**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):**

**March 1, 2019**

**VORNADO REALTY TRUST**

**(Exact Name of Registrant as Specified in Charter)**

| **Maryland** | **No. 001-11954** | **No. 22-1657560** |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**VORNADO REALTY L.P.**

**(Exact Name of Registrant as Specified in Charter)**

| **Delaware** | **No. 001-34482** | **No. 13-3925979** |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| **888 Seventh Avenue New York, New York** | **10019** |
|---|---|
| (Address of Principal Executive offices) | (Zip Code) |

**Registrant's telephone number, including area code: (212) 894-7000**

**Former name or former address, if changed since last report: N/A**

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 (see General Instructions A.2.):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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 o

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. o

**Item 7.01. Regulation FD Disclosure.**

On March 4, 2019, Vornado Realty Trust, the general partner of Vornado Realty L.P., posted an investor presentation to its website at www.vno.com on the “Investor Relations” page. A copy of the investor presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein solely for purposes of this Item 7.01 disclosure.

Exhibit 99.1 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Vornado Realty Trust or Vornado Realty L.P. under the Securities Act of 1933, as amended, or the Exchange Act.

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

(d)Exhibits.

The following exhibit is being furnished as part of this Current Report on Form 8-K:

| | |
|---|---|
| 99.1 | Vornado Realty Trust investor presentation. |

## SIGNATURE

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.

**VORNADO REALTY TRUST**
(Registrant)

| | |
|---|---|
| By: | /s/ Matthew Iocco |
| Name: | Matthew Iocco |
| Title: | Chief Accounting Officer (duly authorized officer and principal accounting officer) |

Date: March 1, 2019

## SIGNATURE

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.

**VORNADO REALTY L.P.**
(Registrant)

| | |
|---|---|
| By: | VORNADO REALTY TRUST, Sole General Partner |
| By: | /s/ Matthew Iocco |
| Name: | Matthew Iocco |
| Title: | Chief Accounting Officer of Vornado Realty Trust, sole General Partner of Vornado Realty L.P. (duly authorized officer and principal accounting officer) |

Date: March 1, 2019





# VORNADO REALTY TRUST

MARCH 2019

## FORWARD LOOKING STATEMENTS

VORNADO
REALTY TRUST

Certain statements contained in this investor presentation constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Consequently, the future results, financial condition and business of Vornado Realty Trust ("Vornado") may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as "approximates", "believes", "expects", "anticipates", "estimates", "intends", "plans", "would", "may" or similar expressions in this presentation. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and costs to complete, incremental rent, incremental revenue and NOI, yields, value created and cost to complete; and stabilized yields, estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict. These factors include, among others: the timing of and costs associated with property improvements, financing commitments, and general economic and competitive factors. For further discussion of factors that could materially affect the outcome of our forward-looking statements and other risks and uncertainties, see "Risk Factors" in Vornado's Annual Report on Form 10-K for the year ended December 31, 2018.

For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on our forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly any revisions to our forward-looking statements to reflect events or circumstances occurring after the date of this presentation.

**Market Data**

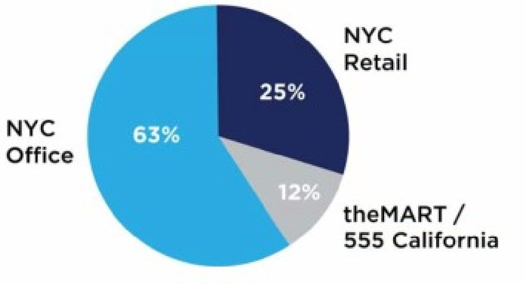
Market data and industry forecasts are used in this presentation, including data obtained from publicly available sources. These sources generally state that the information they provide has been obtained from sources believed to be reliable but the accuracy and completeness of the information are not assured. Vornado has not independently verified any of such information.


NEW YORK CITY FOCUSED
PREMIER ASSETS
LEADING OPERATING PLATFORM
VORNADO REALTY TRUST
PENN DISTRICT OPPORTUNITY
FORTRESS BALANCE SHEET
TRACK RECORD OF VALUE CREATION

**Peerless NYC focused real estate company with premier office and street retail assets**

- Vornado RemainCo's 5 and 10-year same-store NOI growth is the best among blue chip REITs
- Vornado's portfolio consists of 38MM SF (29.8MM SF at share)
- New York focused company, with an irreplaceable NYC portfolio generating 88% of the Company's NOI
- NYC office includes trophy assets in best submarkets with a blue chip tenant roster
  - Well positioned with over 50% of SF in fast growing west side of Manhattan
- NYC street retail is among the scarcest and most valuable real estate in the world
  - Over 50% of street retail NOI comes from Upper Fifth Avenue and Times Square (the two premier submarkets), leased for term with high quality tenants
- theMART and 555 California Street — the best assets in Chicago and San Francisco

