FIBRA Prologis

US$500,000,000 5.500% Senior Notes due 2035

Fideicomiso Irrevocable 1721, Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, is a Mexican real estate investment trust (*fideicomiso de inversión en bienes raíces*, or "FIBRA") for Mexican federal income tax purposes (the "Issuer" or "FIBRA Prologis"). The Issuer is managed by Prologis Property México, S.A. de C.V. (the "Manager"), a Mexican corporation (*sociedad anónima de capital variable*) and an affiliate of Prologis.

The Issuer is offering (the "Offering") US$500,000,000 aggregate principal amount of its 5.500% Senior Notes due 2035 (the "Notes").

The Issuer will pay interest on the Notes semi-annually in arrears on May 26 and November 26 of each year, beginning May 26, 2026. The Notes will mature on November 26, 2035. The Issuer may redeem some or all of the Notes at any time and from time to time at the redemption prices described under the heading "Description of the Notes—Optional Redemption," plus accrued and unpaid interest and Additional Amounts (as defined herein), if any, to, but excluding the redemption date.

The Notes will be direct, unsecured and unsubordinated obligations of the Issuer. The Notes will rank *pari passu* in right of payment with all other unsecured and unsubordinated indebtedness and other obligations of the Issuer outstanding from time to time. The Notes will be effectively subordinated to all secured indebtedness and other secured liabilities of the Issuer to the extent of the assets securing such indebtedness and other liabilities and to all indebtedness and other liabilities of the Issuer's subsidiaries. The Notes are solely the obligations of the Issuer. None of the Issuer's subsidiaries, the Trustee (as defined herein), the Manager, Prologis nor any affiliate of Prologis (other than the Issuer) has any obligation with respect to the Notes.

The Notes are a new issuance of securities with no established trading market. Application will be made to the Singapore Exchange Securities Trading Limited ("SGX-ST") for the listing and quotation of the Notes on the SGX-ST. There can be no assurance that we will obtain or be able to maintain a listing of the Notes on the SGX- ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, or opinions expressed or reports contained in this offering memorandum (the "Offering Memorandum"). Approval-in-principle granted for the listing and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer or the Notes. For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so required, the Notes, if traded on the SGX-ST, will be traded in a minimum board lot size of S$200,000 (or its equivalent in foreign currencies). The Notes will be issued in denominations of US$200,000 and integral multiples of US$1,000 in excess thereof.

Investing in the Notes involves risks that are described under "Risk Factors" beginning on page 19 of this Offering Memorandum.

Price per Note: 99.401% plus accrued interest, if any, from November 26, 2025.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE NATIONAL SECURITIES REGISTRY (*REGISTRO NACIONAL DE VALORES*, OR "RNV") MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (*COMISIÓN NACIONAL BANCARIA Y DE VALORES*, OR "CNBV"), AND MAY NOT BE OFFERED OR SOLD PUBLICLY IN MEXICO, EXCEPT THAT THE NOTES MAY BE OFFERED OR SOLD TO INSTITUTIONAL OR QUALIFIED INVESTORS IN MEXICO SOLELY PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET FORTH IN ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (*LEY DEL MERCADO DE VALORES*) AND REGULATIONS THEREUNDER. WE WILL NOTIFY THE CNBV OF THE TERMS AND CONDITIONS OF THE OFFERING OF THE NOTES OUTSIDE OF MEXICO. SUCH NOTICE WILL BE SUBMITTED TO THE CNBV FOR INFORMATIONAL PURPOSES ONLY TO COMPLY WITH ARTICLE 7, SECOND PARAGRAPH, OF THE MEXICAN SECURITIES MARKET LAW AND REGULATIONS THEREUNDER. THE DELIVERY TO, AND RECEIPT BY, THE CNBV OF SUCH NOTICE DOES NOT CONSTITUTE OR IMPLY ANY CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE NOTES, OUR SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH IN THIS OFFERING MEMORANDUM. THIS OFFERING MEMORANDUM IS EXCLUSIVELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV, AND MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO. THE ACQUISITION OF THE NOTES BY ANY INVESTOR WHO IS A RESIDENT OF MEXICO WILL BE MADE UNDER SUCH INVESTOR'S OWN RESPONSIBILITY.

The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any other jurisdiction. Unless they are registered, the Notes may be offered only in transactions that are exempt from registration under the Securities Act or the securities laws of any other jurisdiction. Accordingly, the Issuer is offering the Notes only (i) to "qualified institutional buyers" in accordance with Rule 144A ("Rule 144A") under the Securities Act and (ii) outside the United States in "offshore transactions" to persons who are not "U.S. persons" in accordance with Regulation S ("Regulation S") under the Securities Act. For further details about eligible offerees and resale restrictions, see "Notice to Investors."

None of the CNBV, the U.S. Securities and Exchange Commission (the "Commission"), or any U.S. state or foreign securities commission has approved or disapproved of these securities or determined if this Offering Memorandum is accurate or complete. Any representation to the contrary is a criminal offense.

The Initial Purchasers (as defined herein) expect to deliver the Notes in book-entry form only through the facilities of The Depository Trust Company ("DTC") for the accounts of its direct and indirect participants, including Clearstream Banking S.A. ("Clearstream"), and Euroclear Bank SA/NV ("Euroclear"), on or about November 26, 2025.

Joint Book-Running Managers

BBVA **BofA Securities** **J.P. Morgan** **Scotiabank**

Senior Co-Managers

BNP PARIBAS **HSBC** **ING** **SMBC Nikko**

The date of this Offering Memorandum is November 19, 2025.

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You should rely only on the information contained in this Offering Memorandum. We and the Initial Purchasers have not authorized anyone else to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are not, and the Initial Purchasers are not, making an offer to sell the Notes in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this Offering Memorandum is accurate only as of the date on the front cover of this Offering Memorandum. The Issuer's business, financial condition, results of operations and prospects may have changed since that date.

This Offering Memorandum is confidential. You are authorized to use this Offering Memorandum solely for the purpose of considering an investment in the Notes described in this Offering Memorandum. We and other sources identified herein have provided the information contained in this Offering Memorandum. The Initial Purchasers named herein make no representation or warranty, expressed or implied, as to the accuracy or completeness of such information, and nothing contained in this Offering Memorandum is, or shall be relied upon as, a promise or representation by the Initial Purchasers. You may not reproduce or distribute this Offering Memorandum, in whole or in part, and you may not disclose any of the contents of this Offering Memorandum or use any information herein for any purpose other than considering an investment in the Notes. You agree to the foregoing by accepting delivery of this Offering Memorandum.

We are relying on an exemption from registration under the Securities Act for offers and sales of securities that do not involve a public offering. By purchasing the Notes, you will be deemed to have made the acknowledgments, representations, warranties and agreements described under "Notice to Investors" in this Offering Memorandum. You should understand that you will be required to bear the financial risks of your investment for an indefinite period of time.

This Offering Memorandum is based on information provided by us and by other sources that we believe are reliable. We cannot assure you that this information is accurate or complete. This Offering Memorandum summarizes certain documents and other information, and we refer you to them for a more complete understanding of what is discussed in this Offering Memorandum. In making an investment decision, you must rely on your own examination of us, as well as the terms of the Offering and the Notes, including the merits and risks involved.

We are not making any representation to any purchaser of the Notes regarding the legality of the purchaser's investment in the Notes under any investment or similar laws or regulations. You should not consider any information in this Offering Memorandum to be legal, business or tax advice. You should consult your own attorney, business adviser and tax adviser for legal, business and tax advice regarding an investment in the Notes.

You should contact the Initial Purchasers with any questions about the Offering, or if you require additional information to verify the information contained in this Offering Memorandum.

None of the Commission, the CNBV or any state or foreign securities commission or any other regulatory authority has approved or disapproved the offering of the Notes nor have any of the foregoing authorities passed upon or endorsed the merits of this offering or the accuracy, adequacy or completeness of this Offering Memorandum. Any representation to the contrary is a criminal offense.

We reserve the right to withdraw the Offering of the Notes at any time. We and the Initial Purchasers also reserve the right to reject any offer to purchase the Notes in whole or in part for any reason and to allot to any prospective investor less than the full amount of Notes sought by such investor.

THE INITIAL PURCHASERS WILL NOT BE UNDER ANY OBLIGATION TO MAKE MARKETS IN THE NOTES AND, TO THE EXTENT THAT ANY SUCH MARKET MAKING IS COMMENCED, IT MAY BE DISCONTINUED AT ANY TIME. ACCORDINGLY, THERE IS NO ASSURANCE THAT SECONDARY MARKETS WILL DEVELOP OR, IF THEY DO DEVELOP, THAT THEY WILL PROVIDE HOLDERS OF THE NOTES WITH ADEQUATE LIQUIDITY OR THAT SUCH LIQUIDITY WILL BE SUSTAINED. PROSPECTIVE INVESTORS SHOULD PROCEED ON THE ASSUMPTION THAT THEY MAY HAVE TO BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE NOTES UNTIL MATURITY.

IN CONNECTION WITH THE OFFERING, THE INITIAL PURCHASERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. SUCH STABILIZING TRANSACTIONS, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME. NEITHER WE NOR THE INITIAL PURCHASERS MAKE ANY REPRESENTATION THAT THE REPRESENTATIVES WILL ENGAGE IN SUCH TRANSACTIONS. SEE "PLAN OF DISTRIBUTION."

FORWARD-LOOKING STATEMENTS

This Offering Memorandum contains forward-looking statements. Examples of such forward-looking statements include, but are not limited to: (i) statements regarding our results of operations and financial position; (ii) statements of plans, objectives or goals, including those related to our operations; and (iii) statements of assumptions underlying such statements. Words such as "aim," "anticipate," "believe," "could," "estimate," "expect," "forecast," "guidance," "intend," "may," "plan," "potential," "predict," "seek," "should," "will" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution investors that a number of important factors could cause actual results to differ materially and adversely from the plans, objectives, expectations, estimates and intentions expressed or implied in such forward-looking statements, including the following factors:

- general market, economic, social and political conditions, particularly in Mexico, as well as the effects of economic cycles in Mexico and other financial markets and global protectionist trends;
- fluctuations in the value of the Mexican peso, and changes in inflation and interest rates in Mexico and globally;
- our business and investment strategy of anchoring our investments in industrial facilities, which may subject us to risks of the sector in which we operate but uncommon to other FIBRAs or companies that invest primarily in a broader range of real estate assets;
- economic trends in the industries or the markets in which our customers operate, and the performance and financial condition of our customers;
- our expectations regarding income, expenses, sales, operations and profitability;
- our concentration of properties in Mexico, including in Mexico City and certain other regions of the country;
- our ability to collect rents from our customers;
- our ability to generate sufficient cash flows to satisfy any future debt service obligations and to pay cash dividends to holders of our *Certificados Bursátiles Fiduciarios Inmobiliarios* ("CBFIs"), as required under the FIBRA regime;
- limitations on our activities imposed by our financing arrangements;
- our ability to obtain necessary third-party financing on favorable terms or at all;
- competition in our industry and markets;
- our ability to lease any of our properties;
- our ability to maintain or increase our rents and occupancy rates;
- our ability to successfully engage in strategic acquisitions of properties;
- our ability to successfully expand into new markets;
- contingent liabilities arising from acquired properties;
- our ability to integrate acquisitions;
- illiquidity in the real estate market;

- our ability to maintain adequate insurance for our properties;

- obstacles to commerce, including tariffs or import taxes and changes to the existing commercial policies, and changes to or withdrawal from free trade agreements, including the United States-Mexico-Canada Agreement ("USMCA"), of which Mexico is a member that might negatively affect our current or potential clients or Mexico in general;

- laws and government regulations that affect us and interpretations of those laws and regulations, including changes in tax laws and regulations affecting FIBRAs, changes in environmental, real estate and zoning laws and increases in real property tax rates;

- changes in the capital markets in general that could affect the policies or attitudes regarding investment in Mexico or in securities issued by Mexican companies or vehicles, such as FIBRAs;

- the effects of a pandemic or other public health emergency and any government measures implemented in response thereto on the global and Mexican economy, including our operations and our customers;

- natural disasters or social unrest, or other conditions outside of our control, that may affect our properties;

- risks associated with cybersecurity incidents and disruptions, delays or failures in our information technology systems;

- our dependence on the ability of our Manager to manage our business, implement our growth strategy and administer and maintain our properties;

- actual and potential conflicts of interest between us, on the one hand, and our Manager and other affiliates of Prologis, on the other hand;

- our ability to maintain our qualification as a FIBRA; and

- the risk factors discussed under the sections entitled "Risk Factors" in this Offering Memorandum.

Should one or more of these factors or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially and adversely from those described herein as anticipated, believed, estimated, expected, forecast or intended. Prospective investors should read the sections entitled "Risk Factors" in this Offering Memorandum.

In light of these risks, uncertainties and assumptions, the forward-looking events described in this Offering Memorandum may not occur. These forward-looking statements speak only as to the date of this Offering Memorandum, and we undertake no obligation to update or revise any forward-looking statement, including any forward-looking statements discussed in reports filed with the CNBV and the Mexican Stock Exchange (*Bolsa Mexicana de Valores, SAB de CV*) by FIBRA Prologis under the heading "Risk Factors," whether as a result of new information or future events or developments. Additional factors affecting our business emerge from time to time and it is not possible for us to predict all of these factors, or to assess the impact of all such factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially and adversely from those contained in any forward-looking statement. We cannot assure you that any of the plans, intentions or expectations reflected in or suggested by forward-looking statements in this Offering Memorandum will be achieved. In addition, you should not interpret statements regarding past trends or activities as assurances that those trends or activities will continue in the future. All written, oral and electronic forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

PRESENTATION OF FINANCIAL AND CERTAIN OTHER INFORMATION

Certain Defined Terms

Unless otherwise specified or the context otherwise requires, references in this Offering Memorandum to:

- "the Issuer" or "the trust" means the Mexican trust created pursuant to the Irrevocable Trust Agreement number 1721, in which Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria acts as trustee, and does not include any of the Issuer's subsidiaries;

- "FIBRA Prologis," "FIBRAPL," "we," "us" and "our" mean the Issuer and its subsidiaries, collectively;

- "the Trustee" means Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, solely in its capacity as trustee of the Issuer and not in its individual capacity;

- "Terrafina" means Fideicomiso Irrevocable 6274, Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria (formerly, Fideicomiso Irrevocable número F/00939);

- "Prologis" means Prologis, Inc., our largest shareholder, and its subsidiaries and affiliates; and

- "our Manager" means Prologis Property México, S.A. de C.V., a Mexican corporation (*sociedad anónima de capital variable)* and an affiliate of Prologis, solely in its capacity as manager of the Issuer.

Financial Information

This Offering Memorandum includes the following financial statements:

- audited consolidated financial statements of FIBRA Prologis as of and for the years ended December 31, 2024 and 2023, together with the notes thereto, prepared in accordance with the IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), included as Annex A hereto;

- audited financial statements of FIBRA Prologis as of and for the years ended December 31, 2023 and 2022, together with the notes thereto, prepared in accordance with the IFRS issued by the IASB, included as Annex B hereto;

- unaudited interim consolidated condensed financial statements of FIBRA Prologis as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, together with the notes thereto, prepared in accordance with International Accounting Standard 34 as issued by the IASB, included as Annex C hereto;

- audited consolidated financial statements of Terrafina and its subsidiaries as of and for the years ended December 31, 2024 and 2023, together with the notes thereto, prepared in accordance with IFRS as issued by the IASB, included as Annex D hereto, which have been audited by PricewaterhouseCoopers, S.C., independent auditors, as stated in their reports appearing herein (on April 4, 2025, KPMG Cárdenas Dosal, S.C., was appointed as the new auditors of Terrafina for the period beginning with January 1, 2025); and

- unaudited pro forma consolidated condensed financial statements of the Issuer for the year ended December 31, 2024, which combine the historical results of the Issuer and Terrafina, giving effect to the acquisition of Terrafina by the Issuer as if such transaction had occurred on January 1, 2024, included in this Offering Memorandum under the heading "Unaudited Pro Forma Consolidated Condensed Financial Statements."

Non-IFRS Information

This Offering Memorandum includes certain financial measures which are not financial measures under IFRS, namely: Net Operating Income ("NOI"), Same Store NOI, and Funds From Operations ("FFO"), as modified by FIBRA Prologis. See "Summary Historical and Pro Forma Financial Information—Supplemental Non-IFRS Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations" for the definitions and reconciliations from IFRS measures to these financial measures.

NOI, Same Store NOI and FFO, as modified by FIBRA Prologis, and the other measures included in this Offering Memorandum, have limitations as analytical tools, and you should not consider such measures either in isolation or as a substitute for other methods of analyzing our results as reported under IFRS. Because not all companies use identical calculations, the presentation of NOI, Same Store NOI and FFO, as modified by FIBRA Prologis, and the other measures included in this Offering Memorandum, may not be comparable to other similarly titled measures of other companies. Our management believes that these financial measures provide useful information to investors and financial analysts in their review of our operating performance and their comparison of our operating performance to the operating performance of other companies in our industry and other industries. These are supplemental financial measures that are not presented in accordance with IFRS and, accordingly, you are cautioned not to place undue reliance on this information.

Currency Information

In this Offering Memorandum, references to "Mexican pesos", "Pesos" or "Ps." are to the lawful currency of Mexico; references to "Dollars", "U.S. dollars", "$" or "US$" are to the lawful currency of the United States of America.

As a reporting company in Mexico, we present our financial statements in Mexican pesos, our presentation currency. Because the majority of our ordinary course transactions, including our debt financings, some of our lease agreements, and property investments, are denominated in U.S. dollars, we use U.S. dollars as our functional currency. We prepare our financial statements in U.S. dollars, our functional currency, and for presentation purposes we translate the financial statements into Mexican pesos, our presentation currency.

