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Paramount Group, Inc.
Form 10-Q
May 02, 2018
fma

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended: March 31, 2018

OR

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

For the transition period from to

Commission File Number: 001-36746

PARAMOUNT GROUP, INC.

(Exact name of registrant as specified in its charter)

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Maryland 32-0439307
(State or other jurisdiction of (IRS Employer
incorporation or organization) Identification No.)

1633 Broadway, Suite 1801, New York, NY 10019
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 237-3100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer (Do not check if smaller reporting company) Smaller Reporting Company
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 20, 2018, there were 240,503,075 shares of the registrant's common stock outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

PARAMOUNT GROUP, INC.

CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(Amounts in thousands, except share, unit and per share amounts)

ASSETS	March 31, 2018	December 31, 2017
Real estate, at cost		
Land	\$2,209,506	\$2,209,506
Buildings and improvements	6,150,115	6,119,969
	8,359,621	8,329,475
Accumulated depreciation and amortization	(534,934)	(487,945)
Real estate, net	7,824,687	7,841,530
Cash and cash equivalents	212,547	219,381
Restricted cash	33,032	31,044
Investments in unconsolidated joint ventures	67,355	44,762
Investments in unconsolidated real estate funds	7,276	7,253
Preferred equity investments, net of allowance of \$19,588 and \$19,588	35,870	35,817
Marketable securities	24,984	29,039
Accounts and other receivables, net of allowance of \$277 and \$277	17,036	17,082
Deferred rent receivable	234,758	220,826
Deferred charges, net of accumulated amortization of \$22,513 and \$19,412	106,415	98,645
Intangible assets, net of accumulated amortization of \$216,533 and \$200,857	333,983	352,206
Other assets	75,925	20,076
Total assets ⁽¹⁾	\$8,973,868	\$8,917,661
LIABILITIES AND EQUITY		
Notes and mortgages payable, net of deferred financing costs of \$39,570 and \$41,800	\$3,560,230	\$3,541,300
Revolving credit facility	-	-
Due to affiliates	27,299	27,299
Accounts payable and accrued expenses	128,625	117,630
Dividends and distributions payable	26,627	25,211
Intangible liabilities, net of accumulated amortization of \$79,952 and \$75,073	122,673	130,028
Other liabilities	54,344	54,109
Total liabilities ⁽¹⁾	3,919,798	3,895,577
Commitments and contingencies		
Paramount Group, Inc. equity:		
Common stock \$0.01 par value per share; authorized 900,000,000 shares; issued	2,403	2,403

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and outstanding 240,505,886 and 240,427,022 shares in 2018 and 2017, respectively		
Additional paid-in-capital	4,293,209	4,297,948
Earnings less than distributions	(156,485)	(133,693)
Accumulated other comprehensive income	23,312	10,083
Paramount Group, Inc. equity	4,162,439	4,176,741
Noncontrolling interests in:		
Consolidated joint ventures	404,137	404,997
Consolidated real estate fund	51,456	14,549
Operating Partnership (25,307,251 and 24,620,279 units outstanding)	436,038	425,797
Total equity	5,054,070	5,022,084
Total liabilities and equity	\$8,973,868	\$8,917,661

⁽¹⁾Represents the consolidated assets and liabilities of Paramount Group Operating Partnership LP, a Delaware limited partnership (the “Operating Partnership”). The Operating Partnership is a consolidated variable interest entity (“VIE”), of which we are the sole general partner and own approximately 90.5% as of March 31, 2018. The assets and liabilities of the Operating Partnership, as of March 31, 2018, include \$1,999,929 and \$1,269,963 of assets and liabilities, respectively, of certain VIEs that are consolidated by the Operating Partnership. See Note 11, Variable Interest Entities.

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

	For the Three Months Ended March 31,	
(Amounts in thousands, except share and per share amounts)	2018	2017
REVENUES:		
Rental income	\$ 163,405	\$ 155,390
Tenant reimbursement income	14,246	12,852
Fee and other income	6,620	12,994
Total revenues	184,271	181,236
EXPENSES:		
Operating	68,978	65,971
Depreciation and amortization	65,156	62,992
General and administrative	12,631	13,581
Transaction related costs	120	275
Total expenses	146,885	142,819
Operating income	37,386	38,417
(Loss) income from unconsolidated joint ventures	(62)	1,937
(Loss) income from unconsolidated real estate funds	(66)	288
Interest and other income, net	2,016	3,200
Interest and debt expense	(36,082)	(37,018)
Loss on early extinguishment of debt	-	(2,715)
Unrealized gain on interest rate swaps	-	1,802
Net income before income taxes	3,192	5,911
Income tax expense	(477)	(4,282)
Net income	2,715	1,629
Less net (income) loss attributable to noncontrolling interests in:		
Consolidated joint ventures	(1,055)	(1,291)
Consolidated real estate fund	(430)	88
Operating Partnership	(116)	(54)
Net income attributable to common stockholders	\$ 1,114	\$ 372
INCOME PER COMMON SHARE - BASIC:		
Income per common share	\$0.00	\$0.00
Weighted average shares outstanding	240,311,744	230,924,271
INCOME PER COMMON SHARE - DILUTED:		
Income per common share	\$0.00	\$0.00
Weighted average shares outstanding	240,338,698	230,958,441
DIVIDENDS PER COMMON SHARE	\$0.10	\$0.095

See notes to consolidated financial statements (unaudited).

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PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Net income	\$2,715	\$1,629
Other comprehensive income (loss):		
Change in value of interest rate swaps	14,551	4,032
Pro rata share of other comprehensive income (loss) of		
unconsolidated joint ventures	54	(222)
Comprehensive income	17,320	5,439
Less comprehensive (income) loss attributable to noncontrolling interests in:		
Consolidated joint ventures	(1,055)	(1,291)
Consolidated real estate fund	(430)	88
Operating Partnership	(1,492)	(540)
Comprehensive income attributable to common stockholders	\$14,343	\$3,696

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(UNAUDITED)

(Amounts in thousands, except per share and unit amounts)	Common Shares				Noncontrolling Interests in				
	Shares	Amount	Additional Paid-in-Capital	Earnings Less than Distributions	Accumulated Other Comprehensive Income (Loss)	Consolidated Joint Ventures	Consolidated Real Estate Fund	Consolidated Operating Partnership	Total Equity
Balance as of December 31, 2016	230,015	\$2,300	\$4,116,987	\$(129,654)	\$372	\$253,788	\$64,793	\$577,361	\$4,885,947
Net income (loss)	-	-	-	372	-	1,291	(88)	54	1,629
Common shares issued upon redemption of common units	1,304	13	21,803	-	-	-	-	(21,816)	-
Common shares issued under Omnibus share plan, net of shares withheld for taxes	61	-	-	(154)	-	-	-	-	(154)
Dividends and distributions (\$0.095 per share and unit)	-	-	-	(21,981)	-	-	-	(3,226)	(25,207)
Contributions from noncontrolling interests in joint ventures and funds	-	-	-	-	-	4,972	2,500	-	7,472

