



- August, 2024



# Agenda for the Ordinary Meeting

- I. Proposal, discussion, and, if applicable, revocation of all current members of the Technical Committee of the Trust in accordance with Clause 5.2 (b) subclause (i) numeral (3) and other applicable provisions of the Trust Agreement. Actions and resolutions regarding this matter.
- II. Proposal, discussion, and, if applicable, approval of the appointment of the principal and, if applicable, alternate members of the Technical Committee of the Trust, in accordance with Clause 5.2 (b) and other applicable provisions of the Trust Agreement. Actions and resolutions regarding this matter.
- III. Proposal, discussion, and, if applicable, qualification of the independence of the members of the Technical Committee of the Trust. Actions and resolutions regarding this matter.
- IV. Proposal, discussion, and, if applicable, determination of the compensation for the Independent Members of the Technical Committee in accordance with Clause 5.2 (b), (e) and other applicable provisions of the Trust Agreement, as presented to the meeting. Actions and resolutions regarding this matter.
- V. Proposal, discussion, and, if applicable, approval to amend the terms of the placement program previously authorized by the National Banking and Securities Commission through the letter identified with number 153/3431/2024, dated July 15, 2024 (as updated from time to time, the “Program”), including an increase in the maximum amount of Issuance for debt under the Program, as previously presented to the Meeting; the issuances of Additional CBFIs and/or long-term fiduciary securities (“Cebures”) under the Program; and that the Subsidiary instruct the Trustee, at its sole discretion, to issue Additional CBFIs and/or Cebures under the Program and determine the characteristics of such Additional CBFIs and/or Cebures including, without limitation, their price, term, and interest rate, as applicable. Actions and resolutions regarding this matter.

# Agenda for the Extraordinary Meeting

- I. Proposal, discussion, and, if applicable, approval of certain amendments to the Trust Agreement, under the terms previously presented to the Holders' Meeting for approval. Actions and resolutions regarding this matter.
- II. Proposal, discussion, and, if applicable, approval to modify the restriction period applicable to the sale of the CBFIs from compensation plan approved by the Holders' Meeting on April 7, 2016, in order to allow them to be transferred through any public acquisition offer and reciprocal subscription made by the irrevocable trust identified with the number 1721, known as FIBRA Prologis. Actions and resolutions in this regard.
- III. Proposal, discussion, and, if applicable, the granting of dispensations so that the Advisor (or any of its subsidiaries or affiliates) may transfer the CBFIs received as Performance Fees through any public acquisition offer and reciprocal subscription made by the irrevocable trust identified with the number 1721, known as FIBRA Prologis, as well as approval to modify the Advisory Agreement if deemed necessary and/or convenient to reflect the above. Actions and resolutions in this regard.

# Agenda Topic I of the Ordinary Meeting: Proposal for the Replacement of Members on the Technical Committee.

- I. Proposal, discussion, and, if applicable, revocation of all current members of the Technical Committee of the Trust in accordance with Clause 5.2 (b) subclause (i) numeral (3) and other applicable provisions of the Trust Agreement. Actions and resolutions regarding this matter.



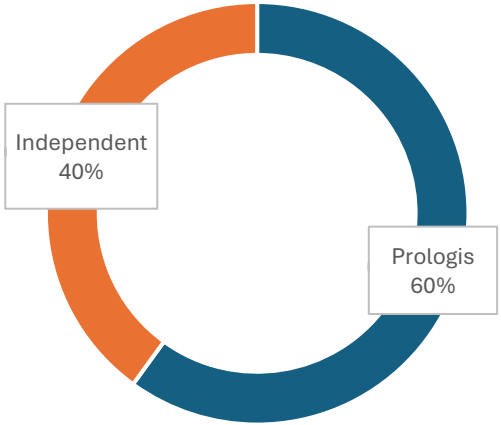
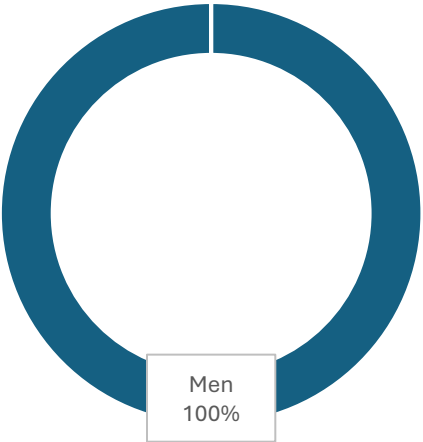
## Agenda Topics II and III of the Ordinary Meeting: Appointment of Non- Independent and Independent Members.