**Components of NOI at share - Cash Basis[1]**

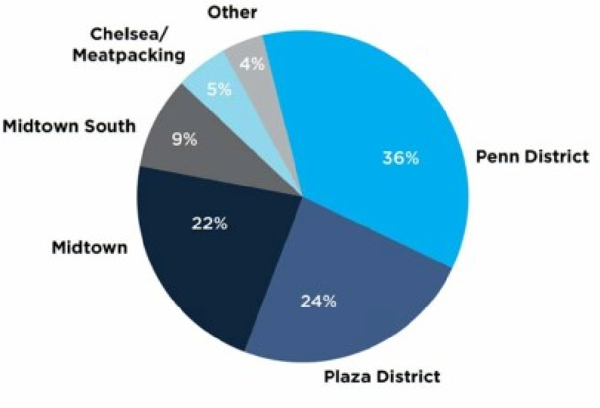



1. For the year ended December 31, 2018 excluding other investments (see page 36 for non-GAAP reconciliation)

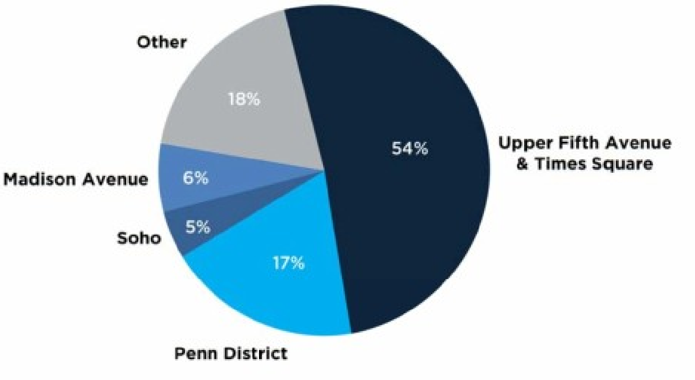
# NEW YORK OFFICE & STREET RETAIL PORTFOLIOS BY SUBMARKET

VORNADO REALTY TRUST

**NYC Office Submarket by Square Footage**
**As of 12/31/2018**




**NYC Retail Submarket by NOI at share - Cash Basis**
**for the Year Ended 12/31/2018**



## NYC CONTINUES TO BE A MAGNET FOR TALENT

VORNADO REALTY TRUST

- New York is a global gateway city with strong projected population growth
  - Population projected to increase on average 23,700 annually for the next three decades, surpassing 9 million by 2040 (NYC.gov)
- Diversified employment base
  - In 1990, 1 in 2 New York City jobs were in the financial services industry - today the ratio is 1 in 4
  - Today, 1 in 4 office jobs are TAMI, and half of office jobs are in professional business services
  - According to a recent Savills Studley report, New York ranks first as the world's premier tech center, overtaking San Francisco
  - Growing footprint of healthcare systems and emergence of life sciences industry
- Resurgence of financial services sector
- Continuing corporate investment in New York
  - J.P. Morgan Chase building new 2.5 million SF corporate headquarters at 270 Park Avenue
  - Google acquisition of 1.2 million SF Chelsea Market building and expansion into Hudson Square
  - Disney purchase of 4 Hudson Square leasehold to build new headquarters

NYC Versus National Job Growth


*Sources: U.S. Bureau of Labor Statistics, NYS Department of Labor, Non-Farm Employment, Seasonally Adjusted*

## CATALYSTS FOR SHAREHOLDER VALUE CREATION

VORNADO REALTY TRUST

- Trading at a significant discount to management's estimate of NAV
- Only significant way to invest publicly in fast growing West Side of Manhattan
- Growth from creative-class new developments (1,260,000 SF at share)
  - 512 West 22nd Street
  - Farley Office and Retail Building
  - 260 Eleventh Avenue
  - 606 Broadway
- Penn District Redevelopment - over 9 million SF existing portfolio with significant NOI upside and value creation
  - 6.8 million SF of office with average in-place rents of $64 PSF
  - PENN1 redevelopment commenced in 4Q18
  - PENN2 redevelopment (1.8 million rentable SF) to commence in 1Q20
  - Farley Office & Retail Building (850,000 rentable SF) commenced 1Q18
  - Hotel Pennsylvania (2.8 million rentable SF of development)
  - Other development sites
- Internal growth over time from highly sought-after existing assets
- Fortress balance sheet with substantial cash and available immediate liquidity (~$3.3 billion) to take advantage of market opportunities
  - Sale of $1 billion of non-core assets and anticipated sellout of 220 Central Park South luxury condominiums will generate significant additional dry powder
  - Completed the sale of 11 condominium units at 220 Central Park South in 4Q18
- Attractive common dividend yield of 3.9% - highest among peers

*(unaudited and in millions, except square feet and per share amounts)*

| | For the Year Ended December 31, 2018 | | | | |
|---|---|---|---|---|---|
| Office: | NOI at Share - Cash Basis | Adjustments | Pro Forma NOI at Share - Cash Basis | Cap Rate | Value[1] |
| New York | $ 726 | $ (27)[illegible] | $ 699 | | |
| theMART | 94 | 12[illegible] | 106 | | |
| 555 California Street | 53 | — | 53 | | |
| Total Office | 873 | (15) | 858 | 4.50% | 19,067 |
| New York - Retail | 324 | — | 324 | 4.50% | 7,200 |
| New York - Residential | 22 | — | 22 | 4.00% | 550 |
| | $ 1,219 | $ (15) | $ 1,204 | | 26,817 |
| Less: Market management fee (28,133,000 square feet in service at share at $0.50 per square foot) at a 4.50% cap rate | | | | | (313) |
| | | | | | $ 26,504 |
| **Other Asset Values:** | | | | | |
| 220 Central Park South - incremental value after repayment of debt and taxes | | | | | $ 1,000 |
| Cash, restricted cash and marketable securities | | | | | 869 |
| Alexander's Inc. ("Alexander's") (1,654,068 shares at $304.74 per share as of December 31, 2018) | | | | | 504 |
| Hotel Pennsylvania | | | | | 500 |
| BMS (2018 NOI of $27 at a 7.0x multiple) | | | | | 189 |
| Urban Edge Properties ("UE") (5,717,184 shares at $16.62 per share as of December 31, 2018) | | | | | 95 |
| Real estate fund investments (VNO's share at fair value) | | | | | 80 |
| Pennsylvania Real Estate Investment Trust ("PREIT") (6,250,000 shares at $5.94 per share as of December 31, 2018) | | | | | 37 |
| Other assets | | | | | 730 |
| Other construction in progress (at 110% of book value) | | | | | 566 |
| Total of other asset values | | | | | $ 4,570 |
| Liabilities (see following page) | | | | | $ (11,300) |
| NAV | | | | | $ 19,774[illegible] |
| NAV per share (203.5 million shares on an OP basis as of December 31, 2018) | | | | | $ 97[illegible] |

*See notes on following page*

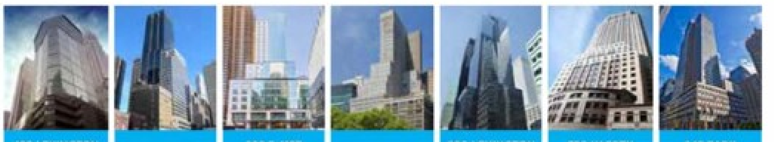
*(unaudited and in millions)*

| | Liabilities | | |
|---|---|---|---|
| | As of December 31, 2018 | Adjustments | Net |
| Consolidated contractual mortgage notes payable, net of noncontrolling interests' share | $ 7,598 | $ (737)[4] | $ 6,861 |
| Non-consolidated real estate debt | 2,683 | (581)[5] | 2,102 |
| Corporate unsecured debt | 850 | – | 850 |
| Revolver/term loan | 830 | (750)[4] | 80 |
| Other liabilities | 482 | – | 482 |
| Perpetual preferred (at redemption value) | 925 | – | 925 |
| Total Liabilities | 13,368 | $ (2,068) | $ 11,300 |

1. Capitalization Rate ("Cap Rate") means the rate applied to pro-forma cash basis NOI to determine the fair value of our properties. The Cap Rates reflected in this financial supplement are based on management's estimates, which are inherently uncertain. Other asset values are also estimates made by management, which are inherently uncertain. There can be no assurance that management's estimates accurately reflect the fair value of our assets, and actual value may differ materially.
2. Adjustment to deduct BMS NOI for the year ended December 31, 2018.
3. Adjustment to reflect the annual real estate tax increase which will be billed to tenants in 2019.
4. Debt related to 220 Central Park South.
5. Excludes our share of debt of Alexander's, UE, and PREIT as they are presented on an equity basis in other asset values.