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Distributions to noncontrolling interests	-	-	-	-	-	(32,012)	-	-	(32,012)
Change in value of interest rate swaps	-	-	-	-	3,518	-	-	514	4,032
Pro rata share of other comprehensive loss of unconsolidated joint ventures	-	-	-	-	(194)	-	-	(28)	(222)
Amortization of equity awards	-	-	633	-	-	-	-	3,240	3,873
Balance as of March 31, 2017	231,380	\$2,313	\$4,139,423	\$(151,417)	\$3,696	\$228,039	\$67,205	\$556,099	\$4,845,358
Balance as of December 31, 2017	240,427	\$2,403	\$4,297,948	\$(133,693)	\$10,083	\$404,997	\$14,549	\$425,797	\$5,022,084
Basis adjustment upon adoption of ASU 2017-05	-	-	-	529	-	-	6,557	-	7,086
Balance as of January 1, 2018	240,427	2,403	4,297,948	(133,164)	10,083	404,997	21,106	425,797	5,029,170
Net income	-	-	-	1,114	-	1,055	430	116	2,715
Common shares issued upon redemption of common units	7	-	123	-	-	-	-	(123)	-
Common shares issued under Omnibus share plan, net of shares withheld for taxes	72	-	-	(213)	-	-	-	-	(213)
Dividends and distributions (\$0.10 per	-	-	-	(24,051)	-	-	-	(2,576)	(26,627)

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share									
and unit)									
Contributions from noncontrolling interests	-	-	-	-	-	-	29,920	-	29,920
Distributions to noncontrolling interests	-	-	-	-	-	(1,915)	-	-	(1,915)
Change in value of interest rate swaps	-	-	-	-	13,179	-	-	1,372	14,551
Pro rata share of other comprehensive income of unconsolidated joint ventures	-	-	-	-	50	-	-	4	54
Amortization of equity awards	-	-	838	-	-	-	-	5,746	6,584
Other	-	-	(5,700)	(171)	-	-	-	5,702	(169)
Balance as of									
March 31, 2018	240,506	\$2,403	\$4,293,209	\$(156,485)	\$23,312	\$404,137	\$51,456	\$436,038	\$5,054,070

See notes to consolidated financial statements (unaudited).

PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

	For the Three Months Ended March 31,	
	2018	2017
(Amounts in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$2,715	\$1,629
Adjustments to reconcile net income to net cash provided by		
operating activities:		
Depreciation and amortization	65,156	62,992
Amortization of deferred financing costs	2,761	2,730
Straight-lining of rental income	(13,244)	(20,147)
Amortization of above and below-market leases, net	(4,420)	(3,008)
Loss on early extinguishment of debt	-	2,715
Unrealized gain on interest rate swaps	-	(1,802)
Realized and unrealized losses (gains) on marketable securities	29	(1,607)
Loss (income) from unconsolidated joint ventures	62	(1,937)
Distributions of earnings from unconsolidated joint ventures	600	24
Loss (income) from unconsolidated real estate funds	66	(288)
Distributions of earnings from unconsolidated real estate funds	68	62
Amortization of stock-based compensation expense	6,265	3,429
Other non-cash adjustments	202	(215)
Changes in operating assets and liabilities:		
Accounts and other receivables	46	2,687
Deferred charges	(4,427)	(6,654)
Other assets	(26,035)	(13,678)
Accounts payable and accrued expenses	5,325	(8,355)
Other liabilities	400	22,139
Net cash provided by operating activities	35,569	40,716
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to real estate	(25,413)	(15,087)
Investments in unconsolidated joint ventures	(16,115)	(27,857)
Escrow deposits and loans receivable for Residential Development Fund	(15,680)	-
Purchases of marketable securities	(3,805)	(6,230)
Sales of marketable securities	7,825	4,615
Distributions of capital from unconsolidated real estate funds	-	3,845
Contributions of capital to unconsolidated real estate funds	(157)	-
Net cash used in investing activities	(53,345)	(40,714)

See notes to consolidated financial statements (unaudited).

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PARAMOUNT GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

(UNAUDITED)

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
CASH FLOWS FROM FINANCING ACTIVITIES:		
Contributions from noncontrolling interests	\$29,920	\$7,472
Dividends paid to common stockholders	(22,841)	(21,851)
Proceeds from notes and mortgages payable	16,700	991,556
Debt issuance costs	(6,351)	(7,338)
Distributions paid to common unitholders	(2,370)	(3,300)
Distributions to noncontrolling interests	(1,915)	(32,012)
Repurchase of shares related to stock compensation agreements and related tax withholdings	(213)	(154)
Repayments of notes and mortgages payable	-	(873,642)
Repayment of borrowings under revolving credit facility	-	(65,000)
Borrowings under revolving credit facility	-	35,000
Settlement of interest rate swap liabilities	-	(19,425)
Loss on early extinguishment of debt	-	(2,715)
Net cash provided by financing activities	12,930	8,591
Net (decrease) increase in cash and cash equivalents and restricted cash	(4,846)	8,593
Cash and cash equivalents and restricted cash at beginning of period	250,425	192,339
Cash and cash equivalents and restricted cash at end of period	\$245,579	\$200,932
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH		
Cash and cash equivalents at beginning of period	\$219,381	\$162,965
Restricted cash at beginning of period	31,044	29,374
Cash and cash equivalents and restricted cash at beginning of period	\$250,425	\$192,339
Cash and cash equivalents at end of period	\$212,547	\$125,734
Restricted cash at end of period	33,032	75,198
Cash and cash equivalents and restricted cash at end of period	\$245,579	\$200,932
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash payments for interest	\$33,170	\$41,375
Cash payments for income taxes, net of refunds	299	1,090
NON-CASH TRANSACTIONS:		
Dividends and distributions declared but not yet paid	\$26,627	\$25,207

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Additions to real estate included in accounts payable and accrued expenses	13,334	4,712
Basis adjustment to investment in unconsolidated joint ventures upon adoption of ASU 2017-05	7,086	-
Write-off of fully amortized and/or depreciated assets	350	2,306
Common shares issued upon redemption of common units	123	21,816
Change in fair value of interest rate swaps	(14,551)	(4,032)

See notes to consolidated financial statements (unaudited).

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PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Organization and Business

As used in these consolidated financial statements, unless otherwise indicated, all references to “we,” “us,” “our,” the “Company,” and “Paramount” refer to Paramount Group, Inc., a Maryland corporation, and its consolidated subsidiaries, including Paramount Group Operating Partnership LP (the “Operating Partnership”), a Delaware limited partnership. We are a fully-integrated real estate investment trust (“REIT”) focused on owning, operating, managing, acquiring and redeveloping high-quality, Class A office properties in select central business district submarkets of New York City, Washington, D.C. and San Francisco. As of March 31, 2018, our portfolio consisted of 14 Class A office properties aggregating approximately 12.5 million square feet. We conduct our business through, and substantially all of our interests in properties and investments are held by, the Operating Partnership. We are the sole general partner of, and owned approximately 90.5% of, the Operating Partnership as of March 31, 2018.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements are unaudited and have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in conjunction with the instructions to Form 10-Q of the Securities and Exchange Commission (“SEC”). Accordingly, certain information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted. These consolidated financial statements include the accounts of Paramount and its consolidated subsidiaries, including the Operating Partnership. In the opinion of management, all adjustments (which include only normal recurring adjustments) and eliminations (which include intercompany balances and transactions) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. The consolidated balance sheet as of December 31, 2017 was derived from audited financial statements as of that date, but does not include all information and disclosures required by GAAP. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC.

Significant Accounting Policies

There are no material changes to our significant accounting policies as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

Use of Estimates

We have made estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates. The results of operations for the three months ended March 31, 2018, are not necessarily indicative of the operating results for the full year.

