

## **COMPENSATION COMMITTEE CHARTER**

### **Structure and Rules of the Committee**

The Compensation Committee (the “Committee”) of Prologis, Inc. (the “Company”) shall consist of no fewer than three members. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”), as such requirements are interpreted by the Board of Directors (the “Board”) in its business judgment and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall elect annually, considering the recommendation of the Board Governance and Nomination Committee, the members of the Committee and designate a Chairperson of the Committee, all of whom shall serve until their successors are elected by a majority vote of the Board.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the eligibility requirements described above. Subject to such rules as the Board will prescribe, the Committee shall meet not less than two times annually, and may meet more frequently as the members of the Committee deem necessary, at a place specified by the Chairperson. Meetings of the Committee may be called at any time by the Chairperson of the Committee. No notice of meetings need be given.

A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee. In the event of a tied vote on any issue, the Committee Chairperson’s vote shall decide the issue. Except as expressly provided in this charter, the Articles of Incorporation, Bylaws or the Prologis Governance Guidelines, the Committee shall fix its own rules of procedure.

### **Purpose**

The Committee is organized with the purpose of discharging the Board’s responsibilities relating to compensation of Prologis’ directors and executives and producing an annual report on executive compensation for inclusion in Prologis’ proxy statement in accordance with applicable rules and regulations. The Committee has the overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

### **Committee Responsibilities and Authority**

The Committee’s responsibilities and authority include:

- (a) Reviewing and recommending to the Board corporate goals and objectives relative to CEO compensation;

- (b) Evaluating the CEO's performance in light of those goals and objectives, and setting the CEO's compensation level based on this evaluation, including incentive and equity-based plans;
- (c) Reviewing and approving the amount and form of compensation for the senior executive officers who report to the CEO;
- (d) Making recommendations to the Board (including recommendations for non-employee directors) on general compensation practices including incentive and equity-based plans; and adopting, administering and making awards under annual and long term incentive compensation and equity based plans, including amendments to the awards, under any such plans, and reviewing and monitoring awards under such plans;
- (e) The Committee shall review and approve any new employment agreements, change in control agreements, severance or similar termination payments proposed to be made to the Chief Executive Officer or any other executive officer of the Company; provided that payments and other obligations under previously approved agreements shall not require additional approval by the Committee;
- (f) Reviewing and reassessing, annually, the Committee's Charter in light of current circumstances of the Company and changes in regulations and recommending any proposed changes for the Board for approval;
- (g) Confirming that relevant reports are made to the Board or in periodic filings as required by governing rules and regulations of the Securities and Exchange Commission (the "SEC") and NYSE, including a Compensation Committee Report in the Company's proxy statement;
- (h) Reviewing and discussing with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by SEC rules and regulations and determining whether to recommend to the board that such CD&A be so included;
- (i) Periodically assessing whether the Company's compensation policies and practices for employees are appropriately aligned with the Company's management of enterprise risk;
- (j) Participating in succession planning for key executives; and
- (k) Forming and delegating authority to subcommittees when deemed appropriate by the Committee.

### **Access to Resources of the Company**

With reasonable advance notice, the Committee may request any officer of the Company to attend any meeting of the Committee or to otherwise provide assistance to the Committee in fulfilling its responsibilities.

The Committee shall have the sole authority and discretion to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after it taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) in the NYSE Listed Company Manual or otherwise by the NYSE. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

### **General**

The Board will confirm that an annual evaluation of the Committee's performance and execution of chartered responsibilities has been performed.

May 2, 2013