

Raymond James 38th Annual Institutional Investors Conference | March 2017

#### Safe Harbor Statement

Forward-Looking Statements - Certain statements in this presentation regarding anticipated financial outcomes including Rayonier's earnings guidance, if any, business and market conditions, outlook, expected dividend rate, Rayonier's business strategies, including expected harvest schedules, timberland acquisitions, sales of non-strategic timberlands, the anticipated benefits of Rayonier's business strategies, and other similar statements relating to Rayonier's future events, developments or financial or operational performance or results, are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. These forward-looking statements are identified by the use of words such as "may," "will," "should," "expect," "estimate," "believe," "intend," "project," "anticipate" and other similar language. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. While management believes that these forward-looking statements are reasonable when made, forward-looking statements are not guarantees of future performance or events and undue reliance should not be placed on these statements.

The following important factors, among others, could cause actual results or events to differ materially from those expressed in forward-looking statements that may have been made in this document: the cyclical and competitive nature of the industries in which we operate; fluctuations in demand for, or supply of, our forest products and real estate offerings; entry of new competitors into our markets; changes in global economic conditions and world events; fluctuations in demand for our products in Asia, and especially China; various lawsuits relating to matters arising out of our previously announced internal review and restatement of our consolidated financial statements; the uncertainties of potential impacts of climate-related initiatives; the cost and availability of third party logging and trucking services; the geographic concentration of a significant portion of our timberland; our ability to identify, finance and complete timberland acquisitions; changes in environmental laws and regulations regarding timber harvesting, delineation of wetlands, and endangered species, that may restrict or adversely impact our ability to conduct our business, or increase the cost of doing so; adverse weather conditions, natural disasters and other catastrophic events such as hurricanes, wind storms and wildfires, which can adversely affect our timberlands and the production, distribution and availability of our products; interest rate and currency movements; our capacity to incur additional debt; changes in tariffs, taxes or treaties relating to the import and export of our products or those of our competitors; changes in key management and personnel; our ability to meet all necessary legal requirements to continue to qualify as a real estate investment trust ("REIT") and changes in tax laws that could adversely affect beneficial tax treatment; the cyclical nature of the real estate business generally; a delayed or weak recovery in the housing market; the lengthy, uncertain and costly process associated with the ownership, entitlement and development of real estate, especially in Florida, which also may be affected by changes in law, policy and political factors beyond our control; unexpected delays in the entry into or closing of real estate transactions; changes in environmental laws and regulations that may restrict or adversely impact our ability to sell or develop properties; the timing of construction and availability of public infrastructure; and the availability of financing for real estate development and mortgage loans.

For additional factors that could impact future results, please see Item 1A - Risk Factors in the Company's most recent Annual Report on Form 10-K and similar discussion included in other reports that we subsequently file with the Securities and Exchange Commission ("SEC"). Forward-looking statements are only as of the date they are made, and the Company undertakes no duty to update its forward-looking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent reports filed with the SEC.

Non-GAAP Financial Measures - To supplement Rayonier's financial statements presented in accordance with generally accepted accounting principles in the United States ("GAAP"), Rayonier uses certain non-GAAP measures, including "cash available for distribution," "pro forma sales," "pro forma operating income," "pro forma net income," and "Adjusted EBITDA," which are defined and further explained in this communication. Reconciliation of such measures to the nearest GAAP measures can also be found in this communication. Rayonier's definitions of these non-GAAP measures may differ from similarly titled measures used by others. These non-GAAP measures should be considered supplemental to, and not a substitute for, financial information prepared in accordance with GAAP.



## Rayonier – Best-in-Class, Pure-Play Timber REIT

## Leading Pure-Play Timberland REIT

- Second-largest timber REIT with 2.7 million acres of high-quality timberland
- Geographic diversity –
   U.S. South, Pacific
   Northwest, New Zealand
- Timberlands strategically positioned in competitive fiber baskets
- Focus on recurring cash flow generation from timber harvest and HBU sales

## Growing Timberland Base

- Profitably growing timberland base through disciplined acquisition process
- Over \$1.3 billion of high-quality timberlands acquired since January 2011
- Investing in advanced genetics to yield longterm volume growth