- II. Proposal, discussion, and, if applicable, approval of the appointment of the principal and, if applicable, alternate members of the Technical Committee of the Trust, in accordance with Clause 5.2 (b) and other applicable provisions of the Trust Agreement. Actions and resolutions regarding this matter.
- III. Proposal, discussion, and, if applicable, qualification of the independence of the members of the Technical Committee of the Trust. Actions and resolutions regarding this matter.



# Terrafina Technical Committee composition and structure.

Independent Members	Age	Gender	Expertise	TC	AC	PC	FC
1) Vicente Naves	62	Man	Real Estate/ Logistics				
2) Abelardo Hernandez	40	Man	Finance				
Non-Independent Members	Age	Gender	Expertise	CT	CA	CP	CE
3) Armando Fregoso	37	Man	Real Estate				
4) Hector Ibarzabal	63	Man	Real Estate/ Operations				
5) Edward S. Nekritz	58	Man	Legal				



# Agenda Topic IV of the Ordinary Meeting: Compensation for Committee Technical Members

- IV. Proposal, discussion, and, if applicable, determination of the compensation for the Independent Members of the Technical Committee in accordance with Clause 5.2 (b), (e) and other applicable provisions of the Trust Agreement, as presented to the meeting. Actions and resolutions regarding this matter.



# Independent Members Compensation Proposal

Technical committee independent members of Mexican Real Estate Investment Trusts (“FIBRA”) will be compensated per meeting, as provided in each of the FIBRA’s bylaws, for their responsibilities and participation in each technical committee or other sub-committees (i.e. Audit, Financing, etc.), as applicable to each FIBRA.

Terrafina is proposing to compensate each primary independent member with an annual payment of:

- 1) Ps\$960,000.00 annually for the participation in the Technical Committees either in person or through some communication device.
- 2) Ps\$480,000.00 annually for the participation in the Audit Committees either in person or through some communication device.
- 3) Ps\$25k for additional participation per meeting in committees other than Technical Committee , Audit and Practice Committee <sup>(1)</sup>.

Please refer to the table below to see comparable compensation by technical committee assuming 4 meetings a year (amounts in Mexican Pesos).

Name	Ticker	Annual Compensation Independent Member	Independent Members	Gross Annual Compensation By Independent Member
<i>Fibra UNO</i>	<i>FUNO</i>	~Ps\$ 1,400,000*	5	~Ps\$ 5,600,000
<i>Macquaire</i>	<i>FIBRAMQ</i>	~Ps\$ 490,000	5	~Ps\$ 1,960,000
<i>Terrafina</i>	<i>TERRA13</i>	~Ps\$ 288,000	7	~Ps\$ 1,152,000
<b>FIBRA Prologis</b>	<b>FIBRAPL 14</b>	<b>~Ps\$ 960,000</b>	<b>6</b>	<b>~Ps\$ 3,840,000</b>

• US Dollar amounts were converted into Pesos at an FX of Ps\$17.50 per US\$1.00.

1. Except in the cases when the Practice Committee undergoes at the same time as the Technical Committee.

# Agenda Topic V of the Ordinary Meeting: Approval of Amendments to the Multivalor Program for the Issuance of Equity and Debt.

- V. Proposal, discussion, and, if applicable, approval to amend the terms of the placement program previously authorized by the National Banking and Securities Commission through the letter identified with number 153/3431/2024, dated July 15, 2024 (as updated from time to time, the “Program”), including an increase in the maximum amount of Issuance for debt under the Program, as previously presented to the Meeting; the issuances of Additional CBFIs and/or long-term fiduciary securities (“Cebures”) under the Program; and that the Subsidiary instruct the Trustee, at its sole discretion, to issue Additional CBFIs and/or Cebures under the Program and determine the characteristics of such Additional CBFIs and/or Cebures including, without limitation, their price, term, and interest rate, as applicable. Actions and resolutions regarding this matter.

