

FIBRA TERRAFINA

**CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and
subsidiaries**

**Condensed consolidated interim financial statements
for the period ended September 30, 2019 and December 31, 2018
and for the nine months ended September 30, 2019 and 2018**

Unaudited

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CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries
 Condensed consolidated interim statements of financial position
 (Expressed in thousands of Mexican Pesos)

	Note	September 30, 2019 (Unaudited)	December 31, 2018 (Audited)
Assets			
Non-current assets			
Investment properties	6	\$ 47,598,182	\$ 45,880,211
(Cost: 09/30/2019 - \$45,455,665; 12/31/2018 - \$45,437,152)			
Investments accounted using equity method	7	554,648	547,708
Derivative financial instruments	6 and 8	27	52,074
Deferred rents receivable		217,156	203,915
Other accounts receivable		102,385	-
Loan receivable		-	36,841
(Cost: 09/30/2019 - \$-; 12/31/2018 - \$36,841)			
Restricted cash		30,867	36,599
Total non-current assets		48,503,265	46,757,348
Current assets			
Other accounts receivable		114,026	59,612
Loan receivable		-	1,421
(Cost: 09/30/2019 - \$-; 12/31/2018 - \$1,421)			
Recoverable taxes		103,688	165,677
Prepaid expenses		5,045	10,227
Deferred rents receivable		59,701	19,624
Accounts receivable		154,171	154,849
(Net of allowance for doubtful accounts: 09/30/2019 - \$91,303; 12/31/2018 - \$84,059)			
Restricted cash		5,645	-
Cash and cash equivalents		1,274,241	1,557,651
Total current assets		1,716,517	1,969,061
Total assets		50,219,782	48,726,409
Net assets attributable to the investors			
Contributions, net		\$ 18,701,218	\$ 18,701,218
Retained earnings (losses)		248,630	(206,403)
Translation from functional to reporting currency		8,960,410	9,034,634
Own credit risk reserve		1,118,672	1,016,185
Total net assets attributable to the investors		29,028,930	28,545,634
Liabilities			
Non-current liabilities			
Borrowings	6 and 9	\$ 19,998,439	\$ 19,395,814
(Principal balance: 09/30/2019 - \$19,681,424; 12/31/2018 - \$19,509,581)			
Derivative financial instruments	6 and 8	4,232	-
Tenant deposits		281,045	296,723
Accounts payable		5,441	4,921
Total non-current liabilities		20,289,157	19,697,458
Current liabilities			
Borrowings	6 and 9	473,854	148,698
(Principal balance: 09/30/2019 - \$473,854; 12/31/2018 - \$148,698)			
Tenant deposits		121,987	100,016
Accounts payable		305,854	234,603
Total current liabilities		901,695	483,317
Total liabilities (excluding net assets attributable to the investors)		21,190,852	20,180,775
Total net liabilities and assets attributable to the investors		\$ 50,219,782	\$ 48,726,409

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

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CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries
 Condensed consolidated interim statements of income and other comprehensive income
 (Expressed in thousands of Mexican Pesos)
 (Unaudited)

	Note	For the three months ended September 30, 2019	For the nine months ended September 30, 2019	For the three months ended September 30, 2018	For the nine months ended September 30, 2018
Rental revenues		\$ 950,962	\$ 2,805,227	\$ 917,752	\$ 2,743,271
Other operating income		71,015	234,776	59,131	219,502
Real estate operating expenses		(166,501)	(556,989)	(115,158)	(452,296)
Fees and other expenses		(119,171)	(325,063)	(100,183)	(301,648)
Realized gain (loss) from disposal of investment properties	6	-	58,599	-	(17,836)
Net unrealized gain (loss) from fair value adjustment on investment properties	6	1,629,311	1,669,958	(292,620)	(851,418)
Net unrealized gain (loss) from fair value adjustment on borrowings		(310,451)	(524,656)	(42,997)	39,104
Net unrealized gain (loss) from fair value adjustment on derivative financial instruments		(6,751)	(55,224)	20,168	59,089
Net realized gain (loss) from derivative financial instruments		4,195	12,888	2,943	2,736
Foreign exchange gain		24,077	44,275	48,767	105,927
Foreign exchange loss		(31,905)	(58,286)	(5,763)	(87,242)
Operating profit		\$ 2,044,781	\$ 3,305,525	\$ 492,040	\$ 1,459,169
Finance income		1,334	5,374	7,654	11,884
Finance cost		(660,522)	(1,161,488)	(258,089)	(761,117)
Finance cost - net		(659,188)	(1,156,094)	(250,435)	(749,233)
Share of profit from equity accounted investments	7	10,434	28,619	7,457	20,400
Profit for the period		\$ 1,396,027	\$ 2,178,050	\$ 249,062	\$ 730,356
Other comprehensive income:					
<i>Items that can be reclassified subsequently to gain (loss) for the period</i>					
Translation gain (loss) from functional to reporting currency		660,077	(74,224)	(1,546,259)	(1,386,746)
<i>Items that can not be reclassified subsequently to gain (loss) for the period</i>					
Changes in the fair value adjustment on borrowings at fair value through other comprehensive income		315,093	102,487	(194,533)	122,287
Comprehensive income		975,170	28,263	(1,740,792)	(1,264,459)
Total comprehensive profit (loss) for the period		\$ 2,371,197	\$ 2,206,313	\$ (1,491,730)	\$ (534,103)
Earnings per CBF1					
Basic earnings per CBF1			\$ 2.7549		\$ 0.9233
Diluted earnings per CBF1			\$ 2.7549		\$ 0.9233

