3,009 )                           | (6,277 )   |
| Impairment of real estate                               | (7,326 )                               | —         | (190,424 )                         | (14,510 )  |
| Net loss from assets classified as held for sale – Asia | \$(7,306)                              | \$(3,909) | \$(193,342)                        | \$(25,178) |

## 15. Subsequent events

In October 2016, we acquired the Torrey Ridge Science Center, a 294,993 RSF, three-building collaborative life science campus located in the heart of our Torrey Pines submarket of San Diego, for a purchase price of \$182.5 million. The campus is 87.1% occupied and we expect an initial stabilized cash yield of 6.8% at stabilization in the first half of 2018 upon completion of near-term renewals/re-leasing of acquired below-market leases and the conversion of 75,953 RSF existing shell and office space into office/laboratory space.

In October 2016, we repurchased 1.5 million shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$52.8 million, or \$36.07 per share. As of October 31, 2016 the par value of 7.00% Series D cumulative convertible preferred stock outstanding was \$125.2 million.

In October 2016, we established a new “at the market” common stock offering program, which allows us to sell up to an aggregate of \$600.0 million of our common stock. Under this program, we sold an aggregate of 1.4 million shares of common stock for gross proceeds of \$150.0 million, or \$104.28 per share, and net proceeds of approximately \$147.7 million.

## 16. Condensed consolidating financial information

Alexandria Real Estate Equities, Inc. (the “Issuer”) has sold certain debt securities registered under the Securities Act of 1933, as amended, that are fully and unconditionally guaranteed by Alexandria Real Estate Equities, L.P. (the “LP” or the “Guarantor Subsidiary”), an indirectly 100% owned subsidiary of the Issuer. The Company’s other subsidiaries, including, but not limited to, the subsidiaries that own substantially all of its real estate (collectively, the “Combined Non-Guarantor Subsidiaries”), will not provide a guarantee of such securities, including the subsidiaries that are partially or 100% owned by the LP. The following condensed consolidating financial information presents the condensed consolidating balance sheets as of September 30, 2016 and December 31, 2015, the condensed consolidating statements of income and comprehensive income for the three and nine months ended September 30,

2016 and 2015, and the condensed consolidating statements of cash flows for the nine months ended September 30, 2016 and 2015, for the Issuer, the Guarantor Subsidiary, and the Combined Non-Guarantor Subsidiaries, as well as the eliminations necessary to arrive at the information for Alexandria Real Estate Equities, Inc., on a consolidated basis, and consolidated amounts. In presenting the condensed consolidating financial statements, the equity method of accounting has been applied to (i) the Issuer's interests in the Guarantor Subsidiary and the Combined Non-Guarantor Subsidiaries, (ii) the Guarantor Subsidiary's interests in the Combined Non-Guarantor Subsidiaries, and (iii) the Combined Non-Guarantor Subsidiaries' interests in the Guarantor Subsidiary, where applicable, even though all such subsidiaries meet the requirements to be consolidated under GAAP. All intercompany balances and transactions between the Issuer, the Guarantor Subsidiary, and the Combined Non-Guarantor Subsidiaries have been eliminated, as shown in the column "Eliminations." All assets and liabilities have been allocated to the Issuer, the Guarantor Subsidiary, and the Combined Non-Guarantor Subsidiaries generally based on legal entity ownership.

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Balance Sheet  
as of September 30, 2016  
(In thousands)  
(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities,<br>Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations          | Consolidated       |
|--|--|--|---|-----------------------|--------------------|
| <b>Assets</b>  |  |  |   |                       |                    |
| Investments in real estate                                       | \$—  | \$—  | \$7,939,179                                   | \$—                   | \$7,939,179        |
| Investments in unconsolidated real estate JVs                    | —  | —  | 133,580                                       | —                     | 133,580            |
| Cash and cash equivalents  | 18,530   | —  | 139,398                                       | —                     | 157,928            |
| Restricted cash  | 107  | —  | 16,299  | —                     | 16,406             |
| Tenant receivables   | —  | —  | 9,635   | —                     | 9,635              |
| Deferred rent  | —  | —  | 318,286                                       | —                     | 318,286            |
| Deferred leasing costs   | —  | —  | 191,765                                       | —                     | 191,765            |
| Investments  | —  | 4,487  | 316,502                                       | —                     | 320,989            |
| Investments in and advances to affiliates                        | 7,521,833  | 6,848,858  | 139,428                                       | (14,510,119 )         | —                  |
| Other assets   | 42,811   | —  | 163,322                                       | —                     | 206,133            |
| <b>Total assets</b>  | <b>\$7,583,281</b>   | <b>\$6,853,345</b>   | <b>\$9,367,394</b>                            | <b>\$(14,510,119)</b> | <b>\$9,293,901</b> |
| <b>Liabilities, Noncontrolling Interests, and Equity</b>         |  |  |   |                       |                    |
| Secured notes payable  | \$—  | \$—  | \$789,450                                     | \$—                   | \$789,450          |
| Unsecured senior notes payable                                   | 2,377,482  | —  | —   | —                     | 2,377,482          |
| Unsecured senior line of credit                                  | 416,000  | —  | —   | —                     | 416,000            |
| Unsecured senior bank term loans                                 | 746,162  | —  | —   | —                     | 746,162            |
| Accounts payable, accrued expenses, and tenant security deposits | 67,049   | —  | 538,132                                       | —                     | 605,181            |
| Dividends payable  | 66,510   | —  | 195   | —                     | 66,705             |
| <b>Total liabilities</b>   | <b>3,673,203</b>   | <b>—</b>   | <b>1,327,777</b>                              | <b>—</b>              | <b>5,000,980</b>   |
| Redeemable noncontrolling interests                              | —  | —  | 9,012   | —                     | 9,012              |
| Alexandria Real Estate Equities, Inc.'s stockholders' equity     | 3,910,078  | 6,853,345  | 7,656,774                                     | (14,510,119 )         | 3,910,078          |
| Noncontrolling interests   | —  | —  | 373,831                                       | —                     | 373,831            |
| <b>Total equity</b>  | <b>3,910,078</b>   | <b>6,853,345</b>   | <b>8,030,605</b>                              | <b>(14,510,119 )</b>  | <b>4,283,909</b>   |
| <b>Total liabilities, noncontrolling interests, and equity</b>   | <b>\$7,583,281</b>   | <b>\$6,853,345</b>   | <b>\$9,367,394</b>                            | <b>\$(14,510,119)</b> | <b>\$9,293,901</b> |



## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Balance Sheet  
as of December 31, 2015  
(In thousands)  
(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations   | Consolidated |
|--|---|--|---|----------------|--------------|
| <b>Assets</b>  |   |  |   |                |              |
| Investments in real estate                                       | \$—   | \$—  | \$7,629,922                                   | \$—            | \$7,629,922  |
| Investments in unconsolidated real estate JVs                    | —   | —  | 127,212                                       | —              | 127,212      |
| Cash and cash equivalents  | 31,982  | —  | 93,116  | —              | 125,098      |
| Restricted cash  | 91  | —  | 28,781  | —              | 28,872       |
| Tenant receivables   | —   | —  | 10,485  | —              | 10,485       |
| Deferred rent  | —   | —  | 280,570                                       | —              | 280,570      |
| Deferred leasing costs   | —   | —  | 192,081                                       | —              | 192,081      |
| Investments  | —   | 4,702  | 348,763                                       | —              | 353,465      |
| Investments in and advances to affiliates                        | 7,194,092   | 6,490,009  | 132,121                                       | (13,816,222 )  | —            |
| Other assets   | 36,808  | —  | 96,504  | —              | 133,312      |
| Total assets   | \$7,262,973   | \$6,494,711  | \$8,939,555                                   | \$(13,816,222) | \$8,881,017  |
| <b>Liabilities, Noncontrolling Interests, and Equity</b>         |   |  |   |                |              |
| Secured notes payable  | \$—   | \$—  | \$809,818                                     | \$—            | \$809,818    |
| Unsecured senior notes payable                                   | 2,030,631   | —  | —   | —              | 2,030,631    |
| Unsecured senior line of credit                                  | 151,000   | —  | —   | —              | 151,000      |
| Unsecured senior bank term loans                                 | 944,243   | —  | —   | —              | 944,243      |
| Accounts payable, accrued expenses, and tenant security deposits | 100,294   | —  | 489,062                                       | —              | 589,356      |
| Dividends payable  | 61,718  | —  | 287   | —              | 62,005       |
| Total liabilities  | 3,287,886   | —  | 1,299,167                                     | —              | 4,587,053    |
| Redeemable noncontrolling interests                              | —   | —  | 14,218  | —              | 14,218       |
| Alexandria Real Estate Equities, Inc.'s stockholders' equity     | 3,975,087   | 6,494,711  | 7,321,511                                     | (13,816,222 )  | 3,975,087    |
| Noncontrolling interests   | —   | —  | 304,659                                       | —              | 304,659      |
| Total equity   | 3,975,087   | 6,494,711  | 7,626,170                                     | (13,816,222 )  | 4,279,746    |
| Total liabilities, noncontrolling interests, and equity          | \$7,262,973   | \$6,494,711  | \$8,939,555                                   | \$(13,816,222) | \$8,881,017  |

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income  
for the Three Months Ended September 30, 2016  
(In thousands)  
(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations  | Consolidated |
|--|---|--|---|---------------|--------------|
| Revenues:  |   |  |   |               |              |
| Rental   | \$ —  | \$ —   | \$ 166,591                                    | \$—           | \$ 166,591   |
| Tenant recoveries  | —   | —  | 58,681  | —             | 58,681       |
| Other income   | 1,077   | 91   | 7,852   | (3,913 )      | 5,107        |
| Total revenues   | 1,077   | 91   | 233,124                                       | (3,913 )      | 230,379      |
| Expenses:  |   |  |   |               |              |
| Rental operations  | —   | —  | 72,002  | —             | 72,002       |
| General and administrative   | 15,568  | —  | 4,199   | (3,913 )      | 15,854       |
| Interest   | 21,318  | —  | 4,532   | —             | 25,850       |
| Depreciation and amortization  | 1,722   | —  | 75,411  | —             | 77,133       |
| Impairment of real estate  | —   | —  | 8,114   | —             | 8,114        |
| Loss on early extinguishment of debt   | 3,230   | —  | —   | —             | 3,230        |
| Total expenses   | 41,838  | —  | 164,258                                       | (3,913 )      | 202,183      |
| Equity in earnings of unconsolidated real estate JVs                                   | —   | —  | 273   | —             | 273          |
| Equity in earnings of affiliates   | 65,236  | 55,532   | 1,100   | (121,868 )    | —            |
| Income from continuing operations  | 24,475  | 55,623   | 70,239  | (121,868 )    | 28,469       |
| Gain on sales of real estate – land parcels  | —   | —  | 90  | —             | 90           |
| Net income   | 24,475  | 55,623   | 70,329  | (121,868 )    | 28,559       |
| Net income attributable to noncontrolling interests                                    | —   | —  | (4,084 )                                      | —             | (4,084 )     |
| Net income attributable to Alexandria Real Estate Equities, Inc.'s stockholders        | 24,475  | 55,623   | 66,245  | (121,868 )    | 24,475       |
| Dividends on preferred stock   | (5,007 )  | —  | —   | —             | (5,007 )     |
| Preferred stock redemption charge  | (13,095 )   | —  | —   | —             | (13,095 )    |
| Net income attributable to unvested restricted stock awards                            | (921 )  | —  | —   | —             | (921 )       |
| Net income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 5,452  | \$ 55,623  | \$ 66,245                                     | \$ (121,868 ) | \$ 5,452     |

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income  
for the Three Months Ended September 30, 2015  
(In thousands)  
(Unaudited)

|   | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|---|--|---|--------------|--------------|
| Revenues:   |   |  |   |              |              |
| Rental  | \$ —  | \$ —   | \$ 155,311                                    | \$—          | \$ 155,311   |
| Tenant recoveries   | —   | —  | 56,119  | —            | 56,119       |
| Other income  | 3,355   | (87 )  | 8,025   | (4,113 )     | 7,180        |
| Total revenues  | 3,355   | (87 )  | 219,455                                       | (4,113 )     | 218,610      |
| Expenses:   |   |  |   |              |              |
| Rental operations   | —   | —  | 68,846  | —            | 68,846       |
| General and administrative  | 13,511  | —  | 5,745   | (4,113 )     | 15,143       |
| Interest  | 20,470  | —  | 7,209   | —            | 27,679       |
| Depreciation and amortization   | 1,799   | —  | 66,154  | —            | 67,953       |
| Total expenses  | 35,780  | —  | 147,954                                       | (4,113 )     | 179,621      |
| Equity in earnings of unconsolidated real estate JVs                                      | —   | —  | 710   | —            | 710          |
| Equity in earnings of affiliates  | 71,954  | 63,964   | 1,259   | (137,177 )   | —            |
| Net income  | 39,529  | 63,877   | 73,470  | (137,177 )   | 39,699       |
| Net income attributable to noncontrolling interests                                       | —   | —  | (170 )  | —            | (170 )       |
| Net income attributable to Alexandria Real Estate<br>Equities, Inc.'s stockholders        | 39,529  | 63,877   | 73,300  | (137,177 )   | 39,529       |
| Dividends on preferred stock  | (6,247 )  | —  | —   | —            | (6,247 )     |
| Net income attributable to unvested restricted stock<br>awards                            | (623 )  | —  | —   | —            | (623 )       |
| Net income attributable to Alexandria Real Estate<br>Equities, Inc.'s common stockholders | \$ 32,659   | \$ 63,877  | \$ 73,300                                     | \$(137,177 ) | \$ 32,659    |

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income  
for the Nine Months Ended September 30, 2016  
(In thousands)  
(Unaudited)

|   | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated  |
|---|---|--|---|--------------|---------------|
| Revenues:   |   |  |   |              |               |
| Rental  | \$ —  | \$ —   | \$ 486,505                                    | \$ —         | \$ 486,505    |
| Tenant recoveries   | —   | —  | 165,385                                       | —            | 165,385       |
| Other income  | 7,086   | 115  | 24,091  | (10,638 )    | 20,654        |
| Total revenues  | 7,086   | 115  | 675,981                                       | (10,638 )    | 672,544       |
| Expenses:   |   |  |   |              |               |
| Rental operations   | —   | —  | 205,164                                       | —            | 205,164       |
| General and administrative  | 45,224  | —  | 11,840  | (10,638 )    | 46,426        |
| Interest  | 60,729  | —  | 15,001  | —            | 75,730        |
| Depreciation and amortization   | 4,997   | —  | 213,171                                       | —            | 218,168       |
| Impairment of real estate   | —   | —  | 193,237                                       | —            | 193,237       |
| Loss on early extinguishment of debt  | 3,230   | —  | —   | —            | 3,230         |
| Total expenses  | 114,180   | —  | 638,413                                       | (10,638 )    | 741,955       |
| Equity in losses of unconsolidated real estate JVs  | —   | —  | (270 )  | —            | (270 )        |
| Equity in earnings (losses) of affiliates   | 25,889  | (6,282 )   | (98 )   | (19,509 )    | —             |
| (Loss) income from continuing operations  | (81,205 )   | (6,167 )   | 37,200  | (19,509 )    | (69,681 )     |
| Gain on sales of real estate – land parcels   | —   | —  | 90  | —            | 90            |
| Net (loss) income   | (81,205 )   | (6,167 )   | 37,290  | (19,509 )    | (69,591 )     |
| Net income attributable to noncontrolling interests   | —   | —  | (11,614 )                                     | —            | (11,614 )     |
| Net (loss) income attributable to Alexandria Real Estate Equities, Inc.'s stockholders        | (81,205 )   | (6,167 )   | 25,676  | (19,509 )    | (81,205 )     |
| Dividends on preferred stock  | (16,388 )   | —  | —   | —            | (16,388 )     |
| Preferred stock redemption charge   | (25,614 )   | —  | —   | —            | (25,614 )     |
| Net income attributable to unvested restricted stock awards                                   | (2,807 )  | —  | —   | —            | (2,807 )      |
| Net (loss) income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ (126,014 )   | \$ (6,167 )  | \$ 25,676                                     | \$ (19,509 ) | \$ (126,014 ) |

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Income  
for the Nine Months Ended September 30, 2015  
(In thousands)  
(Unaudited)

|   | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations  | Consolidated |
|---|---|--|---|---------------|--------------|
| Revenues:   |   |  |   |               |              |
| Rental  | \$ —  | \$ —   | \$ 450,724                                    | \$ —          | \$ 450,724   |
| Tenant recoveries   | —   | —  | 154,107                                       | —             | 154,107      |
| Other income  | 9,890   | (128 )   | 17,014  | (12,088 )     | 14,688       |
| Total revenues  | 9,890   | (128 )   | 621,845                                       | (12,088 )     | 619,519      |
| Expenses:   |   |  |   |               |              |
| Rental operations   | —   | —  | 192,319                                       | —             | 192,319      |
| General and administrative  | 38,960  | —  | 17,647  | (12,088 )     | 44,519       |
| Interest  | 57,494  | —  | 20,089  | —             | 77,583       |
| Depreciation and amortization   | 4,515   | —  | 184,529                                       | —             | 189,044      |
| Impairment of real estate   | —   | —  | 14,510  | —             | 14,510       |
| Loss on early extinguishment of debt  | 189   | —  | —   | —             | 189          |
| Total expenses  | 101,158   | —  | 429,094                                       | (12,088 )     | 518,164      |
| Equity in earnings of unconsolidated real estate<br>JVs                                   |   |  |   |               |              |
| Equity in earnings of affiliates  | 193,480   | 174,800  | 3,446   | (371,726 )    | —            |
| Income from continuing operations   | 102,212   | 174,672  | 198,022                                       | (371,726 )    | 103,180      |
| Loss from discontinued operations   | —   | —  | (43 )   | —             | (43 )        |
| Net income  | 102,212   | 174,672  | 197,979                                       | (371,726 )    | 103,137      |
| Net income attributable to noncontrolling interests                                       | —   | —  | (925 )  | —             | (925 )       |
| Net income attributable to Alexandria Real Estate<br>Equities, Inc.'s stockholders        | 102,212   | 174,672  | 197,054                                       | (371,726 )    | 102,212      |
| Dividends on preferred stock  | (18,740 )   | —  | —   | —             | (18,740 )    |
| Net income attributable to unvested restricted stock<br>awards                            | (1,736 )  | —  | —   | —             | (1,736 )     |
| Net income attributable to Alexandria Real Estate<br>Equities, Inc.'s common stockholders | \$ 81,736   | \$ 174,672   | \$ 197,054                                    | \$ (371,726 ) | \$ 81,736    |

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income  
for the Three Months Ended September 30, 2016

(In thousands)

(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income   | \$ 24,475   | \$ 55,623  | \$ 70,329                                     | \$(121,868 ) | \$ 28,559    |
| Other comprehensive income (loss):   |   |  |   |              |              |
| Unrealized losses on available-for-sale equity securities:                                       |   |  |   |              |              |
| Unrealized holding gains (losses) arising during the period                                      | —   | 58   | (38,679 )                                     | —            | (38,621 )    |
| Reclassification adjustment for gains included in net income                                     | —   | (159 )   | (8,381 )                                      | —            | (8,540 )     |
| Unrealized losses on available-for-sale equity securities, net                                   | —   | (101 )   | (47,060 )                                     | —            | (47,161 )    |
| Unrealized gains (losses) on interest rate hedge agreements:                                     |   |  |   |              |              |
| Unrealized interest rate hedge gains arising during the period                                   | 2,979   | —  | 3   | —            | 2,982        |
| Reclassification adjustment for amortization of interest expense (income) included in net income | 1,714   | —  | (12 )   | —            | 1,702        |
| Unrealized gains (losses) on interest rate hedge agreements, net                                 | 4,693   | —  | (9 )  | —            | 4,684        |
| Unrealized gains on foreign currency translation:  |   |  |   |              |              |
| Unrealized foreign currency translation losses during the period                                 | —   | —  | (1,322 )                                      | —            | (1,322 )     |
| Reclassification adjustment for losses included in net income                                    | —   | —  | 3,779   | —            | 3,779        |
| Unrealized gains on foreign currency translation, net  | —   | —  | 2,457   | —            | 2,457        |
| Total other comprehensive income (loss)  | 4,693   | (101 )   | (44,612 )                                     | —            | (40,020 )    |
| Comprehensive income (loss)  | 29,168  | 55,522   | 25,717  | (121,868 )   | (11,461 )    |
| Less: comprehensive income attributable to noncontrolling interests                              | —   | —  | (4,081 )                                      | —            | (4,081 )     |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 29,168   | \$ 55,522  | \$ 21,636                                     | \$(121,868 ) | \$(15,542 )  |



## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income  
for the Three Months Ended September 30, 2015  
(In thousands)  
(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income   | \$ 39,529   | \$ 63,877  | \$ 73,470                                     | \$(137,177 ) | \$ 39,699    |
| Other comprehensive loss:  |   |  |   |              |              |
| Unrealized losses on available-for-sale equity securities:                                       |   |  |   |              |              |
| Unrealized holding losses arising during the period  | —   | (41 )  | (29,791 )                                     | —            | (29,832 )    |
| Reclassification adjustment for gains included in net income                                     | —   | (117 )   | (4,851 )                                      | —            | (4,968 )     |
| Unrealized losses on available-for-sale equity securities, net                                   | —   | (158 )   | (34,642 )                                     | —            | (34,800 )    |
| Unrealized losses on interest rate hedge agreements:   |   |  |   |              |              |
| Unrealized interest rate hedge losses arising during the period                                  | (5,474 )  | —  | —   | —            | (5,474 )     |
| Reclassification adjustment for amortization of interest expense included in net income          | 727   | —  | —   | —            | 727          |
| Unrealized losses on interest rate hedge agreements, net   | (4,747 )  | —  | —   | —            | (4,747 )     |
| Unrealized losses on foreign currency translation:   |   |  |   |              |              |
| Unrealized foreign currency translation losses during the period                                 | —   | —  | (9,294 )                                      | —            | (9,294 )     |
| Unrealized losses on foreign currency translation, net   | —   | —  | (9,294 )                                      | —            | (9,294 )     |
| Total other comprehensive loss   | (4,747 )  | (158 )   | (43,936 )                                     | —            | (48,841 )    |
| Comprehensive income   | 34,782  | 63,719   | 29,534  | (137,177 )   | (9,142 )     |
| Less: comprehensive income attributable to noncontrolling interests                              | —   | —  | (71 )   | —            | (71 )        |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 34,782   | \$ 63,719  | \$ 29,463                                     | \$(137,177 ) | \$ (9,213 )  |



## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income  
for the Nine Months Ended September 30, 2016

(In thousands)

(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated  |
|--|---|--|---|--------------|---------------|
| Net (loss) income  | \$ (81,205 )  | \$ (6,167 )  | \$ 37,290                                     | \$ (19,509 ) | \$ (69,591 )  |
| Other comprehensive loss:  |   |  |   |              |               |
| Unrealized losses on available-for-sale equity securities:                                       |   |  |   |              |               |
| Unrealized holding gains (losses) arising during the period                                      | —   | 136  | (70,191 )                                     | —            | (70,055 )     |
| Reclassification adjustment for gains included in net income                                     | —   | (148 )   | (18,479 )                                     | —            | (18,627 )     |
| Unrealized losses on available-for-sale equity securities, net                                   | —   | (12 )  | (88,670 )                                     | —            | (88,682 )     |
| Unrealized losses on interest rate hedge agreements:   |   |  |   |              |               |
| Unrealized interest rate hedge (losses) gains arising during the period                          | (7,658 )  | —  | 3   | —            | (7,655 )      |
| Reclassification adjustment for amortization of interest expense (income) included in net income | 3,737   | —  | (12 )   | —            | 3,725         |
| Unrealized losses on interest rate hedge agreements, net   | (3,921 )  | —  | (9 )  | —            | (3,930 )      |
| Unrealized gains on foreign currency translation:  |   |  |   |              |               |
| Unrealized foreign currency translation gains arising during the period                          | —   | —  | 842   | —            | 842           |
| Reclassification adjustment for losses included in net income                                    | —   | —  | 10,807  | —            | 10,807        |
| Unrealized gains on foreign currency translation, net  | —   | —  | 11,649  | —            | 11,649        |
| Total other comprehensive loss   | (3,921 )  | (12 )  | (77,030 )                                     | —            | (80,963 )     |
| Comprehensive loss   | (85,126 )   | (6,179 )   | (39,740 )                                     | (19,509 )    | (150,554 )    |
| Less: comprehensive income attributable to noncontrolling interests                              | —   | —  | (11,587 )                                     | —            | (11,587 )     |
| Comprehensive loss attributable to Alexandria Real Estate Equities, Inc.'s common stockholders   | \$ (85,126 )  | \$ (6,179 )  | \$ (51,327 )                                  | \$ (19,509 ) | \$ (162,141 ) |

## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Comprehensive Income  
for the Nine Months Ended September 30, 2015

(In thousands)

(Unaudited)

|  | Alexandria<br>Real Estate<br>Equities, Inc.<br>(Issuer) | Alexandria<br>Real Estate<br>Equities, L.P.<br>(Guarantor<br>Subsidiary) | Combined<br>Non-<br>Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| Net income   | \$ 102,212  | \$ 174,672   | \$ 197,979                                    | \$(371,726 ) | \$ 103,137   |
| Other comprehensive (loss) income:   |   |  |   |              |              |
| Unrealized (losses) gains on available-for-sale equity securities:                               |   |  |   |              |              |
| Unrealized holding (losses) gains arising during the period                                      | —   | (19 )  | 54,023  | —            | 54,004       |
| Reclassification adjustment for gains included in net income                                     | —   | (76 )  | (2,427 )                                      | —            | (2,503 )     |
| Unrealized (losses) gains on available-for-sale equity securities, net                           | —   | (95 )  | 51,596  | —            | 51,501       |
| Unrealized losses on interest rate hedge agreements:   |   |  |   |              |              |
| Unrealized interest rate hedge losses arising during the period                                  | (9,712 )  | —  | —   | —            | (9,712 )     |
| Reclassification adjustment for amortization of interest expense included in net income          | 1,942   | —  | —   | —            | 1,942        |
| Unrealized losses on interest rate hedge agreements, net   | (7,770 )  | —  | —   | —            | (7,770 )     |
| Unrealized losses on foreign currency translation:   |   |  |   |              |              |
| Unrealized foreign currency translation losses during the period                                 | —   | —  | (17,072 )                                     | —            | (17,072 )    |
| Reclassification adjustment for losses included in net income                                    | —   | —  | 9,236   | —            | 9,236        |
| Unrealized losses on foreign currency translation, net   | —   | —  | (7,836 )                                      | —            | (7,836 )     |
| Total other comprehensive (loss) income  | (7,770 )  | (95 )  | 43,760  | —            | 35,895       |
| Comprehensive income   | 94,442  | 174,577  | 241,739                                       | (371,726 )   | 139,032      |
| Less: comprehensive income attributable to noncontrolling interests                              | —   | —  | (954 )  | —            | (954 )       |
| Comprehensive income attributable to Alexandria Real Estate Equities, Inc.'s common stockholders | \$ 94,442   | \$ 174,577   | \$ 240,785                                    | \$(371,726 ) | \$ 138,078   |



## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Cash Flows  
for the Nine Months Ended September 30, 2016  
(In thousands)  
(Unaudited)

|  | Alexandria Real<br>Estate Equities,<br>Inc. (Issuer) | Alexandria Real<br>Estate Equities,<br>L.P. (Guarantor<br>Subsidiary) | Combined<br>Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|--|---|---|--------------|--------------|
| <b>Operating Activities</b>  |  |   |   |              |              |
| Net (loss) income  | \$ (81,205 )   | \$ (6,167 )   | \$ 37,290                                 | \$ (19,509 ) | \$ (69,591 ) |
| Adjustments to reconcile net (loss) income to<br>net cash (used in) provided by operating<br>activities: |  |   |   |              |              |
| Depreciation and amortization  | 4,997  | —   | 213,171                                   | —            | 218,168      |
| Loss on early extinguishment of debt   | 3,230  | —   | —   | —            | 3,230        |
| Gain on sales of real estate – land parcels  | —  | —   | (90 )                                     | —            | (90 )        |
| Impairment of real estate  | —  | —   | 193,237                                   | —            | 193,237      |
| Equity in losses of unconsolidated real estate<br>JVs  | —  | —   | 270                                       | —            | 270          |
| Distributions of earnings from<br>unconsolidated real estate JVs   | —  | —   | 286                                       | —            | 286          |
| Amortization of loan fees  | 5,826  | —   | 2,966                                     | —            | 8,792        |
| Amortization of debt discounts (premiums)  | 353  | —   | (470 )                                    | —            | (117 )       |
| Amortization of acquired below-market<br>leases  | —  | —   | (2,905 )                                  | —            | (2,905 )     |
| Deferred rent  | —  | —   | (30,679 )                                 | —            | (30,679 )    |
| Stock compensation expense   | 19,007   | —   | —   | —            | 19,007       |
| Equity in (earnings) losses of affiliates  | (25,889 )  | 6,282   | 98  | 19,509       | —            |
| Investment gains   | —  | (566 )  | (28,155 )                                 | —            | (28,721 )    |
| Investment losses  | —  | 188   | 10,482                                    | —            | 10,670       |
| Changes in operating assets and liabilities:   |  |   |   |              |              |
| Restricted cash  | (16 )  | —   | (262 )                                    | —            | (278 )       |
| Tenant receivables   | —  | —   | 843                                       | —            | 843          |
| Deferred leasing costs   | —  | —   | (21,621 )                                 | —            | (21,621 )    |
| Other assets   | (8,332 )   | —   | (6,481 )                                  | —            | (14,813 )    |
| Accounts payable, accrued expenses, and<br>tenant security deposits                                      | (35,351 )  | (592 )  | 42,106                                    | —            | 6,163        |
| Net cash (used in) provided by operating<br>activities   | (117,380 )   | (855 )  | 410,086                                   | —            | 291,851      |
| <b>Investing Activities</b>  |  |   |   |              |              |
| Proceeds from sales of real estate   | —  | —   | 27,332                                    | —            | 27,332       |
| Additions to real estate   | —  | —   | (638,568 )                                | —            | (638,568 )   |
| Purchase of real estate  | —  | —   | (18,108 )                                 | —            | (18,108 )    |
| Deposits for investing activities  | —  | —   | (54,998 )                                 | —            | (54,998 )    |
| Investments in unconsolidated real estate JVs  | —  | —   | (6,924 )                                  | —            | (6,924 )     |