In preparing our financial information in our functional currency, transactions in currencies other than U.S. dollars are converted into U.S. dollars at the rates of exchange prevailing at the date of the transaction. Equity items are converted at the historical exchange rates. At the end of each reporting period, monetary items denominated in Mexican pesos are translated into U.S. dollars at the exchange rates as of such date. Non-monetary items carried at fair value that are denominated in Mexican pesos are converted into U.S. dollars at the exchange rates as of the date when the fair value was determined. Exchange rate differences on monetary items are recognized in profit or loss in the period in which they arise.

For purposes of presenting our consolidated financial statements in our presentation currency, our consolidated statements of financial position are translated into Mexican pesos using the exchange rates as of the end of the reporting period. Income, expenses and equity items are translated at the exchange rate prevailing at the date of the relevant transactions. Any exchange rate differences are recognized as other comprehensive income.

U.S. dollar amounts included in this Offering Memorandum are based on our consolidated financial statements prepared in our functional currency, which is the U.S. dollar. Mexican peso amounts included in this Offering Memorandum are based on our consolidated financial statements as presented for reporting purposes.

Rounding

We have made rounding adjustments to present some of the figures included in this Offering Memorandum. As a result, numerical figures shown as totals in some tables may not be the arithmetic aggregations of the figures that precede them.

Industry and Market Data

Market data and other statistical information used throughout this Offering Memorandum are generally based on our own internal research and/or on independent industry publications, government publications, reports by market research firms or other published independent sources. Although we believe these various sources are reliable, neither we nor the Initial Purchasers or the Mexican underwriters have independently verified the information and cannot guarantee its accuracy or completeness, including information based on our own or Prologis' research. In addition, these sources may use different definitions of the relevant markets than those we present. Data regarding our industry are intended to provide general guidance but are inherently imprecise and, accordingly, you are cautioned not to place undue reliance on this data.

Measurement Data

The standard measure of area in the real estate market in Mexico is the square meter (m^2), while in the United States the standard measure is the square foot (sq. ft.). Unless otherwise specified, all units of area shown in this Offering Memorandum are expressed in terms of square feet. Ten square feet is equal to approximately 0.929 square meters. Certain percentages and totals may not sum due to rounding.

Public Information

The Issuer is a publicly-traded FIBRA. None of the information disclosed to investor in the web pages of the CNBV, the Mexican Stock Exchange or the Issuer in order to comply with Mexican laws and regulations is a part of this Offering Memorandum.

SUMMARY

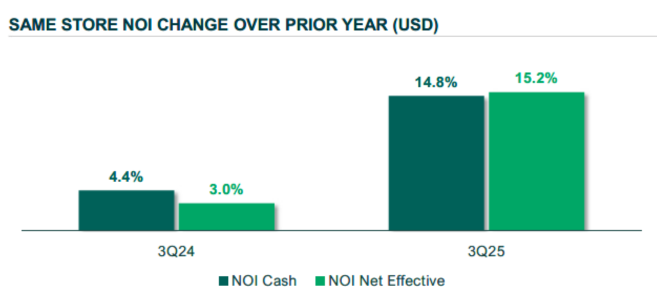
This summary highlights information contained elsewhere in this Offering Memorandum. Since it is a summary, this section does not contain all the information that you should consider before investing in the Notes. Before investing in the Notes, you should read this entire Offering Memorandum, including the "Risk Factors," beginning on page 19 of this Offering Memorandum and the information contained in the Annexes, for a more complete understanding of our business and important risks that you should consider before participating in the Offering.

Overview

We are a publicly-traded Mexican FIBRA with the purpose of acquiring and managing real estate assets for industrial activities in Mexico. We are managed by Prologis Property Mexico, S.A. de C.V., an affiliate of Prologis Inc. ("Prologis"), which is a U.S.-incorporated real estate investment company listed on the New York Stock Exchange with a market capitalization of US$109 billion as of September 30, 2025. Prologis is a global leading owner, operator and developer of industrial real estate, focused on global and regional markets across the Americas, Europe and Asia. As of September 30, 2025, Prologis owned, directly as sole owner or through joint ventures, real estate assets and real estate developments totaling 1.3 billion square feet (120 million square meters) in 20 countries. Prologis leases modern industrial facilities to a diverse group of more than approximately 6,500 customers primarily within two main categories, business-to-business and retail/online delivery, including manufacturers, retailers, carriers, logistics service providers and other businesses.

As of September 30, 2025 FIBRA Prologis' total portfolio was comprised of 515 investment properties, totaling 87.0 million square feet (8.1 million square meters). This includes 348 strategically located logistics and manufacturing facilities in six core industrial markets in Mexico with a total gross leasing area ("GLA") of 65.7 million square feet and excludes the non-strategic properties (our "Operating Portfolio"). As of September 30, 2025, the occupancy rate of our Operating Portfolio was 98.0%. Of our Operating Portfolio, 61.8% (measured by its GLA) is located in consumer markets comprised of key logistics markets in Mexico City (including its metropolitan area), Guadalajara and Monterrey and 38.2% is located in key manufacturing markets located in Reynosa, Tijuana and Ciudad Juárez. As of September 30, 2025, 77.3% of our annualized net effective rent ("Net Effective Rent" or "NER", which is calculated at the beginning of the lease using annualized estimated total cash (including base rent and expense reimbursements)) was denominated in Dollars and 22.7% of our annualized Net Effective Rent was denominated in Pesos. As of September 30, 2025, our properties had a Net Effective Rent per square foot leased of US$7.24 compared to average market rent per square foot of US$10.01.

We also use same-store analysis to evaluate the performance of our Operating Portfolio. The population of the properties in this analysis is consistent from period to period, which eliminates the effects of changes in portfolio composition on performance metrics. In our view, the factors that affect rental revenues, rental expenses and NOI in the same store portfolio are generally the same as they are across the total portfolio. Our same store is measured in U. S. dollars and includes the effect of year-over-year movements in the Mexican peso. See "Summary Historical and Pro Forma Financial Information—Supplemental Non-IFRS Data" for the definitions and reconciliations from IFRS measures to these financial measures.



Our goal is to continue the acquisition, ownership and management of industrial complexes in Mexico, as well as to increase the value of FIBRA Prologis, while maintaining a portfolio that generates stable dividends and achieves long-term capital growth through acquisitions and proactive portfolio management. We aim to achieve that goal through the performance of our portfolio of high-quality industrial complexes, world-class management and corporate governance, as well as access to Prologis' global platform, industry expertise and network. To reinforce this objective, in August 2024, November 2024 and November 2025, we acquired a controlling share of Terrafina through a tender offer for Terrafina's CBFIs. Terrafina is a trust with an industrial portfolio created mainly to acquire, develop, lease and manage real estate properties in Mexico, as well as to provide financing for such purposes secured by the respective related leased real estate properties. At the time of the initial acquisition in August 2024, Terrafina managed approximately 42.2 million square feet of industrial real estate across several key markets in Mexico, which included 288 industrial warehouses and 4 land bank properties. We are continuously analyzing strategic and growth opportunities in the Mexican market, which may include, without limitation, the purchase of individual properties, portfolio acquisitions, or capital market transactions similar to the public tender offers we have previously carried out for Terrafina's CBFIs.

Since our initial public offering in Mexico on June 4, 2014, the size of our real estate portfolio based on third-party appraisals increased by 441% (net of drawdowns), from US$1.6 billion (net of drawdowns) to US$9.2 billion as of September 30, 2025. Since our initial public offering, the size of our portfolio has increased from 29.7 million square feet to 87.0 million square feet (not including joint ventures), as of September 30, 2025, representing a compound annual growth rate of 9.9%. These figures include the entirety of our portfolio, including assets that are expected to be disposed of and are not part of our six core markets.

We believe that our experience of owning and operating strategically located industrial real estate in Mexico will allow us to take advantage of the opportunities arising from the future growth of one of the largest economies in Latin America, as well as yield attractive returns for our investors through the generation of stabilized dividend income, the constant growth of our portfolio and the growth of invested capital. We believe our portfolio will benefit as our clients pursue well-located, high-quality industrial real estate in the country's most desirable markets. In the face of possible changes, we are staying closer than ever to our customers. We understand their needs and partner with them to help them grow and improve the efficiency of their businesses.

Our Strengths

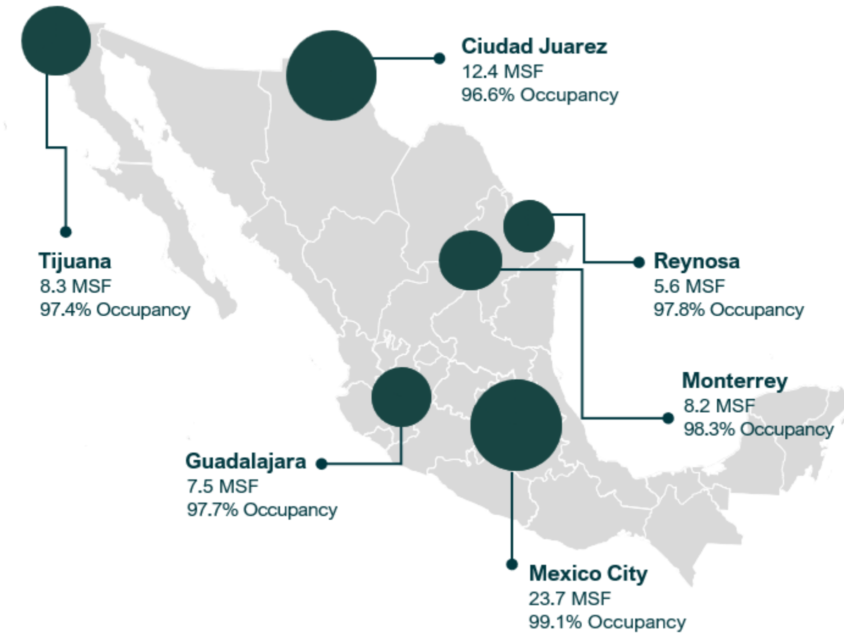
One of the largest industrial real estate platforms in premier economic markets in Mexico.

We are a market leader in Mexico's industrial real estate sector, operating at a scale and quality that sets us apart. As of September 30, 2025, our Operating Portfolio is comprised of 348 modern logistics and manufacturing facilities, totaling 65.7 million square feet of GLA across Mexico's most important industrial and logistics hubs, including Mexico City, Ciudad Juarez, Tijuana, Monterrey, Guadalajara, and Reynosa. These markets are the backbone of the country's manufacturing, distribution, and cross-border trade. Our assets under management stand at US$9.2 billion, reflecting the trust that global capital and top-tier tenants place in our platform.

We have built a platform that not only delivers scale but also operational excellence. As of September 30, 2025, our Operating Portfolio's period-end occupancy rate was 98.0%, our weighted average lease term was 37.3 months and the average term of leases commenced was 64 months, collectively providing stability and visibility to our cash flows. Our Operating Portfolio's properties have an average age of 19 years, reflecting a modern and well-maintained portfolio. Our properties are strategically located to maximize connectivity to highways, ports, and border crossings, ensuring our customers have seamless access to both domestic and U.S. markets. We offer industrial facilities that support e-commerce growth, cross-border trade, and efficient supply chains, while maintaining a balance between location and functionality to serve leading industries. This strategic presence and substantial scale continue to shape Mexico's industrial real estate landscape. As of September 30, 2025, 87% of the properties in our Operating Portfolio were Class A/A+ buildings (representing the highest quality buildings in their market) and 86.7% were located in master-planned parks which are hubs of industrial buildings with controlled access and shared amenities.

Our disciplined portfolio management and focus on premier locations have enabled resilient performance through market cycles. This positions us to capture ongoing demand from e-commerce, cross-border trade, and supply chain optimization. As a result, FIBRA Prologis is a partner of choice for global and domestic occupiers seeking best-in-class industrial real estate in Mexico.

The following map illustrates the Mexican cities where our properties are located as of September 30, 2025.



The table below sets forth certain key information with respect to our properties as of September 30, 2025:

Market	Number of Properties	Total GLA (thousands of sq. ft.)	Percentage of GLA	Occupancy Percentage(1)	Net Effective Rent(2) (thousands of US$)	Net Effective Rent(3) (per sq. ft.)	Percentage of Net Effective Rent(2)
Global Logistics Markets							
Mexico City(4)	103	23,664	27.2%	99.1%	183,856	US$7.84	39.5%
Monterrey	38	8,193	9.4%	98.3%	54,255	US$6.74	11.6%
Guadalajara	33	7,517	8.6%	97.7%	50,463	US$6.87	10.8%
Subtotal	174	39,374	45.2%	98.7%	288,574	US$7.43	61.9%
Regional Manufacturing Markets							
Tijuana	60	8,307	9.6%	97.4%	63,204	US$7.81	13.5%
Reynosa	32	5,575	6.4%	97.8%	37,858	US$6.94	8.1%
Ciudad Juárez	82	12,451	14.3%	96.6%	76,988	US$6.40	16.5%
Subtotal	174	26,333	30.3%	97.1%	178,050	US$6.96	38.1%
Total Operating Portfolio	**348**	**65,707**	**75.5%**	**98.0%**	**466,624**	**US$7.24**	**100.0%**
VAA Mexico City(5)	1	197	0.2%	100%	n.m.	n.m.	n.m.
Other investment properties(A)	8	60	0.1	100%			
Other investment properties(B)	158	21,004	24.2	94.3%			
Total Properties	**515**	**86,968**	**100.0%**				

"n.m." means not meaningful.

(1) Percentage of Total GLA occupied by customers.
(2) Net Effective Rent is calculated at the beginning of the lease using annualized estimated total cash (including base rent and expense reimbursements) to be received over the term of the lease.
(3) Net Effective Rent per square foot is calculated by dividing the Net Effective Rent by the occupied square feet of the lease.
(4) The Mexico City market includes the municipalities: Lerma, Tepotzotlán, Cuatitlán, Huehuetoca, Toluca Tultitán and Cuautitlán Izcalli.
(5) Value-Added Acquisitions ("VAA") are non-stabilized properties which are not included in our operating portfolio.
(A) Includes seven office properties with an area of 38,861 sq ft and one data center located in Guadalajara with an area of 21,528 sq ft.
(B) Includes the Terrafina properties in non-core markets that are not included in the Total Operating Portfolio as there is no intent to operate them in the long term, along with a building that was completely destroyed as a result of a fire.

Highly diversified asset base with strong multinational tenants.

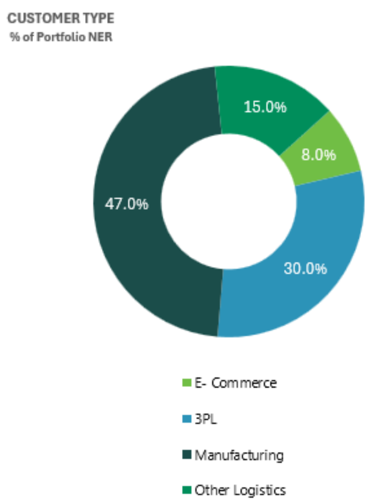
Our Operating Portfolio of properties is diverse in terms of geography, customers, currency mix of our leases and exposure to several industrial sectors.

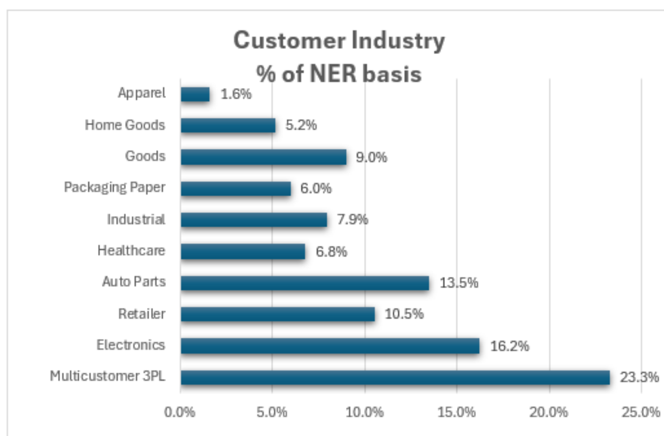
As of September 30, 2025, our Operating Portfolio had 347 customers with 510 leases, a weighted average remaining lease term of 37.2 months and 72.3% of our Net Effective Rent corresponded to customers that are, or are affiliated with, multinational companies. We believe that this broad and diverse customer base lessens our dependence on any one customer and reduces the potential impact and severity of any negative developments that may occur in the geopolitical environment. Our tenant base is anchored by leading Mexican companies and world-class multinational corporations, including Mercado Libre, Amazon, Walmart, Whirlpool, OXXO, and DHL. These are industry leaders who demand high standards in logistics and manufacturing space, and we believe they choose FIBRA Prologis for our quality, reliability, and reach. Importantly, our Operating Portfolio exhibits a low tenant concentration risk. No single customer accounts for more than 8% of our GLA, and our top 10 tenants represent just 22.7% of Net Effective Rent. This enables our cash flows to avoid relying on a single relationship.

In addition, our properties are leased to tenants from a broad range of industries, including manufacturing (47%), third-party logistics (30%), other logistics (15%), and e-commerce (8%). This diversification reduces risk and contributes to stable cash flows. We believe we have built a platform that is resilient to market shifts, with 72.3% of our customers being multinational companies, either directly or through affiliates, reflecting our strong reputation as a landlord of choice for global and domestic firms alike.

Our assets are distributed across Mexico's key consumer-driven and manufacturing-driven markets, with Mexico City representing 39.5% of Net Effective Rent, followed by Ciudad Juarez (16.5%), Monterrey (11.6%), Tijuana (13.5%), Guadalajara (10.8%), and Reynosa (8.1%). We think this geographic spread allows us to capture demand from a wide range of industries and to support our tenants' growth strategies, whether they are focused on nearshoring (companies relocating manufacturing and supply chain operations to be closer to their primary markets, such as moving production from Asia to Mexico), cross-border trade, or domestic distribution.

We believe another key aspect of our Operating Portfolio is the composition of our leases and our currency mix. Approximately 77.3% of our leases are denominated in U.S. dollars, with the remaining 22.7% in Mexican pesos. This provides a natural hedge against currency volatility and aligns our cash flows with the needs of our predominantly multinational client base. In short, our diversified, blue-chip tenant mix, long-lease terms, and balanced currency exposure are the foundation of our financial resilience and our ability to deliver consistent value to our stakeholders.





