



W. P. CAREY

# W. P. Carey Inc. Capitalization & Leverage 2Q22

Investing for the Long Run®

# Balance Sheet Progression – Post-CPA:18 Merger

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W. P. Carey remains committed to maintaining its credit rating, growing its pool of unencumbered assets and strengthening its balance sheet

- Since W. P. Carey was rated by S&P and Moody's in 2013, maturing mortgages have generally been paid off with proceeds from equity or unsecured notes and new acquisitions have been unencumbered

|                                                             | December 2013 <sup>(1)</sup>                   | June 2022 <sup>(2)</sup>                          | % Change                                                                                    |
|-------------------------------------------------------------|------------------------------------------------|---------------------------------------------------|---------------------------------------------------------------------------------------------|
| Secured debt as % of gross assets                           | 35.9%                                          | ~6.0%                                             |  ~ (30%) |
| Unencumbered net lease ABR (pro rata) <sup>(3)</sup>        | \$153 million                                  | \$1.2 billion                                     |  673%    |
| Estimated unencumbered net lease asset value <sup>(4)</sup> | \$2.0 billion                                  | \$15.7 billion                                    |  673%    |
| Unsecured credit rating                                     | BBB- (S&P / stable)<br>Baa2 (Moody's / stable) | BBB (S&P / positive)<br>Baa2 (Moody's / positive) |         |

1. Pro forma for W. P. Carey's January 31, 2014 acquisition of Corporate Property Associates:16 – Global Incorporated.

2. Adjusted for CPA:18's planned dispositions executed during the second quarter, one net lease asset in CPA:18's portfolio that was sold post quarter-end and two assets expected to be sold.

3. "ABR" represents pro rata contractual minimum annualized base rent (see definition in Disclosures at end).

4. Unencumbered net lease asset value reflects ABR at a 7.50% capitalization rate, consistent with capitalization rate in the covenants governing the Senior Unsecured Notes.

# Balance Sheet and Credit Profile

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| Standalone Capitalization                       |          | 6/30/22     |
|-------------------------------------------------|----------|-------------|
|                                                 | \$MM     | %           |
| <b>Total Equity <sup>(1)</sup></b>              | \$15,983 | <b>70%</b>  |
| Pro Rata Net Debt                               |          |             |
| Sr. Unsec. Notes USD                            | 2,900    | <b>24%</b>  |
| Sr. Unsec. Notes EUR                            | 2,623    |             |
| Mortgage Debt, pro rata USD                     | 215      | <b>2%</b>   |
| Mortgage Debt, pro rata (EUR \$267 / Oth. \$18) | 285      |             |
| Unsec. Revolver USD                             | 151      | <b>4%</b>   |
| Unsec. Revolver (EUR \$249 / Oth. \$17)         | 266      |             |
| Unsec. Term Loans (EUR \$223 / GBP \$327)       | 550      |             |
| <b>Total Pro Rata Debt</b>                      | \$6,990  |             |
| <b>Less: Cash and Cash Equivalents</b>          | (104)    |             |
| <b>Total Pro Rata Net Debt</b>                  | \$6,886  |             |
| <b>Enterprise Value</b>                         | \$22,869 |             |
| <b>Total Capitalization</b>                     | \$22,973 | <b>100%</b> |

| Standalone Leverage Metrics                             |           |
|---------------------------------------------------------|-----------|
| Pro Rata Net Debt / Adjusted EBITDA <sup>(3),(5)</sup>  | 5.6x      |
| Pro Rata Net Debt / Enterprise Value <sup>(1),(3)</sup> | 30.1%     |
| Total Consolidated Debt / Gross Assets <sup>(4)</sup>   | 39.8%     |
| Weighted Average Interest Rate (pro rata)               | 2.6%      |
| Weighted Average Debt Maturity (pro rata)               | 4.9 years |

