



## STAG INDUSTRIAL ANNOUNCES FOURTH QUARTER AND FULL YEAR 2023 RESULTS

Boston, MA — February 13, 2024 - STAG Industrial, Inc. (the "Company") (NYSE:STAG), today announced its financial and operating results for the fourth quarter and full year ended December 31, 2023.

"We finished 2023 with exceptional fourth quarter results. We set quarterly records with our Cash Rent Change and Same Store Cash NOI," said Bill Crooker, President and Chief Executive Office of the Company. "I am optimistic as we look forward to 2024. The Company is well positioned to continue to drive internal growth and take advantage of external growth opportunities as they arise."

### **Fourth Quarter and Full Year 2023 Highlights**

- Reported \$0.23 of net income per basic and diluted common share for the fourth quarter of 2023, compared to \$0.17 of net income per basic and diluted common share for the fourth quarter of 2022. Reported \$41.7 million of net income attributable to common stockholders for the fourth quarter of 2023, compared to net income attributable to common stockholders of \$29.7 million for the fourth quarter of 2022.
- Achieved \$0.58 of Core FFO per diluted share for the fourth quarter of 2023, an increase of 5.5% compared to the fourth quarter of 2022 Core FFO per diluted share of \$0.55. Achieved \$2.29 of Core FFO per diluted share for the year ended December 31, 2023, an increase of 3.6% compared to \$2.21 of Core FFO per diluted share for the year ended December 31, 2022.
- Produced Cash NOI of \$143.1 million for the fourth quarter of 2023, an increase of 10.0% compared to the fourth quarter of 2022 of \$130.1 million. Produced Cash NOI of \$550.9 million for the year ended December 31, 2023, an increase of 7.2% compared to the year ended December 31, 2022 of \$513.9 million.
- Produced Same Store Cash NOI of \$127.0 million for the fourth quarter of 2023, an increase of 6.8% compared to the fourth quarter of 2022 of \$119.0 million. Produced Same Store Cash NOI of \$496.7 million for the year ended December 31, 2023, an increase of 5.6% compared to the year ended December 31, 2022 of \$470.2 million.
- Produced Cash Available for Distribution of \$87.2 million for the fourth quarter of 2023, an increase of 1.3% compared to the fourth quarter of 2022 of \$86.1 million. Produced Cash Available for Distribution of \$361.3 million for the year ended December 31, 2023, an increase of 5.4% compared to the year ended December 31, 2022 of \$342.7 million.
- Acquired two buildings in the fourth quarter of 2023, consisting of 398,433 square feet, for \$48.7 million, with a Cash Capitalization Rate of 6.5% and a Straight-Line Capitalization Rate of 6.9%.
- Sold one building in the fourth quarter of 2023, consisting of 146,740 square feet, for \$8.7 million.
- Achieved an Occupancy Rate of 98.2% on the total portfolio and 98.4% on the Operating Portfolio as of December 31, 2023.
- Commenced Operating Portfolio leases of 2.6 million square feet for the fourth quarter of 2023, resulting in a Cash Rent Change and Straight-Line Rent Change of 36.2% and 50.5%, respectively.
- Experienced 88.0% Retention for 2.1 million square feet of leases expiring in the quarter.
- On December 14, 2023, raised gross proceeds of \$41.8 million of equity on a forward basis through the Company's At-The-Market ("ATM") offering program.
- Subsequent to quarter end, raised gross proceeds of \$22.1 million of equity on a forward basis through the Company's ATM offering program.

- As of February 12, 2024, addressed 68.7% of expected 2024 new and renewal leasing, consisting of 9.2 million square feet, achieving Cash Rent Change of 29.5%.

Please refer to the Non-GAAP Financial Measures and Other Definitions section at the end of this release for definitions of capitalized terms used in this release.

The Company will host a conference call tomorrow, Wednesday, February 14, 2024 at 10:00 a.m. (Eastern Time), to discuss the quarter's results and provide information about acquisitions, operations, capital markets and corporate activities. Details of the call can be found at the end of this release.