# Attractive Real Estate Platform

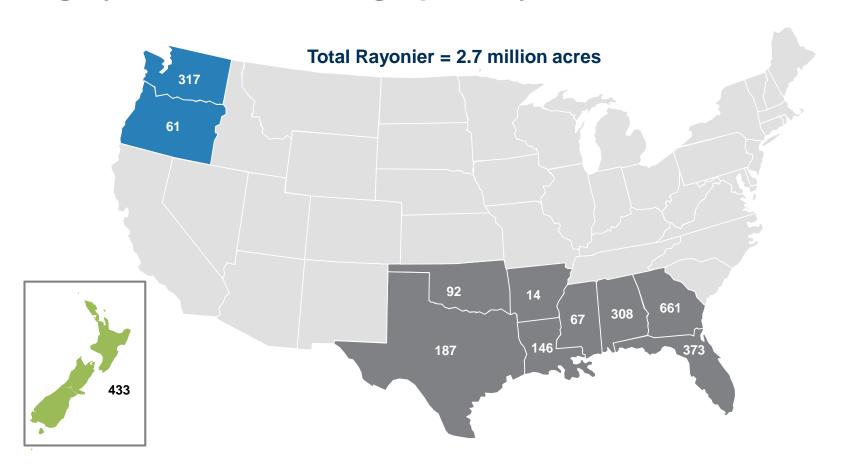
- Attractive HBU
  opportunities across
  U.S. South, including
  Florida and Georgia
  coastal corridor
- Stable and recurring base of annual rural land sales
- Two active development projects underway – Wildlight (mixed-use) and Belfast Commerce (industrial)

## Strong Capital Structure

- Net debt to enterprise value of 23% at end of Q4 2016
- Favorable financing facilities and access to capital
- Active portfolio management and nimble capital allocation strategy



## Highly Productive, Geographically Diversified Timberlands



Pacific Northwest

378,000 acres – Washington & Oregon; access to export markets

U.S. South

1.85 million acres – sawlog and pulpwood; Florida & Georgia coastal corridor HBU

New Zealand

433,000 acres – manage and own ~77% of joint venture



### Rayonier's Strategic Priorities

# Manage for Long-Term Value

- Design harvest strategy to achieve long-term, sustainable yield
- Balance biological growth, harvest cash flow and responsible stewardship

#### Acquire High-Quality Timberlands

- Pursue acquisitions that improve portfolio quality and sustainable yield
- Maintain disciplined approach to acquisitions, minimize HBU speculation

# Optimize Portfolio Value

- Opportunistically monetize lands where premium valuations can be achieved
- Pursue value creation activities on select properties to enhance long-term value

# Focus on **Quality of Earnings**

- Focus on harvest operations and rural land sales to support dividends
- De-emphasize sale of "non-strategic" timberlands to augment cash flow

## Enhance Disclosure

- Establish Rayonier as industry leader in transparent disclosure
- Provide investors with meaningful information about timberland portfolio

Rayonier's goal is to provide an attractive, growing dividend funded from core, recurring cash flows in a tax-efficient REIT structure.



## Nimble Approach to Capital Allocation

#### **Invest in Our Business**

- ~\$34 million invested annually in silviculture and regeneration
- Capital focused on highest IRR opportunities
- Targeted investments to unlock HBU value

#### **Timberland Acquisitions**

- Acquired over \$521 million of timberlands since spin-off
- Acquisitions complementary to age-class profile
- Improved portfolio
   Focused on site index and inventory stocking

#### **Share Buybacks**

- \$101 million of stock buybacks @ \$23.76/share
- \$99 million remaining in repurchase authorization
- generating NAV accretion

#### **Dividends**

- Dividend of \$1.00 per share since Q4 2014
- Expect to fund from recurring timber and real estate operations
- Large Dispositions\* excluded from CAD\*

#### **Manage Our Balance Sheet**

- Restructured \$155 million of New Zealand debt
- 96% of debt fixed; 3.3% avg. rate
- Maintained investment grade rating with higher debt threshold

