

## **PROLOGIS GOVERNANCE GUIDELINES**

### **Introduction**

The principal duty of the Board of Directors (the “Board”) and management of Prologis, Inc. (“Prologis” or the “Company”) is to assure that the Company is well managed in the interests of its stockholders. The Board has adopted the following corporate governance guidelines specifically tailored to the needs of the Company. These guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making both at the Board and management level, with a view to enhancing stockholder value over the long term. The Board believes these guidelines should be an evolving set of corporate governance principles, subject to alteration as circumstances warrant.

### **Director Responsibilities**

The primary responsibilities of the Board are:

- review and, where appropriate, approval of the financial objectives, major strategies and plans, and major corporate actions;
- selection of Prologis’ Chairman of the Board and chief executive officer ( the “Chief Executive Officer”) and evaluation of the Chief Executive Officer by the independent directors;
- review of senior management compensation through the Compensation Committee;
- periodic review of management succession plans, including plans for Chief Executive Officer succession;
- selection and recommendation to stockholders for election of appropriate candidates for service on the Board;
- review of the adequacy of the Company’s systems for compliance with all applicable laws and regulations, for safeguarding the Company’s assets and for managing the major risks it faces;
- provide advice and counsel to senior management; and
- use, as necessary, independent professional advisors in making decisions.

A director is expected to spend the time and effort necessary to properly discharge the director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and the Committees on which the director sits, with the understanding that on occasion a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the appropriate committee chair in advance of such meeting.

### **Selection and Composition of the Board**

#### **Board Membership Criteria**

The Board Governance and Nomination Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board and its perceived needs at that time.

#### **Selection of New Directors**

The Board itself should be responsible, in fact as well as procedure, for selecting its own members and in

recommending them for election by the stockholders. The Board delegates the screening process involved to the Board Governance and Nomination Committee with additional input from the Chairman of the Board and the Chief Executive Officer.

### **Majority Voting**

The Board Governance and Nomination Committee shall comply with applicable majority voting process requirements set forth in the Bylaws.

### **Extending the Invitation to a New Potential Director to Join the Board**

The invitation to join the Board is extended by the Chairman of the Board on behalf of the Board.

## **Board Leadership**

### **Selection of the Chairman**

The Board does not have a policy on whether the role of the Chief Executive Officer and Chairman of the Board should be separate or combined, and, if separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee.

## **Board Qualification and Performance**

### **Independence of the Board**

The Board must at all times be comprised of a majority of independent members in accordance with the applicable provisions of the Securities Act of 1934 and the rules promulgated thereunder and the applicable rules of the New York Stock Exchange.

### **Size of Board**

The Bylaws provide that the size of the Board may not be less than five, nor more than thirteen, as determined by the Board.

### **Director Service on Concurrent Boards**

Directors are not prohibited from serving simultaneously on multiple company's boards; however, if any director serves on three or more public company boards simultaneously (including the Company's Board), then the Board shall determine that such simultaneous service does not impair the ability of such member to effectively serve the Company. Independent directors must advise the Chairman of the Board and the Chairman of the Board Governance and Nomination Committee in advance of accepting an invitation to serve on another board.

## **Board Compensation Review**

The Board or an authorized committee thereof will determine and review the form and amount of director compensation, including cash, equity-based awards and other director compensation. The Board will be aware that questions may be raised when directors' fees and benefits exceed what is customary. Similarly, the Board will be aware that the independence of directors could be questioned if substantial charitable contributions are made to organizations in which a director is affiliated or if the Company provides other indirect compensation to a director. The Board will critically evaluate each of these matters when determining the form and amount of director compensation, and the independence of a director.

## **Assessing the Board's Performance**

The Board will conduct an annual self-evaluation, based on criteria defined by the Board, of its performance and the performance of designated committees to determine whether the Board and committees are functioning effectively. The results of this evaluation shall be documented in Board minutes and discussed by the full Board with any agreed changes incorporated in Board and committee charters as applicable. The Board, with the assistance of the Board Governance and Nomination Committee, shall review these Governance Guidelines to determine whether changes are appropriate.

## **Board Interaction with Institutional Investors, the Press, Customers, Etc.**

It is the policy of the Board that only senior management speaks for Prologis. All third party interactions relating to the Company, including but not limited to, investors, analysts, the media, and customers, shall be with senior management. Without the concurrence of the Chief Executive Officer, no director shall interact with any third party regarding the affairs of Prologis, other than independent advisors to the Board.

## **Directors Who Change Their Present Job Responsibility**

It is the sense of the Board that individual directors who change the responsibility they held when they were elected to the Board should inform the Board of such change.

It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, via the Board Governance and Nomination Committee, to review the continued appropriateness of Board membership under these circumstances.

## **Former Chief Executive Officer's Board Membership**

The Board believes this is a matter to be decided in each individual instance. It is assumed that when an executive officer resigns from management, he should offer his resignation from the Board at the same time. Whether the individual continues to serve on the Board is a matter for consideration by the full Board.

