

## **Boston Properties Announces Pricing of \$750 Million of Exchangeable Senior Notes**

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BOSTON, Jan. 31 /PRNewswire-FirstCall/ -- Boston Properties, Inc. (NYSE: BXP), a real estate investment trust, announced today that Boston Properties Limited Partnership, a Delaware limited partnership and the Company's subsidiary ("BPLP"), has priced its offering of \$750 million aggregate principal amount of exchangeable senior notes due 2037 with a coupon of 2.875%. The aggregate net proceeds from this offering, after the initial purchasers' discounts and expenses, are estimated to be approximately \$730.4 million. An additional \$112.5 million aggregate principal amount of notes may be issued, at the option of the initial purchasers, to cover over-allotments, within 30 days.

The Company intends to use the net proceeds from the sale of the notes for the repayment of debt, development opportunities, asset acquisitions and other future investment opportunities. Pending the uses described above, the Company intends to invest the net proceeds in short-term, interest-bearing, investment-grade securities.

Upon the occurrence of specified events, holders of the notes may exchange their notes prior to the close of business on the scheduled trading day immediately preceding February 20, 2012 into cash and, at BPLP's option, shares of Boston Properties, Inc. common stock at an initial exchange rate of 6.6090 shares per \$1,000 principal amount of notes. The initial exchange price of approximately \$151.31 per share of Boston Properties, Inc. common stock represents a 20% premium to today's closing price of Boston Properties, Inc. common stock of \$126.09. On and after February 20, 2012, the notes will be exchangeable at any time prior to the scheduled trading day immediately preceding the maturity date at the option of the holder at the applicable exchange rate. The initial exchange rate is subject to adjustment in certain circumstances.

Prior to February 20, 2012, BPLP may not redeem the notes except to preserve Boston Properties, Inc.'s status as a REIT. On or after February 20, 2012, BPLP may redeem all or a portion of the notes at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest.

Note holders may require BPLP to repurchase all or a portion of the notes on February 15 of 2012, 2017, 2022, 2027 and 2032 at a purchase price equal to 100% of the principal amount plus accrued and unpaid interest up to, but excluding, the repurchase date, or after the occurrence of certain fundamental changes.

The notes will be sold to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933. The notes and the Boston Properties, Inc. common stock issuable upon exchange of the notes have not been registered under the Securities Act of 1933, or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act of 1933 and applicable state laws. Boston Properties, Inc. and BPLP will file a registration statement with the Securities and Exchange Commission within 90 days relating to the resale of the notes and the Boston Properties, Inc. common stock issuable upon their exchange. This release shall not constitute an offer to sell or the solicitation of an offer to buy any of these securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Boston Properties is a fully integrated, self-administered and self-managed real estate investment trust that develops, redevelops, acquires, manages, operates and owns a diverse portfolio of Class A office properties that also includes two hotels. The Company is one of the largest owners and developers of Class A office properties in the United States, concentrated in five select markets - Boston, Midtown Manhattan, Washington, D.C., San Francisco, and Princeton, N.J. For more information about Boston Properties, please visit the Company's web site at <http://www.bostonproperties.com>.

Private Securities Litigation Reform Act of 1995.

This press release contains forward-looking statements within the meaning of the Federal securities laws. You can identify these statements by our use of the words "guidance," "expects," "plans," "estimates," "projects," "intends," "believes" and similar expressions that do not relate to historical matters. You should exercise caution in interpreting and relying on

forward- looking statements because they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the control of Boston Properties, Inc. and Boston Properties Limited Partnership and could materially affect actual results, performance or achievements. These factors include, without limitation, the ability to enter into new leases or renew leases on favorable terms, dependence on tenants' financial condition, the uncertainties of real estate development, acquisition and disposition activity, the ability to effectively integrate acquisitions, the costs and availability of financing, the effects of local economic and market conditions, the effects of acquisitions and dispositions, including possible impairment charges, the impact of newly adopted accounting principles on the accounting policies of Boston Properties, Inc. and Boston Properties Limited Partnership and on period-to-period comparisons of financial results, regulatory changes and other risks and uncertainties detailed from time to time in their respective filings with the Securities and Exchange Commission. Boston Properties, Inc. and Boston Properties Limited Partnership do not undertake a duty to update or revise any forward- looking statement whether as a result of new information, future events or otherwise.

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