Reclassification

Certain prior year balances have been reclassified to conform to current year presentation.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Recently Issued Accounting Pronouncements Not Materially Impacting Our Financial Statements

In May 2014, the Financial Accounting Standard's Board ("FASB") issued ASU 2014-09, an update to ASC Topic 606, Revenue from Contracts with Customers. ASU 2014-09, as amended, supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of this guidance is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. This guidance also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments made in applying the guidance. This guidance is effective for fiscal years beginning after December 15, 2017, and for interim periods within those fiscal years, and can be applied using a full retrospective or modified retrospective approach. We adopted the provisions of ASU 2014-09 on January 1, 2018, using the modified retrospective approach. The adoption of ASU 2014-09 did not impact our consolidated financial results but resulted in additional disclosures on our consolidated financial statements. See Note 13, Revenues.

In June 2016, the FASB issued ASU 2016-13, an update to ASC Topic 326, Financial Instruments – Credit Losses. ASU 2016-13 requires measurement and recognition of expected credit losses on financial instruments measured at amortized cost at the end of each reporting period rather than recognizing the credit losses when it is probable that the loss has been incurred in accordance with current guidance. ASU 2016-13 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. We are evaluating the impact of ASU 2016-13 but do not believe the adoption will have a material impact on our consolidated financial statements.

In May 2017, the FASB issued ASU 2017-09, an update to ASC Topic 718, Compensation – Stock Compensation. ASU 2017-09 clarifies the types of changes to the terms and conditions of a share-based payment award that requires modification accounting. ASU 2017-09 does not change the accounting for modification of share-based awards, but clarifies that modification accounting should only be applied if there is a change to the value, vesting condition or award classification and would not be required if the changes are considered non-substantive. ASU 2017-09 is effective for interim and annual reporting periods in fiscal years that begin after December 31, 2017, with early adoption permitted. We adopted the provisions of ASU 2017-09 on January 1, 2018 and the adoption of ASU 2017-09 did not have an impact on our consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, an update to ASC Topic 815, Derivatives and Hedging. ASU 2017-12 improves transparency and understandability of information by better aligning the financial reporting for

hedging relationships with the risk management activities. ASU 2017-12 also simplifies the application of hedge accounting through changes in both the designation and measurement of qualifying hedging relationships. ASU 2017-12 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2018, with early adoption permitted. We are evaluating the impact of ASU 2017-12 but do not believe the adoption will have an impact on our consolidated financial statements.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Recently Issued Accounting Pronouncements Impacting or Potentially Impacting Our Financial Statements

In February 2016, the FASB issued ASU 2016-02, an update to ASC Topic 842, Leases. ASU 2016-02 amends the existing guidance for lease accounting, including requiring lessees to recognize most leases on their balance sheets. ASU 2016-02 requires lessees to apply a dual approach, classifying leases as either financing or operating and recording a right-of-use asset and a lease liability for all leases with a term greater than 12 months. Accounting for lessors under ASU 2016-02 is substantially similar to existing guidance, however, lessors are required to separate lease components (rental income) and non-lease components (revenue related to various services we provide). On January 5, 2018, FASB issued an exposure draft that, if adopted, (i) will provide lessors with a practical expedient to not separate lease and non-lease components if certain criteria are met and (ii) will allow for another transition method in addition to existing modified retrospective method. ASU 2016-02 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2018, with early adoption permitted. We plan to adopt the provisions of ASU 2016-02 on January 1, 2019 and will continue to evaluate the impact of this guidance until it becomes effective.

In November 2016, the FASB issued ASU 2016-18, an update to ASC Topic 230, Statement of Cash Flows, to provide guidance on classification and presentation of changes in restricted cash on the statement of cash flows. ASU 2016-18 requires that an entity's reconciliation of the beginning-of-period and end-of-period total amounts shown on the statement of cash flows to include restricted cash with cash and cash equivalents. ASU 2016-18 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017, with early adoption permitted. We elected to early adopt ASU 2016-18 retrospectively, on December 31, 2017. This adoption resulted in (i) additional disclosures to reconcile cash and cash equivalents and restricted cash on our consolidated balance sheets to our consolidated statements of cash flows and (ii) an increase to cash provided by operating activities and a decrease in cash used in investing activities of \$23,000,000 and \$22,824,000, respectively, for the three months ended March 31, 2017.

In February 2017, the FASB issued ASU 2017-05, an update to ASC Topic 610, Other Income. ASU 2017-05 clarifies the scope and accounting for derecognition of a nonfinancial asset and eliminates the guidance in ASC 360-20 specific to real estate sales and partial sales. ASU 2017-05 requires an entity that transfers control of a nonfinancial asset to measure any noncontrolling interest it retains (or receives) at fair value. ASU 2017-05 is effective for interim and annual reporting periods in fiscal years that begin after December 15, 2017, with early adoption permitted for entities concurrently early adopting ASU 2014-09. We adopted the provisions of ASU 2017-05 on January 1, 2018, using the modified retrospective approach. Upon adoption, we recorded a \$7,086,000 adjustment to "investments in unconsolidated joint ventures" relating to the measurement of our consolidated Residential Development Fund's ("RDF") retained interest in 75 Howard Street ("75 Howard") at fair value with an offset to equity. See Note 3, Investments in

Unconsolidated Joint Ventures.

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PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

3. Investments in Unconsolidated Joint Ventures

Prior to March 14, 2018, RDF, in which we have a 7.4% interest, owned 20.0% of 75 Howard (the “Property”). On March 14, 2018, RDF transferred its 20.0% interest to a new joint venture in which it owns a 75.0% interest. Separately on March 14, 2018, RDF acquired an additional 10.0% interest in the Property from its existing partner. Subsequent to these transactions RDF owns a 25.0% economic interest in the Property, comprised of the newly acquired 10.0% interest and an indirect 15.0% interest through the joint venture. As a result of these transactions, RDF was required to consolidate its 75.0% interest in the joint venture that owns 20.0% of the Property, and reflect the 25.0% interest in this venture (5.0% economic interest in the Property) it does not own as noncontrolling interests. We continue to consolidate our 7.4% interest in RDF and reflect the 92.6% interest we do not own as noncontrolling interests. As of March 31, 2018, our economic interest in 75 Howard was 1.85%.

The following tables summarize our investments in unconsolidated joint ventures as of the dates thereof and the income or loss from these investments for the periods set forth below.

(Amounts in thousands) Our Share of Investments:	Paramount Ownership	As of March 31, 2018	December 31, 2017
712 Fifth Avenue ⁽¹⁾	50.0%	\$-	\$-
60 Wall Street ⁽²⁾	5.0%	24,436	25,083
75 Howard ⁽²⁾	25.0% ⁽³⁾	39,230 ⁽⁴⁾	16,031
Oder-Center, Germany ⁽²⁾	9.5%	3,689	3,648
Investments in unconsolidated joint ventures		\$67,355	\$44,762

(Amounts in thousands)	Paramount	For the Three Months Ended March	
Our Share of Net (Loss) Income:	Ownership	2018	2017
712 Fifth Avenue ⁽¹⁾	50.0%	\$-	\$1,930
60 Wall Street ⁽²⁾	5.0%	(73)	(5)
75 Howard ⁽²⁾	25.0% ⁽³⁾	(2)	-
Oder-Center, Germany ⁽²⁾	9.5%	13	12
(Loss) income from unconsolidated joint ventures		\$(62)	\$1,937

⁽¹⁾As of March 31, 2018, the joint venture had made distributions to us in excess of our share of earnings recognized, which resulted in our basis becoming negative \$19,142. As a result, we no longer recognize our proportionate share of earnings from the venture because we have no further obligation to fund additional capital to the venture. Instead, we only recognize income to the extent we receive cash distributions from the venture. Accordingly, we did not recognize any income in the three months ended March 31, 2018 as there were no distributions made by the venture during such period.