\$34MM<sup>(1)</sup> annually for silviculture

\$521MM

acquisitions since spin-off \$101MM

share buybacks since spin-off

3.5% yield<sup>(2)</sup> \$1.00 per share annual dividend

3.3% rate average debt cost

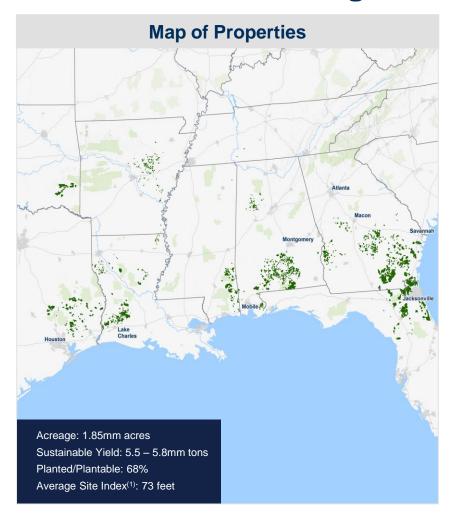


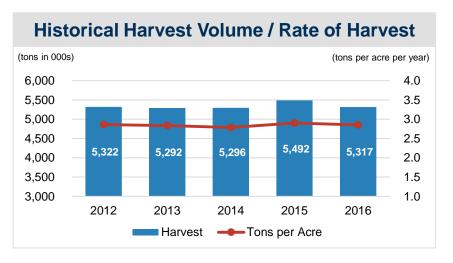
<sup>(1)</sup> Represents average annual investment in silviculture and replanting from 2013-2016.

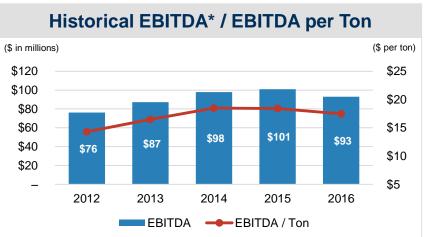
<sup>(2)</sup> Based on share price of \$28.97 as of 2/21/2017.

Non-GAAP measure or pro forma item (see Appendix for definitions and reconciliations

### Southern Timber – Segment Overview



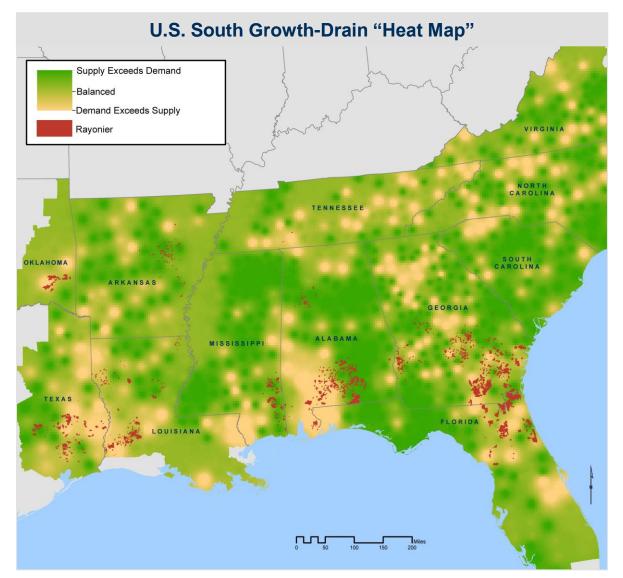




Rayonier's Southern Timber segment is the Company's largest segment with 2016 harvest volume of 5.3 million tons and Adjusted EBITDA of \$93 million.



## **Favorable Supply / Demand Dynamics in RYN Markets**

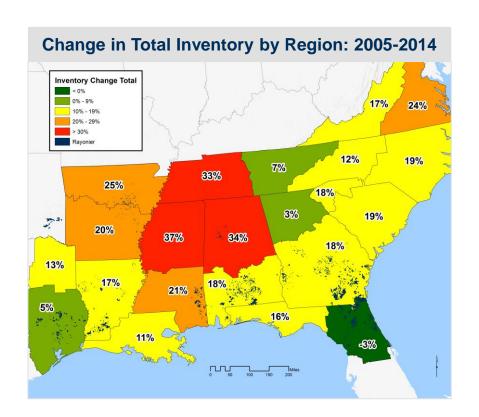


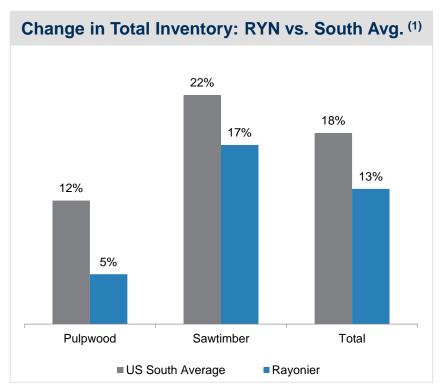
#### **Key Observations**

- <u>Local</u> market supply / demand dynamics determine price
- Logs typically travel less than 100 miles
- Supply / demand conditions vary widely across the region
- Tensioned markets yield better timber pricing

