Alexander & Baldwin, Inc.

PREMIER HAWAII REAL ESTATE COMPANY

REIT Conversion Announcement

July 11, 2017

ALEX
LISTED
NYSE

Disclosure

Statements in this call and presentation that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can typically be identified by words such as “believe,” “expect,” “estimate,” “predict,” “target,” “potential,” “likely,” “continue,” “ongoing,” “could,” “should,” “intend,” “may,” “might,” “plan,” “seek,” “anticipate,” “project” and similar expressions, as well as variations or negatives of these words. These forward-looking statements include, but are not limited to, statements regarding (i) the potential advantages, benefits and impact of, and opportunities created by, converting to a REIT and (ii) expected future dividends to shareholders.

Such forward-looking statements speak only as of the date the statements were made and are not guarantees of future performance. Forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause actual results and the timing of certain events to differ materially from those expressed in or implied by the forward-looking statements. These factors include, but are not limited to, prevailing market conditions and the following: (i) the Company’s ability to remain qualified as a REIT, particularly given the need to apply highly technical and complex provisions of the Internal Revenue Code of 1986, as amended, and make various factual determinations concerning matters and circumstances not entirely within the Company’s control; (ii) the risk that the REIT requirements could limit the Company’s financial flexibility; (iii) the Company’s limited experience operating as a REIT; (iv) the potential for satisfying the REIT requirements to divert management’s attention from traditional business concerns; (v) the Company’s ability to pay dividends consistent with the REIT requirements, and expectations as to timing and amounts of such dividends; (vi) the ability of the Company’s Board of Directors to revoke the Company’s REIT status without shareholder approval; (vii) the possibility that the anticipated benefits of the Company’s REIT status will not be realized, or will not be realized within the expected time period; and (viii) the Company’s exposure to U.S. federal and state income tax law changes, including changes to the REIT requirements.

A further description of these and other and other important risks, trends, uncertainties and other factors that could affect the forward-looking statements in this call and presentation are discussed in Company’s most recent Form 10-K and other filings with the Securities and Exchange Commission. The information in this call and presentation should be evaluated in light of these important risk factors. We do not undertake any obligation to update the Company’s forward-looking statements.

REIT Conversion

- Conversion effective for the taxable year ending December 31, 2017
- Tremendous progress made over the past five years in transforming to a more focused, Hawaii commercial real estate company
- REIT election is an important milestone in the continued evolution of A&B

Manoa Marketplace


Kailua Village Center

REIT-experienced Officer and Director Appointments

Jim Mead, Chief Financial Officer

- Experienced REIT CFO
  - SL Green (NYSE: SLG)
  - Strategic Hotels and Resorts
  - Irvine Company Apartment Communities
- Director, Easterly Government Properties (NYSE: DEA)

Tom Lewis, Director

- 26 years with Realty Income (REIT) (NYSE: O)
  - 16 years as CEO
  - Increased enterprise value from $619 million to $12.9 billion during his tenure
- Director, Sunstone Hotel Investors, Inc. (NYSE: SHO)

Benefits of REIT Status

- Enhances ability to compete for acquisition of Hawaii assets
  - Creates level playing field with institutional investors
  - Lowers cost of capital over time via better liquidity and reduced NAV discount
  - Facilitates acquisitions using operating partnership (OP) units
- Provides access to broader investor base
  - Inclusion in REIT indices
  - Increased dividend
- Allows continued ownership of non-REIT-eligible businesses

The REIT structure is essential to the advancement of our Hawaii growth strategy, enhancement of local communities and ability to create shareholder value.

Pearl Highlands Center

A&B's Evolution

REIT conversion is the latest milestone in our evolution
to create a successful, focused Hawaii commercial real estate company.