## Key Financial Measures

### FOURTH QUARTER AND FULL YEAR 2023 KEY FINANCIAL MEASURES

Metrics	Three months ended December 31,			Year ended December 31,		
	2023	2022	% Change	2023	2022	% Change
<b>(in \$000s, except per share data)</b>						
Net income attributable to common stockholders	\$41,680	\$29,737	40.2 %	\$192,633	\$178,089	8.2 %
<i>Net income per common share — basic</i>	\$0.23	\$0.17	35.3 %	\$1.07	\$1.00	7.0 %
<i>Net income per common share — diluted</i>	\$0.23	\$0.17	35.3 %	\$1.07	\$1.00	7.0 %
Cash NOI	\$143,131	\$130,109	10.0 %	\$550,929	\$513,891	7.2 %
Same Store Cash NOI <sup>(1)</sup>	\$127,023	\$118,973	6.8 %	\$496,714	\$470,215	5.6 %
Adjusted EBITDAre	\$133,207	\$120,272	10.8 %	\$511,893	\$475,688	7.6 %
Core FFO	\$108,538	\$101,148	7.3 %	\$422,375	\$403,354	4.7 %
<i>Core FFO per share / unit — basic</i>	\$0.59	\$0.55	7.3 %	\$2.29	\$2.21	3.6 %
<i>Core FFO per share / unit — diluted</i>	\$0.58	\$0.55	5.5 %	\$2.29	\$2.21	3.6 %
Cash Available for Distribution	\$87,168	\$86,082	1.3 %	\$361,278	\$342,705	5.4 %

(1) The Same Store pool accounted for 90.6% of the total portfolio square footage as of December 31, 2023.

Definitions of the above-mentioned non-GAAP financial measures, together with reconciliations to net income (loss) in accordance with GAAP, appear at the end of this release. Please also see the Company's supplemental information package for additional disclosure.

## Acquisition and Disposition Activity

For the three months ended December 31, 2023, the Company acquired two buildings for \$48.7 million with an Occupancy Rate of 41.4% upon acquisition. The chart below details the acquisition activity for the quarter:

### FOURTH QUARTER 2023 ACQUISITION ACTIVITY

Market	Date Acquired	Square Feet	Buildings	Purchase Price (\$000s)	W.A. Lease Term (Years)	Cash Capitalization Rate	Straight-Line Capitalization Rate
Greenville, SC	10/5/2023	233,433	1	\$18,735	—		
Reno, NV	10/19/2023	165,000	1	29,971	1.9		
<b>Total / weighted average</b>		<b>398,433</b>	<b>2</b>	<b>\$48,706</b>	<b>1.9</b>	<b>6.5%</b>	<b>6.9%</b>

Additionally, in the fourth quarter, the Company acquired one asset under development for \$18.7 million. This asset is excluded from the acquisition activity statistics above.

The chart below details the 2023 acquisition activity and Pipeline through February 12, 2024:

### 2023 ACQUISITION ACTIVITY AND PIPELINE DETAIL

	Square Feet	Buildings	Purchase Price (\$000s)	W.A. Lease Term (Years)	Cash Capitalization Rate	Straight-Line Capitalization Rate
Q1	—	—	\$—	—	NA	NA
Q2	235,003	2	40,664	1.7	6.2%	6.3%
Q3	1,528,885	12	204,337	5.8	6.2%	6.7%
Q4	398,433	2	48,706	1.9	6.5%	6.9%
<b>Total / weighted average</b>	<b>2,162,321</b>	<b>16</b>	<b>\$293,707</b>	<b>4.8</b>	<b>6.2%</b>	<b>6.7%</b>
<b>Pipeline</b>	<b>23.4 million</b>	<b>151</b>	<b>\$3.1 billion</b>			

Additionally, in the fourth quarter, the Company acquired one asset under development for \$18.7 million. This asset is excluded from the acquisition activity statistics above.

Additionally, in the third quarter, the Company acquired two vacant land parcels for \$9.6 million. These assets are excluded from the acquisition activity statistics above.

The chart below details the disposition activity for the year ended December 31, 2023:

### 2023 DISPOSITION ACTIVITY

	Square Feet	Buildings	Sale Price (\$000s)
Q1	407,710	2	\$37,213
Q2	766,620	5	33,809
Q3	719,466	2	28,400
Q4	146,740	1	8,650
<b>Total</b>	<b>2,040,536</b>	<b>10</b>	<b>\$108,072</b>

### Leasing Activity

The chart below details the leasing activity for leases commenced during the three months ended December 31, 2023:

### FOURTH QUARTER 2023 OPERATING PORTFOLIO LEASING ACTIVITY

Lease Type	Square Feet	Lease Count	W.A. Lease Term (Years)	Cash Base Rent \$/SF	SL Base Rent \$/SF	Lease Commissions \$/SF	Tenant Improvements \$/SF	Cash Rent Change	SL Rent Change	Retention
New Leases	796,850	7	7.2	\$6.26	\$6.74	\$2.62	\$0.76	32.4%	43.6%	
Renewal Leases	1,817,985	16	4.2	\$7.34	\$7.73	\$1.06	\$0.40	37.6%	53.4%	88.0%
<b>Total / weighted average</b>	<b>2,614,835</b>	<b>23</b>	<b>5.1</b>	<b>\$7.01</b>	<b>\$7.43</b>	<b>\$1.53</b>	<b>\$0.51</b>	<b>36.2%</b>	<b>50.5%</b>	

