



## ANNOUNCEMENT OF EXTRAORDINARY AND ORDINARY MEETING FOR HOLDERS OF TRUST STOCK CERTIFICATES OF NON-AMORTIZABLE CBFIs TICKER FOR THE TICKER SYMBOL "TERRA13"

Mexico City, August 11, 2014 - Terrafina ("Terrafina") (BMV: TERRA13), a leading Mexican industrial real estate investment trust ("FIBRA"), externally advised by Pramerica Real Estate Investors and dedicated to the acquisition, development, lease and management of industrial real estate properties in Mexico, today announced the following:

In accordance with Articles 64 Bis I and 68 of Mexican Securities Market Law and Article 218 of the General Securities and Credit Operations Law, and in accordance with Trust Agreement number **F/00939**, dated January 29, 2013, (also known as the "Trust Agreement") as well as in the global certificate of title that encompasses the issuance of the Trust Stock Certificates of the non-amortizable CBFi (the "Certificate of Title") identified with ticker symbol "**TERRA 13**" (the "Certificates"), issued by CIBanco, S.A., Institución de Banca Múltiple (previously known as The Bank of New York Mellon, S.A., Institución de Banca Múltiple), acting as trustee of the Trust (the "Fiduciary"), where PLA Administradora Industrial, S. de R.L. de C.V. acts as advisor and trustor (the "Advisor"), TF Administradora, S. de R.L. de C.V. acts as administrative subsidiary (the "Subsidiary") and Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero acts as common representative (the "Common Representative") of the CBFi holders (the "Holders"), Terrafina invites holders to attend the Extraordinary and Ordinary Holders' Meeting that will take place on August 18, 2014, at 10:00am, at the offices of the Common Representative located at Av. Paseo de la Reforma No. 284, 9th Floor, Col. Juárez, C.P. 06600, Mexico City, in order to discuss the following:

### AGENDA FOR THE EXTRAORDINARY HOLDERS' MEETING

- I. Presentation, discussion and submission for approval of certain amendments to the Trust, the Certificate of Title and certain other documents in order to reflect the recent reforms to the Securities Market Law and the General Provisions applicable to Issuers of Securities as well as other Stock Market Participants, among others.
- II. Presentation, discussion and submission for approval to modify the manner in which the advisory fee payable to the Advisor is calculated as it relates to properties that form part of the estate of the Trust for less than a full advisory fee payment period under the terms of the Advisory and Investment Management Services Agreement among the Advisor, the Fiduciary and the Subsidiary.
- III. Presentation, discussion and authorization to undertake all actions related to the registration update in the National Securities Registry of CBFIs before the Mexican Securities and Exchange Commission (CNBV), and to undertake the corresponding exchange of the Certificate at S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V., as a result of approved amendments as per the Agenda.

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IV. Designate delegates that will comply with the resolutions adopted in the Extraordinary Holders' Meeting.

#### **AGENDA FOR THE ORDINARY HOLDERS' MEETING**

- I. Presentation by the Subsidiary of the report and corrective action plan in order to reduce the loan-to-value ratio of Terrafina to less than 50% (fifty percent).
- II. Designate delegates that will comply with the resolutions adopted in the Ordinary Holders' Meeting.

Holders of the Certificates that wish to attend the Extraordinary and Ordinary Shareholders' Meeting must present receipt of deposit or record of the certificates from the corresponding custodian, S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., to the Common Representative Offices, located at Av. Paseo de la Reforma No. 284, 16th Floor, Col. Juárez, C.P. 06600, Mexico City, to the attention of Ms. Areli Sánchez Carrasco, Mr. Jesús Abraham Cantú Orozco and/or Ms. Paola Grisell Mares Gallegos, at least one business day prior to the date of the Extraordinary and Ordinary Holders' Meeting, between 9:00 am to 3:00 pm and 4:30 pm to 6:00 pm, Monday through Friday, from the date of this announcement. Holders are also invited to contact the Common Representative, via email at [aresanchez@monex.com.mx](mailto:aresanchez@monex.com.mx) or via telephone (52-55) 5231-0564 in the case they have any questions relating to any of the items of the Meeting Agenda for the Extraordinary and Ordinary Holders' Meeting.

Shareholders may be represented by proxy at the Extraordinary and Ordinary Holders' Meeting by either one or two persons designated by a power of attorney signed before two witnesses or as otherwise authorized by law.

Mexico City, August 5, 2014  
**Holders' Common Representative**  
**Monex Casa de Bolsa, S.A. de C.V.,**  
**Monex Grupo Financiero.**  
**Elena Rodríguez Moreno**



## Main changes to the Trust Agreement derived from the amendments to the Mexican Securities Market Law and the Mexican General Regulations Applicable to Securities Issuers