1870-2011

Founded as a sugar plantation

Shipping added as a complementary business and for vertical integration

Residential and commercial development began as a way to help plantation employees realize the American dream of homeownership

Built mainland CRE portfolio through 1031 exchanges

2012-2016

Separation of Matson and A&B

Strategic migration of mainland CRE portfolio to Hawaii and new Hawaii CRE investment

Cessation of sugar operations

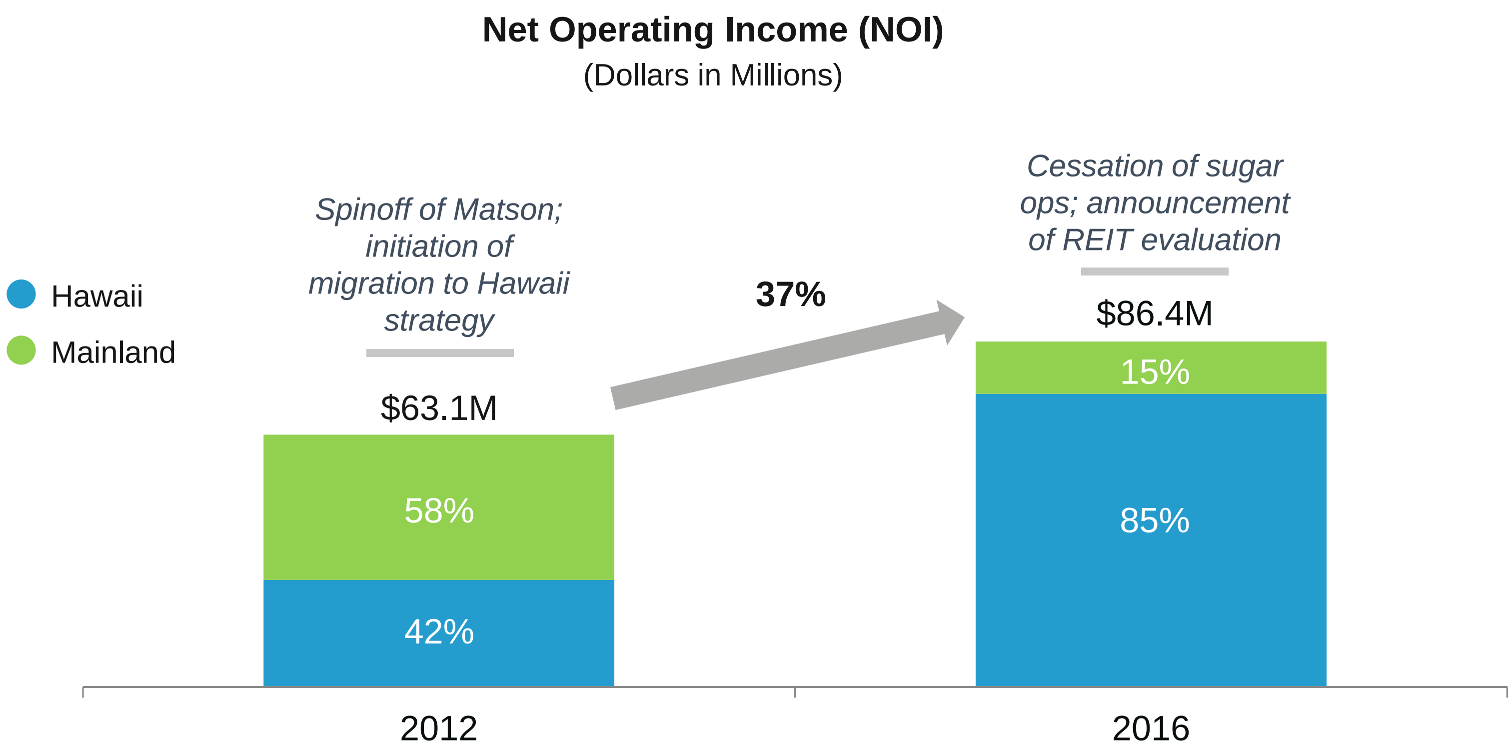
2017

Hawaii CRE focus

REIT conversion

Focused Hawaii CRE Company

REIT structure will facilitate growth in Hawaii, where we can best leverage our market knowledge and experience to create shareholder value.