The chart below details the leasing activity for leases commenced during the year ended December 31, 2023:

### 2023 YEAR TO DATE OPERATING PORTFOLIO LEASING ACTIVITY

Lease Type	Square Feet	# Leases	W.A. Lease Term (Years)	Cash Base Rent /SF	GAAP Base Rent /SF	Lease Commissions /SF	Tenant Improvement / SF	Cash Rent Change	GAAP Rent Change	Retention
New Leases	2,991,646	31	5.3	\$7.16	\$7.62	\$2.71	\$1.07	43.3%	54.3%	
Renewal Leases	10,322,350	81	4.3	\$5.59	\$5.89	\$0.91	\$0.22	26.9%	40.5%	77.7%
<b>Total / weighted average</b>	<b>13,313,996</b>	<b>112</b>	<b>4.5</b>	<b>\$5.94</b>	<b>\$6.28</b>	<b>\$1.31</b>	<b>\$0.41</b>	<b>31.0%</b>	<b>44.0%</b>	

Additionally, for the three months and year ended December 31, 2023, leases commenced totaling 498,724 and 1.6 million square feet, respectively, related to Value Add assets and first generation leasing. These are excluded from the Operating Portfolio statistics above.

As of February 12, 2024, addressed 68.7% of expected 2024 new and renewal leasing, consisting of 9.2 million square feet, achieving Cash Rent Change of 29.5%.

### **Capital Markets Activity**

The chart below details the ATM offering program activity for the year ended December 31, 2023:

#### **2023 ATM ACTIVITY**

Equity <sup>(1)</sup>	Shares Issued	Price per Share (Weighted Avg)	Gross Proceeds (\$000s)	Net Proceeds (\$000s)
Q1	—	\$0.00	\$0	\$0
Q2	249,016	\$35.55	\$8,854	\$8,765
Q3	—	\$0.00	\$0	\$0
Q4	—	\$0.00	\$0	\$0
<b>Total / weighted average</b>	<b>249,016</b>	<b>\$35.55</b>	<b>\$8,854</b>	<b>\$8,765</b>

(1) Includes only ATM program proceeds settled in the year ended December 31, 2023, and excludes any ATM issuance or settlement on a forward basis.

On July 27, 2023, the Company settled the remaining net proceeds of \$61.2 million related to the forward sale under the Company's ATM offering program completed in the second quarter of 2023.

On December 14, 2023, the Company sold 1.1 million shares on a forward basis under the ATM common stock offering program at a price of \$38.00 per share, or \$41.8 million. The Company does not initially receive any proceeds from the sale of shares on a forward basis. The Company has until December 14, 2024 to settle the forward contract, which had net proceeds of \$41.3 million available as of December 31, 2023.

On December 15, 2023, the Company paid off its \$3.2 million Thrivent Secured note.

As of December 31, 2023, Net Debt to Annualized Run Rate Adjusted EBITDAre was 4.9x and Liquidity was \$615.4 million.

Subsequent to quarter end, the Company sold 567,112 shares on a forward basis under the ATM common stock offering program at a price of \$38.88 per share, or \$22.1 million. The Company does not initially receive any proceeds from the sale of shares on a forward basis. The Company has until the first quarter of 2025 to settle the forward contract, which had net proceeds of \$21.9 million available as of February 12, 2024.

### **Conference Call**

The Company will host a conference call tomorrow, Wednesday, February 14, 2024, at 10:00 a.m. (Eastern Time) to discuss the quarter's results. The call can be accessed live over the phone toll-free by dialing (877) 407-4018, or for international callers, (201) 689-8471. A replay will be available shortly after the call and can be accessed by dialing (844) 512-2921, or for international callers, (412) 317-6671. The passcode for the replay is 13743373.

Interested parties may also listen to a simultaneous webcast of the conference call by visiting the Investor Relations section of the Company's website at [www.stagindustrial.com](http://www.stagindustrial.com), or by clicking on the following link:

<http://ir.stagindustrial.com/QuarterlyResults>

### **Supplemental Schedule**

The Company has provided a supplemental information package with additional disclosure and financial information on its website ([www.stagindustrial.com](http://www.stagindustrial.com)) under the "Quarterly Results" tab in the Investor Relations section.

