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**Section 1: 8-K (8-K)**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **July 30, 2018**

**EQUITY COMMONWEALTH**  
(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of Incorporation)

**1-9317**

(Commission File Number)

**04-6558834**

(IRS Employer Identification No.)

**Two North Riverside Plaza,  
Suite 2100, Chicago, IL**

(Address of Principal Executive Offices)

**60606**

(Zip Code)

**(312) 646-2800**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02. Results of Operations and Financial Condition.**

On July 30, 2018, Equity Commonwealth, or the Company, issued a press release setting forth the Company's results of operations and financial condition for the quarter ended June 30, 2018, and also provided certain supplemental operating and financial data for the quarter ended June 30, 2018. Copies of the Company's press release and supplemental operating and financial data are furnished as Exhibits 99.1 and 99.2 hereto, respectively.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

99.1 [Press Release Dated July 30, 2018.](#)

99.2 [Second Quarter 2018 Supplemental Operating and Financial Data.](#)

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### EQUITY COMMONWEALTH

By: /s/ Adam S. Markman  
Name: Adam S. Markman  
Title: Executive Vice President, Chief  
Financial Officer and Treasurer

Date: July 30, 2018

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## Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



Two North Riverside Plaza, Suite 2100, Chicago, Illinois 60606

## Equity Commonwealth Reports Second Quarter 2018 Results

Chicago - July 30, 2018 - Equity Commonwealth (NYSE: EQC) today reported financial results for the quarter ended June 30, 2018. All per share results are reported on a diluted basis.

### Financial results for the quarter ended June 30, 2018

Net income attributable to common shareholders was \$35.0 million, or \$0.29 per share, for the quarter ended June 30, 2018. This compares to net loss attributable to common shareholders of \$7.8 million, or \$0.06 per share, for the quarter ended June 30, 2017. The increase in net income was primarily due to gains from property sales and a decrease in asset impairment.

Funds from Operations (FFO), as defined by the National Association of Real Estate Investment Trusts, for the quarter ended June 30, 2018, were \$20.8 million, or \$0.17 per share. This compares to FFO for the quarter ended June 30, 2017 of \$31.1 million, or \$0.25 per share. The following items impacted FFO for the quarter ended June 30, 2018, compared to the corresponding 2017 period:

- (\$0.21) per share of income from properties sold;
- \$0.07 per share of interest expense savings; and
- \$0.05 per share of increase in interest and other income.

Normalized FFO was \$20.8 million, or \$0.17 per share. This compares to Normalized FFO for the quarter ended June 30, 2017 of \$27.1 million, or \$0.22 per share. The following items impacted Normalized FFO for the quarter ended June 30, 2018, compared to the corresponding 2017 period:

- (\$0.21) per share of income from properties sold;
- \$0.07 per share of interest expense savings;
- \$0.05 per share of increase in interest and other income; and

- \$0.02 per share of increase in same property cash NOI.

Normalized FFO begins with FFO and eliminates certain items that, by their nature, are not comparable from period to period, non-cash items, and items that tend to obscure the company's operating performance. Definitions of FFO, Normalized FFO and reconciliations to net income, determined in accordance with U.S. generally accepted accounting principles, or GAAP, are included at the end of this press release.

For the quarter ended June 30, 2018, the company's balance of cash and marketable securities was \$2.8 billion. Total debt outstanding was \$280 million and availability under the company's revolving credit facility was \$750 million.

The weighted average number of diluted common shares outstanding when calculating net income per share for the quarter ended June 30, 2018 was 122,649,382 shares, compared to 124,067,247 for the quarter ended June 30, 2017. The weighted average number of diluted common shares outstanding when calculating FFO or Normalized FFO per share for the quarter ended June 30, 2018 was 122,692,289 shares, compared to 125,255,722 for the quarter ended June 30, 2017.

#### **Same property results for the quarter ended June 30, 2018**

The company's same property portfolio at the end of the quarter consisted of 13 properties totaling 6.3 million square feet. Operating results were as follows:

- The same property portfolio was 89.8% leased as of June 30, 2018, compared to 88.6% as of March 31, 2018, and 87.5% as of June 30, 2017.

- The same property portfolio commenced occupancy was 87.7% as of June 30, 2018, compared to 83.5% as of March 31, 2018, and 84.8% as of June 30, 2017.
- Same property NOI increased 2.6% when compared to the same period in 2017.
- Same property cash NOI increased 12.3% when compared to the same period in 2017.
- The company entered into leases for approximately 292,000 square feet, including new leases for approximately 189,000 square feet and renewal leases for approximately 103,000 square feet.
- GAAP rental rates on new and renewal leases were 23.6% higher compared to prior GAAP rental rates for the same space.
- Cash rental rates on new and renewal leases were 10.4% higher compared to prior cash rental rates for the same space.

The definitions and reconciliations of same property NOI and same property cash NOI to operating income, determined in accordance with GAAP, are included at the end of this press release. The same property portfolio includes properties continuously owned from April 1, 2017 through June 30, 2018.

#### **Significant events during the quarter ended June 30, 2018**

- The company repaid at par its \$400 million unsecured floating rate term loans due in 2020 and 2022. The company also terminated its \$400 million interest rate cap that would have matured on March 1, 2019.
- The company completed the sale of 1601 Dry Creek in Longmont, Colorado, a 100% leased, 553,000 square foot office property for a gross sale price of \$68.5 million.

#### **Subsequent Events**

- The company currently has 3 properties totaling 1.2 million square feet in various stages of the sale process.

#### **Earnings Conference Call & Supplemental Data**

Equity Commonwealth will host a conference call to discuss second quarter results on Tuesday, July 31, 2018, at 8:00 A.M. CDT. The conference call will be available via live audio webcast on the Investor Relations section of the company's website ([www.eqcre.com](http://www.eqcre.com)). A replay of the audio webcast will also be available following the call.

A copy of EQC's Second Quarter 2018 Supplemental Operating and Financial Data is available on the Investor Relations section of EQC's website at [www.eqcre.com](http://www.eqcre.com).

#### **About Equity Commonwealth**

Equity Commonwealth (NYSE: EQC) is a Chicago based, internally managed and self-advised real estate investment trust (REIT) with commercial office properties in the United States. As of June 30, 2018, EQC's portfolio comprised 13 properties and 6.3 million square feet.

#### **Regulation FD Disclosures**

We intend to use any of the following to comply with our disclosure obligations under Regulation FD: press releases, SEC filings, public conference calls, or our website. We routinely post important information on our website at [www.eqcre.com](http://www.eqcre.com), including information that may be deemed to be material. We encourage investors and others interested in the company to monitor these distribution channels for material disclosures.

#### **Forward-Looking Statements**

Some of the statements contained in this press release constitute forward-looking statements within the meaning of the federal securities laws, including, but not limited to, statements regarding share repurchases, marketing the company's properties for sale and consummating asset sales. Any forward-looking statements contained in this press release are intended to be made pursuant to the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or the negative of these words and phrases or similar words or phrases which are predictions of or

indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

The forward-looking statements contained in this press release reflect the company's current views about future events and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause the company's actual results to differ significantly from those expressed in any forward-looking statement. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all).

While forward-looking statements reflect the company's good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes. For a further discussion of these and other factors that could cause the company's future results to differ materially from any forward-looking statements, see the section entitled "Risk Factors" in the company's most recent Annual Report on Form 10-K and in the company's Quarterly Reports on Form 10-Q for subsequent quarters.

**Contact:**

Sarah Byrnes, Investor Relations  
(312) 646-2801  
ir@eqcre.com

**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(amounts in thousands, except share data)

	June 30, 2018	December 31, 2017
<b>ASSETS</b>		
Real estate properties:		
Land	\$ 146,700	\$ 191,775
Buildings and improvements	1,117,446	1,555,836
	<u>1,264,146</u>	<u>1,747,611</u>
Accumulated depreciation	(387,888)	(450,718)
	876,258	1,296,893
Assets held for sale	—	97,688
Acquired real estate leases, net	2,946	23,847
Cash and cash equivalents	2,507,117	2,351,693
Marketable securities	248,275	276,928
Restricted cash	8,419	8,897
Rents receivable, net of allowance for doubtful accounts of \$5,101 and \$4,771, respectively	57,347	93,436
Other assets, net	76,512	87,563
<b>Total assets</b>	<b>\$ 3,776,874</b>	<b>\$ 4,236,945</b>
<b>LIABILITIES AND EQUITY</b>		
Revolving credit facility	\$ —	\$ —
Senior unsecured debt, net	248,048	815,984
Mortgage notes payable, net	31,964	32,594
Liabilities related to properties held for sale	—	1,840
Accounts payable, accrued expenses and other	44,380	74,956
Rent collected in advance	10,173	11,076
<b>Total liabilities</b>	<b>\$ 334,565</b>	<b>\$ 936,450</b>
Shareholders' equity:		
Preferred shares of beneficial interest, \$0.01 par value: 50,000,000 shares authorized;		
Series D preferred shares; 6 1/2% cumulative convertible; 4,915,196 shares issued and outstanding, aggregate liquidation preference of \$122,880	\$ 119,263	\$ 119,263
Common shares of beneficial interest, \$0.01 par value: 350,000,000 shares authorized; 121,482,673 and 124,217,616 shares issued and outstanding, respectively	1,215	1,242
Additional paid in capital	4,300,822	4,380,313
Cumulative net income	2,822,793	2,596,259
Cumulative other comprehensive loss	(1,469)	(95)
Cumulative common distributions	(3,111,868)	(3,111,868)
Cumulative preferred distributions	(689,742)	(685,748)
Total shareholders' equity	<u>3,441,014</u>	<u>3,299,366</u>
Noncontrolling interest	1,295	1,129
<b>Total equity</b>	<b>\$ 3,442,309</b>	<b>\$ 3,300,495</b>
<b>Total liabilities and equity</b>	<b>\$ 3,776,874</b>	<b>\$ 4,236,945</b>



