



# SEC Reg. G Compliance - Non-GAAP Financial Measures

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# Funds From Operations (FFO) and Funds Available for Distribution (FAD) Reconciliation

(dollars in thousands, except per share amounts)

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	2017		2018				FY YOY Growth	
	Q4	FY	Q1	Q2	Q3	Q4	FY	'17-'18
<b>Net income attributable to common stockholders</b>	\$ 392,554	\$1,356,470	\$ 78,703	\$ 166,519	\$101,972	\$ 62,273	\$ 409,467	(70%)
<b>Net income attributable to common stockholders per share</b>	\$ 1.09	\$ 3.78	\$ 0.22	\$ 0.46	\$ 0.28	\$ 0.17	\$ 1.14	(70%)
Adjustments:								
Depreciation and amortization on real estate assets	230,996	881,088	231,495	222,092	217,116	242,834	913,537	
Depreciation on real estate assets related to noncontrolling interests	(1,842)	(7,565)	(1,811)	(1,776)	(1,718)	(1,621)	(6,926)	
Depreciation on real estate assets related to unconsolidated entities	731	4,231	1,030	302	723	(78)	1,977	
Impairment on equity method investment	—	—	35,708	—	—	—	35,708	
Gain on re-measurement of equity interest upon acquisition, net	—	(3,027)	—	—	—	—	—	
Gain on real estate dispositions	(214,985)	(717,273)	(48)	(35,827)	(18)	(10,354)	(46,247)	
Gain on real estate dispositions related to noncontrolling interests	—	18	—	1,508	—	—	1,508	
Gain on real estate dispositions related to unconsolidated entities	(12)	(1,057)	—	—	(875)	—	(875)	
Subtotal: FFO add-backs	14,888	156,415	266,374	186,299	215,228	230,781	898,682	
Subtotal: FFO add-backs per share	\$ 0.04	\$ 0.44	\$ 0.74	\$ 0.52	\$ 0.60	\$ 0.64	\$ 2.50	
<b>FFO (NAREIT) attributable to common stockholders</b>	\$ 407,442	\$1,512,885	\$ 345,077	\$ 352,818	\$317,200	\$ 293,054	\$1,308,149	(14%)
<b>FFO (NAREIT) attributable to common stockholders per share</b>	\$ 1.13	\$ 4.22	\$ 0.96	\$ 0.98	\$ 0.88	\$ 0.81	\$ 3.64	(14%)
Adjustments:								
Change in fair value of financial instruments	81	(41)	(91)	45	42	(14)	(18)	
Non-cash income tax benefit	(6,768)	(22,387)	(3,675)	(1,642)	(8,166)	(4,944)	(18,427)	
Impact of tax reform	(36,539)	(36,539)	—	—	—	(24,618)	(24,618)	
(Gain) loss on extinguishment of debt, net	(97)	839	10,987	4,707	39,489	7,890	63,073	
(Gain) loss on non-real estate dispositions related to unconsolidated entities	(5)	(39)	4	—	(16)	10	(2)	
Merger-related expenses, deal costs and re-audit costs	1,917	14,823	19,245	7,540	4,985	6,375	38,145	
Amortization of other intangibles	327	1,458	328	190	121	120	759	
Other items related to unconsolidated entities	1,489	3,188	2,847	878	632	678	5,035	
Non-cash charges related to lease terminations	—	—	—	21,299	—	—	21,299	
Non-cash impact of changes to equity plan	1,371	5,453	1,581	1,292	448	1,509	4,830	
Natural disaster expenses (recoveries), net	1,791	11,601	(383)	79	93	64,041	63,830	
Subtotal: normalized FFO add-backs	(36,433)	(21,644)	30,843	34,388	37,628	51,047	153,906	
Subtotal: normalized FFO add-backs per share	\$ (0.10)	\$ (0.06)	\$ 0.09	\$ 0.10	\$ 0.10	\$ 0.14	\$ 0.43	
<b>Normalized FFO attributable to common stockholders</b>	\$ 371,009	\$1,491,241	\$ 375,920	\$ 387,206	\$354,828	\$ 344,101	\$1,462,055	(2%)
<b>Normalized FFO attributable to common stockholders per share</b>	\$ 1.03	\$ 4.16	\$ 1.05	\$ 1.08	\$ 0.99	\$ 0.96	\$ 4.07	(2%)
Non-cash items included in normalized FFO:								
Amortization of deferred revenue and lease intangibles, net	(4,254)	(20,537)	(3,865)	(2,992)	(2,164)	(4,659)	(13,680)	
Other non-cash amortization, including fair market value of debt	4,872	16,058	3,777	4,873	4,877	5,359	18,886	
Stock-based compensation	5,249	21,090	5,543	5,857	6,040	7,693	25,133	
Straight-lining of rental income, net	(5,750)	(23,134)	(3,622)	(6,572)	(8,102)	(6,587)	(24,883)	
Subtotal: non-cash items included in normalized FFO	117	(6,523)	1,833	1,166	651	1,806	5,456	
<b>Capital expenditures</b>	(49,812)	(138,778)	(22,233)	(23,584)	(33,576)	(60,667)	(140,060)	
<b>Normalized FAD attributable to common stockholders</b>	\$ 321,314	\$1,345,940	\$ 355,520	\$ 364,788	\$321,903	\$ 285,240	\$1,327,451	(1%)
Merger-related expenses, deal costs and re-audit costs	(1,917)	(14,823)	(19,245)	(7,540)	(4,985)	(6,375)	(38,145)	
Other items related to unconsolidated entities	(1,489)	(3,188)	(2,847)	(878)	(632)	(678)	(5,035)	
<b>FAD attributable to common stockholders</b>	\$ 317,908	\$1,327,929	\$ 333,428	\$ 356,370	\$316,286	\$ 278,187	\$1,284,271	(3%)
Weighted average diluted shares	359,184	358,566	358,853	359,000	359,355	359,989	359,301	