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|                                       |               |               |               |            |               |
|---------------------------------------|---------------|---------------|---------------|------------|---------------|
| Investments in subsidiaries           | (301,852 )    | (365,132 )    | (7,405 )      | 674,389    | —             |
| Additions to investments              | —             | —             | (68,384 )     | —          | (68,384 )     |
| Sales of investments                  | —             | 1,174         | 34,121        | —          | 35,295        |
| Repayment of notes receivable         | —             | —             | 9,054         | —          | 9,054         |
| Net cash used in investing activities | \$ (301,852 ) | \$ (363,958 ) | \$ (723,880 ) | \$ 674,389 | \$ (715,301 ) |

## 16. Condensed consolidating financial information (continued)

## Condensed Consolidating Statement of Cash Flows (continued)

for the Nine Months Ended September 30, 2016

(In thousands)

(Unaudited)

|  | Alexandria Real<br>Estate Equities<br>Inc. (Issuer) | Alexandria Real<br>Estate Equities<br>L.P. (Guarantor<br>Subsidiary) | Combined<br>Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|--|---|--|---|--------------|--------------|
| <b>Financing Activities</b>  |   |  |   |              |              |
| Borrowings from secured notes payable                                | \$ —  | \$ —   | \$ 215,330                                | \$ —         | \$ 215,330   |
| Repayments of borrowings from secured notes payable                  | —   | —  | (234,096 )                                | —            | (234,096 )   |
| Proceeds from issuance of unsecured senior notes payable             | 348,604   | —  | —   | —            | 348,604      |
| Borrowings from unsecured senior line of credit                      | 2,349,000   | —  | —   | —            | 2,349,000    |
| Repayments of borrowings from unsecured senior line of credit        | (2,084,000 )  | —  | —   | —            | (2,084,000 ) |
| Repayments of borrowings from unsecured bank term loans              | (200,000 )  | —  | —   | —            | (200,000 )   |
| Transfer to/from parent company                                      | (69,139 )   | 364,813  | 378,715                                   | (674,389 )   | —            |
| Payment of loan fees   | (12,401 )   | —  | (4,098 )                                  | —            | (16,499 )    |
| Change in restricted cash related to financing activities            | —   | —  | 7,742                                     | —            | 7,742        |
| Repurchase of 7.00% Series D cumulative convertible preferred stock  | (98,633 )   | —  | —   | —            | (98,633 )    |
| Proceeds from the issuance of common stock                           | 367,802   | —  | —   | —            | 367,802      |
| Dividends on common stock  | (177,966 )  | —  | —   | —            | (177,966 )   |
| Dividends on preferred stock   | (17,487 )   | —  | —   | —            | (17,487 )    |
| Financing costs paid for sale of noncontrolling interests            | —   | —  | (8,093 )                                  | —            | (8,093 )     |
| Contributions from and sale of noncontrolling interests              | —   | —  | 68,621                                    | —            | 68,621       |
| Distributions to and purchase of noncontrolling interests            | —   | —  | (62,605 )                                 | —            | (62,605 )    |
| Net cash provided by financing activities                            | 405,780   | 364,813  | 361,516                                   | (674,389 )   | 457,720      |
| Effect of foreign exchange rate changes on cash and cash equivalents | —   | —  | (1,440 )                                  | —            | (1,440 )     |
| Net (decrease) increase in cash and cash equivalents                 | (13,452 )   | —  | 46,282                                    | —            | 32,830       |
| Cash and cash equivalents as of the beginning of period              | 31,982  | —  | 93,116                                    | —            | 125,098      |
| Cash and cash equivalents as of the end of period                    | \$ 18,530   | \$ —   | \$ 139,398                                | \$ —         | \$ 157,928   |
| <b>Supplemental Disclosure of Cash Flow Information:</b>             |   |  |   |              |              |
|  | \$ 58,062   | \$ —   | \$ 758                                    | \$ —         | \$ 58,820    |

Cash paid during the period for interest, net of interest capitalized

Non-Cash Investing Activities:

|                                |      |    |            |    |   |           |
|--------------------------------|------|----|------------|----|---|-----------|
| Change in accrued construction | \$ — | \$ | —\$ 23,023 | \$ | — | \$ 23,023 |
|--------------------------------|------|----|------------|----|---|-----------|

Non-Cash Financing Activities:

|   |      |    |              |    |   |             |
|---|------|----|--------------|----|---|-------------|
| Redemption of redeemable noncontrolling interests | \$ — | \$ | —\$ (5,000 ) | \$ | — | \$ (5,000 ) |
|---|------|----|--------------|----|---|-------------|

47

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## 16. Condensed consolidating financial information (continued)

Condensed Consolidating Statement of Cash Flows  
for the Nine Months Ended September 30, 2015  
(In thousands)  
(Unaudited)

|   | Alexandria Real<br>Estate Equities,<br>Inc. (Issuer) | Alexandria Real<br>Estate Equities,<br>L.P. (Guarantor<br>Subsidiary) | Combined<br>Non-Guarantor<br>Subsidiaries | Eliminations | Consolidated |
|---|--|---|---|--------------|--------------|
| <b>Operating Activities</b>   |  |   |   |              |              |
| Net income  | \$ 102,212   | \$ 174,672  | \$ 197,979                                | \$(371,726 ) | \$ 103,137   |
| Adjustments to reconcile net income to net cash (used in) provided by operating activities: |  |   |   |              |              |
| Depreciation and amortization   | 4,515  | —   | 184,529                                   | —            | 189,044      |
| Loss on early extinguishment of debt  | 189  | —   | —   | —            | 189          |
| Impairment of real estate   | —  | —   | 14,510                                    | —            | 14,510       |
| Equity in earnings of unconsolidated real estate JVs  | —  | —   | (1,825 )                                  | —            | (1,825 )     |
| Distributions of earnings from unconsolidated real estate JVs                               | —  | —   | 740                                       | —            | 740          |
| Amortization of loan fees   | 5,717  | —   | 2,631                                     | —            | 8,348        |
| Amortization of debt discounts (premiums)   | 243  | —   | (525 )                                    | —            | (282 )       |
| Amortization of acquired below-market leases  | —  | —   | (5,121 )                                  | —            | (5,121 )     |
| Deferred rent   | —  | —   | (34,421 )                                 | —            | (34,421 )    |
| Stock compensation expense  | 12,922   | —   | —   | —            | 12,922       |
| Equity in earnings of affiliates  | (193,480 )   | (174,800 )  | (3,446 )                                  | 371,726      | —            |
| Investment gains  | —  | —   | (22,368 )                                 | —            | (22,368 )    |
| Investment losses   | —  | 269   | 10,888                                    | —            | 11,157       |
| Changes in operating assets and liabilities:  |  |   |   |              |              |
| Restricted cash   | (28 )  | —   | 52  | —            | 24           |
| Tenant receivables  | —  | —   | 380                                       | —            | 380          |
| Deferred leasing costs  | —  | —   | (47,725 )                                 | —            | (47,725 )    |
| Other assets  | (9,228 )   | —   | (4,493 )                                  | —            | (13,721 )    |
| Accounts payable, accrued expenses, and tenant security deposits                            | 31,895   | —   | (472 )                                    | —            | 31,423       |
| Net cash (used in) provided by operating activities   | (45,043 )  | 141   | 291,313                                   | —            | 246,411      |
| <b>Investing Activities</b>   |  |   |   |              |              |
| Proceeds from sales of real estate  | —  | —   | 92,455                                    | —            | 92,455       |
| Additions to real estate  | —  | —   | (362,215 )                                | —            | (362,215 )   |
| Purchase of real estate   | —  | —   | (248,933 )                                | —            | (248,933 )   |
| Deposit for investing activities  | —  | —   | (6,707 )                                  | —            | (6,707 )     |
| Investments in unconsolidated real estate JVs   | —  | —   | (7,979 )                                  | —            | (7,979 )     |



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|  |             |               |               |              |               |
|--|-------------|---------------|---------------|--------------|---------------|
| Investments in subsidiaries                    | (302,455    | ) (215,128    | ) (4,493      | ) 522,076    | —             |
| Additions to investments                       | —           | —             | (67,965       | ) —          | (67,965 )     |
| Sales of investments                           | —           | 6             | 39,584        | —            | 39,590        |
| Proceeds from repayment of notes<br>receivable | —           | —             | 4,264         | —            | 4,264         |
| Net cash used in investing activities          | \$ (302,455 | ) \$ (215,122 | ) \$ (561,989 | ) \$ 522,076 | \$ (557,490 ) |

## 16. Condensed consolidating financial information (continued)

## Condensed Consolidating Statement of Cash Flows (continued)

for the Nine Months Ended September 30, 2015

(In thousands)

(Unaudited)

|   | Alexandria Real<br>Estate Equities<br>Inc. (Issuer) | Alexandria Real<br>Estate Equities<br>L.P. (Guarantor<br>Subsidiary) | Combined<br>Non-Guarantor<br>Subsidiaries | Elimination | Consolidated |
|---|---|--|---|-------------|--------------|
| <b>Financing Activities</b>   |   |  |   |             |              |
| Borrowings from secured notes payable   | \$ —  | \$ —   | \$ 47,375                                 | \$ —        | \$ 47,375    |
| Repayments of borrowings from secured notes payable                           | —   | —  | (12,217 )                                 | —           | (12,217 )    |
| Principal borrowings from unsecured senior line of credit                     | 1,432,000   | —  | —   | —           | 1,432,000    |
| Repayments of borrowings from unsecured senior line of credit                 | (893,000 )  | —  | —   | —           | (893,000 )   |
| Repayment of borrowings from unsecured senior bank term loan                  | (25,000 )   | —  | —   | —           | (25,000 )    |
| Transfer to/from parent company   | 1,853   | 214,926  | 305,297                                   | (522,076 )  | —            |
| Change in restricted cash related to financing activities                     | —   | —  | (4,737 )                                  | —           | (4,737 )     |
| Proceeds from the issuance of common stock                                    | 5,052   | —  | —   | —           | 5,052        |
| Payment of loan fees  | (2,140 )  | —  | (2,042 )                                  | —           | (4,182 )     |
| Dividends on common stock   | (162,280 )  | —  | —   | —           | (162,280 )   |
| Dividends on preferred stock  | (18,740 )   | —  | —   | —           | (18,740 )    |
| Contributions by noncontrolling interests                                     | —   | —  | 340                                       | —           | 340          |
| Distributions to and purchase of noncontrolling interests                     | —   | —  | (62,973 )                                 | —           | (62,973 )    |
| Net cash provided by financing activities                                     | 337,745   | 214,926  | 271,043                                   | (522,076 )  | 301,638      |
| Effect of foreign exchange rate changes on cash and cash equivalents          | —   | —  | (187 )                                    | —           | (187 )       |
| Net (decrease) increase in cash and cash equivalents                          | (9,753 )  | (55 )  | 180                                       | —           | (9,628 )     |
| Cash and cash equivalents as of the beginning of period                       | 52,491  | 63   | 33,457                                    | —           | 86,011       |
| Cash and cash equivalents as of the end of period                             | \$ 42,738   | \$ 8   | \$ 33,637                                 | \$ —        | \$ 76,383    |
| <b>Supplemental Disclosure of Cash Flow Information:</b>                      |   |  |   |             |              |
| Cash paid during the period for interest, net of interest capitalized         | \$ 47,193   | \$ —   | \$ 17,004                                 | \$ —        | \$ 64,197    |
| <b>Non-Cash Investing Activities:</b>   |   |  |   |             |              |
| Change in accrued construction  | \$ —  | \$ —   | \$ (7,305 )                               | \$ —        | \$ (7,305 )  |
| Assumption of secured notes payable in connection with purchase of properties | \$ —  | \$ —   | \$ (82,000 )                              | \$ —        | \$ (82,000 ) |

Non-Cash Financing Activities:

|   |              |      |      |      |              |
|---|--------------|------|------|------|--------------|
| Payable for purchase of noncontrolling interest | \$ (51,887 ) | \$ — | \$ — | \$ — | \$ (51,887 ) |
|---|--------------|------|------|------|--------------|

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Certain information and statements included in this quarterly report on Form 10-Q, including, without limitation, statements containing the words "forecast," "guidance," "projects," "estimates," "anticipates," "believes," "expects," "intends," "plans," "seeks," "should," or "will," or the negative of these words or similar words, constitute "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. Forward-looking statements involve inherent risks and uncertainties regarding events, conditions, and financial trends that may affect our future plans of operations, business strategy, results of operations, and financial position. A number of important factors could cause actual results to differ materially from those included within or contemplated by the forward-looking statements, including, but not limited to, the following:

Operating factors such as a failure to operate our business successfully in comparison to market expectations or in comparison to our competitors, our inability to obtain capital when desired or refinance debt maturities when desired, and/or a failure to maintain our status as a REIT for federal tax purposes.

Market and industry factors such as adverse developments concerning the science and technology industries and/or our tenants.

Government factors such as any unfavorable effects resulting from federal, state, local, and/or foreign government policies, laws, and/or funding levels.

Global factors such as negative economic, political, financial, credit market, and/or banking conditions.

Other factors such as climate change, cyber intrusions, and/or changes in laws, regulations, and financial accounting standards.

This list of risks and uncertainties is not exhaustive. Additional information regarding risk factors that may affect us is included under "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our annual report on Form 10-K for the fiscal year ended December 31, 2015. Readers of this quarterly report on Form 10-Q should also read our other documents filed publicly with the SEC for further discussion regarding such factors.

## Overview

We are a Maryland corporation formed in October 1994 that has elected to be taxed as a REIT for federal income tax purposes. We are an urban office REIT uniquely focused on world-class collaborative science and technology campuses in AAA innovation cluster locations with a total market capitalization of \$13.0 billion and an asset base in North America of 24.5 million square feet as of September 30, 2016. The asset base in North America includes 18.8 million RSF of operating properties and development and redevelopment projects (under construction or pre-construction) and 5.7 million square feet of future ground-up development projects. Alexandria pioneered this niche in 1994 and has since established a significant market presence in key locations, including Greater Boston, San Francisco, New York City, San Diego, Seattle, Maryland, and Research Triangle Park. Alexandria is known for our high-quality and diverse tenant base, with 54% of our total annualized base rent as of September 30, 2016, generated from investment-grade tenants. Among our top 20 tenants, 78% of our total annualized base rent as of September 30, 2016 was generated from investment-grade tenants. Alexandria has a longstanding and proven track record of developing Class A properties clustered in urban science and technology campuses that provide its innovative tenants with highly dynamic and collaborative environments that enhance their ability to successfully recruit and retain world-class talent and inspire productivity, efficiency, creativity, and success. We believe these advantages result in higher occupancy levels, longer lease terms, higher rental income, higher returns, and greater long-term asset value.

Our primary business objective is to maximize stockholder value by providing our stockholders with the greatest possible total return and long-term asset value based on a multifaceted platform of internal and external growth. A key element of our strategy is our unique focus on Class A properties clustered in urban campuses. These key urban campus locations are characterized by high barriers to entry for new landlords, high barriers to exit for tenants, and a limited supply of available space. They represent highly desirable locations for tenancy by science and technology entities because of their close proximity to concentrations of specialized skills, knowledge, institutions, and related businesses. Our strategy also includes drawing upon our deep and broad real estate, science, and technology relationships in order to identify and attract new and leading tenants and to source additional value-creation real estate opportunities.

## Executive summary

### Key highlights:

#### Solid internal growth

- Total revenues of \$230.4 million, up 5.4%, for the three months ended September 30, 2016, compared to \$218.6 million for the three months ended September 30, 2015;
- Executed leases for 683,307 RSF during the three months ended September 30, 2016, solid leasing activity in light of minimal contractual lease expirations at the beginning of 2016 and a highly leased value-creation pipeline;
- Rental rate increases of 28.2% and 16.2% (cash basis) during the three months ended September 30, 2016, for lease renewals and re-leasing of space aggregating 592,776 RSF (included in the 683,307 RSF above);
- Same property net operating income growth of 5.3% and 6.1% (cash basis) for the three months ended September 30, 2016, compared to the three months ended September 30, 2015; and
- 54% of total annualized base rent from investment-grade tenants as of September 30, 2016.

Solid external growth; disciplined allocation of capital to visible, multiyear, highly leased value-creation pipeline

• Deliveries of Class A properties in urban innovation clusters from our value-creation pipeline will increase net operating income by 35% over 2015:

| Delivery Date | RSF | Leased % | Incremental Annual Net Operating Income |
|---------------|-----|----------|---|
|---------------|-----|----------|---|

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|           |           |     |                                |
|-----------|-----------|-----|--------------------------------|
| 1H16      | 413,535   | 92% | \$14 million                   |
| 3Q16      | 590,260   | 98% | \$41 million                   |
| 4Q16      | 466,473   | 78% | \$10 million to \$15 million   |
| 2017-2018 | 1,987,948 | 73% | \$130 million to \$140 million |
|           | 3,458,216 | 81% | \$195 million to \$210 million |

51

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Key development and redevelopment projects placed into service during the three months ended September 30, 2016: 274,734 RSF, 97% leased to Sanofi and 255,743 RSF, 99% leased to bluebird bio, Inc. at 50 and 60 Binney Street, respectively; improvement of initial stabilized cash yield to 7.7% from 7.3% as initially disclosed; 59,783 RSF to Editas Medicine, Inc. at 11 Hurley Street; improvement of initial stabilized cash yield to 8.8% from 7.9% as initially disclosed; improvement of our initial yields on the deliveries above primarily due to significant reduction in total project costs.

#### Increased common stock dividend

Common stock dividend for the three months ended September 30, 2016, of \$0.80 per common share, up three cents, or 4%, over the three months ended September 30, 2015; continuation of our strategy to share growth in cash flows from operating activities with our stockholders, while also retaining a significant portion for reinvestment.

#### Per share results

|   | Three Months Ended<br>September 30, |        |          | Nine Months Ended September<br>30, |           |         |           |      |
|---|-------------------------------------|--------|----------|------------------------------------|-----------|---------|-----------|------|
|   | 2016                                | 2015   | Change   | 2016                               | 2015      | Change  |           |      |
| Net income (loss) attributable to Alexandria's common stockholders – diluted: |                                     |        |          |                                    |           |         |           |      |
| In Millions   | \$5.5                               | \$32.7 | \$(27.2) | N/A                                | \$(126.0) | \$81.7  | \$(207.8) | N/A  |
| Per Share   | \$0.07                              | \$0.46 | \$(0.39) | N/A                                | \$(1.69)  | \$1.14  | \$(2.83)  | N/A  |
| FFO attributable to Alexandria's common stockholders – diluted, as adjusted:  |                                     |        |          |                                    |           |         |           |      |
| In Millions   | \$107.6                             | \$95.0 | \$12.6   | 13.2%                              | \$305.8   | \$280.0 | \$25.8    | 9.2% |
| Per Share   | \$1.39                              | \$1.33 | \$0.06   | 4.5%                               | \$4.09    | \$3.92  | \$0.17    | 4.3% |

#### Key items impacting net income (loss) attributable to Alexandria's common stockholders:

| (In millions, except per share amounts)                              | Three Months Ended<br>September 30, |                        |             |                        | Nine Months Ended<br>September 30, |                        |        |                        |
|--|-------------------------------------|------------------------|-------------|------------------------|------------------------------------|------------------------|--------|------------------------|
|  | 2016                                | 2015                   | 2016        | 2015                   | 2016                               | 2015                   | 2016   | 2015                   |
|  | Amount                              | Per Share –<br>Diluted | Amount      | Per Share –<br>Diluted | Amount                             | Per Share –<br>Diluted | Amount | Per Share –<br>Diluted |
| Impairment of:   |                                     |                        |             |                        |                                    |                        |        |                        |
| Real estate – Asia   | \$7.3                               | \$ –\$0.09             | \$ –\$190.4 | \$14.5                 | \$2.56                             | \$0.20                 |        |                        |
| Real estate – North America  | 0.8                                 | —                      | 0.01        | —                      | 2.8                                | —                      | 0.04   | —                      |
| Non-real estate investment   | 3.1                                 | —                      | 0.04        | —                      | 3.1                                | —                      | 0.04   | —                      |
| Loss on early extinguishment of debt                                 | 3.2                                 | —                      | 0.04        | —                      | 3.2                                | 0.2                    | 0.04   | —                      |
| Preferred stock redemption charge                                    | 13.1                                | —                      | 0.17        | —                      | 25.6                               | —                      | 0.34   | —                      |
| Total  | \$27.5                              | \$ –\$0.35             | \$ –\$225.1 | \$14.7                 | \$3.02                             | \$0.20                 |        |                        |
| Weighted average shares of common stock outstanding – diluted<br>(1) | 77.4                                | 71.5                   |             |                        | 74.5                               | 71.4                   |        |                        |

(1) Refer to the “Non-GAAP Measures” section within this Item 2 for a description of weighted-average shares – diluted.





## Core operating metrics

Percentage of annualized base rent from investment-grade tenants as of September 30, 2016:

All tenants: 54%

Top 20 tenants: 78%

Percentage of annualized base rent from Class A properties as of September 30, 2016: 77%

Solid leasing activity, in light of minimal contractual lease expirations at the beginning of 2016 and a highly leased value-creation pipeline:

|   | 3Q16    | YTD<br>3Q16 |
|---|---------|-------------|
| Total leasing activity – RSF            | 683,307 | 1,888,691   |
| Lease renewals and re-leasing of space: |         |             |
| Rental rate increases                   | 28.2%   | 28.4%       |
| Rental rate increases (cash basis)      | 16.2%   | 13.2%       |
| RSF                                     | 592,776 | 1,458,386   |

Same property net operating income growth:

5.3% and 6.1% (cash basis) for the three months ended September 30, 2016, compared to the three months ended September 30, 2015

5.0% and 6.1% (cash basis) for nine months ended September 30, 2016, compared to the nine months ended September 30, 2015

Occupancy for operating properties in North America at 97.1% as of September 30, 2016

Operating margin at 69% for the three months ended September 30, 2016

Adjusted EBITDA margin at 67% for the three months ended September 30, 2016

## External growth

Disciplined allocation of capital to value-creation pipeline

See “Key Highlights” of the “Executive Summary” within this Item 2 for information.

## Timely funded strategic acquisition

In June 2016, we entered into a definitive agreement to acquire One Kendall Square, a 644,771 RSF, 98.5% occupied, seven-building collaborative science and technology campus in the east of our Cambridge urban innovation cluster submarket. The purchase price is \$725.0 million, including the assumption of a \$203.0 million secured note payable. We expect to obtain approval by the lender for the loan assumption and complete this acquisition in the fourth quarter of 2016. The acquisition is expected to be funded by our forward equity sales agreements through the issuance of 7.5 million shares of our common stock. See below for additional information.

This acquisition provides us with a significant opportunity to increase cash flows:

\$47/RSF average below-market in-place annual rents (mix of office gross rents and lab triple net rents);

55% contractual lease expirations through 2019;

Conversion of significant portion of campus office space into office/laboratory space through redevelopment; and

Entitled land parcel for near-term ground-up development of an additional building aggregating 172,500 square feet.

## Balance sheet

Improvement in balance sheet leverage and liquidity

\$13.0 billion total market capitalization as of September 30, 2016;

\$1.9 billion of liquidity as of September 30, 2016;

Net debt to Adjusted EBITDA

•Third quarter of 2016 annualized: 6.8x; 12 months ended September 30, 2016: 7.1x

•Target fourth quarter of 2016 annualized target range: 5.9x to 6.3x

•Goal: less than 6.0x;

3.6x fixed-charge coverage ratio for the third quarter of 2016 annualized and 12 months ended September 30, 2016;

Annualized target range of 3.5x to 4.0x for the fourth quarter of 2016;

Repurchased 1.1 million shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$39.3 million, or \$36.31 per share, and recognized a preferred stock redemption charge of \$13.1 million during the three months ended September 30, 2016;

Executed an offering, subject to forward equity sales agreements, to sell an aggregate of 7.5 million shares of common stock, including 975,000 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares of our common stock, at a public offering price of \$101.00 per share, subject to customary contractual price adjustments. Net proceeds, after issuance costs and underwriters' discount, of \$724.0 million, will be further adjusted as provided in the forward equity sales agreements. We expect to settle the forward sales agreements and receive proceeds from the common stock offering after the closing of One Kendall Square. Proceeds from this offering will be used to fund the acquisition of One Kendall Square located in East Cambridge, lower net debt to adjusted EBITDA by 0.3x, and fund construction;

Raised \$323.7 million from (i) dispositions completed and under contract for \$217.5 million, and (ii) commitment from our joint venture partner to fund construction primarily in 2016 aggregating \$106.3 million related to the completed sale of a partial interest in 10290 Campus Point Drive. Refer to "Real Estate Asset Sales" within this Item 2 of this report for additional information;

Amended our unsecured senior line of credit and recognized a loss on early extinguishment of debt of \$2.4 million related to the write-off of unamortized loan fees. Key changes are summarized below:

|               | Amended Agreement | Prior Agreement |
|---------------|-------------------|-----------------|
| Commitments   | \$1.65 billion    | \$1.5 billion   |
| Interest rate | LIBOR+1.00%       | LIBOR+1.10%     |
| Maturity date | October 29, 2021  | January 3, 2019 |

Completed a partial principal repayment of \$200 million of our 2019 Unsecured Senior Bank Term Loan, reducing the total outstanding balance from \$600 million to \$400 million, and recognized a loss on early extinguishment of debt of \$869 thousand related to the write-off of unamortized loan fees during the three months ended September 30, 2016;

Executed two forward interest rate swap agreements, with notional aggregating \$200 million at a fixed pay rate of 0.95%, that are effective on March 29, 2018;

Limited debt maturities through 2018 and well-laddered maturity profile;

Current and future value-creation pipeline was 12% of gross investments in real estate in North America as of September 30, 2016, with fourth quarter of 2016 target range from 10% to 12%; and

14% unhedged variable-rate debt as a percentage of total debt as of September 30, 2016.

#### LEED certifications

57% of total annualized base rent expected from Leadership in Energy and Environmental Design ("LEED") certified projects upon completion of in-process projects.

#### Subsequent events in October 2016

Acquired the Torrey Ridge Science Center, a 294,993 RSF, three-building collaborative life science campus located in the heart of our Torrey Pines submarket of San Diego, for a purchase price of \$182.5 million. The campus is 87.1% occupied, and we expect to achieve an initial stabilized yield (cash basis) of 6.8% at stabilization in the first half of 2018 upon completion of near-term renewals/re-leasing of acquired below-market leases and the conversion of 75,953 RSF existing shell and office space into office/laboratory space.

- Repurchased 1.5 million shares of our 7.00% Series D stock cumulative convertible preferred stock at an aggregate price of \$52.8 million, or \$36.07 per share. As of October 31, 2016, the par value of 7.00% Series D stock outstanding was \$125.2 million.
- Filed an "at the market" common stock offering program, which allows us to sell up to an aggregate of \$600.0 million of our common stock. Under this program, we sold an aggregate of 1.4 million shares of common

stock for gross proceeds of \$150.0 million, or \$104.28 per share, and net proceeds of approximately \$147.7 million.

## Operating summary

## Key real estate statistics

The following table presents information regarding our asset base, including unconsolidated real estate joint ventures, as of September 30, 2016, and December 31, 2015:

|  | September 30,<br>2016 | December 31,<br>2015 |
|--|-----------------------|----------------------|
| (RSF)  |                       |                      |
| Operating properties   | 16,366,158            | 15,538,280           |
| Development properties   | 1,987,939             | 2,761,428            |
| Redevelopment properties   | 466,482               | 574,362              |
| Total properties – North America                                       | 18,820,579            | 18,874,070           |
| Number of properties – North America                                   | 189                   | 191                  |
| Occupancy in North America at period-end – operating                   | 97.1%                 | 97.2%                |
| Occupancy in North America at period-end – operating and redevelopment | 94.4%                 | 93.7%                |
| Annualized base rent per occupied RSF – North America                  | \$ 43.39              | \$ 41.17             |

## Leasing

Executed a total of 127 leases, with a weighted-average lease term of 5.7 years, for 1,888,691 RSF, including 200,041 RSF related to our development and redevelopment projects during the nine months ended September 30, 2016, solid leasing activity in light of minimal contractual lease expirations at the beginning of 2016 and a highly leased value-creation pipeline;

Achieved rental rate increases of 28.4% and 13.2% (cash basis) for lease renewals and re-leasing of space aggregating 1,458,386 RSF (included in 1,888,691 RSF above) during the nine months ended September 30, 2016; and

Increased the occupancy percentage for operating properties in North America by 90 bps to 97.1% since September 30, 2015

Approximately 66% of the 127 leases executed during the nine months ended September 30, 2016, did not include concessions for free rent. During the nine months ended September 30, 2016, we granted tenant concessions/free rent averaging 1.5 months with respect to the 1,888,691 RSF leased.