⁽²⁾As of March 31, 2018, the carrying amount of our investments in 60 Wall Street, 75 Howard and Oder-Center is greater than our share of equity in these investments by \$2,871, \$528 and \$5,219, respectively.

⁽³⁾Represents RDF's economic interest in the Property.

⁽⁴⁾Includes a \$7,086 basis adjustment which was recorded upon the adoption of ASU 2017-05 on January 1, 2018.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

712 Fifth Avenue

The following tables provide summarized financial information of 712 Fifth Avenue as of the dates thereof and for the periods set forth below.

(Amounts in thousands)	As of	
Balance Sheets:	March	December
	31, 2018	31, 2017
Real estate, net	\$ 199,948	\$ 202,040
Other assets	62,989	58,034
Total assets	\$ 262,937	\$ 260,074
Notes and mortgages payable, net	\$ 296,235	\$ 296,132
Other liabilities	4,986	4,615
Total liabilities	301,221	300,747
Equity	(38,284)	(40,673)
Total liabilities and equity	\$ 262,937	\$ 260,074

(Amounts in thousands)	For the Three Months Ended	
Income Statements:	March 31,	
	2018	2017
Rental income	\$ 12,329	\$ 12,945
Tenant reimbursement income	1,345	1,308
Fee and other income	458	126

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Total revenues	14,132	14,379
Operating expenses	6,184	5,966
Depreciation and amortization	3,026	2,920
Total expenses	9,210	8,886
Operating income	4,922	5,493
Interest and other income, net	113	24
Interest and debt expense	(2,645)	(2,825)
Unrealized gain on interest rate swaps	-	1,168
Net income	\$2,390	\$3,860

PARAMOUNT GROUP, INC.

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4. Investments in Unconsolidated Real Estate Funds

We are the general partner and investment manager of Paramount Group Real Estate Fund VII, LP (“Fund VII”) and its parallel fund, Paramount Group Real Estate Fund VII-H, LP (“Fund VII-H”). As of March 31, 2018, Fund VII and Fund VII-H hold 100% of Zero Bond Street. We also manage Paramount Group Real Estate Fund VIII, LP (“Fund VIII”), our Alternative Investment Fund, which invests in mortgage and mezzanine loans and preferred equity investments.

The following tables summarize our investments in these unconsolidated real estate funds as of the dates thereof and the income or loss recognized for the periods set forth below.

(Amounts in thousands)	As of	
	March 31, 2018	December 31, 2017
Our Share of Investments:		
Property funds	\$2,443	\$ 2,429
Alternative investment fund	4,833	4,824
Investments in unconsolidated real estate funds	\$7,276	\$ 7,253

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Our Share of Net (Loss) Income:		
Net investment income	\$66	\$53
Net realized gain	-	179
Net unrealized (loss) gain	(132)	96
Carried interest	-	(40)
(Loss) income from unconsolidated real estate funds ⁽¹⁾	\$(66)	\$288

⁽¹⁾Excludes asset management and other fee income from real estate funds, which is included as a component of “fee and other income” on our consolidated statements of income.

The following tables provide summarized financial information for Fund VII as of the dates thereof and for the periods set forth below.

(Amounts in thousands)	As of	
	March 31, 2018	December 31, 2017
Real estate investments	\$31,352	\$ 32,943
Cash and cash equivalents	1,935	138
Total assets	\$33,287	\$ 33,081
Other liabilities	\$1,076	\$ 1,058
Total liabilities	1,076	1,058
Equity	32,211	32,023
Total liabilities and equity	\$33,287	\$ 33,081

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Investment income	\$-	\$185
Investment expenses	44	476
Net investment loss	(44)	(291)
Net unrealized (losses) gains	(1,879)	134
Loss from real estate fund investments	\$(1,923)	\$(157)

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

5. Preferred Equity Investments

We own a 24.4% interest in PGRESS Equity Holdings L.P., an entity that owns certain preferred equity investments that are consolidated into our consolidated financial statements.

The following is a summary of the preferred equity investments.

(Amounts in thousands, except square feet)	Paramount	Dividend	Initial	As of	
	Ownership	Rate	Maturity	March	December
Preferred Equity Investment				31, 2018	31, 2017
470 Vanderbilt Avenue ⁽¹⁾	24.4%	10.3%	Feb-2019	\$35,870	\$35,817
2 Herald Square ⁽²⁾	24.4%	10.3%	Apr-2017 ⁽²⁾	19,588	19,588
				55,458	55,405
Less: valuation allowance ⁽²⁾				(19,588)	(19,588)
Total preferred equity investments, net				\$35,870	\$35,817

⁽¹⁾Represents a preferred equity investment in a partnership that owns 470 Vanderbilt Avenue, a 650,000 square foot office building in Brooklyn, New York. The preferred equity has a dividend rate of 10.3%, of which 8.0% was paid in cash through February 2016 and the unpaid portion accreted to the balance of the investment. Subsequent to February 2016, the entire 10.3% dividend is being paid in cash.

⁽²⁾Represents a preferred equity investment and the related valuation allowance on the preferred equity investment in a partnership that owns 2 Herald Square, a 369,000 square foot office and retail property in Manhattan, that the borrower defaulted on.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

6. Intangible Assets and Liabilities

The following table summarizes our intangible assets (acquired above-market leases and acquired in-place leases) and intangible liabilities (acquired below-market leases) and the related amortization as of the dates thereof and for the periods set forth below.

(Amounts in thousands)	As of	
	March 31, 2018	December 31, 2017
Intangible assets:		
Gross amount	\$550,516	\$553,063
Accumulated amortization	(216,533)	(200,857)
	\$333,983	\$352,206
Intangible liabilities:		
Gross amount	\$202,625	\$205,101
Accumulated amortization	(79,952)	(75,073)
	\$122,673	\$130,028
(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Amortization of above and below-market leases, net		
(component of "rental income")	\$4,420	\$3,008
Amortization of acquired in-place leases		
(component of "depreciation and amortization")	15,293	17,774

The table below sets forth annual amortization of acquired above and below-market leases, net (an increase to "rental income") and amortization of acquired in-place leases (an increase to "depreciation and amortization") for each of the five succeeding years commencing from January 1, 2019.

	Above and Below-Market	In-Place
For the Year Ending December 31, (Amounts in thousands)	Leases	Leases
2019	\$ 14,257	\$53,428
2020	8,679	42,303
2021	4,341	30,310
2022	942	24,200
2023	4,421	19,445

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

7. Debt

On January 10, 2018, we amended and restated the credit agreement governing our revolving credit facility. The maturity date of the revolving credit facility was extended from November 2018 to January 2022, with two six-month extension options, and the capacity was increased to \$1,000,000,000 from \$800,000,000. The interest rate on the revolving credit facility, at current leverage levels, was lowered by 10 basis points from LIBOR plus 125 basis points to LIBOR plus 115 basis points, and the facility fee was reduced by 5 basis points from 25 basis points to 20 basis points.

The following is a summary of our outstanding debt.