NOTE: Per share quarterly amounts may not add to annual per share amounts due to material changes in the Company's weighted average diluted share count, if any. Per share amounts may not add to total per share amounts due to rounding.

# Funds From Operations (FFO) and Funds Available for Distribution (FAD) Reconciliation (continued)

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Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. However, since real estate values historically have risen or fallen with market conditions, many industry investors deem presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. For that reason, the Company considers FFO, normalized FFO, FAD and normalized FAD to be appropriate supplemental measures of operating performance of an equity REIT. In particular, the Company believes that normalized FFO is useful because it allows investors, analysts and Company management to compare the Company's operating performance to the operating performance of other real estate companies and between periods on a consistent basis without having to account for differences caused by non-recurring items and other non-operational events such as transactions and litigation. In some cases, the Company provides information about identified non-cash components of FFO and normalized FFO because it allows investors, analysts and Company management to assess the impact of those items on the Company's financial results.

The Company uses the National Association of Real Estate Investment Trusts ("NAREIT") definition of FFO. NAREIT defines FFO as net income attributable to common stockholders (computed in accordance with GAAP), excluding gains or losses from sales of real estate property, including gains or losses on re-measurement of equity method investments, and impairment write-downs of depreciable real estate, plus real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures will be calculated to reflect FFO on the same basis. The Company defines normalized FFO as FFO excluding the following income and expense items (which may be recurring in nature): (a) merger-related costs and expenses, including amortization of intangibles, transition and integration expenses, and deal costs and expenses, including expenses and recoveries relating to acquisition lawsuits; (b) the impact of any expenses related to asset impairment and valuation allowances, the write-off of unamortized deferred financing fees, or additional costs, expenses, discounts, make-whole payments, penalties or premiums incurred as a result of early retirement or payment of the Company's debt; (c) the non-cash effect of income tax benefits or expenses, the non-cash impact of changes to the Company's executive equity compensation plan, derivative transactions that have non-cash mark-to-market impacts on the Company's income statement and non-cash charges related to lease terminations; (d) the financial impact of contingent consideration, severance-related costs and charitable donations made to the Ventas Charitable Foundation; (e) gains and losses for non-operational foreign currency hedge agreements and changes in the fair value of financial instruments; (f) gains and losses on non-real estate dispositions and other unusual items related to unconsolidated entities; (g) expenses related to the re-audit and re-review in 2014 of the Company's historical financial statements and related matters; and (h) net expenses or recoveries related to natural disasters. Normalized FAD represents normalized FFO excluding non-cash components, which include straight-line rental adjustments, and deducting capital expenditures, including certain tenant allowances and leasing commissions. FAD represents normalized FAD after subtracting merger-related expenses, deal costs and re-audit costs and other unusual items related to unconsolidated entities.