The following table summarizes our leasing activity at our properties:

|  | Three Months Ended September 30, 2016   |         | Nine Months Ended September 30, 2016    |         | Year Ended December 31, 2015            |         |
|--|---|---------|---|---------|---|---------|
|  | Including Cash Straight-Line Rent Basis |         | Including Cash Straight-Line Rent Basis |         | Including Cash Straight-Line Rent Basis |         |
| (Dollars are per RSF)                                |   |         |   |         |   |         |
| Leasing activity:                                    |   |         |   |         |   |         |
| Renewed/re-leased space <sup>(1)</sup>               |   |         |   |         |   |         |
| Rental rate changes                                  | 28.2%                                   | 16.2%   | 28.4%                                   | 13.2%   | 19.6%                                   | 9.9%    |
| New rates  | \$50.13                                 | \$47.75 | \$48.15                                 | \$45.77 | \$35.70                                 | \$35.97 |
| Expiring rates                                       | \$39.11                                 | \$41.10 | \$37.49                                 | \$40.45 | \$29.84                                 | \$32.73 |
| Rentable square footage                              | 592,776                                 |         | 1,458,386                               |         | 2,209,893                               |         |
| Number of leases                                     | 30                                      |         | 87                                      |         | 146                                     |         |
| Tenant improvements/leasing commissions              | \$17.56                                 |         | \$14.95                                 |         | \$10.02                                 |         |
| Average lease terms                                  | 5.3 years                               |         | 4.9 years                               |         | 4.7 years                               |         |
| Developed/redeveloped/previously vacant space leased |   |         |   |         |   |         |
| New rates  | \$34.09                                 | \$33.67 | \$45.07                                 | \$42.90 | \$55.24                                 | \$50.65 |
| Rentable square footage                              | 90,531                                  |         | 430,305                                 |         | 2,762,149                               |         |
| Number of leases                                     | 10                                      |         | 40                                      |         | 72                                      |         |
| Tenant improvements/leasing commissions              | \$10.36                                 |         | \$20.94                                 |         | \$19.63                                 |         |
| Average lease terms                                  | 6.0 years                               |         | 8.2 years                               |         | 11.9 years                              |         |
| Leasing activity summary (totals):                   |   |         |   |         |   |         |
| New rates  | \$48.01                                 | \$45.89 | \$47.45                                 | \$45.12 | \$46.55                                 | \$44.13 |
| Rentable square footage                              | 683,307                                 |         | 1,888,691                               |         | 4,972,042                               |         |
| Number of leases                                     | 40                                      |         | 127                                     |         | 218                                     |         |
| Tenant improvements/leasing commissions              | \$16.60                                 |         | \$16.32                                 |         | \$15.36                                 |         |
| Average lease terms                                  | 5.4 years                               |         | 5.7 years                               |         | 8.7 years                               |         |
| Lease expirations: <sup>(1)</sup>                    |   |         |   |         |   |         |
| Expiring rates                                       | \$38.28                                 | \$40.13 | \$35.73                                 | \$38.39 | \$28.32                                 | \$30.80 |
| Rentable square footage                              | 641,536                                 |         | 1,735,995                               |         | 2,801,883                               |         |
| Number of leases                                     | 42                                      |         | 114                                     |         | 197                                     |         |

Leasing activity includes 100% of results for properties managed by us. Refer to the "Non-GAAP Measures" section within this Item 2 for a description of the basis used to compute the measures above.

<sup>(1)</sup> Excludes 17 month-to-month leases for 22,622 RSF and 16 month-to-month leases for 30,810 RSF as of September 30, 2016, and December 31, 2015, respectively.

<sup>(2)</sup>

During the nine months ended September 30, 2016, we granted tenant concessions/free rent averaging 1.5 months with respect to the 1,888,691 RSF leased.

## Summary of contractual lease expirations

The following table summarizes information with respect to the contractual lease expirations at our properties in North America as of September 30, 2016:

| Year       | Number of Leases  | RSF                    | Percentage of Aggregate Total RSF | Annualized Base Rent (per RSF) | Percentage of Total Annualized Base Rent |
|------------|-------------------|------------------------|-----------------------------------|--------------------------------|--|
| 2016       | 17 <sup>(1)</sup> | 340,121 <sup>(1)</sup> | 2.1 % <sup>(1)</sup>              | \$41.85 <sup>(1)</sup>         | 2.1 % <sup>(1)</sup>                     |
| 2017       | 60                | 798,881                | 5.0 %                             | \$29.15                        | 3.4 %                                    |
| 2018       | 102               | 2,024,045              | 12.7 %                            | \$40.82                        | 12.2 %                                   |
| 2019       | 78                | 1,470,077              | 9.2 %                             | \$37.46                        | 8.1 %                                    |
| 2020       | 70                | 1,632,317              | 10.3 %                            | \$37.56                        | 9.1 %                                    |
| 2021       | 65                | 1,544,980              | 9.7 %                             | \$40.25                        | 9.2 %                                    |
| 2022       | 40                | 1,107,982              | 7.0 %                             | \$40.81                        | 6.7 %                                    |
| 2023       | 27                | 1,399,841              | 8.8 %                             | \$41.89                        | 8.7 %                                    |
| 2024       | 18                | 1,002,501              | 6.3 %                             | \$46.36                        | 6.9 %                                    |
| 2025       | 13                | 411,767                | 2.6 %                             | \$43.98                        | 2.7 %                                    |
| Thereafter | 43                | 4,146,877              | 26.1 %                            | \$50.63                        | 31.0 %                                   |

Leasing expirations include 100% of the RSF for properties managed by us in North America.

(1) Excludes 17 month-to-month leases for 22,622 RSF.

The following tables present information by market with respect to our lease expirations in North America as of September 30, 2016, for the remainder of 2016 and all of 2017:

| Market                        | 2016 Contractual Lease Expirations |                           |                            |     | Remaining Expiring Leases | Total <sup>(1)</sup> | Annualized Base Rent (per RSF) |
|-------------------------------|------------------------------------|---------------------------|----------------------------|-----|---------------------------|----------------------|--------------------------------|
|                               | Leased                             | Negotiating/ Anticipating | Targeted for Redevelopment |     |                           |                      |                                |
| Greater Boston                | 19,823                             | 615                       | —                          |     | 15,000                    | 35,438               | \$ 42.16                       |
| San Francisco                 | 32,834                             | —                         | —                          |     | —                         | 32,834               | 26.36                          |
| New York City                 | —                                  | —                         | —                          |     | 10,326                    | 10,326               | N/A                            |
| San Diego                     | —                                  | 31,813                    | —                          |     | 147,624 <sup>(2)</sup>    | 179,437              | 44.08                          |
| Seattle                       | —                                  | 6,235                     | —                          |     | —                         | 6,235                | 31.24                          |
| Maryland                      | 2,618                              | 15,522                    | —                          |     | 16,452                    | 34,592               | 22.81                          |
| Research Triangle Park        | —                                  | 6,104                     | —                          |     | —                         | 6,104                | 19.67                          |
| Non-cluster markets           | 35,155                             | —                         | —                          |     | —                         | 35,155               | 20.90                          |
| Total                         | 90,430                             | 60,289                    | —                          |     | 189,402                   | 340,121              | \$ 41.85                       |
| Percentage of expiring leases | 27                                 | % 18                      | % —                        | % — | 55                        | % 100                | %                              |

  

| Market | 2017 Contractual Lease Expirations |                           |                            |  | Remaining Expiring | Total | Annualized Base Rent (per RSF) |
|--------|------------------------------------|---------------------------|----------------------------|--|--------------------|-------|--------------------------------|
|        | Leased                             | Negotiating/ Anticipating | Targeted for Redevelopment |  |                    |       |                                |



|                               |         |         |      | Leases  |                        |          |
|-------------------------------|---------|---------|------|---------|------------------------|----------|
| Greater Boston                | 17,857  | 34,415  | —    | 160,136 | <sup>(3)</sup> 212,408 | \$ 39.85 |
| San Francisco                 | 18,207  | 22,457  | —    | 8,514   | 49,178                 | 30.64    |
| New York City                 | —       | —       | —    | 6,936   | 6,936                  | N/A      |
| San Diego                     | —       | 18,282  | —    | 179,393 | <sup>(4)</sup> 197,675 | 29.12    |
| Seattle                       | 30,093  | —       | —    | 25,262  | 55,355                 | 45.21    |
| Maryland                      | —       | 2,354   | —    | 93,224  | 95,578                 | 19.11    |
| Research Triangle Park        | 37,853  | 42,592  | —    | 94,716  | 175,161                | 13.92    |
| Non-cluster markets           | —       | —       | —    | 6,590   | 6,590                  | 15.05    |
| Total                         | 104,010 | 120,100 | —    | 574,771 | 798,881                | \$ 29.15 |
| Percentage of expiring leases | 13      | % 15    | % —% | 72      | % 100                  | %        |

Leasing expirations include 100% of the RSF for properties managed by us in North America.

(1) Excludes 17 month-to-month leases for 22,622 RSF.

Includes 125,409 RSF leased to Eli Lilly and Company at 10300 Campus Point Drive with a contractual expiration in the fourth quarter of 2016. This tenant will relocate and expand into 304,326 RSF at our recently acquired

(2) redevelopment project at 10290 Campus Point Drive. We are in the process of evaluating the potential redevelopment of the 125,409 RSF upon rollover, which would include a conversion of a portion of the space from office to laboratory and a conversion from single-tenant space to multi-tenant space.

(3) Includes 142,953 RSF located in our Cambridge submarket. Additionally, the largest contractual lease expiration is approximately 47,000 RSF.

(4) Includes one lease for 109,780 RSF with annualized base rent per RSF of \$22.72. We are in early negotiations for renewal.

Cash Flows from High-Quality, Diversified, and Innovative Tenants

Top 20 Tenants

|  |                           |
|--|---------------------------|
| Annualized Base Rent from Investment-Grade Tenants | Long Remaining Lease Term |
| 78%  | 8.6 Years                 |

All Tenants

|  |
|--|
| Total Annualized Base Rent from Investment-Grade Tenants |
| 54%  |

High-Quality Tenant Base

(1) Office and tech office space represent 2.7% and 0.6% of total annualized base rent, respectively.

High-Quality Cash Flows from Class A Properties in AAA Locations

Key Locations

Class A Properties in

AAA Locations

77%

of ARE's Total

Annualized Base Rent

% of ARE's Total Annualized Base Rent

Solid Demand for Class A Properties

in AAA Locations Drives Solid Occupancy

Occupancy of Operating Properties Across Key Locations as of September 30, 2016

Solid Historical

Occupancy <sup>(1)</sup>

95%

Over 10 Years

<sup>(1)</sup> Average occupancy of operating properties in North America as of December 31 for the last 10 years, and as of September 30, 2016.

## Locations of properties in North America

The locations of our properties are diversified among a number of science and technology cluster markets. The following table sets forth, as of September 30, 2016, the total RSF, number of properties, and annualized base rent in North America of our properties by market (dollars in thousands, except per RSF amounts):

| Market                   | RSF        |             |               | Total      | % of Total | Number of Properties | Annualized Base Rent |            |         |
|--------------------------|------------|-------------|---------------|------------|------------|----------------------|----------------------|------------|---------|
|                          | Operating  | Development | Redevelopment |            |            |                      | Total                | % of Total | Per RSF |
| Greater Boston           | 5,103,840  | 531,875     | —             | 5,635,715  | 30 %       | 42                   | \$276,788            | 40 %       | \$55.15 |
| San Francisco            | 2,786,476  | 872,980     | —             | 3,659,456  | 19         | 29                   | 126,424              | 18         | 45.46   |
| New York City            | 727,674    | —           | —             | 727,674    | 4          | 2                    | 59,641               | 9          | 86.30   |
| San Diego                | 3,189,091  | 295,278     | 466,482       | 3,950,851  | 21         | 50                   | 100,733              | 15         | 33.96   |
| Seattle                  | 747,809    | 287,806     | —             | 1,035,615  | 6          | 11                   | 33,930               | 5          | 46.11   |
| Maryland                 | 2,085,196  | —           | —             | 2,085,196  | 11         | 28                   | 51,310               | 8          | 25.27   |
| Research Triangle Park   | 1,043,726  | —           | —             | 1,043,726  | 6          | 15                   | 23,532               | 3          | 22.84   |
| Canada                   | 322,967    | —           | —             | 322,967    | 2          | 4                    | 7,424                | 1          | 23.14   |
| Non-cluster markets      | 268,689    | —           | —             | 268,689    | 1          | 6                    | 6,230                | 1          | 26.28   |
| Properties held for sale | 90,690     | —           | —             | 90,690     | —          | 2                    | 1,479                | —          | —       |
| North America            | 16,366,158 | 1,987,939   | 466,482       | 18,820,579 | 100 %      | 189                  | \$687,491            | 100 %      | \$43.39 |

RSF, number of properties, and annualized base rent amounts include 100% of the properties managed by us in North America.

## Summary of occupancy percentages in North America

The following table sets forth the occupancy percentages for our operating assets and our assets under redevelopment in each of our North America markets as of the following dates:

| Market                 | Operating Properties |         | Operating and Redevelopment Properties |         |         |         |
|------------------------|----------------------|---------|--|---------|---------|---------|
|                        | 9/30/16              | 6/30/16 | 9/30/15                                | 9/30/16 | 6/30/16 | 9/30/15 |
| Greater Boston         | 98.3 %               | 97.9 %  | 95.7 %                                 | 98.3 %  | 96.6 %  | 94.4 %  |
| San Francisco          | 99.8                 | 100.0   | 100.0                                  | 99.8    | 100.0   | 100.0   |
| New York City          | 95.0                 | 94.6    | 99.6                                   | 95.0    | 94.6    | 99.6    |
| San Diego              | 93.0                 | 93.8    | 94.9                                   | 81.1    | 81.8    | 82.4    |
| Seattle                | 98.4                 | 99.1    | 98.6                                   | 98.4    | 99.1    | 98.6    |
| Maryland               | 97.4                 | 96.4    | 95.6                                   | 97.4    | 96.4    | 95.6    |
| Research Triangle Park | 98.7                 | 98.3    | 91.6                                   | 98.7    | 98.3    | 91.6    |
| Subtotal               | 97.3                 | 97.2    | 96.3                                   | 94.4    | 93.9    | 93.1    |
| Canada                 | 99.3                 | 99.3    | 99.3                                   | 99.3    | 99.3    | 99.3    |
| Non-cluster markets    | 88.2                 | 88.2    | 71.9                                   | 88.2    | 88.2    | 71.9    |
| North America          | 97.1 %               | 97.0 %  | 96.2 %                                 | 94.4 %  | 93.9 %  | 93.0 %  |

Occupancy includes 100% of the properties managed by us in North America.



## Tenants

Top 20 Tenants: 78% of Annualized Base Rent from Investment-Grade Tenants

Our properties are leased to a high-quality and diverse group of tenants, with no individual tenant accounting for more than 4.6% of our annualized base rent. The following table sets forth information regarding leases with our 20 largest tenants in North America based upon annualized base rent as of September 30, 2016 (dollars in thousands):

| Tenant   | Remaining Lease Term in Years <sup>(1)</sup> | Aggregate RSF          | Annualized Base Rent  | Percentage of Aggregate Annualized Base Rent | Investment-Grade Ratings<br>Moody's S&P |
|--|--|------------------------|-----------------------|--|---|
| 1 Illumina, Inc.   | 13.7   | 891,495                | \$ 31,301             | 4.6%   | — BBB                                   |
| 2 ARIAD Pharmaceuticals, Inc. / IBM Watson Health <sup>(2)</sup> | 13.5   | 386,111                | 30,051                | 4.4  | — —                                     |
| 3 Novartis AG  | 1.6 <sup>(3)</sup>                           | 406,040 <sup>(3)</sup> | 25,219 <sup>(3)</sup> | 3.7  | Aa3 AA-                                 |
| 4 Sanofi   | 11.2   | 446,975                | 25,162                | 3.7  | A1 AA                                   |
| 5 bluebird bio, Inc.   | 9.3  | 337,528                | 23,578                | 3.4  | — —                                     |
| 6 New York University  | 13.8   | 209,224                | 20,566                | 3.0  | Aa3 AA-                                 |
| 7 Dana-Farber Cancer Institute, Inc.                             | 13.8   | 254,130                | 19,612                | 2.9  | A1 —                                    |
| 8 Eli Lilly and Company  | 6.6  | 287,924                | 19,452                | 2.8  | A2 AA-                                  |
| 9 Amgen Inc.   | 7.4  | 473,369                | 17,758                | 2.6  | Baa1 A                                  |
| 10 Roche   | 4.0  | 343,861                | 16,517                | 2.4  | A1 AA                                   |
| 11 Celgene Corporation   | 6.5  | 350,797                | 15,071                | 2.2  | Baa2 BBB+                               |
| 12 United States Government                                      | 8.7  | 263,147                | 14,697                | 2.1  | Aaa AA+                                 |
| 13 FibroGen, Inc.  | 7.1  | 234,249                | 14,198                | 2.1  | — —                                     |
| 14 Biogen Inc.   | 12.0   | 305,212                | 13,278                | 1.9  | Baa1 A-                                 |
| 15 Massachusetts Institute of Technology                         | 3.9  | 233,620                | 12,409                | 1.8  | Aaa AAA                                 |
| 16 Bristol-Myers Squibb Company                                  | 2.4  | 251,316                | 10,743                | 1.6  | A2 A+                                   |
| 17 The Regents of the University of California                   | 6.9  | 233,527                | 10,691                | 1.6  | Aa2 AA                                  |
| 18 GlaxoSmithKline plc   | 2.7  | 249,278                | 10,428                | 1.5  | A2 A+                                   |
| 19 Pfizer Inc.   | 4.8  | 172,205                | 9,700                 | 1.4  | A1 AA                                   |
| 20 Alnylam Pharmaceuticals, Inc.                                 | 5.0  | 129,424                | 7,314                 | 1.1  | — —                                     |
| Total/weighted average   | 8.6  | 6,459,432              | \$ 347,745            | 50.8%  |   |

Annualized base rent and RSF amounts include 100% of the properties managed by us in North America.

(1)Based on percentage of aggregate annualized base rent in effect as of September 30, 2016.

(2) IBM Watson Health, a digital health venture of IBM, currently subleases 163,186 RSF at 75 Binney Street with an initial lease term of 10 years. IBM holds investment-grade ratings of Aa3 (Moody's) and AA- (S&P).

As of September 30, 2016, all of the leases in North America with Novartis AG are in our Cambridge submarket.

(3)As of September 30, 2016, 53,991 RSF has been leased to other tenants and an additional 302,626 RSF was under negotiation. Excludes leases aggregating 93,820 RSF for properties in India sold in October 2016.



Value-creation projects and external growth

Incremental annual net operating income from development and redevelopment projects

Represents incremental annual net operating income upon stabilization of our development and redevelopment (1) projects, including our share of real estate joint venture projects. RSF and percentage leased represent 100% of each property.

62

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Key real estate metrics as of September 30, 2016

|   |   |  |
|---|---|--|
| 2016 Disciplined Allocation of Capital <sup>(1)</sup> | Value-Creation Pipeline                         |  |
| 97% Allocated to Urban Innovation Submarkets          | Development/Redevelopment of Class A Properties |  |
|   | In-Process                                      | Future Growth Opportunities <sup>(2)</sup> |
|   | 2.5M  | 6.9M                                       |
|   | RSF   | RSF  |

Pre-Leased Percentage: 5.1 million RSF of Ground-Up Developments since January 1, 2009 <sup>(3)</sup>

Ground-Up Developments Commenced and Delivered since January 1, 2009

|               |              |                          |                                       |
|---------------|--------------|--------------------------|---------------------------------------|
| Single-Tenant | Multi-Tenant | Average                  | Average                               |
| 100%          | 38%          | Initial Stabilized Yield | Initial Stabilized Yield (Cash Basis) |
| Pre-Leased    | Pre-Leased   |                          |                                       |
| 2.6M RSF      | 2.5M RSF     | 8.0%                     | 7.7%                                  |

Represents projected construction and acquisitions for the year ending December 31, 2016, including the (1) acquisition of One Kendall Square located in our Cambridge submarket, which we expect to close in the fourth quarter of 2016.

(2) Includes acquisitions under contract at 88 Bluxome Street, located in our Mission Bay/SoMa submarket, and One Kendall Square, located in our Cambridge submarket.

(3) Represents average pre-leased percentage at the commencement of vertical aboveground construction.

Sustainability

(1) Upon completion of 19 in-process Leadership in Energy and Environmental Design certification projects.

64

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## Investments in real estate

Our investments in real estate consisted of the following as of September 30, 2016 (dollars in thousands, except per square foot amounts):

|  | Investments<br>in Real<br>Estate | %     | Total<br>Square<br>Feet | Per<br>Square<br>Foot |
|--|----------------------------------|-------|-------------------------|-----------------------|
| Investments in real estate:                              |                                  |       |                         |                       |
| Rental properties  | \$8,244,953                      | 88 %  | 16,052,751              | \$ 514                |
| Development and redevelopment projects:                  |                                  |       |                         |                       |
| Projects to be delivered in the fourth quarter of 2016   | 237,514                          | 2     | 366,081                 | 649                   |
| Projects to be delivered in 2017 and 2018                | 638,203                          | 7     | 1,564,968               | 408                   |
| Development and redevelopment projects                   | 875,717                          | 9     | 1,931,049               | 453                   |
| Rental properties and development/redevelopment projects | 9,120,670                        |       | 17,983,800              | 507                   |
| Future value-creation projects                           | 238,728                          | 3     | 5,678,707               | 42                    |
| Value-creation pipeline                                  | 1,114,445                        | 12    | 7,609,756               | 146                   |
| Gross investments in real estate – North America         | 9,359,398                        | 100 % | 23,662,507              | 396                   |
| Less: accumulated depreciation                           | (1,473,064 )                     |       |                         |                       |
| Net investments in real estate – North America           | 7,886,334                        |       |                         |                       |
| Net investments in real estate – Asia                    | 52,845                           |       |                         |                       |
| Investments in real estate                               | \$7,939,179                      |       |                         |                       |

Refer to “Joint Ventures Financial Information” section within this Item 2 for information on our investment in unconsolidated real estate joint ventures.

## Development, redevelopment, and future value-creation projects

A key component of our business model is our disciplined allocation of capital to Class A development and redevelopment projects located in world-class collaborative science and technology campuses in AAA urban innovation clusters. These projects are focused on providing high-quality, generic, and reusable space to meet the real estate requirements of, and are reusable by, a wide range of tenants. A significant number of our active development and redevelopment projects are highly leased and expected to be substantially delivered in the near future. Upon completion, each value-creation project is expected to generate a significant increase in rental income, net operating income, and cash flows. Our development and redevelopment projects are generally in locations that are highly desirable to high-quality entities, which we believe results in higher occupancy levels, longer lease terms, and higher rental income and returns. Deliveries of Class A properties in urban innovation clusters from our value-creation pipeline will increase net operating income by 35% over 2015:

| Delivery Date | RSF       | Leased % | Incremental Annual Net Operating Income |
|---------------|-----------|----------|---|
| 1H16          | 413,535   | 92%      | \$14 million                            |
| 3Q16          | 590,260   | 98%      | \$41 million                            |
| 4Q16          | 466,473   | 78%      | \$10 million to \$15 million            |
| 2017-2018     | 1,987,948 | 73%      | \$130 million to \$140 million          |
|               | 3,458,216 | 81%      | \$195 million to \$210 million          |

Development projects consist of the ground-up development of generic and reusable facilities. Redevelopment projects consist of the permanent change in use of office, warehouse, and shell space into office/laboratory and tech office space. We generally will not commence new development projects for aboveground construction of Class A office/laboratory and tech office space without first securing significant pre-leasing for such space, except when there is solid market demand for high-quality Class A facilities.

Predevelopment activities include entitlements, permitting, design, site work, and other activities preceding commencement of construction of aboveground building improvements. The advancement of predevelopment efforts is focused on reducing the time required to deliver projects to prospective tenants. These critical activities add significant value for future ground-up development and are required for the vertical construction of buildings. Ultimately, these projects will provide high-quality facilities and are expected to generate significant revenue and cash flows.

As of September 30, 2016, we had nine ground-up development projects, including two unconsolidated real estate joint venture development projects, and two redevelopment projects under construction in North America. The projects at completion will aggregate 2.9 million RSF, of which 416,345 RSF has been completed and was in service as of September 30, 2016. As of September 30, 2016, we had \$238.7 million of future value-creation projects supporting an aggregate of 5.7 million square feet of ground-up development in North America.

During the nine months ended September 30, 2016, we commenced the following projects:

- 150,000 RSF development at 505 Brannan Street in our Mission Bay/SoMa submarket, which is 100% leased to Pinterest, Inc., with an initial occupancy date in the second half of 2017.
- Development of an additional building at 3215 Merryfield Row aggregating 170,523 RSF at our ARE Spectrum project; 100% leased to Vertex Pharmaceuticals, Inc., with an initial occupancy date in the second half of 2017.
- Development of a parking structure with 1,280 spaces located at 5200 Illumina Way in our University Town Center submarket; 100% leased to Illumina, Inc., with an initial occupancy date in the second half of 2017.

Our initial stabilized yield is calculated as the quotient of the estimated amounts of net operating income upon stabilization and our investment in the property and excludes the impact of leverage. Our cash rents related to our value-creation projects are expected to increase over time, and our average cash yields are expected, in general, to be greater than our initial stabilized yields (cash basis). Our estimates for initial stabilized yields, initial stabilized yields (cash basis), and total costs at completion represent our initial estimates at the commencement of the project. We expect to update this information upon completion of the project, or sooner if there are significant changes to the expected project yields or costs. Initial stabilized yield reflects rental income, including contractual rent escalations and any rent concessions over the term (s) of the lease(s), calculated on a straight-line basis. Initial stabilized yield (cash basis) reflects cash rents at the stabilization date after initial rental concessions, if any, have elapsed and excludes significant non-cash items from our investment primarily related to purchase accounting adjustments for acquired above- and below-market leases and acquired debt. Average cash yield reflects cash rents, including contractual rent escalations after initial rental concessions have elapsed, calculated on a straight-line basis and excludes significant non-cash items from our investment primarily related to purchase accounting adjustments for acquired above- and below-market leases and acquired debt.

External growth – value-creation development and redevelopment projects placed into service during 2016

The following table presents value-creation development projects, including our unconsolidated real estate joint ventures, placed into service during the nine months ended September 30, 2016 (dollars in thousands):

| Property/Market/Submarket  | Our Ownership Interest | Date Delivered | RSF in Service  |               |                       |               | Total     | % of Project in Service | Total Project Leased | Project Negotiated |
|--|------------------------|----------------|-----------------|---------------|-----------------------|---------------|-----------|-------------------------|----------------------|--------------------|
|  |                        |                | Prior to 1/1/16 | First Quarter | Second Quarter        | Third Quarter |           |                         |                      |                    |
| Consolidated development projects  |                        |                |                 |               |                       |               |           |                         |                      |                    |
| 50/60 Binney Street/<br>Greater Boston/ Cambridge                        | 100%                   | 9/30/16        | —               | —             | —                     | 530,477       | 530,477   | 100%                    | 98%                  | —%                 |
| 430 East 29th Street/<br>New York City/Manhattan                         | 100%                   | Various        | 354,261         | 1,783         | 62,595 <sup>(3)</sup> | —             | 418,639   | 100%                    | 92%                  | 4%                 |
| 5200 Illumina Way,<br>Building 6/<br>San Diego/University Town<br>Center | 100%                   | 6/20/16        | —               | —             | 295,609               | —             | 295,609   | 100%                    | 100%                 | —%                 |
| Consolidated redevelopment projects                                      |                        |                |                 |               |                       |               |           |                         |                      |                    |
| 11 Hurley Street/<br>Greater Boston/Cambridge                            | 100%                   | 9/29/16        | —               | —             | —                     | 59,783        | 59,783    | 100%                    | 100%                 | —%                 |
| Unconsolidated real estate joint venture development project             |                        |                |                 |               |                       |               |           |                         |                      |                    |
| 360 Longwood Avenue/<br>Greater Boston/Longwood<br>Medical Area          | 27.5%                  | Various        | 259,859         | 2,508         | 51,040                | —             | 313,407   | 76%                     | 76%                  | —%                 |
|  |                        |                | 614,120         | 4,291         | 409,244               | 590,260       | 1,617,915 |                         |                      |                    |

(1) Below is our originally disclosed investment and yields for development and redevelopment projects placed into service during 2016:

| Property                      | Investment | Unlevered Yields   |                 |                    |        |                    |
|-------------------------------|------------|--------------------|-----------------|--------------------|--------|--------------------|
|                               |            | Average Cash Basis | Stabilized Cash | Initial Stabilized | Yields | Initial Stabilized |
| 50/60 Binney Street           | \$ 500,000 | 8.1%               | 7.3%            | 7.4%               | 7.4%   | 7.4%               |
| 430 East 29th Street          | \$ 463,200 | 7.1%               | 6.6%            | 6.5%               | 6.5%   | 6.5%               |
| 5200 Illumina Way, Building 6 | \$ 69,900  | 8.6%               | 7.0%            | 8.4%               | 8.4%   | 8.4%               |
| 11 Hurley Street              | \$ 41,000  | 8.8%               | 7.9%            | 8.6%               | 8.6%   | 8.6%               |

(2)Improvement of our initial yields is primarily due to significant reduction in total project costs.

(3)Includes 34,017 RSF delivered vacant during the three months ended June 30, 2016.

(4)Consistent with previously disclosed estimated yields.