(Amounts in thousands)	Maturity Date	Fixed/ Variable Rate	Interest Rate as of March 31, 2018	As of March 31, 2018	December 31, 2017
Notes and mortgages payable:					
1633 Broadway	Dec-2022	Fixed ⁽¹⁾	3.54%	\$1,000,000	\$1,000,000
	Dec-2022	L + 175 bps	3.42%	46,800	30,100 ⁽²⁾
			3.53%	1,046,800	1,030,100
One Market Plaza (49.0% interest)	Feb-2024	Fixed	4.03%	975,000	975,000
1301 Avenue of the Americas					
	Nov-2021	Fixed	3.05%	500,000	500,000
	Nov-2021	L + 180 bps	3.49%	350,000	350,000
			3.23%	850,000	850,000
31 West 52nd Street	May-2026	Fixed	3.80%	500,000	500,000
50 Beale (31.1% interest)	Oct-2021	Fixed	3.65%	228,000	228,000
Total notes and mortgages payable			3.64%	3,599,800	3,583,100
Less: deferred financing costs				(39,570)	(41,800)

Total notes and mortgages payable, net	\$3,560,230	\$3,541,300
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\$1.0 Billion Revolving Credit

Facility	Jan-2022	L + 115 bps	n/a	\$-	\$-
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⁽¹⁾Represents loans with variable interest rates that have been fixed by interest rate swaps. See Note 8, Derivative Instruments and Hedging Activities.

⁽²⁾Represents amounts borrowed to fund leasing costs at the property. The loan balance can be increased by an additional \$200,000 upon the satisfaction of certain performance hurdles related to the property.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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8. Derivative Instruments and Hedging Activities

Interest Rate Swaps – Designated as Cash Flow Hedges

As of March 31, 2018, we had interest rate swaps with an aggregate notional amount of \$1.0 billion that are designated as cash flow hedges. We also have entered into forward starting interest rate swaps with an aggregate notional amount of \$400,000,000 to extend the maturity of certain swaps for an additional year. Changes in the fair value of interest rate swaps that are designated as cash flow hedges are recognized in “other comprehensive income (loss)” (outside of earnings). We recognized other comprehensive income of \$14,551,000 and \$4,032,000 for the three months ended March 31, 2018 and 2017, respectively. See Note 9, Accumulated Other Comprehensive Income. During the next twelve months, we estimate that \$3,443,000 of the amounts recognized in accumulated other comprehensive income will be reclassified as a decrease to interest expense.

The table below summarizes the fair value of our interest rate swaps that are designated as cash flow hedges.

(Amounts in thousands)	Fair Value as of	
	March 31, 2018	December 31, 2017
Interest rate swap assets designated as cash flow hedges (included in “other assets”)	\$24,089	\$ 9,855
Interest rate swap liabilities designated as cash flow hedges (included in “other liabilities”)	\$-	\$ 317

We have agreements with various derivative counterparties that contain provisions wherein a default on our indebtedness could be deemed a default on our derivative obligations, which would require us to either post collateral up to the fair value of our derivative obligations or settle the obligations for cash. As of March 31, 2018, we did not have any obligations relating to our swaps that contained such provisions.

Interest Rate Swaps – Non-designated Hedges

As of March 31, 2018, we did not have any interest rate swaps that were not designated as hedges. Prior to January 19, 2017, our interest rate swap on One Market Plaza was not designated as a hedge. This interest rate swap was terminated in connection with the refinancing of the property on January 19, 2017. For the period from January 1, 2017 through January 19, 2017, we recognized an unrealized gain of \$1,802,000, in connection with this interest rate swap, which is included as “unrealized gain on interest rate swaps” in our consolidated statement of income for the three months ended March 31, 2017.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

9. Accumulated Other Comprehensive Income

The following table sets forth changes in accumulated other comprehensive income by component for the three months ended March 31, 2018 and 2017, net of amounts attributable to the noncontrolling interests in the Operating Partnership.

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Amount of income related to the effective portion of cash		
flow hedges recognized in other comprehensive income	\$12,751	\$1,306
Amounts reclassified from accumulated other		
comprehensive income into interest and debt expense	428	2,212
Amount of income (loss) related to unconsolidated joint		
ventures recognized in other comprehensive income ⁽¹⁾	50	(194)
Amount of gain (loss) related to the ineffective portion of cash		
flow hedges and amount excluded from effectiveness testing	-	-

⁽¹⁾Represents foreign currency translation adjustments. No amounts were reclassified from accumulated other comprehensive income during any of the periods set forth above.

10. Noncontrolling Interests

Consolidated Joint Ventures

Noncontrolling interests in consolidated joint ventures consist of equity interests held by third parties in One Market Plaza, 50 Beale and PGRESS Equity Holdings L.P. As of March 31, 2018 and December 31, 2017, noncontrolling interests in our consolidated joint ventures aggregated \$404,137,000 and \$404,997,000, respectively.

Consolidated Real Estate Fund

Noncontrolling interests in our consolidated real estate fund consists of equity interests held by third parties in RDF. As of March 31, 2018 and December 31, 2017, the noncontrolling interest in our consolidated real estate fund aggregated \$51,456,000 and \$14,549,000, respectively.

Operating Partnership

Noncontrolling interests in the Operating Partnership represent common units of the Operating Partnership that are held by third parties, including management, and units issued to management under equity incentive plans. Common units of the Operating Partnership may be tendered for redemption to the Operating Partnership for cash. We, at our option, may assume that obligation and pay the holder either cash or common shares on a one-for-one basis. Since the number of common shares outstanding is equal to the number of common units owned by us, the redemption value of each common unit is equal to the market value of each common share and distributions paid to each common unitholder is equivalent to dividends paid to common stockholders. As of March 31, 2018 and December 31, 2017, noncontrolling interests in the Operating Partnership on our consolidated balance sheets had a carrying amount of \$436,038,000 and \$425,797,000, respectively, and a redemption value of \$360,375,000 and \$390,231,000, respectively.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

11. Variable Interest Entities

In the normal course of business, we are the general partner of various types of investment vehicles, which may be considered VIEs. We may, from time to time, own equity or debt securities through vehicles, each of which are considered variable interests. Our involvement in financing the operations of the VIEs is generally limited to our investments in the entity. We consolidate these entities when we are determined to be the primary beneficiary.

Consolidated VIEs

We are the sole general partner of, and own approximately 90.5% of, the Operating Partnership as of March 31, 2018. The Operating Partnership is considered a VIE and is consolidated in our consolidated financial statements. Since we conduct our business through and substantially all of our interests are held by the Operating Partnership, the assets and liabilities on our consolidated financial statements represent the assets and liabilities of the Operating Partnership. As of March 31, 2018 and December 31, 2017, the Operating Partnership held interests in consolidated VIEs owning properties, a real estate fund and preferred equity investments that were determined to be VIEs. The assets of these consolidated VIEs may only be used to settle the obligations of the entities and such obligations are secured only by the assets of the entities and are non-recourse to the Operating Partnership or us. The table below summarizes the assets and liabilities of consolidated VIEs of the Operating Partnership.

(Amounts in thousands)	As of	
	March 31, 2018	December 31, 2017
Real estate, net	\$1,718,880	\$1,726,800
Cash and restricted cash	71,551	55,658
Investments in unconsolidated joint ventures	39,230	16,031
Preferred equity investments, net	35,870	35,817
Accounts and other receivables, net	2,564	2,550
Deferred rent receivable	45,504	44,000
Deferred charges, net	9,192	8,123
Intangible assets, net	61,073	66,112

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Other assets	16,065	929
Total VIE assets	\$ 1,999,929	\$ 1,956,020
Notes and mortgages payable, net	\$ 1,196,867	\$ 1,196,607
Accounts payable and accrued expenses	30,422	21,211
Intangible liabilities, net	42,519	46,365
Other liabilities	155	155
Total VIE liabilities	\$ 1,269,963	\$ 1,264,338

Unconsolidated VIEs

As of March 31, 2018, the Operating Partnership held variable interests in entities that own our unconsolidated real estate funds that were deemed to be VIEs. The table below summarizes our investments in these unconsolidated real estate funds and the maximum risk of loss from these investments.

