



Code of Ethics

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Vision 2020

Terrafina is the leading real estate investment trust in Mexico according to the value of certificate holders in terms of disbursements and certificate appreciation. Terrafina is the preferred option of industrial and logistic corporations to satisfy their real estate needs through efficient, integral and competitive real estate solutions that Terrafina offers to its clients. Terrafina's property portfolio is the largest, most diversified and of the highest quality in Mexico and it can provide the best responsiveness with an efficient network of property managers located in all major markets in Mexico.

Mission

Our portfolio, the structure of our corporate governance and our financial position encourage us to capture the opportunities that the industrial real estate market offers in Mexico through the acquisition, development and management of industrial and logistic properties bringing to the Mexican industrial infrastructure efficient real estate solutions that are efficient, creative and competitive, which contributes to making more capable manufacturing and logistics operations and a more environmentally friendly industrial setting.



Introduction

In order to raise the quality and competitiveness of Terrafina, it is necessary to complement the norms and policies that govern its operation, with a self-regulating scheme that rules, supervises and sanctions the conduct of its staff.

The objective of the Code of Ethics is to become the basis of conduct for directors and employees, promoting high standards of ethical and professional conduct in order to preserve the integrity of the assets and the interests of shareholders, the trust of shareholders, safe operations and compliance with the law.

In order to comply with this, the Code determines the fundamental principles by which the conduct of all Terrafina employees should abide.

Scope

The provisions in this Code require mandatory compliance by all Terrafina employees.

This Code establishes the basic principles of conduct regarding the relations between employees, shareholders, providers, authority figures and every community with which we make business. However, there might be situations that are not considered or detailed in this Code, in which case they should refer to the corresponding policies in the Terrafina Regulations Handbook, apply ethical principles or, as the case may be, check with their immediate superior, TF Administradora General Manager, S. de RL. De C.V. "Terrafina's Subsidiary," the Human Resources Department of the Consultancy Firm, the contact person of the Legal Department of the Consultancy Firm and/or the Regulations Group of the Consultancy Firm (Compliance).



1. ETHICAL PRINCIPLES

Terrafina's directors and employees, in the performing of their duties, are obligated to a conduct of honesty, integrity, diligence, fairness, decency and good faith.

The individuals, to whom this Code of Ethics applies, will be liable for their actions before Terrafina and the law, acknowledging the responsibility arising of their negligence, inexcusable error or willful misconduct; assuming at all times the consequences for their actions and strictly following the sanctions imposed by law and/or determined at Terrafina.

2. COMPLIANCE WITH REGULATIONS AND APPLICABLE CORPORATE SOUND PRACTICES

Terrafina, its personnel and providers will conduct themselves in compliance with the laws, regulations and provisions applicable to Terrafina's activities issued by the authorities, and to Terrafina's internal regulations.

In order to be compliant with this principle, Terrafina employees will:

a) Abstain from accepting or managing operations that do not comply with regulations or with sound corporate practices, and in the case of detecting them, the employees will inform the corresponding department head and the Regulations Group of the Consultancy Firm.

b) Supervise their subordinates to perform their duties according to the responsibility of their position, and to Terrafina's norms, policies and procedures.

c) Foster a conduct of rectitude by example

d) Not be indulgent or consistent with the inappropriate conduct of others.



e) Inform and, if possible, provide evidence of violations of which they have knowledge, to their immediate supervisor, the Auditing Committee, with a copy to the Terrafina's Subsidiary General Manager, and to the Regulations Group of the Consultancy Firm or to the Regulations Group of the Consultancy Firm E-mail address preila.compliance@prudential.com.

In order to help complying with this principle, the Regulations Group of the Consultancy Firm will determine appropriate procedures and control measures for Terrafina's personnel to comply with the regulations applicable to the diverse activities in which they take part.

3. COMPLIANCE BASED ON A PROFESSIONAL AND UPRIGHT CONDUCT

It is the responsibility of Terrafina's directors and employees to a conduct with personal integrity, since their conduct not only affects their reputation, but also the Terrafina's reputation.