External growth – value-creation development and redevelopment projects placed into service during 2016 (continued)

|  |   |   |
|--|---|---|
| 50 Binney Street<br>Greater Boston/Cambridge<br>274,734 RSF<br>Sanofi Genzyme                      | 60 Binney Street<br>Greater Boston/Cambridge<br>255,743 RSF<br>bluebird bio, Inc.   | 430 East 29th Street<br>New York City/Manhattan<br>418,639 RSF<br>Roche/New York University/Others  |
| 5200 Illumina Way, Building 6<br>San Diego/University Town Center<br>295,609 RSF<br>Illumina, Inc. | 11 Hurley Street<br>Greater Boston/Cambridge<br>59,783 RSF<br>Editas Medicine, Inc. | 360 Longwood Avenue<br>Greater Boston/Longwood Medical Area<br>313,407 RSF<br>Dana-Farber Cancer Institute, Inc.<br>The Children’s Hospital Corporation |



Highly leased projects expected to be placed into service in the fourth quarter of 2016

The following tables set forth our consolidated and unconsolidated development and redevelopment projects to be placed into service in the fourth quarter of 2016 (dollars in thousands):

| Property/Market/Submarket                                 | Dev/<br>Redev | Project<br>In<br>Service | Project RSF |         | Percentage |              |           | Project<br>Start | Occupancy |            |      |
|---|---------------|--------------------------|-------------|---------|------------|--------------|-----------|------------------|-----------|------------|------|
|   |               |                          | CIP         | Total   | Leased     | Negotiated   | Remaining |                  | Initial   | Stabilized |      |
| Consolidated projects                                     |               |                          |             |         |            |              |           |                  |           |            |      |
| 4796 Executive Drive/San Diego/University Town Center     | Dev           | —                        | 61,755      | 61,755  | 100%       | <del>%</del> | 61,755    | 100%             | 4Q15      | 4Q16       | 4Q16 |
| 10290 Campus Point Drive/San Diego/University Town Center | Redev         | —                        | 304,326     | 304,326 | 100%       | <del>%</del> | 304,326   | 100%             | 3Q15      | 4Q16       | 4Q16 |
|   |               | —                        | 366,081     | 366,081 | 100%       | <del>%</del> | 366,081   | 100%             |           |            |      |
| Unconsolidated joint venture projects                     |               |                          |             |         |            |              |           |                  |           |            |      |
| 360 Longwood Avenue/Greater Boston/Longwood Medical Area  | Dev           | 313,407                  | 100,392     | 413,799 | 76%        | <del>%</del> | 313,407   | 76%              | 2Q12      | 3Q14       | 4Q16 |
|   |               | 313,407                  | 466,473     | 779,880 | 87%        | <del>%</del> | 679,488   | 87%              |           |            |      |

| Property/Market/Submarket                                 | Our<br>Ownership<br>Interest | In<br>Service   | CIP       | Cost to Complete<br>Funded By                            |               |                          | Total at<br>Completion | Unlevered Yields |                 |                       |
|---|------------------------------|---|-----------|--|---------------|--------------------------|------------------------|------------------|-----------------|-----------------------|
|   |                              |   |           | ARE  | JV<br>Partner |                          |                        | Average<br>Cash  | Initial<br>Cash | Initial<br>Stabilized |
| Consolidated projects                                     |                              |   |           |  |               |                          |                        |                  |                 |                       |
| 4796 Executive Drive/San Diego/University Town Center     | 100%                         | \$—   | \$32,257  | \$9,943  | \$—           | \$42,200                 | 7.7%                   | 6.8%             | 7.1%            |                       |
| 10290 Campus Point Drive/San Diego/University Town Center | 55% <sup>(3)</sup>           | —   | 205,257   | —  | 16,743        | 222,000 <sup>(2)</sup>   | 7.6%                   | 6.8%             | 7.0%            |                       |
|   |                              | \$—   | \$237,514 | \$9,943  | \$16,743      | \$264,200                |                        |                  |                 |                       |
| Unconsolidated joint venture projects                     |                              |   |           |  |               |                          |                        |                  |                 |                       |
| 360 Longwood Avenue/Greater Boston/Longwood Medical Area  | 27.5%                        | \$72,989  | \$23,435  | \$12,541   | \$—           | \$108,965 <sup>(4)</sup> | 8.2%                   | 7.3%             | 7.8%            |                       |
| 4796 Executive Drive San Diego/University Town Center     |                              | 10290 Campus Point Drive San Diego/University Town Center |           | 360 Longwood Avenue Greater Boston/Longwood Medical Area |               |                          |                        |                  |                 |                       |
| 61,755 RSF  |                              | 304,326 RSF   |           | 100,392 RSF  |               |                          |                        |                  |                 |                       |
| Otonomy, Inc.   |                              | Eli Lilly and Company                                     |           | Dana-Farber Cancer Institute, Inc.                       |               |                          |                        |                  |                 |                       |
|   |                              |   |           | The Children's Hospital Corporation                      |               |                          |                        |                  |                 |                       |

- (1) We expect to place the project into service in the fourth quarter of 2016 with 100,392 RSF of remaining space to lease. Our ownership interest in this project is 27.5%.  
Development management fees earned from these projects have been excluded from our estimate of unlevered yields. Project cost at completion represents 100% of the project, including cost incurred directly by us outside of
- (2) the real estate joint venture. Our unlevered yields are based upon our share of the investment in real estate, including costs incurred directly by us outside of the real estate joint venture. The RSF related to the project in the table above represents 100% of the project RSF.
- (3) Represents our ownership percentage upon completion of the project in 4Q16. As of September 30, 2016, our ownership percentage was 64.4%.
- (4) Our project cost at completion and unlevered yields are based upon our share of the investment in real estate, including costs incurred directly by us outside of the real estate joint venture.

Projects expected to be placed into service in 2017 and 2018

The following tables set forth our consolidated and unconsolidated development and redevelopment projects expected to be placed into service in 2017 and 2018, as of September 30, 2016 (dollars in thousands):

| Property/Market/Submarket   | Dev/<br>Redev          | Project RSF |           |                            | Percentage |                     | Total Leased/Negotiating |                     | Project Start                 | Occupancy  |                    |
|---|------------------------|-------------|-----------|----------------------------|------------|---------------------|--------------------------|---------------------|-------------------------------|------------|--------------------|
|   |                        | In Service  | CIP       | Total                      | Leased     | Negotiating         | RSF                      | %                   |                               | Initial    | Stabilized         |
| Consolidated projects   |                        |             |           |                            |            |                     |                          |                     |                               |            |                    |
| 100 Binney Street/Greater Boston/Cambridge                            | Dev                    | —           | 431,483   | 431,483                    | 48 %       | 31 %                | 341,556                  | 79 %                | 3Q15                          | 4Q17       | 2017               |
| 510 Townsend Street/San Francisco/Mission Bay/SoMa                    | Dev                    | —           | 300,000   | 300,000                    | 100 %      | — %                 | 300,000                  | 100 %               | 3Q15                          | 3Q17       | 2017               |
| 505 Brannan Street, Phase I/San Francisco/Mission Bay/SoMa            | Dev                    | —           | 150,000   | 150,000                    | 100 %      | — %                 | 150,000                  | 100 %               | 1Q16                          | 2H17       | 2017               |
| 400 Dexter Avenue North/Seattle/Lake Union                            | Dev                    | —           | 287,806   | 287,806                    | 62 %       | 33 %                | 272,675                  | 95 % <sup>(1)</sup> | 2Q15                          | 1Q17       | 2018               |
| ARE Spectrum/San Diego/Torrey Pines                                   | Dev                    | 102,938     | 233,523   | 336,461                    | 90 %       | 7 %                 | 327,529                  | 97 %                | 2Q16                          | 2H17       | 2017               |
| 9625 Towne Centre Drive/San Diego/University Town Center              | Redev                  | —           | 162,156   | 162,156                    | — %        | 100 %               | 162,156                  | 100 %               | 3Q15                          | 1Q17       | 2017               |
| 5200 Illumina Way, Parking Structure/San Diego/University Town Center | Dev                    | N/A         | N/A       | N/A                        | 100 %      | — %                 | N/A                      | 100 %               | 2Q16                          | 2H17       | 2017               |
|   |                        | 102,938     | 1,564,968 | 1,667,906                  | 68 %       | 25 %                | 1,553,916                | 93 %                |                               |            |                    |
| Unconsolidated joint venture projects                                 |                        |             |           |                            |            |                     |                          |                     |                               |            |                    |
| 1455/1515 Third Street/San Francisco/Mission Bay/SoMa                 | Dev                    | —           | 422,980   | 422,980                    | 100 %      | — %                 | 422,980                  | 100 %               | 3Q14                          | 2Q/3Q18    | 2018               |
|   |                        | 102,938     | 1,987,948 | 2,090,886                  | 75 %       | 20 %                | 1,976,896                | 95 %                |                               |            |                    |
|   |                        |             |           |                            |            |                     |                          |                     |                               |            |                    |
| Property/Market/Submarket   | Our Ownership Interest | In Service  | CIP       | Cost to Complete Funded By |            | Total at Completion | Unlevered Yields         |                     | Stabilized Initial Cash Basis | Stabilized | Initial Stabilized |
|   |                        |             |           | ARE                        | JV Partner |                     | Average                  | Initial             |                               |            |                    |
| Consolidated projects   |                        |             |           |                            |            |                     |                          |                     |                               |            |                    |
| 100 Binney Street/Greater Boston/Cambridge                            | 100%                   | \$9,958     | \$232,795 | \$292,247                  | \$—        | \$535,000           | 7.9%                     | 7.0%                | 7.7%                          |            |                    |
| 510 Townsend Street/San Francisco/Mission Bay/SoMa                    | 100%                   | —           | 107,682   | 130,318                    | —          | 238,000             | 7.9%                     | 7.0%                | 7.2%                          |            |                    |
| 505 Brannan Street, Phase I/San Francisco/Mission Bay/SoMa            | 99.4%                  | —           | 52,621    | 88,379                     | —          | 141,000             | 8.6%                     | 7.0%                | 8.2%                          |            |                    |

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|   |       |          |           |         |     |         |      |      |      |
|---|-------|----------|-----------|---------|-----|---------|------|------|------|
| 400 Dexter Avenue<br>North/Seattle/Lake Union                               | 100%  | —        | 112,670   | 119,330 | —   | 232,000 | 7.3% | 6.9% | 7.2% |
| ARE Spectrum/San Diego/Torrey<br>Pines                                      | 100%  | 64,915   | 95,105    | 117,980 | —   | 278,000 | 6.9% | 6.1% | 6.4% |
| 9625 Towne Centre Drive/San<br>Diego/University Town Center                 | 100%  | —        | 24,857    | TBD     | —   | TBD     | (2)  | (2)  | (2)  |
| 5200 Illumina Way, Parking<br>Structure/San Diego/University<br>Town Center | 100%  | —        | 12,473    | 57,527  | —   | 70,000  | 7.0% | 6.0% | 7.0% |
|   |       | \$74,873 | \$638,203 | TBD     | \$— | TBD     |      |      |      |
| Unconsolidated joint venture<br>projects                                    |       |          |           |         |     |         |      |      |      |
| 1455/1515 Third Street/San<br>Francisco/Mission Bay/SoMa                    | 51.0% | \$10,787 | \$75,203  | TBD     | TBD | TBD     | (2)  | (2)  | (2)  |

(1) Remaining 5% of RSF represents retail space. Retail space is generally leased closer to completion of the building.

(2) The design and budget of these projects are in process, and the estimated project costs with related yields will be disclosed in the future.

Projects expected to be placed into service in 2017 and 2018 (continued)

|                                     |                                   |                                   |                            |
|-------------------------------------|-----------------------------------|-----------------------------------|----------------------------|
| 100 Binney Street                   | 510 Townsend Street               | 505 Brannan Street, Phase I       | 400 Dexter Avenue<br>North |
| Greater Boston/Cambridge            | San Francisco/Mission<br>Bay/SoMa | San Francisco/Mission<br>Bay/SoMa | Seattle/Lake Union         |
| 431,483 RSF                         | 300,000 RSF                       | 150,000 RSF                       | 287,806 RSF                |
| Bristol-Myers Squibb<br>Company     | Stripe, Inc.                      | Pinterest, Inc.                   | Juno Therapeutics, Inc.    |
| ARE Spectrum                        | 9625 Towne Centre Drive           | 1455/1515 Third Street            |                            |
| San Diego/Torrey Pines              | San Diego/University Town Center  | San Francisco/Mission Bay/SoMa    |                            |
| 233,523 RSF                         | 162,156 RSF                       | 422,980 RSF                       |                            |
| Celgene Corporation                 |                                   |                                   |                            |
| The Medicines Company               | Negotiating                       | Uber Technologies, Inc.           |                            |
| Vertex Pharmaceuticals Incorporated |                                   |                                   |                            |

## Future value-creation projects in North America

The following table summarizes the key information for our future value-creation projects in North America as of September 30, 2016 (dollars in thousands, except per SF amounts):

| Property/Submarket                                   | Our Interest        | Book Value | Square Feet      |           | Per SF <sup>(1)</sup> |
|--|---------------------|------------|------------------|-----------|-----------------------|
|  |                     |            | Owned            | Pending   |                       |
| Key future projects:                                 |                     |            |                  |           |                       |
| Greater Boston                                       |                     |            |                  |           |                       |
| One Kendall Square/Cambridge                         | 100%                | \$—        | <sup>(2)</sup> — | 172,500   | \$—                   |
| Alexandria Technology Square <sup>®</sup> /Cambridge | 100%                | 7,787      | 100,000          | —         | 78                    |
| San Francisco  |                     |            |                  |           |                       |
| 88 Bluxome Street/Mission Bay/SoMa                   | 100%                | —          | <sup>(2)</sup> — | 1,070,925 | —                     |
| 505 Brannan Street, Phase II/Mission Bay/SoMa        | 99.4%               | 13,430     | 165,000          | —         | 81                    |
| Grand Avenue/South San Francisco                     | 100% <sup>(3)</sup> | 47,240     | 521,791          | —         | 91                    |
| 560 Eccles Avenue/South San Francisco <sup>(4)</sup> | 100%                | 17,655     | 144,000          | —         | 123                   |
| New York   |                     |            |                  |           |                       |
| East 29th Street/Manhattan                           | 100%                | —          | 420,000          | —         | —                     |
| San Diego  |                     |            |                  |           |                       |
| 5200 Illumina Way/University Town Center             | 100%                | 10,831     | 386,044          | —         | 28                    |
| Campus Point Drive/University Town Center            | 100%                | 10,036     | 315,000          | —         | 32                    |
| Seattle  |                     |            |                  |           |                       |
| 1150/1165/1166 Eastlake Avenue East/Lake Union       | 100%                | 35,388     | 366,000          | —         | 97                    |
| 1818 Fairview Avenue East/Lake Union                 | 100%                | 10,063     | 188,490          | —         | 53                    |
| Research Triangle Park                               |                     |            |                  |           |                       |
| 6 Davis Drive/Research Triangle Park                 | 100%                | 16,429     | 1,000,000        | —         | 16                    |
| Key future projects                                  |                     | 168,859    | 3,606,325        | 1,243,425 | 47                    |
| Other future projects <sup>(5)</sup>                 | 100%                | 69,869     | 2,072,382        | —         | 34                    |
|  |                     | \$238,728  | 5,678,707        | 1,243,425 | \$42                  |
| Total future value-creation projects                 |                     |            | 6,922,132        |           |                       |

(1) Excludes acquisitions under contract at One Kendall Square and 88 Bluxome Street.

(2) Refer to “Acquisitions” within this Item 2 for additional information.

(3) Subject to a redeemable noncontrolling interest, which earns a fixed return that is secured by one of our consolidated real estate joint ventures, at our 213 East Grand Avenue property aggregating 293,855 RSF.

(4) Represents an additional parcel located near our 341/343 Oyster Point Boulevard properties and within walking distance of Roche’s campus in South San Francisco.

(5) Other future projects comprise the following:

| Market         | Our Interest | Book Value | Square Feet | Per SF <sup>(1)</sup> |
|----------------|--------------|------------|-------------|-----------------------|
| Greater Boston | 100%         | \$10,181   | 405,599     | \$25                  |
| San Francisco  | 100%         | —          | 95,620      | —                     |
| San Diego      | 100%         | 25,630     | 193,895     | 132                   |
| Maryland       | 100%         | 18,117     | 668,721     | 27                    |

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|                        |      |          |           |      |
|------------------------|------|----------|-----------|------|
| Research Triangle Park | 100% | 4,150    | 76,262    | 54   |
| Non-cluster markets    | 100% | 11,791   | 632,285   | 19   |
|                        |      | \$69,869 | 2,072,382 | \$34 |

72

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Future value-creation projects in North America (continued)

|                                   |   |   |                            |
|-----------------------------------|---|---|----------------------------|
| One Kendall Square <sup>(1)</sup> | 88 Bluxome Street <sup>(1)</sup> / 505 Brannan Street | Grand Avenue / 560 Eccles Avenue                                | East 29th Street           |
| Greater Boston/Cambridge          | San Francisco/Mission Bay/SoMa                        | San Francisco/Mission Bay/SoMa                                  | New York/Manhattan         |
| 172,500 SF                        | 1,070,925 SF / 165,000 SF                             | 521,791 SF / 144,000 SF   | 420,000 SF                 |
| 5200 Illumina Way                 | Campus Pointe Drive                                   | 1156/1165/1166 Eastlake Avenue East / 1818 Fairview Avenue East | 6 Davis Drive              |
| San Diego/University Town Center  | San Diego/University Town Center                      | Seattle/Lake Union  | Research Triangle Park/RTP |
| 386,044 SF                        | 315,000 SF  | 366,000 SF / 188,490 SF   | 1,000,000 SF               |

(1) Acquisition under contract as of September 30, 2016. Refer to “Acquisitions” of the “Value-Creation Projects and External Growth” section within this Item 2 for additional information.



Summary of capital expenditures

Our construction spending for the nine months ended September 30, 2016 consisted of the following (in thousands):

|  | Nine<br>Months<br>Ended<br>September<br>30, 2016 |
|--|--|
| Year to Date Construction Spending   |  |
| Additions to real estate -consolidated projects <sup>(1)</sup>                       | \$ 638,568                                       |
| Investments in unconsolidated real estate joint ventures                             | 6,924  |
| Construction spending (cash basis)   | 645,492  |
| Increase in accrued construction   | \$ 23,023  |
| Noncontrolling interest share of construction spending (consolidated joint ventures) | (84,436 )  |
| Year to date construction spending   | \$ 584,079                                       |

(1) Includes revenue-enhancing projects and non-revenue-enhancing capital expenditures shown in the table below.

The following table summarizes the total projected construction spending for the year ending December 31, 2016, which includes interest, property taxes, insurance, payroll, and other indirect project costs (in thousands):

| Projected<br>Year Ending<br>Construction<br>Spending<br>December 31, 2016                   |            |
|---|------------|
| Development<br>and<br>\$ 205,000<br>redevelopment<br>projects                               |            |
| Generic<br>laboratory<br>infrastructure/building<br>improvement<br>projects                 | \$ 31,000  |
| Non-revenue-enhancing<br>capital<br>expenditures<br>and<br>tenant<br>improvements           | 2,500      |
| Contributions<br>from<br>noncontrolling<br>interests<br>(consolidated<br>joint<br>ventures) | (1,041 )   |
| Total   | \$ 217,459 |
| projected<br>construction   |            |

spending  
 for  
 the  
 three  
 months  
 ending  
 December  
 31,  
 2016  
 Year  
 to  
 date  
 construction  
 spending  
 for  
 the \$584,079  
 nine  
 months  
 ended  
 September  
 30,  
 2016  
 Guidance  
 range  
 for  
 the  
 year \$785,000 - \$835,000  
 ending  
 December  
 31,  
 2016

The table below presents the average per RSF of property-related non-revenue-enhancing capital expenditures, tenant improvements, and leasing costs, excluding capital expenditures and tenant improvements that are recoverable from tenants, revenue-enhancing, or related to properties that have undergone redevelopment (dollars in thousands, except per RSF amounts):

| Non-Revenue-Enhancing Capital Expenditures, Tenant Improvements, and Leasing Costs <sup>(1)</sup> | Nine Months Ended<br>September 30, 2016 |            | Recent<br>Average |                           |
|---|---|------------|-------------------|---------------------------|
|   | Amount                                  | RSF        | Per<br>RSF        | per RSF<br><sup>(2)</sup> |
| Non-revenue-enhancing capital expenditures  | \$7,071                                 | 16,511,522 | \$0.43            | \$ 0.42                   |
| Tenant improvements and leasing costs:  |   |            |                   |                           |
| Re-tenanted space   | \$13,415                                | 692,560    | \$19.37           | \$ 16.29                  |
| Renewal space   | 8,390                                   | 765,826    | 10.96             | 7.73                      |
| Total tenant improvements and leasing costs/weighted average                                      | \$21,805                                | 1,458,386  | \$14.95           | \$ 10.26                  |

(1) Excludes amounts that are recoverable from tenants, revenue-enhancing, or related to properties that have undergone redevelopment.

(2) Represents the average of 2012 through 2015, and the nine months ended September 30, 2016, annualized.

We expect our capital expenditures, tenant improvements, and leasing costs (excluding capital expenditures and tenant improvements that are recoverable from tenants, revenue-enhancing, or related to properties that undergo redevelopment) on a per RSF basis for the remainder of 2016 to be similar to the amounts shown in the preceding table.

## Acquisitions

Our real estate assets acquisitions as of September 30, 2016 consisted of the following (dollars in thousands):

| Property/Market/Submarket                                  | Type                  | Closing Date       | Number of Properties | Square Feet Operating | Future Value-Creation    | Purchase Price | Occupancy | Unlevered Initial Stabilization Cash Basis |
|--|-----------------------|--------------------|----------------------|-----------------------|--------------------------|----------------|-----------|--|
| Completed acquisitions:                                    |                       |                    |                      |                       |                          |                |           |  |
| Torrey Ridge Science Center/San Diego/Torrey Pines         | Operating             | 10/3/2016          | 3                    | 294,993               | —                        | \$182,500      | 87.1%     | 6.8%                                       |
| Pending acquisitions:                                      |                       |                    |                      |                       |                          |                |           |  |
| One Kendall Square/Greater Boston/Cambridge <sup>(2)</sup> | Operating/Development | 4Q16               | 7                    | 644,771               | 172,500                  | 725,000        | 98.5%     | 6.2%                                       |
| 88 Bluxome Street/San Francisco/Mission Bay/SoMa           | Development           | TBD <sup>(4)</sup> | 1                    | —                     | 1,070,925 <sup>(4)</sup> | 140,000        | N/A       | TBD  |
|  |                       |                    | 11                   | 939,764               | 1,243,425                | \$1,047,500    |           |  |

At stabilization in the first half of 2018 upon completion of near-term renewals/re-leasing of acquired (1) below-market leases and the conversion of 75,953 RSF of existing shell and office space into office/laboratory space.

In June 2016, we entered into a definitive agreement to acquire One Kendall Square, a 644,771 RSF, seven-building collaborative science and technology campus in our East Cambridge urban innovation cluster submarket. The acquisition includes an entitled land parcel supporting the near-term ground-up development of an additional building aggregating 172,500 square feet. The purchase price was \$725.0 million, which includes the assumption of a \$203.0 million secured note payable. We expect to obtain approval by the lender for the loan assumption and complete this acquisition in the fourth quarter of 2016. In July 2016, we executed an offering, (2) subject to forward equity sales agreements, to sell an aggregate of 7.5 million shares of common stock, including 975,000 shares sold pursuant to the exercise in full of the underwriters' option to purchase additional shares of our common stock, at a public offering price of \$101.00 per share, subject to customary contractual price adjustments. Net proceeds, after issuance costs and underwriters' discount, of \$724.0 million, will be further adjusted as provided in the forward sales agreements. We expect to settle the forward sales agreements and receive proceeds from the common stock offering after the closing of One Kendall Square. Proceeds from this offering will be used to fund this acquisition, lower net debt to adjusted EBITDA by 0.3x, and fund construction.

(3) At stabilization upon completion of the ground-up development and near-term lease renewals/re-leasing of space.

We have an executed agreement for the acquisition of 88 Bluxome Street in our Mission Bay/SoMa submarket of San Francisco and are working on entitlements for this site. Furthermore, the closing date of this acquisition may (4) be deferred to the first quarter of 2017. Square footage represents estimated total anticipated RSF upon completion of entitlements for construction of two office buildings in separate phases. Upon completion of the acquisition, the seller may lease the property for a term of one year or more depending on certain factors.



## Real estate asset sales

Our real estate asset sales completed and under contract during nine months ended September 30, 2016, and projected real estate asset dispositions held for sale as of September 30, 2016, consisted of the following (dollars in thousands):

| Property/Market/Submarket   | Date of Sale | RSF/Acres                        | Net                                | Net  | Classification          |                        |
|---|--------------|----------------------------------|------------------------------------|--|-------------------------|------------------------|
|   |              |                                  | Operating <sup>(1)</sup><br>Income | Operating <sup>(1)</sup><br>Income<br>(Cash) | Construction<br>Funding | Asset<br>Sales         |
| Dispositions completed and under contract:                                      |              |                                  |                                    |  |                         |                        |
| 16020 Industrial Drive/Maryland/Gaithersburg                                    | 4/21/16      | 71,000<br>RSF                    | \$ 1,022                           | \$ 896                                       | —                       | \$6,400                |
| Land parcels in North America/Non-cluster                                       | Various      | 5.9<br>acres                     | N/A                                | N/A  | —                       | 8,700                  |
| Operating properties and land parcels in India                                  | Various      | 566,355<br>RSF /<br>137<br>acres | 1,749                              | 1,777  | —                       | 52,357 <sup>(2)</sup>  |
|   |              |                                  |                                    |  | —                       | 67,457                 |
| Two joint ventures 45% partial interest sales:                                  |              |                                  |                                    |  |                         |                        |
| 10290 Campus Point Drive  | 6/29/16      | 304,326<br>RSF                   |                                    |  | 106,263 <sup>(4)</sup>  | —                      |
| 10300 Campus Point Drive  | 4Q16         | 449,759<br>RSF                   | \$ 15,832 <sup>(3)</sup>           | \$ 14,665 <sup>(3)</sup>                     | —                       | 150,008 <sup>(4)</sup> |
|   |              |                                  |                                    |  | 106,263                 | 217,465                |
| Projected dispositions:   |              |                                  |                                    |  |                         |                        |
| 306 Belmont Street and 350 Plantation Street/Greater Boston/Route 495/Worcester | 4Q16         | 90,690<br>RSF                    | \$ 1,558                           | \$ 1,348                                     | —                       | 17,550 <sup>(5)</sup>  |
| Operating properties and land parcels/Asia                                      | TBD          | 634,328<br>RSF /<br>59<br>acres  | N/A                                | N/A  | —                       | 53,600 <sup>(6)</sup>  |
| Other   | TBD          | TBD                              | TBD                                | TBD  | —                       | 71,200 <sup>(7)</sup>  |
|   |              |                                  |                                    |  | —                       | 142,350                |
| Completed and pending asset sales   |              |                                  |                                    |  | \$ 106,263              | \$ 359,815             |

Represents annualized amounts for the quarter ended prior to the date of sale, or the third quarter of 2016,

(1) annualized for pending asset sales. Cash net operating income excludes straight-line rent and amortization of acquired below-market leases.

(2) Refer to Note 14 – “Assets Classified as Held for Sale” to our unaudited consolidated financial statements under Item 1 of this report for additional information.

Represents 45% partial interest share of the anticipated initial stabilized net operating income and cash net operating income upon completion of the redevelopment of 10290 Campus Point Drive, and net operating income and cash net operating income for the third quarter of 2016, annualized for 10300 Campus Point Drive.

(4) Aggregate proceeds of \$256.3 million, including gross proceeds of \$68.6 million received as of September 30, 2016, additional future proceeds of \$37.7 million to be received primarily in the fourth quarter of 2016 for the construction funding of 10290 Campus Point Drive, and \$150.0 million that we expect to receive primarily in the fourth quarter of 2016 for the sale of a partial interest in 10300 Campus Point Drive.

(5)

Non-core properties located outside of our urban innovation clusters. These properties are Class B office buildings leased to non-credit tenants and represent our remaining investments in Worcester. The internal rate of return over our hold period, including the expected disposition of the asset, is projected to be approximately 8.9%.

- (6) Represents 634,328 RSF of operating properties located in China plus land parcels aggregating 59 acres located in India. Sales are expected to be completed in multiple transactions over several quarters.
- (7) Represents the midpoint of a range of values for two assets we are evaluating for sale in Maryland and Canada.

## Investments

We hold equity investments in certain publicly traded companies and in certain privately held entities and limited partnerships primarily involved in the science and technology industries.

As of September 30, 2016, our investments aggregated \$321.0 million, or approximately 3.5% of our total assets. The charts and table below presents selected investment statistics as of September 30, 2016 (dollars in thousands, unless stated otherwise):

Public/Private Mix  
(Cost)

Tenant/Non-Tenant Mix  
(Cost)

| Investment Type | Cost      | Net Unrealized Gains | Total     | Number of Investments |
|-----------------|-----------|----------------------|-----------|-----------------------|
| Public          | \$40,090  | \$ 28,917            | \$69,007  | 203                   |
| Private         | 251,982   | —                    | 251,982   | Average Cost          |
| Total           | \$292,072 | \$ 28,917            | \$320,989 | \$1.4M                |



Results of operations

Key operating metrics

Occupancy

of

Operating

Properties Annualized Base Rent by Market

in

North

America <sup>(1)</sup>

% of ARE's Total Annualized Base Rent as of September 30, 2016

Rental

Rate

Increase Property Net Operating Income Increase

Renewed/Re-Leased

Space

Favorable Lease Structure <sup>(2)</sup>

Margins <sup>(3)</sup>

Percentage of triple net leases

97%

Adjusted EBITDA Operating

Stable cash flows

Percentage of leases

95%

67%

69%

containing annual rent escalations

Increasing cash flows

Percentage of leases

providing for the recapture of capital expenditures 95%

Lower capex burden

(1) As of the end of each respective period.

(2) Percentages calculated based on RSF.

(3) Represents the three months ended September 30, 2016.

## Same Properties

As a result of changes within our total property portfolio during the comparative periods presented, including changes from assets acquired or sold, properties placed into development or redevelopment, and development and/or redevelopment properties recently placed into service, the consolidated total rental revenues, tenant recoveries, and rental operating expenses in our operating results can show significant changes from period to period. In order to supplement an evaluation of our results of operations over a given period, we analyze the operating performance for all properties that were fully operating for the entirety of the comparative periods presented, referred to as Same Properties. These properties are analyzed separately from properties acquired subsequent to the first day in the earliest comparable period presented, properties that underwent development or redevelopment at any time during the comparative periods, and corporate entities (legal entities performing general and administrative functions), which are excluded from same property results. Additionally, rental revenues from lease termination fees, if any, are excluded from the results of same properties.