## **Total Inventory has Grown Significantly**

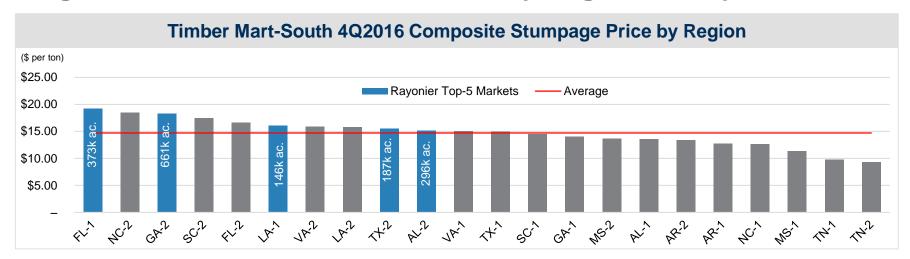
- Since 2005, many regions have gained inventory beyond levels experienced historically
- Inventory growth in these areas will take years to slow and will require new outlets for timber products
- Timberland portfolio performance will be influenced by geographic distribution in the South

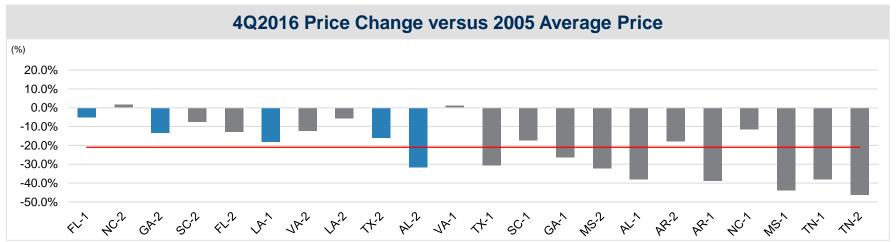






## **Regional Market Price Trends Vary Significantly**

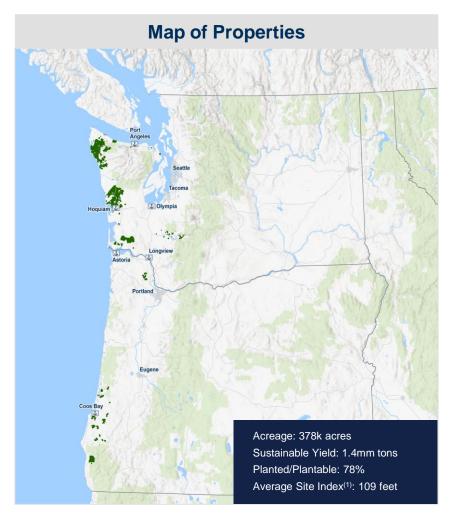


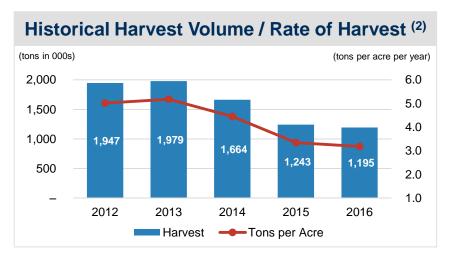


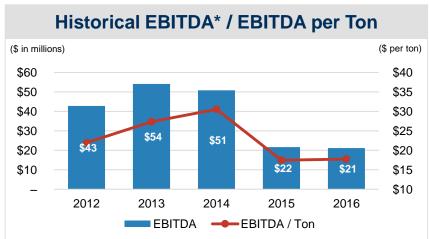
While timber demand and pricing has generally declined across the South, regional market supply, demand and pricing trends vary significantly.



## Pacific Northwest Timber – Segment Overview







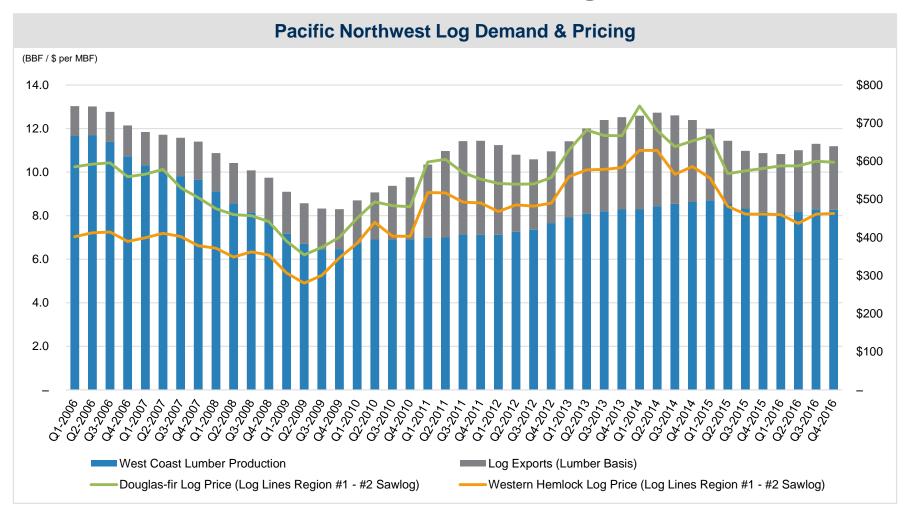
Following our portfolio repositioning in 2016, Rayonier expects to harvest roughly 1.3 million tons in the Pacific Northwest over the next five years.