## Credit Profile Highlights

- **Size:** Large, well-capitalized balance sheet with ~\$23.0 Bn TEV <sup>(1)</sup>
- **Liquidity:** Ample liquidity of ~\$2.1 Bn at quarter-end <sup>(2)</sup>
  - \$586 million of forward equity available to be settled
- **Credit Rating:** IG rated BBB (positive) and Baa2 (positive)
- **Leverage:** Maintain conservative leverage targets
  - Target low 40% debt to gross assets and mid-to-high 5s net debt to EBITDA
- **Capital Markets :** Strong access to capital to fund growth
  - Sold \$527 million of equity year-to-date through June 30th
  - Raised \$3.9 Bn of equity and debt capital since onset of COVID

## Post-CPA:18 Merger

- **Overall:** No meaningful balance sheet impact, due to relative size of CPA:18 and its substantially similar leverage profile
- **Funding:** No need to access capital markets with executed and projected dispositions of the CPA:18 portfolio largely funding the cash component of the merger consideration
- **Credit Rating:** No change; BBB (positive) and Baa2 (positive)
- **Size:** Adds ~\$2.0 Bn of TEV and incrementally enhances stock liquidity
- **Leverage:** No change to leverage targets
  - Debt to gross assets expected to be below ~40% and net debt to EBITDA to remain in the mid-to-high 5s
- **Capital Markets:** No change to unsecured financing strategy
  - Secured debt to gross assets is expected to be approximately 6%

1. Based on a closing stock price of \$82.86 on June 30, 2022 and 192,891,792 common shares outstanding as of June 30, 2022, and without giving effect to the CPA:18 merger.

2. Based on \$104 MM of cash and equivalents, ~\$1.4 Bn available under the credit facility, 3,925,000 remaining shares on equity forward agreements and 3,674,187 remaining shares on ATM forward agreements. All as of June 30, 2022.

3. Pro rata net debt to enterprise value and pro rata net debt to Adjusted EBITDA are based on pro rata debt less consolidated cash and cash equivalents.

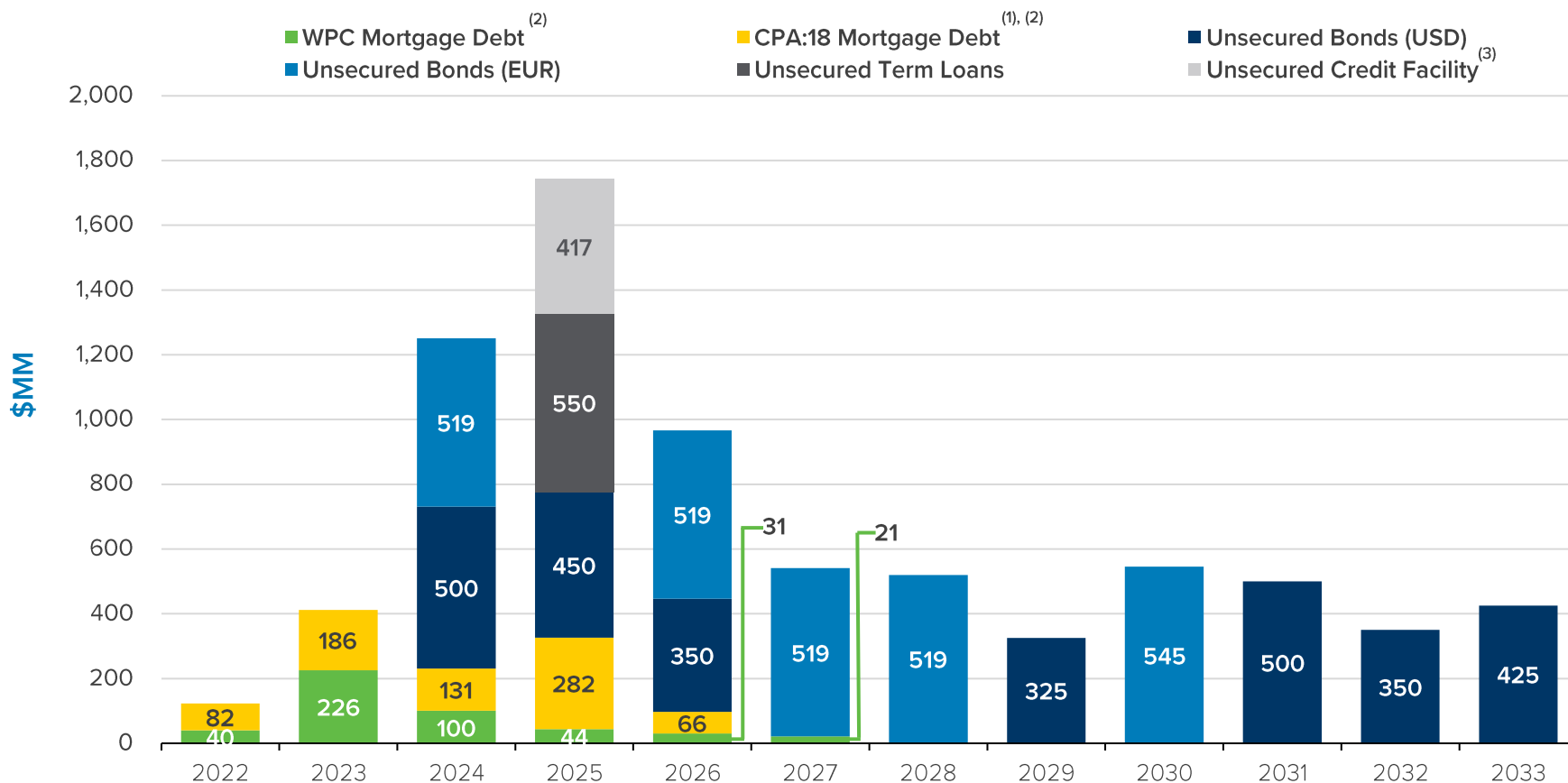
4. Gross assets represent consolidated total assets before accumulated depreciation on real estate. Gross assets are net of accumulated amortization on in-place lease and above-market rent intangible assets.