	Unconsolidated Real Estate Funds	
	As of	
	March	December
(Amounts in thousands)	31, 2018	31, 2017
Investments	\$7,276	\$ 7,253
Asset management fees and other receivables	578	597
Maximum risk of loss	\$7,854	\$ 7,850

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

12. Fair Value Measurements

Financial Assets and Liabilities Measured at Fair Value

Financial assets and liabilities that are measured at fair value on our consolidated balance sheets consist of marketable securities and interest rate swaps. The table below aggregates the fair values of these financial assets and liabilities as of the dates set forth below, based on their levels in the fair value hierarchy.

(Amounts in thousands)	As of March 31, 2018			
	Total	Level 1	Level 2	Level 3
Marketable securities	\$24,984	\$24,984	\$-	\$ -
Interest rate swap assets (included in "other assets")	24,089	-	24,089	-
Total assets	\$49,073	\$24,984	\$24,089	\$ -

(Amounts in thousands)	As of December 31, 2017			
	Total	Level 1	Level 2	Level 3
Marketable securities	\$29,039	\$29,039	\$-	\$ -
Interest rate swap assets (included in "other assets")	9,855	-	9,855	-
Total assets	\$38,894	\$29,039	\$9,855	\$ -
Interest rate swap liabilities (included in "other liabilities")	\$317	\$-	\$317	\$ -
Total liabilities	\$317	\$-	\$317	\$ -

Financial Assets and Liabilities Not Measured at Fair Value

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Financial assets and liabilities not measured at fair value on our consolidated balance sheets consists of preferred equity investments, notes and mortgages payable and the revolving credit facility. The following is a summary of the carrying amounts and fair value of these financial instruments as of the dates set forth below.

(Amounts in thousands)	As of March 31, 2018		As of December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Preferred equity investments, net	\$35,870	\$36,166	\$35,817	\$36,112
Total assets	\$35,870	\$36,166	\$35,817	\$36,112
Notes and mortgages payable	\$3,599,800	\$3,610,454	\$3,583,100	\$3,596,953
Revolving credit facility	-	-	-	-
Total liabilities	\$3,599,800	\$3,610,454	\$3,583,100	\$3,596,953

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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13. Revenues

Our revenues consist primarily of rental income, tenant reimbursement income and fee and other income. The following table sets forth the details of our revenues.

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Rental income	\$ 163,405	\$ 155,390
Tenant reimbursement income	14,246	12,852
Fee and other income:		
Fee income:		
Property management	1,502	1,610
Asset management	1,610	2,293
Acquisition, disposition and leasing	-	5,320
Other	353	333
Total fee income	3,465	9,556
Lease termination income	28	66
Other income ⁽¹⁾	3,127	3,372
Total fee and other income	6,620	12,994
Total revenues	\$ 184,271	\$ 181,236

⁽¹⁾Primarily comprised of (i) tenant requested services, including overtime heating and cooling and (ii) parking income.

Property-related Revenues

Property-related revenue is recognized in accordance with ASC Topic 840, Leases, and consists of (i) rental income, which is generated from the lease-up of office, retail and storage space to tenants under operating leases and recognized on a straight-line basis over the non-cancellable term of the lease (ii) tenant reimbursement income, which is comprised of reimbursement of certain operating costs and real estate taxes from tenants (iii) lease termination income and (iv) other income.

Revenue from Contracts with Customers

Revenue from contracts with customers, which is primarily comprised of (i) property management fees, (ii) asset management fees, (iii) fees relating to acquisitions, dispositions and leasing services and (iv) other fee income, is recognized in accordance with ASC Topic 606, Revenue From Contracts With Customers. Fee income is generated from the various services we provide to our customers and is disaggregated based on the types of services we provide pursuant to ASC Topic 606.

Fee income is recognized as and when we satisfy our performance obligations listed in the contractual agreements. Services like property management fees and asset management fees are provided continuously over time and revenue is recognized over time. Fee income relating to acquisitions, dispositions and leasing services are recognized upon completion of the acquisition, disposition or leasing services as required in the contractual agreements. The amount of fee income to be recognized is stated in the contract as a fixed price or as a stated percentage of revenues, contributed capital or transaction price. Fee income is reported in a non-operating segment, and therefore is shown as a reconciling item to net income in Note 20, Segments.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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The table below sets forth the amounts receivable from our customers under our various fee agreements and are included as a component of “accounts and other receivables” on our consolidated balance sheets.

(Amounts in thousands)	Total	Property Management	Asset Management	Acquisition, Disposition and Leasing	Other
Accounts and other receivables:					
Balance as of December 31, 2017	\$ 1,558	\$ 290	\$ 762	\$ 490	\$ 16
Balance as of March 31, 2018	1,568	284	785	490	9
Increase (decrease)	\$ 10	\$ (6)	\$ 23	\$ -	\$ (7)

As of March 31, 2018 and December 31, 2017, our consolidated balance sheets included \$625,000 and \$387,000, respectively, of deferred revenue in connection with prepayments for services which have not yet been provided. These amounts are included as a component of “accounts payable and accrued expenses” on our consolidated balance sheets and will be amortized into income as a component of “fee and other income” on our consolidated statements of income.

There are no other contract assets or liabilities as of March 31, 2018 and December 31, 2017.

14. Interest and Other Income, net

The following table sets forth the details of interest and other income.

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(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Preferred equity investment income ⁽¹⁾	\$ 899	\$ 1,413
Interest and other income	1,026	85
Mark-to-market of investments in our deferred compensation plans ⁽²⁾	91	1,702
Total interest and other income, net	\$ 2,016	\$ 3,200

⁽¹⁾Represents income from our preferred equity investments in PGRESS Equity Holdings L.P., of which our 24.4% share is \$219 and \$344 for the three months ended March 31, 2018 and 2017, respectively. See Note 5, Preferred Equity Investments.

⁽²⁾The change resulting from the mark-to-market of the deferred compensation plan assets is entirely offset by the change in deferred compensation plan liabilities, which is included as a component of “general and administrative” expenses on our consolidated statements of income.

15. Interest and Debt Expense

The following table sets forth the details of interest and debt expense.

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
Interest expense	\$ 33,321	\$ 34,288
Amortization of deferred financing costs	2,761	2,730
Total interest and debt expense	\$ 36,082	\$ 37,018

PARAMOUNT GROUP, INC.

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16. Incentive Compensation

Stock-Based Compensation

We account for all stock-based compensation in accordance with ASC 718, Compensation – Stock Compensation. As of March 31, 2018, we have 8,384,573 shares available for future grants under the 2014 Equity Incentive Plan (“Plan”), if all awards granted are full value awards, as defined in the Plan. Stock-based compensation expense was \$6,265,000 and \$3,429,000 for the three months ended March 31, 2018 and 2017, respectively.

2017 Performance-Based Awards Program

On February 5, 2018, the Compensation Committee of our Board of Directors approved the 2017 Performance-Based Awards Program, a multi-year performance-based long-term equity compensation program (the “2017 Performance Program”). The purpose of the 2017 Performance Program is to further align the interests of our stockholders with that of management by encouraging our senior officers to create stockholder value in a “pay for performance” structure.