Site index reflects the average height of the dominant and codominant trees at a base age of 50 (Pacific Northwest).
 2013 and prior results include volumes from New York timberlands.

<sup>\*</sup> Non-GAAP measure (see Appendix for definitions and reconciliations).

## Pacific Northwest Demand and Pricing Have Recovered

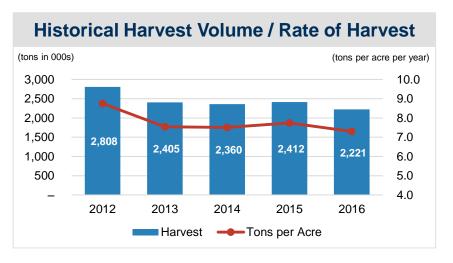


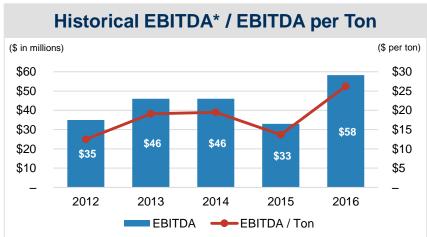
Pacific Northwest log demand and pricing have generally recovered to pre-recession levels due to increased export demand.



### **New Zealand Timber – Segment Overview**







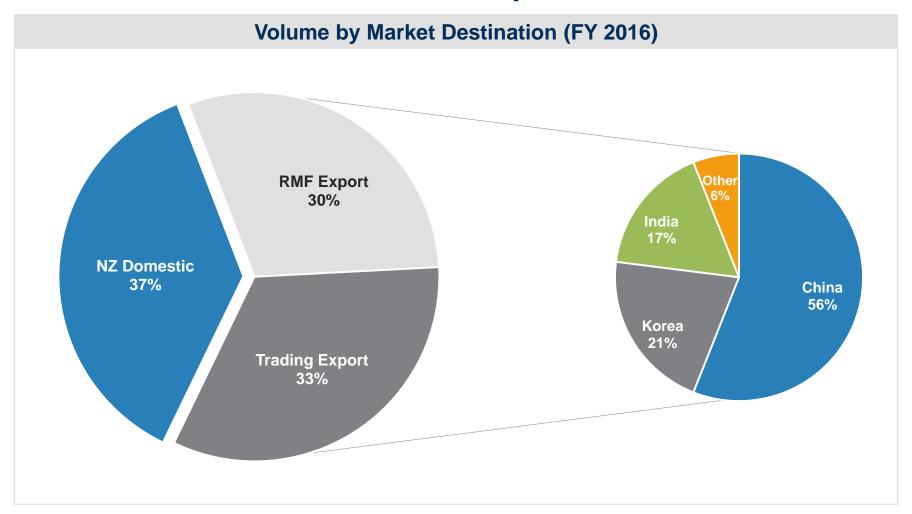
Rayonier's ~77%-owned joint venture in New Zealand provides geographic, species and market diversification.



Note: New Zealand Timber was consolidated on April 4, 2013 when we acquired a majority interest in the New Zealand JV. Prior to the acquisition date, we accounted for our 26% interest in the New Zealand JV as an equity method investment. The 2013 and 2012 information shown here reflects full year results for the JV.

\* Non-GAAP measure (see Appendix for definitions and reconciliations).

## **Diversified Mix of Domestic & Export Markets**



Over 60% of RMF's volume (including Trading volume) is sold into export markets, with China being the largest source of demand.