## **Board Access to Senior Management**

Board members have complete access to the Company's management, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business and operations. The Board encourages management to include key managers in Board meetings who can share their expertise with respect to matters before the Board. This also enables the Board to gain exposure to key managers with future potential in the Company.

## **Director Orientation and Education**

The Board or the Company will establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected directors of the Company for their benefit either prior to or within a reasonable time after their nomination or election as a director. The Board or the Company will encourage, but not require, directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly traded companies.

## **Retirement Age and Term Limits**

Directors will not be nominated for election or appointed to the Board if they are or would be 72 years old or older at the time of the election or appointment. The Board does not believe that arbitrary term limits on directors' service are appropriate.

## **Share Ownership Guidelines**

See Exhibit A for Share Ownership Guidelines for directors and officers.

## **Meeting Procedures**

### **Board Agenda**

The Chairman establishes the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda.

### **Board Materials Distributed in Advance**

To the extent feasible, the meeting agenda and information materials relating to the Board and committee meetings are distributed to the directors sufficiently in advance of the meeting. Sensitive materials are reserved for distribution at the Board meeting.

### **Regular Attendance of Non-Directors at Board Meetings**

The Chairman designates the guest attendees at any Board meeting, who are present for the purpose of making presentations, responding to questions by the directors, or providing counsel on specific matters within their areas of expertise. Non-Board members are excused from Board meetings from time to time when the Chairman of the Board or any Board member requests an executive session.

### **Frequency and Length of Meetings**

The committee chairs, in consultation with committee members, will determine the frequency and length of committee meetings.

### **Committee Agenda**

The Chair of each committee, in consultation with committee members and the appropriate members of management and staff, will develop the committee's agenda.

### **Executive Sessions of Outside Directors**

Non-management directors may request non-management meetings of the Board at any time.

## **Committee Matters**

### **Committees**

The Board currently has four standing committees: Executive; Audit; Compensation; and Board Governance and Nomination. From time to time, the Board may provide for such other standing or special committees as may be necessary to carry out its responsibilities. The Audit Committee, Compensation Committee and the Board Governance and Nomination Committee will be comprised entirely of independent directors as required by law or under the rules of the New York Stock Exchange.

### **Assignments and Rotation of Committee Members**

The Board Governance and Nomination Committee is responsible, after consultation with the Chairman and with consideration of the desires of individual Board members, for recommending the assignment of Board members to various committees.

It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not believe that such a rotation should be mandated since there may be reasons to maintain an individual director's committee membership for a longer period. Service on different committees from time to time by Board members is desirable and will increase a director's contribution to the Company. Concurrent membership on more than one committee is also desirable where practical.

## **Leadership Development**

### **Formal Evaluation of the Chief Executive Officer**

The Compensation Committee evaluates the Chief Executive Officer annually, and reviews its actions with the Board. The Board communicates its views to the Chief Executive Officer through the Chairman of the Compensation Committee. The Compensation Committee's evaluation of the Chief Executive Officer is based upon a combination of objective and subjective criteria and is discussed fully each year in the Company's annual proxy statement.

### **Succession Planning**

The Chief Executive Officer reports periodically to the Board on succession planning for senior executive positions, including the Chief Executive Officer. The Board may also identify key senior management positions for which it chooses to recommend replacement candidates. In these cases, it is recognized the Chief Executive Officer has presiding authority to appoint senior management positions but may consider Board recommendations in determining final appointment. In addition, the Board will on occasion review a short-term succession plan delineating temporary delegation of authority in the event that the Chief Executive Officer is unable to perform his or her duties.

### **Management Development**

The Chief Executive Officer reports regularly to the Compensation Committee on the Company's management development activities.

## **Recoupment Policy**

In the event of a substantial restatement of previously issued Company financial statements, the Board will review performance-based compensation awarded to executive and certain other officers that is attributable to Company performance during the time periods restated. The Board will determine whether the restated results would have resulted in the same performance-based compensation for such officers. If not, the Board will consider (a) whether the restatement was the result of error or misconduct; (b) the amount of additional compensation paid to the relevant officers as a result of the previously issued financial statements; (c) the best interests of the Company in the circumstances; and (d) any other relevant facts or circumstances the Board deems appropriate for consideration. If the Board then determines that an executive or other officer was improperly compensated as the result of the restatement and that it is in the best interests of the Company to recover or cancel the performance-based compensation paid to that executive or other officer, the Board will pursue all reasonable legal remedies to recover or cancel that performance-based compensation. If the restatement was caused, in whole or in part, by the misconduct of an executive officer or certain other officers, the Board shall take such action as it deems necessary to remedy the misconduct, prevent its recurrence and, if appropriate, based on all relevant facts and circumstances, punish the wrongdoer. Such punishment by the Board could include dismissal of the executive or other officer, legal action for breach of fiduciary duty, or such other action to enforce the executive's or other officer's obligations to the Company as may fit the facts surrounding the particular case. The Board may, in determining the appropriate punishment, take into account penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities. The Board's power to determine the appropriate punishment for the wrongdoer is in addition to, and not in replacement of, remedies imposed by such entities.

