



SECOND EXTRAORDINARY MEETING ANNOUNCEMENT FOR HOLDERS OF TRUST STOCK CERTIFICATES OF NON-AMORTIZABLE CBFIs TRADING UNDER THE TICKER SYMBOL “TERRA13”

Mexico City, April 26, 2017 - Terrafina (“TERRA”) (BMV: TERRA13), a leading Mexican industrial real estate investment trust (“FIBRA”), externally advised by PGIM Real Estate and dedicated to the acquisition, ownership, development, and management of industrial real estate properties in Mexico, announced the following:

Pursuant to articles 64 Bis 1 and 68 of the Securities Market Law and article 218 of the General Law of Negotiable Instruments and Credit Transactions, and in accordance with Clause 4.1 of the Irrevocable Trust Agreement identified with number F/00939 dated January 29, 2013 (as the same has been and is amended, the “Trust”) as well as to the global certificate with ticker number “TERRA 13” (the “Certificates”) issued by CIBanco, S.A., Institución de Banca Múltiple (formerly known as The Bank of the New York Mellon, S.A., Institución de Banca Múltiple), as trustee of the Trust (the “Trustee”), where PLA Administradora Industrial, S. de R.L. de C.V., as advisor and settlor, TF Administradora, S. de R.L. de C.V., as subsidiary and Monex Casa de Bolsa S.A. de C.V., Monex Grupo Financiero as common representative (the “Common Representative”) of the holders of the Certificates (the “Holders”), such Holders are called to attend the Extraordinary Holders’ Meeting at second call, to be held on May 9, 2017 at 11:00 A.M. CT (the “Holders’ Meeting”) in the Common Representative’s offices located at Av. Paseo de la Reforma No. 284, Floor 9, Col. Juárez, C.P. 06600, Mexico City, Mexico, to discuss the following matters:

AGENDA

- I. Proposal, discussion and submission for approval of certain amendments to the Transaction Documents in order to allow the repurchase of CBFIs for their subsequent public placement.
- II. Proposal, discussion and submission for approval to instruct the Common Representative and/or the Trustee, as applicable, in order to perform all necessary and /or convenient actions to comply with the resolutions adopted in terms of numeral I above, including, without limitation, the necessary amendments, obtaining required authorizations from the corresponding authorities and in general the execution of all documents, procedures, publications and announcements related to the aforementioned.
- III. Appointment of delegates or special delegates to carry out the resolutions adopted at the Meeting.

Holders of the Certificates who wish to attend the Meeting must deliver, no later than the business day prior to the Meeting: (i) proof of deposit issued by S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., (ii) the list issued to that effect by the corresponding custodian, and (iii) if applicable, the proxy letter executed before two witnesses required in order to be represented at the Meeting, or a general or special power of attorney granted in terms of the applicable law, at the offices of the Common Representative, and addressed to Mr. Jesús Abraham Cantú Orozco, Ms.



Paola Alejandra Castellanos García, and/or Mr. César David Hernández Sánchez between the hours of 9:00am and 3:00pm, and between the hours of 4:30pm and 5:30pm, Monday through Friday, as of the publication date of this announcement. Furthermore, the Holders are hereby invited to contact the Common Representative, via e-mail (jcantu@monex.com.mx), or by telephone (+52-55) 5231-0588, in the event that they have any questions related to any of the items of the Meeting Agenda.

Mexico City, April 26, 2017
CIBanco, S.A., Institución de Banca Múltiple,
in its capacity as trustee of the Trust F/00939

Gerardo Ibarrola Samaniego
Trustee Delegate

Juan Pablo Baights Bastiri
Trustee Delegate



Proposed Amendments to the Trust Agreement

A. Trust Agreement

Section	Amendment to the Trust Agreement	Original Clause
Clause 2.5, section (xxxiv)	Clause 2.5. <u>Purposes of the Trust.</u> (xxxiv) carry out the repurchase of the CBFIs pursuant to the instructions received from the Advisor, with prior approval from the Technical Committee, exclusively for their cancellation <u>and/or public placement in accordance with applicable law.</u>	Clause 2.5. <u>Purposes of the Trust.</u> (xxxiv) carry out the repurchase of CBFIs pursuant to the instructions received from the Advisor, with prior approval from the Technical Committee, exclusively for their cancellation.
Clause 4.2, paragraph (b), section (xvii)	(b) <u>Additional Faculties of the Technical Committee.</u> In addition to the faculties described in paragraph (a) above, the Technical Committee shall have the following faculties: (xvii) instruct the Trustee to carry out the repurchase of CBFIs exclusively for their cancellation <u>and/or public placement in accordance with applicable law,</u> with prior instructions from the Advisor;	(b) <u>Additional Faculties of the Technical Committee.</u> In addition to the faculties described in paragraph (a) above, the Technical Committee shall have the following faculties: (xvii) instruct the Trustee to repurchase CBFIs exclusively for their further cancellation, with prior instructions from the Advisor;



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 PGIM Real Estate.

TerraFina owns 271 real estate properties, including 260 developed industrial facilities with a collective GLA of approximately 36.5 million square feet and 11 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.terrafinamx.com

PGIM Real Estate

PGIM Real Estate is the real estate investment business of PGIM Inc., the global investment management businesses of Prudential Financial, Inc. (NYSE: PRU). Redefining the real estate investing landscape since 1970, PGIM Real Estate has professionals in 18 cities in the Americas, Europe and Asia Pacific with deep local knowledge and expertise, and gross assets under management of \$66.0 billion (\$47.6 billion net) as of December 31, 2016. PGIM Real Estate's tenured team offers to its global client base a broad range of real estate investment vehicles that span the risk-return spectrum across core, core plus, value-add, debt, securities, and specialized investment strategies. For more information, visit www.pgimrealestate.com.

About Prudential Financial, Inc.

Prudential Financial, Inc. (NYSE:PRU), a financial services leader with more than \$1 trillion of assets under management as of December 31, 2016, has operations in the United States, Asia, Europe, and Latin America. Prudential'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., Prudential's iconic Rock symbol has stood for strength, stability, expertise and innovation for more than a century. For more information, please visit www.news.prudential.com

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.