## IMPLIED VALUE OF VNO'S NYC OFFICE PORTFOLIO AT SUBSTANTIAL DISCOUNT TO PRIVATE MARKET SALES

VORNADO
REALTY TRUST



| | 425 LEXINGTON AVENUE | 1745 BROADWAY | 222 E 41ST STREET | 5 BRYANT PARK | 600 LEXINGTON AVENUE | 350 W 50TH STREET | 245 PARK AVENUE |
|---|---|---|---|---|---|---|---|
| Closing Date | 10/2018 | 5/2018 | 4/2018 | 3/2018 | 1/2018 | 9/2017 | 5/2017 |
| Sale Price ($) | 705,000,000 | 595,800,000 | 332,500,000 | 640,000,000 | 305,000,000 | 1,725,000,000 | 2,210,000,000 |
| Price PSF ($) | 940 | 936 | 860 | 962 | 1,005 | 839 | 1,364 |
| Cap Rate | 4.5% | 3.8% | 4.0% | 4.0% | 4.3% | 5.0% | 4.9% |

| | 224 TWELFTH AVENUE | 540 W 26TH STREET | 10 HUDSON YARDS | 430 W 15TH STREET | 330 HUDSON STREET | 245-249 W 17TH STREET | 218 W 18TH STREET |
|---|---|---|---|---|---|---|---|
| Closing Date | 10/2018 | 7/2018 | 5/2018 | 4/2018 | 1/2018 | 10/2017 | 10/2017 |
| Sale Price ($) | 900,000,000 | 260,000,000 | 2,180,000,000 | 159,000,000 | 385,000,000 | 339,400,000 | 174,700,000 |
| Price PSF ($) | 853 | 1,576 | 1,202 | 1,563 | 826 | 1,207 | 1,055 |
| Cap Rate | 1.9% | 5.1% | 4.5% | 4.8% | 4.7% | 4.9% | 4.4% |

**Weighted Average Price per Square Foot of $1,043 and Cap Rate of 4.4%**

At Vornado's stock price of $67.31 (2/28/19), our NYC Office implied Price per Square Foot is $522, with a Cap Rate of 8.0%.[1]

1. Based on NOI and Cap Rates for other holdings per 12/31/2018 NAV Analysis

*(Amounts in millions)*

| | | AT 12/31/18 |
|---|---|---|
| Secured debt | $ | 8,216 |
| Unsecured debt | | 1,680 |
| Pro rata share of non-consolidated debt | | 2,683 |
| Less: noncontrolling interests' share of consolidated debt | | (618) |
| **Total debt** | | **11,961** |
| 220 CPS (mortgage + term loan) | | (1,487) |
| Projected cash proceeds from 220 Central Park South in excess of the $1,487 debt repaid | | (1,044) |
| Cash, restricted cash and marketable securities | | (974) |
| **Net Debt** | **$** | **8,456** |
| **EBITDA, as adjusted[1]** | **$** | **1,263** |
| **Net Debt/EBITDA, as adjusted** | | **6.7x** |

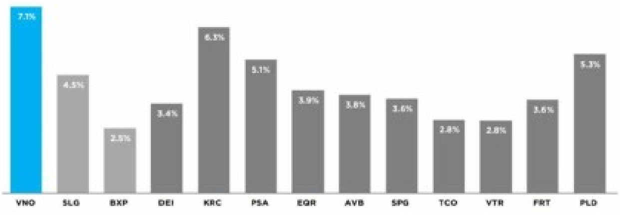
- Investment grade — Baa2/BBB
- $2.4 BN in revolver capacity
- $0.9 BN in cash
- Weighted average debt maturity — 3.8 years
- ~$10 BN of unencumbered assets



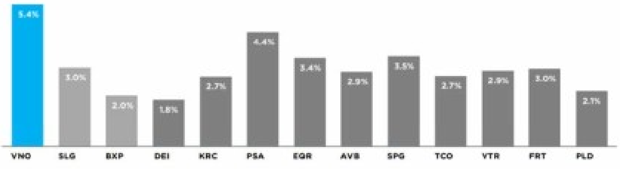
1. See page 37 for non-GAAP reconciliation

**Vornado has delivered superior same-store NOI - Cash Basis growth relative to blue chip peers on both a 5-year and 10-year basis**

### 5-Year Same-Store NOI - Cash Basis CAGR (2013-2018)




### 10-Year Same-Store NOI - Cash Basis CAGR (2008-2018)



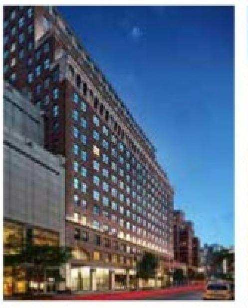

*1. Per reports published by Green Street Advisors for all companies other than Vornado. Vornado NOI (after corporate G&A) includes New York office, New York retail, ALX, 555 California Street, and theMART. Excludes investment income, the Real Estate Fund, and Hotel Pennsylvania.*