**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(amounts in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
<b>Revenues:</b>				
Rental income	\$ 35,211	\$ 74,352	\$ 78,760	\$ 154,557
Tenant reimbursements and other income	13,425	17,247	28,464	36,593
<b>Total revenues</b>	<b>\$ 48,636</b>	<b>\$ 91,599</b>	<b>\$ 107,224</b>	<b>\$ 191,150</b>
<b>Expenses:</b>				
Operating expenses	\$ 19,521	\$ 37,284	\$ 44,120	\$ 78,371
Depreciation and amortization	13,021	23,922	26,924	50,837
General and administrative	11,222	11,960	24,561	24,038
Loss on asset impairment	—	18,428	12,087	19,714
<b>Total expenses</b>	<b>\$ 43,764</b>	<b>\$ 91,594</b>	<b>\$ 107,692</b>	<b>\$ 172,960</b>
<b>Operating income (loss)</b>	<b>\$ 4,872</b>	<b>\$ 5</b>	<b>\$ (468)</b>	<b>\$ 18,190</b>
Interest and other income, net	12,668	6,019	18,448	10,391
Interest expense (including net amortization of debt discounts, premiums and deferred financing fees of \$645, \$849, \$1,446 and \$1,562, respectively)	(6,350)	(14,863)	(16,465)	(29,877)
Loss on early extinguishment of debt	(1,536)	(63)	(6,403)	(63)
Gain on sale of properties, net	26,937	3,136	232,148	19,590
Income (loss) before income taxes	36,591	(5,766)	227,260	18,231
Income tax benefit (expense)	456	(45)	(2,551)	(220)
<b>Net income (loss)</b>	<b>\$ 37,047</b>	<b>\$ (5,811)</b>	<b>\$ 224,709</b>	<b>\$ 18,011</b>
Net (income) loss attributable to noncontrolling interest	(14)	2	(77)	(6)
<b>Net income (loss) attributable to Equity Commonwealth</b>	<b>\$ 37,033</b>	<b>\$ (5,809)</b>	<b>\$ 224,632</b>	<b>\$ 18,005</b>
Preferred distributions	(1,997)	(1,997)	(3,994)	(3,994)
<b>Net income (loss) attributable to Equity Commonwealth common shareholders</b>	<b>\$ 35,036</b>	<b>\$ (7,806)</b>	<b>\$ 220,638</b>	<b>\$ 14,011</b>
Weighted average common shares outstanding — basic <sup>(1)</sup>	121,822	124,067	122,839	124,057
Weighted average common shares outstanding — diluted <sup>(1)</sup>	122,649	124,067	126,027	125,203
<b>Earnings per common share attributable to Equity Commonwealth common shareholders:</b>				
Basic	\$ 0.29	\$ (0.06)	\$ 1.80	\$ 0.11
Diluted	\$ 0.29	\$ (0.06)	\$ 1.78	\$ 0.11

(1) Weighted average common shares outstanding for the three months ended June 30, 2018 and 2017 includes 362 and 0 unvested, earned RSUs, respectively. Weighted average common shares outstanding for the six months ended June 30, 2018 and 2017 includes 335 and 0 unvested, earned RSUs, respectively. Additionally, as of June 30, 2018, we had 4,915 series D preferred shares outstanding that were convertible into 2,363 common shares. The series D preferred shares are dilutive for GAAP EPS for the six months ended June 30, 2018. They are anti-dilutive for all other periods presented.

**CALCULATION OF FUNDS FROM OPERATIONS (FFO) AND NORMALIZED FFO**  
(amounts in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<b>Calculation of FFO</b>				
Net income (loss)	\$ 37,047	\$ (5,811)	\$ 224,709	\$ 18,011
Real estate depreciation and amortization	12,717	23,619	26,320	50,235
Loss on asset impairment	—	18,428	12,087	19,714
Gain on sale of properties, net	(26,937)	(3,136)	(232,148)	(19,590)
FFO attributable to Equity Commonwealth	22,827	33,100	30,968	68,370
Preferred distributions	(1,997)	(1,997)	(3,994)	(3,994)
<b>FFO attributable to EQC common shareholders and unitholders</b>	<b>\$ 20,830</b>	<b>\$ 31,103</b>	<b>\$ 26,974</b>	<b>\$ 64,376</b>
<b>Calculation of Normalized FFO</b>				
FFO attributable to EQC common shareholders and unitholders	\$ 20,830	\$ 31,103	\$ 26,974	\$ 64,376
Lease value amortization	(18)	518	80	1,091
Straight line rent adjustments	(1,022)	(4,543)	(2,550)	(8,930)
Loss on early extinguishment of debt	1,536	63	6,403	63
Income taxes related to gains on property sales	(496)	—	2,473	—
Loss on sale of securities	—	—	4,987	—
<b>Normalized FFO attributable to EQC common shareholders and unitholders</b>	<b>\$ 20,830</b>	<b>\$ 27,141</b>	<b>\$ 38,367</b>	<b>\$ 56,600</b>
Weighted average common shares and units outstanding -- basic <sup>(1)</sup>	121,865	124,106	122,882	124,091
Weighted average common shares and units outstanding -- diluted <sup>(1)</sup>	122,692	125,256	123,707	125,203
FFO attributable to EQC common shareholders and unitholders per share and unit -- basic	\$ 0.17	\$ 0.25	\$ 0.22	\$ 0.52
FFO attributable to EQC common shareholders and unitholders per share and unit -- diluted	\$ 0.17	\$ 0.25	\$ 0.22	\$ 0.51
Normalized FFO attributable to EQC common shareholders and unitholders per share and unit -- basic	\$ 0.17	\$ 0.22	\$ 0.31	\$ 0.46
Normalized FFO attributable to EQC common shareholders and unitholders per share and unit -- diluted	\$ 0.17	\$ 0.22	\$ 0.31	\$ 0.45

(1) Our calculations of FFO and Normalized FFO attributable to EQC common shareholders **and unitholders** per share and unit - basic for the three and six months ended June 30, 2018 include 42 LTIP/Operating Partnership Units that are excluded from the calculation of basic earnings per common share attributable to EQC **common shareholders (only)**. Our calculations of FFO and Normalized FFO attributable to EQC common shareholders **and unitholders** per share and unit - basic for the three and six months ended June 30, 2017 include 39 and 34 LTIP/Operating Partnership Units, respectively, that are excluded from the calculation of basic earnings per common share attributable to EQC **common shareholders (only)**.

We compute FFO in accordance with standards established by NAREIT. NAREIT defines FFO as net income (loss), calculated in accordance with GAAP, excluding real estate depreciation and amortization, gains (or losses) from sales of depreciable property, impairment of depreciable real estate, and our portion of these items related to equity investees and noncontrolling interests. Our calculation of Normalized FFO differs from NAREIT's definition of FFO because we exclude certain items that we view as nonrecurring or impacting comparability from period to period. FFO and Normalized FFO are supplemental non-GAAP financial measures. We consider FFO and Normalized FFO to be appropriate measures of operating performance for a REIT, along with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities.

We believe that FFO and Normalized FFO provide useful information to investors because by excluding the effects of certain historical amounts, such as depreciation expense, FFO and Normalized FFO may facilitate a comparison of our operating performance between periods and with other REITs. FFO and Normalized FFO do not represent cash generated by operating activities in accordance with GAAP and should not be considered as alternatives to net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) or cash flow from operating activities, determined in accordance with GAAP, or as indicators of our financial performance or liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of our needs. These measures should be considered in conjunction with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities as presented in our condensed consolidated statements of operations, condensed consolidated statements of comprehensive income and condensed consolidated statements of cash flows. Other REITs and real estate companies may calculate FFO and Normalized FFO differently than we do.

**CALCULATION OF SAME PROPERTY NET OPERATING INCOME (NOI) AND SAME PROPERTY CASH BASIS NOI**  
(amounts in thousands)

	For the Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
<b>Calculation of Same Property NOI and Same Property Cash Basis NOI:</b>					
Rental income	\$ 35,211	\$ 43,549	\$ 54,672	\$ 61,091	\$ 74,352
Tenant reimbursements and other income	13,425	15,039	16,951	16,707	17,247
Operating expenses	(19,521)	(24,599)	(30,674)	(32,380)	(37,284)
<b>NOI</b>	<b>\$ 29,115</b>	<b>\$ 33,989</b>	<b>\$ 40,949</b>	<b>\$ 45,418</b>	<b>\$ 54,315</b>
Straight line rent adjustments	(1,022)	(1,528)	(1,938)	(3,557)	(4,543)
Lease value amortization	(18)	98	295	388	518
Lease termination fees	(1,557)	(965)	(942)	(1,477)	(814)
<b>Cash Basis NOI</b>	<b>\$ 26,518</b>	<b>\$ 31,594</b>	<b>\$ 38,364</b>	<b>\$ 40,772</b>	<b>\$ 49,476</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	(775)	(7,451)	(13,411)	(16,531)	(26,558)
<b>Same Property Cash Basis NOI</b>	<b>\$ 25,743</b>	<b>\$ 24,143</b>	<b>\$ 24,953</b>	<b>\$ 24,241</b>	<b>\$ 22,918</b>
Non-cash rental income and lease termination fees from same properties	1,970	1,913	1,845	3,284	4,100
<b>Same Property NOI</b>	<b>\$ 27,713</b>	<b>\$ 26,056</b>	<b>\$ 26,798</b>	<b>\$ 27,525</b>	<b>\$ 27,018</b>

**Reconciliation of Same Property NOI to GAAP Operating Income:**

<b>Same Property NOI</b>	<b>\$ 27,713</b>	<b>\$ 26,056</b>	<b>\$ 26,798</b>	<b>\$ 27,525</b>	<b>\$ 27,018</b>
Non-cash rental income and lease termination fees from same properties	(1,970)	(1,913)	(1,845)	(3,284)	(4,100)
<b>Same Property Cash Basis NOI</b>	<b>\$ 25,743</b>	<b>\$ 24,143</b>	<b>\$ 24,953</b>	<b>\$ 24,241</b>	<b>\$ 22,918</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	775	7,451	13,411	16,531	26,558
<b>Cash Basis NOI</b>	<b>\$ 26,518</b>	<b>\$ 31,594</b>	<b>\$ 38,364</b>	<b>\$ 40,772</b>	<b>\$ 49,476</b>
Straight line rent adjustments	1,022	1,528	1,938	3,557	4,543
Lease value amortization	18	(98)	(295)	(388)	(518)
Lease termination fees	1,557	965	942	1,477	814
<b>NOI</b>	<b>\$ 29,115</b>	<b>\$ 33,989</b>	<b>\$ 40,949</b>	<b>\$ 45,418</b>	<b>\$ 54,315</b>
Depreciation and amortization	(13,021)	(13,903)	(18,738)	(21,133)	(23,922)
General and administrative	(11,222)	(13,339)	(12,033)	(11,689)	(11,960)
Loss on asset impairment	—	(12,087)	—	—	(18,428)
<b>Operating Income (Loss)</b>	<b>\$ 4,872</b>	<b>\$ (5,340)</b>	<b>\$ 10,178</b>	<b>\$ 12,596</b>	<b>\$ 5</b>

(1) Cash Basis NOI from non-same properties for all periods presented includes the operations of properties disposed or classified as held for sale and land parcels.



**CALCULATION OF SAME PROPERTY NET OPERATING INCOME (NOI) AND SAME PROPERTY CASH BASIS NOI**  
(amounts in thousands)

	For the Six Months Ended June 30,	
	2018	2017
<b>Calculation of Same Property NOI and Same Property Cash Basis NOI:</b>		
Rental income	\$ 78,760	\$ 154,557
Tenant reimbursements and other income	28,464	36,593
Operating expenses	(44,120)	(78,371)
<b>NOI</b>	<b>\$ 63,104</b>	<b>\$ 112,779</b>
Straight line rent adjustments	(2,550)	(8,930)
Lease value amortization	80	1,091
Lease termination fees	(2,522)	(2,525)
<b>Cash Basis NOI</b>	<b>\$ 58,112</b>	<b>\$ 102,415</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	(8,226)	(56,356)
<b>Same Property Cash Basis NOI</b>	<b>\$ 49,886</b>	<b>\$ 46,059</b>
Non-cash rental income and lease termination fees from same properties	3,883	7,568
<b>Same Property NOI</b>	<b>\$ 53,769</b>	<b>\$ 53,627</b>

**Reconciliation of Same Property NOI to GAAP Operating Income:**

<b>Same Property NOI</b>	<b>\$ 53,769</b>	<b>\$ 53,627</b>
Non-cash rental income and lease termination fees from same properties	(3,883)	(7,568)
<b>Same Property Cash Basis NOI</b>	<b>\$ 49,886</b>	<b>\$ 46,059</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	8,226	56,356
<b>Cash Basis NOI</b>	<b>\$ 58,112</b>	<b>\$ 102,415</b>
Straight line rent adjustments	2,550	8,930
Lease value amortization	(80)	(1,091)
Lease termination fees	2,522	2,525
<b>NOI</b>	<b>\$ 63,104</b>	<b>\$ 112,779</b>
Depreciation and amortization	(26,924)	(50,837)
General and administrative	(24,561)	(24,038)
Loss on asset impairment	(12,087)	(19,714)
<b>Operating (Loss) Income</b>	<b>\$ (468)</b>	<b>\$ 18,190</b>

(1) Cash Basis NOI from non-same properties for all periods presented includes the operations of properties disposed or classified as held for sale and land parcels.