Note: The information presented in the charts above is as of September 30, 2025.

The table below sets forth the percentage of Net Effective Rent and total GLA of our top ten customers (based on Net Effective Rent), as of September 30, 2025:

Customers	**Industry**	**Percentage of Net Effective Rent**	**Total GLA (thousands of sq. ft.)**
Kühne Holding	Multicustomer 3PL	3.7%	2,310
DSV	Multicustomer 3PL	3.2%	1,583
Amazon	Retailer	2.9%	1,963
Geodis	Multicustomer 3PL	2.8%	1,429
LX International	Multicustomer 3PL	2.3%	992
Mercado Libre	Retailer	1.8%	1,111
Onex	Electronics	1.6%	1,045
Dicka Logistics	Multicustomer 3PL	1.5%	937
Toro	Electronics	1.4%	1,098
Foxconn	Electronics	1.4%	989
Total		**22.6%**	**13,457**

The following table sets forth information with respect to the lease expiration of our properties by GLA and Net Effective Rent as of September 30, 2025:

Lease Expiration Year	**GLA of Expiring Leases(1) (in thousands of sq. ft.)**	**Percentage of Leased Portfolio Expiring**	**Net Effective Rent(2) (in thousands of US$)**	**Percentage of Net Effective Rent(2)**	**Average Net Effective Rent (per sq. ft.)(3)**
2025	4,070	6.3%	25,348	5.4%	US$6.23
2026	12,077	18.7%	76,663	16.4%	US$6.35
2027	8,167	12.7%	59,107	12.7%	US$7.24
2028	11,114	17.3%	78,651	16.9%	US$7.08
2029	7,837	12.2%	56,948	12.2%	US$7.27
Thereafter	21,156	32.8%	169,908	36.4%	US$8.03
Total	**64,421**	**100.00%**	**466,625**	**100.00%**	**US$7.24(4)**

(1) Total GLA of expiring leases does not include properties not under lease.
(2) Net Effective Rent is calculated at the beginning of the lease using annualized estimated total cash (including base rent and expense reimbursements) to be received over the term of the lease.
(3) Net Effective Rent per square foot is calculated by dividing the Net Effective Rent by the occupied square feet of the lease.
(4) Weighted average.

Strong financial performance driven by conservative financial policies and disciplined capital allocation

We believe our disciplined approach to capital allocation has driven strong financial performance. We prioritize investments that deliver long-term value and support sustainable growth. In 2024, we reported NOI of US$384 million and FFO, as modified by FIBRA Prologis, of US$269 million. We maintain prudent leverage, with a leverage ratio of 24.3% as of September 30, 2025, well within covenant limits and among the most conservative in the sector. Our interest coverage ratio was 4.1x, as of September 30, 2025, reflecting disciplined capital management and our focus on maintaining ample liquidity.

We have a clear strategy for managing our capital structure, prioritizing long-term stability and flexibility. Our debt (which is also referred to as "indebtedness" in this Offering Memorandum) is 100% U.S. dollar-denominated, with a weighted average interest rate of 5.1% and a weighted average maturity of 3.5 years. We have proactively refinanced short-term maturities and maintain ample liquidity, with US$1.5 billion (Ps.27.0 billion) available as of September 30, 2025, comprised of US$118.7 million (Ps.2,179.0 million) in cash and US$1.4 billion (Ps.24.8 billion) in undrawn credit facilities. Our commitment to disciplined capital allocation and risk management have enabled consistent growth in NOI (42.2% from FY2023 to FY2024) and FFO, as modified by FIBRA Prologis (30.0% from FY2023 to FY2024). We are committed to disciplined capital allocation, investing in high-quality assets and development opportunities that meet our strict underwriting criteria and support long-term value creation for our stakeholders.

Supportive market fundamentals driving demand for Mexico industrial real estate

Mexico's industrial real estate market is underpinned by favorable macroeconomic trends, including nearshoring, export-driven manufacturing, and the rapid expansion of e-commerce, that are driving unprecedented demand for modern logistics and manufacturing space. Mexico's proximity to the U.S., its integrated supply chains, and its position as the world's largest trading partner with the U.S. have made it a magnet for investment and a critical node in global commerce.

E-commerce penetration in Mexico remains below other major Latin American economies, indicating significant growth potential. E-commerce requires three times the logistics space of traditional retail, and as platforms invest to expand their footprint, demand for high-quality industrial facilities continues to accelerate. Industrial real estate market volume and rents have shown sustained growth, with gross leasable area expanding by 175 million square feet over the last three years and market rents rising from US$4.5 per square foot a year in 2019 to US$7.0 per square foot a year in 2024 . Our strategic presence in Mexico's prime logistics and manufacturing corridors positions us to benefit from these supportive fundamentals, capturing demand from both domestic and international tenants. We are seeing strong embedded rent growth, with a 39.7% market rent spread to in-place rents and an average contractual rent escalator of approximately 3.0%. Our portfolio is designed to support the needs of e-commerce, cross-border trade, and supply chain optimization, making FIBRA Prologis the platform of choice for occupiers seeking to capitalize on Mexico's unique market opportunity.

Backed by Prologis, a global leader in industrial real estate, benefitting from world-class expertise, operational best practices, and a history of industry success

We believe our relationship with Prologis is a defining strength for FIBRA Prologis. Prologis is the world's largest logistics real estate company, with US$215 billion in assets under management and a global portfolio of 1.3 billion square feet across 20 countries, including 803 million square feet in the United States, 252 million square feet in Europe, and 114 million square feet in Asia. Prologis has more than 6,500 customers worldwide and over 40 years of experience, setting the global standard for industrial real estate investment, development, and management.

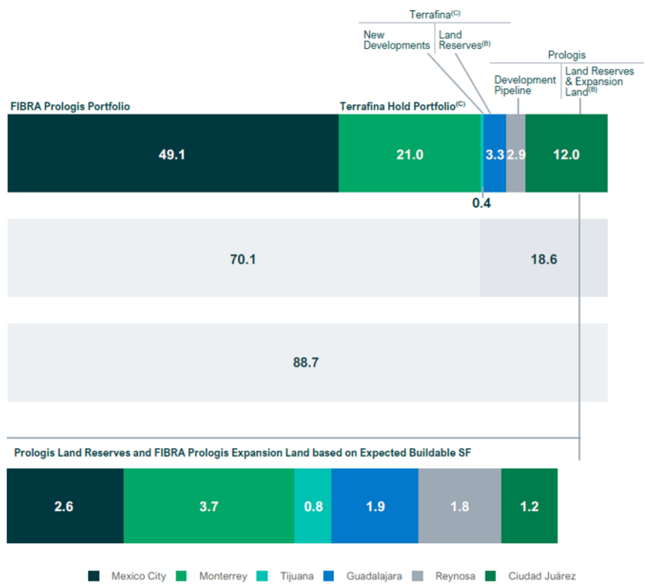
Prologis' 34.6% ownership stake in FIBRA Prologis is not just a financial investment, it is a strategic partnership that gives us direct access to the resources, expertise, and operational playbook of the industry's global leader. We believe this translates into real advantages for our business. We benefit from Prologis' proprietary research and data analytics, which helps inform our market selection, asset management, and customer solutions. We believe that their global customer relationships and reputation for reliability contributes to open doors to new leasing opportunities and help us attract and retain blue-chip tenants, including many of the world's top manufacturers, logistics providers, and e-commerce leaders such as DHL and Amazon.

Operationally, we aim to leverage Prologis' best-in-class property management systems, digital infrastructure, and risk management protocols. We believe this means our assets are managed with the same rigor and efficiency as Prologis' global portfolio, which we believe contributes to higher tenant satisfaction, lower operating costs, and superior asset performance. Our teams collaborate closely with Prologis on everything from development and construction standards to leasing strategies and customer service, as we aim to be at the forefront of industry trends and operational excellence.

Our access to Prologis' global development pipeline and capital allocation discipline allows us to pursue high-quality growth opportunities and maintain a best-in-class asset base. Our objective is to bring new, state-of-the-art facilities to market faster and more efficiently than our peers, as we have exclusive rights to acquire assets from Prologis' proprietary pipeline in Mexico. We think this gives us a unique edge in sourcing, underwriting, and executing on new investments, and ensures that our portfolio remains modern, relevant, and positioned for long-term value creation.

In addition, pursuant to an agreement with Prologis, we have access to Prologis' development pipeline through (i) a right of first refusal to acquire certain investment properties in Mexico if and when disposed of by Prologis, and (ii) an exclusive right granted by Prologis to us pursuant to which Prologis will offer to us first all investment opportunities to acquire all stabilized and not yet stabilized industrial properties (other than development or redevelopment projects) in Mexico that are being offered for sale by third parties and that comply with our investment guidelines.

The following chart sets forth certain information related to FIBRA Prologis' portfolio and land bank by market as of September 30, 2025 (in millions of square feet):



B. Based on expected buildable square feet.
C. Includes Joint Ventures. All new developments held in Joint Ventures (unconsolidated entities).

Robust corporate governance and experienced management team with a strong focus on sustainability

We are managed by a highly experienced team with a proven track record in real estate, capital markets, and financial management. We believe FIBRA Prologis operates with a strong foundation of corporate governance that prioritizes transparency, accountability, and alignment with stakeholder interests. From a governance perspective, Prologis' active involvement in our technical committee and strategic planning ensures that we operate with high standards of transparency, accountability, and alignment with global institutional investors. Their presence provides an additional layer of oversight and expertise, supporting our commitment to best-in-class corporate governance and long-term value creation for all stakeholders.

Our governance framework features independent audit, practices, and debt committees to promote transparency, accountability, and alignment with stakeholder interests. Some major decisions, such as acquisitions or sales of assets that represent 5% or more of the value of the estate of FIBRA Prologis (but less than 20%) or related party transactions, are overseen by our Technical Committee. This committee consists of 11 members, 54.5% of whom are independent, and collectively bring expertise in finance, real estate, sustainability, risk management, and executive leadership.

Prologis operates one common global impact and sustainability platform across all its entities, including FIBRA Prologis. Our Manager's five sustainability goals are to (i) provide industry-leading, energy-efficient buildings that meet or exceed recognized sustainable development standards and reduce customer operating costs, promote health and well-being and enhance the communities where we do business; (ii) meet or exceed recognized standards for sustainable development to deliver projects that enable our customers to operate more efficiently and our communities to prosper more sustainably; (iii) engage employees in every office on the topics of health and wellness and connect them to ongoing strategies to reduce our environmental footprint; (iv) partner with community organizations to support environmental, educational and related initiatives; and (v) engage suppliers to uphold our supplier code of conduct.

At FIBRA Prologis, being a responsible and engaged neighbor is at the heart of our social responsibility efforts. We are focused on making our operations more sustainable and efficient. Importantly, we contribute to our clients' and suppliers' competitiveness and society's well-being, while seeking to minimize our environmental impact and related climate change risks. All new buildings feature high-efficiency fixtures and common areas use native low-water plants with drip irrigation, resulting in water usage that is 50% below the industry standards.

As of December 31, 2024, approximately 87% of our property portfolio utilized LED lighting (compared to 81%, 77.7%, 62.3% and 50% as of December 31, 2023, 2022, 2021 and 2020, respectively). In addition, as of December 31, 2024, 91.5% of the properties in our portfolio had sustainable building certifications (compared to 95%, 90%, 77% and 44% as of December 31, 2023, 2022, 2021 and 2020, respectively) covering 42 million square feet (compared to 41.1, 23.0, 20.6 and 13.2 million square feet as of December 31, 2023, 2022, 2021 and 2020, respectively). Importantly, we have achieved certifications such as LEED and BOMA BEST, among others.

Prologis is committed to achieving net-zero greenhouse gas emissions across its value chain by 2040 from a 2019 baseline. Prologis' goal has been validated by the Science Based Targets initiative. As of full year 2024, FIBRA Prologis has reduced Scope 1 and 2 emissions by 39% versus the 2019 baseline, in support of the Prologis decarbonization goals. Our ongoing efforts include transitioning all offices to electric systems, electrifying our vehicle fleet, and prioritizing energy efficiency projects such as installing LED lighting, upgrading HVAC systems, and mandating energy-efficient equipment in all facilities. To date, we have expanded our solar and energy storage capacity to 18 MW. We are addressing emissions in our supply chain by piloting low-carbon construction materials, including low-emissions concrete and steel, and investing in innovative technologies to reduce embodied emissions. We actively collaborate with researchers, suppliers, and customers to scale these solutions.

For the fifth consecutive year, we have been named a Real Estate Sector Leader by GRESB, a distinction that reflects our leadership in ESG performance.

Our Strategies

Continue growing through the acquisition of stabilized assets that generate value for our certificate holders

We remain committed to expanding our portfolio through the acquisition of stabilized assets that deliver value for certificate holders. Through our exclusivity agreement with Prologis, we have access to a portfolio of properties that allows us to increase our real estate investments. We believe exclusive access to Prologis' development pipeline and landbank provides us with direct access to top-tier buildings and prime locations serving as possible growth avenues for our portfolio. As of September 30, 2025, Prologis' development pipeline and landbank comprised 14.9 million square feet of potential additional GLA. We expect that some of these properties may be offered to FIBRA Prologis in the future.

We are also constantly evaluating acquisition opportunities of third-party assets, which depend on availability of assets that meet our standards for quality and location. We have a dedicated team actively searching and evaluating opportunities in the market, to ensure we identify accretive transactions aligned with our strategy. Our management has a long track record in acquisition transactions and is familiar with negotiation processes.

All potential acquisitions, whether from Prologis or third parties, are evaluated by management with consideration of real estate and capital market conditions and are subject to approval by our Investment Committee, with related party transactions approved by independent members of the Technical Committee. We believe that our deep expertise, combined with our solid balance sheet, positions us to capitalize on these investment opportunities.

Consolidate our presence in our core markets

We believe that the location of our assets gives us a strong advantage in the market and is central to our ongoing success. Our growth strategy is centered on expanding within Mexico's most important consumption and manufacturing markets, by prioritizing supply-constrained, high-velocity industrial hubs located near major population centers, large labor pools, and extensive transportation infrastructure.

More specifically, we intend to consolidate our presence in Mexico City's metropolitan area, Monterrey, Guadalajara and key cities within Mexico's northern border markets, such as Ciudad Juarez, Tijuana and Reynosa. These locations have benefitted from favorable dynamics such as the expansion of e-commerce and nearshoring, contributing to stronger rent growth and lower vacancy in comparison with other markets. The limited supply of industrial space in these areas support attractive replacement cost dynamics and long-term value creation.

According to the Mexican national institute of statistics and geography (INEGI), our core markets represent 47% of the country's gross domestic product ("GDP"), with a total population of 48 million, and have significant exposure to third-party logistics, electronics and autoparts, which accounted for 23%, 16% and 14% of our Net Effective Rent, respectively, as of September 30, 2025.

As part of our strategy to focus on our core markets, we will continue to divest non-core assets acquired through Terrafina's portfolio, while ensuring attractive terms to drive value generation for certificate holders.

Leveraging our sponsor's market insights and sector expertise

We will continue to leverage our relationship with Prologis as sponsor to capitalize on world-class market insights and experience in the logistics and industrial real estate sectors. Prologis' well-established platform in Mexico provides FIBRA Prologis with access to revenue management, top-notch systems and best-in-class real estate design teams. We also benefit from Prologis' deep financial experience and longstanding relationships with top international banks, which facilitate access to financing solutions.

Focus on maintaining high quality standards in our properties

We place strong emphasis on maintaining high quality standards across our portfolio, which consists of highly functional Class A industrial facilities built to modern specifications. We believe that the quality of our properties, distinguishes us from many of our competitors in Mexico and represent the top tier of buildings in their respective markets. These properties are designed to meet the evolving requirements of tenants. A significant portion of our Operating Portfolio was developed by Prologis and constructed to high international standards, with 86% of our Operating Portfolio classified as Class A by SiiLA, a real estate data analytics firm. Our objective is for these facilities to uphold high operating standards, featuring park-level security, direct access to major thoroughfares, ample parking for trailers and large trucks, and robust maintenance practices. The buildings are designed with ample column spacing, flexible and divisible floors, high ceilings, large truck bays, multiple loading and unloading platforms, and reliable vehicular access, accommodating both single and multiple tenants.

We believe our established maintenance schedule and ongoing monitoring of our properties ensure that all our assets consistently deliver optimal quality for our clients, supporting long-term tenant satisfaction and portfolio performance.

Preserve our diversified and robust tenant base

We consider that our widely diversified and high-quality customer base is fundamental to our operations. Our extensive and reliable clients include many of the world's leading companies, which we believe has contributed to a robust customer retention ratio of 81.7% as of the third quarter of 2025. This strong tenant mix underpins our ability to generate predictable and stable cash flows. We intend to continue developing and nurturing relationships with our tenants and continue leveraging from access to top-tier multinationals supported by Prologis' global relationships.

We maintain a highly diversified tenant base, with over 340 tenants and the top 10 tenants accounting for only 22.6% of total Net Effective Rent as of September 30, 2025. We believe that we have limited concentration risks, with no single tenant representing more than 5% of total GLA or Net Effective Rent in the same period. This diversification also extends across industry segments, with no customer industry accounting for more than 25% of total Net Effective Rent.

Maintain top-notch ESG standards

Our business practices are guided by a commitment to environmental stewardship, social responsibility, and governance (ESG), which strengthens our relationships with customers, investors, employees, and the communities where we operate. We have set five sustainability goals: (i) provide industry-leading, energy-efficient buildings that meet or exceed recognized sustainable development standards, reduce customer operating costs, promote health and well-being, and enhance the communities where we do business; (ii) meet or exceed recognized standards for sustainable development to deliver projects that enable our customers to operate more efficiently and our communities to prosper more sustainably; (iii) engage employees in every office on health and wellness topics and connect them to ongoing strategies to reduce our environmental footprint; (iv) partner with community organizations to support environmental, educational, and social initiatives; and (v) engage suppliers to uphold our supplier code of conduct.