**CONSOLIDATED BALANCE SHEETS**  
**STAG Industrial, Inc.**  
(unaudited, in thousands, except share data)

	December 31, 2023	December 31, 2022
<b>Assets</b>		
Rental Property:		
Land	\$ 698,633	\$ 647,098
Buildings and improvements, net of accumulated depreciation of \$921,846 and \$763,128, respectively	4,838,522	4,706,745
Deferred leasing intangibles, net of accumulated amortization of \$360,094 and \$328,848, respectively	435,722	508,935
Total rental property, net	5,972,877	5,862,778
Cash and cash equivalents	20,741	25,884
Restricted cash	1,127	905
Tenant accounts receivable	128,274	115,509
Prepaid expenses and other assets	80,455	71,733
Interest rate swaps	50,418	72,223
Operating lease right-of-use assets	29,566	31,313
Assets held for sale, net	—	4,643
<b>Total assets</b>	<b>\$ 6,283,458</b>	<b>\$ 6,184,988</b>
<b>Liabilities and Equity</b>		
Liabilities:		
Unsecured credit facility	\$ 402,000	\$ 175,000
Unsecured term loans, net	1,021,773	1,020,440
Unsecured notes, net	1,195,872	1,295,442
Mortgage notes, net	4,401	7,898
Accounts payable, accrued expenses and other liabilities	83,152	97,371
Tenant prepaid rent and security deposits	44,238	40,847
Dividends and distributions payable	22,726	22,282
Deferred leasing intangibles, net of accumulated amortization of \$26,613 and \$24,593, respectively	29,908	32,427
Operating lease liabilities	33,577	35,100
<b>Total liabilities</b>	<b>2,837,647</b>	<b>2,726,807</b>
Equity:		
Preferred stock, par value \$0.01 per share, 20,000,000 shares authorized at December 31, 2023 and December 31, 2022; none issued or outstanding	—	—
Common stock, par value \$0.01 per share, 300,000,000 shares authorized at December 31, 2023 and December 31, 2022, 181,690,867 and 179,248,980 shares issued and outstanding at December 31, 2023 and December 31, 2022, respectively	1,817	1,792
Additional paid-in capital	4,272,376	4,188,677
Cumulative dividends in excess of earnings	(948,720)	(876,145)
Accumulated other comprehensive income	49,207	70,500
Total stockholders' equity	3,374,680	3,384,824
Noncontrolling interest	71,131	73,357
<b>Total equity</b>	<b>3,445,811</b>	<b>3,458,181</b>
<b>Total liabilities and equity</b>	<b>\$ 6,283,458</b>	<b>\$ 6,184,988</b>

**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**STAG Industrial, Inc.**  
(unaudited, in thousands, except per share data)

	Three months ended December 31,		Year ended December 31,	
	2023	2022	2023	2022
<b>Revenue</b>				
Rental income	\$ 182,595	\$ 170,036	\$ 705,160	\$ 654,377
Other income	712	295	2,675	2,968
Total revenue	183,307	170,331	707,835	657,345
<b>Expenses</b>				
Property	36,611	34,965	139,596	125,701
General and administrative	11,658	11,527	47,491	46,958
Depreciation and amortization	71,248	68,939	278,447	275,040
Loss on impairment	—	—	—	1,783
Other expenses	584	2,756	4,693	4,363
Total expenses	120,101	118,187	470,227	453,845
<b>Other income (expense)</b>				
Interest and other income	15	20	68	103
Interest expense	(25,350)	(21,708)	(94,575)	(78,018)
Debt extinguishment and modification expenses	—	—	—	(838)
Gain (loss) on the sales of rental property, net	4,757	(12)	54,100	57,487
Total other income (expense)	(20,578)	(21,700)	(40,407)	(21,266)
<b>Net income</b>	<b>\$ 42,628</b>	<b>\$ 30,444</b>	<b>\$ 197,201</b>	<b>\$ 182,234</b>
Less: income attributable to noncontrolling interest	895	650	4,356	3,908
<b>Net income attributable to STAG Industrial, Inc.</b>	<b>\$ 41,733</b>	<b>\$ 29,794</b>	<b>\$ 192,845</b>	<b>\$ 178,326</b>
Less: amount allocated to participating securities	53	57	212	237
<b>Net income attributable to common stockholders</b>	<b>\$ 41,680</b>	<b>\$ 29,737</b>	<b>\$ 192,633</b>	<b>\$ 178,089</b>
Weighted average common shares outstanding — basic	181,442	179,064	180,221	178,753
Weighted average common shares outstanding — diluted	181,999	179,371	180,555	178,940
<b>Net income per share — basic and diluted</b>				
Net income per share attributable to common stockholders — basic	\$ 0.23	\$ 0.17	\$ 1.07	\$ 1.00
Net income per share attributable to common stockholders — diluted	\$ 0.23	\$ 0.17	\$ 1.07	\$ 1.00

**RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES**  
**STAG Industrial, Inc.**  
**(unaudited, in thousands)**

	Three months ended December 31,		Year ended December 31,	
	2023	2022	2023	2022
<b>NET OPERATING INCOME RECONCILIATION</b>				
<b>Net income</b>	\$ 42,628	\$ 30,444	\$ 197,201	\$ 182,234
General and administrative	11,658	11,527	47,491	46,958
Depreciation and amortization	71,248	68,939	278,447	275,040
Interest and other income	(15)	(20)	(68)	(103)
Interest expense	25,350	21,708	94,575	78,018
Loss on impairment	—	—	—	1,783
Debt extinguishment and modification expenses	—	—	—	838
Other expenses	584	2,756	4,693	4,363
(Gain) loss on the sales of rental property, net	(4,757)	12	(54,100)	(57,487)
<b>Net operating income</b>	<b>\$ 146,696</b>	<b>\$ 135,366</b>	<b>\$ 568,239</b>	<b>\$ 531,644</b>
<b>Net operating income</b>	<b>\$ 146,696</b>	<b>\$ 135,366</b>	<b>\$ 568,239</b>	<b>\$ 531,644</b>
Rental property straight-line rent adjustments, net	(3,168)	(5,113)	(16,423)	(17,401)
Amortization of above and below market leases, net	(397)	(144)	(887)	(352)
<b>Cash net operating income</b>	<b>\$ 143,131</b>	<b>\$ 130,109</b>	<b>\$ 550,929</b>	<b>\$ 513,891</b>
<b>Cash net operating income</b>	<b>\$ 143,131</b>			
Cash NOI from acquisitions' and dispositions' timing	256			
Cash termination, solar and other income	(1,782)			
<b>Run Rate Cash NOI</b>	<b>\$ 141,605</b>			
<b>Same Store Portfolio NOI</b>				
Total NOI	\$ 146,696	\$ 135,366	\$ 568,239	\$ 531,644
Less: NOI non-same-store properties	(15,815)	(11,219)	(54,399)	(40,832)
Termination, solar and other adjustments, net	(1,212)	(1,145)	(4,149)	(4,714)
<b>Same Store NOI</b>	<b>\$ 129,669</b>	<b>\$ 123,002</b>	<b>\$ 509,691</b>	<b>\$ 486,098</b>
Less: straight-line rent adjustments, net	(2,875)	(4,138)	(13,622)	(16,073)
Plus: amortization of above and below market leases, net	229	109	645	190
<b>Same Store Cash NOI</b>	<b>\$ 127,023</b>	<b>\$ 118,973</b>	<b>\$ 496,714</b>	<b>\$ 470,215</b>
<b>EBITDA FOR REAL ESTATE (EBITDAre) RECONCILIATION</b>				
<b>Net income</b>	\$ 42,628	\$ 30,444	\$ 197,201	\$ 182,234
Depreciation and amortization	71,248	68,939	278,447	275,040
Interest and other income	(15)	(20)	(68)	(103)
Interest expense	25,350	21,708	94,575	78,018
Loss on impairment	—	—	—	1,783
(Gain) loss on the sales of rental property, net	(4,757)	12	(54,100)	(57,487)
<b>EBITDAre</b>	<b>\$ 134,454</b>	<b>\$ 121,083</b>	<b>\$ 516,055</b>	<b>\$ 479,485</b>
<b>ADJUSTED EBITDAre RECONCILIATION</b>				
EBITDAre	\$ 134,454	\$ 121,083	\$ 516,055	\$ 479,485
Straight-line rent adjustments, net	(3,234)	(5,170)	(16,648)	(17,610)
Amortization of above and below market leases, net	(397)	(144)	(887)	(352)
Non-cash compensation expense	2,480	2,618	11,467	12,026
Non-recurring other items	(96)	1,885	1,906	1,301
Debt extinguishment and modification expenses	—	—	—	838
<b>Adjusted EBITDAre</b>	<b>\$ 133,207</b>	<b>\$ 120,272</b>	<b>\$ 511,893</b>	<b>\$ 475,688</b>

**RECONCILIATIONS OF GAAP TO NON-GAAP MEASURES**  
**STAG Industrial, Inc.**  
(unaudited, in thousands, except per share data)