NOI is income from our real estate operations including lease termination fees received from tenants less our property operating expenses. NOI excludes amortization of capitalized tenant improvement costs and leasing commissions and corporate level expenses. Cash Basis NOI is NOI excluding the effects of straight line rent adjustments, lease value amortization, and lease termination fees. The quarter-to-date same property versions of these measures include the results of properties continuously owned from April 1, 2017 through June 30, 2018. The year-to-date same property versions of these measures include the results of properties continuously owned from January 1, 2017 through June 30, 2018. Land parcels and properties classified as held for sale within our condensed consolidated balance sheets are excluded from the same property versions of these measures.

We consider these supplemental non-GAAP financial measures to be appropriate supplemental measures to net income (loss) because they help to understand the operations of our properties. We use these measures internally to evaluate property level performance, and we believe that they provide useful information to investors regarding our results of operations because they reflect only those income and expense items that are incurred at the property level and may facilitate comparisons of our operating performance between periods and with other REITs. Cash Basis NOI is among the factors considered with respect to acquisition, disposition and financing decisions. These measures do not represent cash generated by operating activities in accordance with GAAP and should not be considered as an alternative to net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) or cash flow from operating activities, determined in accordance with GAAP, or as indicators of our financial performance or liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of our needs. These measures should be considered in conjunction with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities as presented in our condensed consolidated statements of operations, condensed consolidated statements of comprehensive income and condensed consolidated statements of cash flows. Other REITs and real estate companies may calculate these measures differently than we do.

[\(Back To Top\)](#)

## Section 3: EX-99.2 (EXHIBIT 99.2)

Exhibit 99.2



# Equity Commonwealth Supplemental Operating and Financial Data

Second Quarter 2018



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### Forward-Looking Statements

Some of the statements contained in this presentation constitute forward-looking statements within the meaning of the federal securities laws. Any forward-looking statements contained in this presentation are intended to be made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our funds from operations and anticipated market conditions are forward-looking statements. In some cases, you can identify forward-looking statements by the use of forward-looking terminology such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” or “potential” or the negative of these words and phrases or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

The forward-looking statements contained in this presentation reflect our current views about future events and are subject to numerous known and unknown risks, uncertainties, assumptions and changes in circumstances that may cause our actual results to differ significantly from those expressed in any forward-looking statement. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes. For a further discussion of these and other factors that could cause our future results to differ materially from any forward-looking statements, see the sections entitled “Risk Factors” in our most recent Annual Report on Form 10-K and subsequent quarterly reports on Form 10-Q.

### Regulation FD Disclosures

We intend to use any of the following to comply with our disclosure obligations under Regulation FD: press releases, SEC filings, public conference calls, or our website. We routinely post important information on our website at [www.eqcre.com](http://www.eqcre.com), including information that may be deemed to be material. We encourage investors and others interested in the company to monitor these distribution channels for material disclosures.



## COMPANY PROFILE AND INVESTOR INFORMATION

Equity Commonwealth (NYSE: EQC) is an internally managed and self-advised real estate investment trust (REIT) with commercial office properties throughout the United States.

### Same Property Statistics

No. of Properties	Sq. Feet	% Leased	% Commenced
13	6,341	89.8%	87.7%

#### Senior Unsecured Debt Ratings

Moody's: Baa2

Standard & Poor's: BBB-

#### NYSE Trading Symbols

Common Stock: EQC

Preferred Stock Series D: EQCPD

### Board of Trustees

Sam Zell (Chairman)	David A. Helfand	Kenneth Shea
James S. Corl	Peter Linneman (Lead Independent Trustee)	Gerald A. Spector
Martin L. Edelman	James L. Lozier, Jr.	James A. Star
Edward A. Glickman	Mary Jane Robertson	

### Senior Management

David A. Helfand President and Chief Executive Officer	David S. Weinberg Executive Vice President and Chief Operating Officer	
Adam S. Markman Executive Vice President, Chief Financial Officer and Treasurer	Orrin S. Shifrin Executive Vice President, General Counsel and Secretary	

### Equity Research Coverage <sup>(1)</sup>

<b>Bank of America / Merrill Lynch</b>	James Feldman	(646) 855-5808	james.feldman@baml.com
<b>Citigroup</b>	Michael Bilerman	(212) 816-1383	michael.bilerman@citi.com
<b>Green Street Advisors</b>	Jed Reagan	(949) 640-8780	jreagan@greestreetadvisors.com
<b>JMP Securities</b>	Mitch Germain	(212) 906-3546	mgermain@jmpsecurities.com
<b>Stifel Nicolaus</b>	John Guinee	(443) 224-1307	jwguinee@stifel.com

### Debt Research Coverage <sup>(1)</sup>

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### Rating Agencies <sup>(1)</sup>

<b>Moody's Investors Service</b>	Lori Marks	(212) 553-1098	lori.marks@moodys.com
<b>Standard &amp; Poor's</b>	Anita Ogbara	(212) 438-5077	anita.ogbara@standardandpoors.com

*Certain terms are defined in the definitions section of this document.*

(1) Any opinions, estimates or forecasts regarding EQC's performance made by these analysts or agencies do not represent opinions, forecasts or predictions of EQC or its management. EQC does not by its reference to the analysts and agencies above imply its endorsement of or concurrence with any information, conclusions or recommendations provided by any of these analysts or agencies.

## KEY FINANCIAL DATA

(amounts in thousands, except per share data)

	As of and for the Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
<b>OPERATING INFORMATION</b>					
Ending property count <sup>(1)</sup>	13	13	16	20	21
Ending square footage <sup>(1)(2)</sup>	6,341	6,344	8,706	11,031	11,651
Percent leased <sup>(1)</sup>	89.8 %	88.6 %	91.9 %	88.3 %	88.4 %
Percent commenced <sup>(1)</sup>	87.7 %	83.5 %	89.2 %	85.5 %	86.3 %
Net income (loss) attributable to EQC common shareholders	\$ 35,036	\$ 185,602	\$ (23,558)	\$ 31,215	\$ (7,806)
Adjusted EBITDAre <sup>(3)</sup>	30,561	31,417	37,309	41,325	48,374
<b>SAME PROPERTY OPERATING INFORMATION</b>					
Ending square footage <sup>(1)</sup>	6,341	6,344	6,343	6,343	6,324
Percent leased	89.8 %	88.6 %	89.2 %	88.7 %	87.5 %
Percent commenced	87.7 %	83.5 %	85.4 %	85.2 %	84.8 %
Same Property NOI <sup>(3)</sup>	\$ 27,713	\$ 26,056	\$ 26,798	\$ 27,525	\$ 27,018
Same Property Cash Basis NOI <sup>(3)</sup>	25,743	24,143	24,953	24,241	22,918
Same Property NOI margin	59.6 %	59.0 %	61.0 %	61.3 %	61.6 %
Same Property Cash Basis NOI margin	57.8 %	57.2 %	59.3 %	58.3 %	57.6 %
<b>SHARES OUTSTANDING AND PER SHARE DATA <sup>(4)</sup></b>					
<b>Shares Outstanding at End of Period</b>					
Common stock outstanding - basic <sup>(5)</sup>	121,483	121,457	124,218	124,089	124,089
Dilutive restricted share units (RSUs), Operating Partnership Units, and LTIP Units <sup>(4)</sup>	1,235	1,377	673	1,085	1,191
Dilutive Series D Convertible Preferred Shares outstanding <sup>(6)</sup>	—	2,363	—	—	—
Preferred Stock Outstanding <sup>(6)</sup>	4,915	4,915	4,915	4,915	4,915
<b>Weighted Average Shares Outstanding - GAAP</b>					
Basic <sup>(5)</sup>	121,822	123,867	124,293	124,089	124,067
Diluted <sup>(5)</sup>	122,649	127,097	124,293	125,175	124,067
<b>BALANCE SHEET</b>					
Total assets	\$ 3,776,874	\$ 4,137,306	\$ 4,236,945	\$ 4,260,289	\$ 4,491,116
Total liabilities	334,565	735,827	936,450	935,590	1,204,655
<b>ENTERPRISE VALUE</b>					
Total debt (book value)	\$ 280,012	\$ 678,527	\$ 848,578	\$ 850,576	\$ 1,100,355
Less: Cash and cash equivalents	(2,507,117)	(2,837,671)	(2,351,693)	(2,233,077)	(1,967,549)
Plus: Market value of preferred shares (at end of period)	127,943	127,746	129,462	130,892	127,992
Plus: Market value of diluted common shares (at end of period)	3,865,605	3,767,312	3,810,414	3,805,309	3,958,870
Total enterprise value	\$ 1,766,443	\$ 1,735,914	\$ 2,436,761	\$ 2,553,700	\$ 3,219,668
<b>RATIOS</b>					
Net debt / enterprise value	(126.1)%	(124.4)%	(61.7)%	(54.1)%	(26.9)%
Net debt / annualized adjusted EBITDAre <sup>(3)</sup>	(18.2)x	(17.2)x	(10.1)x	(8.4)x	(4.5)x
Adjusted EBITDAre <sup>(3)</sup> / interest expense	4.8x	3.1x	3.5x	3.6x	3.3x

(1) Excludes properties classified as held for sale and land parcels.

(2) Changes in total square footage result from property dispositions, reclassifications, and remeasurement.

(3) Non-GAAP financial measures are defined and reconciled to the most directly comparable GAAP measure, herein.

(4) Restricted share units (RSUs) and LTIP Units are equity awards that contain both service and market-based vesting components. Refer to the schedule of Common & Potential Common Shares for information regarding RSUs and LTIP Units and their impact on weighted average shares outstanding.

(5) Refer to the schedule of Common & Potential Common Shares for information regarding the components of our weighted average common shares outstanding.

(6) As of June 30, 2018, we had 4,915 series D preferred shares outstanding that were convertible into 2,363 common shares. The series D preferred shares are dilutive for GAAP EPS for the three months ended March 31, 2018, and are anti-dilutive for GAAP EPS for all other periods presented. Refer to the schedule of Common & Potential Common Shares for information regarding the series D preferred shares and their impact on diluted weighted average shares outstanding for EPS, FFO per share and Normalized FFO per share.