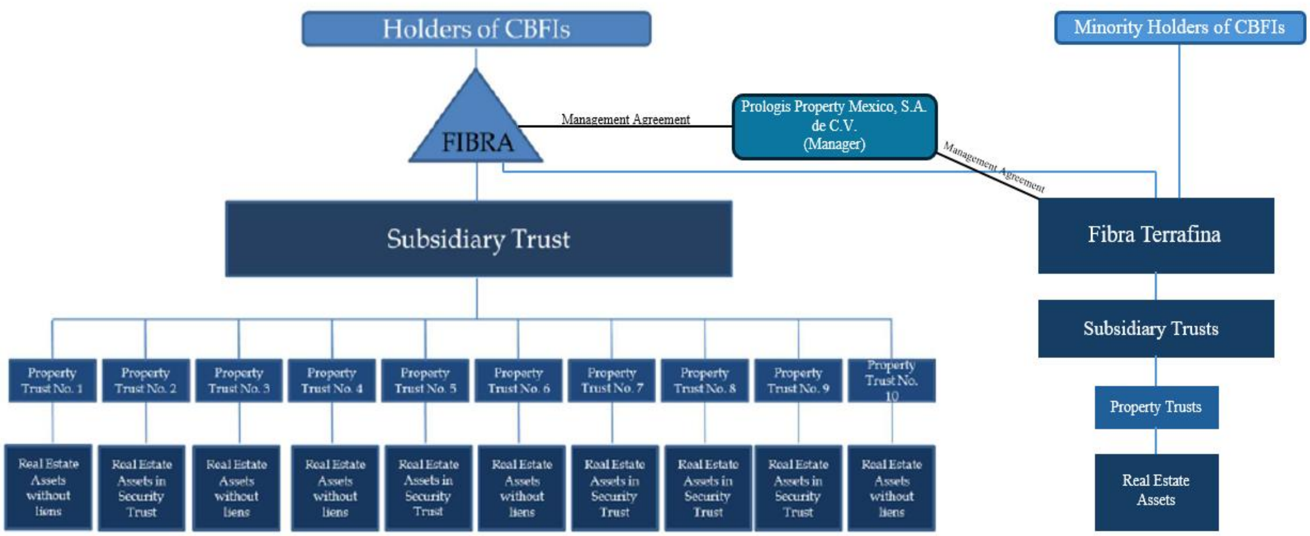
Our strategy includes a clear path to achieving net zero carbon emissions by 2040, in alignment with Prologis' global objectives.

Recent Developments

In November 2025, we completed a tender offer for 77,093,907 Terrafina CBFIs representing 9.81% of the outstanding Terrafina CBFIs. Following the completion of this tender offer, FIBRA Prologis owns 99.82% of the outstanding Terrafina CBFIs.

Organizational Structure

The following chart shows an overview of the organizational structure of the Issuer.



THE OFFERING

The following is a brief summary of certain terms of this Offering. For a more complete description of the terms of the Notes, see "Description of the Notes."

Issuer	Fideicomiso Irrevocable 1721, Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, a Mexican trust that is qualified as a real estate investment trust for Mexican federal income tax purposes.
Notes offered	US$500,000,000 aggregate principal amount of 5.500% Senior Notes due 2035.
Maturity	Unless earlier redeemed, November 26, 2035.
Interest payment dates	May 26 and November 26 of each year beginning May 26, 2026.
Ranking	The Notes will be direct, unsecured and unsubordinated obligations of the Issuer. The Notes will rank *pari passu* in right of payment with all other unsecured and unsubordinated indebtedness and other obligations of the Issuer outstanding from time to time. The Notes will be effectively subordinated to all secured indebtedness and other secured liabilities of the Issuer (to the extent of the assets securing such indebtedness and other liabilities). The Notes will be effectively subordinated to all of the secured and unsecured indebtedness and other liabilities of the Issuer's subsidiaries. The Notes are solely the obligations of the Issuer. None of the Issuer's subsidiaries, the Trustee, the Manager, Prologis nor any affiliate of Prologis (other than the Issuer) has any obligation with respect to the Notes. As of September 30, 2025, (i) the Issuer had US$1.0 billion (Ps.19.2 billion) of unsecured and unsubordinated indebtedness, including the Notes, and US$163.9 million (Ps.3,008.1 million) of secured indebtedness and (ii) the Issuer's subsidiaries had US$1.0 billion (Ps.18.7 billion) of indebtedness and other liabilities outstanding.
Covenants	The Issuer will issue the Notes under the Indenture (as defined below). The Indenture will include certain covenants as described herein. Each covenant is subject to a number of important exceptions, limitations and qualifications that are described under "Description of the Notes—Covenants."
Redemption for Tax Reasons	In the event of certain changes to applicable tax laws, or official interpretations thereof, the Issuer is required to pay Additional Amounts on the Notes in excess of a 4.9% withholding tax rate, then the Issuer may, subject to certain conditions, redeem in whole, but not in part, the Notes prior to maturity at a redemption price equal to 100% of the principal amount of the Notes plus accrued and unpaid interest and Additional Amounts, if any, to the date of redemption. See "Description of the Notes—Redemption for Tax Reasons."
Optional redemption	At any time prior to August 26, 2035 for the Notes (three months prior to maturity) (the "par call date"), the Notes will be redeemable in whole at any time or in part from time to time, at the Issuer's option, at a redemption price equal to the greater of: • 100% of the principal amount of the Notes to be redeemed; and • (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the Notes matured on the par call date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the then current Treasury Rate plus 25 basis points less (b) interest accrued to the date of redemption; • plus, in either case, accrued and unpaid interest and Additional Amounts, if any, to, but not including, the redemption date. In addition, on and after the par call date, the Notes will be redeemable in whole at any time or in part from time to time, at the Issuer's option, at a redemption price equal

	to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest and Additional Amounts, if any, to, but not including, the redemption date. See “Description of Notes — Optional Redemption” in this Offering Memorandum.
Use of proceeds..............................	We expect to receive net proceeds from this Offering of approximately US$492.6 million after deducting fees and estimated transaction expenses. We intend to use the net proceeds from this Offering for general corporate purposes, which may include repaying borrowings under a term loan and revolving credit facility and repayment of maturing secured debt.
Additional Amounts.......................	If the Issuer is required to deduct or withhold Mexican or certain other taxes in respect of any payment on the Notes, the Issuer will, subject to certain limitations described in this Offering Memorandum, pay additional amounts to holders of Notes. See “Description of the Notes—Additional Amounts.”
Form and denomination.................	The Notes will be issued only in registered form in minimum denominations of US$200,000 and integral multiples of US$1,000 in excess thereof.
Governing law	The Indenture and the Notes will be, governed by and construed in accordance with, the laws of the State of New York.
Transfer restrictions.......................	The Notes have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction. Unless they are registered, the Notes may be offered only in transactions that are exempt from, or not subject to, the requirements of registration under the Securities Act and the securities laws of any other jurisdiction. See “Plan of Distribution” and “Notice to Investors.” As required under the Mexican Securities Market Law, the Issuer will notify the CNBV of the Offering of the Notes outside of Mexico. The Notes will not be registered in the RNV maintained by the CNBV and may not be offered, or sold publicly or otherwise be subject to brokerage activities in Mexico, except that the Notes may be offered to Mexican qualified and institutional investors, pursuant to the private placement exemptions set forth in Article 8 of the Mexican Securities Market Law.
No registration rights.....................	The Issuer does not intend to register the Notes under U.S. federal or state securities laws or under the securities laws of any other jurisdiction.
No prior market	The Notes will be a new issue of securities with no established trading market. Although the Initial Purchasers have informed us that they currently intend to make a market in the Notes, they are not obligated to do so, and any such market making may be discontinued at any time without notice. Accordingly, the Issuer cannot assure you that a liquid market for the Notes will develop or be maintained. In addition, the ability of the Initial Purchasers to make a market in the Notes may be impacted by changes in any regulatory requirements applicable to the marketing, holding and trading of, and issuing quotations with respect to, the Notes.
Listing..	Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so required, the Notes, if traded on the SGX-ST, will be traded in a minimum board lot size of S$200,000 (or its equivalent in foreign currencies). For so long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, in the event that a global note is exchanged for the Notes in definitive form, the Issuer will appoint and maintain a paying agent in Singapore, where the Notes in definitive form may be presented or surrendered for payment or redemption. In addition, in the event that a global Note is exchanged for the Notes in definitive form, an announcement of such exchange shall be made by the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive certificated Notes, including details of the paying agent in Singapore.

Clearance and Settlement................	The Notes will be cleared through DTC for the accounts of its participants, including Euroclear and Clearstream.
Risk factors.....................................	See "Risk Factors" and the other information in this Offering Memorandum for a discussion of factors you should carefully consider before investing in the Notes.
Indenture Trustee	The Bank of New York Mellon
CUSIP / ISIN..................................	144A: 31575K AA3 / US31575KAA34 Reg S: P40692 AA6 / USP40692AA67

Summary Historical and Pro Forma Financial Information

The following tables present summary financial information for the periods indicated. The summary financial information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical and pro forma financial statements included in this Offering Memorandum. For information on the preparation of the financial information included in the following tables, see "Presentation of Financial and Certain Other Information."

Financial Information

The tables below present historical and pro forma summary financial information of FIBRA Prologis and amounts in Mexican pesos are derived from (i) the audited consolidated financial statements of FIBRA Prologis as of December 31, 2024 and 2023 and for the years then ended, which are included as Annex A hereto, (ii) the unaudited interim consolidated condensed financial statements of FIBRA Prologis as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, which are included as Annex C hereto and (iii) the unaudited pro forma consolidated condensed financial statements of FIBRA Prologis for the year ended December 31, 2024, which are included in this Offering Memorandum under the heading "Unaudited Pro Forma Consolidated Condensed Financial Statements."

The summary historical financial information as of September 30, 2025 and for the nine months ended September 30, 2025 and 2024 have been derived from our unaudited interim consolidated condensed consolidated financial statements, which have been prepared on a basis consistent with our audited consolidated financial statements. In the opinion of management, such unaudited financial information reflects all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of the results for those periods. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the full year or any future period.

The summary pro forma financial information for the year ended December 31, 2024 has been prepared to give pro forma effect to the Terrafina acquisition by the Issuer as if such transaction had occurred on January 1, 2024. The summary pro forma financial information is for information purposes only and should not be considered indicative of actual results that would have been achieved had the Terrafina acquisition actually been consummated on the date indicated and does not purport to indicate results of operations for any future period.

We prepare our financial statements in U.S. dollars, our functional currency, and for presentation purposes we translate the financial statements into Mexican pesos, our presentation currency. See "Presentation of Financial and Certain Other Information—Currency Information." The Unaudited Pro Forma Consolidated Condensed Income Statement has been translated from Mexican Pesos to U. S. dollars at the average exchange rate observed during fiscal year 2024, which was Ps.18.3131 per U. S. dollar.

Consolidated Income Statement Data
(in thousands)

			Year Ended December 31,			
	2024 Pro Forma	**2024 Pro Forma**	**2024**	**2024**	**2023**	**2023**
Revenues:	(US$)	(Ps.)	(US$)	(Ps.)	(US$)	(Ps.)
Rental income	538,823	9,867,521	404,508	7,544,994	280,775	5,001,055
Rental recoveries	38,578	706,475	38,136	706,475	28,627	510,283
Other property income	12,376	226,644	9,875	180,758	5,225	95,002
	589,777	**10,800,640**	**452,519**	**8,432,227**	**314,627**	**5,606,340**
Operating expenses and other income and expenses:						
Operating and maintenance	(44,565)	(816,117)	(32,500)	(604,618)	(24,212)	(429,443)
Utilities	(4,848)	(88,779)	(4,677)	(86,711)	(2,149)	(38,223)
Property management fee	(12,636)	(231,399)	(10,053)	(186,103)	(8,876)	(155,975)
Real estate taxes	(16,290)	(298,324)	(9,913)	(174,772)	(6,396)	(120,775)
Non-recoverable operating expenses	(12,391)	(226,911)	(11,622)	(226,911)	(3,375)	(59,223)
Gain on valuation of investment properties and other investment properties	991,892	18,164,628	967,586	18,164,628	706,328	12,354,217
Asset management fee	(56,224)	(1,029,643)	(46,520)	(864,066)	(31,131)	(550,991)
Incentive fee	(65,602)	(1,201,374)	(40,626)	(716,392)	(58,747)	(1,028,451)
Professional fees	(27,317)	(500,268)	(11,835)	(228,452)	(4,455)	(78,768)
Interest income	19,716	361,062	19,029	338,830	16,662	286,291
Finance costs	(125,078)	(2,290,560)	(67,412)	(1,285,425)	(40,952)	(725,273)
Unrealized gain (loss) on exchange rate hedge instruments	5,792	106,076	6,426	126,035	(2,682)	(47,116)
Realized loss on exchange rate hedge instruments	(2,314)	(42,382)	(1,979)	(37,531)	(1,804)	(31,281)
Net exchange (loss) gain	(5,731)	(104,951)	(5,699)	(114,449)	4,239	74,603
Other general and administrative expenses	(15,650)	(286,598)	(10,112)	(196,649)	(1,377)	(23,976)

	2024 Pro Forma	2024 Pro Forma	2024	2024	2023	2023
			Year Ended December 31,			
Share of profit from equity accounted investments	92,326	1,690,780	80,770	1,642,149	–	–
	721,080	**13,205,240**	**820,863**	**15,549,563**	**541,073**	**9,425,616**
Profit for the year	**1,310,857**	**24,005,880**	**1,273,382**	**23,981,790**	**855,700**	**15,031,956**

	Nine Months Ended September 30,			
	2025	**2025**	**2024**	**2024**
Revenues:	(US$)	(Ps.)	(US$)	(Ps.)
Rental income	435,571	8,545,773	268,141	4,795,670
Rental recoveries	36,997	726,508	26,359	469,462
Other property income	7,073	138,966	6,033	103,017
	479,641	**9,411,247**	**300,533**	**5,368,149**
Operating expenses and other income and expenses:				
Operating and maintenance	(26,815)	(521,772)	(21,634)	(386,747)
Utilities	(2,394)	(46,645)	(3,539)	(61,761)
Property management fee	(12,932)	(249,768)	(7,487)	(134,410)
Real estate taxes	(10,597)	(219,534)	(6,575)	(114,427)
Non-recoverable operating expenses	(5,436)	(99,754)	(5,076)	(99,770)
Gain on valuation of investment properties and other investment properties	112,807	2,240,571	809,006	14,980,936
Asset management fee	(42,201)	(824,060)	(31,954)	(574,088)
Incentive fee	-	-	(40,626)	(716,392)
Professional fees	(6,389)	(125,152)	(5,899)	(109,405)
Interest income	2,414	46,580	17,947	316,802
Finance costs	(86,140)	(1,661,444)	(39,621)	(723,021)
Unrealized (loss) gain on exchange rate hedge instruments	(5,862)	(112,022)	4,486	86,262
Realized losses on exchange rate hedge instruments	(1,376)	(26,735)	(1,420)	(26,073)
Net exchange gain (loss)	2,661	49,611	(4,792)	(395,455)
Other general and administrative expenses, net	(198)	(4,754)	(5,809)	(109,994)
Share of gain from equity accounted investments	1,616	30,153	28,607	562,737
	(80,842)	**(1,524,725)**	**685,614**	**12,495,194**
Profit for the period	**398,799**	**7,886,522**	**986,147**	**17,863,343**

Consolidated Statement of Financial Position Data
(in thousands)

	As of September 30,		As of December 31,	
	2025	**2025**	**2024**	**2024**
	(US$)	(Ps.)	(US$)	(Ps.)
Cash and cash equivalents	118,742	2,179,016	111,323	2,283,274
Investment properties	7,667,830	140,710,034	7,605,087	155,982,612
Other investment properties	1,509,420	27,698,915	1,417,145	29,066,073
Total assets	9,552,355	175,292,396	9,400,098	192,798,839
Debt[(1)]	2,222,642	40,787,047	2,263,374	46,422,516
Total liabilities	2,305,503	42,307,627	2,357,283	48,348,616
Non-controlling interests	230,058	4,221,726	218,162	4,474,562
Total equity	7,246,852	132,984,769	7,042,815	144,450,223

(1) As reflected, Debt includes Current portion of debt.

Debt and Leverage Metrics [(1)]

	As of December 31,		As of September 30,	
	2023	**2024**	**2024**	**2025**
Leverage ratio	13.8%	23.3%	23.3%	24.3%
Fixed charge coverage ratio	6.9x	3.9x	10.2x	4.1x
Secured debt leverage ratio	3.5%	2.8%	3.0%	1.8%

(1) These metrics include both FIBRA Prologis and Terrafina and are calculated based on U. S. dollars.

Supplemental Non-IFRS Data

The following table presents our NOI, Same Store NOI and FFO, as modified by FIBRA Prologis, which are not measurements defined under IFRS. A non-IFRS financial measure is generally defined as one that purports to measure historical or future financial performance, financial position or cash flows but excludes or includes amounts that would not be adjusted in the most comparable IFRS measure.

NOI is calculated as total revenues less (i) operating and maintenance, (ii) utilities, (iii) property management fee, (iv) real estate taxes and (v) non-recoverable operating expenses as shown in our consolidated statement of comprehensive income.

For Same Store NOI, we have defined the same store portfolio, for the three months ended September 30, 2025, as those properties that were owned by us as of January 1, 2024 and have been in operations throughout the same three-month periods in both 2024 and 2025. The same store population excludes properties acquired or disposed of to third parties during the period. We believe the factors that affect rental income, rental recoveries, property operating expenses and NOI in the same store portfolio, are generally the same as for our total operating portfolio. In addition, we further remove certain non-cash items, such as straight-line rent adjustments, to reflect a cash same store number. To clearly label these metrics, they are categorized as Same Store NOI – Net Effective and Same Store NOI – Cash.