	Three months ended December 31,		Year ended December 31,	
	2023	2022	2023	2022
<b>CORE FUNDS FROM OPERATIONS RECONCILIATION</b>				
<b>Net income</b>	\$ 42,628	\$ 30,444	\$ 197,201	\$ 182,234
Rental property depreciation and amortization	71,187	68,885	278,216	274,823
Loss on impairment	—	—	—	1,783
(Gain) loss on the sales of rental property, net	(4,757)	12	(54,100)	(57,487)
<b>Funds from operations</b>	<b>\$ 109,058</b>	<b>\$ 99,341</b>	<b>\$ 421,317</b>	<b>\$ 401,353</b>
Amount allocated to restricted shares of common stock and unvested units	(123)	(122)	(546)	(558)
<b>Funds from operations attributable to common stockholders and unit holders</b>	<b>\$ 108,935</b>	<b>\$ 99,219</b>	<b>\$ 420,771</b>	<b>\$ 400,795</b>
<b>Funds from operations attributable to common stockholders and unit holders</b>	<b>\$ 108,935</b>	<b>\$ 99,219</b>	<b>\$ 420,771</b>	<b>\$ 400,795</b>
Amortization of above and below market leases, net	(397)	(144)	(887)	(352)
Non-recurring dead deal costs	—	2,073	2,491	2,073
Debt extinguishment and modification expenses	—	—	—	838
<b>Core funds from operations</b>	<b>\$ 108,538</b>	<b>\$ 101,148</b>	<b>\$ 422,375</b>	<b>\$ 403,354</b>
<b>Weighted average common shares and units</b>				
Weighted average common shares outstanding	181,442	179,064	180,221	178,753
Weighted average units outstanding	3,735	3,729	3,845	3,695
<b>Weighted average common shares and units - basic</b>	<b>185,177</b>	<b>182,793</b>	<b>184,066</b>	<b>182,448</b>
Dilutive shares	557	307	334	187
<b>Weighted average common shares, units, and other dilutive shares - diluted</b>	<b>185,734</b>	<b>183,100</b>	<b>184,400</b>	<b>182,635</b>
<b>Core funds from operations per share / unit - basic</b>	<b>\$ 0.59</b>	<b>\$ 0.55</b>	<b>\$ 2.29</b>	<b>\$ 2.21</b>
<b>Core funds from operations per share / unit - diluted</b>	<b>\$ 0.58</b>	<b>\$ 0.55</b>	<b>\$ 2.29</b>	<b>\$ 2.21</b>
<b>CASH AVAILABLE FOR DISTRIBUTION RECONCILIATION</b>				
<b>Core funds from operations</b>	<b>\$ 108,538</b>	<b>\$ 101,148</b>	<b>\$ 422,375</b>	<b>\$ 403,354</b>
Amount allocated to restricted shares of common stock and unvested units	123	—	546	—
Non-rental property depreciation and amortization	61	54	231	217
Straight-line rent adjustments, net	(3,234)	(5,170)	(16,648)	(17,610)
Capital expenditures	(15,410)	(8,984)	(37,779)	(31,363)
Capital expenditures reimbursed by tenants	(374)	(172)	(1,702)	(976)
Lease commissions and tenant improvements	(5,997)	(4,404)	(21,117)	(26,690)
Non-cash portion of interest expense	981	992	3,905	3,747
Non-cash compensation expense	2,480	2,618	11,467	12,026
<b>Cash available for distribution</b>	<b>\$ 87,168</b>	<b>\$ 86,082</b>	<b>\$ 361,278</b>	<b>\$ 342,705</b>



## **Non-GAAP Financial Measures and Other Definitions**

**Acquisition Capital Expenditures:** We define Acquisition Capital Expenditures as capital expenditures identified at the time of acquisition. Acquisition Capital Expenditures also include new lease commissions and tenant improvements for space that was not occupied under the Company's ownership.

**Cash Available for Distribution:** Cash Available for Distribution represents Core FFO, excluding non-rental property depreciation and amortization, straight-line rent adjustments, non-cash portion of interest expense, non-cash compensation expense, and deducts capital expenditures reimbursed by tenants, capital expenditures, leasing commissions and tenant improvements, and severance costs.

Cash Available for Distribution should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, these measurements should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements.

Cash Available for Distribution excludes, among other items, depreciation and amortization and capture neither the changes in the value of our buildings that result from use or market conditions of our buildings, all of which have real economic effects and could materially impact our results from operations, the utility of these measures as measures of our performance is limited. In addition, our calculation of Cash Available for Distribution may not be comparable to similarly titled measures disclosed by other REITs.

**Cash Capitalization Rate:** We define Cash Capitalization Rate as calculated by dividing (i) the Company's estimate of year one cash net operating income from the applicable property's operations stabilized for occupancy (post-lease-up for vacant properties), which does not include termination income, solar income, miscellaneous other income, capital expenditures, general and administrative costs, reserves, tenant improvements and leasing commissions, credit loss, or vacancy loss, by (ii) the GAAP purchase price plus estimated Acquisition Capital Expenditures. These Capitalization Rate estimates are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors that are beyond our control, including those risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2023.

**Cash Rent Change:** We define Cash Rent Change as the percentage change in the base rent of the lease commenced during the period compared to the base rent of the Comparable Lease for assets included in the Operating Portfolio. The calculation compares the first base rent payment due after the lease commencement date compared to the base rent of the last monthly payment due prior to the termination of the lease, excluding holdover rent. Rent under gross or similar type leases are converted to a net rent based on an estimate of the applicable recoverable expenses.