- Additional authorities of the Holders' Meeting. The Holders' Meeting will now have the following additional authorities and obligations: (a) approve the indebtedness policies of the Trust as submitted by the Subsidiary, and approve any indebtedness of the Trust that is contrary to such policies, (b) approve any amendment to the investment policies of the Trust, and any Investment that does not comply with such investment policies, (c) approve any amendments in the advisory fees, subsidiary fees and any other compensation plans or any management or other fee payable to the Advisor, the Subsidiary, the members of the Technical Committee, or any other third party, (d) approve the removal of the Subsidiary and (e) approve transactions with related parties that represent 10% or more of the trust equity.
- Maximum Leverage Limit and Debt Service Coverage Ratio. The maximum amount of the Trust's indebtedness may not exceed 50% of the book value of the assets of the trust estate measured as of the end of the last quarter, and the Trust will have to have a debt service coverage ratio that is 1.0 or above. Likewise, the Trust must comply with additional periodic reporting obligations related to the leverage limit and debt service coverage ratio, and the Subsidiary must submit to the Holders' Meeting a corrective plan approved by the Technical Committee in the event the leverage limit of the Trust exceeds the maximum leverage limit or is below the debt service coverage ratio limit.
- Indebtedness Committee. An Indebtedness Committee will be created, which will be responsible for monitoring the mechanisms and controls in order to verify that each incurrence of indebtedness by the Trust is in accordance with the applicable regulations.
- Legal actions against the Subsidiary. Holders that, individually or jointly, represent 15% or more outstanding CBFIs may initiate legal action against the Subsidiary for breach of its obligations under the Trust Agreement.

Additionally, the proposal to eliminate the provision that sets forth that the distributions to holders may only be made to the extent the financial statements of the Trust have been approved by the Technical Committee, since such provision only allows for annual distributions.

### **Amendments to the Advisory Agreement:**

The proposal to expand the Advisory Fee definition and the manner in which it is calculated and payable to the Advisor, in order to reflect, for the benefit of the Holders, pro rata adjustments in connection with the properties that form part of the Trust Estate for a shorter period than a complete Advisory Fee payment period.



## About TerraFina

TerraFina (BMV:TERRA13) is a Mexican real estate investment trust formed primarily to acquire, develop, lease and manage industrial real estate properties in Mexico. TerraFina's portfolio consists of attractive, strategically located warehouses and other light manufacturing properties throughout the central, Bajío and northern regions of Mexico. It is internally managed by highly qualified industry specialists, and externally advised by Pramerica Real Estate Investors Latin America.

TerraFina owns 230 real estate properties, including 217 developed industrial facilities with a collective GLA of approximately 31 million square feet and 13 land reserve parcels, designed to preserve the organic growth capability of the portfolio.

TerraFina's objective is to provide attractive risk-adjusted returns for the holders of its certificates through stable distributions and capital appreciations. TerraFina aims to achieve this objective through a successful performance of its industrial real estate and complementary properties, strategic acquisitions, access to a high level of institutional support, and to its management and corporate governance structure. For more information, please visit [www.terrafina.mx](http://www.terrafina.mx)

## About Pramerica Real Estate Investors

Pramerica Real Estate Investors is a leader in the global real estate investment management business, offering a broad range of investment vehicles that invest in private and public market opportunities in the United States, Europe, the Middle East, Asia, Australia and Latin America. Headquartered in Madison, N.J., the company also has offices in Atlanta, Chicago, Miami, New York, San Francisco, Frankfurt, Lisbon, London, Luxembourg, Munich, Paris, Abu Dhabi, Mexico City, Hong Kong, Seoul, Singapore, Sydney and Tokyo. The company also has a representative presence in Rio de Janeiro. Pramerica Real Estate Investors has gross assets under management of USD \$55.8 billion (\$41.8 billion net assets), as of March 31, 2014. For more information, please visit [www.pramericarei.com](http://www.pramericarei.com)

## About Pramerica Financial

Pramerica Financial is a trade name used by Prudential Financial, Inc., a company incorporated and with its principal place of business in the United States, and its affiliates in select countries outside the United States. PFI (NYSE: PRU), a financial services leader with more than \$1 trillion of assets under management as of June 30, 2014, has operations in the United States, Asia, Europe, and Latin America. PFI's diverse and talented employees are committed to helping individual and institutional customers grow and protect their wealth through a variety of products and services, including life insurance, annuities, retirement-related services, mutual funds and investment management. In the U.S., the company's iconic Rock symbol has stood for strength, stability, expertise and innovation for more than a century. For more information, please visit <http://www.news.prudential.com/>. PFI of the United States is not affiliated in any manner with Prudential, plc, a company incorporated in the United Kingdom. Pramerica, the Pramerica logo and the rock symbol are service marks of Pramerica Financial and its related entities, registered in many jurisdictions worldwide.

## Forward Looking Statements

This document may include forward-looking statements that may imply risks and uncertainties. Terms such as "estimate", "project", "plan", "believe", "expect", "anticipate", "intend", and other similar expressions could be construed as previsions or estimates. TerraFina warns readers that declarations and estimates mentioned in this document, or realized by TerraFina's management imply risks and uncertainties that could change in function of various factors that are out of TerraFina's control. Future expectations reflect TerraFina's judgment at the date of this document. TerraFina reserves the right or obligation to update the information contained in this document or derived from this document. Past or present performance is not an indicator to anticipate future performance.



## Note to Investors

Our CBFIs may not be offered or sold to any person in the United Kingdom, other than to persons whose ordinary activities involve them acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom. For further details about eligible offerees and transfer restrictions, see the section “Transfer Restrictions” referenced in the Offering Memorandum of Terrafina.