**CONDENSED CONSOLIDATED BALANCE SHEETS**

(amounts in thousands, except share data)

	June 30, 2018	December 31, 2017
<b>ASSETS</b>		
Real estate properties:		
Land	\$ 146,700	\$ 191,775
Buildings and improvements	1,117,446	1,555,836
	<u>1,264,146</u>	<u>1,747,611</u>
Accumulated depreciation	(387,888)	(450,718)
	876,258	1,296,893
Assets held for sale	—	97,688
Acquired real estate leases, net	2,946	23,847
Cash and cash equivalents	2,507,117	2,351,693
Marketable securities	248,275	276,928
Restricted cash	8,419	8,897
Rents receivable, net of allowance for doubtful accounts of \$5,101 and \$4,771, respectively	57,347	93,436
Other assets, net	76,512	87,563
<b>Total assets</b>	<b>\$ 3,776,874</b>	<b>\$ 4,236,945</b>
<b>LIABILITIES AND EQUITY</b>		
Revolving credit facility	\$ —	\$ —
Senior unsecured debt, net	248,048	815,984
Mortgage notes payable, net	31,964	32,594
Liabilities related to properties held for sale	—	1,840
Accounts payable, accrued expenses and other	44,380	74,956
Rent collected in advance	10,173	11,076
<b>Total liabilities</b>	<b>\$ 334,565</b>	<b>\$ 936,450</b>
Shareholders' equity:		
Preferred shares of beneficial interest, \$0.01 par value: 50,000,000 shares authorized;		
Series D preferred shares; 6 1/2% cumulative convertible; 4,915,196 shares issued and outstanding, aggregate liquidation preference of \$122,880	\$ 119,263	\$ 119,263
Common shares of beneficial interest, \$0.01 par value: 350,000,000 shares authorized; 121,482,673 and 124,217,616 shares issued and outstanding, respectively	1,215	1,242
Additional paid in capital	4,300,822	4,380,313
Cumulative net income	2,822,793	2,596,259
Cumulative other comprehensive loss	(1,469)	(95)
Cumulative common distributions	(3,111,868)	(3,111,868)
Cumulative preferred distributions	(689,742)	(685,748)
Total shareholders' equity	<u>3,441,014</u>	<u>3,299,366</u>
Noncontrolling interest	1,295	1,129
<b>Total equity</b>	<b>\$ 3,442,309</b>	<b>\$ 3,300,495</b>
<b>Total liabilities and equity</b>	<b>\$ 3,776,874</b>	<b>\$ 4,236,945</b>

## ADDITIONAL BALANCE SHEET INFORMATION

(amounts in thousands)

	June 30, 2018	December 31, 2017
<b>Additional Balance Sheet Information</b>		
Straight-line rents receivable, net of allowance for doubtful accounts	\$ 51,629	\$ 87,190
Accounts receivable, net of allowance for doubtful accounts	5,718	6,246
Rents receivable, net of allowance for doubtful accounts	\$ 57,347	93,436
Capitalized lease incentives, net	\$ 5,940	\$ 6,508
Deferred financing fees, net	942	1,749
Deferred leasing costs, net	49,238	63,539
Other	20,392	15,767
Other assets, net	\$ 76,512	\$ 87,563
Accounts payable	\$ 4,815	\$ 5,175
Accrued interest	4,832	7,517
Accrued taxes	11,286	28,015
Accrued capital expenditures	4,539	7,168
Accrued leasing costs	2,082	3,630
Assumed real estate lease obligations, net	393	1,001
Security deposits	4,262	4,735
Other accrued liabilities	12,171	17,715
Accounts payable and accrued expenses	\$ 44,380	\$ 74,956

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(amounts in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Revenues:				
Rental income	\$ 35,211	\$ 74,352	\$ 78,760	\$ 154,557
Tenant reimbursements and other income	13,425	17,247	28,464	36,593
<b>Total revenues</b>	<b>\$ 48,636</b>	<b>\$ 91,599</b>	<b>\$ 107,224</b>	<b>\$ 191,150</b>
Expenses:				
Operating expenses	\$ 19,521	\$ 37,284	\$ 44,120	\$ 78,371
Depreciation and amortization	13,021	23,922	26,924	50,837
General and administrative	11,222	11,960	24,561	24,038
Loss on asset impairment	—	18,428	12,087	19,714
<b>Total expenses</b>	<b>\$ 43,764</b>	<b>\$ 91,594</b>	<b>\$ 107,692</b>	<b>\$ 172,960</b>
<b>Operating income (loss)</b>	<b>\$ 4,872</b>	<b>\$ 5</b>	<b>\$ (468)</b>	<b>\$ 18,190</b>
Interest and other income, net	12,668	6,019	18,448	10,391
Interest expense (including net amortization of debt discounts, premiums and deferred financing fees of \$645, \$849, \$1,446 and \$1,562, respectively)	(6,350)	(14,863)	(16,465)	(29,877)
Loss on early extinguishment of debt	(1,536)	(63)	(6,403)	(63)
Gain on sale of properties, net	26,937	3,136	232,148	19,590
Income (loss) before income taxes	36,591	(5,766)	227,260	18,231
Income tax benefit (expense)	456	(45)	(2,551)	(220)
<b>Net income (loss)</b>	<b>\$ 37,047</b>	<b>\$ (5,811)</b>	<b>\$ 224,709</b>	<b>\$ 18,011</b>
Net (income) loss attributable to noncontrolling interest	(14)	2	(77)	(6)
<b>Net income (loss) attributable to Equity Commonwealth</b>	<b>\$ 37,033</b>	<b>\$ (5,809)</b>	<b>\$ 224,632</b>	<b>\$ 18,005</b>
Preferred distributions	(1,997)	(1,997)	(3,994)	(3,994)
<b>Net income (loss) attributable to Equity Commonwealth common shareholders</b>	<b>\$ 35,036</b>	<b>\$ (7,806)</b>	<b>\$ 220,638</b>	<b>\$ 14,011</b>
Weighted average common shares outstanding — basic <sup>(1)</sup>	121,822	124,067	122,839	124,057
Weighted average common shares outstanding — diluted <sup>(1)</sup>	122,649	124,067	126,027	125,203
Earnings per common share attributable to Equity Commonwealth common shareholders:				
Basic	\$ 0.29	\$ (0.06)	\$ 1.80	\$ 0.11
Diluted	\$ 0.29	\$ (0.06)	\$ 1.78	\$ 0.11

(1) Refer to the schedule of Common & Potential Common Shares for information regarding the components of our weighted average common shares outstanding.



**CALCULATION OF SAME PROPERTY NET OPERATING INCOME (NOI) AND SAME PROPERTY CASH BASIS NOI**

(amounts in thousands)

	For the Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
<b>Calculation of Same Property NOI and Same Property Cash Basis NOI:</b>					
Rental income	\$ 35,211	\$ 43,549	\$ 54,672	\$ 61,091	\$ 74,352
Tenant reimbursements and other income	13,425	15,039	16,951	16,707	17,247
Operating expenses	(19,521)	(24,599)	(30,674)	(32,380)	(37,284)
<b>NOI</b>	<b>\$ 29,115</b>	<b>\$ 33,989</b>	<b>\$ 40,949</b>	<b>\$ 45,418</b>	<b>\$ 54,315</b>
Straight line rent adjustments	(1,022)	(1,528)	(1,938)	(3,557)	(4,543)
Lease value amortization	(18)	98	295	388	518
Lease termination fees	(1,557)	(965)	(942)	(1,477)	(814)
<b>Cash Basis NOI</b>	<b>\$ 26,518</b>	<b>\$ 31,594</b>	<b>\$ 38,364</b>	<b>\$ 40,772</b>	<b>\$ 49,476</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	(775)	(7,451)	(13,411)	(16,531)	(26,558)
<b>Same Property Cash Basis NOI</b>	<b>\$ 25,743</b>	<b>\$ 24,143</b>	<b>\$ 24,953</b>	<b>\$ 24,241</b>	<b>\$ 22,918</b>
Non-cash rental income and lease termination fees from same properties	1,970	1,913	1,845	3,284	4,100
<b>Same Property NOI</b>	<b>\$ 27,713</b>	<b>\$ 26,056</b>	<b>\$ 26,798</b>	<b>\$ 27,525</b>	<b>\$ 27,018</b>

**Reconciliation of Same Property NOI to GAAP**

<b>Operating Income:</b>					
<b>Same Property NOI</b>	<b>\$ 27,713</b>	<b>\$ 26,056</b>	<b>\$ 26,798</b>	<b>\$ 27,525</b>	<b>\$ 27,018</b>
Non-cash rental income and lease termination fees from same properties	(1,970)	(1,913)	(1,845)	(3,284)	(4,100)
<b>Same Property Cash Basis NOI</b>	<b>\$ 25,743</b>	<b>\$ 24,143</b>	<b>\$ 24,953</b>	<b>\$ 24,241</b>	<b>\$ 22,918</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	775	7,451	13,411	16,531	26,558
<b>Cash Basis NOI</b>	<b>\$ 26,518</b>	<b>\$ 31,594</b>	<b>\$ 38,364</b>	<b>\$ 40,772</b>	<b>\$ 49,476</b>
Straight line rent adjustments	1,022	1,528	1,938	3,557	4,543
Lease value amortization	18	(98)	(295)	(388)	(518)
Lease termination fees	1,557	965	942	1,477	814
<b>NOI</b>	<b>\$ 29,115</b>	<b>\$ 33,989</b>	<b>\$ 40,949</b>	<b>\$ 45,418</b>	<b>\$ 54,315</b>
Depreciation and amortization	(13,021)	(13,903)	(18,738)	(21,133)	(23,922)
General and administrative	(11,222)	(13,339)	(12,033)	(11,689)	(11,960)
Loss on asset impairment	—	(12,087)	—	—	(18,428)
<b>Operating Income (Loss)</b>	<b>\$ 4,872</b>	<b>\$ (5,340)</b>	<b>\$ 10,178</b>	<b>\$ 12,596</b>	<b>\$ 5</b>

(1) Cash Basis NOI from non-same properties for all periods presented includes the operations of properties disposed or classified as held for sale and land parcels.

**CALCULATION OF SAME PROPERTY NET OPERATING INCOME (NOI) AND SAME PROPERTY CASH BASIS NOI**

(amounts in thousands)

	For the Six Months Ended June 30,	
	2018	2017
<b>Calculation of Same Property NOI and Same Property Cash Basis NOI:</b>		
Rental income	\$ 78,760	\$ 154,557
Tenant reimbursements and other income	28,464	36,593
Operating expenses	(44,120)	(78,371)
<b>NOI</b>	<b>\$ 63,104</b>	<b>\$ 112,779</b>
Straight line rent adjustments	(2,550)	(8,930)
Lease value amortization	80	1,091
Lease termination fees	(2,522)	(2,525)
<b>Cash Basis NOI</b>	<b>\$ 58,112</b>	<b>\$ 102,415</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	(8,226)	(56,356)
<b>Same Property Cash Basis NOI</b>	<b>\$ 49,886</b>	<b>\$ 46,059</b>
Non-cash rental income and lease termination fees from same properties	3,883	7,568
<b>Same Property NOI</b>	<b>\$ 53,769</b>	<b>\$ 53,627</b>

**Reconciliation of Same Property NOI to GAAP Operating Income:**

<b>Same Property NOI</b>	<b>\$ 53,769</b>	<b>\$ 53,627</b>
Non-cash rental income and lease termination fees from same properties	(3,883)	(7,568)
<b>Same Property Cash Basis NOI</b>	<b>\$ 49,886</b>	<b>\$ 46,059</b>
Cash Basis NOI from non-same properties <sup>(1)</sup>	8,226	56,356
<b>Cash Basis NOI</b>	<b>\$ 58,112</b>	<b>\$ 102,415</b>
Straight line rent adjustments	2,550	8,930
Lease value amortization	(80)	(1,091)
Lease termination fees	2,522	2,525
<b>NOI</b>	<b>\$ 63,104</b>	<b>\$ 112,779</b>
Depreciation and amortization	(26,924)	(50,837)
General and administrative	(24,561)	(24,038)
Loss on asset impairment	(12,087)	(19,714)
<b>Operating (Loss) Income</b>	<b>\$ (468)</b>	<b>\$ 18,190</b>

(1) Cash Basis NOI from non-same properties for all periods presented includes the operations of properties disposed or classified as held for sale and land parcels.