## Real Estate Strategy: Optimize Value & Create Optionality

#### **Timberlands**



#### Strategic sales of timberland

- Opportunistic-only for capital allocation
- Upgrade portfolio
- Excluded from Adj.
   EBITDA and proforma financials

#### **Timberland value**

Opportunistic



#### Sale of non-strategic and timberland assets

- Timberland: capture a financial premium
- Non-Strategic: monetize and repurpose "deadcapital"

#### **Timberland premium**

Reduce reliance

#### **Real Estate**



Rural Places + Properties

#### Sale of rural properties

- Grow and sustain recurring cash flows
- Build a pipeline of enhanced rural properties in higher potential markets

#### **HBU** premium + ROI

Grow moderately



#### Unimproved Development

## Sale of properties with development rights

- Invest in securing development rights
- Build a pipeline of entitled properties in higher potential markets

#### **HBU premium + ROI**

Grow in select markets



### Sale of developed land parcels

- Invest in infrastructure and amenities
- Enhance value and create optionality of adjacent RYN properties

# HBU premium + ROI + optionality

Grow in very select markets

Land Resources



Sale of access to use properties / extract resources

- Maximize and grow annual gross margin/ac
- Build diverse portfolio of cash flows
- Develop new business growth

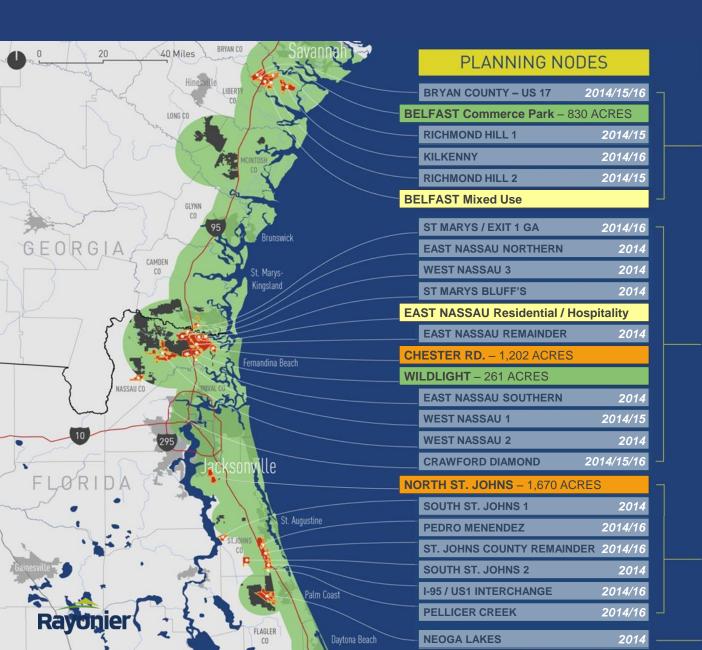
Annual gross margin per acre

Grow moderately



### I-95 Coastal Corridor: Active Portfolio Management

as of 10/31/2016



Rayonier planning areas
Other Rayonier properties
Active projects (Improved)
Active projects (Unimproved)
Under evaluation
Optimize timberland value

Georgia Low County
(Savannah, Richmond Hill, Bryan County)

Florida Low County (St. Mary's, Nassau County)

Heritage Florida (St. Johns County)

Palm Coast Florida

# Appendix: Reconciliation of Non-GAAP Measures



#### **Definitions of Non-GAAP Measures and Pro Forma Items**

**Pro Forma Sales** is defined as revenue adjusted for Large Dispositions. Rayonier believes that this non-GAAP financial measure provides investors with useful information to evaluate our core business operations because it excludes specific items that are not indicative of ongoing operating results.

Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, depletion, amortization, the non-cash cost of land and improved development, costs related to shareholder litigation, the gain on foreign currency derivatives, Large Dispositions, internal review and restatement costs, costs related to spin-off of the Performance Fibers business, the gain related to the consolidation of the New Zealand JV and discontinued operations. Adjusted EBITDA is a non-GAAP measure that management uses to make strategic decisions about the business and that investors can use to evaluate the operational performance of the assets under management. It removes the impact of specific items that management believes do not directly reflect the core business operations on an ongoing basis.

**EBITDA** by segment is calculated as operating income less depreciation, depletion, amortization and specific items that are not indicative of ongoing operating results. EBITDA by segment for Rayonier is equal to Adjusted EBITDA.

Last twelve months (LTM) Adjusted EBITDA is a non-GAAP financial measure that Rayonier believes provides investors with useful information to evaluate the Company's ability to service its debt. For purposes of this calculation LTM Adjusted EBITDA is used as an indicator of the Company's performance over the most recent twelve months and debt net of cash is presented as an indicator of Rayonier's current leverage.

**Pro Forma Interest Expense** is calculated as Rayonier's current run rate of interest on outstanding indebtedness as of December 31, 2016, and assumes that the Company issues no additional debt. This estimate could vary widely depending upon future financing activities.