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

FIBRA Terrafina

CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries
 Condensed consolidated interim statements of changes in net assets attributable to the investors
 For the period ended September 30, 2019 and September 30, 2018
 (Expressed in thousands of Mexican Pesos)
 (Unaudited)

Note	Attributable to investors				
	Net contributions	Translation from functional to reporting currency	Own credit risk reserve	Retained earnings (losses)	Net assets
Balance at January 1, 2018	\$ 19,844,088	\$ 9,169,409	\$ 619,828	\$ (571,765)	\$ 29,061,560
Transactions with investors					
Distributions to the investors	(1,132,800)	-	-	(412,786)	(1,545,586)
Total transactions with investors	(1,132,800)	-	-	(412,786)	(1,545,586)
Comprehensive income					
Profit for the period	-	-	-	730,356	730,356
Other comprehensive income					
Translation from functional to reporting currency	-	(1,386,746)	-	-	(1,386,746)
Change from fair value adjustment on borrowings	-	-	122,287	-	122,287
Total comprehensive income	-	(1,386,746)	122,287	730,356	(534,103)
Net assets attributable to the investors at September 30, 2018	\$ 18,711,288	\$ 7,782,663	\$ 742,115	\$ (254,195)	\$ 26,981,871
Balance at January 1, 2019	\$ 18,701,218	\$ 9,034,634	\$ 1,016,185	\$ (206,403)	\$ 28,545,634
Transactions with investors					
Distributions to the investors	-	-	-	(1,723,017)	(1,723,017)
Total transactions with investors	-	-	-	(1,723,017)	(1,723,017)
Comprehensive income					
Profit for the period	-	-	-	2,178,050	2,178,050
Other comprehensive income					
Translation from functional to reporting currency	-	(74,224)	-	-	(74,224)
Change from fair value adjustment on borrowings	-	-	102,487	-	102,487
Total comprehensive (loss) income	-	(74,224)	102,487	2,178,050	2,206,313
Net assets attributable to the investors at September 30, 2019	\$ 18,701,218	\$ 8,960,410	\$ 1,118,672	\$ 248,630	\$ 29,028,930

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

FIBRA Terrafina

CI Banco, S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries
 Condensed consolidated interim statements of cash flows
 For the nine months ended September 30, 2019 and September 30, 2018
 (Expressed in thousands of Mexican Pesos)

	Note	For the nine months ended September 30, 2019	For the nine months ended September 30, 2018
Cash flows from operating activities:			
Profit for the period		\$ 2,178,050	\$ 730,356
Adjustments:			
Net unrealized gain (loss) from fair value adjustment on investment properties	6	(1,669,958)	851,418
Net unrealized gain (loss) from fair value adjustment on borrowings		524,656	(39,104)
Net unrealized gain (loss) from fair value adjustment on derivative financial instruments		55,224	(59,089)
Realized gain (loss) from disposal of investment properties	6	(58,599)	17,836
Bad debt expense		8,486	39,131
Interest accrued		731,604	696,292
Interest income on bank accounts		(4,128)	(10,309)
Share of profit from equity accounted investments	7	(28,619)	(20,400)
(Increase) decrease in:			
Deferred rents receivable		(53,318)	(9,862)
Accounts receivable		(7,808)	(123,085)
Recoverable taxes		152,411	843,689
Value added tax refunded		(90,422)	(466,237)
Prepaid expenses		5,182	7,987
Other assets		(156,799)	(31,917)
Increase (decrease) in:			
Tenant deposits		6,293	(3,349)
Accounts payable		71,771	(11,330)
Net cash generated from operating activities		1,664,026	2,412,027
Cash flows from investing activities:			
Acquisition of investment properties		-	(481,977)
Improvements of investment properties	6	(275,443)	(48,665)
Proceeds from dispositions of investment properties	6	189,015	-
Interest income on bank accounts		4,128	10,309
Investments in joint venture	7	21,438	4,346
Principal collections on loan receivable		38,906	888
Net cash used in investing activities		(21,956)	(515,099)
Cash flows from financing activities:			
Proceeds from borrowings		10,179,032	-
Principal payments on borrowings		(9,525,538)	(882,301)
Interest expense		(686,165)	(587,265)
Restricted cash		87	1,681
Distributions to investors		(1,723,017)	(1,545,586)
Net cash used in financing activities		(1,755,601)	(3,013,471)
Net decrease in cash		(113,531)	(1,116,543)
Cash at the beginning of the period		1,557,651	3,209,041
Exchange rate effects on cash		(169,879)	(181,320)
Cash and cash equivalents at the end of the period		\$ 1,274,241	\$ 1,911,178