The following table presents information regarding our Same Properties for the three and nine months ended September 30, 2016:

|   | Three<br>Months<br>Ended<br>September<br>30, 2016 | Nine<br>Months<br>Ended<br>September<br>30, 2016 |
|---|---|--|
| Percentage change in net operating income over comparable period from prior year              | 5.3%  | 5.0%   |
| Percentage change in net operating income (cash basis) over comparable period from prior year | 6.1%  | 6.1%   |
| Operating margin  | 70%   | 70%  |
| Number of Same Properties   | 168   | 161  |
| RSF   | 14,472,593  | 13,642,226                                       |
| Occupancy – current-period average  | 97.0%   | 96.9%  |
| Occupancy – same-period prior year average  | 95.5%   | 95.9%  |

The following table reconciles the number of Same Properties to total properties for the nine months ended September 30, 2016:

|   |            |
|---|------------|
| Development – under construction                                  | Properties |
| 100 Binney Street   | 1          |
| 510 Townsend Street   | 1          |
| 505 Brannan Street  | 1          |
| ARE Spectrum  | 3          |
| 4796 Executive Drive  | 1          |
| 400 Dexter Avenue North   | 1          |
| 360 Longwood Avenue (unconsolidated real estate joint venture)    | 1          |
| 1455/1515 Third Street (unconsolidated real estate joint venture) | 2          |
| 5200 Illumina Way, Parking Structure                              | N/A        |
|   | 11         |
| Development – placed into service after January 1, 2015           | Properties |
| 50/60 Binney Street   | 2          |
| 75/125 Binney Street  | 1          |

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|   |            |
|---|------------|
| 430 East 29th Street                                      | 1          |
| 5200 Illumina Way, Building 6                             | 1          |
| 6040 George Watts Hill Drive                              | 1          |
|   | 6          |
| Redevelopment – under construction                        | Properties |
| 10290 Campus Point Drive                                  | 1          |
| 9625 Towne Centre Drive                                   | 1          |
|   | 2          |
| Redevelopment – placed into service after January 1, 2015 | Properties |
| 225 Second Avenue   | 1          |
| 11055/11065/11075 Roselle Street                          | 3          |
| 10151 Barnes Canyon Road                                  | 1          |
| 11 Hurley Street  | 1          |
|   | 6          |
| Acquisitions after January 1, 2015                        | Properties |
| 640 Memorial Drive  | 1          |
| Properties held for sale                                  | 2          |
| Total properties excluded from Same Properties            | 28         |
| Same Properties   | 161        |
| Total properties as of September 30, 2016                 | 189        |

80

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Comparison of results for the three months ended September 30, 2016, to the three months ended September 30, 2015

The following table presents a comparison of the components of net operating income for our Same Properties and Non-Same Properties for the three months ended September 30, 2016, compared to the three months ended September 30, 2015. For a reconciliation of net operating income to income from continuing operations, the most directly comparable financial measure presented in accordance with GAAP, refer to “Non-GAAP Measures” within this Item 2. (Dollars in thousands)

|   | Three Months Ended September 30, |           |           |          |
|---|----------------------------------|-----------|-----------|----------|
|   | 2016                             | 2015      | \$ Change | % Change |
| Same Properties   | \$149,612                        | \$142,370 | \$7,242   | 5.1 %    |
| Non-Same Properties   | 16,979                           | 12,941    | 4,038     | 31.2     |
| Total rental  | 166,591                          | 155,311   | 11,280    | 7.3      |
| Same Properties   | 53,943                           | 51,709    | 2,234     | 4.3      |
| Non-Same Properties   | 4,738                            | 4,410     | 328       | 7.4      |
| Total tenant recoveries   | 58,681                           | 56,119    | 2,562     | 4.6      |
| Same Properties   | 16                               | 297       | (281 )    | (94.6)   |
| Non-Same Properties   | 5,091                            | 6,883     | (1,792 )  | (26.0)   |
| Total other income  | 5,107                            | 7,180     | (2,073 )  | (28.9)   |
| Same Properties   | 203,571                          | 194,376   | 9,195     | 4.7      |
| Non-Same Properties   | 26,808                           | 24,234    | 2,574     | 10.6     |
| Total revenues  | 230,379                          | 218,610   | 11,769    | 5.4      |
| Same Properties   | 62,168                           | 60,048    | 2,120     | 3.5      |
| Non-Same Properties   | 9,834                            | 8,798     | 1,036     | 11.8     |
| Total rental operations   | 72,002                           | 68,846    | 3,156     | 4.6      |
| Same Properties   | 141,403                          | 134,328   | 7,075     | 5.3      |
| Non-Same Properties   | 16,974                           | 15,436    | 1,538     | 10.0     |
| Net operating income  | \$158,377                        | \$149,764 | \$8,613   | 5.8 %    |
| Net operating income – Same Properties                                      | \$141,403                        | \$134,328 | \$7,075   | 5.3 %    |
| Straight-line rent revenue and amortization of acquired below-market leases | (9,801 )                         | (10,286 ) | 485       | (4.7 )   |
| Net operating income – Same Properties (cash basis)                         | \$131,602                        | \$124,042 | \$7,560   | 6.1 %    |

#### Rental revenues

Total rental revenues for the three months ended September 30, 2016, increased by \$11.3 million, or 7.3%, to \$166.6 million, compared to \$155.3 million for the three months ended September 30, 2015. The increase was due to a \$7.2 million increase in revenue from our Same Properties and a \$4.0 million increase in rental revenues from our Non-Same Properties, including highly leased development and redevelopment projects, aggregating 1,366,055 RSF, placed into service subsequent to July 1, 2015.

Rental revenues from our Same Properties for the three months ended September 30, 2016, increased by \$7.2 million, or 5.1%, to \$149.6 million, compared to \$142.4 million for the three months ended September 30, 2015. The increase was primarily due to significant rental rate increases on lease renewals and re-leasing of space since July 1, 2015, as well as an increase in occupancy for same properties to 97.0% for the three months ended September 30, 2016, from 95.5% for the three months ended September 30, 2015.

#### Tenant recoveries

Tenant recoveries for the three months ended September 30, 2016, increased by \$2.6 million, or 4.6%, to \$58.7 million, compared to \$56.1 million for the three months ended September 30, 2015. This increase is relatively consistent with the increase in our rental operating expenses of \$3.2 million, or 4.6%, as discussed under “Rental Operating Expenses” below. Same Properties’ tenant recoveries increased by \$2.2 million, or 4.3%, primarily due to the increase in occupancy for Same Properties, as discussed above.

#### Other income

Other income for the three months ended September 30, 2016 and 2015, consisted of the following (in thousands):

|                           | Three Months Ended |         |           |
|---------------------------|--------------------|---------|-----------|
|                           | September 30,      |         |           |
|                           | 2016               | 2015    | Change    |
| Management fee income     | \$46               | \$530   | \$(484 )  |
| Interest and other income | 795                | 1,272   | (477 )    |
| Investment income         | 4,266              | 5,378   | (1,112 )  |
| Total other income        | \$5,107            | \$7,180 | \$(2,073) |

#### Rental operating expenses

Total rental operating expenses for the three months ended September 30, 2016, increased by \$3.2 million, or 4.6%, to \$72.0 million, compared to \$68.8 million for the three months ended September 30, 2015. Approximately \$1.0 million of the increase was due to an increase in rental operating expenses from our Non-Same Properties primarily related to development and redevelopment projects placed into service subsequent to July 1, 2015.

Same Properties’ rental operating expenses increased during the three months ended September 30, 2016, compared to the three months ended September 30, 2015, primarily due to an increase in operating expense from higher utility expenses as a result of an increase in occupancy from 95.5% for the three months ended September 30, 2015, to 97.0% for the three months ended September 30, 2016.

#### General and administrative expenses

General and administrative expenses for the three months ended September 30, 2016, increased by \$0.7 million, or 4.7%, to \$15.9 million, compared to \$15.1 million for the three months ended September 30, 2015. General and administrative expenses increased primarily due to the continued growth in depth and breadth of our operations in multiple markets. As a percentage of total assets, our general and administrative expenses for the three months ended September 30, 2016 and 2015, on an annualized basis were consistent at 0.7% and 0.7%, respectively.

#### Interest expense

Interest expense for the three months ended September 30, 2016 and 2015, consisted of the following (dollars in thousands):

| Component                                       | Three Months Ended |             |            |
|---|--------------------|-------------|------------|
|   | September 30,      |             |            |
|   | 2016               | 2015        | Change     |
| Interest incurred                               | \$40,753           | \$36,115    | \$4,638    |
| Capitalized interest                            | (14,903 )          | (8,436 )    | (6,467 )   |
| Interest expense                                | \$25,850           | \$27,679    | \$(1,829 ) |
| Average debt balance outstanding <sup>(1)</sup> | \$4,244,247        | \$4,224,856 | \$19,391   |

Weighted-average annual interest rate <sup>(2)</sup> 3.8 % 3.4 % 0.4 %

(1) Represents the average debt balance outstanding during the three months ended September 30, 2016 and 2015.

(2) Represents annualized total interest incurred divided by the average debt balance outstanding in the respective periods.

82

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The net change in interest expense during the three months ended September 30, 2016, compared to the three months ended September 30, 2015, resulted from the following (dollars in thousands):

| Component   | Interest Rate <sup>(1)</sup> | Effective Date | Change    |
|---|------------------------------|----------------|-----------|
| Increases in interest incurred due to:            |                              |                |           |
| Issuance of debt:                                 |                              |                |           |
| \$350 million unsecured senior note payable       | 4.11%                        | June 2016      | \$3,483   |
| \$300 million unsecured senior note payable       | 4.46%                        | November 2015  | 3,248     |
| \$350 million secured construction loan           | 1.85%                        | October 2015   | 961       |
| Fluctuations in interest rate:                    |                              |                |           |
| Hedge agreements becoming effective               |                              |                | 975       |
| Variable-rate senior bank term loan               |                              |                | 299       |
| Amortization of deferred financing fees           |                              |                | 364       |
| Other interest incurred                           |                              |                | 323       |
| Total increases                                   |                              |                | 9,653     |
| Decreases in interest incurred due to:            |                              |                |           |
| Repayments of debt: <sup>(2)</sup>                |                              |                |           |
| Secured notes payable                             | Various                      | Various        | (3,631 )  |
| Unsecured senior bank term loan                   | 3.03%                        | July 2016      | (144 )    |
| Lower average balance on unsecured line of credit |                              |                | (1,240 )  |
| Total decreases                                   |                              |                | (5,015 )  |
| Change in interest incurred                       |                              |                | 4,638     |
| Increase in capitalized interest <sup>(3)</sup>   |                              |                | (6,467 )  |
| Total change in interest expense                  |                              |                | \$(1,829) |

(1) Represents the interest rate as of the end of the applicable period, plus the impact of debt premiums/discounts, interest rate hedge agreements, and deferred financing costs.

(2) Refer to Note 8 – “Secured and Unsecured Senior Debt” to our unaudited consolidated financial statements under Item 1 of this report for information on debt repayments.

(3) Increase in capitalized interest is due to increased construction activity on our highly leased development and redevelopment projects in our value-creation pipeline aggregating 2.5 million RSF.

#### Depreciation and amortization

Depreciation and amortization expense for the three months ended September 30, 2016, increased by \$9.2 million, or 13.5%, to \$77.1 million, compared to \$68.0 million for the three months ended September 30, 2015. The increase is primarily due to additional depreciation from development and redevelopment projects placed into service subsequent to July 1, 2015, as noted above.

#### Sale of real estate assets and related impairment charges

Refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” and “Sale of Real Estate Assets and Related Impairment Charges” in Note 3 – “Investments in Real Estate” to our unaudited consolidated financial statements under Item 1 of this report.



Loss on early extinguishment of debt

During the three months ended September 30, 2016, we recognized a loss on early extinguishment of debt related to the write-off of a portion of unamortized loan fees aggregating \$2.4 million, upon the amendment of our unsecured senior line of credit in July 2016. Additionally, we completed a partial principal repayment of \$200 million of our 2019 Unsecured Senior Bank Term Loan and recognized a loss on early extinguishment of debt of \$869 thousand related to the write-off of unamortized loan fees.

Equity in earnings of unconsolidated real estate joint ventures

Equity in earnings of unconsolidated real estate joint ventures of \$273 thousand and \$710 thousand for the three months ended September 30, 2016 and 2015, respectively, primarily includes our 27.5% share of the operating results of our development property at 360 Longwood Avenue in our Longwood Medical Area submarket of Greater Boston. The results are impacted by additional depreciation and amortization expense from placing into service additional RSF at this development property. As of September 30, 2016, we had 313,407 RSF, or 76%, of this property in service and occupied, and 100,392 RSF, or 24%, of this project under development. Refer to “Highly Leased Projects Expected to be Placed into Service in the Fourth Quarter of 2016” within this Item 2 for further information regarding the yields expected upon stabilization of this project.

Comparison of results for the nine months ended September 30, 2016, to the nine months ended September 30, 2015

The following table presents a comparison of the components of net operating income for our Same Properties and Non-Same Properties for the nine months ended September 30, 2016, compared to the nine months ended September 30, 2015. For a reconciliation of net operating income to income from continuing operations, the most directly comparable financial measure presented in accordance with GAAP, refer to “Non-GAAP Measures” within this Item 2. (Dollars in thousands)

|   | Nine Months Ended September 30, |           |           |          |
|---|---------------------------------|-----------|-----------|----------|
|   | 2016                            | 2015      | \$ Change | % Change |
| Same Properties   | \$405,309                       | \$390,386 | \$14,923  | 3.8 %    |
| Non-Same Properties   | 81,196                          | 60,338    | 20,858    | 34.6     |
| Total rental  | 486,505                         | 450,724   | 35,781    | 7.9      |
| Same Properties   | 141,836                         | 136,200   | 5,636     | 4.1      |
| Non-Same Properties   | 23,549                          | 17,907    | 5,642     | 31.5     |
| Total tenant recoveries   | 165,385                         | 154,107   | 11,278    | 7.3      |
| Same Properties   | 132                             | 316       | (184)     | (58.2)   |
| Non-Same Properties   | 20,522                          | 14,372    | 6,150     | 42.8     |
| Total other income  | 20,654                          | 14,688    | 5,966     | 40.6     |
| Same Properties   | 547,277                         | 526,902   | 20,375    | 3.9      |
| Non-Same Properties   | 125,267                         | 92,617    | 32,650    | 35.3     |
| Total revenues  | 672,544                         | 619,519   | 53,025    | 8.6      |
| Same Properties   | 163,729                         | 161,786   | 1,943     | 1.2      |
| Non-Same Properties   | 41,435                          | 30,533    | 10,902    | 35.7     |
| Total rental operations   | 205,164                         | 192,319   | 12,845    | 6.7      |
| Same Properties   | 383,548                         | 365,116   | 18,432    | 5.0      |
| Non-Same Properties   | 83,832                          | 62,084    | 21,748    | 35.0     |
| Net operating income  | \$467,380                       | \$427,200 | \$40,180  | 9.4 %    |
| Net operating income – Same Properties                                      | \$383,548                       | \$365,116 | \$18,432  | 5.0 %    |
| Straight-line rent revenue and amortization of acquired below-market leases | (11,740)                        | (14,829)  | 3,089     | (20.8)   |
| Net operating income – Same Properties (cash basis)                         | \$371,808                       | \$350,287 | \$21,521  | 6.1 %    |

#### Rental revenues

Total rental revenues for the nine months ended September 30, 2016, increased by \$35.8 million, or 7.9%, to \$486.5 million, compared to \$450.7 million for the nine months ended September 30, 2015. The increase was primarily due to rental revenues from our Non-Same Properties totaling \$20.9 million primarily due to placing into service, subsequent to January 1, 2015, highly leased development and redevelopment projects, aggregating 1,970,918 RSF.

Rental revenues from our Same Properties for the nine months ended September 30, 2016, increased by \$14.9 million, or 3.8%, to \$405.3 million, compared to \$390.4 million for the nine months ended September 30, 2015. The increase was primarily due to significant rental rate increases on lease renewals and re-leasing of space since January 1, 2015,

as well as an increase in occupancy for same properties to 96.9% for the nine months ended September 30, 2016, from 95.9% for the nine months ended September 30, 2015.

#### Tenant recoveries

Tenant recoveries for the nine months ended September 30, 2016, increased by \$11.3 million, or 7.3%, to \$165.4 million, compared to \$154.1 million for the nine months ended September 30, 2015. This increase is relatively consistent with the increase in our rental operating expenses of \$12.8 million, or 6.7%, as discussed under “Rental Operating Expenses” below. Same Properties’ tenant recoveries increased by \$5.6 million, or 4.1%, primarily due to the increase in occupancy for Same Properties, as discussed above.

#### Other income

Other income for the nine months ended September 30, 2016 and 2015, consisted of the following (in thousands):

|                           | Nine Months<br>Ended September<br>30, |          |          |
|---------------------------|---------------------------------------|----------|----------|
|                           | 2016                                  | 2015     | Change   |
| Management fee income     | \$380                                 | \$1,341  | \$(961 ) |
| Interest and other income | 2,223                                 | 2,136    | 87       |
| Investment income         | 18,051                                | 11,211   | 6,840    |
| Total other income        | \$20,654                              | \$14,688 | \$5,966  |

#### Rental operating expenses

Total rental operating expenses for the nine months ended September 30, 2016, increased by \$12.8 million, or 6.7%, to \$205.2 million, compared to \$192.3 million for the nine months ended September 30, 2015. Approximately \$10.9 million of the increase was due to an increase in rental operating expenses from our Non-Same Properties primarily related to development and redevelopment projects placed into service subsequent to January 1, 2015, and one operating property acquired subsequent to January 1, 2015.

Same Properties’ rental operating expenses increased during the nine months ended September 30, 2016, compared to the nine months ended September 30, 2015, primarily due to an increase in operating expenses from higher utility expenses and higher repairs and maintenance expenses as a result of an increase in occupancy from 95.9% for the nine months ended September 30, 2015, to 96.9% for the nine months ended September 30, 2016.

#### General and administrative expenses

General and administrative expenses for the nine months ended September 30, 2016, increased by \$1.9 million, or 4.3%, to \$46.4 million, compared to \$44.5 million for the nine months ended September 30, 2015. General and administrative expenses increased primarily due to the continued growth in depth and breadth of our operations in multiple markets. As a percentage of total assets, our general and administrative expenses for the nine months ended September 30, 2016 and 2015, on an annualized basis, were consistent at 0.7% and 0.7%, respectively.

#### Interest expense

Interest expense for the nine months ended September 30, 2016 and 2015, consisted of the following (dollars in thousands):

|                      | Nine Months Ended<br>September 30, |           |            |
|----------------------|------------------------------------|-----------|------------|
| Component            | 2016                               | 2015      | Change     |
| Interest incurred    | \$116,520                          | \$105,427 | \$11,093   |
| Capitalized interest | (40,790 )                          | (27,844 ) | (12,946 )  |
| Interest expense     | \$75,730                           | \$77,583  | \$(1,853 ) |

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|  |             |             |           |
|--|-------------|-------------|-----------|
| Average debt balance outstanding <sup>(1)</sup>      | \$4,150,540 | \$4,024,578 | \$125,962 |
| Weighted-average annual interest rate <sup>(2)</sup> | 3.7         | % 3.5       | % 0.2     |

(1) Represents the average total debt balance outstanding during the nine months ended September 30, 2016 and 2015.

(2) Represents annualized total interest incurred divided by the average debt balance outstanding in the respective periods.

The net change in interest expense during the nine months ended September 30, 2016, compared to the nine months ended September 30, 2015, resulted from the following (dollars in thousands):

| Component   | Interest Rate <sup>(1)</sup> | Effective Date | Change    |
|---|------------------------------|----------------|-----------|
| Increases in interest incurred due to:            |                              |                |           |
| Issuance of debt:                                 |                              |                |           |
| \$300 million unsecured senior note payable       | 4.46%                        | November 2015  | \$9,743   |
| \$350 million unsecured senior note payable       | 4.11%                        | June 2016      | 4,296     |
| \$350 million secured construction loan           | 1.85%                        | October 2015   | 2,253     |
| Fluctuations in interest rate:                    |                              |                |           |
| Hedge agreements becoming effective               |                              |                | 1,783     |
| Variable-rate senior bank term loans              |                              |                | 1,057     |
| Amortization of deferred financing fees           |                              |                | 884       |
| Other interest incurred                           |                              |                | 851       |
| Total increases                                   |                              |                | 20,867    |
| Decreases in interest incurred due to:            |                              |                |           |
| Repayment of secured notes payable <sup>(2)</sup> | Various                      | Various        | (8,143 )  |
| Lower average balance on unsecured line of credit |                              |                | (1,631 )  |
| Total decreases                                   |                              |                | (9,774 )  |
| Change in interest incurred                       |                              |                | 11,093    |
| Increase in capitalized interest <sup>(3)</sup>   |                              |                | (12,946)  |
| Total change in interest expense                  |                              |                | \$(1,853) |

(1) Represents the interest rate as of the end of the applicable period, plus the impact of debt premiums/discounts, interest rate hedge agreements, and deferred financing costs.

(2) Refer to Note 8 – “Secured and Unsecured Senior Debt” to our unaudited consolidated financial statements under Item 1 of this report for information on debt repayments.

(3) Increase in capitalized interest is due to increased construction activity on our highly-leased development and redevelopment projects in our value-creation pipeline aggregating 2.5 million RSF.

#### Depreciation and amortization

Depreciation and amortization expense for the nine months ended September 30, 2016, increased by \$29.1 million, or 15.4%, to \$218.2 million, compared to \$189.0 million for the nine months ended September 30, 2015. The increase is primarily due to additional depreciation from development and redevelopment projects placed into service subsequent to January 1, 2015.

#### Sale of real estate assets and related impairment charges

Refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” and to “Sale of Real Estate Assets and Related Impairment Charges” in Note 3 – “Investments in Real Estate” to our unaudited consolidated financial statements under Item 1 of this report.

#### Loss on early extinguishment of debt

During the nine months ended September 30, 2016, we recognized a loss on early extinguishment of debt related to the write-off of a portion of unamortized loan fees totaling \$2.4 million, upon the amendment of our unsecured senior line of credit in July 2016. In addition, we completed a partial principal repayment of \$200 million of our 2019 Unsecured Senior Bank Term Loan and recognized a loss on early extinguishment of debt of \$869 thousand related to the write-off of unamortized loan fees. During the nine months ended September 30, 2015, we recognized a loss on

early extinguishment of debt to expense a portion of unamortized loan fees aggregating \$189 thousand upon our \$25.0 million partial principal repayment under our Unsecured Senior Bank Term Loan.

87

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Equity in (losses) earnings of unconsolidated real estate joint ventures

Equity in losses of unconsolidated real estate joint ventures of \$270 thousand and equity in earnings of unconsolidated real estate joint ventures of \$1.8 million for the nine months ended September 30, 2016 and 2015, respectively, primarily include our 27.5% share of the operating results of our development property at 360 Longwood Avenue in our Longwood Medical Area submarket of Greater Boston. The results are impacted by additional depreciation and amortization expense from placing into service additional RSF at this development property. As of September 30, 2016, we had 313,407 RSF, or 76%, of this property in service at 100% occupancy and 100,392 RSF, or 24%, of this project under development. Refer to “Highly Leased Projects Expected to be Placed into Service in the Fourth Quarter of 2016” within this Item 2 for further information regarding the yields expected upon stabilization of this project.

88

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## Joint venture financial information

We present components of operating results and balance sheet information for the share of our consolidated real estate joint ventures owned by noncontrolling interests and for our share of investments in unconsolidated real estate joint ventures to help investors estimate the impact of partially owned entities to our consolidated financial statements. These amounts are estimated by computing, for each joint venture that we consolidate in our financial statements, the noncontrolling interest percentage of each financial item to arrive at the cumulative noncontrolling interest share of each component presented. In addition, for our real estate joint ventures that we do not control and do not consolidate, we apply our economic ownership percentage to these unconsolidated real estate joint ventures to arrive at our proportionate share of each component presented (dollars in thousands).

## Consolidated real estate joint ventures

| Property/Market/Submarket                                     | Noncontrolling Interest Share <sup>(1)</sup> |
|---|--|
| 225 Binney Street/Greater Boston/Cambridge                    | 70%  |
| 1500 Owns Street/San Francisco/<br>Mission Bay/SoMa           | 49.9%  |
| 409/499 Illinois Street/San Francisco/<br>Mission Bay/SoMa    | 40%  |
| 10290 Campus Point Drive/San Diego/<br>University Town Center | 45% <sup>(2)</sup>                           |

## Noncontrolling Interest Share of Consolidated Real Estate Joint Ventures

|                                     | September<br>30, 2016   |                               | Three<br>Months<br>Ended<br>September<br>30, 2016 | Nine<br>Months<br>Ended<br>September<br>30, 2016 |
|-------------------------------------|-------------------------|-------------------------------|---|--|
| Investments in real estate          | \$388,885               | Total revenues                | \$ 8,481  | \$ 25,054  |
| Cash and cash equivalents           | 16,214                  | Rental operations             | (2,321 )  | (6,778 )   |
| Other assets                        | 19,120                  | General and administrative    | 6,160   | 18,276   |
| Secured notes payable               | —                       | Interest                      | (42 )   | (110 )   |
| Other liabilities                   | (41,376 )               | Depreciation and amortization | —   | —  |
| Redeemable noncontrolling interests | (9,012 ) <sup>(3)</sup> | Impairment of real estate     | (2,224 )  | (6,751 )   |
| Noncontrolling interests            | \$373,831               | Net income <sup>(4)</sup>     | —   | (586 )   |
|                                     |                         |                               | \$ 3,894  | \$ 10,829  |

## Unconsolidated real estate joint ventures

| Property/Market/Submarket                                 | Our Share |
|---|-----------|
| 360 Longwood Avenue/Greater Boston/Longwood Medical Area  | 27.5%     |
| 1455/1515 Third Street/San Francisco/<br>Mission Bay/SoMa | 51%       |

## Our Share of Unconsolidated Real Estate Joint Ventures

| September<br>30, 2016 | Three<br>Months | Nine<br>Months |
|-----------------------|-----------------|----------------|
|-----------------------|-----------------|----------------|

|   |                          |   | Ended<br>September<br>30, 2016 | Ended<br>September<br>30, 2016 |
|---|--------------------------|---|--------------------------------|--------------------------------|
| Rental properties, net                        | \$80,049                 | Total revenues  | \$ 2,348                       | \$ 6,192                       |
| Development and redevelopment projects        | 98,638                   | Rental operations   | (700 )                         | (2,262 )                       |
| Investments in real estate                    | 178,687                  |   | 1,648                          | 3,930                          |
| Cash and cash equivalents                     | 4,767                    | General and administrative                                  | (16 )                          | (68 )                          |
| Other assets                                  | 9,532                    | Interest  | (701 )                         | (2,080 )                       |
| Secured notes payable                         | (49,794 ) <sup>(5)</sup> | Depreciation and amortization                               | (658 )                         | (2,052 )                       |
| Other liabilities                             | (9,612 )                 | Equity in earnings (loss) of unconsolidated real estate JVs | \$ 273                         | \$ (270 )                      |
| Investments in unconsolidated real estate JVs | \$133,580                |   |                                |                                |

(1) In addition to the consolidated real estate joint ventures listed, various partners hold insignificant interests in three other properties in North America.

(2) Upon completion of the project in the fourth quarter of 2016.

(3) Represents redeemable noncontrolling interests aggregating approximately 26% ownership in one of our consolidated real estate joint ventures.

(4) Excludes net income attributable to redeemable noncontrolling interests. These redeemable interests earn a fixed preferred return of 8.4%, rather than a variable return based upon their ownership percentage of the real estate joint venture, and have been excluded from our calculation.

(5) Represents a non-recourse, secured construction loan with aggregate commitments of \$213.2 million, of which \$175.2 million bears interest at a fixed rate of 5.25% and \$38.0 million bears interest at a floating rate of LIBOR+3.75%, with a floor of 5.25%. Borrowings under the floating rate tranche are subject to an interest rate cap on LIBOR of 3.50%. The maturity date of the loan is April 1, 2017, with two, one-year options to extend the stated maturity date to April 1, 2019, subject to certain conditions. The amount of \$181.1 million classified as a secured note payable as of September 30, 2016, consists of \$181.3 million of outstanding principal of the secured note payable, net of \$235 thousand of unamortized deferred financing costs.

## Projected results

We present updated guidance for net loss per share attributable to Alexandria's common stockholders – diluted and FFO per share attributable to Alexandria's common stockholders – diluted, based on our current view of existing market conditions and other assumptions for the year ending December 31, 2016, as set forth in the table below. The tables below provide a reconciliation of FFO per share attributable to Alexandria's common stockholders – diluted, a non-GAAP measure, to EPS, the most directly comparable GAAP measure, and other key assumptions included in our updated guidance for the year ending December 31, 2016.

| Summary of Key Changes in Guidance                                | As of 8/1/2016 | As of 10/31/2016 |
|---|----------------|------------------|
| Net loss per share, FFO per share, and FFO per share, as adjusted | See below      | See below        |
| Rental rate increases up 2%                                       | 19.0% to 22.0% | 21.0% to 24.0%   |
| Rental rate increases (cash basis) up 1%                          | 7.0% to 10.0%  | 8.0% to 11.0%    |
| Key credit metrics  | See next page  | See next page    |
| Same property net operating income increase up 0.5%               | 2.5% to 4.5%   | 3.0% to 5.0%     |
| Same property net operating income increase (cash basis) up 0.5%  | 4.0% to 6.0%   | 4.5% to 6.5%     |

## Net Loss per Share and FFO per Share Attributable to Alexandria's Common Stockholders – Diluted

|   | As of 8/1/2016       | As of 10/31/2016<br>(1) |
|---|----------------------|-------------------------|
| Net loss per share  | \$(1.19) to \$(1.13) | \$(1.54) to \$(1.52)    |
| Add: depreciation and amortization  | 4.00                 | 4.00                    |
| Add: impairment of real estate – rental properties                            | 1.15                 | 1.23                    |
| Other   | (0.02)               | (0.02)                  |
| FFO per share   | \$3.94 to \$4.00     | \$3.67 to \$3.69        |
| Less: investment income   | (0.06)               | (0.06) (2)              |
| Add: impairment of real estate – land parcels and non-real estate investments | 1.25                 | 1.31                    |
| Add: loss on early extinguishment of debt                                     | 0.04                 | 0.04                    |
| Add: preferred stock redemption charge  | 0.33                 | 0.56 (3)                |
| Other   | (0.02)               | (0.02)                  |
| FFO per share, as adjusted  | \$5.48 to \$5.54     | \$5.50 to \$5.52        |

Excludes severance and other costs that may be incurred related to our exit of our investment in Asia. Refer to (1) "Assets Located in Asia" in Note 14 – "Assets Classified as Held for Sale" to our unaudited consolidated financial statements under Item 1 of this report for additional information on impairments of real estate in Asia.