FFO, normalized FFO, FAD and normalized FAD presented herein may not be comparable to those presented by other real estate companies due to the fact that not all real estate companies use the same definitions. FFO, normalized FFO, FAD and normalized FAD should not be considered as alternatives to net income attributable to common stockholders (determined in accordance with GAAP) as indicators of the Company's financial performance or as alternatives to cash flow from operating activities (determined in accordance with GAAP) as measures of the Company's liquidity, nor are they necessarily indicative of sufficient cash flow to fund all of the Company's needs. The Company has historically reconciled FFO, normalized FFO, FAD and normalized FAD to income from continuing operations because it provides insight into the Company's continuing operations, but, in light of recent SEC regulations that changed the presentation of statements of income, the Company now believes that net income attributable to common stockholders is the most comparable GAAP measure. The Company believes that in order to facilitate a clear understanding of the consolidated historical operating results of the Company, FFO, normalized FFO, FAD and normalized FAD should be examined in conjunction with net income attributable to common stockholders as presented elsewhere.

**2019 Guidance**<sup>1,2</sup> **Income from Continuing Operations, FFO & FAD Guidance**  
**Attributable to Common Stockholders**  
(in millions, except per share amounts)

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	<b>Tentative / Preliminary and Subject to Change</b>			
	<b>FY2019 - Guidance</b>		<b>FY2019 - Per Share</b>	
	<b>Low</b>	<b>High</b>	<b>Low</b>	<b>High</b>
<b>Net Income Attributable to Common Stockholders</b>	<b>\$442</b>	<b>\$496</b>	<b>\$1.23</b>	<b>\$1.38</b>
Depreciation and Amortization Adjustments	900	930	2.50	2.58
Gain on Real Estate Dispositions	(10)	(50)	(0.03)	(0.14)
Other Adjustments <sup>3</sup>	1	—	—	—
<b>FFO (NAREIT) Attributable to Common Stockholders</b>	<b>\$1,333</b>	<b>\$1,376</b>	<b>\$3.70</b>	<b>\$3.82</b>
Merger-Related Expenses, Deal Costs and Re-Audit Costs	15	10	0.04	0.03
Loss on Extinguishment of Debt, Net	5	1	0.01	0.00
Natural Disaster Expenses (Recoveries), Net	—	—	—	—
Other Adjustments <sup>3</sup>	(1)	2	(0.00)	0.01
<b>Normalized FFO Attributable to Common Stockholders</b>	<b>\$1,352</b>	<b>\$1,389</b>	<b>\$3.75</b>	<b>\$3.85</b>
<i>% Year-Over-Year Growth</i>			<i>(10%)</i>	<i>(7%)</i>
Non-Cash Items Included in Normalized FFO	11	7		
Capital Expenditures	(146)	(156)		
<b>Normalized FAD Attributable to Common Stockholders</b>	<b>\$1,217</b>	<b>\$1,240</b>		
Merger-Related Expenses, Deal Costs and Re-Audit Costs	(15)	(10)		
Other Adjustments <sup>3</sup>	(3)	(2)		
<b>FAD Attributable to Common Stockholders</b>	<b>\$1,199</b>	<b>\$1,228</b>		
Weighted Average Diluted Shares (in millions)	361	361		

<sup>1</sup> The Company's guidance constitutes forward-looking statements within the meaning of the federal securities laws and is based on a number of assumptions that are subject to change and many of which are outside the control of the Company. Actual results may differ materially from the Company's expectations depending on factors discussed in the Company's filings with the Securities and Exchange Commission.

