

W. P. Carey Inc.
Capitalization & Leverage

Second Quarter 2015

(W. P. CAREY)



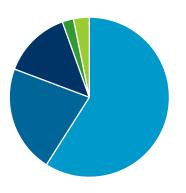
## **Balance Sheet Overview**

## Maintain conservative leverage and strong liquidity levels

## Capitalization







## Recent Events - 2015 YTD

- Priced a €500 million (\$592 million) Eurobond due 2023
- Priced a \$450 million U.S. bond due 2025
- Increased revolving credit facility an additional \$500 million to \$1.5 billion of capacity
- Established a \$400 million At-the-Market or "ATM" program

## Capitalization (\$MM)

Total Equity (1)	\$6,458
Mortgage Debt (pro rata)	2,376
Senior Unsecured Notes	1,509
Unsecured Term Loan	250
Unsecured Revolving Credit Facility	350
Total Pro Rata Debt	\$4,485
Less: Cash and Cash Equivalents	234
Total Pro Rata Net Debt	\$4,252
Enterprise Value	\$10,711
Total Capitalization	\$10,944

# **Leverage Metrics**

Pro Rata Net Debt / Enterprise Value (2)	39.7%
Total Consolidated Debt / Gross Assets (3)	48.9%
Pro Rata Net Debt / Adjusted EBITDA (2) (4)	5.2x
Weighted Average Interest Rate	4.2%

<sup>(1)</sup> Based on a stock price of \$61.88 as of August 3, 2015. Reflects common shares outstanding as of June 30, 2015.

<sup>(2)</sup> 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.

<sup>(3)</sup> Gross assets represents total assets, before accumulated depreciation.

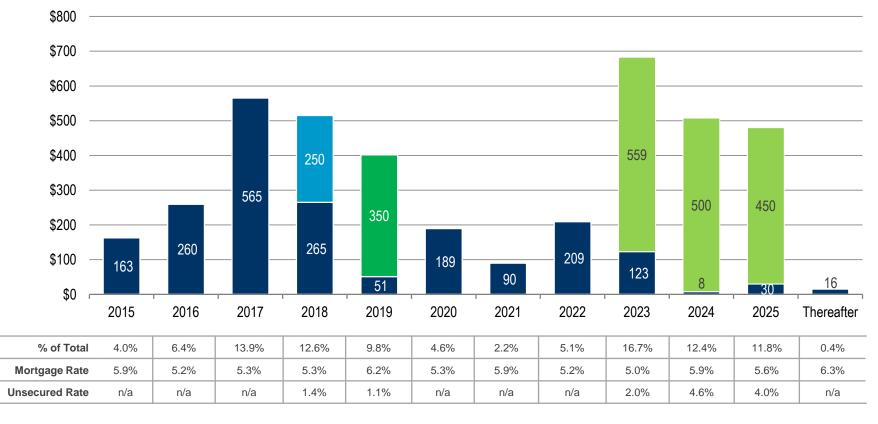
<sup>(4)</sup> Adjusted EBITDA represents Q2 2015 annualized adjusted EBITDA as reported in a Form 8-K filed with the SEC on August 4, 2015.



# **Debt Maturity Schedule**

Intends to continue to replace higher cost secured debt with lower cost long-term unsecured debt

## **Balance at Maturity (\$MM)**



<sup>■</sup> Mortgage Debt (1) Unsecured Term Loan (2) ■ Unsecured Revolver (2) ■ Unsecured Bonds (3)

<sup>(1)</sup> Reflects balloon payments due at date of maturity and excludes principal amortization.

Reflects maturity including extension options.

Reflects amount due at maturity, excluding unamortized premiums/discounts.