5. Adjusted EBITDA represents 2Q22 annualized Adjusted EBITDA, as reported in the Form 8-K filed with the SEC on July 29, 2022.

# Debt Maturity Schedule – Post CPA:18 Merger

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## Principal at Maturity<sup>(1)</sup>



|                              |      |      |       |       |       |      |      |      |      |      |      |      |
|------------------------------|------|------|-------|-------|-------|------|------|------|------|------|------|------|
| % of Total <sup>(4)</sup>    | 1.6% | 5.4% | 16.2% | 22.6% | 12.5% | 7.0% | 6.7% | 4.2% | 7.1% | 6.5% | 4.5% | 5.5% |
| Interest Rate <sup>(4)</sup> | 4.3% | 3.6% | 3.5%  | 2.7%  | 3.3%  | 2.2% | 1.4% | 3.9% | 1.0% | 2.4% | 2.5% | 2.3% |

1. Reflects amount due at maturity, excluding unamortized discount and unamortized deferred financing costs. Adjusted for CPA:18's planned dispositions executed during the second quarter, one net lease asset in CPA:18's portfolio that was sold post quarter-end and two assets expected to be sold.

2. Reflects pro rata balloon payments due at maturity. W. P. Carey has one fully amortizing mortgage due in 2031 (\$3MM) and CPA:18 has one due in 2039 (\$3MM).

3. Includes amounts drawn under the credit facility as of June 30, 2022, not including any adjustments for the CPA:18 merger.

4. Reflects the weighted average percentage of debt outstanding and the weighted average interest rate for each year based on the total outstanding balance.