## SAME PROPERTY RESULTS OF OPERATIONS

(dollars and square feet in thousands)

	As of and for the Three Months Ended June 30,			As of and for the Six Months Ended June 30,		
	2018	2017	% Change	2018	2017	% Change
Properties	13	13		13	13	
Square Feet <sup>(1)</sup>	6,341	6,324		6,341	6,324	
% Leased	89.8%	87.5%	2.3%	89.8%	87.5%	2.3%
% Commenced	87.7%	84.8%	2.9%	87.7%	84.8%	2.9%
Rental income	\$ 31,877	\$ 28,139	13.3%	\$ 62,365	\$ 56,645	10.1%
Tenant reimbursements and other income	12,636	11,645	8.5%	24,385	23,904	2.0%
Straight line rent adjustment	1,530	3,302		2,863	6,737	
Lease value amortization	18	(16)		38	(85)	
Lease termination fees	422	814		982	916	
Total revenue	46,483	43,884	5.9%	90,633	88,117	2.9%
Operating expenses	(18,770)	(16,866)	11.3%	(36,864)	(34,490)	6.9%
<b>NOI</b>	<b>\$ 27,713</b>	<b>\$ 27,018</b>	<b>2.6%</b>	<b>\$ 53,769</b>	<b>\$ 53,627</b>	<b>0.3%</b>
<i>NOI Margin</i>	<i>59.6 %</i>	<i>61.6 %</i>		<i>59.3 %</i>	<i>60.9 %</i>	
Straight line rent adjustment	\$ (1,530)	\$ (3,302)		\$ (2,863)	\$ (6,737)	
Lease value amortization	(18)	16		(38)	85	
Lease termination fees	(422)	(814)		(982)	(916)	
<b>Cash Basis NOI</b>	<b>\$ 25,743</b>	<b>\$ 22,918</b>	<b>12.3%</b>	<b>49,886</b>	<b>46,059</b>	<b>8.3%</b>
<i>Cash Basis NOI Margin</i>	<i>57.8 %</i>	<i>57.6 %</i>		<i>57.5 %</i>	<i>57.2 %</i>	

(1) The change in total square footage results from remeasurement.

**CALCULATION OF EBITDA, EBITDAre, AND ADJUSTED EBITDAre**

(amounts in thousands)

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
<b>Net income (loss)</b>	<b>\$ 37,047</b>	<b>\$ (5,811)</b>	<b>\$ 224,709</b>	<b>\$ 18,011</b>
Interest expense	6,350	14,863	16,465	29,877
Income tax (benefit) expense	(456)	45	2,551	220
Depreciation and amortization	13,021	23,922	26,924	50,837
<b>EBITDA</b>	<b>\$ 55,962</b>	<b>\$ 33,019</b>	<b>\$ 270,649</b>	<b>\$ 98,945</b>
Loss on asset impairment	—	18,428	12,087	19,714
Gain on sale of properties, net	(26,937)	(3,136)	(232,148)	(19,590)
<b>EBITDAre</b>	<b>\$ 29,025</b>	<b>\$ 48,311</b>	<b>\$ 50,588</b>	<b>\$ 99,069</b>
Loss on early extinguishment of debt	1,536	63	6,403	63
Loss on sale of securities	—	—	4,987	—
<b>Adjusted EBITDAre</b>	<b>\$ 30,561</b>	<b>\$ 48,374</b>	<b>\$ 61,978</b>	<b>\$ 99,132</b>

## CALCULATION OF FUNDS FROM OPERATIONS (FFO) AND NORMALIZED FFO

(amounts in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
<b>Calculation of FFO</b>				
Net income (loss)	\$ 37,047	\$ (5,811)	\$ 224,709	\$ 18,011
Real estate depreciation and amortization	12,717	23,619	26,320	50,235
Loss on asset impairment	—	18,428	12,087	19,714
Gain on sale of properties, net	(26,937)	(3,136)	(232,148)	(19,590)
FFO attributable to Equity Commonwealth	22,827	33,100	30,968	68,370
Preferred distributions	(1,997)	(1,997)	(3,994)	(3,994)
<b>FFO attributable to EQC common shareholders and unitholders</b>	<b>\$ 20,830</b>	<b>\$ 31,103</b>	<b>\$ 26,974</b>	<b>\$ 64,376</b>
<b>Calculation of Normalized FFO</b>				
FFO attributable to EQC common shareholders and unitholders	\$ 20,830	\$ 31,103	\$ 26,974	\$ 64,376
Lease value amortization	(18)	518	80	1,091
Straight line rent adjustments	(1,022)	(4,543)	(2,550)	(8,930)
Loss on early extinguishment of debt	1,536	63	6,403	63
Income taxes related to gains on property sales	(496)	—	2,473	—
Loss on sale of securities	—	—	4,987	—
<b>Normalized FFO attributable to EQC common shareholders and unitholders</b>	<b>\$ 20,830</b>	<b>\$ 27,141</b>	<b>\$ 38,367</b>	<b>\$ 56,600</b>
Weighted average common shares and units outstanding -- basic <sup>(1)</sup>	121,865	124,106	122,882	124,091
Weighted average common shares and units outstanding -- diluted <sup>(1)</sup>	122,692	125,256	123,707	125,203
FFO attributable to EQC common shareholders and unitholders per share and unit -- basic	\$ 0.17	\$ 0.25	\$ 0.22	\$ 0.52
FFO attributable to EQC common shareholders and unitholders per share and unit -- diluted	\$ 0.17	\$ 0.25	\$ 0.22	\$ 0.51
Normalized FFO attributable to EQC common shareholders and unitholders per share and unit -- basic	\$ 0.17	\$ 0.22	\$ 0.31	\$ 0.46
Normalized FFO attributable to EQC common shareholders and unitholders per share and unit -- diluted	\$ 0.17	\$ 0.22	\$ 0.31	\$ 0.45

(1) Our calculations of FFO and Normalized FFO attributable to EQC common shareholders **and unitholders** per share and unit - basic for the three and six months ended June 30, 2018 include 42 LTIP/Operating Partnership Units that are excluded from the calculation of basic earnings per common share attributable to EQC **common shareholders (only)**. Our calculations of FFO and Normalized FFO attributable to EQC common shareholders **and unitholders** per share and unit - basic for the three and six months ended June 30, 2017 include 39 and 34 LTIP/Operating Partnership Units, respectively, that are excluded from the calculation of basic earnings per common share attributable to EQC **common shareholders (only)**. Refer to the schedule of Common & Potential Common Shares for information regarding the components of our weighted average common shares and units outstanding.

**DEBT SUMMARY**  
**As of June 30, 2018**  
(dollars in thousands)

	Interest Rate	Principal Balance	Maturity Date	Open at Par Date	Due at Maturity	Years to Maturity
<b>Unsecured Debt:</b>						
<b>Unsecured Floating Rate Debt:</b>						
Revolving credit facility (LIBOR + 105 bps) <sup>(1)</sup>	3.14%	\$ —	1/28/2019	Open	\$ —	0.6
<b>Total / weighted average unsecured floating rate debt</b>	<b>3.14%</b>	<b>\$ —</b>			<b>\$ —</b>	<b>0.6</b>
<b>Unsecured Fixed Rate Debt:</b>						
5.875% Senior Unsecured Notes Due 2020	5.88%	\$ 250,000	9/15/2020	3/15/2020	\$ 250,000	2.2
<b>Total / weighted average unsecured fixed rate debt</b>	<b>5.88%</b>	<b>\$ 250,000</b>			<b>\$ 250,000</b>	<b>2.2</b>
<b>Secured Debt:</b>						
<b>Secured Fixed Rate Debt:</b>						
206 East 9th Street	5.69%	\$ 26,270	1/5/2021	7/5/2020	\$ 24,836	2.5
97 Newberry Road	5.71%	5,144	3/1/2026	None	—	7.7
<b>Total / weighted average secured fixed rate debt</b>	<b>5.69%</b>	<b>\$ 31,414</b>			<b>\$ 24,836</b>	<b>3.4</b>
<b>Total / weighted average</b> <sup>(2)</sup>	<b>5.86%</b>	<b>\$ 281,414</b>			<b>\$ 274,836</b>	<b>2.3</b>

- (1) Represents amounts outstanding on EQC's \$750,000 revolving credit facility as of June 30, 2018. The interest rate presented is as of June 30, 2018, and equals LIBOR plus 1.05%. We also pay a 20 basis point facility fee annually. The spread over LIBOR and the facility fee vary depending upon EQC's credit rating.
- (2) Total debt outstanding as of June 30, 2018, including net unamortized premiums, discounts, and deferred financing fees was \$280,012. Net unamortized deferred financing fees related to our revolving credit facility of \$942 are included in other assets, net on our condensed consolidated balance sheet as of June 30, 2018.

**DEBT MATURITY SCHEDULE**

(dollars in thousands)

**Scheduled Principal Payments During Period**

<b>Year</b>	<b>Unsecured Fixed Rate Debt</b>	<b>Secured Fixed Rate Debt</b>	<b>Total</b>	<b>Weighted Average Interest Rate</b>
2018	\$ —	\$ 537	\$ 537	5.7%
2019	—	1,126	1,126	5.7%
2020	250,000	1,189	251,189	5.9%
2021	—	25,463	25,463	5.7%
2022	—	663	663	5.7%
2023	—	702	702	5.7%
2024	—	743	743	5.7%
2025	—	787	787	5.7%
2026	—	204	204	5.7%
2027	—	—	—	—%
Thereafter	—	—	—	—%
<b>Total</b>	<b>\$ 250,000</b>	<b>\$ 31,414</b>	<b>\$ 281,414</b> <sup>(1)</sup>	<b>5.9%</b>

Percent 88.8% 11.2% 100.0%

(1) Total debt outstanding as of June 30, 2018, including net unamortized premiums, discounts, and deferred financing fees was \$280,012. Net unamortized deferred financing fees related to our revolving credit facility of \$942 are included in other assets, net on our condensed consolidated balance sheet as of June 30, 2018.