## LEADER IN REPOSITIONING AND MODERNIZING PROPERTIES
## SELECT CASE STUDIES

VORNADO REALTY TRUST

*(Amounts in thousands, except per share)*



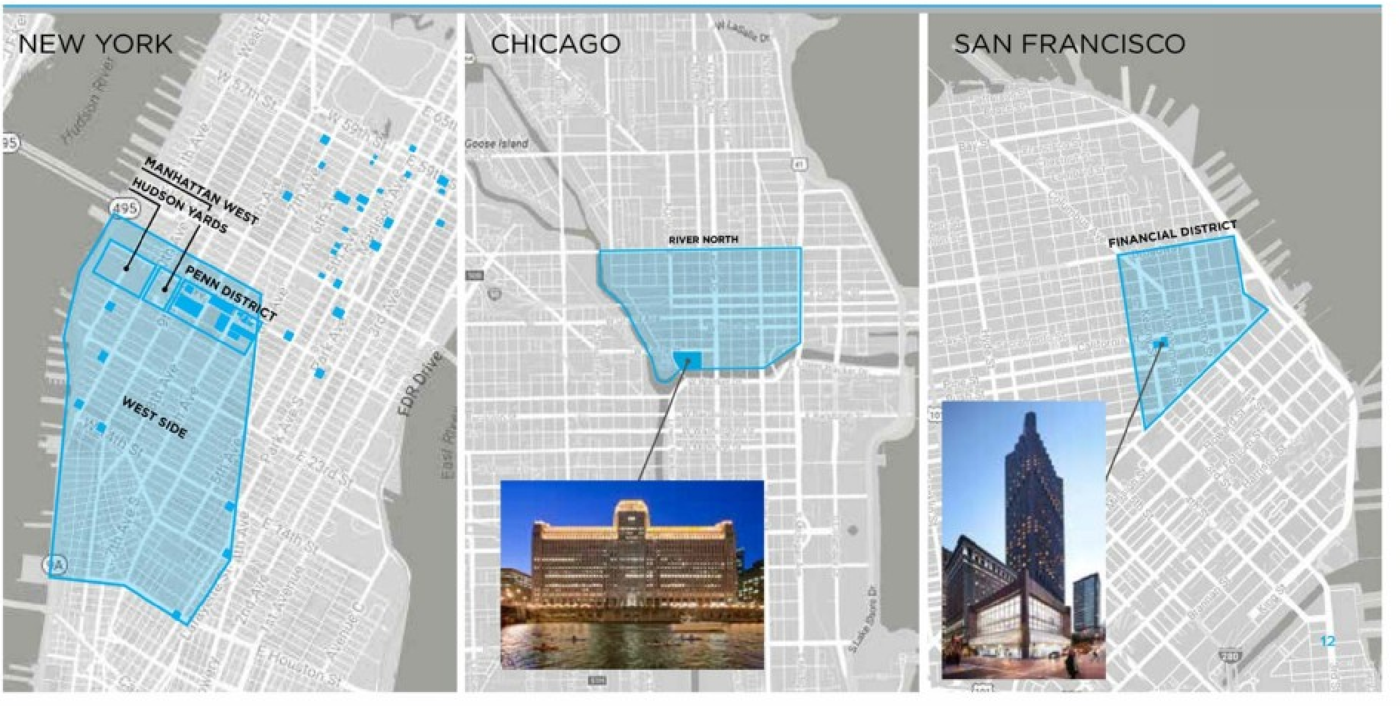



| | 1290 AVENUE OF THE AMERICAS 2,113,000 SF | 770 BROADWAY 1,183,000 SF | 330 WEST 34TH STREET 722,000 SF | 7 WEST 34TH STREET 477,000 SF |
|---|---|---|---|---|
| Incremental Stabilized Cash NOI | $ 38,500 | $ 37,300 | $ 21,200 | $ 15,700 |
| Capital Cost (Including TI/LC) | 221,300 | 240,000 | 142,700 | 77,200 |
| **Yield** | **17.4%** | **15.5%** | **14.9%** | **20.3%** |
| **Value Created**[1] | **$ 444,000**[2] | **$ 588,900** | **$ 328,400** | **$ 271,700**[3] |
| **Value Created Per Share** | **$ 2.18** | **$ 2.90** | **$ 1.62** | **$ 1.34** |

*1. Incremental NOI valued at 4.5% cap rate, less capital cost (including TI/LC)*
*2. Shown at 70% share*
*3. Shown at 100% share; Vornado monetized 47% of the value creation through sale of a partial interest*

# VORNADO'S OFFICE ASSETS LOCATED AT THE EPICENTER OF GROWTH

VORNADO REALTY TRUST



# SELECT NEW YORK CITY OFFICE PROPERTIES

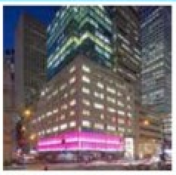


## PLAZA DISTRICT


888 SEVENTH AVENUE


650 MADISON AVENUE


595 MADISON AVENUE


640 FIFTH AVENUE

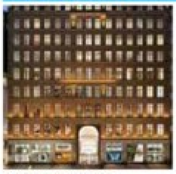

689 FIFTH AVENUE

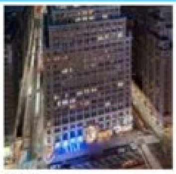
## GRAND CENTRAL


330 MADISON AVENUE

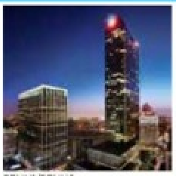

90 PARK AVENUE

## PENN DISTRICT


7 WEST 34TH STREET


PENN11


330 WEST 34TH STREET


PENN1/PENN2


FARLEY OFFICE & RETAIL BUILDING

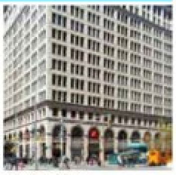
## MIDTOWN


731 LEXINGTON AVENUE

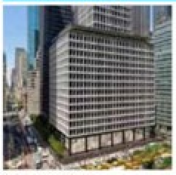

1290 AVENUE OF THE AMERICAS

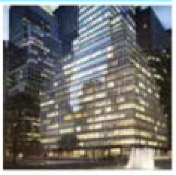
## MIDTOWN SOUTH


ONE PARK AVENUE


770 BROADWAY

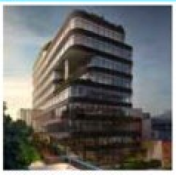
## PARK AVENUE

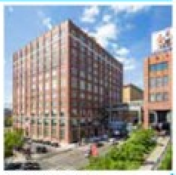

280 PARK AVENUE


350 PARK AVENUE

## CHELSEA / MEATPACKING


61 NINTH AVENUE


512 WEST 22ND STREET


85 TENTH AVENUE

## BLUE-CHIP OFFICE TENANT ROSTER

VORNADO REALTY TRUST

### FINANCIAL

Bloomberg
Goldman Sachs
Bank of America
Capital One
UBS
NEUBERGER BERMAN
HSBC
M&T Bank
TPG
pwc
GLENCORE
Morgan Stanley
AB
WELLS FARGO
GUGGENHEIM
DODGE & COX FUNDS
FRANKLIN TEMPLETON INVESTMENTS
Castle Harlan, Inc.
INVESTCORP
McKinsey&Company
MFA FINANCIAL
FACTSET
KKR
Fidelity INVESTMENTS
PJT Partners
American Century Investments
GIC
THOMSON REUTERS

### TAMI

IPG
amazon
Deutsch
facebook
razorfish
Google
yelp
Microsoft
MSG
T-Mobile
AMC NETWORKS
cisco
EMC²
Oath:
The McGraw-Hill Companies
PayPal
MOTOROLA
YAMAHA
SIEMENS
hachette BOOK GROUP
1871
Information Builders

### HEALTHCARE / INSURANCE

AXA
NEW YORK UNIVERSITY
COLUMBIA UNIVERSITY
aetna
Allscripts
Allstate
UnitedHealthcare
Memorial Sloan Kettering Cancer Center
BlueCross BlueShield
Allergan

### REAL ESTATE

JLL
CUSHMAN & WAKEFIELD
COHEN & STEERS
PARSONS BRINCKERHOFF
HomeAdvisor
RAMSA
STRUCTURETONE

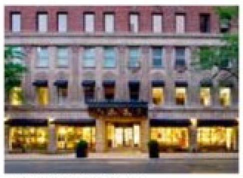
### LEGAL

KIRKLAND & ELLIS LLP
ALSTON + BIRD LLP
FOLEY
BRYAN CAVE
JONES DAY
Fenwick
SIDLEY

### OTHER

macy's
RALPH LAUREN
CONAGRA BRANDS
AMA American Management Association
Kellogg's
OpenJar STUDIOS
MoëtHennessy
SIVIC

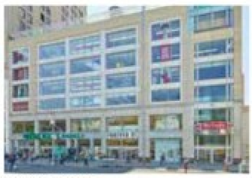
## SELECT NEW YORK CITY STREET RETAIL PROPERTIES