December 5, 2013

## Exhibit A

### *Share Ownership Guidelines*

#### 1. Directors:

- Director Ownership Guideline is:
  - Share ownership of 5 times the annual board retainer
- The annual review (the “Annual Review”) for directors will be conducted as of July 1st of each year. Under the Annual Review, the Director Required Share Count (the number of shares required to meet the applicable guideline) will be calculated by dividing the dollar value of the Director Ownership Guideline applicable to each director by the Average Guideline Share Price (the average closing price of our common stock for the 20 business days prior to July 1st of the applicable year). A newly elected or appointed director will be subject to Share Ownership Guidelines effective with the Annual Review that follows his or her initial service date.
- Shares of common stock of Prologis, Inc. (the “shares”, “stock” or “common stock”) that will count towards the Director Required Share Count include common stock owned, vested or unvested equity awards (restricted stock, restricted stock units, shares and share units deferred under the terms of the Director Deferred Fee Plan or the applicable non-qualified deferred compensation plan, deferred share units (“DSUs”) and dividend equivalent units (“DEUs”)) and operating partnership or other partnership units exchangeable or redeemable for common stock.
- If a director’s share ownership is equal to or in excess of the Director Required Share Count after the Annual Review is completed, he or she will be in compliance with the Share Ownership Guidelines. A director’s share ownership must continue to meet the Director Required Share Count until the next Annual Review resets the Director Required Share Count.
- The Director Required Share Count as calculated in an Annual Review shall be effective until the next Annual Review. During the period between Annual Reviews (each, an “Annual Review Period”), changes in our common stock price and/or a change in the annual board retainer will not require a re-calculation of the Director Required Share Count.
- If a director does not own the number of shares necessary to meet the Director Required Share Count at the time of the Annual Review, the director must retain 50% of the shares issued to the director (within the current Annual Review Period) upon the following events until such time as his or her share ownership meets the applicable Director Required Share Count: (a) a distribution of common stock with respect to a grant of deferred shares, share units or DSUs, (b) vesting of restricted stock or restricted stock units or (c) an exercise of options.
- Each director is required to complete an annual questionnaire regarding his or her share ownership status.

2. Senior Officers:

- Senior Officer Ownership Guidelines are:

Chief Executive Officer	Share ownership of 10 times base salary
Chief Legal Officer Chief Financial Officer Chief Investment Officer CEO, the Americas CEO, Europe and Asia	Share ownership of 3 times base salary
Presidents, MDs, SVPs	Share ownership of 1 times base salary

- The Annual Review for senior officers will be conducted as of July 1st of each year (or, if later, such other date on which annual company-wide base salary adjustments are made). Under the Annual Review, the Senior Officer Required Share Count (the number of shares required to meet the applicable guideline) will be calculated by dividing the dollar value of the Senior Officer Ownership Guideline applicable to each senior officer by the Average Guideline Share Price.
- Shares that will count towards the Senior Officer Required Share Count include common stock owned, vested and unvested equity awards (restricted stock, restricted stock units, performance share awards that have been earned after the completion of the performance period, DEUs and earned LTIP units (the “LTIP Units”) of Prologis, L.P.), vested Prologis common stock held in the Prologis 401(k) Savings Plan and Trust, shares or restricted stock units deferred under the terms of applicable non-qualified deferred compensation plans and operating partnership or other partnership units exchangeable or redeemable for common stock.
- If a senior officer’s share ownership is equal to or in excess of his or her Senior Officer Required Share Count after the Annual Review is completed, he or she will be in compliance with the Share Ownership Guidelines. A senior officer’s share ownership must continue to



meet the Senior Officer Required Share Count until the next Annual Review resets the Senior Officer Required Share Count.

- The Senior Officer Required Share Count as calculated in an Annual Review shall be effective until the next Annual Review. During an Annual Review Period, changes in our common stock price, currency exchange rates and/or base salary will not require a re-calculation of a Senior Officer Required Share Count. However, should a senior officer be hired or an officer move to a new guideline level as a result of a change in position, an interim review will be conducted as of the hire date or the date of the change in position. Under the interim review, the Senior Officer Required Share count will be calculated by dividing the dollar amount of the Senior Officer Ownership Guideline applicable to the new hire or position by the average closing price of our common stock for the 20 business days prior to the hire date or the date of the change in position.
- If a senior officer does not own the number of shares necessary to meet the Senior Officer Required Share Count, then the senior officer must retain 50% of the Net Shares issued to the senior officer until his or her share ownership meets the applicable Senior Officer Required Share Count. Net Shares are the net shares issued upon the following events (within the current Annual Review Period) after payment of the exercise price and/or taxes: the exercise of options, vesting of restricted shares, restricted share units or earned performance shares or vesting and conversion of LTIP Units into shares.
- The Chief Executive Officer, Chief Legal Officer, Chief Financial Officer, Chief Investment Officer, CEO, the Americas, and CEO, Europe and Asia are required to complete an annual questionnaire regarding his share ownership status.

3. Responsibility to comply with these Share Ownership Guidelines rests solely with the applicable director or senior officer. Failure to comply may result in certain disciplinary actions.

February 26, 2016