For a transparent and orderly development of activities at Terrafina, directors and employees will:

a) Foster and develop, along with their providers and contractors, best practices and solutions to generate value and tangible benefits for their Shareholders.

b) Implement management and projects for the community.

c) Relate to providers and contractors who share their values so that Shareholders get a better product.

d) Seek honesty in their relation with providers and contractors as a fundamental value for long-term work.

e) Avoid and report every act of corruption or preferential treatment with providers and contractors.



4. CONFLICTS OF INTEREST

Directors and employees, in the performance of their duties, must avoid conflicts of interest, real or apparent, with clients, among themselves or with Terrafina. In accordance with this principle, directors and employees:

- Will not offer, give, solicit or accept incentives that create a personal commitment or a commitment to Terrafina, which could impair objectivity in their decision making regarding matters related to the person to whom the incentive was offered, given, solicited or accepted.
- Will refrain from participating in activities incompatible with their functions.
- Will communicate immediately to the Terrafina's Subsidiary General Manager, the Human Resources Department of the Consultancy Firm, the contact person at the Legal Department of the Consultancy Firm and/or the Regulations Group of the Consultancy Firm (Compliance) any situation that could create a conflict of interest.
- Will offer and request from every third party to whom Terrafina has relations a fair and honest treatment in every transaction.
- Will acquire goods and services through consistent and transparent processes to guarantee an equal participation of providers and an impartial selection of the same, based on a criterion of quality, profitability and service.
- Will refrain from operating with companies that belong to blood relatives in the first and second degree or affinity (spouse, parent, child, sibling, first cousin, nephew and niece, etc.), with companies that belong to directors and Terrafina's employees, except if these companies are competitive in cost, quality and service, are out of the area responsibility of the director or employee relative and the operation is known by the Terrafina's Subsidiary General Manager and the Regulations Group of the Consultancy Firm, who can escalate it, if necessary, to the Auditing Committee.
- Will refrain from having relatives as subordinates except in the cases authorized in writing by the General Manager. Gifts and courtesies are only accepted from third parties, including providers and contractors, when they are formally authorized by



Terrafina via a direct report and by the Regulations Group of the Consultancy Firm, duly noted in writing (see Terrafina's Regulations Handbook).

- When a counselor, director or employee does not feel capable to fulfill his or her responsibilities objectively because of pressures by third parties using their position, authority or influence in the organization, he or she must report it immediately to his or her superior, the Terrafina's Subsidiary General Manager and/or the Human Resources Department of the Consultancy Firm, if the specific situation warrants it.
- The Human Resources Department of the Consultancy Firm will be responsible to establish the necessary mechanisms for employees to submit complaints or suggestions anonymously. It will also look for a way to guarantee the protection of whoever submits a report.
- Terrafina will establish the mechanisms and, if necessary, physical or procedural barriers, to avoid conflicts of interest within its several areas, as well as establishing and publishing rules of conduct in the case of a conflict of interest.

5. PROVIDING TRUTHFUL, CLEAR, COMPLETE AND TIMELY INFORMATION

Terrafina's efficiency depends a great deal on the quality of the information that it offers, as well as on timely publication. In accordance with this principle, Terrafina's directors and employees must:

- Publish periodic information in a complete and timely fashion, and about relevant events that could influence the behavior of Real Estate Trust Certificates "CBFIs"



- Refrain from disseminate rumors or information to distort the behavior of the industrial sector.
- Refrain from formulating recommendations to Shareholders that represent their personal opinion and doing it only based on information from within the institution.

Terrafina will have efficient information systems for directors and employees to comply with this principle.

6. SAFEGUARDING THE CONFIDENTIALITY OF SHAREHOLDERS' INFORMATION

The main purpose of this principle is to safeguard the CONFIDENTIALITY of Shareholders' information that Terrafina personnel keeps because of their activities and limit its publication, with the exception of provisions of corresponding authorities. In accordance with this principle, Terrafina's directors and employees must:

- Keep Shareholders information confidential as well as the operations they perform.
- Provide Shareholders information only when there is a written express requirement, founded and motivated by the authorities.
- Not use the information they have about the operations they handle for their own benefit, for Terrafina or for any other third party.

Terrafina will have adequate methods of control to safeguard the information they possess about their clients and to avoid an incorrect publication or inappropriate use.