<sup>2</sup> Per share quarterly amounts may not add to annual per share amounts due to changes in the Company's weighted average diluted share count, if any. Totals may not add due to minor corporate-level adjustments.

<sup>3</sup> See page 2 for detailed breakout of adjustments for each respective category.

# Normalized Funds from Operations (FFO) (in thousands, except per share amounts)

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	For the Twelve Months Ended December 31,	
	2018	2017
<b>Net income attributable to common stockholders</b>	<b>\$ 409,467</b>	<b>\$ 1,356,470</b>
<b>Adjustments:</b>		
Depreciation and amortization on real estate assets	913,537	881,088
Depreciation on real estate assets related to noncontrolling interests	(6,926)	(7,565)
Depreciation on real estate assets related to unconsolidated entities	1,977	4,231
Impairment on equity method investment	35,708	—
Gain on re-measurement of equity interest upon acquisition, net	—	(3,027)
Gain on real estate dispositions	(46,247)	(717,273)
Gain on real estate dispositions related to noncontrolling interests	1,508	18
Gain on real estate dispositions related to unconsolidated entities	(875)	(1,057)
<b>FFO (NAREIT) attributable to common stockholders</b>	<b>1,308,149</b>	<b>1,512,885</b>
Change in fair value of financial instruments	(18)	(41)
Non-cash income tax benefit	(18,427)	(22,387)
Impact of tax reform	(24,618)	(36,539)
Loss on extinguishment of debt, net	63,073	839
Gain on non-real estate dispositions related to unconsolidated entities	(2)	(39)
Merger-related expenses, deal costs and re-audit costs	38,145	14,823
Amortization of other intangibles	759	1,458
Other items related to unconsolidated entities	5,035	3,188
Non-cash charges related to lease terminations	21,299	—
Non-cash impact of changes to equity plan	4,830	5,453
Natural disaster expenses (recoveries), net	63,830	11,601
<b>Normalized FFO attributable to common stockholders</b>	<b>\$ 1,462,055</b>	<b>\$ 1,491,241</b>
Per diluted share <sup>1</sup> :		
<b>Net income attributable to common stockholders</b>	<b>\$ 1.14</b>	<b>\$ 3.78</b>
<b>Adjustments:</b>		
Depreciation and amortization on real estate assets	2.54	2.46
Depreciation on real estate assets related to noncontrolling interests	(0.02)	(0.02)
Depreciation on real estate assets related to unconsolidated entities	0.01	0.01
Impairment on equity method investment	0.10	—
Gain on re-measurement of equity interest upon acquisition, net	—	(0.01)
Gain on real estate dispositions	(0.13)	(2.00)
Gain on real estate dispositions related to noncontrolling interests	0.00	0.00
Gain on real estate dispositions related to unconsolidated entities	(0.00)	(0.00)
<b>FFO (NAREIT) attributable to common stockholders</b>	<b>3.64</b>	<b>4.22</b>
Change in fair value of financial instruments	(0.00)	(0.00)
Non-cash income tax benefit	(0.05)	(0.06)
Impact of tax reform	(0.07)	(0.10)
Loss on extinguishment of debt, net	0.18	0.00
Gain on non-real estate dispositions related to unconsolidated entities	(0.00)	(0.00)
Merger-related expenses, deal costs and re-audit costs	0.11	0.04
Amortization of other intangibles	0.00	0.00
Other items related to unconsolidated entities	0.01	0.01
Non-cash charges related to lease terminations	0.06	—
Non-cash impact of changes to equity plan	0.01	0.02
Natural disaster expenses (recoveries), net	0.18	0.03
<b>Normalized FFO attributable to common stockholders</b>	<b>\$ 4.07</b>	<b>\$ 4.16</b>

<sup>1</sup> Per share amounts may not add due to rounding.