## Premises:

- In accordance with the Ley del Mercado de Valores, public companies and issuers may implement a recurrent issuer program to issue equity and/or debt during the program's validity for up to five (5) years.
- Once the modification to the recurrent program is approved by the CNBV, Terrafina will have the right (but not the obligation) to issue additional CBFIs or debt securities under the program, up to the new authorized amount of the program.
- Additionally, it is recommended to delegate to the Subsidiary the authority to approve the characteristics, terms, and conditions of each issuance of additional CBFIs and debt securities to be issued under the program, without the Subsidiary requiring additional authorization from the Holders Meeting to instruct issuances under said program.



## Agenda Topic V Characteristics of the Program:

<i>Types of Value:</i>	The issuer, as instructed by the Subsidiary, may, at its discretion, carry out issuances of real estate trust certificates (“CBFIs”), with no nominal value, or long-term debt securities.
<i>Program Term</i>	5 years, starting from the date of authorization of the Program by the CNBV, during which the issuer may make one or more issuances up to the total authorized amount of the Program
<i>Maximum Amount of the Program</i>	Up to MXN\$80,000,000,000
<i>Maximum Amount of CBFIs</i>	Up to 1,100,000,000
<i>Maximum Amount for Debt Issuances</i>	Up to MXN\$40,000,000,000.00
<i>Maximum Amount for Equity Issuances</i>	Up to MXN\$ 40,000,000,000.00
<i>Use</i>	<u>Open Program:</u> There is no predetermined use of the resources that requires approval. The Program and the CBFIs (Certificados Bursátiles Fiduciarios Inmobiliarios) and Cebures (Certificados Bursátiles) can be used to, by way of example but not limited to, carry out public or private offerings, offerings within or outside of Mexico, issuances within or outside of the Program, additional issuances under rights offerings, additional issuances (follow-on), or CBFIs that may be used for making in-kind distributions in accordance with the Trust Agreement. The use of the Program's resources will be determined by the Subsidiary on a case-by-case basis for each issuance to be carried out within or outside the Program.
<i>Any additional characteristics</i>	The Subsidiary shall determine any other characteristics of the Program.

## Agenda Topic I of the Extraordinary Meeting: Distribution of CBFIs in kind as part of tax income and changes to the Poison Pill.

- I. It is suggested to modify the trust so that the trustee can distribute the tax income generated by Terrafina, either annually or quarterly based on tax income projections, through CBFIs, with the goal of retaining as much cash as possible. Similarly, it is intended to reduce the minimum percentage of the Poison Pill from 10% to 3%.



See the Appendix of this presentation with the suggested changes marked to the Trust Agreement.

## Agenda Topic II of the Extraordinary Meeting: Sale Restrictions and Public Offers of CBFIs

- II. The approval of the Holders is sought to allow the beneficiaries of this compensation plan to participate exclusively in one or more public tender offers for acquisition and reciprocal subscription conducted by Fibra Prologis regarding Terrafina's CBFIs ("OPAs") during the applicable sales restriction period of the compensation plan, which is currently 2 years (the "Directors' Restriction Period").

The beneficiaries of this compensation plan will be able to participate in one or more OPAs even within the Directors' Restriction Period.



# Agenda Topic III of the Extraordinary Meeting: Authorization for Exchange of CBFIs

III. Authorization from the holders is sought to grant the Advisor (or any of its subsidiaries or affiliates) a waiver to exchange the CBFIs issued by Terrafina that they have received as Performance Fees exclusively in one or more public tender offers for acquisition and reciprocal subscription conducted by Fibra Prologis regarding Terrafina's CBFIs ("OPAs") during the sales restriction period applicable to such Terrafina CBFIs, which is currently 6 months (the "Advisor's Restriction Period").