**Comparable Lease:** We define a Comparable Lease as a lease in the same space with a similar lease structure as compared to the previous in-place lease, excluding new leases for space that was not occupied under our ownership.

**Earnings before Interest, Taxes, Depreciation, and Amortization for Real Estate (EBITDAre), Adjusted EBITDAre, Annualized Adjusted EBITDAre, Run Rate Adjusted EBITDAre, and Annualized Run Rate Adjusted EBITDAre:** We define EBITDAre in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). EBITDAre represents net income (loss) (computed in accordance with GAAP) before interest expense, interest and other income, tax, depreciation and amortization, gains or losses on the sale of rental property, and loss on impairments. Adjusted EBITDAre further excludes straight-line rent adjustments, non-cash compensation expense, amortization of above and below market leases, net, gain (loss) on involuntary conversion, debt extinguishment and modification expenses, and other non-recurring items.

We define Annualized Adjusted EBITDAre as Adjusted EBITDAre multiplied by four.

We define Run Rate Adjusted EBITDAre as Adjusted EBITDAre plus incremental Adjusted EBITDAre adjusted for a full period of acquisitions and dispositions. Run Rate Adjusted EBITDAre does not reflect the Company's historical results and does not predict future results, which may be substantially different.

We define Annualized Run Rate Adjusted EBITDAre as Run Rate Adjusted EBITDAre excluding allowable one-time items multiplied by four plus allowable one-time items.

EBITDAre, Adjusted EBITDAre, and Run Rate Adjusted EBITDAre should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, EBITDAre, Adjusted EBITDAre, and Run Rate Adjusted EBITDAre should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements. We believe that EBITDAre, Adjusted EBITDAre, and Run Rate Adjusted EBITDAre are helpful to investors as supplemental measures of the operating performance of a real estate company because they are direct measures of the actual operating results of our properties. We also use these measures in ratios to compare our performance to that of our industry peers.

**Funds from Operations (FFO) and Core FFO:** We define FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). FFO represents net income (loss) (computed in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, gains (losses) from sales of land, impairment write-downs of depreciable real estate, rental property depreciation and amortization (excluding amortization of deferred financing costs and fair market value of debt adjustment) and after adjustments for unconsolidated partnerships and joint ventures. Core FFO excludes amortization of above and below market leases, net, debt extinguishment and modification expenses, gain (loss) on involuntary conversion, gain (loss) on swap ineffectiveness, and non-recurring other expenses.

None of FFO or Core FFO should be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, these measurements should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements. We use FFO as a supplemental performance measure because it is a widely recognized measure of the performance of REITs. FFO may be used by investors as a basis to compare our operating performance with that of other REITs. We and investors may use Core FFO similarly as FFO.

However, because FFO and Core FFO exclude, among other items, depreciation and amortization and capture neither the changes in the value of our buildings that result from use or market conditions of our buildings, all of which have real economic effects and could materially impact our results from operations, the utility of these measures as measures of our performance is limited. In addition, other REITs may not calculate FFO in accordance with the NAREIT definition as we do, and, accordingly, our FFO may not be comparable to such other REITs' FFO. Similarly, our calculation of Core FFO may not be comparable to similarly titled measures disclosed by other REITs.

**GAAP:** We define GAAP as generally accepted accounting principles in the United States.

**Liquidity:** We define Liquidity as the amount of aggregate undrawn nominal commitments the Company could immediately borrow under the Company's unsecured debt instruments, consistent with the financial covenants, plus unrestricted cash balances.

**Market:** We define Market as the market defined by CBRE-EA based on the building address. If the building is located outside of a CBRE-EA defined market, the city and state is reflected.

**Net Debt:** We define Net Debt as the outstanding principal balance of the Company's total debt, less cash and cash equivalents.

**Net operating income (NOI), Cash NOI, and Run Rate Cash NOI:** We define NOI as rental income, including reimbursements, less property expenses, which excludes depreciation, amortization, loss on impairments, general and administrative expenses, interest expense, interest income, gain (loss) on involuntary conversion, debt extinguishment and modification expenses, gain on sales of rental property, and other expenses.

We define Cash NOI as NOI less rental property straight-line rent adjustments and less amortization of above and below market leases, net.

We define Run Rate Cash NOI as Cash NOI plus Cash NOI adjusted for a full period of acquisitions and dispositions, less cash termination income, solar income and revenue associated with one-time tenant reimbursements of capital expenditures. Run Rate Cash NOI does not reflect the Company's historical results and does not predict future results, which may be substantially different.

We consider NOI, Cash NOI and Run Rate Cash NOI to be appropriate supplemental performance measures to net income because we believe they help us, and investors understand the core operations of our buildings. None of these measures should be considered as an alternative to net income (determined in accordance with GAAP) as an indication of our performance, and we believe that to understand our performance further, these measurements should be compared with our reported net income or net loss in accordance with GAAP, as presented in our consolidated financial statements. Further, our calculations of NOI, Cash NOI and Run Rate NOI may not be comparable to similarly titled measures disclosed by other REITs.