(2) Represents non-real estate investment gains of \$4.4 million during the three months ended June 30, 2016 related to one investment.

(3) Includes the repurchase of 1.5 million shares of our 7.00% Series D cumulative preferred stock in October 2016.

| Key Assumptions<br>(Dollars in millions)   | Low    | High                        |
|--|--------|-----------------------------|
| Occupancy percentage<br>for operating properties<br>in North America as of<br>December 31, 2016        | 96.5%  | 97.1%                       |
| Lease renewals and<br>re-leasing of space:   |        |                             |
| Rental rate increases  | 21.0%  | 24.0%                       |
| Rental rate increases<br>(cash basis)  | 8.0%   | 11.0%                       |
| Same property<br>performance:  |        |                             |
| Net operating income<br>increase   | 3.0%   | 5.0%                        |
| Net operating income<br>increase (cash basis)  | 4.5%   | 6.5%                        |
| Straight-line rent<br>revenue  | \$ 51  | \$ 56                       |
| General and<br>administrative<br>expenses  | \$ 59  | \$ 64                       |
| Capitalization of<br>interest  | \$ 45  | \$ 55                       |
| Interest expense   | \$ 100 | \$ 110                      |
| Key Credit Metrics   |        | As of 8/1/16 As of 10/31/16 |
| Net debt to Adjusted EBITDA – fourth quarter annualized  |        | 6.2x to 6.6x 5.9x to 6.3x   |
| Fixed-charge coverage ratio – fourth quarter annualized  |        | 3.0x to 3.5x 3.5x to 4.0x   |
| Value-creation pipeline as a percentage of gross investments in real estate<br>as of December 31, 2016 |        | 10% to 13% 10% to 12%       |

Net Debt to Adjusted EBITDA <sup>(1)</sup> Liquidity

\$1.9B

(In millions)

|   |         |
|---|---------|
| Availability under our \$1.65 billion unsecured senior line of credit | \$1,234 |
| Remaining construction loan commitments                               | 416     |
| Available-for-sale equity securities, at fair value                   | 69      |
| Cash and cash equivalents   | 158     |
|   | \$1,877 |

Fixed-Charge Coverage Ratio <sup>(1)</sup> Unencumbered Net Operating Income <sup>(2)</sup>

87%

(1) Quarter annualized.

(2) For the three months ended September 30, 2016.

As of September 30, 2016, we had CIP related to our nine development projects and two redevelopment projects. The completion of these projects, along with projects recently placed into service, certain future projects, and operations from Same Properties, is expected to contribute significant increases in rental income, net operating income, and cash flows. Operating performance assumptions related to the completion of our development and redevelopment projects, including the timing of initial occupancy, stabilization dates, and initial stabilized yield, are included in “Value-Creation Projects and External Growth” within this Item 2. Certain key assumptions regarding our projections, including the impact of various development and redevelopment projects, are included in the “Projected Construction Spending” table in “Summary of Capital Expenditures” of the “Value-Creation Projects and External Growth” section within this Item 2.

The completion of our development and redevelopment projects will result in an increase in interest expense and other project costs because these project costs will no longer qualify for capitalization and will, therefore, be expensed as incurred. Our projection assumptions for Same Properties' net operating income growth, rental rate growth, straight-line rent, general and administrative expenses, capitalization of interest, and interest expense are included in the tables above and are subject to a number of variables and uncertainties, including those discussed as "Forward-Looking Statements" under Part I; "Item 1A. Risk Factors"; and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our annual report on Form 10-K for the year ended December 31, 2015. To the extent our full-year earnings guidance is updated during the year, we will provide additional disclosure supporting reasons for any significant changes to such guidance.

## Liquidity and capital resources

### Overview

We expect to meet certain long-term liquidity requirements, such as requirements for development, redevelopment, other construction projects, capital improvements, tenant improvements, property acquisitions, leasing costs, non-revenue-enhancing capital expenditures, scheduled debt maturities, and dividends through net cash provided by operating activities, periodic asset sales, strategic real estate joint venture capital, and long-term secured and unsecured indebtedness, including borrowings under our \$1.65 billion unsecured senior line of credit, unsecured senior bank term loans, and the issuance of additional debt and/or equity securities.

We expect to continue to meet our short-term liquidity and capital requirements, as further detailed in this section, generally through our working capital and net cash provided by operating activities. We believe that the net cash provided by operating activities will continue to be sufficient to enable us to make the distributions necessary to continue qualifying as a REIT.

Over the next several years, our balance sheet, capital structure, and liquidity objectives are as follows:

- Retain positive cash flows from operating activities after payment of dividends and distributions to noncontrolling interests for investment in development and redevelopment projects and/or acquisitions;
- Maintain significant liquidity from net cash provided by operating activities, cash and cash equivalents, available-for-sale equity securities, available borrowing capacity under our \$1.65 billion unsecured senior line of credit, and available commitments under our secured construction loans;
- Reduce the aggregate amount of outstanding unsecured bank debt under our unsecured senior bank term loans;
- Maintain a well-laddered debt maturity profile by limiting the amount of debt maturing in any particular year;
- Maintain diverse sources of capital, including sources from net cash provided by operating activities, unsecured debt, secured debt, selective asset sales, joint venture capital, preferred stock, and common stock;
- Mitigate unhedged variable-rate debt exposure through the reduction of short-term and medium-term variable-rate bank debt;
- Maintain a large unencumbered asset pool to provide financial flexibility;
- Fund preferred stock and common stock dividends from net cash provided by operating activities;
- Manage a disciplined level of value-creation projects as a percentage of our gross investments in real estate;
- Maintain high levels of pre-leasing and percentage leased in value-creation projects; and
- Decrease the ratio of net debt to Adjusted EBITDA, with some variation from quarter to quarter.



\$1.65 billion unsecured senior line of credit and unsecured senior bank term loans

The table below reflects the outstanding balances, maturity dates, applicable rates, and facility fees for each of these facilities (dollars in thousands):

| Facility                                       | As of September 30, 2016  |                              |                   |              |
|--|---------------------------|------------------------------|-------------------|--------------|
|  | Balance                   | Maturity Date <sup>(1)</sup> | Applicable Margin | Facility Fee |
| \$1.65 billion unsecured senior line of credit | \$ 416,000                | October 2021                 | L+1.00%           | 0.20%        |
| 2019 Unsecured Senior Bank Term Loan           | \$ 398,355 <sup>(2)</sup> | January 2019                 | L+1.20%           | N/A          |
| 2021 Unsecured Senior Bank Term Loan           | \$ 347,807 <sup>(2)</sup> | January 2021                 | L+1.10%           | N/A          |

(1) Includes any extension options that we control.

(2) Amounts are net of unamortized deferred financing costs.

On July 29, 2016, we amended our unsecured senior line of credit and recognized a loss on early extinguishment of debt of

\$2.4 million related to the write-off of unamortized loan fees. The following table summarizes key terms amended:

|                                 | Total Commitment |                | Applicable Rate |         | Maturity Date |              | Facility Fee |         |
|---------------------------------|------------------|----------------|-----------------|---------|---------------|--------------|--------------|---------|
|                                 | Prior            | Amended        | Prior           | Amended | Prior         | Amended      | Prior        | Amended |
| Unsecured senior line of credit | \$1.5 billion    | \$1.65 billion | L+1.10%         | L+1.00% | January 2019  | October 2021 | 0.20%        | 0.20%   |

Borrowings under the \$1.65 billion unsecured senior line of credit bear interest at LIBOR or the base rate specified in the amended \$1.65 billion unsecured senior line of credit agreement plus, in either case, a specified margin (the “Applicable Margin”). The Applicable Margin for LIBOR borrowings under the \$1.65 billion unsecured senior line of credit is based on our existing credit rating as set by certain rating agencies. Our \$1.65 billion unsecured senior line of credit contains a feature that allows lenders to competitively bid on the interest rate for borrowings under the facility. This may result in an interest rate that is below the stated rate. In addition to the Applicable Margin, our \$1.65 billion unsecured senior line of credit is subject to an annual facility fee of 0.20% based on the aggregate commitments.

The requirements of, and our actual performance with respect to, the key financial covenants under our \$1.65 billion unsecured senior line of credit and unsecured senior bank term loans as of September 30, 2016, were as follows:

| Covenant Ratios <sup>(1)</sup>    | Requirement                    | Actual |
|-----------------------------------|--------------------------------|--------|
| Leverage Ratio                    | Less than or equal to 60.0%    | 34.1%  |
| Secured Debt Ratio                | Less than or equal to 45.0%    | 6.4%   |
| Fixed-Charge Coverage Ratio       | Greater than or equal to 1.50x | 3.29x  |
| Unsecured Leverage Ratio          | Less than or equal to 60.0%    | 38.4%  |
| Unsecured Interest Coverage Ratio | Greater than or equal to 1.50x | 6.35x  |

(1) For definitions of the ratios, refer to the amended unsecured senior line of credit and unsecured senior bank term loan agreements filed as exhibits 10.1, 10.2 and 10.3 to this quarterly report on Form 10-Q.



## Unsecured senior notes payable

The requirements of, and our actual performance with respect to, the key financial covenants under our 2.75% unsecured senior notes payable (“2.75% Unsecured Senior Notes”), 4.60% unsecured senior notes payable (“4.60% Unsecured Senior Notes”), 3.90% unsecured senior notes payable (“3.90% Unsecured Senior Notes”), 4.30% unsecured senior notes payable (“4.30% Unsecured Senior Notes”), 3.95% unsecured senior notes payable (“3.95% Unsecured Senior Notes”), and 4.50% unsecured senior notes payable (“4.50% Unsecured Senior Notes”) as of September 30, 2016, were as follows:

| Covenant Ratios <sup>(1)</sup>                                      | Requirement                   | Actual |
|---|-------------------------------|--------|
| Total Debt to Total Assets  | Less than or equal to 60%     | 41%    |
| Secured Debt to Total Assets  | Less than or equal to 40%     | 7%     |
| Consolidated EBITDA <sup>(2)</sup> to Interest Expense Unencumbered | Greater than or equal to 1.5x | 6.0x   |
| Total Asset Value to Unsecured Debt                                 | Greater than or equal to 150% | 237%   |

(1) For definitions of the ratios, refer to the indenture at Exhibits 4.3 and 4.13 hereto and the related supplemental indentures at Exhibits 4.4, 4.7, 4.9, 4.11, 4.14, and 4.16 hereto, which are each listed under Item 6 of this report.

(2) The calculation of consolidated EBITDA is based on the definitions contained in our loan agreements and is not directly comparable to the computation of EBITDA as described in Exchange Act Release No. 47226.

In addition, the terms of the indentures, among other things, limit the ability of the Company, Alexandria Real Estate Equities, L.P., and the Company’s subsidiaries to (i) consummate a merger, or consolidate or sell all or substantially all of the Company’s assets, and (ii) incur certain secured or unsecured indebtedness.

## Sources and uses of capital

We expect that our principal liquidity needs for the year ending December 31, 2016, will be satisfied by the following multiple sources of capital, as shown in the table below. There can be no assurance that our sources and uses of capital will not be materially higher or lower than these expectations.

| Key Sources and Uses of Capital<br>(In millions)            | Low            | High           | Mid-Point       | Key Items<br>Remaining<br>After<br>10/31/2016 |
|---|----------------|----------------|-----------------|---|
| <b>Sources of capital:</b>                                  |                |                |                 |   |
| Net cash provided by operating activities after dividends   | \$ 115         | \$ 135         | \$ 125          |   |
| Incremental debt  | 424            | 304            | 364             |   |
| Dispositions <sup>(1)</sup>                                 | 300            | 400            | 350             | \$ 142  |
| Common equity/sales of available-for-sale equity securities | 1,358          | 1,458          | 1,408           | <sup>(2)</sup> \$ 168                         |
| <b>Total sources of capital</b>                             | <b>\$2,197</b> | <b>\$2,297</b> | <b>\$ 2,247</b> |   |
| <b>Uses of capital:</b>                                     |                |                |                 |   |
| Acquisitions  | \$1,085        | \$1,135        | \$ 1,110        | <sup>(3)</sup> \$ 140                         |
| Improvement in leverage                                     | 175            | 175            | 175             | <sup>(4)</sup>                                |
| Construction  | 785            | 835            | 810             |   |
| 7.00% Series D preferred stock repurchases                  | 152            | 152            | 152             | <sup>(5)</sup>                                |
| <b>Total uses of capital</b>                                | <b>\$2,197</b> | <b>\$2,297</b> | <b>\$ 2,247</b> |   |
| <b>Incremental debt (included above):</b>                   |                |                |                 |   |
| Issuance of unsecured senior notes payable                  | \$350          | \$350          | \$ 350          |   |
| Assumption of secured note payable                          | 203            | 203            | 203             | <sup>(3)</sup>                                |
| Borrowings – secured construction loans                     | 250            | 300            | 275             |   |
| Repayments of secured notes payable                         | (266 )         | (366 )         | (316 )          | \$ (76 )                                      |
| Repayment of unsecured senior term loan                     | (200 )         | (200 )         | (200 )          |   |
| \$1.65 billion unsecured senior line of credit/other        | 87             | 17             | 52              |   |
| <b>Incremental debt</b>                                     | <b>\$424</b>   | <b>\$304</b>   | <b>\$ 364</b>   |   |

(1) Refer to “Real Estate Asset Sales” of the “Value-Creation Projects and External Growth” section within this Item 2.

Includes net proceeds of \$724.0 million upon future settlement of forward equity sales agreements executed in July 2016 to sell an aggregate of 7.5 million shares of our common stock, and net proceeds of \$367.8 million and

(2) \$147.7 million from sales of common stock under our ATM program during the first half of 2016 and in October 2016, respectively.

Includes the pending acquisition of One Kendall Square for \$725.0 million, including the assumption of a \$203.0

(3) million secured note payable. The closing of the acquisition is expected shortly after obtaining approval for the assumption of the secured loan.

(4) We expect to use \$175 million of the proceeds from the forward sale of common stock (see footnote 2) to reduce our projected net debt to adjusted EBITDA – fourth quarter of 2016 annualized by 0.3x.

(5) Includes the repurchase of 1.5 million shares of our 7.00% Series D cumulative preferred stock in October 2016.

The key assumptions behind the sources and uses of capital in the table above are a favorable capital market environment, performance of our core operating properties, lease-up and delivery of current and future development and redevelopment projects, and leasing activity. Our expected sources and uses of capital are subject to a number of

variables and uncertainties, including those discussed as “Forward-Looking Statements” under Part I; “Item 1A. Risk Factors”; and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our annual report on Form 10-K for the year ended December 31, 2015. We expect to update our forecast of sources and uses of capital on a quarterly basis.

## Sources of capital

## Net cash provided by operating activities after dividends

We expect to retain \$115 million to \$135 million of net cash flows from operating activities after payment of common stock and preferred stock dividends during 2016. For the year ending December 31, 2016, we expect that our highly leased value-creation projects, along with recently delivered projects, certain future projects, and contributions from Same Properties, will provide for significant increases compared to the year ended December 31, 2015, in rental revenue, net operating income, and cash flows. Refer to “Cash Flows” within this Item 2 for a discussion of net cash provided by operating activities for the nine months ended September 30, 2016.

## Real estate dispositions

We expect to continue the disciplined execution of select sales of non-strategic land and non-core/“core-like” operating assets. The sale of non-strategic land and non-core/“core-like” operating assets provides a significant source of capital to fund our highly leased value-creation development and redevelopment projects. We may also consider additional sales of partial interest in core Class A properties and/or development projects. For 2016, we expect to sell real estate ranging from \$300 million to \$400 million.

For additional information, refer to “Assets Located in Asia” in Note 14 – “Assets Classified as Held for Sale” to our unaudited consolidated financial statements under Item 1 of this report and “Real Estate Asset Sales” of “Value-Creation Projects and External Growth” within this Item 2.

## Liquidity

The following table presents the availability under our \$1.65 billion unsecured senior line of credit, secured construction loans, available-for-sale equity securities, and cash and cash equivalents as of September 30, 2016 (dollars in thousands):

| Description   | Stated Rate | Aggregate Commitments | Outstanding Balance | Remaining Commitments/Liquidity |
|---|-------------|-----------------------|---------------------|---------------------------------|
| \$1.65 billion unsecured senior line of credit      | L+1.00%     | \$ 1,650,000          | \$ 416,000          | \$ 1,234,000                    |
| 75/125 Binney Street/Greater Boston                 | L+1.35%     | 250,400               | 210,464             | 39,936                          |
| 50/60 Binney Street/Greater Boston                  | L+1.50%     | 350,000               | 213,969             | 136,031                         |
| 100 Binney Street/Greater Boston                    | L+2.00%     | 304,281               | 64,256              | 240,025                         |
|   |             | \$ 2,554,681          | \$ 904,689          | 1,649,992                       |
| Available-for-sale equity securities, at fair value |             |                       |                     | 69,007                          |
| Cash and cash equivalents                           |             |                       |                     | 157,928                         |
| Total liquidity                                     |             |                       |                     | \$ 1,876,927                    |

Refer to Note 8 – “Secured and Unsecured Senior Debt” to our unaudited consolidated financial statements under Item 1 of this report for a discussion of our secured construction loans.

We use our \$1.65 billion unsecured senior line of credit to fund working capital, construction activities, and, from time to time, acquisition of properties. Borrowings under the \$1.65 billion unsecured senior line of credit will bear interest at a “Eurocurrency Rate” or a “Base Rate” specified in the amended \$1.65 billion unsecured line of credit agreement plus, in either case, the Applicable Margin. The Eurocurrency Rate specified in the amended \$1.65 billion unsecured line of credit agreement is, as applicable, the rate per annum equal to (i) the LIBOR or a successor rate

thereto as approved by the administrative agent for loans denominated in a LIBOR quoted currency (i.e., U.S. dollars, euro, sterling, or yen), (ii) the average annual yield rates applicable to Canadian dollar bankers' acceptances for loans denominated in Canadian dollars, (iii) the Bank Bill Swap Reference Bid rate for loans denominated in Australian dollars, or (iv) the rate designated with respect to the applicable alternative currency for loans denominated in a non-LIBOR quoted currency (other than Canadian or Australian dollars). The Base Rate means, for any day, a fluctuating rate per annum, equal to the highest of (i) the federal funds rate plus 1/2 of 1.00%, (ii) the rate of interest in effect for such day as publicly announced from time to time, by Bank of America as its "prime rate," and (iii) the Eurocurrency Rate plus 1.00%. Our \$1.65 billion unsecured senior line of credit contains a feature that allows lenders to competitively bid on the interest rate for borrowings under the facility. This may result in an interest rate that is below the stated rate. In addition to the cost of borrowing, the facility is subject to an annual facility fee of 0.20% based on the aggregate commitments outstanding.

## Debt

We expect to fund a significant portion of our capital needs in 2016 from the issuance of unsecured senior notes payable, borrowings available under existing secured construction loans, borrowings available under our \$1.65 billion unsecured senior line of credit, and assumed secured notes payable.

During the nine months ended September 30, 2016, we repaid five secured notes payable aggregating \$231.0 million with a weighted-average effective interest rate of 5.29%.

In June 2016, we entered into a definitive agreement to acquire One Kendall Square, with seven-buildings aggregating 644,771 RSF that is 98.5% occupied, and a 1,530-space parking garage. In connection with the acquisition, the purchase price of \$725.0 million includes the assumption of a \$203.0 million secured note payable. The secured note payable has a maturity date of February 2024 and an interest rate of 4.82%. We expect to obtain approval by the lender for the loan assumption and complete this acquisition in the fourth quarter of 2016.

In June 2016, we completed a \$350 million public offering of our unsecured senior notes payable due on January 15, 2027, at a stated interest rate of 3.95%. The unsecured senior notes payable are unsecured obligations of the Company and are fully and unconditionally guaranteed by Alexandria Real Estate Equities, L.P., a 100% owned subsidiary of the Company. The unsecured senior notes payable rank equally in right of payment with all other unsecured senior indebtedness. However, the unsecured senior notes payable are subordinate to existing and future mortgages and other secured indebtedness (to the extent of the value of the collateral securing such indebtedness) and to all existing and future preferred equity and liabilities, whether secured or unsecured, of the Company's subsidiaries, other than Alexandria Real Estate Equities, L.P. We used the net proceeds, after discounts and issuance costs, of \$344.7 million to repay outstanding principal borrowings under our unsecured senior line of credit.

On July 29, 2016, we amended our unsecured senior line of credit and increased aggregate commitments available for borrowing by \$150 million to an aggregate of \$1.65 billion, extended the maturity date to October 29, 2021, which includes two, six-months options to extend, reduced the interest rate on outstanding borrowings to LIBOR+1.00% from LIBOR+1.10%, and modified certain financial covenant computations and other non-financial covenants. In addition, we amended our 2019 and 2021 Unsecured Senior Bank Term Loans to conform the financial covenant computations and other non-financial covenants to our unsecured senior line of credit and completed a partial principal repayment of \$200.0 million of our 2019 Unsecured Senior Bank Term Loan, reducing the total outstanding balance from \$600 million to \$400 million. Refer to Note 8 – “Secured and Unsecured Senior Debt” to our unaudited consolidated financial statements under Item 1 of this report for additional information.

## Cash and cash equivalents

As of September 30, 2016, and December 31, 2015, we had \$157.9 million and \$125.1 million, respectively, of cash and cash equivalents. We expect existing cash and cash equivalents, cash flows from operating activities, proceeds from asset sales, borrowings under our \$1.65 billion unsecured senior line of credit, secured construction loan borrowings, issuances of unsecured notes payable, and issuances of common stock to continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities, such as regular quarterly dividends, distribution to noncontrolling interests, scheduled debt repayments, and certain capital expenditures, including expenditures related to construction activities.

## Restricted cash

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Restricted cash consisted of the following as of September 30, 2016, and December 31, 2015 (in thousands):

|  | September<br>30, 2016 | December<br>31, 2015 |
|--|-----------------------|----------------------|
| Funds held in trust under the terms of certain secured notes payable           | \$ 6,664              | \$ 15,906            |
| Funds held in escrow related to construction projects and investing activities | 6,041                 | 10,040               |
| Other  | 3,701                 | 2,926                |
| Total  | \$ 16,406             | \$ 28,872            |

### “At the market” common stock offering program

During the six months ended June 30, 2016, we completed our “at the market” common stock offering program that was established in December 2015, which allowed us to sell up to an aggregate of \$450.0 million of our common stock. During the three months ended December 31, 2015, we sold an aggregate of 832,982 shares of common stock for gross proceeds of \$75.0 million, or \$90.04 per share, and net proceeds of approximately \$73.4 million. During the six months ended June 30, 2016, we sold an aggregate of 3.9 million shares of common stock for gross proceeds of \$374.3 million, or \$94.80 per share, and net proceeds of approximately \$367.8 million. We used the proceeds from the sales to reduce amounts outstanding under our unsecured senior line of credit. As of September 30, 2016, there was no remaining availability under our “at the market” program. There were no shares sold under our ATM program during the three months ended September 30, 2016.

In October 2016, we established another “at the market” common stock offering program, which allows us to sell up to an aggregate of \$600.0 million of our common stock. In October 2016, we sold an aggregate of 1.4 million shares of common stock for gross proceeds of \$150.0 million, or \$104.28 per share, and net proceeds of approximately \$147.7 million.

### Forward equity sales agreements

In July 2016, we executed an offering, subject to forward equity sales agreements, to sell an aggregate of 7.5 million shares of common stock, including 975,000 shares sold pursuant to the exercise in full of the underwriters’ option to purchase additional shares of our common stock, at a public offering price of \$101.00 per share, subject to customary contractual price adjustments. Net proceeds, after issuance costs and underwriters’ discount, of \$724.0 million, will be further adjusted as provided in the forward equity sales agreements. The forward equity sales agreements permitted us to lock in the price of the shares (subject to certain adjustments) to fund the pending acquisition of One Kendall Square, located in East Cambridge, to lower net debt to adjusted EBITDA by 0.3x, and to fund construction. We expect to settle the forward equity sales agreements by issuing the common stock after obtaining approval by the lender to assume the One Kendall Square loan and completing the acquisition of One Kendall Square.

### Other sources

Under our current shelf registration statement filed with the SEC, we may offer common stock, preferred stock, debt, and other securities. These securities may be issued, from time to time, at our discretion based on our needs and market conditions, including, as necessary, the balancing of our use of incremental debt capital.

We hold interests, with certain third parties, in companies that we consolidate in our financial statements. These third parties may contribute equity into these entities primarily related to their share of funds for construction and financing-related activities.

We also hold interests, together with certain third parties, in real estate joint ventures that are not consolidated in our financial statements. The following table presents information related to debt held by one of our unconsolidated real estate joint ventures (dollars in thousands):

| Tranche                      | Maturity Date                | Stated Rate | Outstanding Balance | Remaining Commitments | Total      |
|------------------------------|------------------------------|-------------|---------------------|-----------------------|------------|
| Fixed rate                   | April 1, 2017 <sup>(1)</sup> | 5.25 %      | \$ 173,226          | \$ 2,015              | \$ 175,241 |
| Floating rate <sup>(2)</sup> | April 1, 2017 <sup>(1)</sup> | L+3.75 %    | 8,081               | 29,878                | 37,959     |
|                              |                              |             | 181,307             | \$ 31,893             | \$ 213,200 |



|                                      |            |
|--------------------------------------|------------|
| Unamortized deferred financing costs | 235        |
|                                      | \$ 181,072 |

(1) We have two, one-year options to extend the stated maturity date to April 1, 2019, subject to certain conditions.

(2) Borrowings under the floating rate tranche have an interest rate floor equal to 5.25% and are subject to an interest rate cap on LIBOR of 3.50%.

## Uses of capital

### One Kendall Square acquisition

One of our uses of capital relates to the pending acquisition of One Kendall Square, a 644,771 RSF, seven-building collaborative science and technology campus in the east of our key Cambridge urban innovation cluster submarket located in Greater Boston. The purchase price is \$725 million, which includes the assumption of a \$203.0 million secured note payable. We expect to obtain approval by the lender for the loan assumption in the coming months and complete the acquisition soon thereafter. Refer to “Forward Equity Sales Agreements” under “Sources of Capital” immediately above, and “Acquisitions” in Note 3 – “Investments in Real Estate” to our unaudited consolidated financial statements under Item 1 of this report.

### Torrey Ridge Science Center acquisition

In October 2016, we acquired the Torrey Ridge Science Center, a 294,993 RSF, three-building collaborative life science campus located in the heart of our Torrey Pines submarket of San Diego, for a purchase price of \$182.5 million. The campus is 87.1% occupied, and we expect to achieve an initial stabilized cash yield of 6.8% at stabilization in the first half of 2018 upon completion of near-term renewals/re-leasing of acquired below-market leases and the conversion of 75,953 RSF existing shell and office space into office/laboratory space.

### 88 Bluxome Street acquisition

We have an executed agreement for the acquisition of 88 Bluxome Street in our Mission Bay/SoMa submarket of San Francisco for a purchase price of \$140.0 million. We are pursuing entitlements for the ground-up development of 1,070,925 RSF, which represents estimated total anticipated RSF upon completion of entitlements for construction of two office buildings in separate phases. The closing date of this acquisition may be deferred to the first quarter of 2017. Upon completion of the acquisition, the seller may lease the property for a term of one year or more depending on certain factors.

## Summary of capital expenditures

Our primary use of capital relates to the development, redevelopment, predevelopment, and construction of properties. We currently have projects in our external growth pipeline aggregating 2.5 million RSF of office/laboratory and tech office space, including two unconsolidated real estate joint venture development projects. We incur capitalized construction costs related to development, redevelopment, predevelopment, and other construction activities. We also incur additional capitalized project costs, including interest, property taxes, insurance, and other costs directly related and essential to the development or construction of a project, during periods when activities necessary to prepare an asset for its intended use are in progress. Refer to “Summary of Capital Expenditures” of “Value-Creation Projects and External Growth” within this Item 2 for more information on our capital expenditures.

We capitalize interest cost as a cost of the project only during the period for which activities necessary to prepare an asset for its intended use are ongoing, provided that expenditures for the asset have been made and interest cost has been incurred. Capitalized interest for the nine months ended September 30, 2016 and 2015, of \$40.8 million and \$27.8 million, respectively, is classified in investments in real estate. Indirect project costs, including construction administration, legal fees, and office costs that clearly relate to projects under development or construction, are capitalized as incurred during the period an asset is undergoing activities to prepare it for its intended use. We capitalized payroll and other indirect project costs related to development, redevelopment, and construction projects,

aggregating \$10.5 million and \$9.8 million for the nine months ended September 30, 2016 and 2015, respectively. Additionally, should we cease activities necessary to prepare an asset for its intended use, the interest, taxes, insurance, and certain other direct project costs related to this asset would be expensed as incurred. When construction activities cease, the asset is transferred out of CIP and classified as rental property. Also, if vertical aboveground construction is not initiated at completion of predevelopment activities, the land parcel is classified as land held for future development. Expenditures for repairs and maintenance are expensed as incurred.

Fluctuations in our development, redevelopment, and construction activities could result in significant changes to total expenses and net income. For example, had we experienced a 10% reduction in development, redevelopment, and construction activities without a corresponding decrease in indirect project costs, including interest and payroll, total expenses would have increased by approximately \$5.1 million for the nine months ended September 30, 2016.

We also capitalize and defer initial direct costs to originate leases with independent third parties related to evaluating a prospective lessee's financial condition, negotiating lease terms, preparing the lease agreement, and closing the lease transaction. Costs that we capitalized and deferred relate to successful leasing transactions, result directly from and are essential to the lease transaction, and would not have been incurred had that lease transaction not occurred. The initial direct costs capitalized and deferred also include the portion of our employees' total compensation and payroll-related benefits directly related to time spent performing activities previously described and related to the respective lease that would not have been performed but for that lease. Total initial direct leasing costs capitalized during the nine months ended September 30, 2016 and 2015, were \$23.9 million and \$50.5 million, respectively, of which \$9.4 million and \$9.7 million, respectively, represented capitalized and deferred payroll costs directly related and essential to our leasing activities during such periods.