Note: NOI is non-GAAP financial measure. See the appendix to this presentation for a statement regarding management's use of non-GAAP financial information, as well as a reconciliation.

Conversion Steps – Restructuring Legal Entities

A&B has operated in compliance with all applicable IRS rules and regulations to qualify as a REIT for the 2017 taxable year.

Alexander & Baldwin REIT			
REIT		Taxable REIT Subsidiary (TRS)	
• All improved CRE properties • 116 acres of urban ground leased assets • CRE assets under renovation or redevelopment • Development-for-hold projects for the CRE portfolio	• Agricultural-zoned land • Certain urban-zoned lands held for investment	• Development-for-sale projects & joint ventures • Renewable energy assets and investments • Trucking assets	• Grace's quarries • Paving construction assets • Other assets of the construction products & services businesses • Joint venture assets, such as the liquid asphalt plant
CRE	Land Operations		Materials & Construction
Alexander & Baldwin Business Segments			

Conversion Steps
Secured a Private Letter Ruling

The private letter ruling received from the IRS is essential to preserving cash to maintain a healthy balance sheet and avoiding issuing equity at inopportune times.

- Private letter ruling (“PLR”) received from the IRS in January 2017
- PLR allows distribution of accumulated earnings and profits (“E&P”), as well as REIT taxable income during the first two taxable years as a REIT, through a combination of stock and a minimum of 20% cash in the aggregate (pursuant to a shareholder election)
- Essential to:
  - Preserving a substantial amount of cash
  - Maintaining a strong balance sheet
  - Avoiding the need to issue additional equity