# Adjusted Pro Forma EBITDA<sup>1</sup> and Net Debt to Adjusted Pro Forma EBITDA<sup>1</sup> (dollars in thousands)

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	For the Three Months Ended	
	December 31, 2018	September 30, 2018
<b>Net income attributable to common stockholders</b>	<b>\$ 62,273</b>	<b>\$ 101,972</b>
Adjustments:		
Interest	110,524	107,581
Loss on extinguishment of debt, net	7,843	39,527
Taxes (including tax amounts in general, administrative and professional fees)	(28,642)	(6,379)
Depreciation and amortization	244,276	218,579
Non-cash stock-based compensation expense	9,202	6,488
Merger-related expenses, deal costs and re-audit costs	4,322	4,317
Net income attributable to noncontrolling interests, net of consolidated joint venture partners' share of EBITDA	(2,960)	(2,861)
Loss from unconsolidated entities, net of Ventas share of EBITDA from unconsolidated entities	18,310	8,465
Gain on real estate dispositions	(10,354)	(18)
Unrealized foreign currency gains	(349)	(225)
Change in fair value of financial instruments	(28)	38
Natural disaster expenses (recoveries), net	54,895	93
Adjusted EBITDA	469,312	477,577
Pro forma adjustments for current period activity	3,384	(4,832)
<b>Adjusted Pro Forma EBITDA</b>	<b>\$ 472,696</b>	<b>\$ 472,745</b>
<b>Adjusted Pro Forma EBITDA annualized</b>	<b>\$ 1,890,784</b>	<b>\$ 1,890,980</b>
	<b>As of</b>	<b>As of</b>
	<b>December 31, 2018</b>	<b>September 30, 2018</b>
Total debt	\$ 10,733,699	\$ 10,478,455
Debt on held for sale assets	—	13,736
Cash	(72,277)	(86,107)
Restricted cash pertaining to debt	(28,669)	(29,065)
Consolidated joint venture partners' share of debt	(100,944)	(110,784)
Ventas share of debt from unconsolidated entities	40,753	39,171
<b>Net debt</b>	<b>\$ 10,572,562</b>	<b>\$ 10,305,406</b>
<b>Net debt to Adjusted Pro Forma EBITDA</b>	<b>5.6x</b>	<b>5.4x</b>

<sup>1</sup> The table above illustrates net debt to pro forma earnings before interest, taxes, depreciation and amortization (including non-cash stock-based compensation expense), excluding gains or losses on extinguishment of debt, consolidated joint venture partners' share of EBITDA, merger-related expenses and deal costs, expenses related to the re-audit and re-review in 2014 of the Company's historical financial statements, net gains or losses on real estate activity, gains or losses on re-measurement of equity interest upon acquisition, changes in the fair value of financial instruments, unrealized foreign currency gains or losses, net expenses or recoveries related to natural disasters and non-cash charges related to lease terminations, and including the Company's share of EBITDA from unconsolidated entities and adjustments for other immaterial or identified items ("Adjusted EBITDA").

The following information considers the pro forma effect on Adjusted EBITDA of the Company's activity during the three months ended December 31, 2018 and September 30, 2018, as if the transactions had been consummated as of the beginning of the periods ("Adjusted Pro Forma EBITDA").

The Company believes that net debt, Adjusted Pro Forma EBITDA and net debt to Adjusted Pro Forma EBITDA are useful to investors, analysts and Company management because they allow the comparison of the Company's credit strength between periods and to other real estate companies without the effect of items that by their nature are not comparable from period to period and tend to obscure the Company's actual credit quality.