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

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CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries

Notes to the condensed consolidated interim financial statements for the period ended September 30, 2019 and December 31, 2018 and for the nine months ended September 30, 2019 and 2018

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

1. REPORTING ENTITY

Terrafina (“Terrafina” or “the Trust”) is a Mexican trust created pursuant to trust agreement F/00939 dated January 29, 2013 (as amended on March 15, 2013) entered into by and among PLA Administradora Industrial, S. de R.L. de C.V. as Trustor and beneficiary (“the Trustor”) and CI Banco S.A., Institución de Banca Múltiple, as trustee (“the Trustee”) and Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero, as common representative (“the Common Representative”) of the real estate trust certificate (“Certificados Bursátiles Fiduciarios Inmobiliarios” or “CBFI’s”) holders. The Trust agreement is for an indefinite term, an open-ended fund.

Terrafina is an industrial portfolio created mainly to acquire, develop, lease and manage real estate properties in Mexico, as well as to provide financing for said purposes secured by the respective related leased real estate properties.

Terrafina’s registered address is Presidente Masaryk 61, 7th floor, Chapultepec Morales, Miguel Hidalgo, México City, 11570.

Terrafina is treated as a Real Estate Investment Trust (also known as a Mexican “FIBRA”) according with Articles 187 and 188 of the Mexican Federal Income Tax Law (“Ley del Impuesto sobre la Renta” or “LISR”) for tax purposes.

In order to carry out its operations, the Trust has entered into the following agreements:

- (i) An advisory agreement with PLA Administradora Industrial, S. de R.L. de C.V. (“the Advisor”), an affiliated company of PGIM Real Estate America, which will provide advisory and real estate investment management services, as well as other related services.
- (ii) A management agreement with TF Administradora, S. de R.L. de C.V. (“the Manager”), for the latter to carry out certain management services on behalf of the Trust.

Capitalized terms used herein without definition shall have the meanings assigned to them in the Trust Agreement F/00939, or in the Management and Advisory Agreement of the Trust.

2. BASIS OF PRESENTATION

(a) Statement of compliance

The enclosed condensed consolidated interim financial statements have been prepared in accordance with the International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” which is part of the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standard Board (“IASB”) and its interpretations, issued by the International Financial Reporting Interpretations Committee (“IFRIC”). The condensed consolidated interim financial statements do not include all the information and disclosure required in annual consolidated financial statements in accordance with IFRSs, and should be read in conjunction with the consolidated financial statements for the year ended December 31, 2018, which were prepared in accordance with IFRS.

The Trust adopted IFRS 16 “Leases” that the IASB issued in January 2016 for the lease accounting, which was mandatory as of January 1, 2019; IFRS 16 did not have a significant impact to the consolidated financial statements as the rule does not include significant changes to the accounting of lessors.

The enclosed condensed consolidated interim financial statements were authorized for issuance by the Terrafina Audit and Technical Committees on October 23, 2019.

(b) Judgments and estimates

Preparation of condensed consolidated interim financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to apply its judgment in the process of applying the Trust’s accounting policies. Changes in assumptions may have a significant impact on the consolidated financial statements in the period in which the assumptions change. Management believes that the underlying assumptions are appropriate. The accounting policies, judgments and estimates used in the preparation of the condensed consolidated interim financial statements are consistent with those applied in the consolidated financial statements as of and for the year ended December 31, 2018.

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CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries

Notes to the condensed consolidated interim financial statements for the period ended September 30, 2019 and December 31, 2018 and for the nine months ended September 30, 2019 and 2018

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

3. SIGNIFICANT TRANSACTIONS

On January 26, 2018, Terrafina entered into a fiduciary substitution agreement, between HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria and Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero (See Note 5).

On January 31, 2018, Terrafina closed a renegotiation of terms and conditions for its revolving credit facility with Citibank, N.A. (“Citibank”). The main changes for the syndicated credit facility include: 1) the extension of the original maturity date to 2023 (a four-year maturity with the option to extend one additional year); 2) a 20-basis point interest rate reduction which changed the interest rate from London interbank offered rate (“LIBOR”) plus 265 basis points to LIBOR plus 245 basis points; and 3) the option to increase the preexisting US\$300 million Dollars revolving line of credit for up to US\$400 million Dollars.

On March 23, 2018, Terrafina prepaid an amount of US\$47 million Dollars (\$874 million of Mexican Pesos) of the revolving credit facility with Citibank.