We calculate FFO, as modified by FIBRA Prologis, by excluding from profit for the year attributable to FIBRA Prologis' CBFI holders, (i) gains or losses on valuation of investment properties and other investment properties; (ii) unrealized gains or losses on exchange rate hedge instruments; (iii) net unrealized exchange gains or losses; (iv) net gains or losses on early extinguishment of debt; (v) incentive fees paid in CBFIs, (vi) adjustments related to noncontrolling interests and (vii) proportionate share of adjustments related to unconsolidated entities.

NOI, Same Store NOI and FFO, as modified by FIBRA Prologis, have limitations as analytical tools, and you should not consider such measures either in isolation or as a substitute for other methods of analyzing our results as reported under IFRS. Because not all companies use identical calculations, the presentation of NOI and FFO, as modified by FIBRA Prologis, may not be comparable to other similarly titled measures of other companies. Our management believes that these financial measures provide useful information to investors and financial analysts in their review of our operating performance and their comparison of our operating performance to the operating performance of other companies in our industry and other industries. These are supplemental financial measures that are not presented in accordance with IFRS and, accordingly, you are cautioned not to place undue reliance on this information.

(in thousands)

	Year Ended December 31,			
	2024	**2024**	**2023**	**2023**
	(US$)	(Ps.)	(US$)	(Ps.)
NOI[(1)]	383,754	7,153,112	269,619	4,802,701
FFO, as modified by FIBRA Prologis[(2)]	269,261	4,941,120	207,392	3,693,818

(1) The following table is a reconciliation of NOI to total revenues:

(in thousands)	Year Ended December 31, 2024 (US$)	2024 (Ps.)	2023 (US$)	2023 (Ps.)
Revenues:				
Rental income	404,508	7,544,994	280,775	5,001,055
Rental recoveries	38,136	706,475	28,627	510,283
Other property income	9,875	180,758	5,225	95,002
	452,519	**8,432,227**	**314,627**	**5,606,340**
Operating expenses:				
Operating and maintenance	(32,500)	(604,618)	(24,212)	(429,443)
Utilities	(4,677)	(86,711)	(2,149)	(38,223)
Property management fee	(10,053)	(186,103)	(8,876)	(155,975)
Real estate taxes	(9,913)	(174,772)	(6,396)	(120,775)
Non-recoverable operating expenses	(11,622)	(226,911)	(3,375)	(59,223)
NOI	**383,754**	**7,153,112**	**269,619**	**4,802,701**

(2) The following table is a reconciliation of Same Store NOI to total revenues:

(in thousands)	Three Months Ended September 30, 2025 (US$)	2024 (US$)	Percentage Change
Rental income:			
Revenues	161,799	122,289	
Properties not included in same store and other adjustments	(66,429)	(38,496)	
Same Store - Rental income - Net Effective	**95,370**	**83,793**	
Rental expense:			
Operating and maintenance	(9,726)	(8,763)	
Utilities	(1,127)	(1,137)	
Property management fee	(4,374)	(2,518)	
Real estate taxes	(2,799)	(2,747)	
Non-recoverable operating expenses	(2,242)	(3,773)	
Properties not included in same store and other adjustments	8,181	7,445	
Same Store - Rental expense - Net Effective	**(12,087)**	**11,493**	
NOI:			
NOI	141,531	103,351	
Properties not included in same store and other adjustments	(58,248)	(31,051)	
Same Store NOI – Net Effective	**83,283**	**72,300**	**15.2%**
Straight-lined rent from properties included in same store	(806)	(466)	
Same Store NOI – Cash	**82,477**	**71,834**	**14.8%**

(in thousands)	Three Months Ended September 30, 2024 (US$)	2023 (US$)	Percentage Change
Rental income:			
Revenues	122,289	81,004	
Properties not included in same store and other adjustments	(42,432)	(2,122)	
Straight-lined rent from properties included in same store	(457)	(1,303)	
Same Store - Rental income - Net Effective	**79,400**	**77,579**	
Rental expense:			
Operating and maintenance	(8,763)	(6,391)	
Utilities	(1,137)	(620)	
Property management fee	(2,518)	(2,269)	
Real estate taxes	(2,747)	(1,598)	
Non-recoverable operating expenses	(3,773)	(998)	
Properties not included in same store and other adjustments	8,294	180	
Same Store - Rental expense - Net Effective	**(10,644)**	**(11,696)**	
NOI:			
NOI	103,351	69,128	
Properties not included in same store and other adjustments	(34,138)	(1,942)	
Same Store NOI – Net Effective	**69,213**	**67,186**	**3.0%**
Straight-lined rent from properties included in same store	(457)	(1,303)	
Same Store NOI – Cash	**68,756**	**65,883**	**4.4%**

(3) The following table is a reconciliation of FFO, as modified by FIBRA Prologis, to profit:

(in thousands)	**Year Ended December 31,**			
	2024	**2024**	**2023**	**2023**
	(US$)	(Ps.)	(US$)	(Ps.)
Profit for the year attributable to FIBRA Prologis CBFI holders	1,266,200	23,835,615	855,700	15,031,956
Gain on valuation of investment properties and other investment properties	(967,586)	(18,164,628)	(706,328)	(12,354,217)
Unrealized (gain) loss on exchange rate hedge instruments	(6,426)	(126,035)	2,682	47,116
Net unrealized exchange loss (gain)	5,863	117,705	(4,464)	(78,555)
Losses on early extinguishment of debt	750	14,752	1,055	19,067
Incentive fee paid in CBFIs	40,626	716,392	58,747	1,028,451
Adjustments related to noncontrolling interests	525	(43,728)	–	–
Our proportionate share of adjustments related to unconsolidated entities	(70,691)	(1,408,953)	–	–
FFO, as modified by FIBRA Prologis	269,261	4,941,120	207,392	3,693,818

RISK FACTORS

In addition to the other information in this Offering Memorandum, you should consider carefully the risk factors discussed below in deciding whether to purchase the Notes. The risks described below are not the only ones we face. Additional risks not presently known to us or that we currently deem immaterial may also impair the Issuer's business operations and even the risks described below may adversely affect the Issuer's business in ways we have not described or do not currently anticipate. Any of these risks could have a material adverse effect on the Issuer's business, results of operations, financial condition or prospects or the value of the Notes.

You should note that the risks described below are not the only risks which the Issuer faces. Only those risks considered by the Issuer and our Manager to be material are set out below. There may be additional risks that the Issuer and our Manager currently consider not to be material or of which they are not currently aware, and any of these risks could have the effects set forth above.

Risk Factors Relating to the Notes

The Notes will be pari passu with the Issuer's other unsecured senior indebtedness and effectively subordinated to the Issuer's secured indebtedness and other secured liabilities and to the indebtedness and other liabilities of any subsidiary of the Issuer.

The Notes will be direct, unsecured and unsubordinated obligations of the Issuer. The Notes will rank *pari passu* with all other unsecured and unsubordinated indebtedness and other obligations of the Issuer outstanding from time to time. The Notes will be effectively subordinated to all secured indebtedness and other secured liabilities of the Issuer (to the extent of the assets securing such indebtedness and other liabilities). Although the covenants described under "Description of the Notes—Covenants—Limitations on incurrence of debt" impose certain limitations on the incurrence of additional indebtedness, the Issuer will retain the ability to incur substantial additional secured and unsecured indebtedness and other liabilities in the future that rank senior to or *pari passu* with the Notes.

At September 30, 2025, the Issuer's unsecured and unsubordinated indebtedness totaled US$1.0 billion (Ps.19.2 billion) and its secured indebtedness totaled US$163.9 million (Ps.3,008.1 million). The Notes will be effectively subordinated to all of the secured and unsecured indebtedness and other liabilities of the Issuer's subsidiaries, which, at September 30, 2025, totaled US$1.0 billion (Ps.18.7 billion).

There is currently no established market for the Notes, and your ability to transfer or resell the Notes may be limited.

Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. The Initial Purchasers have advised us that they intend to make a market in the Notes, but the Initial Purchasers are not obligated to do so, and any such market making may be discontinued at any time at the sole discretion of the Initial Purchasers without notice. Accordingly, we cannot assure you as to (1) the existence of any market for the Notes or the liquidity available in any such market that may develop, (2) your ability to resell any of your Notes or (3) the price at which you will be able to resell your Notes. If a market for the Notes were to develop, the Notes could trade at prices that may be lower than reflected by their initial offering price as a result of many factors, including prevailing interest rates, our operating results and the market for similar securities. If a market for the Notes does not develop, or if market conditions change, you may be unable to sell or hypothecate the Notes for an extended period of time, if at all. In addition, the ability of the Initial Purchasers to make a market in the Notes may be impacted by changes in regulatory requirements applicable to the marketing, holding and trading of, and issuing quotations with respect to, the Notes.

The Notes have not been and will not be registered under the Securities Act or any "blue sky," state or foreign securities laws and as a result may not be resold by investors except under the limited circumstances described under "Notice to Investors." These transfer restrictions may further limit the development or liquidity of any market for the Notes, and may have a negative impact on the trading price of the Notes.

The market price of the Notes may be volatile.

The market price of the Notes will depend on many factors that may vary over time and some of which are beyond our control, including:

- our financial performance;
- the amount of indebtedness we have outstanding;
- market interest rates;
- the market for similar securities;
- competition;
- the size and liquidity of the market for the Notes; and
- general economic conditions.

As a result of these factors, you may only be able to sell your Notes at prices below those you believe to be appropriate, including prices below the price you paid for them.

An increase in interest rates could result in a decrease in the relative value of the Notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value. Consequently, if you purchase Notes and market interest rates increase, the market value of your Notes may decline. We cannot predict the future level of market interest rates and so the future market value of the Notes is uncertain.

Ratings of the Notes may not reflect all risks of an investment in the Notes.

We expect that the Notes will be rated by at least two nationally recognized statistical rating organizations. The ratings of the Notes will primarily reflect our financial strength and will change in accordance with the rating of our financial strength. Any rating is not a recommendation to purchase, sell or hold the Notes. These ratings do not correspond to market price or suitability for a particular investor. In addition, ratings at any time may be lowered or withdrawn in their entirety. As a result, the ratings of the Notes may not reflect the potential impact of all risks related to structure and other factors on any trading market for, or trading value of, your Notes.

Our financial performance and other factors could adversely impact our ability to make payments on the Notes.

Our ability to make scheduled payments with respect to our indebtedness, including the Notes, will depend on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and to financial, business and other factors, some of which may be beyond our control.

The Issuer may elect to cause the redemption of the Notes when prevailing interest rates are relatively low.

Prior to the Par Call Date, the Issuer may redeem the Notes at its option, in whole or in part, at any time and from time to time, at a redemption price equal to the greater of (i) (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the Notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 25 basis points less (b) interest accrued to the redemption date, and (ii) 100% of the principal amount of the Notes to be redeemed, plus, in either case, accrued and unpaid interest and Additional Amounts, if any, to, but not including, the redemption date.

In addition, on or after the Par Call Date, the Issuer may redeem the Notes in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest, if any, to, but not including, the redemption date. See "Description of the Notes—Optional Redemption" and "Description of the Notes—Redemption for Tax Reasons."

If the Issuer were to redeem the Notes at a time when prevailing interest rates are less than the interest rate on the Notes being redeemed, you may not be able to reinvest the proceeds from the redemption to obtain a comparable yield.

The Notes are subject to transfer restrictions.

Transfer of the Notes is subject to several restrictions. The Notes are being offered and sold pursuant to an exemption from registration under U.S. and applicable state securities laws. In addition, the Issuer is not required to, and does not intend to, commence a registered exchange offer for the Notes, or to register resales of the Notes under the Securities Act. Therefore, you may transfer or resell the Notes in the United States only in a transaction exempt from the registration requirements of U.S. and applicable state securities laws, and you may be required to bear the risk of your investment for an indefinite period of time. See “Notice to Investors.”

Our obligations under the Notes would be converted into Pesos in the event of bankruptcy.

Under Mexico's Law on Mercantile Reorganization (*Ley de Concursos Mercantiles*), if we are declared bankrupt, or *in concurso mercantil*, our obligations under the Notes will, (i) be converted into Pesos and then from Pesos into inflation-adjusted units (*unidades de inversion*, known as UDIs), (ii) be satisfied at the time claims of all our unsecured creditors are satisfied, (iii) be subject to the outcome of, and priorities recognized in, the relevant proceedings, (iv) cease to accrue interest from the date the *concurso mercantíl* is declared, (v) not be adjusted to take into account any depreciation of the Peso against the Dollar occurring after such declaration, and (vi) be subject to certain statutory preferences, including tax, social security and labor claims, and claims of secured creditors (up to the value of the collateral provided to such creditors). In addition, creditors of the Issuer may hold negotiable instruments or other instruments governed by local law that grant rights to attach the assets of the Issuer at the inception of judicial proceedings in the relevant jurisdiction, which attachment is likely to result in priorities benefitting those creditors when compared to the rights of holders of the Notes.

Payments claimed in Mexico on the Notes, pursuant to a judgment or otherwise, would only be required to be made in Pesos.

In the event that proceedings are brought against us in Mexico, either to enforce a judgment or as a result of an original action brought before Mexican courts, in both cases against us, or if payment is otherwise claimed from us in Mexico, we would not be required to discharge those obligations in a currency other than Mexican currency. Under the Mexican Monetary Law (*Ley Monetaria de los Estados Unidos Mexicanos*), an obligation, whether resulting from a judgment or by agreement, denominated in a currency other than Mexican currency, which is payable in Mexico, may be satisfied in Mexican currency at the rate of exchange in effect on the date on which payments are made. Such rate is currently determined by the Mexican Central Bank and published every banking day in Mexico’s Federal Official Gazette. As a result, you may suffer a Dollar shortfall if you obtain a judgment, a distribution in bankruptcy (including in a *concurso mercantil* or *quiebra* proceeding) in Mexico or any other payment from us with respect to the Notes in Mexico, in Pesos. You should be aware that no separate action exists or is enforceable in Mexico for compensation for any Dollar shortfall.

Risk Factors Relating to Our Business

Our investment activities may be negatively impacted by disruptions in the global capital and credit markets.

The success of our investment activities will be affected by general economic and market conditions. Specifically, our investment activities will be affected by the systemic impact of inflation, the availability and cost of credit, declines in the real estate market, and geopolitical issues. Concerns exist regarding the systemic impact of global and domestic economic events, ranging from geopolitical issues that may contribute to increased market volatility and uncertain expectations for the global economy to interest rate increases in the United States, which may reduce the availability of financing. To the extent there is turmoil in the financial markets, it has the potential to materially affect the value of our properties, the availability or the terms of financing that we have or may anticipate utilizing, our ability to make principal and interest payments on, or refinance, any outstanding debt when due and the ability of our customers to enter into new leasing transactions or satisfy rental payments under existing leases. Any additional, continued or recurring disruptions in the capital and credit markets may adversely affect our financial condition, results of operations and cash flow.

In the event that we do not have sufficient cash available to it through our operations to continue operating its business as usual, we may need to find alternative ways to increase our liquidity. Such alternatives may include, without limitation, divesting ourself of properties, whether or not they otherwise meet our strategic objectives to keep in the long term, at less than optimal terms; issuing equity or incurring debt; entering into leases with our customers at lower rental rates or less than optimal terms; or entering into lease renewals with our existing customers without an increase in rental rates at turnover. There can be no assurance, however, that such alternative ways to increase our liquidity will be available to us. Additionally, taking such measures to increase our liquidity may adversely affect our business, results of operations and financial condition.

Real estate investments are subject to risks that could adversely affect our business.

Real estate investments are subject to a number of risks that are outside our control, including risks relating to:

- changes in the general economic climate;
- local conditions, such as an oversupply of logistics space or a reduction in demand for logistics space in an area;
- the relative attractiveness of our logistics facilities to potential customers;
- competition from other available logistics facilities, including those owned by, and under the management of, affiliates of Prologis;
- increasing costs of rehabilitating, repositioning, renovating, and making improvements to our logistics facilities;
- our ability to provide adequate maintenance of, and insurance on, our logistics facilities;
- our ability to achieve optimal rental growth and control operating costs, including energy costs;
- governmental regulations, including zoning, usage and tax laws, and costs or operational limitations resulting from changes in these laws; and
- potential liability under, and changes in, environmental, zoning and other laws.

Adverse changes in any of the above factors could have a material adverse effect on our results of operations and our ability to service our obligations under the terms of the Notes.

Future identified and other potential acquisitions may not occur, and if they do occur, the properties may not perform as we expect.

Our ability to achieve profitable rental revenues and asset growth depends largely on our ability to identify and acquire properties and retain customers on favorable terms. Our investors will be unable to evaluate in advance the manner in which we invest our capital or the economic merits of the investments that we may ultimately acquire before making an investment decision regarding the Notes. The acquisition of properties involves risks, including the risk that the acquired property will not perform as anticipated and the risk that any actual costs for rehabilitation, repositioning, renovation and improvements identified in the pre-acquisition due diligence process will exceed estimates. There is, and it is expected there will continue to be, significant competition for investment opportunities that meet our investment criteria as well as risks associated with obtaining financing for acquisition activities, if necessary. Our ability to acquire properties on favorable terms and successfully integrate and operate them is subject to the following risks:

- we may not be able to identify properties that meet our investment objectives or that we will be successful in acquiring;

- competition from other potential acquirers may significantly increase the purchase price of a desired property;
- we may be unable to generate sufficient cash from operations, or obtain the necessary debt or equity financing to consummate an acquisition or, if obtainable, financing may not be on satisfactory terms;
- agreements for the acquisition of properties are typically subject to customary conditions to closing, including satisfactory completion of due diligence investigations, and we may spend significant time and money on potential acquisitions that we do not consummate; and
- our cost estimates for bringing an acquired property up to market standards may prove inaccurate.

If we cannot complete property acquisitions on favorable terms, or operate acquired properties to meet our goals or expectations, our financial performance could be materially and adversely affected.