7. PRIVILEGED INFORMATION

The main goal of this principle is to avoid the use and inappropriate publication of privileged information. In accordance with this principle, Terrafina's directors and employees must not:

- Publish to third party any privileged information in their possession regarding the conditions of the Shareholders' operations.
- Encourage third parties to initiate projects or operations based on the privileged information in their possession.

Terrafina will implement mechanisms and, if necessary, implement physical or procedural barriers, to guarantee the privileged information available to some working areas not to be available, directly or indirectly, to other people that could infringe regulations about privileged information with that information.

8. FAIR COMPETITION

Terrafina's directors and employees must strive for their products' competition to be conducted honestly and in good faith.

Terrafina seeks to maintain market share by observing the legal framework in regards to economic competition applicable in the country and by rejecting every practice that tends to damage, diminish or impede free competition (monopoly practices).

Terrafina's counselors, directors and employees in contact with competitors, whether directly or through participation in forums or corporate or professional associations, must avoid topics that could generate risks or potential contingences for Terrafina in regards to economic competition, as well as with any other law and regulation.



Every time that healthy competition is based on objectively existent factors, Terrafina will impede the publication of incorrect or exaggerated data about its CBFIs.

9. RELATION WITH AUTHORITIES

It is Terrafina's commitment to comply promptly and honestly with the legal provisions applicable to its business. Terrafina's directors and employees must:

- a) Adhere conscientiously, in the performance of their duties, to applicable laws and regulations.
- b) Collaborate with enforcing authorities at all times to allow for the free exercise of their duties and acting according to the law to defend the legitimate interests of the institution.
- c) Provide a kind and respectful treatment, acknowledging their capacity as authority, conscientiously creating an atmosphere of openness and trust to ease discussions and foster agreements.
- d) Address fully the authorities' requirements and observations, collaborating with efficiency and kindness in the performance of their mission, within the set legal framework.

Every dealing, processes and relations with government officials or departments, as a representative of the institution, must be performed in accordance with applicable laws.

10. ANTI-CORRUPTION

Terrafina's Management has always shared with its employees the importance of complying with the highest ethical and moral standards, avoiding in any circumstances the involvement of Terrafina in any practice or activity involving corruption.



All employees and Terrafina service providers are prohibited from offering and/or providing anything of value to governmental officials, with the intent to influence over any decision or process to guarantee inappropriate advantages towards the assignment or retention of business.

All employees are responsible to understand and comply with the Anti-corruption Policy, which can be found in the Terrafina Regulations Handbook.

Terrafina employees will be able to review the scope of the term “Governmental Officials,” the authorization requirements to give anything of value to “Governmental Officials,” obligations, training and scaling in the Terrafina Regulations Handbook.

In Compliance with the provisions set in the Anti-corruption Policy, Terrafina must keep accounting books and accurate records detailing financial transactions, implement, and maintain methods of internal controls to provide reasonable guarantees in the sense that all transactions with Governmental Officials are duly authorized and recorded, as determined on the Terrafina Regulations Handbook. The Finance Director is responsible to keep accounting books and records, as well as appropriate controls.

The employees must report immediately to the Regulations Group of the Consultancy Firm all knowledge or suspicion of infraction to this Policy.

Terrafina employees must escalate their concerns and report alleged or real infractions to their supervisors, the Regulations Group of the Consultancy Firm and, if appropriate under the circumstances, the Legal Department of the Consultancy Firm.



11. MONEY LAUNDERING PREVENTION

All Terrafina employees are responsible to understand and comply with this Policy, as well as what's set by the Federal Law for the Prevention and Identification of Operations with Resources from Illegal Sources: "the Anti-money laundering Act".

All Terrafina employees are forbidden to:

- Knowingly initiate or try to initiate business with funds from illegal sources or supporting terrorist acts
- Warn third parties about dodging the requirements to report
- Inform third parties who are under investigation

Terrafina must guarantee Compliance with the obligations set by the Anti-money laundering Act, applicable in the operations of purchases, sales, and rentals performed (Vulnerable Activities) in accordance with the Terrafina Regulations Handbook.

The violations of this Policy can generate the application of disciplinary measures, including suspension and immediate dismissal.