On April 11, 2018, Terrafina announced to CBFI’s repurchase program in accordance with the terms of the Trust agreement. Terrafina is authorized to repurchase up to five percent of its outstanding CBFI’s for a period of twelve months. (See Note 10).

On April 25, 2018, Terrafina acquired 2 industrial properties, for US\$25.5 million Dollars (\$482 million of Mexican Pesos). The rights to the existing leases were also acquired within the scope of this transaction. This transaction originated a recoverable VAT balance, which was effectively reimbursed during December 2018.

On July 16, 2018, Terrafina acquired a two-year interest rate CAP for a notional amount of US\$150 million, at a strike price of 2.75%.

On July 20, 2018, Terrafina entered into a fiduciary substitution agreement, between HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria and CI Banco, S.A., Institución de Banca Múltiple (See Note 5).

On November 23, 2018, Terrafina signed the agreement for the total extinction of the trust: F/3229 executed with Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver (See Note 5).

On December 19, 2018, Terrafina signed the agreements for the total extinction of the trusts: F/2990, F/2992, F/2993, F/2994, F/2995 and F/2997 entered into with CI Banco, SA, Institución de Banca Múltiple (See Note 5).

During 2018, the Mexican tax authorities refunded VAT to the Trust for US\$29.7 million Dollars (\$610 million of Mexican Pesos).

On May 17, 2019, Terrafina entered into a fiduciary substitution agreement, between HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria and CI Banco, S.A., Institución de Banca Múltiple (See Note 5).

On July 8, 2019, Terrafina commenced a cash tender offer for any and all of its outstanding 5.25% Senior Notes due 2022 issued on November 10, 2015 (BOND 2022). The cash tender offer expired on July 12, 2019. As a result, 79.01% of the principal amount of the Senior Notes was repurchased (See Note 9).

On July 15, 2019, Terrafina completed the issuance of a 10-year senior unsecured bond (BOND 2029) placement in the international markets for US \$500 million. The bond is due on July 18, 2029 with a 4.962% coupon. The proceeds of this transaction were used to partially refinance existing indebtedness for a total amount of US 499.8 million (See Note 9).

On August 9, 2019, Terrafina collected in advance all the loan granted to Controladora Idea, S.A. de C.V. on May 13, 2016

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CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries

Notes to the condensed consolidated interim financial statements for the period ended September 30, 2019 and December 31, 2018 and for the nine months ended September 30, 2019 and 2018

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

3. SIGNIFICANT TRANSACTIONS (continued)

During 2019, the Mexican tax authorities refunded VAT to the Trust for US\$4 million Dollars (\$90 million of Mexican pesos).

4. RECLASIFICACIONES

Certain amounts on the condensed consolidated interim financial statements of prior periods have been reclassified according with the current period presentation. Such reclassifications had no effect over the prior issued consolidated financial statements.

5. CONSOLIDATION BASIS

These condensed consolidated interim financial statements include net assets as of September 30, 2019 and December 31, 2018 and results of operations of the entities listed below controlled by Terrafina for the three and nine months ended on September 30, 2019 and 2018. All significant intercompany balances and transactions have been eliminated from the condensed consolidated interim financial statements.

Subsidiaries

Subsidiaries are all entities over which the Trust has control. The Trust controls an entity when it is exposed or has rights to variable returns as a result of their involvement in it, also could affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Trust. They are deconsolidated from the date that control ceases.

Trustee: HSBC México, S. A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria as trustee of the following trust:

- Trust F/307939

Trustee: Banco Invex, S. A., Institución de Banca Múltiple, Invex Grupo Financiero as trustee of the following trusts:

- Trust F/1411
- Trust F/1412
- Trust F/2609

Trustee: Deutsche Bank México, S. A., Institución de Banca Múltiple, División Fiduciaria as trustee of the following trusts:

- Trust F/128
- Trust F/129
- Trust F/824
- Trust F/1487

Trustee: CI Banco, S. A., Institución de Banca Múltiple, as trustee of the following trusts:

- Trust F/666
- Trust F/463
- Trust F/824
- Trust F/2171
- Trust F/2989 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307831)
- Trust F/2990 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307840) (Extinguished on December 19, 2018)

FIBRA Terrafina

CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries

Notes to the condensed consolidated interim financial statements for the period ended September 30, 2019 and December 31, 2018 and for the nine months ended September 30, 2019 and 2018

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

5. CONSOLIDATION BASIS (continued)

- Trust F/2991 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307874)
- Trust F/2992 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307882) (Extinguished on December 19, 2018)
- Trust F/2993 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307912) (Extinguished on December 19, 2018)
- Trust F/2994 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307920) (Extinguished on December 19, 2018)
- Trust F/2995 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307947) (Extinguished on December 19, 2018)
- Trust F/2996 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307963)
- Trust F/2997 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/308048) (Extinguished on December 19, 2018)
- Trust F/3275 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307904)
- Trust F/3276 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307955)
- Trust F/3277 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307980)