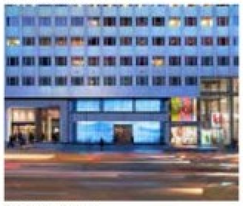

828-850 MADISON AVENUE


595 MADISON AVENUE


650 MADISON AVENUE

677 MADISON AVENUE


4 UNION SQUARE


666 FIFTH AVENUE


689 FIFTH AVENUE

1535 & 1540 BROADWAY


640 FIFTH AVENUE


510 FIFTH AVENUE


655 FIFTH AVENUE


697 FIFTH AVENUE


478-486 BROADWAY


435 SEVENTH AVENUE

# CONCENTRATION IN THE KEY HIGH STREET RETAIL SUBMARKETS IN MANHATTAN

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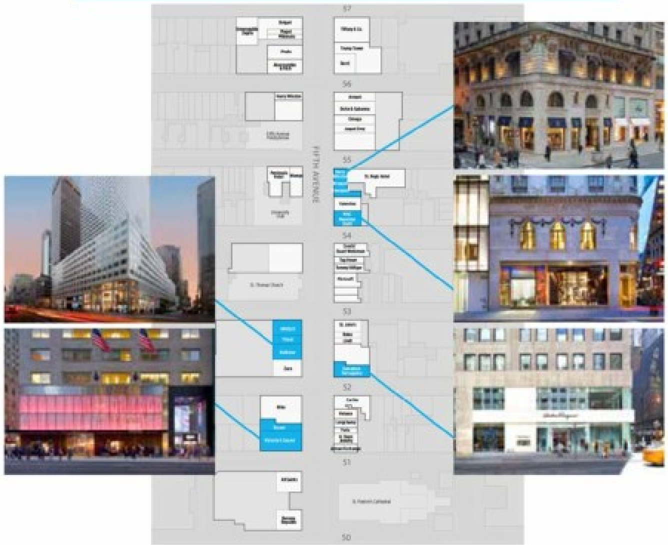
**Upper Fifth Avenue**
**Own 23% of Frontage[1]**



**Times Square**
**Own Both Sides of the Bowtie**

1540 BROADWAY

1535 BROADWAY

1. Excludes churches, clubs and retail owned by users

HARRY WINSTON · dyson · SEPHORA · CELINE · Christofle

THE NORTH FACE · EQUINOX · TOPSHOP · BLANCPAIN · Levi's · TOD'S

sunglass hut · Salvatore Ferragamo · Disney · Berluti · COACH

STARBUCKS RESERVE · STARBUCKS · VICTORIA'S SECRET · amazon · J.CREW

H&M · INVICTA · WHOLE FOODS MARKET · FOREVER 21 · Massimo Dutti · MAC

OLD NAVY · HOLLISTER · Madewell · MONCLER · UNIQLO · TISSOT

T-Mobile · swatch · Lindt · john varvatos · Breguet Depuis 1775

## STREET RETAIL PORTFOLIO
## UPPER FIFTH & TIMES SQUARE BUTTONED UP FOR TERM

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**Over 50% of Vornado street retail NOI - Cash Basis comes from Upper Fifth Avenue and Times Square. Both are locked up for term with high quality tenants**

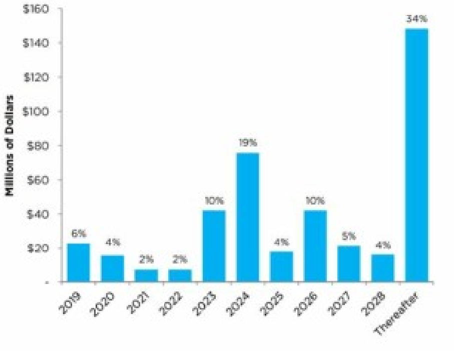
### UPPER FIFTH AVENUE

| Tenant | Year of Expiration |
|---|---|
| Zara | 2019 |
| MAC Cosmetics | 2024 |
| Hollister | 2024 |
| Uniqlo | 2026 |
| Tissot | 2026 |
| Dyson | 2027 |
| Ferragamo | 2028 |
| Swatch | 2031[1] |
| Harry Winston | 2031 |
| Victoria's Secret | 2032 |

### TIMES SQUARE

| Tenant | Year of Expiration |
|---|---|
| US Polo | 2023 |
| Sunglass Hut | 2023 |
| Planet Hollywood | 2023 |
| MAC Cosmetics | 2025 |
| T-Mobile | 2025 |
| Disney | 2026 |
| Invicta | 2028 |
| Sephora | 2029 |
| Swatch | 2030 |
| Levi's | 2030[2] |
| Forever 21 | 2031 |
| Nederlander Theater | 2050 |

**New York Retail Expirations by Revenue as of 12/31/2018**
**Weighted Average Lease Term: 7.6 Years**




1. *Tenant has the right to cancel in 2023*
2. *Tenant has the right to cancel in 2024*


theMART building (Chicago) – best example of contemporary office space outside of Silicon Valley. Transformed from a showroom building to the premier creative and tech hub in the Midwest, resulting in significant earnings growth and value creation

- 3,675,000 SF building – 94.8% Occupancy at 12/31/2018
- Located in River North, the hottest submarket in Chicago
- Between 2011 and 4Q18, converted over 950,000 SF in the building from showroom/trade show space to creative office space
- 3.1 million SF of total space leased since 2012
- 12/31/2018 Cash NOI (non-GAAP)(1) of $103.6 million(2) versus 2011 Cash NOI (non-GAAP)(1) of $54.3 million
- In-place escalated rents average $48.18 PSF as of 12/31/2018 (office $43.71, showroom $53.44 and retail $54.87)
- In conjunction with the City of Chicago, theMART debuted *Art on theMART* on September 29, 2018. This curated series of digital artworks projects the work of renowned artists across the 2.5 acre exterior river-façade of theMART, creating the largest permanent digital art projection in the world.

Major Tenants:

- Motorola Mobility (guaranteed by Google)
- ConAgra Foods Inc.
- 1871
- Kellogg's
- Allscripts Healthcare
- Yelp Inc.
- Paypal, Inc.
- Razorfish
- Allstate Insurance
- Steelcase
- Herman Miller

1. See page 38 for non-GAAP reconciliation
2. The year ended December 31, 2018 included an additional $15.1 million of real estate tax expense accrual due to an increase in the tax-assessed value of theMART, which is assumed to be 80% reimbursable in this figure.