Kaneohe Bay Shopping Center

Conversion Steps

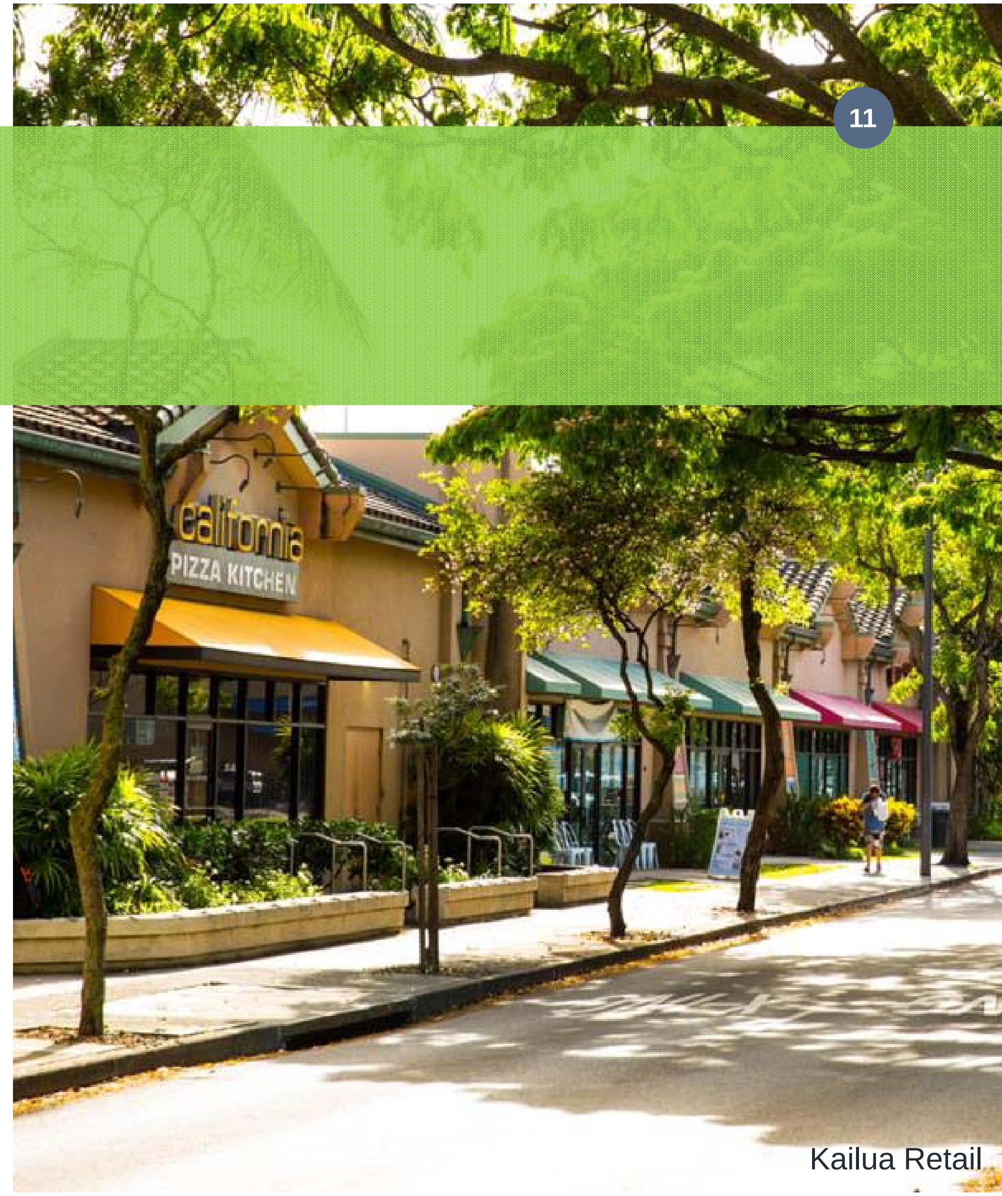
Special Distribution

Cash/stock distribution afforded by the PLR was a critical prerequisite for the REIT election.

- Distribution of the Company’s accumulated E&P within its first year as a REIT is required to elect REIT status
- Plan to distribute accumulated E&P attributable to non-REIT years and a substantial portion of REIT taxable income for 2017 and 2018 in a one-time, special distribution (“Special Distribution”)
- Special Distribution expected to be $775M to $875M
- Expect to resume quarterly declaration and payment of dividends entirely in cash beginning in 2019

Remaining Conversion-related Events

- Special Distribution
  - Declaration expected in 4Q17
  - Payment expected in January 2018
- File 2017 tax return, including REIT election
- Addition to REIT indices



Kailua Retail

Holding Company Merger

- Establish standard ownership limitations and transfer restrictions to facilitate ongoing compliance with the REIT requirements
- Enhance corporate governance practices
  - Eliminate classified board
  - Transition to majority voting for all directors in uncontested elections
  - Eliminate supermajority voting requirements to amend the Company's articles of incorporation
- Facilitate implementation of an UPREIT structure
- Preliminary S-4 to be filed soon

Waipio Shopping Center

Anticipated Timeline of Remaining Key Conversion Activities

The Company and its legal advisors concluded that A&B qualifies as a REIT for the taxable year ending December 31, 2017.

2017				2018	
July	**September**	**October**	**December**	**January**	**October**
File preliminary S-4 re: holding company merger	Possible addition to RMZ	Special share-holders' meeting re: holding company merger	Possible addition to RMZ	Special Distribution payment	File 2017 tax return, including REIT election

Fall (2017)

NAV review session (NYC)
Special Distribution declaration

Capitalization and Financing Strategy

- Maintain healthy balance sheet
  - Ensure capacity to support growth
  - Protect from economic slowdown
- REIT election changes cash flows, increases leverage
  - Special Distribution
  - Distribution of REIT taxable income
- Actions to ensure a healthy balance sheet
  - Utilize stock/cash mix for Special Distribution
  - Upsize revolver capacity from $350M to $450M
  - Fix additional term debt; smooth and extend maturities

A primary focus of the REIT evaluation has been on ensuring sufficient balance sheet capacity.