Trustee: Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver as trustee of the following trusts:

- Trust F/3186
- Trust F/3232 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307890)
- Trust F/3230 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307858)
- Trust F/3234 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/308030)
- Trust F/3233 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307971)
- Trust F/3231 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307866)
- Trust F/3229 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/307823) (Extinguished on November 23, 2018)
- Trust F/3236 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/308293)
- Trust F/3235 (formerly HSBC México, S.A., Institución de Banca Múltiple, Grupo Financiero HSBC, División Fiduciaria F/308285)

TF Administradora, S. de R.L. de C.V. All operations related between this entity and the Trust have been eliminated in these consolidated financial statements, to comply with the requirements of accounting standards and other business information purposes; other transactions of the entity are included in the consolidated financial statements. (See Note 11).

Investments in joint ventures are accounted for using the equity method. The carrying amount of the investment in joint ventures is increased or decreased to recognize the Trust's share of the profit or loss and other comprehensive income of the joint venture, adjusted where necessary to ensure consistency with the accounting policies of the Trust. Unrealized gains and losses on transactions between the Trust and joint ventures are eliminated to the extent of the Trust's interest in those entities.

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CI Banco S.A. Institución de Banca Múltiple, Trust F/00939 and subsidiaries

Notes to the condensed consolidated interim financial statements for the period ended September 30, 2019 and December 31, 2018 and for the nine months ended September 30, 2019 and 2018

(Unaudited)

(All amounts in thousands of Mexican Pesos, unless otherwise stated)

5. CONSOLIDATION BASIS (continued)

Investment in joint ventures, in its percentage of participation, includes net assets and the results of operations of the entities mentioned below:

Trustee: Monex Casa de Bolsa, S.A. de C.V., as trustee of the following trusts:

- Trust F/2717
- Trust F/3485

6. FAIR VALUE MEASUREMENTS

The IFRS 13 guide on fair value measurements and disclosures establishes a fair value measurement framework, provides a sole definition of fair value and requires expanded disclosures summarizing fair value measurements. This standard provides a three levels hierarchy based on inputs used in the valuation process. The level in the fair value hierarchy under which fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 – Fair value is based on unadjusted quoted prices in active markets that are accessible to the entity for identical assets or liabilities. These quoted prices generally provide the most reliable evidence and should be used to measure fair value whenever available.

Level 2 – Fair value is based on inputs, other than Level 1 inputs, that are observable for the asset or liability, either directly or indirectly, substantially for the full term of the asset or liability through corroboration of observable market data.

Level 3 – Fair value is based on significant unobservable inputs for the asset or liability. Such inputs reflect the entity's own assumptions about how market participants would price the asset or liability.

a. Investment Properties

In general terms, the fair value estimations are provided by independent real estate appraisers (members of the Appraisal Institute or an equivalent organization) on a quarterly basis for operating properties. Acquisitions are carried at purchase price and valued within a reasonable amount of time following the acquisition (typically within 12 months). The chief real estate appraiser of PGIM, Inc., an affiliated company of the Advisor and the Manager, is responsible for ensuring that the valuation process provides independent and reasonable property fair value estimates.

The purpose of an appraisal is to estimate the fair value of Investment Properties at a specific date. Fair value is defined as the price to be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value estimate is predominately based on the discounting of a series of income cash flows and their reversion at a specific yield. Key assumptions include rental income and expense amounts, discount rates and capitalization rates.

In general terms, inputs used in the appraisal process are unobservable; therefore, unless otherwise indicated, Investment Properties are classified as Level 3 under the guidance on fair value measurement hierarchy.

As described above, the estimated fair value of Investments Properties is generally determined through an appraisal process. Those estimated fair values may vary significantly from the prices at which the real estate investments would sell, since market prices of real estate investments can only be determined through negotiations between a willing buyer and a seller. Such differences could be material to the consolidated financial statements.

The independent appraiser used the following unobservable inputs based on discounted cash flow method.

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6. FAIR VALUE MEASUREMENTS (continued)

a. Investment Properties (continued)

Most significant unobservable inputs:

- Discount rate: The internal yield rate (“internal rate of return” or “IRR”) is the single rate that discounts all future assets benefits to net present value. The discount rate as of September 30, 2019 and December 31, 2018, was 9.59% (ranges between 8.00% to 12%) and 8.42% (ranges between 8.25% to 12%) respectively.
- Market yield growth rate: Based on information gathered from surveys, as well as market experience and management’s projections. Market yield growth rate ranges between 2% and 3% for both periods.
- Vacancy and collection loss assumptions: This is a function of the interrelationship between absorption, lease expiration, renewal probability, and estimated downtime between leases and a collection loss factor based on the relative stability and credit of the subject’s tenant base. Vacancy assumption used by the Trust’s management as of September 30, 2019 and December 31, 2018 was 5% and collection loss 1% for both periods.