#### 7.00% Series D cumulative convertible preferred stock redemption

During the nine months ended September 30, 2016, we repurchased 3.0 million shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$98.6 million, or \$32.72 per share. We recognized a preferred stock redemption charge of \$25.6 million during the nine months ended September 30, 2016, including the write-off of original issuance costs of approximately \$2.4 million.

In October 2016, we repurchased 1.5 million shares of our 7.00% Series D cumulative convertible preferred stock at an aggregate price of \$52.8 million, or \$36.07 per shares. As of October 31, 2016, the par value of 7.00% Series D stock outstanding was \$125.2 million.

#### Contractual obligations and commitments

Contractual obligations as of September 30, 2016, consisted of the following (in thousands):

|  | Total       | Payments by Period |           |             |             |
|--|-------------|--------------------|-----------|-------------|-------------|
|  |             | 2016               | 2017-2018 | 2019-2020   | Thereafter  |
| Secured and unsecured debt <sup>(1) (2)</sup>  | \$4,361,113 | \$807              | \$294,563 | \$1,191,297 | \$2,874,446 |
| Estimated interest payments on fixed-rate and hedged variable-rate debt <sup>(3)</sup> | 886,448     | 31,500             | 260,943   | 216,534     | 377,471     |
| Estimated interest payments on variable-rate debt <sup>(4)</sup>                       | 12,698      | 1,985              | 10,560    | 153         | —           |
| Ground lease obligations   | 607,257     | 2,788              | 26,592    | 22,586      | 555,291     |
| Other obligations  | 6,137       | 402                | 3,431     | 1,926       | 378         |
| Total  | \$5,873,653 | \$37,482           | \$596,089 | \$1,432,496 | \$3,807,586 |

(1) Amounts represent principal amounts due and exclude unamortized premiums, discounts, and deferred financing costs reflected on the consolidated balance sheets.

(2) Payment dates reflect any extension options that we control.

(3) Estimated interest payments on our fixed-rate and hedged variable-rate debt are based upon contractual interest rates, including the impact of interest rate hedge agreements, interest payment dates, and scheduled maturity dates.

(4) The interest payments on variable-rate debt are based on the interest rates in effect as of September 30, 2016.

#### Secured notes payable

Secured notes payable as of September 30, 2016, consisted of nine notes secured by 17 properties. Our secured notes payable typically require monthly payments of principal and interest and had a weighted-average interest rate of approximately 3.34% as of September 30, 2016. As of September 30, 2016, the total book values of rental properties,

land held for future development, and CIP securing debt were approximately \$1.7 billion. As of September 30, 2016, our secured notes payable, including unamortized discounts and deferred financing cost, were composed of approximately \$419.3 million and \$370.2 million of fixed-rate/hedged variable-rate debt and variable-rate debt, respectively.

### Estimated interest payments

Estimated interest payments on our fixed-rate debt and hedged variable-rate debt were calculated based upon contractual interest rates, including the impact of interest rate hedge agreements, interest payment dates, and scheduled maturity dates. As of September 30, 2016, approximately 86% of our debt was fixed-rate debt or variable-rate debt subject to interest rate hedge agreements. Refer to Note 9 – “Interest Rate Hedge Agreements” under Item 1 of this report for further information. The remaining 14% of our debt as of September 30, 2016, was unhedged variable-rate debt based primarily on LIBOR. Interest payments on our unhedged variable-rate debt have been calculated based on interest rates in effect as of September 30, 2016. Refer to Note 8 – “Secured and Unsecured Senior Debt” under Item 1 of this report for additional information regarding our debt.

### Interest rate hedge agreements

We utilize interest rate derivatives to hedge a portion of our exposure to volatility in variable interest rates primarily associated with our \$1.65 billion unsecured senior line of credit, unsecured senior bank term loans, and variable-rate secured construction loans. Our derivative instruments include interest rate swaps and interest rate caps.

On June 30, 2016, we executed two interest rate cap agreements to hedge the cash flows and manage our exposure to interest rate movements related to our variable-rate construction loan secured by our property located at 100 Binney Street. The agreements are effective from July 29, 2016, through April 20, 2019, and will cap LIBOR at 2.00% for two notional amounts, based on scheduled increases over the term of the cap, aggregating \$40 million as of September 30, 2016, and up to \$150 million of the initial loan commitment total.

Our interest rate swap agreements involve the receipt of variable-rate amounts from a counterparty in exchange for our payment of fixed-rate amounts to the counterparty over the life of the agreement without the exchange of the underlying notional amount. Interest received under all of our interest rate swap agreements is based on one-month LIBOR. The net difference between the interest paid and the interest received is reflected as an adjustment to interest expense in our consolidated statements of income.

We have entered into master derivative agreements with each respective counterparty. These master derivative agreements (all of which are adapted from the standard International Swaps and Derivatives Association, Inc. form) define certain terms between us and each of our counterparties to address and minimize certain risks associated with our interest rate swap agreements. In order to limit our risk of non-performance by an individual counterparty under our interest rate swap agreements, these agreements are spread among various counterparties. As of September 30, 2016, the largest aggregate notional amount in effect at any single point in time with an individual counterparty under our interest rate swap agreements was \$200 million. If one or more of our counterparties fail to perform under our interest rate swap agreements, we may incur higher costs associated with our variable-rate LIBOR-based debt than the interest costs we originally anticipated. We have not posted any collateral related to our interest rate swap agreements.

### Ground lease obligations

Ground lease obligations as of September 30, 2016, included leases for 29 of our properties, which accounted for approximately 15% of our total number of properties and three land development parcels. Excluding one ground lease related to one operating property that expires in 2036 with a net book value of \$10.0 million as of September 30, 2016, our ground lease obligations have remaining lease terms ranging from approximately 40 to 100 years, including extension options.

## Commitments

As of September 30, 2016, remaining aggregate costs under contract for the construction of properties undergoing development, redevelopment, and improvements under the terms of leases approximated \$636.5 million. We expect payments for these obligations to occur over one to three years, subject to capital planning adjustments from time to time. We may have the ability to cease the construction of certain properties, which would result in the reduction of our commitments. We have a commitment to contribute our share of equity into one of our unconsolidated real estate joint ventures to complete the development of buildings aggregating approximately 422,980 RSF by 2018. Our share of estimated costs to complete this project is approximately \$240 to \$280 per RSF as of September 30, 2016. Our obligation to provide additional funding to our other unconsolidated real estate joint venture is currently minimal. We are also committed to funding approximately \$99.7 million for certain non-real estate investments over the next several years.

In addition, we have letters of credit and performance obligations aggregating \$18.6 million primarily related to our construction management requirements in North America.

102

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As of September 30, 2016, two of our tenants in our Greater Boston and San Diego markets hold options to purchase from us property leased by each tenant, pursuant to fixed-price options under their respective lease agreements. The purchase options are exercisable no later than December 29, 2017.

Our property subject to a fixed-price purchase option in Greater Boston had a net book value of \$52.7 million as of September 30, 2016, and the purchase price of \$65.7 million, excluding any customary and ordinary closing costs. The purchase price falls into a range from fair market value to below fair market value, which may result in a tenant acquisition of the property under the option.

Our property subject to a purchase option in San Diego is one of our older properties and had a net book value of \$8.3 million as of September 30, 2016. The option is exercisable at the purchase price of \$20.8 million, excluding any customary and ordinary closing costs. The purchase price exceeds the property fair market value.

As of September 30, 2016, these properties did not meet the criteria for classification as held for sale.

#### Exposure to environmental liabilities

In connection with the acquisition of all of our properties, we have obtained Phase I environmental assessments to ascertain the existence of any environmental liabilities or other issues. The Phase I environmental assessments of our properties have not revealed any environmental liabilities that we believe would have a material adverse effect on our financial condition or results of operations taken as a whole, nor are we aware of any material environmental liabilities that have occurred since the Phase I environmental assessments were completed. In addition, we carry a policy of pollution legal liability insurance covering exposure to certain environmental losses at substantially all of our properties.

#### Cash flows

We report and analyze our cash flows based on operating activities, investing activities, and financing activities. The following table summarizes changes in our cash flows (in thousands):

|   | Nine Months Ended |             |             |
|---|-------------------|-------------|-------------|
|   | September 30,     |             |             |
|   | 2016              | 2015        | Change      |
| Net cash provided by operating activities | \$291,851         | \$246,411   | \$45,440    |
| Net cash used in investing activities     | \$(715,301)       | \$(557,490) | \$(157,811) |
| Net cash provided by financing activities | \$457,720         | \$301,638   | \$156,082   |

#### Operating activities

Cash flows provided by operating activities for the nine months ended September 30, 2016 and 2015, consisted of the following amounts (in thousands):

|  | Nine Months Ended |           |          |
|--|-------------------|-----------|----------|
|  | September 30,     |           |          |
|  | 2016              | 2015      | Change   |
| Net cash provided by operating activities  | \$291,851         | \$246,411 | \$45,440 |
| Add: changes in operating assets and liabilities   | 29,706            | 29,619    | 87       |
| Net cash provided by operating activities before changes in operating assets and liabilities | \$321,557         | \$276,030 | \$45,527 |



Cash flows provided by operating activities are primarily dependent upon the occupancy level of our asset base, the rental rates of our leases, the collectability of rent and recovery of operating expenses from our tenants, the timing of completion of development projects, the timing of completion of redevelopment projects, and the timing of acquisitions of operating properties. Net cash provided by operating activities before changes in operating assets and liabilities for the nine months ended September 30, 2016, increased by \$45.5 million, or 16.5%, to \$321.6 million, compared to \$276.0 million for the nine months ended September 30, 2015. This increase was primarily attributable to an increase in total net operating income, on a cash basis, of \$46.4 million, or 12.0%, to \$433.8 million for the nine months ended September 30, 2016, compared to \$387.4 million for the nine months ended September 30, 2015, as a result of our highly leased development and redevelopment projects placed into service subsequent to January 1, 2015 and increases in our same property average occupancy and rental rates on lease renewals and re-leasing of space since January 1, 2015.

## Investing activities

Cash flows used in investing activities for the nine months ended September 30, 2016 and 2015, consisted of the following (in thousands):

|                                       | Nine Months Ended |                         |             |
|---------------------------------------|-------------------|-------------------------|-------------|
|                                       | September 30,     |                         |             |
|                                       | 2016              | 2015                    | Change      |
| Proceeds from sales of real estate    | \$27,332          | <sup>(1)</sup> \$92,455 | \$(65,123 ) |
| Additions to real estate              | (638,568 )        | (362,215 )              | (276,353 )  |
| Purchase of real estate               | (18,108 )         | (248,933 )              | 230,825     |
| Deposits for investing activities     | (54,998 )         | (6,707 )                | (48,291 )   |
| Additions to investments              | (68,384 )         | (67,965 )               | (419 )      |
| Sales of investments                  | 35,295            | 39,590                  | (4,295 )    |
| Repayment of notes receivable         | 9,054             | 4,264                   | 4,790       |
| Other                                 | (6,924 )          | (7,979 )                | 1,055       |
| Net cash used in investing activities | \$(715,301)       | \$(557,490)             | \$(157,811) |

<sup>(1)</sup> Refer to Note 3 – “Investments in Real Estate” to our unaudited consolidated financial statements under Item 1 of this report for additional information.

## Value-creation opportunities and external growth

For information on our key development and redevelopment projects for the nine months ended September 30, 2016, refer to “Development, Redevelopment, and Future Value-Creation Projects” located earlier within this Item 2.

## Financing activities

Cash flows provided by financing activities for the nine months ended September 30, 2016 and 2015, consisted of the following (in thousands):

|  | Nine Months Ended September 30, |           | Change     |
|--|---------------------------------|-----------|------------|
|  | 2016                            | 2015      |            |
| Borrowings from secured notes payable                          | \$ 215,330                      | \$ 47,375 | \$ 167,955 |
| Repayments of borrowings from secured notes payable            | (234,096 )                      | (12,217 ) | (221,879 ) |
| Proceeds from issuance of unsecured senior notes payable       | 348,604                         | —         | 348,604    |
| Borrowings from \$1.65 billion unsecured senior line of credit | 2,349,000                       | 1,432,000 | 917,000    |

|  |            |     |            |   |            |   |
|--|------------|-----|------------|---|------------|---|
| Repayments of borrowings from \$1.65 billion unsecured senior line of credit | (2,084,000 | )   | (893,000   | ) | (1,191,000 | ) |
| Repayments of borrowings from unsecured senior bank term loans               | (200,000   | )   | (25,000    | ) | (175,000   | ) |
| Changes related to debt  | 394,838    |     | 549,158    |   | (154,320   | ) |
| Repurchase of 7.00% Series D cumulative convertible preferred stock          | (98,633    | )   | —          |   | (98,633    | ) |
| Proceeds from the issuance of common stock                                   | 367,802    |     | 5,052      |   | 362,750    |   |
| Dividend payments  | (195,453   | )   | (181,020   | ) | (14,433    | ) |
| Contributions from and sale of noncontrolling interests                      | 68,621     | (1) | 340        |   | 68,281     |   |
| Distributions to and purchase of noncontrolling interests                    | (62,605    | )   | (62,973    | ) | 368        |   |
| Other  | (16,850    | )   | (8,919     | ) | (7,931     | ) |
| Net cash provided by financing activities                                    | \$ 457,720 |     | \$ 301,638 |   | \$ 156,082 |   |

(1) Refer to “Investments in Consolidated Real Estate Joint Ventures” in Note 3 – “Investments in Real Estate” to our unaudited consolidated financial statements under Item 1 of this report for additional information.

## Dividends

During the nine months ended September 30, 2016 and 2015, we paid the following dividends (in thousands):

|  | Nine Months Ended |           |          |
|--|-------------------|-----------|----------|
|  | September 30,     |           |          |
|  | 2016              | 2015      | Change   |
| Common stock dividends                               | \$177,966         | \$162,280 | \$15,686 |
| 7.00% Series D convertible preferred stock dividends | 11,198            | 12,451    | (1,253 ) |
| 6.45% Series E redeemable preferred stock dividends  | 6,289             | 6,289     | —        |
|  | \$195,453         | \$181,020 | \$14,433 |

The increase in dividends paid on our common stock was primarily due to an increase in the related dividends to \$2.37 per common share paid during the nine months ended September 30, 2016, from \$2.25 per common share paid during the nine months ended September 30, 2015, and partially due to the increase in number of common shares outstanding for comparative periods. The decrease in dividends paid on our 7.00% Series D convertible preferred stock was primarily due to the decrease in number of shares outstanding for the comparative periods.

## Inflation

As of September 30, 2016, approximately 97% of our leases (on an RSF basis) were triple net leases, requiring tenants to pay substantially all real estate taxes, insurance, utilities, common area expenses, and other operating expenses (including increases thereto) in addition to base rent. Approximately 95% of our leases (on an RSF basis) contained effective annual rent escalations that were either fixed (generally ranging from 3.0% to 3.5%) or indexed based on a consumer price index or other indices. Accordingly, we do not believe that our cash flows or earnings from real estate operations are subject to significant risks from inflation. An increase in inflation, however, could result in an increase in the cost of our variable-rate borrowings, including borrowings related to our \$1.65 billion unsecured senior line of credit, unsecured senior bank term loans, and secured construction loans.

### Critical accounting policies

Refer to our annual report on Form 10-K for the year ended December 31, 2015, for a discussion of our critical accounting policies, which include rental properties, land held for future development, CIP, impairment of long-lived assets, capitalization of costs, accounting for investments, interest rate hedge agreements, recognition of rental income and tenant recoveries, and monitoring of tenant credit quality. There were no significant changes to these policies during the nine months ended September 30, 2016.

### Non-GAAP measures and definitions

This section contains additional information of certain non-GAAP financial measures and the reasons why we use these supplemental measures of performance, as well as the definitions of other terms used in this report.

#### FFO and FFO, as adjusted (attributable to Alexandria Real Estate Equities, Inc.'s common stockholders)

GAAP-basis accounting for real estate assets utilizes historical cost accounting and assumes that real estate values diminish over time. In an effort to overcome the difference between real estate values and historical cost accounting for real estate assets, the NAREIT Board of Governors established the measurement tool of FFO. Since its introduction, FFO has become a widely used non-GAAP financial measure among equity REITs. We believe that FFO is helpful to investors as an additional measure of the performance of an equity REIT. Moreover, we believe that FFO, as adjusted, allows investors to compare our performance to the performance of other real estate companies on a consistent basis, without having to account for differences recognized because of investment and disposition decisions, financing decisions, capital structures, and capital market transactions. We compute FFO in accordance with standards established by the NAREIT Board of Governors in its April 2002 White Paper and related implementation guidance (the "NAREIT White Paper"). The NAREIT White Paper defines FFO as net income (computed in accordance with GAAP), excluding gains (losses) from sales of depreciable real estate and land parcels and impairments of depreciable real estate (excluding land parcels) plus real estate-related depreciation and amortization, and after adjustments for our share of consolidated and unconsolidated partnerships and real estate joint ventures. Impairments represent the write-down of assets when fair value over the recoverability period is less than the carrying value due to changes in general market conditions which do not necessarily reflect the operating performance of the properties during the corresponding period.

We compute FFO, as adjusted, as FFO calculated in accordance with the NAREIT White Paper less/plus significant gains/losses on the sale of investments, plus losses on early extinguishment of debt, preferred stock redemption charges, impairments of non-depreciable real estate and land parcels, impairments of non-real estate investments, deal costs, and the amount of such items that is allocable to our unvested restricted stock awards. Neither FFO nor FFO, as adjusted, should be considered as an alternative to net income (determined in accordance with GAAP) as an indication of financial performance, or to cash flows from operating activities (determined in accordance with GAAP) as a measure of liquidity, nor are they indicative of the availability of funds for our cash needs, including our ability to make distributions.

The following table presents a reconciliation of net income (loss) attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – basic, the most directly comparable financial measure calculated and presented in accordance with GAAP, including our share of amounts from consolidated and unconsolidated real estate joint ventures, to FFO attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted, and FFO attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted, as adjusted, for the periods below (in thousands):

|  | Three Months Ended |          | Nine Months Ended |           |
|--|--------------------|----------|-------------------|-----------|
|  | September 30,      |          | September 30,     |           |
|  | 2016               | 2015     | 2016              | 2015      |
| Net income (loss) attributable to Alexandria Real Estate Equities, Inc.'s common stockholders            | \$5,452            | \$32,659 | \$(126,014)       | \$81,736  |
| Depreciation and amortization  | 77,133             | 67,953   | 218,168           | 189,044   |
| Noncontrolling share of depreciation and amortization from consolidated JVs                              | (2,224)            | ) —      | (6,751)           | ) —       |
| Our share of depreciation and amortization from unconsolidated JVs                                       | 658                | 445      | 2,052             | 1,079     |
| Impairment of real estate – rental properties  | 6,293              | —        | 94,688            | 14,510    |
| Gain on sales of real estate – land parcels  | (90)               | ) —      | (90)              | ) —       |
| Allocation to unvested restricted stock awards   | (438)              | ) (698)  | (14)              | ) (1,231) |
| FFO attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted <sup>(1)</sup> | 86,784             | 100,359  | 182,039           | 285,138   |
| Non-real estate investment income  | —                  | (5,378)  | ) (4,361)         | ) (5,378) |
| Impairments of real estate – land parcels and non-real estate investments                                | 4,886              | —        | 101,028           | —         |
| Loss on early extinguishment of debt   | 3,230              | —        | 3,230             | 189       |
| Preferred stock redemption charge  | 13,095             | —        | 25,614            | —         |
| Allocation to unvested restricted stock awards   | (359)              | ) 67     | (1,736)           | ) 53      |
| FFO attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted, as adjusted   | \$107,636          | \$95,048 | \$305,814         | \$280,002 |

(1) Calculated in accordance with standards established by the NAREIT Board of Governors in its April 2002 White Paper and related implementation guidance.

The following table presents a reconciliation of net income (loss) per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – basic, the most directly comparable financial measure presented in accordance with GAAP, including our share of amounts from consolidated and unconsolidated real estate joint ventures, to FFO per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted, and FFO per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted, as adjusted, for the periods below. Amounts allocable to unvested restricted stock awards are not material and are not presented separately within the table below. Per share amounts may not add due to rounding.

|   | Three Months<br>Ended<br>September 30, |        | Nine Months<br>Ended September<br>30, |        |
|---|--|--------|---------------------------------------|--------|
|   | 2016                                   | 2015   | 2016                                  | 2015   |
| Net income (loss) per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders                     | \$0.07                                 | \$0.46 | \$(1.69)                              | \$1.14 |
| Depreciation and amortization   | 0.97                                   | 0.95   | 2.85                                  | 2.65   |
| Impairment of real estate – rental properties   | 0.08                                   | —      | 1.27                                  | 0.20   |
| FFO per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted <sup>(1)</sup>          | 1.12                                   | 1.40   | 2.43                                  | 3.99   |
| Non-real estate investment income   | —                                      | (0.08) | (0.06)                                | (0.08) |
| Impairments of real estate – land parcels and non-real estate investments   | 0.06                                   | —      | 1.34                                  | —      |
| Loss on early extinguishment of debt  | 0.04                                   | —      | 0.04                                  | —      |
| Preferred stock redemption charge   | 0.17                                   | —      | 0.34                                  | —      |
| FFO per share attributable to Alexandria Real Estate Equities, Inc.'s common stockholders – diluted, as adjusted            | \$1.39                                 | \$1.33 | \$4.09                                | \$3.92 |
| Weighted average shares of common stock outstanding for calculating FFO per share and FFO, as adjusted, per share – diluted | 77,402 <sup>(2)</sup>                  | 71,500 | 74,778 <sup>(2)</sup>                 | 71,426 |

See footnotes in the preceding table.

(1) Calculated in accordance with standards established by the NAREIT Board of Governors in its April 2002 White Paper and related implementation guidance.

(2) Shares reflect the dilutive impact of our forward equity sales agreements. Refer to Note 12 – “Stockholders’ Equity” to our unaudited consolidated financial statements under Item 1 of this report for additional information on forward equity sales agreements and the definition of weighted-average shares – diluted within this section.

#### Adjusted EBITDA and Adjusted EBITDA margins

We use Adjusted EBITDA as a supplemental performance measure of our core operations for financial and operational decision making, and as a supplemental or additional means of evaluating period-to-period comparisons on a consistent basis. Adjusted EBITDA is calculated as earnings before interest, taxes, depreciation, and amortization (“EBITDA”), excluding stock compensation expense, gains or losses on early extinguishment of debt, gains or losses on sales of real estate, and impairments. We believe Adjusted EBITDA provides investors relevant and useful information because it allows investors to view income from our operations on an unleveraged basis before the effects of taxes, depreciation and amortization, stock compensation expense, gains or losses on early extinguishment of debt, and sales of real estate, and impairments.

By excluding interest expense and gains or losses on early extinguishment of debt, Adjusted EBITDA allows investors to measure our performance independent of our capital structure and indebtedness. We believe that excluding charges related to share-based compensation facilitates a comparison of our operations across periods without the variances caused by the volatility of the expense (which depends on market forces outside our control). We believe that adjusting for the effects of impairments and gains/losses on sales of real estate allows investors to evaluate performance period-to-period on a consistent basis without having to account for differences recognized because of investment and disposition decisions. Adjusted EBITDA has limitations as measures of our performance. Adjusted EBITDA does not reflect our historical cash expenditures or future cash requirements for capital expenditures or contractual commitments. While Adjusted EBITDA is a relevant measure of performance, it does not represent net income or cash flows from operations as defined by GAAP, and it should not be considered as an alternative to those indicators in evaluating performance or liquidity.



The following table reconciles net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to Adjusted EBITDA (in thousands):

|   | Three Months Ended |           | Nine Months Ended |           |   |
|---|--------------------|-----------|-------------------|-----------|---|
|   | September 30,      |           | September 30,     |           |   |
|   | 2016               | 2015      | 2016              | 2015      |   |
| Net income (loss)   | \$28,559           | \$39,699  | \$(69,591 )       | \$103,137 |   |
| Interest expense  | 25,850             | 27,679    | 75,730            | 77,583    |   |
| Income taxes  | 355                | 1,392     | 2,374             | 3,838     |   |
| Depreciation and amortization                             | 77,133             | 67,953    | 218,168           | 189,044   |   |
| Stock compensation expense                                | 7,451              | 5,178     | 19,007            | 12,922    |   |
| Loss on early extinguishment of debt                      | 3,230              | —         | 3,230             | 189       |   |
| Gain on sales of real estate – land parcels               | (90 )              | —         | (90 )             | —         |   |
| Impairment of real estate and non-real estate investments | 11,179             | —         | 196,302           | 14,510    |   |
| Adjusted EBITDA   | \$153,667          | \$141,901 | \$445,130         | \$401,223 |   |
| Revenues  | \$230,379          | \$218,610 | \$672,544         | \$619,519 |   |
| Adjusted EBITDA Margins                                   | 67                 | % 65      | % 66              | % 65      | % |

#### Annualized base rent

Annualized base rent means the annualized fixed base rental amount in effect as of the end of the period, related to our operating RSF (using rental revenue in accordance with GAAP). Annualized base rent and measures computed using annualized base rent are presented at 100% for all properties under our management, including properties held by our consolidated and unconsolidated real estate joint ventures.

#### Average cash yield

See definition of initial stabilized yield (unlevered).

#### Cash interest

Cash interest is equal to interest expense calculated in accordance with GAAP, plus capitalized interest, less amortization of loan fees and debt premiums/discounts. See definition of fixed-charge coverage ratio for a reconciliation of interest expense, the most directly comparable financial measure calculated and presented in accordance with GAAP, to cash interest.

#### Class A properties and AAA locations

Class A properties are properties clustered in AAA locations that provide innovative tenants with high-quality, dynamic, and collaborative ecosystems that enhance their ability to successfully recruit and retain world-class talent and inspire productivity, efficiency, creativity, and success. Class A properties generally command higher annualized base rent than other classes of similar properties.

AAA locations are in close proximity to concentrations of specialized skills, knowledge, institutions, and related businesses. Such locations are generally characterized by high barriers to entry for new landlords, high barriers to exit for tenants, and a limited supply of available space.



## Fixed-charge coverage ratio

Fixed-charge coverage ratio is a non-GAAP financial measure representing the ratio of Adjusted EBITDA to fixed charges. This ratio is useful to investors as a supplemental measure of our ability to satisfy fixed financing obligations and preferred stock dividends. Cash interest is equal to interest expense calculated in accordance with GAAP, plus capitalized interest, less amortization of loan fees and amortization of debt (premiums) discounts. The fixed-charge coverage ratio calculation below is not directly comparable to the computation of ratio of earnings to fixed charges as defined in Item 503(d) of Regulation S-K and to the computation of “Consolidated Ratio of Earnings to Fixed Charges and Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends” included in Exhibit 12.1 to our annual report on Form 10-K.

The following table presents a reconciliation of interest expense, the most directly comparable GAAP financial measure to cash interest and fixed charges (dollars in thousands):

|                              | Three Months Ended |           | Nine Months Ended |           |
|------------------------------|--------------------|-----------|-------------------|-----------|
|                              | September 30,      |           | September 30,     |           |
|                              | 2016               | 2015      | 2016              | 2015      |
| Adjusted EBITDA              | \$153,667          | \$141,901 | \$445,130         | \$401,223 |
| Interest expense             | 25,850             | 27,679    | 75,730            | 77,583    |
| Capitalized interest         | 14,903             | 8,436     | 40,790            | 27,844    |
| Amortization of loan fees    | (3,080 )           | (2,625 )  | (8,792 )          | (8,348 )  |
| Amortization of debt premium | 5                  | 100       | 117               | 282       |
| Cash interest                | 37,678             | 33,590    | 107,845           | 97,361    |
| Dividends on preferred stock | 5,007              | 6,247     | 16,388            | 18,740    |
| Fixed charges                | \$42,685           | \$39,837  | \$124,233         | \$116,101 |
| Fixed-charge coverage ratio: |                    |           |                   |           |
| – period annualized          | 3.6x               | 3.6x      | 3.6x              | 3.5x      |
| – trailing 12 months         | 3.6x               | 3.4x      | 3.6x              | 3.4x      |

## Initial stabilized yield (unlevered)

Initial stabilized yield is calculated as the quotient of the estimated amounts of net operating income at stabilization and our investment in the property. Our initial stabilized yield excludes the impact of leverage. Our cash rents related to our value-creation projects are expected to increase over time due to contractual annual rent escalations, and our average cash yields are expected, in general, to be greater than our initial stabilized yields (cash basis). Our estimates for initial stabilized yields, initial stabilized yields (cash basis), and total costs at completion represent our initial estimates at the commencement of the project. We expect to update this information upon completion of the project, or sooner, if there are significant changes to the expected project yields or costs.

Initial stabilized yield reflects rental income, including contractual rent escalations and any rent concessions over the term(s) of the lease(s), calculated on a straight-line basis.

Initial stabilized yield (cash basis) reflects cash rents at the stabilization date after initial rental concessions, if any, have elapsed and our total cash investment in the property.

Average cash yield reflects cash rents, including contractual rent escalations after initial rental concessions have elapsed, calculated on a straight-line basis, and our total cash investment in the property.



#### Joint venture financial information

We present components of operating results and balance sheet information related to our joint ventures, which are not in accordance with or intended to be presentations in accordance with GAAP. We present the proportionate share of certain financial line items as follows: (i) for each real estate joint venture that we consolidate in our financial statements, but of which we own less than 100%, we apply the noncontrolling interest economic ownership percentage to each financial item to arrive at the amount of such noncontrolling interest share of each component presented; and (ii) for each real estate joint venture that we do not control, and do not consolidate, we apply our economic ownership percentage to each financial item to arrive at our proportionate share of each component presented.