Kailua Retail

Conversion Costs and 2017 Financial Performance

2017 earnings will be affected by REIT conversion costs and the actions taken to grow the commercial real estate portfolio and position A&B for future growth.

- REIT conversion and related costs expected to be about 1% of TEV, or $24-$28M
  - Benefits of REIT structure far outweigh conversion costs
  - $14.3M incurred through 1Q17
  - $10-$14M of remaining costs (expected to be incurred: $2M in 2Q17; $6-8M in 3Q17; $2-4M in 4Q17)
- 2Q17 performance
  - Minimal operating profit contribution from Land Operations segment
  - Strong CRE performance continues
  - No change to full-year 2017 same-store NOI guidance of 3-4% increase

Pro Forma Changes to Capital Structure

Illustrative example of the impact conversion-related activities on A&B's capital structure as of March 31, 2017, assuming a $165M cash portion of a $825M Special Distribution.

(Unaudited; $mil unless indicated)	As of March 31, 2017	Conversion Costs	Special Distribution	Financing Modifications	Deferred Tax Reversal	Pro Forma as of March 31, 2017
Total equity	1,214	(2)	(165)	--	232	1,279
Net debt	545	--	165	--	--	710
Net debt to TTM EBITDA	4.8x	--	1.5x	--	--	6.3x
Net debt to EV	19.9%	--	--	--	--	25.4%
Debt facility availability*	425	--	(150)	100	--	375
Weighted-average maturity	6 years	--	--	--	--	7 years
Diluted weighted-average shares outstanding**	49.6M	--	26.9M	--	--	76.5M

* Includes $264 million of committed capacity and $161 million of uncommitted capacity as of March 31, 2017, and $264 million of committed capacity and $111 million of uncommitted capacity on a pro forma basis as of March 31, 2017. The $100 million increase in revolver capacity is planned, but has not been completed. Therefore, the Company cannot provide any assurance that such increase in capacity will become available.

** Based on an assumed stock price of $41.31 pre ex-dividend and a stock price of $24.52 on the ex-dividend date. The actual shares issued under the Special Distribution will be based on the stock prices preceding, and on, the ex-dividend date, which could lead to the number of shares actually issued to be materially different than the pro forma information provided.

Note: Schedule should be read in conjunction with the notes on slide 17. EBITDA for the trailing twelve months ended March 31, 2017 is a non-GAAP financial measure. See the appendix to this presentation for a statement regarding management's use of non-GAAP financial information, as well as a reconciliation.

Notes to Pro Forma Information on Slide 16

- The unaudited pro forma information as of March 31, 2017 included on slide 16 of this presentation give effect to the holding company merger, the Special Distribution and other transactions directly related to the Company's anticipated REIT election and are presented as if these events had occurred as of March 31, 2017.
- The unaudited pro forma financial information is based on the following estimates and assumptions, which are preliminary and have been made solely for the purposes of developing such pro forma information and is not necessarily indicative of the financial position or operating results that would have been achieved had the holding company merger, the Special Distribution and other transactions directly related to the Company's anticipated REIT election been completed as of March 31, 2017, nor are they necessarily indicative of our future financial position or operating results.
  - Conversion costs of $2M reflects the one-time costs associated with the anticipated REIT election that were incurred to date after March 31, 2017, as the pro forma consolidated balance sheet assumes that holding company merger, the Special Distribution and other transactions directly related to the Company's anticipated REIT election occurred on March 31, 2017. The pro forma information does not include additional REIT related costs forecasted to be between $8 million to $12 million for the balance of the year.
  - Special Distribution of $825M (midpoint of estimate), $165M of which is assumed to be paid in cash and funded by borrowings under the Company's revolving senior credit facility at a rate of 2.47%, which was the rate applicable on our revolving senior credit facility as of March 31, 2017
  - An increase of the capacity of the Company's senior revolving credit line of $100M and issuance of $50M in long-term debt, both of which have not been completed
  - Deferred tax liabilities of $232M are assumed to be reversed as the income taxes related to the associated deferred gains are not expected to be paid