Our portfolio is concentrated in the industrial real estate sector, which may expose investors in the Notes to greater risks in the event of an economic downturn than if our portfolio includes other real estate sectors.

We intend to invest in properties almost exclusively in the industrial real estate sector. The focus of our investment strategy in this one sector may expose us to the risk of economic downturns to a greater extent than if our portfolio also included properties in other sectors. As a result, economic downturns could have an adverse effect on our financial condition, results of operations and cash flow.

The costs of operating our real estate investments may exceed the rental income therefrom and we may have to advance funds to cover such excess costs or dispose of investments on potentially disadvantageous terms.

The cost of operating a property, including providing for capital improvements, may exceed the property's rental income and operating resources, and we may have to advance funds to protect an equity investment or may be required to dispose of investments on disadvantageous terms if necessary to raise needed funds. Certain expenditures associated with real estate equity investment, such as property taxes, utility costs, debt service, maintenance costs and insurance, tend to increase and generally do not decrease as a result of events adversely affecting rental revenues. Moreover, while Prologis generally intends for us to purchase insurance to cover casualty losses and general liability, such insurance may not be available, may be available only at prohibitive costs or may be insufficient to cover losses from ongoing operations and other risks such as earthquake, flood or environmental contamination.

We depend on executive officers and key employees of Prologis whose roles and availability may change in the future.

We depend on the efforts of executive officers and other key employees of Prologis. From time to time, Prologis' personnel and their roles may change. The loss of key personnel, any change in their roles, or the limitation of their availability could adversely affect our financial condition, results of operations and cash flow.

Because Prologis' compensation packages include equity-based incentives, pressure on Prologis' stock price or limitations on its ability to award such incentives could affect Prologis' ability to offer competitive compensation packages to its executives and key employees. If Prologis is unable to continue to attract and retain such executive officers and key employees, our performance and competitive position could be adversely affected.

We leverage our relationship as an affiliate of Prologis and may be adversely affected if Prologis provides insufficient support.

We benefit from and utilize our relationship as an affiliate of Prologis in order to gain access to industry expertise, market knowledge, a network of customer relationships, top personnel and potential investment opportunities or advice. Therefore, if Prologis' support is insufficient to enable us to achieve our business and strategic goals, our financial performance may be materially and adversely affected.

Our business and operations could suffer in the event of system failures or cyber security attacks.

Despite system redundancy, the implementation of security measures and the existence of a disaster recovery plan for our internal and hosted information technology systems, our systems are vulnerable to damages from any number of sources, including energy blackouts, natural disasters, terrorism, war, telecommunication failures and cyber security attacks, such as malware, ransomware, or unauthorized access. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may incur additional costs to remedy damages caused by such disruptions. Third-party security events at vendors, sub-processors, and service providers could also impact our data and operations via unauthorized access to information or disruption of services which may ultimately result in financial losses. Despite training, detection systems and response procedures, an increase in email attacks (phishing and business email compromise) may create disruption to our business and financial risk.

Although security incidents have had an insignificant financial impact on our operating results, the growing frequency of attempts may lead to increased costs to protect the company and respond to any events, including additional personnel, consultants and protection technologies. Any compromise of our security could result in a violation of applicable privacy and other laws, unauthorized access to information of ours and others, significant legal and financial exposure, damage to our reputation, loss or misuse of the information and a loss of confidence in our security measures, which could harm our business. Additionally, remediation costs for security events may not be covered by our insurance.

We face risks associated with the use of debt to fund our business activities, including refinancing and interest rate risks, and our operating results and financial condition could be adversely affected if we are unable to make required payments on our debt or are unable to refinance our debt.

We are subject to risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. There can be no assurance that we will be able to refinance any maturing indebtedness, that such refinancing would be on terms as favorable as the terms of the maturing indebtedness, or that we will be able to otherwise obtain funds by selling assets or raising capital to make required payments on maturing indebtedness. If we are unable to refinance our indebtedness at maturity or meet our payment obligations, the amount of our distributable cash flow and our financial condition would be adversely affected and, if the maturing debt is secured, the lender may foreclose on the property securing such indebtedness. Some of our indebtedness bears interest at a variable rate and increases in interest rates would increase our interest expense under these agreements.

Fluctuations and changes in interest rates may cause losses.

We historically have incurred significant third party debt to leverage the portfolio with the aim of increasing returns. We have relied on our ability to generate rental yields in excess of financing costs to make leveraged acquisitions profitable. Increases in interest rates would be likely to have a material adverse effect on the portfolio, and there can be no assurance that such interest rates will not rise in the future. Increases in interest rates could have an adverse effect on our results of operations and our ability to service our obligations under the terms of the Notes. In addition, we may enter into interest rate swaps and other arrangements to seek to preserve a return on a particular investment. Such transactions have special risks associated with them, including the possible default by the counterparty relating thereto. Although the transactions may reduce our exposure to decreases in the value of investments, the costs associated with these arrangements may reduce the returns that we would have otherwise achieved if these transactions were not entered into by us.

We may not meet the cash flow requirements to service our indebtedness.

If sufficient cash flow is not available at the maturity date of credit agreements and other indebtedness, we may be forced to prematurely sell certain of the properties on terms disadvantageous to us. A default in paying principal and interest under the credit agreements, the existing property level mortgages or any other of our existing indebtedness or that we may incur in the future could result in foreclosure of any security instrument securing the debt, the complete loss of the capital invested in the particular property or properties related to the debt and, in some cases, recourse by the lender to us and/or to other portfolio assets. Our indebtedness, including the balance of the credit agreements and other indebtedness as of the end of the most recent fiscal quarter, is described elsewhere in this Offering Memorandum under the captions "Description of Other Indebtedness" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and in the financial statements and the related notes thereto, included as Annexes hereto.

We may not be able to refinance our indebtedness or our cash flow may be insufficient to make required debt payments.

We anticipate that we will repay none or only a small portion of the principal of our debt prior to maturity. Accordingly, we generally will need to refinance at least a portion of our outstanding debt as it matures. As our debt matures, there will be a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of our existing debt. If we are unable to refinance or extend principal payments due at maturity or pay them with proceeds of other capital transactions, then our cash flow may not be sufficient to meet all of our obligations, which could adversely affect our financial condition and results of operations. Furthermore, if prevailing interest rates or other factors at the time of refinancing (such as the reluctance of lenders to make commercial real estate loans) result in higher interest rates upon refinancing, then the interest expense relating to that refinanced indebtedness would increase. If we are in need of capital to repay indebtedness in accordance with its terms or otherwise, we could be required to liquidate one or more investments at times that may result in a loss of some or all of the capital invested in such investments.

Compliance with covenants in our credit agreements and other indebtedness may limit flexibility of our operation and breaches of such covenants could adversely affect our financial condition.

The terms of our credit agreements and other indebtedness may require that we comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios and maintaining insurance coverage. These covenants may limit flexibility in our operations, and our failure to comply with these covenants could cause a default under the applicable debt agreement even if we have satisfied our payment obligations. Certain of our secured loans are cross-collateralized by multiple properties. If we default on any of these loans, we may then be required to repay such indebtedness, together with applicable prepayment charges, to avoid foreclosure on all the cross-collateralized properties within the applicable pool. Foreclosure on the properties, or our inability to refinance our loans on favorable terms, could adversely impact our financial condition, results of operations, cash flow and our ability to service our obligations under the Notes. Moreover, on occasion, if our subsidiaries that are borrowers under cross-collateralized mortgage loans fail to maintain certain cash flow minimums or a debt service coverage ratio, the cash generated by those subsidiaries will be restricted and unavailable for use in our operations. In addition, the terms of our credit agreements and other indebtedness may contain certain cross-default provisions, which would be triggered in the event that our other material indebtedness is in default. These cross-default provisions could require us to repay or restructure indebtedness under such credit agreements in addition to any mortgage or other debt that is in default, which could adversely affect our financial condition, results of operations and cash flow.

Adverse changes in our credit ratings could negatively affect our financing activity.

Our credit ratings are based on our operating performance, liquidity and leverage ratios, overall financial position and other factors employed by the credit rating agencies in their rating analyses of us. Our credit ratings can affect the amount of capital we can access, as well as the terms and pricing of any debt we may incur. There can be no assurance that we will be able to maintain our current credit ratings, and in the event our credit ratings are downgraded, we would likely incur higher borrowing costs and may encounter difficulty in obtaining additional financing. Also, a downgrade in our credit ratings may trigger increased costs under our current and future credit facilities and debt instruments. Adverse changes in our credit ratings could negatively impact our refinancing and other capital market activities, our ability to manage debt maturities, our future growth, our financial condition, and our development and acquisition activity.

The Issuer has granted certain lenders security interests in certain of its assets and properties, which could ultimately be lost if the Issuer defaults on the applicable indebtedness.

The Issuer has granted certain of its lenders security interests in certain of its assets and real property, including certain cross-collateralized and cross-defaulted pools of real property. Incurring secured indebtedness, including mortgage indebtedness, increases the Issuer's risk of asset and property losses because defaults on indebtedness secured by its real property may result in foreclosure actions initiated by lenders and ultimately loss of the property or other assets securing any loans for which the Issuer is in default. Any foreclosure on a mortgaged property or group of properties could have a material adverse effect on the overall value of the Issuer's portfolio of properties and more generally on the Issuer. For tax purposes, a foreclosure of any of the Issuer's properties would be treated as a sale of the property for a purchase price equal to the outstanding balance of the indebtedness secured by the mortgage. If the outstanding balance of the indebtedness secured by the mortgage exceeds the Issuer's tax basis in the property, the Issuer would recognize taxable income on foreclosure, but would not receive any cash proceeds, which could materially and adversely affect the Issuer.

Some of our indebtedness bears interest at a variable rate, which could increase our interest expense if market interest rates increase.

Certain of our indebtedness may bear interest at a variable rate. Accordingly, increases in interest rates could increase our interest expense and adversely affect our financial condition, results of operations, and cash flow. In addition, we may enter into swaps, forward contracts and other arrangements to seek to preserve a return on a particular investment or to seek to protect against interest rate fluctuations. Such transactions have special risks associated with them, including the possible default by the counterparty to the transaction and the illiquidity of the instrument acquired by us relating thereto. Although the transactions may reduce our exposure to interest rate fluctuations or decreases in the value of investments, the costs associated with these arrangements may negatively affect our financial condition or results of operations.

Our customers may be unable to meet their lease obligations.

Substantially all of our income is derived from rental income from our properties. Our results would be adversely affected if a significant number of our customers, or any one of our major customers, were to delay lease commencements, decline to extend or renew leases upon expiration, fail to make rental payments when due, exercise early termination rights, close their businesses or declare bankruptcy. Any of these actions could result in the termination of a customer's lease and the loss of rental income attributable to the terminated lease. In the event of a significant number of lease defaults and/or tenant bankruptcies, our cash flow would be adversely affected. In the event that leases are renewed, or the space is otherwise re-leased, the terms of renewal or re-leasing (including the cost of required renovations or concessions to customers) may be less favorable to us than current lease terms, which would adversely affect our operating results.

We face significant competition in each of our markets.

We compete with other owners, operators and developers of real estate, some of which own properties similar to our properties in the same submarkets in which our properties are located. Our properties compete on the basis of a wide range of factors, including location, age, functionality, construction quality, maintenance and design. If our competitors sell assets similar to assets we intend to divest in the same markets and/or at valuations below our valuations for comparable assets, we may be unable to divest our assets at favorable pricing or on favorable terms or at all. In addition, if our competitors offer space at rental rates below current market rates or below the rental rates we currently charge our customers, we may lose potential customers, and we may be pressured to reduce our rental rates below those we currently charge in order to retain customers when our customers' leases expire. As a result, our financial condition, results of operations and cash flow could be materially adversely affected.

We may be unable to lease vacant space or renew leases or re-lease space on favorable terms as leases expire.

We will derive most of our income from rent received from the tenants of our properties. Accordingly, our financial condition, results of operations and cash flow could be adversely affected if we are unable to promptly relet or renew expiring leases, or if the rental rates upon renewal or reletting are significantly lower than expected. There can be no assurance that we will be able to lease our vacant space, renew our expiring leases, increase our occupancy or generally realize the potential of low-yielding assets (including the completion and leasing of our renovation projects and leasing of our vacant and under-leased buildings). If a tenant experiences a downturn in its business or other type of financial distress, then it may be unable to make timely rental payments or renew its lease. Further, our ability to rent space and the rents that we can charge are impacted, not only by customer demand, but by the number of other properties we have to compete with to appeal to customers.

A delay in our ability to repossess a property may adversely impact our revenues and results of operations.

If a tenant is delinquent in rent payments and refuses to vacate the property, we will be required to commence an eviction process against the tenant. In Mexico, there are no self-help remedies available to a landlord and a landlord may only repossess the leased premises after obtaining a final and non-appealable judgment from a competent court. Depending on the defenses asserted and appeals filed by the tenant, the length of the eviction process varies state by state within Mexico and may extend over several months to over a year. Other factors such as labor strikes may also limit or significantly delay our ability to repossess a particular property. Our failure to timely repossess a significant number of our properties could result in an adverse impact on our revenues and results of operations as a result of our inability to lease the relevant properties to new tenants.

Our properties may be subject to government expropriation.

In Mexico, the government has the authority to expropriate properties or assets if there are justified public benefit reasons. Under applicable laws, the government is required to indemnify the owner of the property subject to expropriation. However, the indemnification amount is not clearly specified in applicable law, may be lower than the market value of the expropriated property and the payment of the amount payable as indemnification may be paid after a significant time period has elapsed. If any of our properties becomes subject to expropriation, the investment we would have made in such property may be partially or completely lost, which could adversely affect our results of operations and our financial condition.

We may need to make significant expenditures to retain and attract customers.

We may, upon expiration of leases at our properties, be required to make rent or other concessions to customers, accommodate requests for renovations, build-to-suit remodeling and other improvements or provide additional services to our customers. As a result, we may have to make significant capital or other expenditures in order to retain customers whose leases expire and to attract new customers in sufficient numbers. Additionally, we may need to raise capital to make such expenditures. If we are unable to do so or capital is otherwise unavailable, we may be unable to make the required expenditures. This could result in non-renewals by customers upon expiration of their leases, which could materially and adversely affect our financial performance.

If we decide to sell properties to third parties to generate proceeds, we may not be successful.

We may sell properties to third parties on a case-by-case basis. Our ability to sell properties on advantageous terms is affected by competition from other owners of properties that are trying to dispose of their properties; market conditions, including the capitalization rates applicable to our properties; and other factors beyond our control. If our competitors sell assets similar to assets we intend to divest in the same markets and/or at valuations below our valuations for comparable assets, we may be unable to divest our assets at favorable pricing or on favorable terms or at all. The third parties who might acquire our properties may need to have access to debt and equity capital, in the private and public markets, in order to acquire properties from us. Should they have limited or no access to capital on favorable terms, then dispositions could be delayed. If we are unable to generate proceeds through property sales or if there is a delay in our sale of properties, our liquidity, distributable cash flow, debt covenant ratios, and therefore, the Issuer’s ability to service its obligations under the Notes may be adversely affected.

We may not be able to complete renovation or development projects on advantageous terms.

As part of our business, we will renovate and can develop or redevelop certain properties. Renovation projects may include significant redevelopment of a property. The real estate renovation and development businesses involve significant risks that could adversely affect our financial condition, results of operations, cash flow and the Issuer's ability to service its obligations under the Notes, which include:

- we may not be able to obtain financing for renovation or development projects on favorable terms or at all or complete construction on schedule or within budget, resulting in increased debt service expense and construction costs and delays in leasing the properties and generating cash flow;
- we may explore development opportunities that may be abandoned and the related investment impaired;
- we may not be able to obtain, or may experience delays in obtaining, all necessary zoning, land-use, building, occupancy and other governmental permits and authorizations;
- the properties may perform below anticipated levels, producing cash flow below budgeted amounts;
- we may seek to sell certain land parcels and not be able to find a third party to acquire such land or the sales price will not allow us to recover our investment, resulting in impairment charges;
- we may not be able to lease properties on favorable terms or at all;
- construction costs, total investment amounts and our share of remaining funding may exceed our estimates and projects may not be completed, delivered or stabilized as planned;
- we may not be able to attract sufficient customer demand for our product and, upon completion, may not be able to lease up our properties on advantageous terms or at all;
- we may not be able to capture the anticipated enhanced value created by our renovation projects on our expected timetables or at all;
- we may experience delays (temporary or permanent) if there is public opposition to our activities;
- substantial renovation or development activities, regardless of their ultimate success, typically require a significant amount of management's time and attention, diverting their attention from our day-to-day operations; and
- upon completion of construction, we may not be able to obtain, on advantageous terms or at all, permanent financing for activities that we have financed through construction loans.

Increased maintenance and redevelopment costs could negatively affect our results of operations.

The average age of the properties in our portfolio is likely to increase over time, which may result in our maintenance, refurbishment and redevelopment costs relating to our portfolio increasing from their historic levels. These additional costs could in turn adversely affect our results of operations and our ability to service our obligations under the terms of the Notes. If we do not carry out maintenance, refurbishment and redevelopment, our logistics facilities may become less attractive to customers and rental yields may fall. Additionally, we may need to expend additional funds to keep these ageing properties in adequate repair.

The Issuer may rely on external sources of capital to fund future capital needs, and if it encounters difficulty in obtaining such capital, it may not be able to make future acquisitions necessary to grow its business, complete development or redevelopment projects, meet any maturing obligations or invest in capital expenditures.