12. THE ENVIRONMENT

Terrafina recognizes, as part of its social responsibility, the protection and conservation of the Environment.

Terrafina's directors and employees must take all necessary measures to guarantee the efficient use of energy sources in the premises, that the consumption is monitored, as well as the adequate disposal of waste.



13. INFORMATION MANAGEMENT

It is forbidden to distort records and/or accounting information, or to falsify operations, whether to simulate Compliance with goals or objectives, or for some personal gain.

All information generated on financial records is confidential and it can only be delivered to duly authorized users.

- It is forbidden to use Terrafina Privileged information for personal or third party gain, if this information is unknown to the public.
- Directors and employees must refrain from performing actions that could influence, coerce, manipulate or deceive any internal or external auditor or officer in the performance of their functions.
- Directors and employees performing activities as professors, speakers or students, must refrain from using Terrafina's privileged information. Only the use of public information is allowed. Before these duties can be performed, it is necessary to get a written approval by the General Manager of Terrafina Subsidiary and the Regulations Group of the Consultancy Firm).
- Directors and employees must take all necessary measures to protect the privileged information to which they have access in order to avoid this information to be known by unauthorized people.

14. PROTECTION AND ADEQUATE USE OF ASSETS

Directors and employees must protect Terrafina's assets and guarantee their efficient use. The theft, neglect or misuse of assets will have a considerable and direct impact on Terrafina's financial performance. Consequently, the use of assets must be strictly for Terrafina's goals and purposes and not for personal gain or benefit outside the business.



Directors and employees will commit to safeguard said assets, especially regarding the protection of Terrafina's copyright, represented essentially by its processes, information systems, architectural designs, work methods, technical innovation and trading schemes.

Computer and electronic recourses, software and programming code, E-mail and the Internet, as well as telecommunication networks in general are assets that require protection and adequate use. Therefore, the following is forbidden:

- a) Installing or uninstalling any software or hardware in any computer equipment that belongs to Terrafina, without Terrafina's previous written authorization.
- b) Installing any type of software that is unlicensed, freeware, from a dubious source or piracy software on Terrafina's computer systems.
- c) Inadequate use of the Internet and E-mail, specifically in matters unrelated to the job duties.

15. SANCTIONS

The violations to the Code of Ethics, as well as the Terrafina Regulations Handbook are subject to sanctions that range from a reprimand to the loss of employment and, if the case may be, a criminal complaint.

The severity of the sanction will depend on the seriousness of the committed misconduct.

In case of misconduct or serious crimes, the sanctions can range from dismissal up to criminal complaint before enforcing authorities.

Among other violations to the Code of Ethics are the following actions:

- a) Failing to abide by legal provisions that can be sanctioned by the authorities, property damage or future contingences to Terrafina.



- b) Neglecting policies, norms and practices for the good administration of Terrafina.
- c) Committing sexual harassment to the staff of the institution.
- d) Demonstrating intoxication by drugs or alcohol and/or behaving immorally at the institution premises.
- e) Discriminating, intimidating or harassing someone based on their gender, marital status, age, religion, race, political opinion, social or economic class, pregnancy, language, dialect, ethnicity, nationality, sexual preference or disability.
- f) Failing to follow safety norms that risk the life of the staff or the assets of the institution.
- g) Denouncing an innocent person with no real basis and in bad faith.
- h) Consuming, distributing, transporting, selling and/or possessing any type of drug.
- i) Compromising the institution legally without having the authorization to do so.
- j) Omitting or not reporting timely violations to the Code of Ethics.
- k) Performing operations for personal, relative or third party gain to the detriment of the institution.
- l) Influencing, coercing, manipulating or deceiving External Auditors conducting an investigation or review within the institution.
- m) Distorting accounting records.
- n) Reporting fictitious operations, sales, purchases, loans, credits and expenses.
- o) Falsifying or altering receipts or documents.



- p) Compromising Terrafina via guarantees, as well as subscribing and endorsing credit instruments without authorization.
- q) Diverting the resources of the institution for personal, family or third party use.
- r) Arranging privileged information for personal, family or third party use.
- s) Publishing secrets relative to processes, methods, strategies, plans, projects, confidential information endangering Terrafina's interests or reputation.