**Occupancy Rate:** We define Occupancy Rate as the percentage of total leasable square footage for which either revenue recognition has commenced in accordance with GAAP or the lease term has commenced as of the close of the reporting period, whichever occurs earlier.

**Operating Portfolio:** We define the Operating Portfolio as all buildings that were acquired stabilized or have achieved Stabilization. The Operating Portfolio excludes non-core flex/office buildings, buildings contained in the Value Add Portfolio, and buildings classified as held for sale.

**Pipeline:** We define Pipeline as a point in time measure that includes all of the transactions under consideration by the Company's acquisitions group that have passed the initial screening process. The pipeline also includes transactions under contract and transactions with non-binding LOIs.

**Renewal Lease:** We define a Renewal Lease as a lease signed by an existing tenant to extend the term for 12 months or more, including (i) a renewal of the same space as the current lease at lease expiration, (ii) a renewal of only a portion of the current space at lease expiration, or (iii) an early renewal or workout, which ultimately does extend the original term for 12 months or more.

**Retention:** We define Retention as the percentage determined by taking Renewal Lease square footage commencing in the period divided by square footage of leases expiring in the period for assets included in the Operating Portfolio.

**Same Store:** We define Same Store properties as properties that were in the Operating Portfolio for the entirety of the comparative periods presented. The results for Same Store properties exclude termination fees, solar income, and revenue associated with one-time tenant reimbursements of capital expenditures. Same Store properties exclude Operating Portfolio properties with expansions placed into service or transferred from the Value Add Portfolio to the Operating Portfolio after December 31, 2021.

**Stabilization:** We define Stabilization for assets under development or redevelopment to occur as the earlier of achieving 90% occupancy or 12 months after completion. Stabilization for assets that were acquired and immediately added to the Value Add Portfolio occurs under the following:

- if acquired with less than 75% occupancy as of the acquisition date, Stabilization will occur upon the earlier of achieving 90% occupancy or 12 months from the acquisition date;
- if acquired and will be less than 75% occupied due to known move-outs within two years of the acquisition date, Stabilization will occur upon the earlier of achieving 90% occupancy after the known move-outs have occurred or 12 months after the known move-outs have occurred.

**Straight-Line Capitalization Rate:** We define Straight-Line Capitalization Rate as calculated by dividing (i) the Company's estimate of average annual net operating income from the applicable property's operations stabilized for occupancy (post-lease-up for vacant properties), which does not include termination income, solar income, miscellaneous other income, capital expenditures, general and administrative costs, reserves, tenant improvements and leasing commissions, credit loss, or vacancy loss, by (ii) the GAAP purchase price plus estimated Acquisition Capital Expenditures. These Capitalization Rate estimates are subject to risks, uncertainties, and assumptions and are not guarantees of future performance, which may be affected by known and unknown risks, trends, uncertainties, and factors that are beyond our control, including those risk factors contained in our Annual Report on Form 10-K for the year ended December 31, 2023.

**Straight-Line Rent Change (SL Rent Change):** We define SL Rent Change as the percentage change in the average monthly base rent over the term of the lease that commenced during the period compared to the Comparable Lease for assets included in the Operating Portfolio. Rent under gross or similar type leases are converted to a net rent based on an estimate of the applicable recoverable expenses, and this calculation excludes the impact of any holdover rent.

**Value Add Portfolio:** We define the Value Add Portfolio as properties that meet any of the following criteria:

- less than 75% occupied as of the acquisition date
- will be less than 75% occupied due to known move-outs within two years of the acquisition date;
- out of service with significant physical renovation of the asset;
- development.

**Weighted Average Lease Term:** We define Weighted Average Lease Term as the contractual lease term in years as of the lease start date weighted by square footage. Weighted Average Lease Term related to acquired assets reflects the remaining lease term in years as of the acquisition date weighted by square footage.

## **Forward-Looking Statements**

This earnings release contains certain 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. STAG Industrial, Inc. (STAG) intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe STAG's future plans, strategies and expectations, are generally identifiable by use of the words "believe," "will," "expect," "intend," "anticipate," "estimate," "should", "project" or similar expressions. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond STAG's control and which could materially affect actual results, performances or achievements. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, the risk factors discussed in STAG's most recent Annual Report on Form 10-K for the year ended December 31, 2023, as updated by the Company's subsequent reports filed with the Securities and Exchange Commission. Accordingly, there is no assurance that STAG's expectations will be realized. Except as otherwise required by the federal securities laws, STAG disclaims any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in STAG's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.