In order to qualify as a FIBRA under Articles 187 and 188 of the Mexican income tax law ("*Ley del impuesto sobre la renta*" or the "Mexican Income Tax Law"), the Issuer will be required, among other things, to distribute each year, and no later than March 15, to holders of its CBFIs at least 95% of the net-taxable income of the immediately preceding fiscal year. In accordance with the Mexican Income Tax Law, its net-taxable income for a given year is calculated as taxable income for such year reduced by applicable deductions authorized under Mexican Income Tax Law. Because of this distribution requirement, the Issuer does not expect to be able to fund, from cash retained from operations, future capital needs, including capital needed to make acquisitions, complete development or redevelopment projects and satisfy or refinance maturing obligations. In addition, the Issuer's retained funds from operations may be insufficient to cover the costs associated with investing in capital expenditures necessary for the proper functioning and operation of its properties, or to cure any deficiencies in the makeup of the buildings. In addition, the Issuer does not anticipate that it will maintain any permanent working capital reserves. Accordingly, the Issuer may rely on external sources of capital, including debt and equity financing, to fund future capital needs. The interest rates and general terms and conditions available for financings in Mexico are often not competitive with those of countries such as the United States. In addition, a global economic slowdown could result in a capital environment characterized by limited financing availability, increasing costs and significant volatility. If the Issuer is unable to obtain needed capital on satisfactory terms or at all, it may not be able to make the investments needed to expand its business, complete development or redevelopment projects, make capital expenditures and improvements, or meet its obligations and commitments as they mature. The Issuer's access to capital will depend on a number of factors over which it will have little or no control, including general market conditions, the market's perception of its current and potential future earnings and cash distributions and the market price of our CBFIs. The Issuer may not be in a position to take advantage of attractive investment opportunities for growth if it is unable to access the capital markets on a timely basis on favorable terms.

Real estate investments are not as liquid as certain other types of assets, which may limit the flexibility of our operations.

Real estate assets are not as liquid as certain other types of assets. This lack of liquidity may limit our ability to react promptly to changes in economic or other conditions. A property that incurs a vacancy, by the continued default of a customer under its lease or the expiration of one of our leases or otherwise, may be difficult to dispose of and/or re-lease. Furthermore, the resale value of a property could be diminished because the market value of a particular property will depend principally upon the value of the leases of such property.

The valuation of our properties is uncertain and is based on assumptions which may prove to be inaccurate.

Our properties are valued by independent appraisers on behalf of us in accordance with our appraisal policy. Under our appraisal policy, at least one-fourth of our properties are appraised on a quarterly basis with all properties being appraised at least once per year. The Manager, in its discretion, may decide that a write-down or write-up is appropriate with respect to one or more properties not appraised in a given quarter and, under such circumstances, may cause updated appraisals to be obtained.

An appraised value is only an estimate of the value of a property and is not a precise measure of the value that may be obtained in connection with a sale of that property. Ultimate realization of the market value of a property depends to a great extent on economic and other conditions beyond our control, including, without limitation, the availability of financing on terms acceptable to potential purchasers, general market conditions and the financial condition of the property's tenants. Further, valuations do not necessarily represent the price at which a property could be sold given that market prices of our properties can only be determined by negotiation between a willing buyer and seller. If we were to liquidate a particular property, the realized value may be more than or less than the appraised valuation of such property. In calculating appraised values, appraisers typically take into account a number of factors, including, without limitation, the financial aspects of a property, market transactions, the relative yield for an asset measured against alternative investments as well as a discounted cash flow analysis for the asset, the estimated replacement cost of the asset, and the asset's location and other relevant structural characteristics. In periods of economic volatility in which there is a perceived greater uncertainty as to value estimates and fewer comparable transactions against which to measure value, the difference between an appraised value for a real estate asset (including our properties) and the ultimate market value for that asset may increase. Further, relative uncertainty as to cash flows in a distressed market can adversely affect the reliability of an appraisal. Consequently, the Issuer's ability to service its obligations under the Notes could be adversely affected.

Our consolidated balance sheet and income statement may be significantly affected by fluctuations in the fair market value of our properties as a result of revaluations.

Our properties are independently re-valued on a quarterly basis, and any increase or decrease in the value of our properties is recorded in our consolidated income statement in the period during which the revaluation occurs. As a result, we can have significant non-cash gains and losses from period to period, depending on the change in fair market value of our properties, whether or not such properties are sold. Any such fluctuations could have an adverse impact on our financial condition and results of operations.

We rely on third party reports that are subject to significant uncertainties.

We may obtain engineering and environmental reports to assist in determining whether to acquire properties and how to operate properties we will own. However, these reports are not intended to be a representation as to the past, present or future value or engineering and environmental condition of the relevant property. Furthermore, different review methodologies or different sets of assumptions could affect the results of such reports and the conclusions drawn from them. Thus, different experts reviewing the same property could reach significantly different conclusions.

Engineering and environmental risks are often hidden or difficult to evaluate, and engineering and environmental reports may not meaningfully assess such risks. If we were to discover any significant, unidentified engineering or environmental liabilities, the value of the affected property could fall, we may be required to incur additional costs and discharge of the liability could be time consuming.

In addition, we may rely on certain market reports and industry and market data and analyses obtained from independent third-party industry sources in order to make property investment and operating decisions. We generally do not independently verify the data or analyses obtained from these sources, and such data and analyses reflect the particular assumptions, estimates and judgments used by these sources at such times. Thus, we cannot assure that any industry and market data and analyses obtained from these sources are accurate evaluations of the relevant market conditions at the time we use them to make investment or operating decisions. If any of these data or analyses proves to be incorrect, misleading or incomplete, any decisions we make in reliance on such data or analyses expose us to potential risks. For example, we may be induced to make certain investments at prices that are too high, to sell certain other investments at prices that are too low or to miss favorable opportunities altogether.

Our insurance coverage does not cover all potential losses.

We will carry general liability, property and rental loss insurance covering all the properties that we own and manages in types and amounts that we believe are adequate and appropriate given the relative risks applicable to the property, the cost of coverage and industry practice. Certain losses, such as those due to terrorism, windstorms, floods or seismic activity, may be insured subject to certain limitations, including large deductibles or co-payments and policy limits. Although we will have coverage for certain acts of terrorism, with policy specifications and insured limits that we consider commercially reasonable given the cost and availability of such coverage, we cannot be certain that we will be able to renew coverage on comparable terms or collect under such policies. We also cannot be sure that insurance companies will be able to continue to offer products with sufficient coverage at commercially reasonable rates. In addition, there are other types of losses, such as those from riots, bio-terrorism or acts of war, that are not generally insured because it is not economically feasible to do so. We may incur material losses in excess of insurance proceeds and may not be able to continue to obtain insurance at commercially reasonable rates. If we experience a loss that is uninsured or that exceeds our insured limits with respect to one or more of our properties, then we could lose the capital invested in the damaged properties, as well as the anticipated future revenue from those properties, and if there is recourse debt, then we would remain obligated for any mortgage debt or other financial obligations related to such properties. Any such losses could adversely affect our financial condition, results of operations and cash flow.

A significant portion of the properties are located in areas that are known to be subject to seismic risk. We will carry earthquake insurance on all of our properties located in areas historically subject to seismic activity, subject to coverage limitations and deductibles that we believe are commercially reasonable. We will evaluate our earthquake insurance coverage annually in light of current industry practice through an analysis prepared by outside consultants. Furthermore, a number of our properties are located in areas that are known to be subject to hurricane or flood risk. We carry hurricane and flood hazard insurance on all of our properties located in areas historically subject to such activity, subject to coverage limitations and deductibles, if we believe it is commercially reasonable. We evaluate our insurance coverage annually in light of current industry practice through an analysis prepared by outside consultants.

We may not obtain new title insurance on all of the properties that we acquire. Due to new title insurance for such properties not being obtained, there is no assurance that the amount of existing title insurance coverage for each of these properties accurately reflects the current market value of such properties, or that title losses would be covered by such insurance.

We are subject to risks and liabilities in connection with properties owned through joint ventures, limited liability companies and partnerships.

We may invest in joint ventures, limited liability companies or partnerships with third parties. Such third parties may share certain approval rights over major decisions. Partnership, limited liability company and joint venture investments involve certain risks, including:

- if our partners, co-members or joint venturers go bankrupt, then we and any other remaining partners, members or joint venturers would generally remain liable for the partnership's, limited liability company's or joint venture's liabilities;
- if our partners, co-members or joint venturers fail to fund their share of any required capital contributions, then we may choose to contribute such capital;
- our partners and co-members may seek to redeem their investment and may do so simultaneously, causing us to seek capital to satisfy these requests on less than optimal terms;
- such partners, co-members or joint venturers might have economic or other business interests or goals that are inconsistent with our business interests or goals that would affect our ability to operate the property;
- disputes between us and our partners may result in litigation or arbitration that would increase our expenses and prevent our management from focusing their time and effort on our business and result in subjecting the properties owned by us to additional risk;
- such partners, co-members or joint venturers may have the power to act contrary to our instructions, requests, policies or objectives; and
- the joint venture, limited liability and partnership agreements often restrict the transfer of a joint venturer's, member's or partner's interest and may contain "buy-sell" provisions or may otherwise restrict our ability to sell our interest therein when we desire or on advantageous terms.

We generally seek to maintain sufficient control of our partnerships, limited liability companies and joint ventures to permit us to achieve our business objectives. We, however, may not be able to do so, and the occurrence of one or more of the events described above could adversely affect our financial condition, results of operations and cash flow.

The properties we acquire may have unknown or contingent liabilities.

We may acquire properties or entities subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were asserted against us based upon ownership of any of these properties or entities, then we might have to pay substantial sums to settle it, which could adversely affect our cash flow. Unknown liabilities with respect to properties or entities acquired might include:

- title defects, title disputes, liens, servitudes or other encumbrances;
- liabilities for clean-up or remediation of undisclosed environmental conditions;
- losses in excess of insured coverage;
- claims of customers, vendors or other persons dealing with our predecessors prior to the formation transactions or the former owners of the properties;
- accrued but unpaid liabilities incurred in the ordinary course of business;

- tax, legal and regulatory liabilities; and
- claims for indemnification by the general partners, officers and directors and others indemnified by our predecessors or the former owners of the properties.

Although we undertake due diligence investigations which we believe to be reasonable, we cannot assure our reviews, surveys or inspections would have revealed any or all defects or deficiencies affecting the applicable properties, including to the title thereof and existing environmental contamination or hazardous substances thereon.

We are exposed to risks related to climate change.

We are exposed to the potential impacts of future climate change and climate change-related risks. We consider ourselves exposed to potential physical risks from possible future changes in climate. Our logistics facilities may be exposed to rare catastrophic weather events, such as severe storms and/or floods. If the frequency of extreme weather events increases due to climate change, our exposure to these events could increase. Such events may cause significant damage to the properties and/or render the properties unsuitable for use and occupation, either on a temporary or permanent basis resulting in costs incurred for repair, refurbishment or reinstatement works, loss of rental income, void costs and/or an adverse impact on the value of the properties and ultimately on our financial return.

We do not currently consider ourselves exposed to regulatory risks related to climate change or to new local environmental taxes on greenhouse gas emissions, as our operations do not emit a significant amount of greenhouse gases. However, we may be adversely impacted in the future by potential impacts to the supply chain and/or stricter energy efficiency standards for buildings.

Engineering and environmental risks are often hidden or difficult to evaluate, and engineering and environmental reports may not meaningfully assess such risks. If we were to discover any significant, unidentified engineering or environmental liabilities, the value of the affected property could fall, we may be required to incur additional costs and discharge of the liability could be time consuming.

We are exposed to risks related to environmental laws and regulations, which may result in unanticipated losses that could affect our business and financial condition.

Under various federal, state and local laws, ordinances and regulations, a current or previous owner or operator of real estate may be liable for the costs of investigation, removal or remediation of certain hazardous or toxic substances or petroleum products at, on, under or in our properties. The costs of removal or remediation of such substances could be substantial. These laws typically impose liability and clean-up responsibility without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person may be held responsible for all of the clean-up costs. In addition, third parties may sue the owner or operator of a site for damages based on personal injury, property damage or other costs, including investigation and clean-up costs, resulting from contamination caused by hazardous materials or wastes generated or released or migrated from the properties.

Some of the properties may contain asbestos-containing building materials. Environmental laws also require that owners or operators of buildings containing asbestos properly manage and maintain the integrity of asbestos-containing materials, adequately inform or train those who may come into contact with asbestos and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition and to dispose of these materials as hazardous waste through authorized third parties. These laws may impose fines and penalties on building owners or operators who fail to comply with these requirements and may allow third parties to seek recovery from owners or operators for personal injury associated with exposure to asbestos.

In addition, some of the properties that we may consider acquiring may be leased or have been leased, in part, to owners and operators of businesses that use, store or otherwise handle petroleum products or other hazardous or toxic substances, creating potential for the release of such hazardous or toxic substances. Further, properties that we may consider acquiring may be on, adjacent to or near other properties that have contained or currently contain petroleum products or other hazardous or toxic substances, or upon which others have engaged, are engaged or may engage in activities that may release such hazardous or toxic substances. From time to time, we may acquire properties, or interests in properties, with known adverse environmental conditions where we believe that the environmental liabilities associated with these conditions are quantifiable and that the acquisition will yield a superior risk-adjusted return. In such an instance, we will underwrite the costs of environmental investigation, clean-up and monitoring into the acquisition cost and, if appropriate in Prologis' discretion, obtain appropriate environmental insurance for the property. In addition, in connection with certain divested properties, we may remain responsible for, and bear the cost of, remediating or monitoring certain environmental conditions on the properties. At the time of acquisition, we subject each of the properties to a Phase I or similar environmental assessments by independent environmental consultants and may have additional Phase II testing performed upon the environmental consultant's recommendation. Further, the properties' environmental condition may be affected by customers, the condition of land, operations in the vicinity of the properties (such as releases from underground storage tanks), or by unrelated third parties. If the costs of compliance with existing or future environmental laws and regulations exceed our budgets for these items, then our financial condition, results of operations and cash flow.

We may incur additional costs, suffer delays or be unable to execute our investment strategy as a result of local regulatory requirements.

Our properties are subject to various covenants and local laws and regulatory requirements, including permitting and licensing requirements. Local regulations, including municipal or local ordinances, zoning restrictions and other restrictive covenants imposed by local authorities or private community organizations may restrict the use of our properties and may require us to obtain approval from such bodies at any time with respect to our properties, including prior to acquiring or developing such properties or when developing or undertaking renovations of properties. Among other things, these restrictions may relate to fire and safety, seismic, asbestos-cleanup or hazardous material abatement requirements. We cannot assure that existing regulatory policies will not adversely affect us or the timing or cost of any future acquisitions, developments or renovations, or that additional regulations will not be adopted that would increase such delays or result in additional costs. Due to the complexity of the federal, state, and local regulatory regimes under which we operate, we may occasionally discover that we lack, or are not in compliance with, certain permits, licenses, registrations, or other regulatory approvals or requirements. Our strategy may be materially and adversely affected by our ability to obtain permits, licenses and zoning approvals. Our failure to obtain such permits, licenses and zoning approvals could have a material adverse effect on our financial performance.

As a result of our registration with the RNV, we are subject to financial reporting obligations and other requirements for which our financial and accounting systems, procedures and controls may not be adequately prepared.

As a publicly-traded Mexican FIBRA, we incur significant legal, accounting and other expenses, including costs associated with public entity reporting requirements and corporate governance requirements, including requirements under securities laws and regulations. We continually develop and enhance an integrated accounting platform for the assets that comprise our estate. If we fail to implement proper overall business controls, our results of operations could be harmed or we could fail to meet our reporting obligations. In addition, if we identify significant deficiencies or material weaknesses in our internal control over financial reporting that we cannot remediate in a timely manner, or if we are unable to receive an unqualified opinion from our independent public accounting firm with respect to our internal control over financial reporting, we could become subject to delisting from the Mexican Stock Exchange, an investigation by the CNBV and civil or criminal sanctions. Deficiencies, including any material weaknesses, in our internal control over financial reporting that may occur in the future could result in errors in our financial statements that could require us to restate our financial statements, cause it to fail to meet reporting obligations and cause holders of the Notes to lose confidence in our reported financial information or otherwise materially adversely affect our business, reputation, results of operations, financial condition, or liquidity.

Our business may be materially and adversely affected by the impact of global pandemics.

We cannot predict the extent to which global pandemics may impact our business and operating results, but their impact may include the following:

- Existing customers and potential customers of our logistics facilities may be adversely affected by the decrease in economic activity, which in turn could disrupt their business and their ability to enter into new leasing transactions or satisfy rental payments;
- Government, labor or other restrictions may prevent us from completing the development or leasing of properties currently under development or making our properties ready for our customers to move in;
- Our ability to recover our investments in real estate assets may be impacted by current market conditions;
- Increases in material costs as a result of labor shortages and supply chain disruptions may make the development of properties more costly than we originally budgeted;
- Our workforce, including our executives, may become ill or have difficulty working remotely, caring for our properties and/or customers; and
- Any prolonged economic downturn, escalation of the outbreak or disruption in the financial markets may also impact our ability to access capital markets to issue debt or equity securities and to complete real estate transactions at attractive pricing or at all.

These items may materially and adversely affect our financial condition, results of operations and cash flow.

Ongoing global conflicts could create more economic volatility, which consequently may affect our business and could negatively affect our revenues.

The military action by Russia in Ukraine and related sanctions, export controls and similar actions or laws have adversely affected and may continue to adversely affect global macroeconomic conditions, which may adversely affect our business activities and customers. The actions of Russian military forces and support personnel in Ukraine has escalated tensions between Russia and the U.S., NATO, the European Union and the United Kingdom. The U.S. has imposed, and may impose additional, material financial and economic sanctions and export controls against certain Russian organizations and/or individuals, with similar actions implemented and/or planned by the European Union, the United Kingdom and other jurisdictions. The packages of financial and economic sanctions imposed by the U.S., the United Kingdom, and the European Union, in various ways, constrain transactions with numerous Russian entities and individuals, transactions in Russian sovereign debt, and investment, trade, and financing to, from or in certain regions of Ukraine. Actions by Russia and any further measures taken by the U.S. or its allies could have negative impacts on regional and global financial markets and economic conditions, including global energy markets. The extent of the impact on us will continue to depend significantly on future developments, which are uncertain and cannot be predicted.