The components of operating results and balance sheet information related to joint ventures do not represent our legal claim to those items. The joint venture agreement for each entity that we do not wholly own generally determines what equity holders can receive upon capital events, such as sales or refinancing, or in the event of a liquidation. Equity holders are normally entitled to their respective legal ownership of any residual cash from a joint venture only after all liabilities, priority distributions, and claims have been repaid or satisfied.

We believe this information can help investors estimate the impact of partially owned entities. Presenting this information provides a perspective not immediately available from consolidated results and one that can supplement consolidated financial statements for the potential impact of joint ventures on assets and liabilities, or revenues and expenses.

The components of operating results and balance sheet information related to joint ventures are limited as an analytical tool, as the overall economic ownership interest does not represent our legal claim to each of our joint ventures' assets, liabilities, or results of operations. In addition, joint venture financial information may include financial information related to unconsolidated real estate joint ventures that we do not control. We believe that in order to facilitate a clear understanding of our operating results and our total assets and liabilities, joint venture financial information should be examined in conjunction with our consolidated statements of income and balance sheets. Joint venture financial information should not be considered an alternative to our consolidated financial statements, which are prepared in accordance with GAAP.

#### Net cash provided by operating activities after dividends

Net cash provided by operating activities after dividends includes the deduction for distributions to noncontrolling interests. For purposes of this calculation, changes in operating assets and liabilities are excluded as they represent timing differences.

## Net debt to Adjusted EBITDA

Net debt to Adjusted EBITDA is a non-GAAP financial measure that we believe is useful to investors as a supplemental measure in evaluating our balance sheet leverage. Net debt is equal to the sum of total consolidated debt less cash, cash equivalents, and restricted cash. Refer to “Adjusted EBITDA” for further information on the calculation of Adjusted EBITDA.

The following table reconciles debt to net debt and computes net debt to Adjusted EBITDA as of September 30, 2016, and December 31, 2015 (dollars in thousands):

|   | September<br>30, 2016 | December<br>31, 2015 |
|---|-----------------------|----------------------|
| Secured notes payable                           | \$789,450             | \$809,818            |
| Unsecured senior notes payable <sup>(1)</sup>   | 2,377,482             | 2,030,631            |
| \$1.65 billion unsecured senior line of credit  | 416,000               | 151,000              |
| Unsecured senior bank term loans <sup>(1)</sup> | 746,162               | 944,243              |
| Unamortized deferred financing costs            | 31,420                | 30,103               |
| Cash and cash equivalents                       | (157,928 )            | (125,098 )           |
| Restricted cash                                 | (16,406 )             | (28,872 )            |
| Net debt  | \$4,186,180           | \$3,811,825          |
| Adjusted EBITDA:                                |                       |                      |
| – quarter annualized                            | \$614,668             | \$586,064            |
| – trailing 12 months                            | \$591,646             | \$547,739            |

## Net debt to Adjusted EBITDA:

|                      |     |       |   |
|----------------------|-----|-------|---|
| – quarter annualized | 6.8 | x 6.5 | x |
| – trailing 12 months | 7.1 | x 7.0 | x |

Presented in accordance with the ASU adopted in January 2016 as discussed in Note 2 – “Basis of Presentation and (1) Summary of Significant Accounting Policies” to our unaudited consolidated financial statements under item 1 of this report.

Previously disclosed ratios included the impact of pro rata adjustments for our consolidated and unconsolidated joint ventures. Beginning with the three months ended September 30, 2016, these ratios are calculated based on our consolidated results. When compared to currently disclosed ratios, previously disclosed net debt to Adjusted EBITDA, quarter annualized and trailing 12 months, were generally between 0.0x to 0.1x higher.

## Net operating income

The following table reconciles income (loss) from continuing operations to total net operating income (in thousands):

|  | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |           |
|--|-------------------------------------|----------|------------------------------------|-----------|
|  | 2016                                | 2015     | 2016                               | 2015      |
| Income (loss) from continuing operations                     | \$28,469                            | \$39,699 | \$(69,681 )                        | \$103,180 |
| Equity in (earnings) losses of unconsolidated joint ventures | (273 )                              | (710 )   | 270                                | (1,825 )  |
| General and administrative                                   | 15,854                              | 15,143   | 46,426                             | 44,519    |

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|                                      |           |           |           |           |
|--------------------------------------|-----------|-----------|-----------|-----------|
| Interest expense                     | 25,850    | 27,679    | 75,730    | 77,583    |
| Depreciation and amortization        | 77,133    | 67,953    | 218,168   | 189,044   |
| Impairment of real estate            | 8,114     | —         | 193,237   | 14,510    |
| Loss on early extinguishment of debt | 3,230     | —         | 3,230     | 189       |
| Total net operating income           | \$158,377 | \$149,764 | \$467,380 | \$427,200 |

112

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Net operating income is a non-GAAP financial measure calculated as income (loss) from continuing operations, the most directly comparable financial measure calculated and presented in accordance with GAAP, excluding general and administrative expense, interest, depreciation and amortization, impairment of real estate, and gain/loss on early extinguishment of debt. We believe net operating income provides useful information to investors regarding our financial condition and results of operations because it primarily reflects those income and expense items that are incurred at the property level. Therefore, we believe net operating income is a useful measure for evaluating the operating performance of our real estate assets. Net operating income on a cash basis is net operating income adjusted to exclude the effect of straight-line rent and amortization of acquired above- and below-market lease revenue adjustments required by GAAP. We believe that net operating income on a cash basis is helpful to investors as an additional measure of operating performance because it eliminates the timing differences between the recognition of revenue in accordance with GAAP and the receipt of payments reflected in our consolidated results.

Further, we believe net operating income is useful to investors as a performance measure because, when compared across periods, net operating income reflects the impact on operations from trends in occupancy rates, rental rates, and operating costs, which provides a perspective not immediately apparent from income from continuing operations. Net operating income can be used to measure the initial stabilized yields of our properties by calculating the quotient of net operating income generated by a property on a straight-line basis, and our investment in the property, excluding the impact of leverage. Net operating income excludes certain components from income from continuing operations in order to provide results that are more closely related to the results of operations of our properties. For example, interest expense is not necessarily linked to the operating performance of a real estate asset and is often incurred at the corporate level rather than at the property level. In addition, depreciation and amortization, because of historical cost accounting and useful life estimates, may distort comparability of operating performance at the property level. Impairments of real estate have been excluded in deriving net operating income because we do not consider impairments of real estate to be property-level operating expenses. Impairments of real estate relate to changes in the values of our assets and do not reflect the current operating performance with respect to related revenues or expenses. Our impairments of real estate represent the write-down in the value of the assets to the estimated fair value less cost to sell. These impairments result from investing decisions and the deterioration in market conditions that adversely impact underlying real estate values. Our calculation of net operating income also excludes charges incurred from changes in certain financing decisions, such as losses on early extinguishment of debt, as these charges often relate to corporate strategy. Property operating expenses that are included in determining net operating income primarily consist of costs that are related to our operating properties, such as utilities, repairs, and maintenance; rental expense related to ground leases; contracted services, such as janitorial, engineering, and landscaping; property taxes and insurance; and property-level salaries. General and administrative expenses consist primarily of accounting and corporate compensation, corporate insurance, professional fees, office rent, and office supplies that are incurred as part of corporate office management. We believe that in order to facilitate a clear understanding of our operating results, net operating income should be examined in conjunction with income from continuing operations as presented in our consolidated statements of income. Net operating income should not be considered as an alternative to income from continuing operations as an indication of our performance, or as an alternative to cash flows as a measure of liquidity, or our ability to make distributions.

#### Operating statistics

We present certain operating statistics related to our properties, including number of properties, annualized base rent, annualized base rent per occupied RSF, occupancy, RSF, leasing activity, rental rates, and contractual lease expirations. We believe these measures are useful to investors because they facilitate an understanding of certain trends for our properties. We compute operating statistics at 100% for all properties managed by us, including



properties owned by our consolidated and unconsolidated real estate joint ventures.

Stabilized occupancy date

The stabilized occupancy date represents the estimated date on which the project is expected to reach occupancy of 95% or greater.

Same Property comparisons

Refer to the discussion of Same Properties in “Results of Operations” earlier within this Item 2.

113

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## Total market capitalization

Total market capitalization is equal to the sum of total equity market capitalization and total debt, as calculated in accordance with GAAP. Total equity market capitalization is equal to the sum of outstanding shares of 7.00% Series D cumulative convertible preferred stock, 6.45% Series E cumulative redeemable preferred stock, and common stock multiplied by the related closing price of each class of security at the end of each period presented.

## Unencumbered net operating income as a percentage of total net operating income

Unencumbered net operating income as a percentage of total net operating income is a non-GAAP financial measure that we believe is useful to investors as a performance measure of the results of operations of our unencumbered real estate assets, as it reflects primarily those income and expense items that are incurred at the unencumbered property level. We use unencumbered net operating income as a percentage of total net operating income in order to assess our compliance with our financial covenants under our debt obligations because the measure serves as a proxy for a financial measure under such debt obligations. Unencumbered net operating income is derived from assets classified in continuing operations, which are not subject to any mortgage, deed of trust, lien, or other security interest, as of the period for which income is presented.

The following table summarizes unencumbered net operating income as a percentage of total net operating income for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands):

|   | Three Months<br>Ended September<br>30, |           | Nine Months Ended<br>September 30, |           |
|---|--|-----------|------------------------------------|-----------|
|   | 2016                                   | 2015      | 2016                               | 2015      |
| Unencumbered net operating income   | \$137,943                              | \$118,856 | \$400,027                          | \$341,398 |
| Encumbered net operating income   | 20,434                                 | 30,908    | 67,353                             | 85,802    |
| Total net operating income  | \$158,377                              | \$149,764 | \$467,380                          | \$427,200 |
| Unencumbered net operating income as a percentage of total net operating income | 87%                                    | 79%       | 86%                                | 80%       |

## Weighted-average shares – diluted

In July 2016, we executed forward equity sales agreements for an aggregate of 7.5 million shares of common stock at a public offering price of \$101.00 per share less issuance costs and underwriters' discount. The impact of the forward equity sales agreements was included in the computation of diluted EPS for the three months ended September 30, 2016 and diluted FFO per share for the three and nine months ended September 30, 2016, as the effect of these agreements was dilutive. The impact of the forward equity sales agreements was excluded from the calculation of diluted EPS for the nine months ended September 30, 2016 as the Company had a net loss during that period and, therefore, the effect of the forward equity sales agreements on EPS was antidilutive. Weighted average shares outstanding – diluted for the three months ended September 30, 2016 used in computation of EPS and for the three and nine months ended September 30, 2016 used in computation of diluted FFO per share, include shares from the dilutive impact of the forward equity sales agreements using the treasury method of accounting for these 7.5 million shares (assumed issuance of 7.5 million shares at the contractual price, less assumed repurchase of common shares at the average market price using the net proceeds of \$724.0 million from the forward equity sales agreements). The impact to our weighted average shares – diluted for the three months ended September 30, 2016 (EPS and FFO per share) and nine months ended September 30, 2016 (FFO per share only) was 751 thousand and 252 thousand weighted average incremental shares, respectively.



## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

## Interest rate risk

The primary market risk to which we believe we are exposed is interest rate risk, which may result from many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, and other factors that are beyond our control.

In order to modify and manage the interest rate characteristics of our outstanding debt and to limit the effects of interest rate risks on our operations, we may utilize a variety of financial instruments, including interest rate swap agreements, caps, floors, and other interest rate exchange contracts. The use of these types of instruments to hedge a portion of our exposure to changes in interest rates carries additional risks, such as counterparty credit risk and the legal enforceability of hedging contracts.

Our future earnings and fair values relating to financial instruments are primarily dependent upon prevalent market rates of interest, such as LIBOR. However, our interest rate hedge agreements are intended to reduce the effects of interest rate fluctuations. The following table illustrates the effect of a 1% change in interest rates, assuming a LIBOR floor of 0%, on our variable-rate debt, including our \$1.65 billion unsecured senior line of credit, unsecured senior bank term loans and secured construction loans, after considering the effect of our interest rate hedge agreements, secured debt, and unsecured senior notes payable as of September 30, 2016 (in thousands):

|   |             |
|---|-------------|
| Annualized impact to future earnings due to variable-rate debt:                     |             |
| Rate increase of 1%   | \$(4,460 )  |
| Rate decrease of 1%   | \$2,369     |
| Effect on fair value of total consolidated debt and interest rate hedge agreements: |             |
| Rate increase of 1%   | \$(185,564) |
| Rate decrease of 1%   | \$190,439   |

These amounts are determined by considering the impact of the hypothetical interest rates on our borrowing cost and our interest rate hedge agreements in existence on September 30, 2016. These analyses do not consider the effects of the reduced level of overall economic activity that could exist in such an environment. Further, in the event of a change of such magnitude, we would consider taking actions to further mitigate our exposure to the change. Because of the uncertainty of the specific actions that would be taken and their possible effects, the sensitivity analyses assume no changes in our capital structure.

## Equity price risk

We have exposure to equity price market risk because of our equity investments in certain publicly traded companies and privately held entities. We classify investments in publicly traded companies as available-for-sale and consequently recognize them in the accompanying consolidated balance sheets at fair value, with unrealized gains or losses reported as a component of accumulated other comprehensive income. Investments in privately held entities are generally accounted for under the cost method because we do not influence any of the operating or financial policies of the entities in which we invest. For all investments, we recognize other-than-temporary declines in value against earnings in the same period during which the decline in value was deemed to have occurred. There is no assurance that future declines in value will not have a material adverse impact on our future results of operations. The following table illustrates the effect that a 10% change in the fair value of our equity investments would have on earnings as of

September 30, 2016 (in thousands):

Equity price risk:

Fair value increase of 10% \$32,099

Fair value decrease of 10% \$(32,099)

115

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## Foreign currency exchange rate risk

We have exposure to foreign currency exchange rate risk related to our subsidiaries operating in Canada and Asia. The functional currencies of our foreign subsidiaries are the respective local currencies. Gains or losses resulting from the translation of our foreign subsidiaries' balance sheets and statements of income are classified in accumulated other comprehensive income as a separate component of total equity. Gains or losses will be reflected in our statements of income when there is a sale or partial sale of our investment in these operations or upon a complete or substantially complete liquidation of the investment. The following table illustrates the effect that a 10% change in foreign currency rates relative to the U.S. dollar would have on our potential future earnings, and the fair value of our net investment in foreign subsidiaries based on our current operating assets outside the U.S. as of September 30, 2016 (in thousands):

## Impact of potential future earnings due to foreign currency exchange rate:

|                      |          |
|----------------------|----------|
| Rate increase of 10% | \$ 154   |
| Rate decrease of 10% | \$(154 ) |

## Effect on the fair value of net investment in foreign subsidiaries due to foreign currency exchange rate:

|                      |            |
|----------------------|------------|
| Rate increase of 10% | \$ 11,835  |
| Rate decrease of 10% | \$(11,835) |

This sensitivity analysis assumes a parallel shift of all foreign currency exchange rates with respect to the U.S. dollar; however, foreign currency exchange rates do not typically move in such a manner, and actual results may differ materially.

Our exposure to market risk elements for the nine months ended September 30, 2016, was consistent with the risk elements presented above, including the effects of changes in interest rates, equity prices, and foreign currency exchange rates.

## ITEM 4. CONTROLS AND PROCEDURES

## Evaluation of disclosure controls and procedures

As of September 30, 2016, we had performed an evaluation, under the supervision of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures. These controls and procedures have been designed to ensure that information required for disclosure is recorded, processed, summarized, and reported within the requisite time periods. Based on our evaluation, the CEO and CFO concluded that our disclosure controls and procedures were effective as of September 30, 2016.

## Changes in internal control over financial reporting

There has not been any change in our internal control over financial reporting during the three months ended September 30, 2016, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1A. RISK FACTORS

Changes in the method of determining LIBOR, or the replacement of LIBOR with an alternative reference rate, may adversely affect interest expense related to outstanding debt.

We hold certain instruments in our debt profile in which interest rates move in direct relation to LIBOR, depending on our selection of borrowing options. Beginning in 2008, concerns have been raised that some of the member banks surveyed by the BBA in connection with the calculation of daily LIBOR across a range of maturities and currencies may have underreported, overreported, or otherwise manipulated the interbank lending rate applicable to them in order to profit on their derivatives positions or to avoid an appearance of capital insufficiency or adverse reputational or other consequences that might have resulted from reporting interbank lending rates higher than those they actually submitted. A number of BBA member banks have entered into settlements with a number of their regulators and law enforcement agencies with respect to alleged manipulation of LIBOR, and investigations have been instigated by regulators and government authorities in various jurisdictions. Other member banks may also enter into such settlements with, or have proceedings brought by, their regulators or law enforcement agencies in the future. If manipulation of LIBOR occurred, it may have resulted in LIBOR having been artificially lower (or higher) than it would otherwise have been. Any such manipulation could have occurred over a substantial period of time.

On September 28, 2012, British regulators published a report on the review of LIBOR. The report concluded that LIBOR should be retained as a benchmark but recommended a comprehensive reform of LIBOR, including replacing the BBA with a new independent administrator of LIBOR. Based on this report, final rules for the regulation and supervision of LIBOR by the Financial Conduct Authority (“FCA”) were published and came into effect on April 2, 2013 (the “FCA Rules”). In particular, the FCA Rules include requirements that (i) an independent LIBOR administrator monitor and survey LIBOR submissions to identify breaches of practice standards and/or potentially manipulative behavior and (ii) firms submitting data to LIBOR establish and maintain a clear conflicts-of-interest policy and appropriate systems and controls. In response, ICE Benchmark Administration Limited (“IBA”) was appointed as the independent LIBOR administrator, effective in early 2014. It is not possible to predict the effect of the FCA Rules, any changes in the methods pursuant to which LIBOR is determined, the administration of LIBOR by IBA, and any other reforms to LIBOR that will be enacted in the United Kingdom and elsewhere. In addition, any changes announced by the FCA, the BBA, IBA, or any other successor governance or oversight body, or future changes adopted by such body, in the method pursuant to which LIBOR is determined, as well as manipulative practices or the cessation thereof, may result in a sudden or prolonged increase or decrease in reported LIBOR, which could have an adverse impact on the level of the index. Fluctuation or discontinuation of LIBOR would affect our interest expense and earnings and the fair value of certain of our financial instruments. We rely on interest rate swaps to mitigate our exposure to such interest rate risk on a portion of our debt obligations. However, there is no assurance these arrangements will be effective in reducing our exposure to changes in interest rates.

In addition, in November 2014, the Federal Reserve established a working group, the Alternative Reference Rates Committee (“ARRC”), to identify a set of alternative interest reference rates to LIBOR. In a May 2016 interim report, the ARRC narrowed its choice to two LIBOR alternatives. The first choice is the Overnight Bank Funding Rate (“OBFR”), which consists of domestic and foreign unsecured borrowing in U.S. dollars. The Federal Reserve has been calculating the OBFR and publishing it since March 2016. The second alternative rate to LIBOR is the Treasury General Collateral (“GC”) rate, which is composed of repo transactions secured by treasuries or other assets accepted as collateral by the majority of intermediaries in the repo market. No specific rate for the GC alternative has yet been specified to serve as a replacement for LIBOR, and it remains undefined. The transition to any alternative rate will

require careful and deliberate consideration and implementation, so as to not disrupt the stability of financial markets. Regulators, financial institutions, benchmark administrators, and borrowers will need to strategize and implement these changes in a manner that is least disruptive. There is no guarantee that a transition from LIBOR to an alternative will not result in financial market disruptions, significant increases in benchmark rates, or borrowing costs to borrowers.



New rules from the Securities and Exchange Commission that govern money market funds may significantly impact the volatility of LIBOR interest rates.

On July 23, 2014, the SEC adopted rules to make structural and operational reforms to address risks of investor runs in money market funds. These changes affect prime money market funds, which invest in corporate debt securities, differently than they do government money market funds, which invest in securities that are collateralized solely by government securities. The rules require a floating net asset value for institutional prime money market funds and also allow the funds to impose liquidity fees and redemption gates to further prevent large-scale investor runs. The rules provided for a two-year transition period that expired on October 15, 2016. In anticipation of this change, a substantial amount of assets across the broader market previously invested in prime money market funds had been moved to government money market funds, causing a reduction in the availability of bank unsecured funding for European and non-U.S. banks. Government money market funds are not available to foreign banks for their dollar-funding needs. As a result, in recent weeks, as the transition deadline neared and passed, a supply-and-demand mismatch for dollar funds has emerged from foreign banks, causing LIBOR to increase significantly. There can be no assurance that LIBOR will stabilize subsequent to the transition period for these new regulations or whether there will be continued pressure on LIBOR or significant volatility in LIBOR. Any volatility in LIBOR would affect our interest expense and earnings and the fair value of certain of our financial instruments. We rely on interest rate hedge agreements to mitigate our exposure to such interest rate risk on a portion of our debt obligations. However, there is no assurance these arrangements will be effective in reducing our exposure to fluctuations in interest rates.

In addition to the information set forth in this quarterly report on Form 10-Q, one should also carefully review and consider the information contained in our other reports and periodic filings that we make with the SEC, including, without limitation, the information contained under the caption “Item 1A. Risk Factors” in our annual report on Form 10-K for the year ended December 31, 2015. Those risk factors could materially affect our business, financial condition, and results of operations. The risks that we describe in our public filings are not the only risks that we face. Additional risks and uncertainties not currently known to us, or that we presently deem to be immaterial, also may materially adversely affect our business, financial condition, and results of operations.

## ITEM 6. EXHIBITS

| Exhibit Number | Exhibit Title  | Incorporated by Reference to: | Date Filed        |
|----------------|--|-------------------------------|-------------------|
| 3.1*           | Articles of Amendment and Restatement of the Company   | Form 10-Q                     | August 14, 1997   |
| 3.2*           | Certificate of Correction of the Company   | Form 10-Q                     | August 14, 1997   |
| 3.3*           | Bylaws of the Company (as amended May 7, 2015)   | Form 8-K                      | May 11, 2015      |
| 3.4*           | Articles Supplementary, dated June 9, 1999, relating to the 9.50% Series A Cumulative Redeemable Preferred Stock   | Form 10-Q                     | August 13, 1999   |
| 3.5*           | Articles Supplementary, dated February 10, 2000, relating to the election to be subject to Subtitle 8 of Title 3 of the Maryland General Corporation Law | Form 8-K                      | February 10, 2000 |
| 3.6*           | Articles Supplementary, dated February 10, 2000, relating to the Series A Junior Participating Preferred Stock   | Form 8-K                      | February 10, 2000 |
| 3.7*           | Articles Supplementary, dated January 18, 2002, relating to the 9.10% Series B Cumulative Redeemable Preferred Stock                                     | Form 8-A                      | January 18, 2002  |
| 3.8*           |  | Form 8-A                      | June 28, 2004     |

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|       |  |           |                   |
|-------|--|-----------|-------------------|
|       | Articles Supplementary, dated June 22, 2004, relating to the 8.375% Series C Cumulative Redeemable Preferred Stock   |           |                   |
| 3.9*  | Articles Supplementary, dated March 25, 2008, relating to the 7.00% Series D Cumulative Convertible Preferred Stock  | Form 8-K  | March 25, 2008    |
| 3.10* | Articles Supplementary, dated March 12, 2012, relating to the 6.45% Series E Cumulative Redeemable Preferred Stock   | Form 8-K  | March 14, 2012    |
| 4.1*  | Specimen certificate representing shares of common stock   | Form 10-Q | May 5, 2011       |
| 4.2*  | Specimen certificate representing shares of 7.00% Series D Cumulative Convertible Preferred Stock  | Form 8-K  | March 25, 2008    |
| 4.3*  | Indenture, dated as of February 29, 2012, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and the Bank of New York Mellon Trust Company, N.A., as Trustee | Form 8-K  | February 29, 2012 |

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| Exhibit Number | Exhibit Title  | Incorporated by Reference to: | Date Filed        |
|----------------|--|-------------------------------|-------------------|
| 4.4*           | Supplemental Indenture No. 1, dated as of February 29, 2012, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and the Bank of New York Mellon Trust Company, N.A., as Trustee  | Form 8-K                      | February 29, 2012 |
| 4.5*           | Form of 4.60% Senior Note due 2022 (included in Exhibit 4.4 above)   | Form 8-K                      | February 29, 2012 |
| 4.6*           | Specimen certificate representing shares of 6.45% Series E Cumulative Redeemable Preferred Stock   | Form 8-A                      | March 12, 2012    |
| 4.7*           | Supplemental Indenture No. 2, dated as of June 7, 2013, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and the Bank of New York Mellon Trust Company, N.A., as Trustee   | Form 8-K                      | June 7, 2013      |
| 4.8*           | Form of 3.90% Senior Note due 2023 (included in Exhibit 4.7 above)   | Form 8-K                      | June 7, 2013      |
| 4.9*           | Supplemental Indenture No. 3, dated as of July 18, 2014, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and the Bank of New York Mellon Trust Company, N.A., as Trustee  | Form 8-K                      | July 18, 2014     |
| 4.10*          | Form of 2.750% Senior Note due 2020 (included in Exhibit 4.9 above)  | Form 8-K                      | July 18, 2014     |
| 4.11*          | Supplemental Indenture No. 4, dated as of July 18, 2014, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and the Bank of New York Mellon Trust Company, N.A., as Trustee  | Form 8-K                      | July 18, 2014     |
| 4.12*          | Form of 4.500% Senior Note due 2029 (included in Exhibit 4.11 above)   | Form 8-K                      | July 18, 2014     |
| 4.13*          | Indenture, dated as of November 17, 2015, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and Wilmington Trust, National Association, as Trustee  | Form 8-K                      | November 17, 2015 |
| 4.14*          | Supplemental Indenture No. 1, dated as of November 17, 2015, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and Wilmington Trust, National Association, as Trustee   | Form 8-K                      | November 17, 2015 |
| 4.15*          | Form of 4.30% Senior Note due 2026 (included in Exhibit 4.14 above)  | Form 8-K                      | November 17, 2015 |
| 4.16*          | Supplemental Indenture No. 2, dated as of June 10, 2016, among the Company, as Issuer, Alexandria Real Estate Equities, L.P., as Guarantor, and Wilmington Trust, National Association, as Trustee   | Form 8-K                      | June 10, 2016     |
| 4.17*          | Form of 3.95% Senior Note due 2027 (included in Exhibit 4.16 above)  | Form 8-K                      | June 10, 2016     |
| 10.1           | Fifth Amended and Restated Credit Agreement, dated as of July 29, 2016, among the Company, as Borrower, Alexandria Real Estate Equities, L.P., as Guarantor, Bank of America, N.A., as Administrative Agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Chase Bank, N.A., and Citigroup Global Markets Inc., as Joint Lead Arrangers and Joint Book Runners, JPMorgan Chase Bank, N.A. and Citigroup Global Markets Inc., as Co-Syndication Agents, Barclays Bank PLC, BBVA Compass, Capital One, National Association, Goldman Sachs Bank USA, Mizuho Bank, Ltd., Regions Bank, Royal Bank of Canada, Sumitomo Mitsui Banking Corporation, TD Bank, N.A., The Bank of Nova Scotia, and The Bank of Tokyo-Mitsubishi UFJ, |                               | Filed herewith    |

Ltd., as Co-Documentation Agents

10.2 First Amendment to Amended and Restated Term Loan Agreement, dated as of July 29, 2016, among the Company, as Borrower, Alexandria Real Estate Equities, L.P., as Guarantor, Bank of America, N.A., as Administrative Agent, JPMorgan Chase Bank, N.A. and Citigroup Global Markets Inc., as Co-Syndication Agents, Barclays Bank PLC, Capital One, N.A., Compass Bank, Credit Agricole Corporate and Investment Bank, Goldman Sachs Bank USA, HSBC Bank USA, National Association, Royal Bank of Canada, The Bank of Nova Scotia, and The Royal Bank of Scotland PLC, as Co-Documentation Agents, and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Citigroup Global Markets Inc., as Joint Lead Arrangers and Joint Lead Book Runners

Filed  
herewith

119

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| Exhibit Number | Exhibit Title   | Incorporated by Reference to: | Date Filed     |
|----------------|---|-------------------------------|----------------|
| 10.3           | First Amendment to Third Amended and Restated Term Loan Agreement, dated as of July 29, 2016, among the Company, as Borrower, Alexandria Real Estate Equities, L.P., as Guarantor, Citibank, N.A., as Administrative Agent, Royal Bank of Canada and The Bank of Nova Scotia, as Co-Syndication Agents, Compass Bank, Regions Bank, MUFG Union Bank, N.A., SunTrust Bank, TD Bank, N.A., Mizuho Bank (USA), and PNC Bank National Association, as Co-Documentation Agents, and Citigroup Global Markets Inc., RBC Capital Markets, and The Bank of Nova Scotia, as Joint Lead Arrangers and Joint Book Running Managers   |                               | Filed herewith |
| 12.1           | Computation of Consolidated Ratios of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividends  |                               | Filed herewith |
| 31.1           | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |                               | Filed herewith |
| 31.2           | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |                               | Filed herewith |
| 32.0           | Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |                               | Filed herewith |
| 101            | The following materials from the Company's quarterly report on Form 10-Q for the nine months ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of September 30, 2016, and December 31, 2015 (unaudited), (ii) Consolidated Statements of Income for the three and nine months ended September 30, 2016 and 2015 (unaudited), (iii) Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2016 and 2015 (unaudited), (iv) Consolidated Statement of Changes in Stockholders' Equity and Noncontrolling Interests for the nine months ended September 30, 2016 (unaudited), (v) Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015 (unaudited), and (vi) Notes to Consolidated Financial Statements (unaudited) |                               | Filed herewith |

(\* ) Incorporated by reference.

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, thereunto duly authorized, on November 2, 2016.

ALEXANDRIA REAL ESTATE EQUITIES, INC.

/s/ Joel S. Marcus  
Joel S. Marcus  
Chairman/Chief Executive Officer  
(Principal Executive Officer)

/s/ Dean A. Shigenaga  
Dean A. Shigenaga  
Chief Financial Officer  
(Principal Financial Officer)