The Advisor (or any of its subsidiaries or affiliates) will be able to participate in one or more OPAs even within the Advisor's Restriction Period.

Approval is also sought to modify the Advisory Agreement and to authorize and instruct the Trustee to execute the respective amending agreement if deemed necessary and/or convenient to reflect the above



## Appendix A: Biographies of Members

## VICENTE NAVES

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Vicente Naves Ramos has over 40 years of experience in the real estate sector, including 19 years as President or CEO. He is currently a Board Member and Consultant specializing in asset management and real estate development.

He is a Consultant and Professor, focusing on large-scale real estate projects. Previously, he was Managing Director/CEO at Artha Capital, managing assets worth 762 million USD.

Before Artha Capital, Vicente was Co-CEO at Grupo FREL, overseeing a portfolio of income-producing assets, hotels, and significant investments. He also held leadership roles at OHL Concessions and Pulte Homes.

Vicente holds an MBA from IPADE and a degree in Civil Engineering from Universidad La Salle, both with honors. He is a CFA charterholder and has served on the boards of Grupo Inverterra, Consorcio ARA, Grupo FREL, Fibra Shop, Comercializadora Columbia, and Artha Capital.

## ABELARDO HERNANDEZ

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Abelardo Hernández Juliá, CFA, CESGA has over 18 years of financial sector experience with a specialization in asset management and investment banking.

He is currently CEO and portfolio manager for SOHO Capital Management. Before his current role, he was head of Equities for Afore Sura, designing and managing the investment process, which included a global equities strategy, focused on country, sector, and factor selection, a Mexican equities strategy, and non-listed investments with a focus on real estate and infrastructure in the domestic market.

He started his career with UBS Pactual within the Equity Strategy and Special Situations team, ranked #1 by Institutional Investor in 2009. He graduated from ITESM with a degree in financial management, a certified ESG analyst, and CFA® charterholder. Mr. Hernández sits on the board of Fibra Inn, a publicly listed REIT.

## ARMANDO FREGOSO

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Armando Fregoso is Sr. Vice President, Country Manager for Prologis, Inc. in Sao Paulo, Brazil. He is responsible for managing the Prologis Brazil platform in its entirety, consisting of approximately 20 million square feet of assets owned, managed and under construction, with nearly U\$2B of AUM and a team of 60 vibrant employees.

Mr. Fregoso joined the Brazil team from Prologis' Southwest Region, where he contributed significantly to transactional activity, having completed nearly 50 transactions totaling in excess of 21 million square feet of developable and/or existing industrial warehouse space with an estimated total gross project cost in excess of USD 1.6 billion. Prior to joining Prologis in 2010, he was an associate at Xebec Realty Partners, a Los Angeles based industrial real estate firm. His previous international experience includes working for Colliers International in Budapest, Hungary.

Mr. Fregoso has participated in the Dartmouth Society of Investment and Economics, Tuck Real Estate Club and the National Association of Industrial and Office Properties, amongst other organizations. He is currently a member of RICS Brazil Chapter, GRI and YPO. He graduated from Dartmouth College.

## HECTOR IBARZABAL

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Héctor Ibarzábal has extensive experience in operations, capital deployment, structuring, financing and fundraising in the industrial, office, retail and residential Real Estate sectors.

Mr. Ibarzábal has served as Prologis Mexico's Managing Director since 2011. In that capacity, he directs all Prologis real estate activity in Mexico which comprises a 50 Million square feet industrial portfolio in Mexico's premier markets, and all its relative strategic, deployment and disposition activities.

Mr. Ibarzabal is as well Fibra Prologis CEO, where he has participated since its inception in 2014.

Prior to joining Prologis, Mr. Ibarzábal cofounded G. Accion, the first Mexican publicly traded real estate company, where he served as CFO, COO and President. In 2001, G Accion became AMB Property Corporation's first international partner (prior to its merger with Prologis).

Mr. Ibarzábal is Board Member of Fibra Prologis, and has been president of AMPIP (Mexican Association of Industrial Parks), where he participates on the Board of Directors.

Former avid marathon runner and passionate golfer, he holds a civil engineering degree with honors from Universidad Iberoamericana and an MBA from IPADE.