Under the 2017 Performance Program, participants may earn awards in the form of Long Term Incentive Plan units of our Operating Partnership based on our Total Shareholder Return (“TSR”) over a three-year performance measurement period beginning on January 1, 2018 and continuing through December 31, 2020, on both an absolute basis and relative basis as follows:

25.0% of the award is earned if our TSR over the three-year performance measurement period equals or exceeds 30.0%, with no awards being earned if our TSR over such period is less than 18.0% and awards being determined based on linear interpolation if our TSR over such period falls between such ranges.

75.0% of the award is earned if our TSR over the three-year performance measurement period equals or exceeds the 80th percentile of the performance of the SNL Office REIT Index constituents on a relative basis, with no awards being earned if our TSR over such period is less than the 30th percentile and awards being determined based on linear interpolation if our TSR over such period falls between such ranges.

Awards granted to our Chief Executive Officer, under the 2017 Performance Program include an additional performance feature requiring threshold TSR performance on both an absolute and a relative basis in order for any awards to be earned. Accordingly, our Chief Executive Officer will not earn any awards under the 2017 Performance Program unless our TSR for the performance measurement period is 18.0% or higher and in the 30th percentile or higher of the SNL Office REIT Index constituents.

In addition, if the designated performance objectives are achieved, awards earned under the 2017 Performance Program are also subject to vesting based on continued employment with us through December 31, 2021, with 50.0% of each award vesting upon the conclusion of the performance measurement period, and the remaining 50.0% vesting on December 31, 2021. Furthermore, our Named Executive Officers are required to hold earned awards for an additional year following vesting.

The fair value of the awards granted under the 2017 Performance Program on the date of the grant was \$7,009,000 and is being amortized into expense over the four-year vesting period using a graded vesting attribution method.

PARAMOUNT GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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17. Earnings Per Share

The following table provides a summary of net income and the number of common shares used in the computation of basic and diluted income per common share, which includes the weighted average number of common shares outstanding and the effect of dilutive potential common shares, if any.

(Amounts in thousands, except per share amounts)	For the Three Months Ended March 31,	
	2018	2017
Numerator:		
Net income attributable to common stockholders	\$1,114	\$372
Earnings allocated to unvested participating securities	(18)	(14)
Numerator for income per common share - basic		
and diluted	\$1,096	\$358
Denominator:		
Denominator for basic income per common share -		
weighted average shares	240,312	230,924
Effect of dilutive employee stock options and		
restricted share awards ⁽¹⁾	27	34
Denominator for diluted income per common		
share - weighted average shares	240,339	230,958
Income per common share - basic and diluted	\$0.00	\$0.00

⁽¹⁾The effect of dilutive securities for the three months ended March 31, 2018 and 2017 excludes 27,532 and 35,998 weighted average share equivalents, respectively, as their effect was anti-dilutive.

18. Related Party

Due to Affiliates

As of March 31, 2018 and December 31, 2017, we had an aggregate of \$27,299,000 of liabilities that were due to affiliates. These liabilities were comprised of a \$24,500,000 note payable to CNBB-RDF Holdings, LP, which is an entity partially owned by Katharina Otto-Bernstein (a member of our Board of Directors), and a \$2,799,000 note payable to a different entity owned by members of the Otto Family, both of which were made in lieu of certain cash distributions prior to the completion of our initial public offering. The notes are due in November 2018 and bear interest at a fixed rate of 1.40%. For the three months ended March 31, 2018 and 2017, we recognized \$95,000 and \$34,000, of interest expense, respectively, in connection with these notes.

Management Agreements

We provide property management, leasing and other related services to certain properties owned by members of the Otto Family. We recognized an aggregate of \$209,000 and \$202,000 for the three months ended March 31, 2018 and 2017, respectively, of fee income, in connection with these agreements, which is included as a component of “fee and other income” on our consolidated statements of income. As of March 31, 2018, amounts owed to us under those agreements aggregated \$21,000, which are included as a component of “accounts and other receivables, net” on our consolidated balance sheets.

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We also provide property management, asset management, leasing and other related services to our unconsolidated joint ventures and real estate funds. For the three months ended March 31, 2018 and 2017, we recognized \$2,536,000 and \$8,406,000, respectively, of fee income in connection with these agreements. As of March 31, 2018, amounts owed to us under these agreements aggregated \$1,564,000, which are included as a component of “accounts and other receivables, net” on our consolidated balance sheet.

Hamburg Trust Consulting GMBH (“HTC”)

We have an agreement with HTC, a licensed broker in Germany, to supervise selling efforts for our private equity real estate funds (or investments in feeder vehicles for these funds) to investors in Germany, including distribution of securitized notes of a feeder vehicle for Fund VIII. Pursuant to this agreement, we have agreed to pay HTC for the costs incurred to sell investments in this feeder vehicle, which primarily consist of commissions paid to third party agents, and other incremental costs incurred by HTC as a result of the engagement, plus, in each case, a mark-up of 10%. HTC is 100% owned by Albert Behler, our Chairman, Chief Executive Officer and President. For the three months ended March 31, 2018 and 2017, we incurred \$18,000 and \$36,000 of expense, respectively, in connection with these agreements, which is included as a component of “transaction related costs” on our consolidated statements of income. As of March 31, 2018, we owed \$42,000 to HTC under this agreement, which is included as a component of “accounts payable and accrued expenses” on our consolidated balance sheet.

Mannheim Trust

Dr. Martin Bussmann (a member of our Board of Directors) is also a trustee and a director of Mannheim Trust, a subsidiary of which leases office space at 712 Fifth Avenue, our 50.0% owned unconsolidated joint venture. The Mannheim Trust, which is for the benefit of Dr. Bussmann’s children, leases 5,593 square feet, which expires in April 2023. For the three months ended March 31, 2018 and 2017, our share of rental income from this lease was \$92,000 and \$94,000, respectively.

19. Commitments and Contingencies

Insurance

We carry commercial general liability coverage on our properties, with limits of liability customary within the industry. Similarly, we are insured against the risk of direct and indirect physical damage to our properties including coverage for the perils such as floods, earthquakes and windstorms. Our policies also cover the loss of rental income during an estimated reconstruction period. Our policies reflect limits and deductibles customary in the industry and specific to the buildings and portfolio. We also obtain title insurance policies when acquiring new properties. We currently have coverage for losses incurred in connection with both domestic and foreign terrorist-related activities. While we do carry commercial general liability insurance, property insurance and terrorism insurance with respect to our properties, these policies include limits and terms we consider commercially reasonable. In addition, there are certain losses (including, but not limited to, losses arising from known environmental conditions or acts of war) that are not insured, in full or in part, because they are either uninsurable or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. Should an uninsured loss arise against us, we would be required to use our own funds to resolve the issue, including litigation costs. We believe the policy specifications and insured limits are adequate given the relative risk of loss, the cost of the coverage and industry practice and, in consultation with our insurance advisors, we believe the properties in our portfolio are adequately insured.

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Other Commitments and Contingencies

We are a party to various claims and routine litigation arising in the ordinary course of business. Some of these claims or others to which we may be subject from time to time, including claims arising specifically from the formation transactions, in connection with our initial public offering, may result in defense costs, settlements, fines or judgments against us, some of which are not, or cannot be, covered by insurance. Payment of any such costs, settlements, fines or judgments that are not insured could have an adverse impact on our financial position and results of operations. Should any litigation arise in connection with the Formation Transactions, we would contest it vigorously. In addition, certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could adversely impact our results of operations and cash flow, expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract officers and directors.