555 California Street – the franchise office building in San Francisco and arguably the most iconic building on the west coast – further NOI growth expected from redeveloped concourse and 315/345 Montgomery

- 1,821,000 SF building – 99.4% Occupancy at 12/31/2018
- 1.7 million SF of office space leased since 2012
- 12/31/2018 Cash NOI (non-GAAP)[1] of $57.6 million at share (not including Cash NOI from approximately 78,000 SF of space under redevelopment, which is leased to Regus Spaces) versus 2012 Cash NOI (non-GAAP)[1] of $38.2 million at share
- In-place escalated rents average $75.60 PSF as of 12/31/2018

Major Tenants:

- Bank of America
- Dodge & Cox
- Fenwick & West LLP
- Microsoft
- Jones Day
- Goldman Sachs
- Sidley Austin
- Kirkland & Ellis LLP
- Morgan Stanley
- UBS
- Wells Fargo
- KKR
- McKinsey & Company Inc.



1. See page 38 for non-GAAP reconciliation

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**GROWTH FROM DEVELOPMENT**

## WELL-POSITIONED WITH EXISTING ASSETS AND NEW DEVELOPMENTS CONCENTRATED IN THE FAST GROWING WEST SIDE

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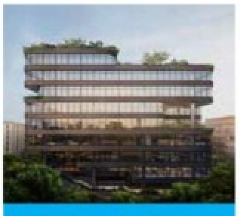


**512 WEST 22ND STREET (55.0%)**

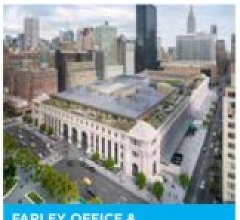
173,000 SF
1Q19

**606 BROADWAY (50.0%)**

34,000 SF
Delivered

**260 ELEVENTH AVENUE**

340,000 SF
TBD



**FARLEY OFFICE & RETAIL BUILDING (95.0%)**

850,000 SF
3Q20

**PENN1**

2,545,000 SF
TBD

**PENN2**

1,800,000 SF
TBD


*As of 12/31/2018; square footage ("SF") shown at 100% share*

# PENN DISTRICT | AN UNPRECEDENTED OPPORTUNITY

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# PENN DISTRICT | AN UNPRECEDENTED OPPORTUNITY

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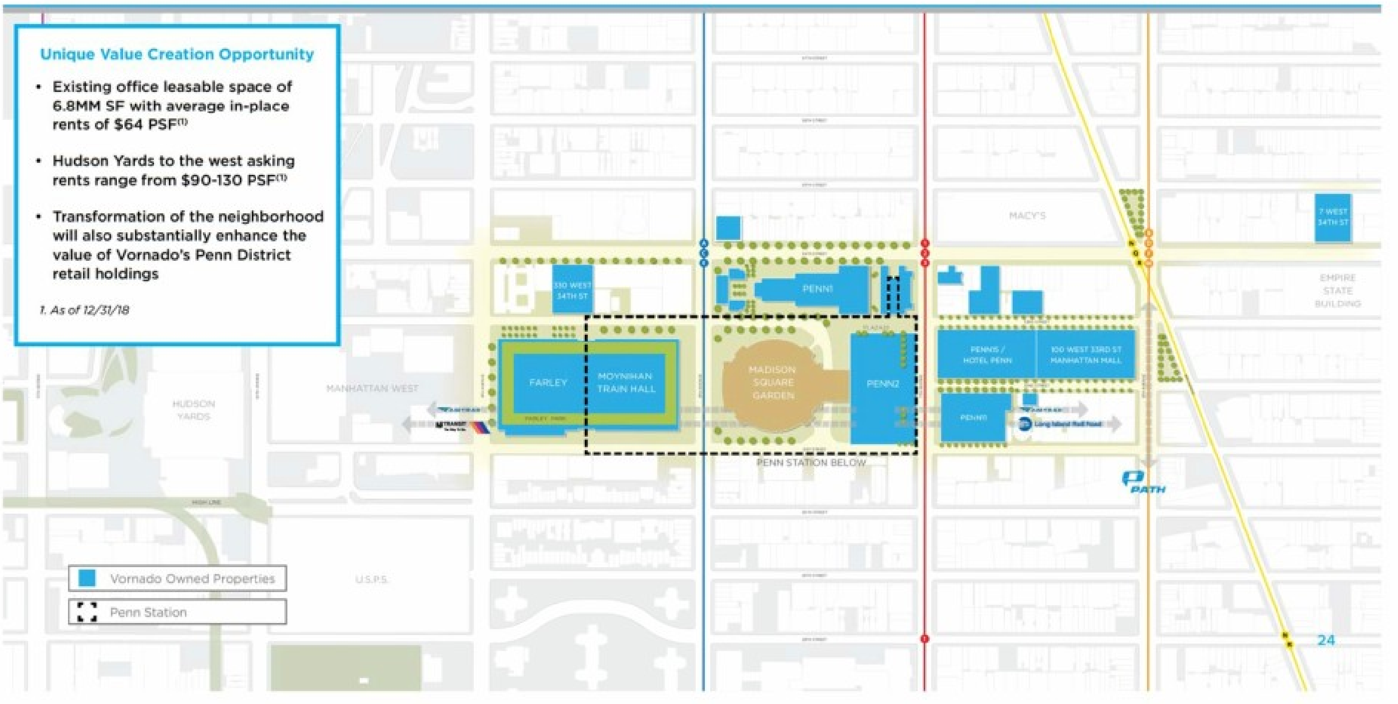
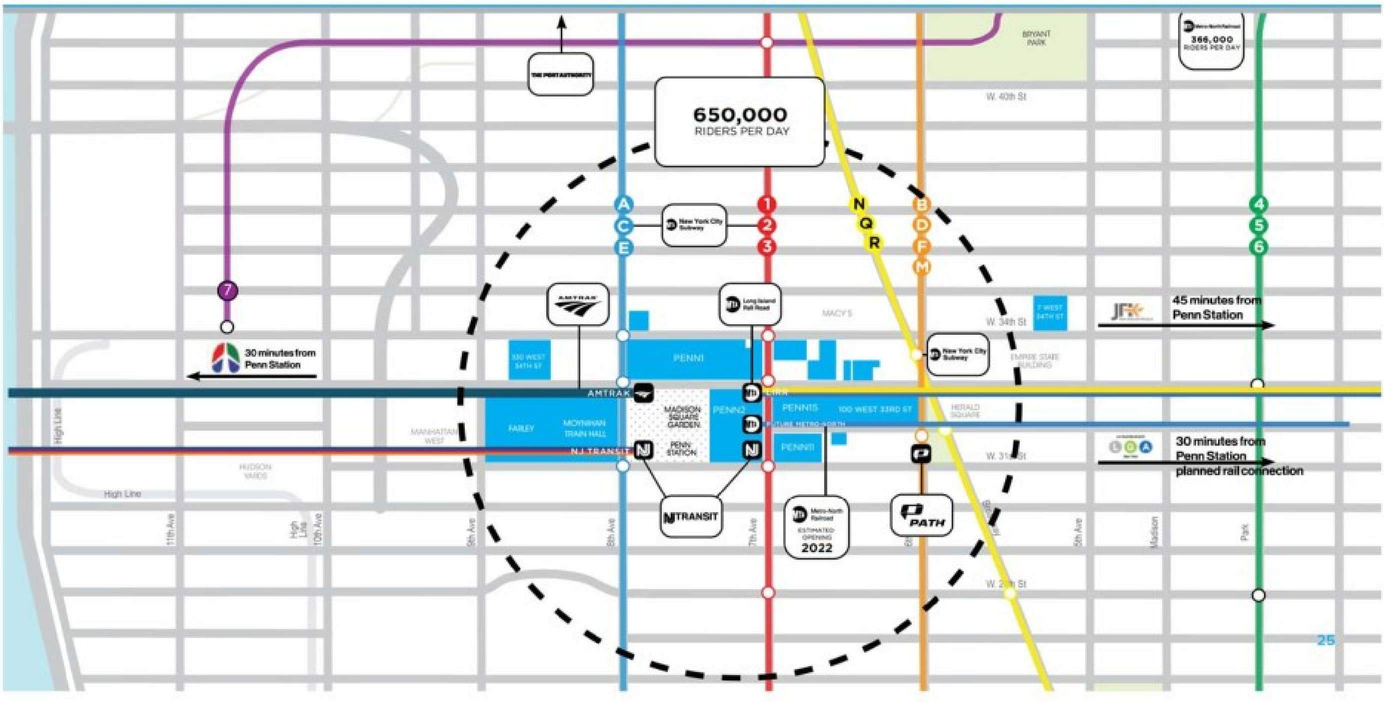
**Unique Value Creation Opportunity**