The Company considers NOI and same-store cash NOI as important supplemental measures because they allow investors, analysts and the Company's management to assess its unlevered property-level operating results and to compare its operating results with those of other real estate companies and between periods on a consistent basis. The Company defines NOI as total revenues, less interest and other income, property-level operating expenses and office building services costs. In the case of NOI, cash receipts may differ due to straight-line recognition of certain rental income and the application of other GAAP policies. The Company has historically reconciled NOI and same-store cash NOI to income from continuing operations because it provides insight into the Company's continuing operations, but, in light of recent SEC regulations that changed the presentation of statements of income, the Company now believes that net income attributable to common stockholders is the most comparable GAAP measure for both NOI and same-store cash NOI. The Company defines same-store as properties owned, consolidated, operational and reported under a consistent business model for the full period in both comparison periods, and excluding assets intended for disposition and for SHOP, those properties that transitioned operators after the start of the prior comparison period, and for office operations, assets that experience a significant disruption in operations and redevelopment assets. To normalize for exchange rate movements, all same-store cash NOI measures assume constant exchange rates across comparable periods, using the following methodology: the current period's results are shown in actual reported USD, while prior comparison period's results are adjusted and converted to USD based on the average exchange rate for the current period.

# Same-Store Cash Net Operating Income (NOI) by Segment

(dollars in thousands) (continued)

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	Triple-Net	Seniors Housing Operating	Office	Non-Segment	Total
<b>For the Three Months Ended December 31, 2018</b>					
Net income attributable to common stockholders					\$ 62,273
Adjustments:					
Interest and other income					(357)
Interest					110,524
Depreciation and amortization					244,276
General, administrative and professional fees					38,475
Loss on extinguishment of debt, net					7,843
Merger-related expenses and deal costs					4,259
Other					58,877
Loss from unconsolidated entities					7,208
Gain on real estate dispositions					(10,354)
Income tax benefit					(28,650)
Net income attributable to noncontrolling interests					1,029
Reported segment NOI	\$ 189,168	\$ 151,027	\$ 135,992	\$ 19,216	495,403
Adjustments:					
Modification fee	100	—	—	—	100
Normalizing adjustment for technology costs	—	(2)	—	—	(2)
NOI not included in same-store	(4,261)	(17,405)	(9,105)	—	(30,771)
Straight-lining of rental income	(2,710)	—	(3,876)	—	(6,586)
Non-cash rental income	(895)	—	(3,689)	—	(4,584)
Non-segment NOI	—	—	—	(19,216)	(19,216)
Same-Store cash NOI (constant currency)	<u>\$ 181,402</u>	<u>\$ 133,620</u>	<u>\$ 119,322</u>	<u>\$ —</u>	<u>\$ 434,344</u>
Percentage increase	<u>2.1%</u>	<u>(3.5%)</u>	<u>1.9%</u>		<u>0.2%</u>

## For the Three Months Ended December 31, 2017

Net income attributable to common stockholders					\$ 392,554
Adjustments:					
Interest and other income					(5,180)
Interest					111,951
Depreciation and amortization					232,650
General, administrative and professional fees					34,930
Gain on extinguishment of debt, net					(102)
Merger-related expenses and deal costs					1,632
Other					3,986
Loss from unconsolidated entities					4,355
Gain on real estate dispositions					(214,985)
Income tax benefit					(46,680)
Discontinued operations					15
Net income attributable to noncontrolling interests					1,251
Reported segment NOI	\$ 206,301	\$ 143,332	\$ 134,014	\$ 32,730	516,377
Adjustments:					
Normalizing adjustment for technology costs	—	310	—	—	310
NOI not included in same-store	(24,755)	(4,444)	(11,372)	—	(40,571)
Straight-lining of rental income	(608)	—	(5,142)	—	(5,750)
Non-cash rental income	(3,007)	—	(351)	—	(3,358)
Non-segment NOI	—	—	—	(32,730)	(32,730)
NOI impact from change in FX	(182)	(737)	—	—	(919)
Same-store cash NOI (constant currency)	<u>\$ 177,749</u>	<u>\$ 138,461</u>	<u>\$ 117,149</u>	<u>\$ —</u>	<u>\$ 433,359</u>