The terms of our mortgage debt and certain side letters in place include certain restrictions and covenants which may limit, among other things, certain investments, the incurrence of additional indebtedness and liens and the disposition or other transfer of assets and interests in the borrower and other credit parties, and require compliance with certain debt yield, debt service coverage and loan to value ratios. In addition, our revolving credit facility contains representations, warranties, covenants, other agreements and events of default customary for agreements of this type with comparable companies. As of March 31, 2018, we believe we are in compliance with all of our covenants.

718 Fifth Avenue - Put Right

Prior to the formation transactions, an affiliate of our predecessor owned a 25.0% interest in 718 Fifth Avenue, a five-story building containing 19,050 square feet of prime retail space that is located on the southwest corner of 56th Street and Fifth Avenue in New York, (based on its 50.0% interest in a joint venture that held a 50.0% tenancy-in-common interest in the property). Prior to the completion of the formation transactions, this interest was sold to its partner in the 718 Fifth Avenue joint venture, who is also our joint venture partner in 712 Fifth Avenue, New York, New York. In connection with this sale, we granted our joint venture partner a put right, pursuant to which the 712 Fifth Avenue joint venture would be required to purchase the entire direct or indirect interests then held by our joint venture partner or its affiliates in 718 Fifth Avenue at a purchase price equal to the fair market value of such interests. The put right may be exercised at any time after September 10, 2018 with 12 months written notice and the actual purchase occurring no earlier than September 10, 2019. If the put right is exercised and the 712 Fifth Avenue

joint venture acquires the 50.0% tenancy-in-common interest in the property by our joint venture partner, we will own a 25.0% interest in 718 Fifth Avenue based on current ownership interests.

Transfer Tax Assessments

During 2017, the New York City Department of Finance issued Notices of Determination (“Notices”) assessing additional transfer taxes (including interest and penalties) in connection with the transfer of interests in certain properties during our 2014 initial public offering. Prior to February 16, 2018, we believed that the likelihood of a loss related to these assessments was remote. On February 16, 2018, the New York City Tax Appeals Tribunal issued a decision against a publicly traded REIT in a case interpreting the same provisions of the transfer tax statute, on similar but distinguishable facts. As a result, after consultation with legal counsel, we now believe the likelihood of loss is reasonably possible, and while it is not possible to predict the outcome of these Notices, we estimate the range of loss could be between \$0 and \$37,200,000. Since no amount in this range is a better estimate than any other amount within the range, we have not accrued any liability arising from potential losses relating to these Notices in our consolidated financial statements.

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20. Segments

Our reportable segments are separated by region based on the three regions in which we conduct our business: New York, Washington, D.C. and San Francisco. Our determination of segments is aligned with our method of internal reporting and the way our Chief Executive Officer, who is also our Chief Operating Decision Maker, makes key operating decisions, evaluates financial results and manages our business.

The following tables provide Net Operating Income (“NOI”) for each reportable segment for the three months ended March 31, 2018 and 2017.

(Amounts in thousands)	For the Three Months Ended March 31, 2018				
	Total	New York	Washington, D.C.	San Francisco	Other
Property-related revenues	\$180,806	\$113,645	\$ 15,449	\$ 51,899	\$(187)
Property-related operating expenses	(68,978)	(47,161)	(5,845)	(14,116)	(1,856)
NOI from unconsolidated joint ventures	4,740	4,665	-	-	75
NOI ⁽¹⁾	\$116,568	\$71,149	\$ 9,604	\$ 37,783	\$(1,968)

(Amounts in thousands)	For the Three Months Ended March 31, 2017				
	Total	New York	Washington, D.C.	San Francisco	Other
Property-related revenues	\$171,680	\$105,324	\$ 23,787	\$ 41,939	\$630
Property-related operating expenses	(65,971)	(44,759)	(8,924)	(10,605)	(1,683)
NOI from unconsolidated joint ventures	4,823	4,753	-	-	70
NOI ⁽¹⁾	\$110,532	\$65,318	\$ 14,863	\$ 31,334	\$(983)

⁽¹⁾NOI is used to measure the operating performance of our properties. NOI consists of property-related revenue (which includes rental income, tenant reimbursement income and certain other income) less operating expenses (which includes building expenses such as cleaning, security, repairs and maintenance, utilities, property administration and real estate taxes). We use NOI internally as a performance measure and believe it provides useful information to investors regarding our financial condition and results of operations because it reflects only

those income and expense items that are incurred at the property level. Other real estate companies may use different methodologies for calculating NOI and, accordingly, our presentation of NOI may not be comparable to other real estate companies.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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The following table provides a reconciliation of NOI to net income attributable to common stockholders for the periods set forth below.

(Amounts in thousands)	For the Three Months Ended March 31,	
	2018	2017
NOI	\$ 116,568	\$ 110,532
Add (subtract) adjustments to arrive to net income:		
Fee income	3,465	9,556
Depreciation and amortization expense	(65,156)	(62,992)
General and administrative expenses	(12,631)	(13,581)
Transaction related costs	(120)	(275)
NOI from unconsolidated joint ventures	(4,740)	(4,823)
(Loss) income from unconsolidated joint ventures	(62)	1,937
(Loss) income from unconsolidated real estate funds	(66)	288
Interest and other income, net	2,016	3,200
Interest and debt expense	(36,082)	(37,018)
Loss on early extinguishment of debt	-	(2,715)
Unrealized gain on interest rate swaps	-	1,802
Net income before income taxes	3,192	5,911
Income tax expense	(477)	(4,282)
Net income	2,715	1,629
Less: net (income) loss attributable to		
noncontrolling interests in:		
Consolidated joint ventures	(1,055)	(1,291)
Consolidated real estate fund	(430)	88
Operating Partnership	(116)	(54)
Net income attributable to common stockholders	\$ 1,114	\$ 372

The following table provides the total assets for each of our reportable segments as of the periods set forth below.

(Amounts in thousands)

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Total Assets as of:	Total	New York	Washington, D.C.	San Francisco	Other
March 31, 2018	\$8,973,868	\$5,544,187	\$ 687,726	\$2,425,865	\$316,090
December 31, 2017	8,917,661	5,511,061	693,408	2,421,173	292,019

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements, including the related notes included therein.

Forward-Looking Statements

We make statements in this Quarterly Report on Form 10-Q that are considered "forward-looking statements" within the meaning 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, which are usually identified by the use of words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "will," and such words or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and are including this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation:

- unfavorable market and economic conditions in the United States and globally and in New York City, Washington, D.C. and San Francisco;
- risks associated with our high concentrations of properties in New York City, Washington, D.C. and San Francisco;
- risks associated with ownership of real estate;
- decreased rental rates or increased vacancy rates;
- the risk we may lose a major tenant;
- limited ability to dispose of assets because of the relative illiquidity of real estate investments;
- intense competition in the real estate market that may limit our ability to acquire attractive investment opportunities and increase the costs of those opportunities;
- insufficient amounts of insurance;
- uncertainties and risks related to adverse weather conditions, natural disasters and climate change;
- risks associated with actual or threatened terrorist attacks;
- exposure to liability relating to environmental and health and safety matters;
- high costs associated with compliance with the Americans with Disabilities Act;
- failure of acquisitions to yield anticipated results;
- risks associated with real estate activity through our joint ventures and private equity real estate funds;