- Existing office leasable space of 6.8MM SF with average in-place rents of $64 PSF[1]
- Hudson Yards to the west asking rents range from $90-130 PSF[1]
- Transformation of the neighborhood will also substantially enhance the value of Vornado's Penn District retail holdings

*1. As of 12/31/18*



# PENN DISTRICT | BEST POSITIONED FROM TRANSIT STANDPOINT



## CURRENT DEVELOPMENT PROJECTS[1]

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**OUR CURRENT DEVELOPMENT PIPELINE IS EXPECTED TO INCREASE CASH NOI BY ~$130MM (AT SHARE) UPON STABILIZATION**

*(Amounts in thousands)*

| | PENN1<br>2,545,000 SF | 512 WEST 22ND STREET<br>173,000 SF | 606 BROADWAY<br>34,000 SF | 345 MONTGOMERY STREET<br>78,000 SF | FARLEY OFFICE & RETAIL BUILDING[3]<br>850,000 SF | TOTAL CURRENT PROJECTS<br>3,680,000 SF |
|---|---|---|---|---|---|---|
| Full Quarter Stabilized Operations | N/A | Q3 2020 | Q2 2020 | Q3 2020 | Q2 2022 | |
| VNO Share | 100.0% | 55.0% | 50.0% | 70.0% | 95.0% | |
| Development Budget (at Share)[2] | | | | | | |
| Amount Expended | $ 9,725 | $ 52,505 | $ 25,601 | $ 15,284 | $ 137,267[4] | **$ 240,382** |
| Remaining | $ 190,275 | $ 19,495 | $ 4,399 | $ 16,716 | $ 622,733 | **$ 853,618** |
| Total Incremental Budget | $ 200,000[5] | $ 72,000 | $ 30,000 | $ 32,000 | $ 760,000 | **$ 1,094,000** |

1. *Square footages shown at 100%; costs shown at share*
2. *Excludes land and acquisition costs*
3. *Farley Office & Retail Building figures reflect increase in ownership from 50.1% to 95% post-September 30, 2018*
4. *Excludes our share of the upfront contribution of $230,000 and net of anticipated historic tax credits*
5. *We expect the final budget will exceed $200,000 after anticipated scope changes*

## FUTURE DEVELOPMENT PIPELINE

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**FUTURE REDEVELOPMENT OPPORTUNITIES PROVIDE BUILT-IN SOURCE OF ADDITIONAL GROWTH**

**PENN2**
**1,800,000 SF**

**HOTEL PENNSYLVANIA**
**2,800,000 SF**

**260 ELEVENTH AVENUE**
**340,000 SF**



*Note: Shown at estimated rentable SF, subject to change*

# FARLEY OFFICE & RETAIL BUILDING DEVELOPMENT
# BEGINNING THE TRANSFORMATION OF PENN DISTRICT

- Recently acquired an additional 44.9% from the Related Companies, increasing Vornado's ownership interest to 95%, in the joint venture that has a 99-year lease for the commercial space at the historic Farley Post Office and Retail Building
- The joint venture is developing the Farley Office and Retail Building, which will include approximately 850,000 rentable square feet of commercial space, comprised of approximately 730,000 square feet of office space and approximately 120,000 square feet of retail space
- Total budget of $760 million at share
- Expected delivery 3Q 2020


SKYLIGHT SURROUNDED BY FARLEY OFFICE SPACE


70,000 SF OF PARK SPACE


MAIN OFFICE LOBBY DESIGN


INTERIOR CONCEPT DESIGN OF ANNEX FLOOR


FARLEY PARK - ROOF TERRACE PAVILION DESIGN


MOYNIHAN TRAIN HALL CONCOURSE

34TH STREET LOBBY ENTRY

34TH STREET LOBBY

34TH STREET LOBBY RECEPTION DESK

SOCIAL STAIR

SECOND FLOOR LOUNGE

33RD STREET LOBBY LIBRARY

## PENN1 REDEVELOPMENT - PRELIMINARY ESTIMATES

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34TH STREET LOBBY

| PENN1 | | 2.54MM SF |
|---|---|---|
| Development Cost | $ | 200MM [1] |
| In-Place Office Rent | $ | 67 PSF |
| Average Market Rent After Development | $ | 87 PSF |
| Incremental Rent | $ | 20 PSF |
| Incremental NOI | $ | 48MM |
| **Yield on Capital** | | **24%** |
| **Value Created[2]** | **$** | **867MM** |
| **Value Created Per Share** | **$** | **4.25** |

Average remaining office lease term is 5.4 years

*1. We expect the final budget will exceed $200,000 after anticipated scope changes*
*2. Incremental NOI valued at 4.5% cap rate, less development costs excluding recurring TI/LCs that would have been incurred on re-tenanting the building irrespective of this capital project*