# Same-Store Cash Net Operating Income (NOI) by Segment

(dollars in thousands) (continued)

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	Triple-Net	Seniors Housing Operating	Office	Non-Segment	Total
<b>For the Year Ended December 31, 2018</b>					
Net income attributable to common stockholders					\$ 409,467
Adjustments:					
Interest and other income					(24,892)
Interest					442,497
Depreciation and amortization					919,639
General, administrative and professional fees					151,982
Loss on extinguishment of debt, net					58,254
Merger-related expenses and deal costs					30,547
Other					66,768
Loss from unconsolidated entities					55,034
Gain on real estate dispositions					(46,247)
Income tax benefit					(39,953)
Discontinued operations					10
Net income attributable to noncontrolling interests					6,514
Reported segment NOI	\$ 740,318	\$ 623,276	\$ 538,506	\$ 127,520	2,029,620
Adjustments:					
Modification fee	2,600	—	431	—	3,031
Normalizing adjustment for technology costs	—	648	—	—	648
NOI not included in same-store	(46,188)	(64,624)	(56,290)	—	(167,102)
Straight-lining of rental income	29,638	—	(16,242)	—	13,396
Non-cash rental income	(23,743)	—	(5,057)	—	(28,800)
Non-segment NOI	—	—	—	(127,520)	(127,520)
Same-store cash NOI (constant currency)	\$ 702,625	\$ 559,300	\$ 461,348	\$ —	\$ 1,723,273
Percentage increase	3.6%	(2.1%)	1.7%		1.2%

## For the Year Ended December 31, 2017

Net income attributable to common stockholders					\$ 1,356,470
Adjustments:					
Interest and other income					(6,034)
Interest					448,196
Depreciation and amortization					887,948
General, administrative and professional fees					135,490
Loss on extinguishment of debt, net					754
Merger-related expenses and deal costs					10,535
Other					20,052
Loss from unconsolidated entities					561
Gain on real estate dispositions					(717,273)
Income tax benefit					(59,799)
Discontinued operations					110
Net income attributable to noncontrolling interests					4,642
Reported segment NOI	\$ 844,711	\$ 593,167	\$ 524,566	\$ 119,208	2,081,652
Adjustments:					
Normalizing adjustment for technology costs	—	3,375	—	—	3,375
NOI not included in same-store	(146,690)	(25,311)	(50,353)	—	(222,354)
Straight-lining of rental income	(3,612)	—	(19,521)	—	(23,133)
Non-cash rental income	(16,758)	—	(942)	—	(17,700)
Non-segment NOI	—	—	—	(119,208)	(119,208)
NOI impact from change in FX	746	(33)	—	—	713
Same-store cash NOI (constant currency)	\$ 678,397	\$ 571,198	\$ 453,750	\$ —	\$ 1,703,345

# Same-Store Cash NOI Guidance <sup>1,2</sup>

(dollars in millions)