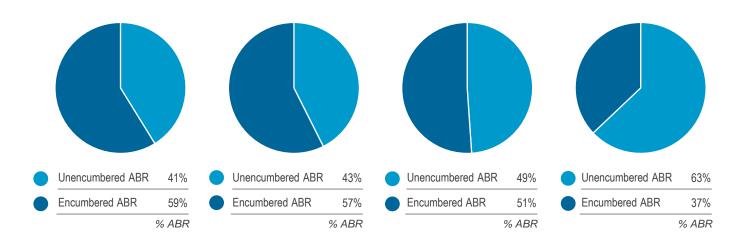
# **Unencumbered Pool**

## Committed to growing the unencumbered asset pool through both acquisitions and debt repayment

## Unencumbered ABR Based on Scheduled Debt Maturity Repayments<sup>(1)</sup>

	As of Jun. 30, 2015	As of Dec. 31, 2015	As of Dec. 31, 2016	As of Dec. 31, 2017
Unencumbered properties	471	483	584	673
Unencumbered ABR	\$280.2 MM	\$289.6 MM	\$332.7 MM	\$428.0 MM

Analysis excludes potential future unencumbered acquisitions, contractual rent increases and all investment management income





# **Unsecured Bond Covenants**

Focused on transitioning to an unsecured corporate structure and increasing its unencumbered asset base while maintaining conservative leverage

- Investment grade balance sheet with Baa2 / stable rating from Moody's and BBB / stable rating from S&P (1)
- Covenant levels provide W. P. Carey with flexibility to grow

## **Unsecured Senior Notes (2)**

	Metric	Covenant	June 30, 2015
Total Leverage	Total Debt / Total Assets	≤ 60%	44.7%
Secured Debt Leverage	Secured Debt / Total Assets	≤ 40%	24.0%
Fixed Charge Coverage	Consolidated EBITDA / Annual Debt Service Charge	≥ 1.5x	3.9x
Maintenance of Unencumbered Asset Value	Unencumbered Assets / Total Unsecured Debt	≥ 150%	203.6%

W. P. Carey's unsecured senior notes are rated Baa2 by Moody's and BBB- by S&P.

The above is a summary of the key financial covenants for the Senior Unsecured Notes, along with our 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 for the Senior Unsecured Notes.

# W. P. CAREY

# **Disclosures**

### **Cautionary Statement Concerning Forward-Looking Statements**

Certain of the matters discussed in this communication constitute forward-looking statements within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, 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 W. P. Carey and can be identified by the use of words such as "may," "will," "should," "would," "assume," "outlook," "seek," "plan," "believe," "expect," "anticipate," "intend," "estimate," "forecast" and other comparable terms. These forward-looking statements include, but are not limited to, statements regarding capital markets; tenant credit quality; our acquisition, underwriting, and asset management processes; general economic outlook and market conditions; the investment environment; interest rates; currency movements; hedging strategies; our expected range of AFFO; our corporate strategy; our encumbered assets and unencumbered income; our portfolio lease terms; growing our assets under management; acquisitions; our international exposure and acquisition volume; our expectations about tenant bankruptcies and interest coverage; statements regarding estimated or future economic performance and results, including our underlying assumptions; occupancy rate; credit ratings; possible new acquisitions; strategies for our investment management platform; our managed funds, including their earnings; statements that we make regarding our ability to remain qualified for taxation as a real estate investment trust ("REIT"); the amount and timing of any future dividends; our existing or future leverage and debt service obligations; our future prospects for growth; our projected assets under management; our future capital expenditure levels; our future financing transactions, including our ability to sell shares under the ATM program; our estimates of growth; our financial targets to be achieved in 2015 and beyond; our financial forecasts; and our plans to fund our future liquidity needs.

These statements are based on the current expectations of the management of W. P. Carey. It is important to note that the actual results of W. P. Carey could be materially different from those projected in such forward-looking statements. There are a number of risks and uncertainties that could cause actual results to differ materially from the forwardlooking statements. Other unknown or unpredictable factors could also have material adverse effects on our business, financial condition, liquidity, results of operations. AFFO and prospects. Discussions of some of these risk 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 "Item 1A. Risk Factors" in W. P. Carev's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC on March 2, 2014, as amended by a Form 10-K/A filed with the SEC on March 17, 2015, and our Quarterly Report on Form 10-Q for the guarter ended March 31, 2015 as filed with the SEC on May 18, 2015, and in subsequent reports filed with the SEC. In light of these risks, uncertainties, assumptions and factors, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this communication will in fact transpire. Moreover, because we operate in a very competitive and rapidly changing environment, new risks are likely to emerge from time to time. Given these risks and uncertainties, potential investors are cautioned not to place undue reliance on these forwardlooking statements as a prediction of future results, 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.