Significant increases (decreases) in the discount rate would result in a significantly lower (higher) fair value measurement. However, an increase (decrease) in any of the other two factors would result in a higher (lower) fair value measurement.

Unrealized gain (loss) from fair value adjustment on Investment Properties is included in the condensed consolidated interim statements of comprehensive income.

b. Borrowings and loan receivables

Valuation process for Trust borrowings and loan receivables:

The valuations for financial reporting purposes, including Level 2 fair values, are prepared by an independent third party and they are based on discounted cash flows. Discussions of valuation processes and results are held between the chief real estate appraiser and the appraiser at least once every year.

The significant Level 2 inputs used by the Trust are derived and evaluated as follows:

- Reference interest rates: The interest rate curves applicable to each borrowing are used in accordance with the contractual conditions.
- Credit risk: Estimated based on the spread over the reference interest rate of comparable borrowings available in public sources of information or in other sources available to the Trust.
- Country risk: The index of emerging market bonds applicable to Mexico is used to adjust the credit risk of comparable borrowing when necessary

The discount rate resulting from adding to the benchmark interest rate the credit risk of comparable debts, as of September 30, 2019 and December 31, 2018, ranges between 4.76% and 5.74% and 5.03% and 6.85%, respectively.

A significant increase (decrease) would result in a significantly lower (high) fair value.

Levels 2 and 3 fair values are analyzed at each reporting period during quarterly valuation discussions between the parties involved in the process.

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6. FAIR VALUE MEASUREMENTS (continued)

c. Derivative financial instruments

The Trust records interest rate caps and fixed rate options at fair value, which is determined by an independent third party, using discounted cash flow models. Key assumptions used in the discounted cash flow model include the contractual terms of the agreement, along with significant observable inputs, including interest rates, credit spreads and other factors, such as the Trust's nonperformance risk as well as that of the Trust's counterparties. Those derivatives are traded in the over-the-counter ("Over the counter" or "OTC") market and are classified within Level 2 in the fair value hierarchy.

The following tables summarize assets and liabilities measured at fair value on a recurring basis and their respective level in the fair value hierarchy:

Fair Value Measurements at September 30, 2019

	Cost	Amounts measured at fair value	Level 1	Level 2	Level 3
Assets:					
Investment properties	\$ 45,455,665	\$ 47,598,182	\$ -	\$ -	\$ 47,598,182
Derivative financial instruments	-	27	-	27	-
Total assets	\$ 45,455,665	\$ 47,598,209	\$ -	\$ 27	\$ 47,598,182
Liabilities:					
Borrowings	\$ 20,155,278	\$ 20,472,293	\$ -	\$ 20,472,293	\$ -
Derivative financial instruments	-	4,232	-	4,232	-
Total liabilities	\$ 20,155,278	\$ 20,476,525	\$ -	\$ 20,476,525	\$ -

Fair Value Measurements at December 31, 2018

	Cost	Amounts measured at fair value	Level 1	Level 2	Level 3
Assets:					
Investment properties	\$ 45,437,152	\$ 45,880,211	\$ -	\$ -	\$ 45,880,211
Derivative financial instruments	-	52,074	-	52,074	-
Loan receivable	38,262	38,262	-	38,262	-
Total assets	\$ 45,475,414	\$ 45,970,547	\$ -	\$ 90,336	\$ 45,880,211
Liabilities:					
Borrowings	\$ 19,658,279	\$ 19,544,512	\$ -	\$ 19,544,512	\$ -
Derivative financial instruments	-	-	-	-	-
Total liabilities	\$ 19,658,279	\$ 19,544,512	\$ -	\$ 19,544,512	\$ -

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6. FAIR VALUE MEASUREMENTS (continued)

The tables below present a reconciliation of the beginning and ending balances for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended September 30, 2019 and December 31, 2018.

Fair value measurements using significant unobservable inputs (Level 3)

	Beginning balance 01/01/19	Realized and unrealized net gain (loss)	Currency translation	Acquisitions and capital expenditures	Dispositions	Ending balance 09/30/19	Unrealized gain (loss) for the period for investments still held at 09/30/19
<u>Assets:</u>							
Investment properties	\$45,880,211	\$ 1,728,557	\$ (97,014)	\$ 275,443	\$ (189,015)	\$47,598,182	\$ 1,629,311
Total assets	\$45,880,211	\$ 1,728,557	\$ (97,014)	\$ 275,443	\$ (189,015)	\$47,598,182	\$ 1,629,311

Fair value measurements using significant unobservable inputs (Level 3)