# Unsecured Bond Covenants – W. P. Carey Pre-Merger <sup>(1)</sup>

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Investment grade balance sheet with Baa2 (positive outlook) from Moody's and BBB (positive outlook) from S&P

## Senior Unsecured Notes <sup>(2)</sup>

|                                                | Metric                                              | Covenant | June 30, 2022 |
|------------------------------------------------|-----------------------------------------------------|----------|---------------|
| <b>Total Leverage</b>                          | Total Debt /<br>Total Assets                        | ≤ 60%    | 38.2%         |
| <b>Secured Debt Leverage</b>                   | Secured Debt /<br>Total Assets                      | ≤ 40%    | 1.8%          |
| <b>Fixed Charge Coverage</b>                   | Consolidated EBITDA /<br>Annual Debt Service Charge | ≥ 1.5x   | 6.8x          |
| <b>Maintenance of Unencumbered Asset Value</b> | Unencumbered Assets /<br>Total Unsecured Debt       | ≥ 150%   | 246.0%        |

1. This is a summary of the key financial covenants for our Senior Unsecured Notes, along with estimated calculations of our compliance with those covenants at the end of the period presented. These ratios are not measures of our liquidity or performance and serve only to demonstrate our ability to incur additional debt, as permitted by the covenants governing the Senior Unsecured Notes.

2. As of June 30, 2022, our Senior Unsecured Notes consisted of the following note issuances: (i) \$500 million 4.60% senior unsecured notes due 2024, (ii) €500 million 2.25% senior unsecured notes due 2024, (iii) \$450 million 4.00% senior unsecured notes due 2025, (iv) \$350 million 4.25% senior unsecured notes due 2026, (v) €500 million 2.25% senior unsecured notes due 2026, (vi) €500 million 2.125% senior unsecured notes due 2027, (vii) €500 million 1.35% senior unsecured notes due 2028, (viii) \$325 million 3.85% senior unsecured notes due 2029, (ix) €525 million 0.95% senior unsecured notes due 2030, (x) \$500 million 2.40% senior unsecured notes due 2031, (xi) \$350 million 2.45% senior unsecured notes due 2032, and (xii) \$425 million 2.25% senior unsecured notes due 2033.

# Cautionary Statement Concerning Forward-Looking Statements

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Certain of the matters discussed in this communication constitute forward-looking statements within the meaning of the Securities Act of 1933 (as amended, the “Securities Act”) and the Securities Exchange Act of 1934 (as amended, the “Exchange Act”), both as amended by the Private Securities Litigation Reform Act of 1995. The forward-looking statements include, among other things, statements regarding the intent, belief or expectations of the Company and can be identified by the use of words such as “may,” “will,” “should,” “would,” “will be,” “will continue,” “will likely result,” “believe,” “project,” “expect,” “anticipate,” “intend,” “estimate” “opportunities,” “possibility,” “strategy,” “maintain” or the negative version of these words and other comparable terms. These forward-looking statements include, but are not limited to, statements regarding: the anticipated benefits of the merger with Corporate Property Associates 18 – Global Incorporated (“CPA:18”), and any other comments made by representatives of W. P. Carey Inc. (“W. P. Carey”); the expected impact of the merger on our earnings and on our credit profile; the strategic rationale and transaction benefits; and other statements that are not historical facts.

These statements are based on the current expectations of our management, and it is important to note that our actual results could be materially different from those projected in such forward-looking statements. There are a number of factors that could have material adverse effects on our future results, performance or achievements and cause our actual results to differ materially from the forward-looking statements. These factors include, but are not limited to, the expected impact attributable to the consummation of the merger, the ability to achieve anticipated benefits and savings, risks related to the potential disruption of management’s attention due to the consolidation following the merger, operating results and businesses generally, the outcome of any legal proceedings related to the merger and the general risks associated with the respective businesses of W. P. Carey and CPA:18 including the general volatility of the capital markets, terms and employment of capital, the volatility of W. P. Carey’s share price, changes in the real estate investment trust industry, interest rates or general economy, potential adverse effects or changes to the relationships with W. P. Carey or CPA:18 tenants, employees, service providers or other parties resulting from the announcement or completion of the merger, unpredictability and severity of catastrophic events, including but not limited to the risks related to the effects of pandemics and global outbreaks of contagious diseases (such as the current COVID-19 pandemic) and domestic or geopolitical crises, such as terrorism, military conflict (including the recent invasion of Ukraine by Russia), war or the perception that hostilities may be imminent, political instability or civil unrest, or other conflict. Discussions of some of these other important factors and assumptions are contained in W. P. Carey’s filings with the SEC and are available at the SEC’s website at <http://www.sec.gov>, including Part I, Item 1A. Risk Factors in W. P. Carey’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, and Part II, Item 1A. Risk Factors in W. P. Carey’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2022. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this communication, unless noted otherwise. Except as required under the federal securities laws and the rules and regulations of the SEC, W. P. Carey does not undertake any obligation to release publicly any revisions to the forward-looking statements to reflect events or circumstances after the date of this communication or to reflect the occurrence of unanticipated events.