Closing Remarks

- Significant progress made in increasing value of commercial portfolio
- Electing REIT status is the latest step in advancing A&B's Hawaii commercial real estate strategy and positioning the Company for growth
- Allows continued ownership of non-REIT-eligible businesses
- REIT election a positive for shareholder value

The Shops at Kukui'ula

Q&A

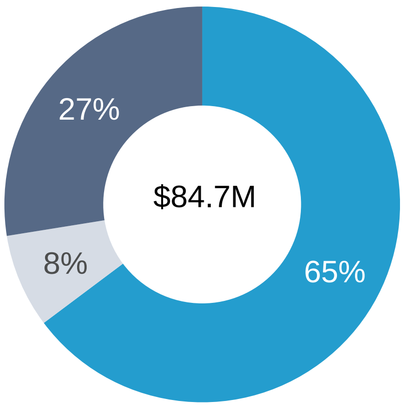
ALEX
LISTED
NYSE

Appendix

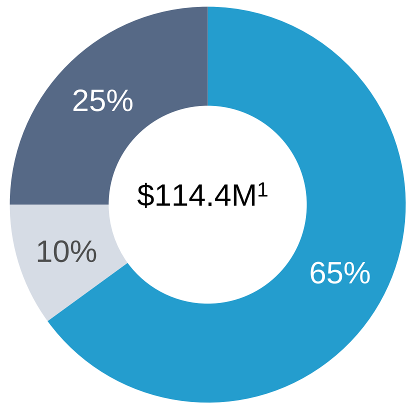
A&B Financial & Segment Overview

2016	As of 12/31/16

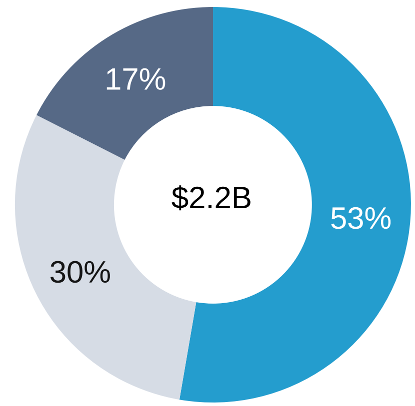
Operating Profit – Continuing Operations



Consolidated EBITDA



Total Assets



Commercial Real Estate (CRE)

- Defensive, needs-based
- Superior rent and NOI growth
- Supply constrained market with significant barriers to entry

Land Operations

- Significant development pipeline in harvest mode
- Ag lands with low land basis of about $150 per acre
- Transition assets over time to CRE

Materials & Construction (M&C)

- Attractive infrastructure play
- Solid cash flow generator
- Significant market share
- Counter-cyclical attributes

Note: Consolidated 2016 EBITDA includes $33.7M of REIT evaluation costs, impairments and gains on asset sales, noncontrolling interests and $4.2M of EBITDA from discontinued operations. The percentage contribution of each segment was calculated by taking the proportionate share of consolidated EBITDA excluding corporate G&A and EBITDA from discontinued operations. EBITDA is a non-GAAP financial measure. See appendix for a statement regarding management's use of non-GAAP financial measures and a reconciliation.

Use of Non-GAAP Financial Measures

The Company calculates NOI as CRE operating profit, less depreciation and amortization, straight-line lease adjustments and general, administrative and other expenses. NOI is considered by management to be an important and appropriate supplemental performance metric because management believes it helps both investors and management understand the ongoing core operations of the Company's properties excluding corporate and financing-related costs and noncash depreciation and amortization. NOI is an unlevered operating performance metric of the Company's commercial properties and allows for a useful comparison of the operating performance of individual assets or groups of assets. This measure thereby provides an operating perspective not immediately apparent from GAAP income (loss) from operations or net income (loss). NOI should not be considered as an alternative to GAAP net income (loss) as an indicator of the Company's financial performance or as an alternative to cash flow from operating activities as a measure of the Company's liquidity. Other real estate companies may use different methodologies for calculating NOI, and accordingly, the Company's presentation of NOI may not be comparable to other real estate companies. The Company also presents NOI generated by its Hawaii commercial portfolio. The Company believes that the CRE segment's operating profit is the most directly comparable GAAP measurement to NOI and Hawaii NOI. Reconciliation of CRE operating profit to CRE segment NOI and Hawaii NOI are on the following slide:

Reconciliation of GAAP to Non-GAAP Measures

Dollars in Millions

	Year Ended December 31,		
	2016	**2012**	**% Change**
CRE operating profit	**54.8**	41.6	
Depreciation and amortization	**28.4**	22.2	
Straight-line lease adjustments	**(2.1)**	(3.6)	
General, administrative and other expenses	**5.3**	2.9	
CRE NOI	**86.4**	63.1	36.9%
Mainland CRE NOI	**(13.1)**		
CRE Hawaii NOI	**73.3**		

Note: Additional information about NOI is included in the Company's quarterly Supplemental Information report, which is furnished to the SEC and available at www.alexanderbaldwin.com.

Use of Non-GAAP Financial Measures

EBITDA is presented for the Company on a consolidated basis. EBITDA represents the Company's consolidated net income adjusted to exclude the impact of depreciation and amortization, interest expense and income taxes. The Company provides this information to investors as an additional means of evaluating the performance of the Company's operations and should be not be viewed as a substitute for, or superior to, financial measures calculated in accordance with GAAP. A reconciliation of consolidated net income to EBITDA follows:

Dollars in millions	2016	Trailing twelve months ended March 31, 2017
Consolidated net income (loss)	(8.4)	5.6
Depreciation & amortization expense	119.5	101.8
Interest expense	26.3	25.6
Income tax expense	(23.0)	(19.7)
Consolidated EBITDA	114.4	113.3

WHERE TO FIND ADDITIONAL INFORMATION

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The Company's wholly owned subsidiary, A&B REIT Holdings, Inc. ("A&B REIT Holdings"), will file with the Securities and Exchange Commission ("SEC") a registration statement on Form S-4 that includes a preliminary proxy statement/prospectus relating to the proposed merger and other relevant documents in connection with the proposed merger. INVESTORS AND THE COMPANY'S SHAREHOLDERS ARE URGED TO CAREFULLY READ THE PRELIMINARY PROXY STATEMENT/PROSPECTUS AND ANY OTHER RELEVANT DOCUMENTS, WHEN FILED, AND THE DEFINITIVE PROXY STATEMENT/PROSPECTUS, WHEN FILED AND MAILED, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. The definitive proxy statement/prospectus will be mailed to the Company's shareholders prior to the meeting of shareholders at which the proposed merger will be submitted for a vote. Investors may obtain a free copy of the preliminary proxy statement/prospectus and other filings containing information about the Company, A&B REIT Holdings and the proposed merger from the SEC at the SEC's website at http://www.sec.gov after such documents have been filed with the SEC. In addition, after such documents have been filed with the SEC, copies of the preliminary proxy statement/prospectus and other filings containing information about the Company, A&B REIT Holdings and the proposed merger can be obtained without charge by sending a request to Alexander & Baldwin, Inc., 822 Bishop Street, Honolulu, Hawaii 96813, Attention: Alyson J. Nakamura; by calling (808) 525-8450; or by accessing them on the Company's web site at http://www.alexanderbaldwin.com.

PARTICIPANTS IN THE SOLICITATION

The Company and its directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of the Company in favor of the proposed merger. Additional information regarding the interests of potential participants in the proxy solicitation will be included in the preliminary proxy statement/prospectus and the definitive proxy statement/prospectus and other relevant documents that the Company and A&B REIT Holdings intend to file with the SEC in connection with the merger. Additional information about A&B's directors and executive officers can be found in A&B's definitive proxy statement filed with the SEC on March 13, 2017, and in A&B's Annual Report on Form 10-K filed with the SEC on March 1, 2017.