# Disclosures (cont'd)

#### Non-GAAP Financial Disclosures

### 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) because 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 Generally Accepted Accounting Principles ("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 merger expenses related to the CPA®:16 Merger (defined below), which are considered non-core, and gains and losses in real estate as they 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 considered primary drivers in our decision-making process. 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.

The term CPA®:16 Merger means our merger with Corporate Properties Associates 16 – Global Incorporated, which was completed on January 31, 2014.

#### **AFFO**

Funds From Operation ("FFO") is a non-GAAP measure defined by the National Association of Real Estate Investment Trusts® ("NAREIT"). NAREIT defines FFO as net income or loss (as computed in accordance with GAAP) excluding: depreciation and amortization expense from real estate assets, impairment charges on real estate, gains or losses from sales of depreciated real estate assets, and extraordinary items; however, FFO related to assets held for sale, sold, or otherwise transferred and included in the results of discontinued operations are included. These adjustments also incorporate the pro rata (described below) share of unconsolidated subsidiaries. FFO is used by management. investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers. Although NAREIT has published this definition of FFO, companies often modify this definition as they seek to provide financial measures that meaningfully reflect their distinctive operations.

We modify the NAREIT computation of FFO to include other adjustments to GAAP net income to adjust for certain non-cash charges such as amortization of intangibles, deferred income tax benefits and expenses, straight-line rents, stock compensation, gains or losses from extinguishment of debt and deconsolidation of subsidiaries, and unrealized foreign currency exchange gains and losses. Our assessment of our operations is focused on long-term sustainability and not on such non-cash items, which may cause short-term fluctuations in net income but have no impact on cash flows. Additionally, we exclude acquisition expenses and non-core expenses, such as merger and restructuring expenses. Merger expenses are related to the CPA®:16 Merger. We refer to our modified definition of FFO as "AFFO." We exclude these items from GAAP net income (i) as they are not the primary drivers in our decision-making process and: (ii) excluding these items provides investors with a view of our portfolio performance over time and make it more comparable to other REITs that are currently not engaged in acquisitions, mergers and restructurings, which are not part of our normal business operations. We use AFFO as one measure of our operating performance when we formulate corporate goals, evaluate the effectiveness of our strategies and determine executive compensation.

We believe that AFFO is a useful supplemental measure for investors to consider because it will help them to better assess the sustainability of our operating performance without the potentially distorting impact of these short-term fluctuations. However, there are limits on the usefulness of AFFO to investors. For example, impairment charges and unrealized foreign currency losses that we exclude may become actual realized losses upon the ultimate disposition of the properties in the form of lower cash proceeds or other considerations. We use our FFO and AFFO measures as supplemental financial measures of operating performance. We do not use our FFO and AFFO measures as, nor should they be considered to be, alternatives to net earnings computed under GAAP, as alternatives to cash from operating activities computed under GAAP, or as indicators of our ability to fund our cash needs.



# Disclosures (cont'd)

### Non-GAAP Financial Disclosures (cont'd)

#### **Pro Rata Metrics**

This presentation contains certain metrics prepared under the pro rata consolidation method. 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%. Under the full consolidation method, 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, we report our net investment and our net income or loss from that investment. Under the pro rata consolidation method, we present our proportionate share, based on our economic ownership of these jointly-owned investments, of the assets, liabilities, revenues and expenses of those investments.

#### **ABR**

ABR represents contractual minimum annualized base rent for our net leased properties. ABR is not applicable to operating properties.

### Other

MM represents million; B represents billion. Amounts may not sum to totals due to rounding. Certain metrics in this presentation, including non-GAAP measures such as EBITDA and AFFO and their reconciliation to the nearest GAAP measure, are presented in our supplemental report filed on Form 8-K on August 4, 2015. Equity Market Capitalization and Enterprise Value based on August 3, 2015 closing stock price unless otherwise noted.

All data presented herein is as of June 30, 2015 unless otherwise noted. Amounts may not sum to totals due to rounding. Past performance does not guarantee future results.