## LEVERAGE RATIOS, COVERAGE RATIOS AND PUBLIC DEBT COVENANTS

(dollars in thousands)

	As of and for the Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
<b>Leverage Ratios</b>					
Total debt / total assets	7.4 %	16.4 %	20.0 %	20.0 %	24.5 %
Total debt / total market capitalization	6.6 %	14.8 %	17.7 %	17.8 %	21.2 %
Total debt + preferred stock / total market capitalization	9.5 %	17.6 %	20.4 %	20.5 %	23.7 %
Total debt / annualized adjusted EBITDAre <sup>(1)</sup>	2.3x	5.4x	5.7x	5.1x	5.7x
Total debt + preferred stock / annualized adjusted EBITDAre <sup>(1)</sup>	3.3x	6.4x	6.6x	5.9x	6.3x
Net debt / enterprise value	(126.1)%	(124.4)%	(61.7)%	(54.1)%	(26.9)%
Net debt + preferred stock / enterprise value	(118.8)%	(117.0)%	(56.4)%	(49.0)%	(23.0)%
Net debt / annualized adjusted EBITDAre <sup>(1)</sup>	(18.2)x	(17.2)x	(10.1)x	(8.4)x	(4.5)x
Net debt + preferred stock / annualized adjusted EBITDAre <sup>(1)</sup>	(17.2)x	(16.2)x	(9.2)x	(7.6)x	(3.8)x
Secured debt / total assets	0.8 %	0.8 %	0.8 %	0.8 %	0.8 %
Variable rate debt / total debt	— %	59.0 %	47.1 %	47.0 %	36.4 %
Variable rate debt / total assets	— %	9.7 %	9.4 %	9.4 %	8.9 %
<b>Coverage Ratios</b>					
Adjusted EBITDAre / interest expense <sup>(1)</sup>	4.8x	3.1x	3.5x	3.6x	3.3x
Adjusted EBITDAre / interest expense + preferred distributions <sup>(1)</sup>	3.7x	2.6x	2.9x	3.1x	2.9x
<b>Public Debt Covenants</b>					
Debt / adjusted total assets <sup>(2)</sup> (maximum 60%)	6.8 %	15.2 %	18.2 %	18.0 %	22.1 %
Secured debt / adjusted total assets <sup>(2)</sup> (maximum 40%)	0.8 %	0.7 %	0.7 %	0.7 %	0.7 %
Consolidated income available for debt service / debt service (minimum 1.5x)	4.6x	2.8x	3.3x	3.5x	3.1x
Total unencumbered assets <sup>(2)</sup> / unsecured debt (minimum 150% / 200%)	1,623.7 %	680.7 %	553.0 %	567.1 %	459.7 %

(1) Refer to the calculation of EBITDA, EBITDAre and Adjusted EBITDAre for a reconciliation of these measures to Net income.

(2) Adjusted total assets and total unencumbered assets includes original cost of real estate assets plus capital improvements, both calculated in accordance with GAAP, and excludes depreciation and amortization, accounts receivable, other intangible assets and impairment write downs, if any.



## ACQUISITIONS AND DISPOSITIONS

(dollars in thousands)

### Acquisitions

None

### Dispositions

Property/Portfolio	City	State	No. of Properties	Sq. Feet <sup>(1)</sup>	% Leased <sup>(1)</sup>	Gross Sales Price	Net Book Value <sup>(1)</sup>	Annualized Rental Revenue <sup>(1)</sup>
1600 Market Street	Philadelphia	PA	1	825,968	84.7%	\$ 160,000	\$ 76,066	\$ 19,219
600 West Chicago Avenue <sup>(2)</sup>	Chicago	IL	1	1,561,477	99.2%	510,000	343,111	53,193
5073, 5075, & 5085 S. Syracuse Street	Denver	CO	1	248,493	100.0%	115,186	52,323	7,601
<b>Total Q1 Dispositions</b>			<b>3</b>	<b>2,635,938</b>	<b>94.7%</b>	<b>\$ 785,186</b>	<b>\$ 471,500</b>	<b>\$ 80,013</b>
1601 Dry Creek Drive	Longmont	CO	1	552,865	100.0%	\$ 68,500	\$ 24,786	\$ 9,115
<b>Total Q2 Dispositions</b>			<b>1</b>	<b>552,865</b>	<b>100.0%</b>	<b>\$ 68,500</b>	<b>\$ 24,786</b>	<b>\$ 9,115</b>
<b>Total Disposed Year-to-Date</b>			<b>4</b>	<b>3,188,803</b>	<b>95.6%</b>	<b>\$ 853,686</b>	<b>\$ 496,286</b>	<b>\$ 89,128</b>

The dispositions above resulted in a gain on sale of properties of \$26.9 million and \$232.1 million for the three and six months ended June 30, 2018, respectively.

(1) As of the quarter-ended preceding each sale.

(2) Proceeds from the sale of 600 West Chicago Avenue were approximately \$488 million after credits for capital, contractual lease costs, and rent abatement.

**PROPERTY DETAIL**

**As of June 30, 2018**

**(sorted by annualized rental revenue, dollars in thousands)**

<b>Same Property Portfolio<sup>(1)</sup></b>												
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Property	City, State	Type	No. of Buildings	Square Feet	% Leased	% Comm-enced	Annualized Rental Revenue	Undepreciated Book Value	Net Book Value	Year Acquired	Weighted Average Year Built or Substantially Renovated <sup>(2)</sup>	
1	1735 Market Street	Philadelphia, PA	Office	1	1,286,936	83.4%	82.3%	\$ 36,607	\$ 322,627	\$ 191,935	1998	1990
2	1225 Seventeenth Street	Denver, CO	Office	1	695,372	87.6%	84.5%	22,302	159,252	126,728	2009	1982
3	333 108th Avenue NE	Bellevue, WA	Office	1	440,565	100.0%	100.0%	21,846	153,527	122,213	2009	2008
4	8750 Bryn Mawr Avenue	Chicago, IL	Office	2	636,078	95.5%	91.2%	17,041	111,243	91,873	2010	2005
5	Bridgepoint Square	Austin, TX	Office	5	440,007	91.6%	84.6%	13,523	96,074	52,222	1997	1995
6	Research Park	Austin, TX	Flex	4	1,110,007	98.0%	98.0%	12,040	98,340	61,986	1998	1976
7	109 Brookline Avenue	Boston, MA	Office	1	285,556	94.6%	94.6%	11,012	47,579	26,406	1995	1915
8	600 108th Avenue NE	Bellevue, WA	Office	1	254,510	95.5%	95.5%	8,917	51,537	35,188	2004	2012
9	1250 H Street, NW	Washington, D.C.	Office	1	196,490	89.7%	84.9%	8,860	74,381	42,384	1998	1992
10	Georgetown-Green and Harris Buildings	Washington, D.C.	Office	2	240,475	100.0%	100.0%	6,710	60,023	52,072	2009	2006
11	206 East 9th Street	Austin, TX	Office	1	175,510	78.3%	63.6%	5,591	50,191	43,809	2012	1984
12	777 East Eisenhower Parkway	Ann Arbor, MI	Office	1	290,530	39.8%	39.8%	2,989	27,969	21,652	2010	2006
13	97 Newberry Road	East Windsor, CT	Industrial	1	289,386	100.0%	100.0%	1,923	11,403	7,790	2006	1989
<b>Total Same Properties</b>				<b>22</b>	<b>6,341,422</b>	<b>89.8%</b>	<b>87.7%</b>	<b>\$169,361</b>	<b>\$1,264,146</b>	<b>\$876,258</b>	<b>2003</b>	<b>1988</b>

Same Property NOI & Cash Basis NOI Composition	Q2 2018 NOI	% of NOI	Q2 2018 Cash Basis NOI	% of Cash Basis NOI
<b>Top 5 Properties</b>	<b>\$16,820</b>	<b>60.7%</b>	<b>\$15,223</b>	<b>59.1%</b>
<b>All other properties (8 properties)</b>	<b>10,893</b>	<b>39.3%</b>	<b>10,520</b>	<b>40.9%</b>
<b>Total (13 properties)</b>	<b>\$27,713</b>	<b>100.0%</b>	<b>\$25,743</b>	<b>100.0%</b>

(1) Excludes properties disposed prior to July 1, 2018.

(2) Weighted based on square feet.

## LEASING SUMMARY

(dollars and square feet in thousands, except per square foot data)

	As of and for the Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
Properties <sup>(1)</sup>	13	13	16	20	21
Total square feet <sup>(1)(2)</sup>	6,341	6,344	8,706	11,031	11,651
Percentage leased	89.8%	88.6%	91.9%	88.3%	88.4%
Percentage commenced	87.7%	83.5%	89.2%	85.5%	86.3%
<b>Total Leases</b>					
Square feet	292	117	248	273	448
Lease term (years)	9.4	7.8	11.5	7.5	6.8
Starting cash rent	\$ 39.44	\$ 36.29	\$ 33.36	\$ 33.49	\$ 32.18
Percent change in cash rent <sup>(3)</sup>	10.4%	2.8%	6.8%	2.3%	10.7%
Percent change in GAAP rent <sup>(3)</sup>	23.6%	10.8%	19.0%	7.8%	17.6%
Total TI & LC per square foot <sup>(4)</sup>	\$ 59.54	\$ 59.23	\$ 36.91	\$ 40.37	\$ 33.84
Total TI & LC per sq. ft. per year of lease term <sup>(4)</sup>	\$ 6.36	\$ 7.56	\$ 3.20	\$ 5.35	\$ 4.94
<b>Renewal Leases</b>					
Square feet	103	71	171	81	252
Lease term (years)	5.2	7.2	13.4	4.0	7.7
Starting cash rent	\$ 39.01	\$ 36.93	\$ 33.06	\$ 35.52	\$ 33.07
Percent change in cash rent <sup>(3)</sup>	12.0%	1.7%	6.2%	3.7%	11.2%
Percent change in GAAP rent <sup>(3)</sup>	20.2%	9.5%	20.7%	10.9%	14.7%
Total TI & LC per square foot <sup>(4)</sup>	\$ 40.07	\$ 55.07	\$ 33.67	\$ 18.00	\$ 31.56
Total TI & LC per sq. ft. per year of lease term <sup>(4)</sup>	\$ 7.75	\$ 7.61	\$ 2.52	\$ 4.51	\$ 4.10
<b>New Leases</b>					
Square feet	189	46	77	192	196
Lease term (years)	11.6	8.7	7.5	9.0	5.7
Starting cash rent	\$ 39.67	\$ 35.34	\$ 34.02	\$ 32.63	\$ 31.03
Percent change in cash rent <sup>(3)</sup>	9.6%	6.7%	9.0%	1.5%	9.9%
Percent change in GAAP rent <sup>(3)</sup>	25.5%	15.3%	13.4%	6.4%	22.0%
Total TI & LC per square foot <sup>(4)</sup>	\$ 70.12	\$ 65.55	\$ 44.06	\$ 49.75	\$ 36.76
Total TI & LC per sq. ft. per year of lease term <sup>(4)</sup>	\$ 6.03	\$ 7.49	\$ 5.88	\$ 5.51	\$ 6.39

The above leasing summary is based on leases executed during the periods indicated, and excludes leasing activity for assets during the quarter in which the asset was sold or classified as held for sale.

- (1) Excludes properties classified as held for sale and land parcels.
- (2) Changes in total square footage result from property dispositions, reclassifications, and remeasurement.
- (3) Percent change in GAAP and cash rent is a comparison of current rent, including tenant expense reimbursements, if any, to the rent, including tenant expense reimbursements, if any, last received for the same space on a GAAP and cash basis, respectively. Cash rent is calculated before deducting any initial period free rent. New leasing in suites vacant longer than 2 years was excluded from the calculation.
- (4) Includes tenant improvements (TI) and leasing commissions (LC).