Cash Available for Distribution (CAD) is defined as cash provided by operating activities adjusted for capital spending (excluding timberland acquisitions and spending on the Rayonier office building) and working capital and other balance sheet changes. CAD is a non-GAAP measure that management uses to measure cash generated during a period that is available for dividend distribution, repurchase of the Company's common shares, debt reduction and strategic acquisitions. CAD is not necessarily indicative of the CAD that may be generated in future periods.

Costs related to shareholder litigation is defined expenses incurred as a result of the securities litigation and the shareholder derivative demands. See Note 10 - Contingencies. In addition, these costs include the costs associated with the Company's response to a subpoena it received from the SEC in November 2014. In July 2016, the Division of Enforcement of the SEC notified the Company that it had concluded its investigation into the Company.

**Gain on foreign currency derivatives** is the gain resulting from the foreign exchange derivatives the Company used to mitigate the risk of fluctuations in foreign exchange rates while awaiting the capital contribution to the New Zealand JV.

**Large Dispositions** are defined as transactions involving the sale of timberland that exceed \$20 million in size and do not have any identified HBU premium relative to timberland value.



## Reconciliation of Net Income to Adjusted EBITDA

(\$ in millions)	2016	2015	2014	2013	2012
Net income	\$217.8	\$43.9	\$97.8	\$373.8	\$278.7
Interest, net, continuing operations	33.0	34.7	49.7	38.5	42.3
Income tax expense (benefit), continuing operations	5.0	(0.9)	(9.6)	(35.7)	(27.1)
Depreciation, depletion and amortization	115.1	113.7	120.0	116.9	84.6
Non-cash cost of land and improved development	11.7	12.5	13.2	10.2	4.7
Costs related to shareholder litigation (1)	2.2	4.1	-	-	-
Gain on foreign currency derivatives (1)	(1.2)	-	-	-	-
Large Dispositions (1)	(143.9)	-	(21.4)	(25.7)	-
Costs related to the spin-off of Performance Fibers (1)	-	-	3.8	-	-
Internal review and restatement costs (1)	-	-	3.4	-	-
Gain on Consolidation of New Zealand JV (1)	-	-	-	(16.2)	-
Net income from discontinued operations (1)	-	-	(43.4)	(267.9)	(261.8)
Adjusted EBITDA (1)	\$239.7	\$208.0	\$213.5	\$193.9	\$121.4

<sup>(1)</sup> Non-GAAP measure or proforma item (see Appendix for definitions and reconciliations).



# Reconciliation of Pro Forma Sales and Operating Income (Loss) to Adjusted EBITDA by Segment

	Southern	Pacific Northwest	New Zealand			Corporate	
(\$ in millions)	Timber	Timber	Timber	Real Estate	Trading	and Other	Total
<u>2016</u>							
Sales	\$132.9	\$75.2	\$172.5	\$299.4	\$108.3	-	\$788.3
Large Dispositions (1)	-	-	-	(207.3)	-	-	(207.3)
Pro Forma Sales (1)	\$132.9	\$75.2	\$172.5	\$92.1	\$108.3	-	\$581.0
		(* )			•	(4)	
Operating Income	\$43.1	(\$4.0)		\$202.4	\$2.0	(\$20.8)	\$255.8
Depreciation, depletion & amortization  Non-cash cost of land and real estate sold	49.8	25.2	23.4 1.8	16.3 9.9	-	0.4	115.1 11.7
	-	-	1.0	9.9	-	2.2	2.2
Costs related to shareholder litigation (1)	_	_	_	_	_	(1.2)	(1.2)
Gain on foreign currency derivatives (1)	-	-	-	(143.9)	-	(1.2)	(1.2)
Large Dispositions (1)	- ************************************	- -		` '	- #2.0		, ,
Adjusted EBITDA (1)	\$92.9	\$21.2	\$58.3	\$84.7	\$2.0	(\$19.4)	\$239.7
EBITDA Margin (2)	70%	28%	34%	92%	2%	-	41%
2015							
Sales	\$139.1	\$76.5	\$161.6	\$86.5	\$81.2	_	\$544.9
Large Dispositions (1)	-	-	-	-	-	-	-
Pro Forma Sales (1)	\$139.1	\$76.5	\$161.6	\$86.5	\$81.2	-	\$544.9
Operating Income	\$46.7	\$6.9	\$2.8	\$44.3	\$1.2	(\$24.1)	\$77.8
Non-operating expense	-	-	-	-	-	(0.1)	(0.1)
Depreciation, depletion & amortization	54.3	14.8	29.7	14.5	-	0.4	113.7
Non-cash cost of land and real estate sold	-	-	0.5	12.0	-	-	12.5
Costs related to shareholder litigation (1)	- 04040	-	-	ф <b>т</b> о с	-	4.1	4.1
Adjusted EBITDA (1)	\$101.0	\$21.7	\$33.0	\$70.8	\$1.2	(\$19.7)	\$208.0
EBITDA Margin (2)	73%	28%	20%	82%	1%	-	38%
3							