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	FY2019 - Guidance				
	Tentative / Preliminary and Subject to Change				
	NNN	SHOP	Office	Non-Segment	Total
<b>High End</b>					
<b>Net Income Attributable to Common Stockholders</b>					\$ 496
Depreciation and Amortization <sup>3</sup>					941
Interest Expense, G&A, Other Income and Expenses <sup>4</sup>					579
<b>Reported Segment NOI<sup>5</sup></b>	\$ 765	\$ 631	\$ 556	\$ 69	<b>2,016</b>
Non-Cash and Non-Same-Store Adjustments	(37)	(13)	(67)	(69)	(185)
<b>Same-Store Cash NOI<sup>5</sup></b>	<b>728</b>	<b>618</b>	<b>489</b>	<b>—</b>	<b>1,831</b>
<b>Percentage Increase</b>	<b>1.5%</b>	<b>0.0%</b>	<b>2.5%</b>	<b>NM</b>	<b>1.0%</b>
Modification Fees	—	—	0	—	—
<b>Adjusted Same-Store Cash NOI<sup>5</sup></b>	<b>\$ 728</b>	<b>\$ 618</b>	<b>\$ 489</b>	<b>\$ —</b>	<b>\$ 1,831</b>
<b>Adjusted Percentage Increase</b>	<b>1.9%</b>	<b>0.0%</b>	<b>2.6%</b>	<b>NM</b>	<b>1.2%</b>
<b>Low End</b>					
<b>Net Income Attributable to Common Stockholders</b>					\$ 442
Depreciation and Amortization <sup>3</sup>					911
Interest Expense, G&A, Other Income and Expenses <sup>4</sup>					629
<b>Reported Segment NOI<sup>5</sup></b>	\$ 755	\$ 612	\$ 551	\$ 56	<b>1,982</b>
Non-Cash and Non-Same-Store Adjustments	(34)	(13)	(67)	(56)	(170)
<b>Same-Store Cash NOI<sup>5</sup></b>	<b>721</b>	<b>599</b>	<b>484</b>	<b>—</b>	<b>1,812</b>
<b>Percentage Increase</b>	<b>0.5%</b>	<b>(3.0%)</b>	<b>1.5%</b>	<b>NM</b>	<b>0.0%</b>
Modification Fees	—	—	—	—	—
<b>Adjusted Same-Store Cash NOI<sup>5</sup></b>	<b>\$ 721</b>	<b>\$ 599</b>	<b>\$ 484</b>	<b>\$ —</b>	<b>\$ 1,812</b>
<b>Adjusted Percentage Increase</b>	<b>0.9%</b>	<b>(3.0%)</b>	<b>1.6%</b>	<b>NM</b>	<b>0.2%</b>
<b>Prior Year</b>					
<b>Net Income Attributable to Common Stockholders</b>					\$ 409
Depreciation and Amortization <sup>3</sup>					920
Interest Expense, G&A, Other Income and Expenses <sup>4</sup>					701
<b>Reported Segment NOI</b>	\$ 740	\$ 623	\$ 539	\$ 128	<b>2,030</b>
Normalizing Adjustment for Technology Costs <sup>6</sup>	—	1	—	—	1
Non-Cash and Non-Same-Store Adjustments	(22)	(3)	(62)	(128)	(215)
NOI Impact from Change in FX	(1)	(3)	—	—	(4)
<b>Same-Store Cash NOI</b>	<b>717</b>	<b>618</b>	<b>477</b>	<b>—</b>	<b>1,812</b>
Modification Fees	(3)	—	(0)	—	(3)
<b>Adjusted Same-Store Cash NOI</b>	<b>\$ 714</b>	<b>\$ 618</b>	<b>\$ 477</b>	<b>\$ —</b>	<b>\$ 1,809</b>
	2019				
GBP (£) to USD (\$)	1.25				
USD (\$) to CAD (C\$)	1.35				

<sup>1</sup> The Company's guidance constitutes forward-looking statements within the meaning of the federal securities laws and is based on a number of assumptions that are subject to change and many of which are outside the control of the Company. Actual results may differ materially from the Company's expectations depending on factors discussed in the Company's filings with the Securities and Exchange Commission.

<sup>2</sup> See tables titled "Same-Store Cash NOI by Segment" for the three months ended December 31, 2018 for a detailed breakout of adjustments for each respective category.

<sup>3</sup> Includes real estate depreciation and amortization, corporate depreciation and amortization, and amortization of other intangibles.

<sup>4</sup> Includes interest expense, general and administrative expenses (including stock-based compensation), loss on extinguishment of debt, merger-related expenses and deal costs, income from unconsolidated entities, income tax benefit, and other income and expenses.

<sup>5</sup> Totals may not add across due to minor corporate-level adjustments and rounding.

<sup>6</sup> Represents costs expensed by one operator related to implementation of new software.