	Beginning balance 01/01/18	Realized and unrealized net gain (loss)	Currency translation	Acquisitions and capital expenditures	Dispositions	Ending balance 12/31/18	Unrealized gain (loss) for the period for investments still held at 12/31/18
<u>Assets:</u>							
Investment properties	\$45,959,558	\$ (703,592)	\$ (149,954)	\$ 833,416	\$ (59,217)	\$ 45,880,211	\$ (682,896)
Total assets	\$45,959,558	\$ (703,592)	\$ (149,954)	\$ 833,416	\$ (59,217)	\$ 45,880,211	\$ (682,896)

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7. INVESTMENTS UNDER THE EQUITY METHOD OF ACCOUNTING

The Trust has two joint venture agreements with the following entities:

- Controladora and Parques American Industries, S.A. of C.V., with an equity interest of 50% for each one of the parties involved (Trust F/2717).
- Avante, with an equity interest of 50% for each one of the parties involved (Trust F/3485).

Entity name	Country of establishment / Principal activity	Ownership interest as of September 30, 2019	Ownership interest as of December 31, 2018	September 30, 2019	December 31, 2018
Fideicomiso F/2717	Mexico / Lease of properties	50%	50%	\$ 462,307	\$ 461,824
Fideicomiso F/3485	Mexico / Lease of properties	50%	50%	92,341	85,884
Total				\$ 554,648	\$ 547,708

Below shows the reconciliation of the ending balances at September 30, 2019 and December 31, 2018:

	September 30, 2019		December 31, 2018	
	Fid. 2717	Fid. 3485	Fid. 2717	Fid. 3485
Initial balance	\$ 461,824	\$ 85,884	\$ 382,056	\$ 51,706
Capital distributions	(26,141)	4,703	(14,323)	3,629
Share of profit from equity accounted investments	27,962	657	96,889	33,006
Currency translation	(1,338)	1,097	(2,798)	(2,457)
Ending balance	\$ 462,307	\$ 92,341	\$ 461,824	\$ 85,884

8. DERIVATIVE FINANCIAL INSTRUMENTS

The Trust entered into interest rate derivatives contracts in order to manage the potential impact of interest rate fluctuations on the borrowings described in Note 9.

Those outstanding contracts at September 30, 2019 and December 31, 2018, are summarized as follows:

September 30, 2019							
Derivative type	Bank	Notional amount (USD)	Underlying variable rate	Strike price	Fair value	Inception date	Maturity date
Cap options	JPM	150,000	3M LIBOR	2.750%	\$ 27	July 16, 2018	July 15, 2020
Fixed rate options	Barclays	105,000	3M LIBOR	1.768%	(4,232)	May 18, 2017	October 4, 2021
Total					\$ (4,205)		

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8. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

December 31, 2018							
Derivative type	Bank	Notional amount (USD)	Underlying variable rate	Strike price	Fair value	Inception date	Maturity date
Fixed rate options	Barclays	105,000	3M LIBOR	1.768%	\$ 46,860	May 18, 2017	October 4, 2021
Cap options	JP Morgan	150,000	3M LIBOR	2.750%	5,214	Jul 16, 2018	July 15, 2020
Total					\$ 52,074		

9. BORROWINGS

Borrowings include mortgage loans payable as summarized below:

Credit entity/ Instrument	September 30, 2019		December 31, 2018		Interest rate (p.a.) ^{[1], [2]}	Maturity date	Terms ^[3]
	Principal balance	Fair value	Principal balance	Fair value			
BOND 2029	\$ 9,916,745	\$ 10,149,337	\$ -	\$ -	Fixed – 4.962%	July, 2029	I
Banamex	3,672,108	3,672,108	6,939,954	6,939,954	3 months LIBOR + 2.45% ^[4]	October, 2022	I ^[5]
Metlife	2,945,445	2,945,445	2,952,435	2,952,435	Fixed – 4.75%	January, 2027	I ^[6]
BOND 2022	1,787,534	1,871,957	8,427,105	8,313,338	Fixed - 5.25%	November, 2022	I
Citibank ^[7]	1,539,644	1,539,644	1,035,387	1,035,387	3 months LIBOR + 2.45% ^[4]	January, 2023 ^[8]	I
SMNYL ^[9]	293,802	293,802	303,398	303,398	Fixed – 5.19%	February, 2020	P&I
Total borrowings	\$ 20,155,278	\$ 20,472,293	\$ 19,658,279	\$ 19,544,512			

[1] p.a. = per year.

[2] At September 30, 2019, and December 31, 2018, the 3 months LIBOR rates were 2.08513% and 2.7970%, respectively.

[3] P&I = Principal and interest; I = Interest only.

[4] The margin may vary according to the Rating and Loan to Value ("LTV") ratio.

[5] Interest only until January 2021.

[6] Interest only until February 2024.

[7] Unsecured, committed, revolving credit, up to an amount of US\$300 million Dollars with an option to increase it up to US\$400 million Dollars (Note 3).

[8] Maturity date: January 2023 – a four-year maturity with an option to extend one additional year.