## SAME PROPERTY LEASING SUMMARY

(dollars and square feet in thousands, except per square foot data)

	As of and for the Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
Properties	13	13	13	13	13
Total square feet <sup>(1)</sup>	6,341	6,344	6,343	6,343	6,324
Percentage leased	89.8%	88.6%	89.2%	88.7%	87.5%
Percentage commenced	87.7%	83.5%	85.4%	85.2%	84.8%
<b>Total Leases</b>					
Square feet	292	117	248	205	150
Lease term (years)	9.4	7.8	11.5	7.3	6.0
Starting cash rent	\$ 39.44	\$ 36.29	\$ 33.36	\$ 36.33	\$ 44.53
Percent change in cash rent <sup>(2)</sup>	10.4%	2.8%	6.8%	5.6%	10.6%
Percent change in GAAP rent <sup>(2)</sup>	23.6%	10.8%	19.0%	10.1%	13.3%
Total TI & LC per square foot <sup>(3)</sup>	\$ 59.54	\$ 59.23	\$ 36.91	\$ 43.27	\$ 47.00
Total TI & LC per sq. ft. per year of lease term <sup>(3)</sup>	\$ 6.36	\$ 7.56	\$ 3.20	\$ 5.96	\$ 7.79
<b>Renewal Leases</b>					
Square feet	103	71	171	52	93
Lease term (years)	5.2	7.2	13.4	4.0	4.2
Starting cash rent	\$ 39.01	\$ 36.93	\$ 33.06	\$ 42.49	\$ 47.31
Percent change in cash rent <sup>(2)</sup>	12.0%	1.7%	6.2%	5.5%	7.8%
Percent change in GAAP rent <sup>(2)</sup>	20.2%	9.5%	20.7%	9.7%	8.2%
Total TI & LC per square foot <sup>(3)</sup>	\$ 40.07	\$ 55.07	\$ 33.67	\$ 19.95	\$ 24.58
Total TI & LC per sq. ft. per year of lease term <sup>(3)</sup>	\$ 7.75	\$ 7.61	\$ 2.52	\$ 5.00	\$ 5.84
<b>New Leases</b>					
Square feet	189	46	77	153	57
Lease term (years)	11.6	8.7	7.5	8.4	9.0
Starting cash rent	\$ 39.67	\$ 35.34	\$ 34.02	\$ 34.25	\$ 40.03
Percent change in cash rent <sup>(2)</sup>	9.6%	6.7%	9.0%	5.7%	16.8%
Percent change in GAAP rent <sup>(2)</sup>	25.5%	15.3%	13.4%	10.3%	24.6%
Total TI & LC per square foot <sup>(3)</sup>	\$ 70.12	\$ 65.55	\$ 44.06	\$ 51.14	\$ 83.27
Total TI & LC per sq. ft. per year of lease term <sup>(3)</sup>	\$ 6.03	\$ 7.49	\$ 5.88	\$ 6.11	\$ 9.27

The above leasing summary is based on leases executed during the periods indicated.

- (1) Changes in total square footage result from remeasurement.
- (2) Percent change in GAAP and cash rent is a comparison of current rent, including tenant expense reimbursements, if any, to the rent, including tenant expense reimbursements, if any, last received for the same space on a GAAP and cash basis, respectively. Cash rent is calculated before deducting any initial period free rent. New leasing in suites vacant longer than 2 years was excluded from the calculation.
- (3) Includes tenant improvements (TI) and leasing commissions (LC).

**CAPITAL SUMMARY**  
**EXPENDITURES & SAME PROPERTY LEASING COMMITMENTS**

(dollars and square feet in thousands)

CAPITAL SUMMARY EXPENDITURES	Three Months Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
Tenant improvements	\$ 13,773	\$ 10,907	\$ 6,410	\$ 3,015	\$ 10,309
Leasing costs	4,909	2,842	3,408	3,070	4,978
Building improvements <sup>(1)</sup>	2,936	1,951	5,311	8,469	7,315
<b>Total capital expenditures</b>	<b>\$ 21,618</b>	<b>\$ 15,700</b>	<b>\$ 15,129</b>	<b>\$ 14,554</b>	<b>\$ 22,602</b>

Average square feet during period <sup>(2)</sup>	6,619	8,214	10,282	12,722	14,818
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Building improvements per average total sq. ft. during period	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
	\$ 0.44	\$ 0.24	\$ 0.52	\$ 0.67	\$ 0.49

CAPITAL SUMMARY SAME PROPERTY LEASING COMMITMENTS	Three Months Ended June 30, 2018		
	New Leases	Renewal Leases	Total
Square feet leased during the period	189	103	292
Total TI & LC <sup>(3)</sup>	\$ 13,253	\$ 4,127	\$ 17,380
Total TI & LC per square foot <sup>(3)</sup>	\$ 70.12	\$ 40.07	\$ 59.54
Weighted average lease term by square foot (years)	11.6	5.2	9.4
Total TI & LC per sq. ft. per year of lease term <sup>(3)</sup>	\$ 6.03	\$ 7.75	\$ 6.36

(1) Tenant-funded capital expenditures are excluded.

(2) Average square feet during each period includes properties held for sale at the end of each period.

(3) Includes tenant improvements (TI) and leasing commissions (LC).

**TENANTS REPRESENTING 1.5% OR MORE OF ANNUALIZED RENTAL REVENUE**

**As of June 30, 2018**

**(square feet in thousands)**

<b>Tenant</b>	<b>Square Feet (1)</b>	<b>% of Total Sq. Ft. (1)</b>	<b>% of Annualized Rental Revenue</b>	<b>Weighted Average Remaining Lease Term</b>
1 Expedia, Inc.	427	7.5%	12.5%	1.5
2 Flex Ltd.	1,051	18.5%	6.5%	11.5
3 Ballard Spahr LLP	219	3.8%	5.0%	11.6
4 Georgetown University (2)	240	4.2%	4.0%	1.3
5 Beth Israel Deaconess Medical Center, Inc.	117	2.1%	2.2%	5.0
6 Dana-Farber Cancer Institute, Inc.	77	1.4%	2.1%	6.5
7 Alcan Corporation	71	1.2%	1.8%	4.8
8 BT Americas, Inc.	59	1.0%	1.7%	1.1
9 Equinor Energy Services, Inc. (3)	89	1.6%	1.7%	5.0
10 KPMG, LLP	66	1.2%	1.5%	4.6
<b>Total</b>	<b>2,416</b>	<b>42.5%</b>	<b>39.0%</b>	<b>7.4</b>

- (1) Square footage as of June 30, 2018 includes space subject to leases that have commenced, space being fitted out for occupancy pursuant to existing leases, and space which is leased but is not occupied or is being offered for sublease by tenants.
- (2) Georgetown University's leased space includes 111,600 square feet that are sublet to another tenant. During the fourth quarter of 2017, the other tenant committed to lease this space through September 30, 2037.
- (3) Formerly known as Statoil Oil & Gas LP.

## SAME PROPERTY LEASE EXPIRATION SCHEDULE

As of June 30, 2018

(dollars and sq. ft. in thousands)

Year	Number of Tenants Expiring	Leased Sq. Ft. Expiring <sup>(1)</sup>	% of Leased Sq. Ft. Expiring	Cumulative % of Leased Sq. Ft. Expiring	Annualized Rental Revenue Expiring <sup>(2)</sup>	% of Annualized Rental Revenue Expiring	Cumulative % of Annualized Rental Revenue Expiring
2018	18	99	1.7%	1.7%	\$ 3,646	2.2%	2.2%
2019	50	564	9.9%	11.6%	21,196	12.5%	14.7%
2020	37	876	15.4%	27.0%	31,454	18.6%	33.3%
2021	37	268	4.7%	31.7%	8,451	5.0%	38.3%
2022	32	406	7.1%	38.8%	13,758	8.1%	46.4%
2023	35	440	7.7%	46.5%	16,618	9.8%	56.2%
2024	15	268	4.7%	51.2%	8,203	4.8%	61.0%
2025	13	209	3.7%	54.9%	8,271	4.9%	65.9%
2026	9	139	2.4%	57.3%	5,039	3.0%	68.9%
2027	11	198	3.5%	60.8%	7,502	4.4%	73.3%
Thereafter	35	2,227	39.2%	100.0%	45,223	26.7%	100.0%
<b>Total</b>	<b>292</b>	<b>5,694</b>	<b>100.0%</b>		<b>\$ 169,361</b>	<b>100.0%</b>	
Weighted average remaining lease term (in years)		<u>7.1</u>			<u>6.0</u>		

(1) Square footage as of June 30, 2018 includes space subject to leases that have commenced, space being fitted out for occupancy pursuant to existing leases, and space which is leased but is not occupied or is being offered for sublease by tenants. The year expiring corresponds to the latest-expiring signed lease for a given suite. Thus, backfilled suites expire in the year stipulated by the new lease.

(2) Excludes the Annualized Rental Revenue of space that is leased but not commenced.

**DISPOSED PROPERTY DETAIL <sup>(1)</sup>**

(dollars in thousands)

<b>Property</b>	<b>City and State</b>		<b>No. of Bldgs.</b>	<b>Sq. Feet</b>	<b>% Leased</b>	<b>Annualized Rental Revenue</b>	<b>Undepreciated Book Value</b>	<b>Net Book Value</b>	<b>Year Acquired</b>	<b>Weighted Average Year Built or Substantially Renovated <sup>(2)</sup></b>
1 1600 Market Street	Philadelphia	PA	1	825,968	84.7%	\$ 19,219	\$ 138,130	\$ 76,066	1998	1983
2 600 West Chicago Avenue	Chicago	IL	2	1,561,477	99.2%	53,193	401,062	343,111	2011	2001
3 5073, 5075, & 5085 S. Syracuse Street	Denver	CO	1	248,493	100.0%	7,601	63,610	52,323	2010	2007
<b>Total Q1 2018 Dispositions</b>			<b>4</b>	<b>2,635,938</b>	<b>94.7%</b>	<b>\$ 80,013</b>	<b>\$ 602,802</b>	<b>\$471,500</b>	<b>2007</b>	<b>1996</b>
4 1601 Dry Creek Drive	Longmont	CO	1	552,865	100.0%	9,115	35,479	24,786	2004	1982
<b>Total Q2 2018 Dispositions</b>			<b>1</b>	<b>552,865</b>	<b>100.0%</b>	<b>\$ 9,115</b>	<b>\$ 35,479</b>	<b>\$ 24,786</b>	<b>2004</b>	<b>1982</b>
<b>Total Disposed Year-to-Date</b>			<b>5</b>	<b>3,188,803</b>	<b>95.6%</b>	<b>\$ 89,128</b>	<b>\$ 638,281</b>	<b>\$496,286</b>	<b>2006</b>	<b>1994</b>

(1) Statistics for disposed properties are presented as of the quarter-ended preceding each sale.

(2) Weighted based on square feet.