 $<sup>\</sup>hbox{ (1) Non-GAAP measure or pro forma item (see Appendix for definitions and reconciliations)}. \\$ 

<sup>(2)</sup> EBITDA Margin is calculated as Adjusted EBITDA divided by Pro Forma Sales.



# Reconciliation of Pro Forma Sales and Operating Income (Loss) to Adjusted EBITDA by Segment

(\$ in millions)	Southern Timber	Pacific Northwest Timber	New Zealand Timber	Real Estate	Trading	Corporate and Other	Total
2014							
Sales	\$141.8	\$102.2	\$182.4	\$77.3	\$103.7	(\$3.9)	\$603.5
Large Dispositions (1)	-	-	-	(22.0)	-	-	(22.0)
Pro Forma Sales (1)	\$141.8	\$102.2	\$182.4	\$55.3	\$103.7	(\$3.9)	\$581.5
Operating Income	\$45.7	\$29.5	\$9.5	\$47.5	\$1.7	(\$35.6)	\$98.3
Depreciation, depletion & amortization	52.2	21.3	32.2	13.4	-	0.9	120.0
Non-cash cost of land and real estate sold	-	-	4.3	8.9	-	-	13.2
Large Dispositions (1)	-	-	-	(21.4)	-	-	(21.4)
Internal review and restatement costs (1)	-	-	-	-	-	3.4	3.4
Adjusted EBITDA (1)	\$97.9	\$50.8	\$46.0	\$48.4	\$1.7	(\$31.3)	\$213.5
EBITDA Margin (2)	69%	50%	25%	88%	2%	-	37%
2013							
Sales	\$123.8 -	\$110.5 -	\$147.7 -	\$149.0 (80.0)	\$131.7 -	(\$3.0)	\$659.7 (80.0)
Large Dispositions (1) Pro Forma Sales (1)	\$123.8	\$110.5	\$147.7	\$69.0	\$131.7	(\$3.0)	\$579.7
Operating Income	\$37.8	\$32.7	\$10.6	\$55.9	\$1.8	(\$30.1)	\$108.7
Depreciation, depletion & amortization  Non-cash cost of land and real estate sold	49.4	21.4	27.7	17.4 10.2	-	1.0	116.9 10.2
	-	-	-	(25.7)	_	-	(25.7)
Large Dispositions <sup>(1)</sup> Gain on Consolidation of New Zealand JV <sup>(1)</sup>		_	_	(20.7)	_	(16.2)	(16.2)
	\$87.2	\$54.1	\$38.3	\$57.8	\$1.8	(\$45.3)	\$193.9
Adjusted EBITDA (1)	ψ07.2	ψυ4.1	ψ50.5	ψυ1.0	ψ1.0	(ψ <del>1</del> 0.3)	ψ193.9
EBITDA Margin (2)	70%	49%	26%	84%	1%	-	33%

<sup>(1)</sup> Non-GAAP measure or pro forma item (see Appendix for definitions and reconciliations).

<sup>(2)</sup> EBITDA Margin is calculated as Adjusted EBITDA divided by Pro Forma Sales.



# Reconciliation of Operating Income (Loss) to Adjusted EBITDA by Segment

(\$ in millions)	Southern Timber	Pacific Northwest Timber	New Zealand Timber	Real Estate	Trading	Corporate and Other	Total
2012							
Operating Income	\$23.4	\$20.6	\$2.0	\$32.0	(\$0.1)	(\$45.8)	\$32.1
Depreciation, depletion & amortization	52.7	22.2	0.2	8.1	-	1.4	84.6
Non-cash cost of land and real estate sold	-	-	-	4.7	-	-	4.7
Adjusted EBITDA (1)	\$76.1	\$42.8	\$2.2	\$44.8	(\$0.1)	(\$44.4)	\$121.4

<sup>(1)</sup> Non-GAAP measure or pro forma item (see Appendix for definitions and reconciliations).