## EDWARD S. NEKRITZ

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Ed Nekritz serves as chief legal officer and general counsel for Prologis. He oversees the provision of all legal services for Prologis on a worldwide basis. He is also responsible for Prologis' strategic capital and investment services groups. Furthermore, he leads Prologis' risk management and ESG departments. Mr. Nekritz focuses significant efforts on Prologis' strategic initiatives, including mergers & acquisitions, global investment funds and portfolio transactions. He also serves as the secretary to the Prologis board of directors.

Mr. Nekritz joined Prologis as a vice president in 1995. Previously, he was with the international law firm of Mayer, Brown & Platt (now Mayer Brown), where he practiced real estate and corporate law from 1990 to 1995.

Mr. Nekritz serves on the Junior Achievement Rocky Mountain Board of Directors and Executive Committee and the Staenberg-Loup Jewish Community Center Denver Board of Directors. Mr. Nekritz received his J.D. from the University of Chicago Law School and his Bachelor of Arts, with honors, from Harvard College

## Appendix B: Clauses to be Modified, Terms and Conditions of the CBFIs

Sections to be amended:

Section 3.4 Terms and Conditions of the CBFIs. The CBFIs issued by the Trustee in each Issuance shall be considered part of the same Issuance, shall have the same terms and conditions and shall grant the Holders thereof the same rights, so that such Holders will be represented at Holders Meetings thereof. The specific terms of each CBFI shall be set forth in the respective Global Certificate. In each case, the CBFIs issued by the Trustee shall comply with the terms provided in the applicable legal provisions including, without limitation, the following:

(...)

(e) *Payment Place and Form*: All distributions to the Holders in connection with the CBFIs will be made by wire transfer from Indeval, whose offices are located at Paseo de la Reforma No. 255, Piso 3, Col. Cuauhtémoc, 06500, Mexico, Distrito Federal (or at the last address known in the event they change the address of their offices). Notwithstanding the foregoing, the Trustee may carry out in-kind Distributions pursuant to the provisions of Section 13.2 of this Agreement.

(...)

Section 3.7. Authorization by the Technical Committee for Certain Acquisitions of CBFIs.

(a) Any Person that intends to acquire, ~~in the secondary market~~, by any means, directly or indirectly, title to ~~103%~~ (~~tenthree~~ percent) or more of the outstanding CBFIs, inside or outside of any stock exchange, shall obtain the prior authorization of the Technical Committee, and for such purposes shall notify the Management Subsidiary in writing of its intention to make such acquisition. Such notice shall contain at least the following

(...)

The absence of a resolution thereto by the Technical Committee within the aforementioned terms shall not be construed as an authorization to the proposed acquisition.

(...)

Section 3.8. Ownership Reporting. Any Person that is the owner or beneficial owner of 1% or more of the outstanding CBFIs shall inform such situation to the Trust, through the Management Subsidiary, in the form contained in annex V of the CNBV Regulations, in the terms set forth under Article 49 Bis 3 contained therein, but in any event, on or before May 15 of each calendar year and within the 5 business days (i) after each quarter and (ii) after acquiring or obtaining 1% or more of the outstanding CBFIs

Section 11.2 Application of Funds. The Trust shall apply the funds deposited in the Trust Accounts to:

(...)

(e) make Distributions to the Holders pursuant to Section 13.1 of this Agreement and make in-kind Distributions pursuant to Section 13.2 of this Agreement, prior written instructions of the ~~Advisor~~Management Subsidiary; and

(...)