## COMMON & POTENTIAL COMMON SHARES

(share amounts in thousands)

Weighted Average Share Calculation - GAAP EPS	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Weighted average common shares outstanding - basic <sup>(1)</sup>	121,822	124,067	122,839	124,057
Weighted average Series D preferred shares convertible to common shares <sup>(2)</sup>	—	—	2,363	—
Weighted average dilutive RSUs and LTIP Units <sup>(3)</sup>	827	—	825	1,146
Weighted average common shares outstanding - diluted	122,649	124,067	126,027	125,203

Weighted Average Share and Unit Calculation - FFO and Normalized FFO per share and unit	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Weighted average EQC common shares outstanding <sup>(1)</sup>	121,822	124,067	122,839	124,057
Weighted average Operating Partnership Units outstanding <sup>(4)</sup>	1	—	1	—
Weighted average time-based LTIP Units <sup>(3)(4)</sup>	42	39	42	34
Weighted average common shares and units outstanding - basic	121,865	124,106	122,882	124,091
Weighted average dilutive RSUs and market-based LTIP Units <sup>(3)</sup>	827	1,150	825	1,112
Weighted average common shares and units outstanding - diluted	122,692	125,256	123,707	125,203

Rollforward of Share Count to June 30, 2018	Series D Preferred Shares <sup>(2)</sup>	EQC Common Shares <sup>(5)</sup>
Outstanding on December 31, 2017	4,915	124,218
Repurchase of common shares		(2,970)
Issuance of restricted shares and shares earned from RSUs, net <sup>(6)</sup>	—	235
<b>Outstanding on June 30, 2018</b>	<b>4,915</b>	<b>121,483</b>
Series D preferred shares convertible into common shares on June 30, 2018 <sup>(2)</sup>		2,363
Common shares issuable from RSUs, Operating Partnership Units, and LTIP Units as measured on June 30, 2018 <sup>(3)</sup>		1,235
Potential common shares as measured on June 30, 2018		125,081

(1) Weighted average common shares outstanding for the three months ended June 30, 2018 and 2017 includes 362 and 0 unvested, earned RSUs, respectively. Weighted average common shares outstanding for the six months ended June 30, 2018 and 2017 includes 335 and 0 unvested, earned RSUs, respectively.

(2) As of June 30, 2018, we had 4,915 series D preferred shares outstanding that were convertible into 2,363 common shares. The series D preferred shares are dilutive for GAAP EPS for the six months ended June 30, 2018. They are anti-dilutive for all other periods and measures presented.

(3) We have granted RSUs and LTIP Units to certain employees, officers, and trustees. RSUs and LTIP Units contain service and market-based vesting components.

(4) Our calculations of FFO and Normalized FFO attributable to EQC common shareholders **and unitholders** per share and unit - basic include time-based LTIP Units and Operating Partnership Units that are excluded from the calculation of basic earnings per common share attributable to EQC **common shareholders (only)**.

(5) EQC common shares include unvested restricted shares and unvested earned RSUs.

(6) This amount is net of forfeitures and shares surrendered to satisfy statutory tax withholding obligations.

## DEFINITIONS

### **Annualized Rental Revenue**

Annualized Rental Revenue is annualized contractual rents from our tenants pursuant to leases which have commenced as of June 30, 2018, plus estimated recurring expense reimbursements; includes triple net lease rents and excludes lease value amortization, straight line rent adjustments, abated (“free”) rent periods and parking revenue. We calculate Annualized Rental Revenue by aggregating the recurring billings outlined above for the most recent month during the quarter reported, adding abated rent, and multiplying the sum by 12 to provide an estimation of near-term potentially-recurring revenues. The Annualized Rental Revenue of disposed properties is presented for the quarter-ended preceding each disposition.

Annualized Rental Revenue is a forward-looking non-GAAP measure. Annualized Rental Revenue cannot be reconciled to a comparable GAAP measure without unreasonable efforts, primarily due to the fact that it is calculated from the billings of tenants in the most recent month at the most recent rental rates during the quarter reported, whereas historical GAAP measures include billings from a potentially different group of tenants over multiple months at potentially different rental rates.

### **Building Improvements**

Building improvements are expenditures to replace obsolete building components or extend the useful life of existing assets.

### **Consolidated Income Available for Debt Service**

Consolidated income available for debt service is earnings from operations excluding interest expense, depreciation and amortization, taxes, and certain items that we view as nonrecurring or impacting comparability from period to period, determined together with debt service on a pro forma basis for the four consecutive fiscal quarters most recently ended.

### **Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA), EBITDAre, and Adjusted EBITDAre**

We calculate EBITDA as net income (loss) excluding interest expense, income tax expense, and depreciation and amortization.

We calculate EBITDAre in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT). NAREIT defines EBITDAre as net income (loss), calculated in accordance with GAAP, plus interest expense, plus income tax expense, plus depreciation and amortization, plus (minus) losses and gains on the disposition of depreciated property, plus impairment write-downs of depreciated property and investments in unconsolidated joint ventures, plus adjustments to reflect the entity's share of EBITDAre of unconsolidated joint ventures. Our calculation of Adjusted EBITDAre differs from our calculations of EBITDA and EBITDAre because we exclude certain items that we view as nonrecurring or impacting comparability from period to period. EBITDA, EBITDAre, and Adjusted EBITDAre are supplemental non-GAAP financial measures.

We consider EBITDA, EBITDAre and Adjusted EBITDAre to be appropriate measures of our operating performance, along with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities. We believe that EBITDA, EBITDAre, and Adjusted EBITDAre provide useful information to investors because by excluding the effects of certain historical amounts, such as interest, depreciation and amortization expense, EBITDA, EBITDAre, and Adjusted EBITDAre may facilitate a comparison of current operating performance with our past operating performance. EBITDA, EBITDAre and Adjusted EBITDAre do not represent cash generated by operating activities in accordance with GAAP and should not be considered alternatives to net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) or cash flow from operating activities, determined in accordance with GAAP, or as indicators of our financial performance or liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of our needs. These measures should be considered in conjunction with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities as presented in our condensed consolidated statements of operations, condensed consolidated statements of comprehensive income (loss) and condensed consolidated statements of cash flows. Other REITs and real estate companies may calculate EBITDA, EBITDAre and Adjusted EBITDAre differently than we do.

### **Annualized Adjusted EBITDAre**

Annualized Adjusted EBITDAre is Adjusted EBITDAre for the three months ended June 30, 2018 multiplied by four.

### **Enterprise Value**

Enterprise value is net debt plus the market value of our preferred shares plus the market value of our common shares.

### **Funds from Operations (FFO) and Normalized FFO**

We compute FFO in accordance with standards established by NAREIT. NAREIT defines FFO as net income (loss), calculated in accordance with GAAP, excluding real estate depreciation and amortization, gains (or losses) from sales of depreciable property, impairment of depreciable real estate, and our portion of these items related to equity investees and noncontrolling interests. Our calculation of Normalized FFO differs from NAREIT's definition of FFO because we exclude certain items that we view as nonrecurring or impacting comparability from period to period. FFO and Normalized FFO are supplemental non-GAAP financial measures. We consider FFO and Normalized FFO to be appropriate measures of operating performance for a REIT, along with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities.

## DEFINITIONS

We believe that FFO and Normalized FFO provide useful information to investors because by excluding the effects of certain historical amounts, such as depreciation expense, FFO and Normalized FFO may facilitate a comparison of our operating performance between periods and with other REITs. FFO and Normalized FFO do not represent cash generated by operating activities in accordance with GAAP and should not be considered as alternatives to net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) or cash flow from operating activities, determined in accordance with GAAP, or as indicators of our financial performance or liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of our needs. These measures should be considered in conjunction with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities as presented in our condensed consolidated statements of operations, condensed consolidated statements of comprehensive income and condensed consolidated statements of cash flows. Other REITs and real estate companies may calculate FFO and Normalized FFO differently than we do.

### **Leasing Costs**

Leasing costs primarily consist of leasing commissions (LCs) and related legal expenses.

### **LTIP Units**

LTIP Units are a class of beneficial interests in EQC Operating Trust (the Operating Trust) that may be issued to employees, officers, or trustees of the Operating Trust, EQC, or their subsidiaries.

### **Net Debt**

Net debt is total debt minus cash and cash equivalents.

### **Net Operating Income (NOI), Same Property NOI, Cash Basis NOI, and Same Property Cash Basis NOI**

NOI is income from our real estate operations including lease termination fees received from tenants less our property operating expenses. NOI excludes amortization of capitalized tenant improvement costs and leasing commissions and corporate level expenses. Cash Basis NOI is NOI excluding the effects of straight line rent adjustments, lease value amortization, and lease termination fees. The quarter-to-date same property versions of these measures include the results of properties continuously owned from April 1, 2017 through June 30, 2018. The year-to-date same property versions of these measures include the results of properties continuously owned from January 1, 2017 through June 30, 2018. Land parcels and properties classified as held for sale within our condensed consolidated balance sheets are excluded from the same property versions of these measures.

We consider these supplemental non-GAAP financial measures to be appropriate supplemental measures to net income (loss) because they help to understand the operations of our properties. We use these measures internally to evaluate property level performance, and we believe that they provide useful information to investors regarding our results of operations because they reflect only those income and expense items that are incurred at the property level and may facilitate comparisons of our operating performance between periods and with other REITs. Cash Basis NOI is among the factors considered with respect to acquisition, disposition and financing decisions. These measures do not represent cash generated by operating activities in accordance with GAAP and should not be considered as an alternative to net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) or cash flow from operating activities, determined in accordance with GAAP, or as indicators of our financial performance or liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of our needs. These measures should be considered in conjunction with net income (loss), net income (loss) attributable to EQC common shareholders, operating income (loss) and cash flow from operating activities as presented in our condensed consolidated statements of operations, condensed consolidated statements of comprehensive income and condensed consolidated statements of cash flows. Other REITs and real estate companies may calculate these measures differently than we do.

### **Net Book Value**

Net book value represents the carrying value of real estate properties after depreciation and amortization, purchase price allocations, and impairment write-downs, if any.

### **NOI Margin**

NOI Margin is NOI (or the same property or cash basis derivations of NOI defined above) divided by the total revenues used to calculate NOI (or its derivation).

### **Operating Partnership Units**

Operating Partnership Units are beneficial interests in the Operating Trust.

### **Percentage Commenced**

Percentage commenced includes space subject to leases that have commenced, whether or not the tenant is in a free rent period.

## DEFINITIONS

### **Percentage Leased**

Percentage leased includes space subject to leases that have commenced, space being fitted out for occupancy pursuant to existing leases, and space which is leased but not occupied or is being offered for sublease by tenants.

### **Same Properties**

Our quarter-to-date same property portfolio is comprised of those properties continuously owned from April 1, 2017 through June 30, 2018. Our year-to-date same property portfolio is comprised of those properties continuously owned from January 1, 2017 through June 30, 2018. Land parcels and properties classified as held for sale within our condensed consolidated balance sheets are excluded.

### **Tenant Improvements**

Tenant improvements are capital expenditures to improve tenant spaces.

### **Total Debt**

Total debt is the aggregate balance of the following line items on our condensed consolidated balance sheets: revolving credit facility, senior unsecured debt, net, and mortgage notes payable, net.

### **Undepreciated Book Value**

Undepreciated book value represents the carrying value of real estate properties after purchase price allocations, impairment write-downs, and currency adjustments, if any.