**All data presented herein is as of June 30, 2022 unless otherwise noted.**

**Amounts may not sum to totals due to rounding.**

**Past performance does not guarantee future results.**

The following non-GAAP financial measures are used in this presentation

## **EBITDA and Adjusted EBITDA**

We believe that EBITDA is a useful supplemental measure to investors and analysts for assessing the performance of our business segments because (i) it removes the impact of our capital structure from our operating results and (ii) it is helpful when comparing our operating performance to that of companies in our industry without regard to such items, which can vary substantially from company to company. Adjusted EBITDA as disclosed represents EBITDA, modified to include other adjustments to GAAP net income for certain non-cash charges, such as impairments, non-cash rent adjustments and unrealized gains and losses from our hedging activity. Additionally, we exclude gains and losses on sale of real estate, which are not considered fundamental attributes of our business plans and do not affect our overall long-term operating performance. We exclude these items from adjusted EBITDA as they are not the primary drivers in our decision-making process. Adjusted EBITDA reflects adjustments for unconsolidated partnerships and jointly owned investments. Our assessment of our operations is focused on long-term sustainability and not on such non-cash and noncore items, which may cause short-term fluctuations in net income but have no impact on cash flows. We believe that adjusted EBITDA is a useful supplemental measure to investors and analysts, although it does not represent net income that is computed in accordance with GAAP. Accordingly, adjusted EBITDA should not be considered as an alternative to net income or as an indicator of our financial performance. EBITDA and adjusted EBITDA as calculated by us may not be comparable to similarly titled measures of other companies.

## **Other Metrics**

### **Pro Rata Metrics**

This presentation contains certain metrics prepared on a pro rata basis. We refer to these metrics as pro rata metrics. We have a number of investments, usually with our affiliates, in which our economic ownership is less than 100%. On a full consolidation basis, we report 100% of the assets, liabilities, revenues and expenses of those investments that are deemed to be under our control or for which we are deemed to be the primary beneficiary, even if our ownership is less than 100%. Also, for all other jointly owned investments, which we do not control, we report our net investment and our net income or loss from that investment. On a pro rata basis, we generally present our proportionate share, based on our economic ownership of these jointly owned investments, of the assets, liabilities, revenues and expenses of those investments. Multiplying each of our jointly owned investments' financial statement line items by our percentage ownership and adding or subtracting those amounts from our totals, as applicable, may not accurately depict the legal and economic implications of holding an ownership interest of less than 100% in our jointly owned investments.

### **ABR**

ABR represents contractual minimum annualized base rent for our net-leased properties and reflects exchange rates as of March 31, 2022 or June 30, 2022. If there is a rent abatement, we annualize the first monthly contractual base rent following the free rent period. ABR is not applicable to operating properties and is presented on a pro rata basis.

# Disclosures

The following non-GAAP financial measures are used in this presentation

## **Post CPA:18 Merger**

This presentation contains certain metrics on a combined company basis giving effect to the merger with Corporate Property Associates 18 – Global Incorporated (“CPA: 18”), adjusted for CPA: 18’s dispositions executed in the second quarter of 2022, one net lease asset that was sold post quarter-end and two assets expected to be sold.