Section 13.1 Distributions. The Trustee shall make distributions to the Holders in accordance with the Distribution ~~policies~~policy approved by the Technical Committee that is effective on the date of such distribution (each, a “Distribution”); ~~provided, that, such~~ each Distribution ~~policies shall comply at all times~~may be paid in cash or in-kind, in accordance with the provisions of ~~Article~~this Section XIII; provided further, that the Trustee shall distribute among the Holders of the CBFIs at least once a year, at least 95% of the Tax Result corresponding to the immediately preceding fiscal year generated by the Real Estate Assets that are part of the Trust Estate pursuant to section VI of article 187 of the LISR. Each Distribution shall be made in accordance with the following:

~~— (a) The Management Subsidiary shall notify the Advisor whenever a Distribution is to be made by the Trust in accordance with the Distribution policies approved by the Technical Committee.~~

(a) The Management Subsidiary shall instruct the Trustee in writing with a copy to the Common Representative and to the members of the Technical Committee, at least 8 (eight) Business Days in advance of the date on which such Distribution shall be made, to make the Distribution; provided, that any Distribution must comply with the Distribution policy that is effective on the date of such distribution. The Trustee shall publish such instruction to the BMV through EMISNET, to the CNBV through STIV-2, to Indeval, in writing or by such other means as they may determine with at least 6 (six) Business Days in advance to the date on which the respective Distribution shall be made. In the event of Distributions in-kind, the Management Subsidiary shall indicate in the instruction letter for each Distribution, the number of CBFIs to be delivered as payment for each outstanding CBFI and, if applicable, the price to be paid for the resulting fractions; provided, that such information shall be disclosed by the Trustee to the investing public through the EMISNET.

~~(b) Upon receipt of such notice (but in any event, no later than within the 5 (five) Business Days following the date of receipt thereof), the Advisor shall instruct the Trustee shall, in writing (with a copy to the members of the Technical Committee and the Common Representative) to the event of a cash Distribution, (i) transfer the amounts relating to such cash Distribution from the relevant Trust Account into the Distributions Account, and (ii) distribute such amounts from the Distributions Account to the Holders; provided that, such instructions shall be delivered to the Trustee, the members of the Technical Committee and the Common Representative at least 10 (ten) Business Days in advance to the requested Distribution date; provided further, that, such instructions shall be notified to the BMV and Indeval in writing and published in EMISNET by the Trustee at least 6 (six) Business Days in advance to the requested Distribution date.~~

(c) The payment of the Distributions (whether in cash or in-kind) shall be made pro rata among the Holders ~~in accordance with~~ on the basis of the CBFIs owned by each of them as of the record date for the relevant Distribution and under the mandatory mechanism to be determined by the Management Subsidiary, which the Trustee shall disclose to the Holders through the EMISNET upon prior instruction, as provided in item (a) above.

Section 13.2. Distributions in-kind. In addition to any Distributions in cash made by the Trustee pursuant to Section 13.1 above, the Trustee may carry out Distributions in-kind pursuant to the following:

(a) The Management Subsidiary may instruct, at any time, the Trustee to carry out a Distribution in-kind when the Management Subsidiary determines a Tax Result corresponding to the immediately preceding fiscal year generated by the Real Estate Assets that are part of the Trust Estate in terms with article 187 and 188 of the LISR; provided, that for each peso of the Tax Result that is distributed in kind, at least the portion of the tax rate in force on said distribution must be distributed in cash, provided, further, that the Management Subsidiary may carry out Distribution in-kind any quarter of the fiscal year based on its proforma estimates of the Tax Result.

(b) Distributions in-kind may be carried out in whole or in part, but in both events, in a mandatory manner for the Holders, by means of the delivery of CBFIs issued by the Trust; provided, that such CBFIs (y) shall be freely tradable; and (z) shall not be subject to lock-up restrictions or any other contractual restrictions on transfer. Distributions in-kind shall be made directly through Indeval.

(c) In order to determine the number of CBFIs to be delivered as Distribution in-kind, the Management Subsidiary shall consider the average closing price of the CBFIs during the last 60 trading days up to, and including, the calculation date, which shall be the business day prior to the date on which the Management Subsidiary delivers to the Trustee the Distribution instruction referred to in Section 13.1(a) above. For such purposes "trading days" means any day on which the stock exchange, on which the relevant CBFIs are listed, is open for trading.

(d) Once the calculation has been made to determine the number of CBFIs to be delivered as Distribution in-kind, the Management Subsidiary shall follow the notification process described in Section 13.1(a) above. The notices of both, the Management Subsidiary and the Trustee, shall include all the information related to the number of CBFIs to be distributed for each outstanding CBFI, provided that the Management Subsidiary is the one who shall carry out such calculations.