[9] Loan includes two drawdowns with a fixed rate of 5.19% and 4.84%.

On January 31, 2018, Terrafina closed a renegotiation of terms and conditions for its revolving credit facility with Citibank. The main changes for the syndicated credit facility include: 1) the extension of the original maturity date to 2023 (a four-year maturity with the option to extend one additional year); 2) a 20-basis point interest rate reduction which changed the interest rate, from LIBOR plus 265 basis points to LIBOR plus 245 basis points; and 3) the option to increase the preexisting US\$300 million Dollars revolving line of credit for up to US\$400 million Dollars.

On March 23, 2018, Terrafina prepaid an amount of US\$47 million Dollars (\$874 million of Mexican Pesos) of the revolving credit facility with Citibank.

On July 15, 2019, Terrafina completed the issuance of a 10-year senior unsecured bond (BOND 2029) placement in the international markets for US \$500 million (\$9,539 million of Mexican Pesos). The bond is due on July 18, 2029 with a 4.962% coupon.

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9. BORROWINGS (continued)

On July 18, 2019, Terrafina prepaid an amount of US\$336 million Dollars (\$6,406 million of Mexican Pesos) of the BOND due 2022. Furthermore, prepaid an amount of US\$164 million Dollars (\$3,129 million of Mexican Pesos) of the Banamex credit. Finally, Terrafina made a disposition of US\$26 million Dollars (\$488 million of Mexican Pesos) of the revolving credit facility with Citibank.

As of September 30, 2019 and December 31, 2018, the Metlife and SMNYL debts are collateralized by Investment Properties with an aggregate estimated fair value of \$8,063,142 and \$7,852,690 Mexican Pesos, respectively.

As of September 30, 2019 and December 31, 2018, fair value borrowings are payable as follows:

		<u><1 year</u>		<u>1 – 3 years</u>		<u>>3 years</u>		<u>Total</u>
September 30, 2019	\$	473,854	\$	3,840,228	\$	16,158,211	\$	20,472,293
December 31, 2018	\$	148,698	\$	637,801	\$	18,758,013	\$	19,544,512

All the loans are denominated in Dollars. Terrafina is benefited from not paying principal amortizations in respect of the following facilities until the following dates: Banamex until January 2021 and Metlife until February 2024. The Citibank revolving credit line and the bonds BOND 2022 and BOND 2029 are not subject to capital amortizations until their respective expiration dates.

The Trust's exposure to the risk from changes in interest rates is largely related to the long-term borrowings. The Trust manages its interest rate risk through a combination of fixed-rate and variable-rate borrowings. In general, short-term borrowings may be subject to a floating rate while longer-term borrowings are typically subject to a fixed rate or a floating rate.

10. NET ASSETS ATTRIBUTABLE TO THE INVESTORS

Net Assets consists of the initial contribution and the proceeds from the issued CBFI's.

As of September 30, 2019, the Trust had a contribution for \$21,324,824 and it consist of 790,602,803 of CBFI's in circulation as follows:

Number of CBFI's	Details		
791,014,635	As of December 31, 2017	\$	21,334,894
(411,832)	CBFI's repurchase		(10,070)
<u>790,602,803</u>	As of December 31, 2018		<u>21,324,824</u>
<u>790,602,803</u>	As of September 30, 2019	\$	<u>21,324,824</u>

On April 11, 2018, the Trust's Technical Committee approved a CBFI's repurchase program in accordance with the terms of the trust agreement and instructed the trustee to purchase the certificates exclusively, which will subsequently be canceled in the following twelve months. As of December 31, 2018, the repurchase of 411,832 CBFI's for an amount of \$ 10,070 (including transaction costs) has been carried out, which are holding in treasury.

On August 9, 2019, Terrafina paid dividends to the investors which were previously approved by the Technical Committee for an amount of \$ 480,724, this amount was considered as tax distribution.

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11. RELATED PARTIES

The following detail includes the outstanding Trust related parties activities:

Manager

The Trust reimburses the Manager for all costs incurred in carrying out its functions plus VAT.

The reimbursed costs for the periods ended September 30, 2019 and September 30, 2018 were \$12,334 and \$6,051, respectively.

Advisor

The payment of commission to the Advisor is equivalent to 0.5% per annum of the fair market value of real estate assets plus VAT.

The management fee accrued for the quarter ended September 30, 2019 and September 30, 2018 were \$60,676 and \$55,988, respectively.

12. COMMITMENTS AND CONTINGENCIES

In the ordinary course of business there can be various legal actions related to properties of the Trust. At September 30, 2019, the Trust's management was not aware of any such matter that had or would have a material effect on Trust's financial condition or results of operations.

13. SUBSEQUENT EVENTS

On October 23, 2019, the Technical Committee approved a dividend payment of \$550,987 corresponding to \$.6969 cents per CBFIs.