



EXECUTIVE COMMITTEE CHARTER

Structure and Rules of the Committee

The Executive Committee (the “Committee”) of Prologis, Inc. shall consist of no fewer than three members. The Board shall elect the members of the Committee and designate a Chairman 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, considering the recommendations of the Board Governance and Nomination Committee. Subject to such rules as the Board will prescribe, the Committee may meet as frequently as the members of the Committee deem necessary and this charter allows, at a place specified by the Chairman. Meetings of the Committee may be called at any time by the Chairman of the Committee as prescribed by this charter. 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 Board 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, Responsibilities and Authority

The Committee is organized with the purpose of meeting and acting only if action by the Board is required, the Board is unavailable, and the matter to be acted upon is time-sensitive. The Committee has and may exercise all of the powers and authority of the Board, subject to such limitations as the Board, this charter and/or applicable law, rules and regulations may from time to time impose.