In the event that, at the time the Management Subsidiary calculates the allocation in accordance with the provisions above, the number of CBFIs to be delivered to each of the Holders is not a whole number, such amount shall be rounded by the Management Subsidiary to the nearest low whole number, and, if applicable, the resulting fractions, shall

be paid in cash at the price determined by the Management Subsidiary resulting from the mechanism described in Section 13.1(c) above.

(e) The Trustee, upon instruction from the Management Subsidiary, shall enter into all acts, contracts and agreements as may be necessary or appropriate (including the filing of any requests or similar actions before governmental authorities, Indeval, the CNBV and/or the BMV), to carry out such Distributions in-kind as it may be instructed by the Management Subsidiary. For any CBFI received by each of the Holders as a Distribution in-kind, it shall be understood that the respective Holder receives an amount equivalent to the price of such CBFI as provided in item (b) above.

(...)

Section 15.1 Tax Responsibilities. (a) FIBRA. The main purpose of this Trust is the acquisition and/or construction of real estate properties in Mexico destined for lease and the acquisition of the right to obtain income from the lease of such real estate properties, as well as to grant financing for such purposes secured by the respective leased real estate properties in accordance with Articles 187, 188 and other applicable Articles of the LISR. For purposes of the above, the parties hereto shall observe the following provisions:

(...)

(ii) The ~~Advisor~~Management Subsidiary shall determine the Tax Result of the Trust for each fiscal year.

(iii) The Trustee, pursuant to the calculation made by the ~~Advisor~~Management Subsidiary, which must be ratified by the Technical Committee and approved by the Holders Meeting, shall distribute at least 95% (ninety five percent) of the Tax Result to the Holders no later than March 15 every year. The Tax Result shall be distributed in pro rata among the Holders in accordance with the number of CFIs owned by each one of them.

(...)

(c) In connection with the tax obligations that govern this Trust in accordance with Articles 187 and 188 of the LISR, as well as the applicable law and/or those provisions of the states and municipalities of Mexico in which the Real Estate Assets are located, the Trustee shall comply with the obligations set forth in paragraphs (a) and (b) of this Section 15.1 through the ~~Advisor~~Management Subsidiary.

(...)

(e) The Holders hereby release the institution acting as Trustee and the ~~Advisor~~Management Subsidiary of any tax liability.

(...)

(g) In addition, the ~~Advisor~~Management Subsidiary shall carry out all procedures that may be necessary before the Tax Administration Service (*Servicio de Administración Tributaria*), in order to register the Trust at the Federal Taxpayers Registry in terms of the applicable legal provisions, and shall carry out any modifications or any other actions necessary in such connection. The parties agree that for tax purposes, the Trust created herein will be referred as “CI Banco, S.A., IBM, Fideicomiso Terrafina F/00939”.

(h) The ~~Advisor~~Management Subsidiary shall make available to the Holders at the offices of the Common Representative, a document (*constancia*) containing: (a) the Tax Result derived from the activities carried out through the Trust for income tax purposes pursuant to regulation I.3.20.4.4. of the Miscellaneous Tax Regulation for 2014 (*Resolución Miscelánea Fiscal para 2014*).

(...)

Resolution Proposal:

*“It is hereby approved to amend the Trust Agreement, the Global Certificate, and the applicable Transaction Documents, in terms substantially similar to those presented by the Management Subsidiary to the Holders Meeting and, if applicable, to include any additional amendments that may be requested by the CNBV, BMV, Indeval, the Common Representative and/or the Trustee, to the extent that they are related to the amendments proposed at the Holders Meeting, that are consistent with the proposed amendments and do not involve a material alteration thereof.”*

**Item I of Both Ordinary and Extraordinary Meeting’s Agenda**

- I. Appointment of delegates who, if applicable, will formalize and comply with the resolutions adopted by the Meeting.

Resolution Proposal:

*“It is hereby approved to appoint personnel of the Common Representative as special delegates, to carry out the necessary actions to execute the resolutions adopted herein.”*

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