## PENN2 REDEVELOPMENT

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PROPOSED PENN2

PENN2 LOOKING SOUTH ON 7TH AVENUE AND PLAZA33

PROPOSED PENN2 OFFICE LOBBY

PROPOSED NORTH FACADE OF PENN2 LOOKING SOUTH AT PLAZA33

PROPOSED DOUBLE HEIGHT OFFICE SPACE LOCATED IN THE BUSTLE

PROPOSED ROOFTOP TERRACE

## 260 ELEVENTH AVENUE - DESIGNED BY RICHARD ROGERS

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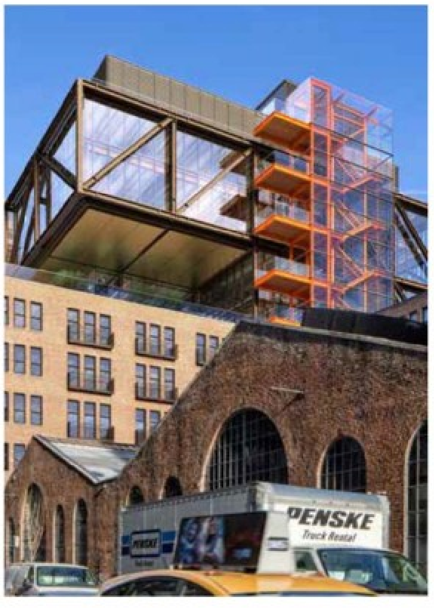


## NATIONALLY RECOGNIZED, INDUSTRY-LEADING SUSTAINABILITY PROGRAM

- 5-time Energy Star Partner of the Year, Sustained Excellence recipient 2018
- 26 million square feet of owned and managed LEED certified buildings
- Largest landlord of LEED certified buildings in New York City with over 20 million SF. All new commercial developments will be, at minimum, LEED Gold certified
- NAREIT Leader in the Light award 2018, 9th year in a row
- Global Real Estate Sustainability Benchmark (GRESB) "Green Star" since 2013; #3 among all listed US Real Estate companies, 2018
- 20% reduction in same-store greenhouse gas emission since 2009

VORNADO SUSTAINABILITY




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# APPENDIX

This investor presentation contains certain non-GAAP financial measures, including net operating income ("NOI") and earnings before interest, taxes, depreciation and amortization ("EBITDA").

NOI represents total revenues less operating expenses. We consider NOI to be the primary non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on NOI, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. NOI should not be considered a substitute for net income. NOI may not be comparable to similarly titled measures employed by other companies. We calculate NOI on an Operating Partnership basis which is before allocation to the noncontrolling interest of Vornado Realty L.P. (the "Operating Partnership").

EBITDA represents earnings before interest, taxes, depreciation and amortization. EBITDA is essentially NOI less general and administrative expenses. We use EBITDA as a secondary non-GAAP measure primarily in the context of a net debt to EBITDA ratio. We calculate EBITDA on an Operating Partnership basis which is before allocation to the noncontrolling interest of Vornado Realty L.P. (the "Operating Partnership").

A reconciliation of NOI and EBITDA to net income, the most directly comparable GAAP measure, is provided on the following pages.

These non-GAAP financial measures are used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because they exclude the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. These metrics do not represent cash generated from operating activities and are not necessarily indicative of cash available to fund obligations and should not be considered as an alternative to net income as performance measures or cash flow as liquidity measures. These non-GAAP metrics may not be comparable to similarly titled measures employed by other companies.

*(Amounts in millions)*

**Reconciliation of Vornado Realty Trust Net income to NOI at share - Cash Basis for the year ended December 31, 2018**

| | For the Year Ended December 31, 2018 |
|---|---|
| Net income | $ 423 |
| Deduct: | |
| Income from partially owned entities | (9) |
| Loss from real estate fund investments | 89 |
| Interest and other investment income, net | (17) |
| Net gains on disposition of wholly owned and partially owned assets | (246) |
| Purchase price fair value adjustment | (44) |
| Income from discontinued operations | (1) |
| NOI attributable to noncontrolling interests in consolidated subsidiaries | (71) |
| Add: | |
| Depreciation and amortization expense | 447 |
| General and administrative expense | 142 |
| Transaction related costs, impairment and other | 31 |
| NOI from partially owned entities | 253 |
| Interest and debt expense | 348 |
| Income tax expense | 38 |
| NOI at share | 1,383 |
| Non cash adjustments for straight-line rents, amortization of acquired below-market leases, net and other | (45) |
| NOI at share - Cash Basis | $ 1,338 |

**NOI at share - Cash Basis by segment:**

| | For the Year Ended December 31, 2018 |
|---|---|
| **New York:** | |
| Office (includes $27MM of BMS NOI) | $ 726 |
| Retail | 324 |
| Residential | 22 |
| Alexander's | 48 |
| Hotel Pennsylvania | 12 |
| | 1,132 |
| **Other:** | |
| theMART (including trade shows) | 94 |
| 555 California Street | 53 |
| Other investments | 59 |
| | 206 |
| NOI at share - Cash Basis | $ 1,338 |

*(Amounts in millions)*

**Reconciliation of Net income attributable to the Operating Partnership to EBITDA and EBITDA, as adjusted for the year ended December 31, 2018**

| | For the Year Ended December 31, 2018 |
|---|---|
| Net income attributable to the Operating Partnership | $ 476 |
| Interest and debt expense | 448 |
| Depreciation and amortization | 521 |
| Income tax expense | 38 |
| EBITDA | 1,483 |
| Adjusted, net [1] | (220) |
| EBITDA, as adjusted | $ 1,263 |

1. Includes income from our sold properties, our Real Estate Fund, gains on sale of real estate, impairment losses, change in fair value of marketable securities, gains on sale of 220 Central Park South condominium units and other adjustments

*(Amounts in millions)*

**Reconciliation of theMART Net income to EBITDA, NOI - Cash Basis and NOI - Cash Basis adding back free rent for the year ended December 31, 2011 and for the year ended December 31, 2018**

| | For the Year Ended December 31, 2018 | For the Year Ended December 31, 2011 |
|---|---|---|
| Net income (loss) | $ 22.6 | $ (4.5) |
| Interest and debt expense | 18.7 | 31.2 |
| Depreciation and amortization | 39.3 | 21.6 |
| Income tax expense | — | — |
| EBITDA | 80.6 | 48.3 |
| Non-cash adjustments and other | 2.5 | 3.1 |
| NOI - Cash Basis | 83.1 | 51.4 |
| Adding back free rent | 8.4 | 2.9 |
| NOI - Cash Basis adding back free rent | $ 91.5 | $ 54.3 |

**Reconciliation of 555 California Street Net income to EBITDA, NOI at share - Cash Basis and NOI at share - Cash Basis adding back free rent for the year ended December 31, 2012**

| | For the Year Ended December 31, 2018 at share | For the Year Ended December 31, 2012 at share |
|---|---|---|
| Net income (loss) | $ 11.0 | $ (4.6) |
| Interest and debt expense | 18.1 | 22.0 |
| Depreciation and amortization | 25.9 | 28.5 |
| Income tax expense | 0.5 | 0.3 |
| EBITDA | 55.5 | 46.2 |
| Non-cash adjustments and other | (2.0) | (9.1) |
| NOI at share - Cash Basis | 53.5 | 37.1 |
| Adding back free rent | 4.1 | 1.1 |
| NOI at share - Cash Basis adding back free rent | $ 57.6 | $ 38.2 |




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MARCH 2019