In addition, on October 7, 2023, Hamas launched an attack on Israel. In response, Israel commenced military actions against Hamas and Hezbollah, attacking targets in Gaza, Iran, Lebanon, Syria, Yemen, Qatar and other cities in the Middle East. Israel and Hamas agreed to a temporary ceasefire in October 2025. However, the situation in the region remains volatile and the possibility of expanded or renewed conflicts persist. The war, the escalation of the conflict and the resulting humanitarian crisis could lead to higher oil and gas prices, the imposition of sanctions, travel and import/export restrictions, increased inflationary pressures and market volatility, among other potential consequences.

Tensions between China and Taiwan are on the rise. The importance of Taiwan in the world's electronics market (phones, electric cars, etc.) is high. An increase in tension between China and Taiwan could renew price pressures in the electronics market, which could negatively impact inflation.

The impact of these and other geopolitical conflicts on global markets and macroeconomic conditions globally, as well as other potential future geopolitical tensions and consequences, remain uncertain and may exacerbate our operational risk. Episodes of economic and market volatility and pressure on supply chains and inflation may continue to occur and could worsen if these geopolitical conflicts persist or increase in severity, which could adversely affect our business, financial condition, results of operations, prospects, liquidity and/or the trading price and/or liquidity of our securities.

We are subject to litigation in the course of our business.

In the ordinary course of our business, we may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect our value and may continue without resolution for long periods of time. Any such litigation may consume substantial amounts of our time and attention and that time and the devotion of these resources to such litigation may, at times, be disproportionate to the amounts at stake in the litigation, in turn, adversely affect our ability to service our obligations under the Notes.

Risk Factors Relating to Our Relationship with Prologis

We may face competition from Prologis or its affiliates.

Prologis and other funds managed by Prologis may have investment objectives and policies comparable to ours and may be in competition with us. In particular, our logistics facilities may face competition from other logistics facilities developed or redeveloped by Prologis, whether currently existing or developed in the future, on properties adjacent to or in the same markets as our logistics facilities. Competition with Prologis-developed logistics facilities not owned by us could have a material adverse effect on our rental income in relation to any affected logistics facility.

The interests of Prologis may not always be aligned with our interests.

Prologis owns a substantial percentage of the equity capital invested in us. Prologis believes that its interests are aligned with our interests, but notwithstanding this alignment of interests, Prologis parties will occupy key positions in respect of our operations. Compensation of certain Prologis parties may include incentive compensation arrangements based in part on our performance or be tied directly to the amount of "incentive distributions" made by us to Prologis. As a result of such employee incentive compensation structures or otherwise, the "incentive distributions" payable to Prologis may create an incentive for Prologis parties to recommend investments that are generally more speculative than if such distributions were not based on our performance. See "Management" for additional information.

Risk Factors Relating to Mexico

We are a Mexican trust and all of our assets and operations are located in Mexico. Therefore, we are subject to political, economic, legal and regulatory risks specific to Mexico and the Mexican real estate industry.

We are a trust created in Mexico and all of our assets and operations are located in Mexico. Our business is affected by the performance of the Mexican economy, including, among other factors, changes in its gross domestic product, per capita disposable income, unemployment rates, the value of the Mexican peso as compared to the U.S. dollar, regulations affecting convertibility, inflation, changes in oil prices, interest rates, regulation, taxation, social instability, and other political social and economic developments. These events could also lead to increased volatility in the foreign exchange and financial markets, thereby affecting our ability to obtain new financing and service our debt.

In the past, Mexico has experienced prolonged periods of slow or negative economic growth, caused by internal and external factors over which we have no control. Those periods have been characterized by exchange rate instability, high inflation, high domestic interest rates in both real and nominal terms, economic contraction, a reduction of international capital flows, a reduction of liquidity in the banking sector, high unemployment rates, currency devaluation and other economic problems. These problems may worsen or reemerge in the future and could adversely affect our business. Decreases in the growth rate of the Mexican economy or in the local economies where our properties are located, periods of negative growth or increases in inflation or interest rates may result in lower demand for our properties.

We cannot guarantee that the government will not cut spending in the future or that the Mexican Central Bank will not increase its reference rates in the future and that such future increases in interest rates will not adversely affect our results of operations by increasing our financing costs. Austerity policies implemented by the Mexican government could adversely affect the Mexican economy and, consequently, our business, financial condition, operating results and prospects. Because a large percentage of our costs and expenses are fixed, we may not be able to reduce costs and expenses upon the occurrence of any of these events, and our profit margins may suffer as a result. Although the annual Mexican GDP decreased by approximately 9% in 2020 primarily due to the effects of the COVID-19 pandemic, the Mexican GDP increased by approximately 6% in 2021, by approximately 3% in 2022, by approximately 3% in 2023, and by approximately 2% in 2024. We cannot assure you that economic conditions in Mexico will not worsen, or that those conditions will not have an adverse effect on our financial performance.

Regulatory risk relating to the prioritization of domestic water use and continuous supply.

Regulatory changes, including potential amendments to the National Waters Law (*Ley de Aguas Nacionales*) or the enactment of a new Waters General Law (*Ley General de Aguas*) that would provide that domestic and urban public uses of water may not be wholly restricted under any circumstances, together with the prioritization of concessions for personal consumption, the principle of continuous supply, and the obligation to guarantee the human right to water, could limit or delay our access to concessioned volumes or supply services, increase compliance, operating and sanitation costs, necessitate additional investments in water-efficiency measures or alternative sources, and adversely affect cash flows at certain properties. Additionally, the amendments would prohibit the transfer of water concessions which would limit our ability to access water rights associated with new properties we may acquire which could force us to opt for a more expensive water supply or being unable to offer these services to our customers and tenants, which could have an adverse effect on our opportunities.

Our business depends on the energy infrastructure in Mexico.

The income derived from our properties relies on the availability of continuous and affordable electricity and other energy sources. Mexico has experienced, and may continue to experience, energy supply constraints due to insufficient generation capacity, transmission bottlenecks, regulatory changes, and reduced private-sector participation in the energy sector. Any prolonged or widespread energy shortages or power outages could disrupt operations of tenants, which could therefore reduce occupancy, lower rent collections, raise operating costs, and thereby adversely affect the value of the properties, which could limit the Issuer's ability to make payments on the Notes. Recent changes in Mexico's energy policy, including limits on private generation and delays in renewable energy projects, could exacerbate energy shortages or increase energy costs. These developments may weaken investor confidence and reduce the appetite for Mexican real estate assets for foreign capital. As a result, the market value of the Notes could decline.

Political, social and other developments in Mexico could affect our business.

In Mexico, political instability has been a determining factor in business investment. Significant changes in laws, public policies and/or regulations or the use of public referendums (*consultas populares*) could affect Mexico's political and economic situation, which could, in turn, adversely affect our business. Social unrest, such as strikes, suspension of labor, demonstrations, acts of violence and terrorism in the Mexican states in which we operate could disrupt our financial performance.

Furthermore, allegations of corruption against the government, politicians and the private sector in Mexico could create economic and political uncertainty. For example, findings of or convictions for illicit conduct committed by such entities or persons, or alleged wrongdoings, could have adverse effects on the political and economic stability of Mexico.

The Mexican President and the Mexican Congress (*Congreso de la Unión*) have a strong influence over new policies and governmental actions regarding the Mexican economy, and the current federal administration could implement substantial changes in law, policy and regulations in Mexico, including reforms of the Mexican Constitution (*Constitución Política de los Estados Unidos Mexicanos*), which could negatively affect our business, results of operations and financial condition. In response to these actions, opponents of the administration could react with, among other things, riots, protests and looting that could negatively affect our operations.

In June 2024, Mexico held presidential elections and elections for the entire membership of the Mexican Congress. The new Mexican Congress assumed office on September 1, 2024 and the new Mexican president, Claudia Sheinbaum, assumed office on October 1, 2024. In addition, the *Movimiento Regeneración Nacional* (National

Regeneration Movement) (“Morena”), in conjunction with its allied political parties, obtained a required two-third majority in the Chamber of Deputies (*Cámara de Diputados*) and close to a required majority in the Senate, sufficient to pass any reforms proposed by the president (including constitutional reforms). President Sheinbaum is expected to continue the social and economic policies of her predecessor, Mr. López Obrador. This new political configuration has given and is likely to continue to give the Morena coalition substantial authority to implement significant changes to the Mexican Constitution and other laws, policies and regulations, which could potentially weaken the rule of law, affect the Mexican economy and our business. We cannot predict the extent, impact or timing of these policy changes.

The Mexican federal judicial reform was voted into law by the Mexican Congress on September 15, 2024, after having been approved by a majority of the state legislatures (the “Mexican Judicial Reform”). This law overhauls the functioning of the federal judiciary, mandating that all federal judges, including Supreme Court justices, be elected by popular vote, and lowering the qualification requirements to run for a judicial post. Additionally, the Federal Judicial Council that oversees judiciary discipline was replaced with a new disciplinary tribunal controlled by the Mexican Congress. In compliance with the Mexican Judicial Reform, the newly elected supreme court began its first session on September 1, 2025.

New rules and regulations in connection with the Mexican Judicial Reform are pending approval from the Mexican Congress, but this law may significantly and adversely affect legal certainty and protections in Mexico, which could adversely affect our ability to defend or enforce claims in court, as well as negatively impact investor confidence in Mexico.

Moreover, on December 20, 2024, constitutional reforms were enacted to dissolve several autonomous constitutional bodies. These bodies are the National Institute for Transparency, Access to Information, and Personal Data Protection (*Instituto Nacional de Transparencia, Acceso a la Información y Protección de Datos Personales* or INAI), the National Council for the Evaluation of Social Development Policy (*Consejo Nacional de Evaluación de la Política de Desarrollo Social* or the Coneval), the Federal Antitrust Commission (*Comisión Federal de Competencia Económica* or the COFECE), the Federal Telecommunications Institute (*Instituto Federal de Telecomunicaciones* or the IFT), the National Commission for the Continuous Improvement of Education (*Comisión Nacional para la Mejora Continua de la Educación* or the MEJORADU), the Energy Regulatory Commission (*Comisión Reguladora de Energía* or the CRE) and the National Commission of Fossil Fuels (*Comisión Nacional de Hidrocarburos*), and pursuant to such reforms, such agencies have transferred their functions to government ministries controlled by the executive branch. Investors and credit agencies may be cautious about the proposed changes to long-standing Mexican government regulation, which could contribute to a decrease in the resilience of the Mexican economy in the event of a global economic downturn. We cannot provide any assurances that similar measures will not be taken in the future, which could have a negative effect on Mexico’s economy.

The recent judicial and constitutional reforms may lead to increased uncertainty in the outcomes of litigation. The election of federal judges by popular vote and the lowering of qualification requirements could result in a judiciary system that is less predictable and potentially less impartial. Judges elected by popular vote may be more susceptible to political pressures and public opinion, which could compromise their impartiality and independence. Additionally, lower qualification requirements may allow individuals with insufficient legal training and experience to become judges. This can lead to a judiciary that is less competent in interpreting and applying the law, resulting in less reliable and more variable court decisions. Consequently, decisions may be more politically motivated rather than based on legal principles and precedents. This uncertainty could adversely affect our ability to defend or enforce claims in court, thereby impacting our legal strategy and financial outcomes.

We cannot provide any assurances that these and other future developments in the Mexican economic and political environment will not have a material adverse effect on our business, financial condition, results of operations, prospects, liquidity and/or the trading price and/or liquidity of our securities.

We cannot predict the impact that political developments in Mexico will have on the Mexican economy nor can provide any assurances that these events, over which we have no control, will not have an adverse effect on our business, financial condition, results of operations, prospects, liquidity and/or the trading price and/or liquidity of our securities. Furthermore, our business, financial condition, results of operations, prospects, liquidity and/or the trading price and/or liquidity of our securities may be affected by currency fluctuations, inflation, interest rates, regulation, taxation, social instability and other political, social and economic developments in or affecting Mexico. There can be no assurance that the relative stability of the current Mexican political environment will continue in the future. There can be no assurance that political changes in Mexico will not have an adverse effect on our business, financial condition, results of operations, prospects, liquidity and/or the trading price and/or liquidity of the Notes.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy. Accordingly, Mexican governmental actions and policies concerning the economy, and state-owned and state-controlled companies and financial institutions, could have a significant impact on private sector entities in general and on us in particular, and on market conditions, prices and returns on securities of Mexican companies. The Mexican government occasionally makes significant changes in policies and regulations, and may do so again in the future. In particular, tax and labor legislation in Mexico is subject to continuous change. In addition, actions to control inflation and other regulations and policies have involved, among other measures, increases in interest rates, changes in tax policies, price controls, currency devaluations, capital controls and limits on imports. We cannot assure you that the Mexican government will maintain the existing political, social, economic and other regulations and policies, or that any changes to such regulations and policies will have a material adverse effect on our financial performance.

Developments in the U.S. and other countries may adversely affect the Mexican economy, our financial performance and the market price of the Notes.

The Mexican economy and the market value of Mexican companies may be, to varying degrees, affected by economic and market conditions globally, in other emerging market countries and major trading partners, in particular the United States. Although social, political and economic conditions in other countries may differ significantly from conditions in Mexico, investors' reactions to developments in other countries may have an adverse effect on the market value of securities of Mexican issuers, including the Notes, or assets located in Mexico. In the past, for example, prices of Mexican debt and equity securities dropped substantially as a result of developments, including economic crises, in Russia, Asia, Brazil, Argentina, Greece, Italy, Portugal, Spain, Venezuela and the United Arab Emirates. Also, credit issues in the United States have in the past resulted in significant fluctuations in global financial markets, including Mexico. A deterioration in international financial or economic conditions, such as a slowdown in growth or recessionary conditions in Mexico's trading partners, including the United States, or the emergence of a new financial crisis, could have adverse effects on the Mexican economy and our business, financial position and results of operation.

Economic conditions in Mexico are highly correlated with economic conditions in the United States. This correlation is due, in part, to the high degree of economic activity between the two countries generally, including the trading facilitated by the USMCA, physical proximity, and the remittance of funds from Mexican immigrants in the Unites States to residents in Mexico. For example, an increase in interest rates in the United States may impact the Mexican economy and may have an adverse effect on our ability to refinance our dollar-denominated debt on favorable terms. In addition, although our operating costs are paid mostly in Mexican pesos, a sustained increase in inflation in the United States could have a negative impact on inflation in Mexico. As a result, political developments in the United States, including changes in the administration and governmental policies, can also have an impact on the exchange rate between the U.S. dollar and the Mexican peso, economic conditions in Mexico and the global capital markets.

The USMCA effectively replaced the North American Free Trade Agreement ("NAFTA") on July 1, 2020. Unlike NAFTA, the USMCA includes a sunset provision that requires it to be analyzed and modified, if applicable, after six years and after 16 years shall be renegotiated and restated. This treaty also includes amendments to the rules of origin in practically all sectors, rules to deter artificial changes to exchange rates to obtain commercial advantages, additional intellectual property protections, as well as amendments in labor matters and information technologies, among other provisions. There can be no assurance as to the outcome of the USMCA or any subsequent trade agreements made as a response thereto, and the impact on our industry of these measures or any other measure adopted by the United States cannot be predicted.

In addition, the policies of the current U.S. administration towards Mexico have created instability and uncertainty with regard to the Mexican economy. For example, President Donald Trump instituted import tariffs and enforced measures intended to control illegal immigration from Mexico, each of which have created friction between the U.S. and Mexican governments and may reduce economic activity between these countries.

Also, in January 2025, President Donald Trump issued an executive order titled "Designating Cartels and Other Organizations as Foreign Terrorist Organizations and Specially Designated Global Terrorists," initiating the process to classify key Mexican drug cartels as Foreign Terrorist Organizations ("FTOs") and Specially Designated Global Terrorists ("SDGTs"). On February 20, 2025, the U.S. Department of State formally designated several major Mexican cartels as FTOs and SDGTs. Subsequently, the U.S. Department of the Treasury's Financial Crimes Enforcement Network ("FinCEN") issued orders prohibiting U.S. financial institutions from engaging in certain transmittals of funds involving the Mexican financial institutions CIBanco, S.A., Institución de Banca Múltiple (which was previously the trustee of our subsidiary Terrafina), Intercam Banco, S.A., Institución de Banca Múltiple, and Vector Casa de Bolsa, S.A. de C.V. (collectively, the "Designated Entities"), after determining that they were of "primary money-laundering concern" in connection with illicit opioid trafficking (the "FinCEN Orders"). The FinCEN Orders were published in the Federal Register on June 30, 2025, with an initial effective date of July 21, 2025, later extended to October 20, 2025. Although we have not been affected by the FinCEN Orders, we have, as of the date of this Offering Memorandum, observed derisking measures with respect to our interactions with the Designated Entities. As of the date of this Offering Memorandum, Kapital Bank has acquired key assets of Intercam Banco and Grupo Financiero Multiva, S.A.B. de C.V. has acquired CIBanco's fiduciary division. However, these acquisitions may still be subject to regulatory approvals. These developments underscore the heightened U.S. scrutiny of Mexican financial institutions and illustrate the risk that additional U.S. measures could adversely affect operational continuity, and the investors' confidence in the Mexican market, which in turn could negatively impact the price of our securities, and our overall operations.

While the Mexican and U.S. governments have been able to reach an understanding in the past, we cannot assure you that such understanding will remain in place or that the U.S. government will not impose adverse policies on Mexico in the future and that we will not be materially adversely affected by such policies in the future. In addition, in the event of certain changes in U.S. policy implemented by the current or future U.S. administrations, the Mexican government could implement retaliatory actions, such as the imposition of restrictions on Mexican imports of products from the United States or imports and exports of products to the United States or remittances from the United States to Mexico.

Political instability, uncertainty over property rights, territorial disputes, military conflict, war or expansion of hostilities, civil unrest, drug trafficking, political activism or the continuation or escalation of terrorist or gang activities and public health crises may each affect global economics. We cannot assure you that events in other emerging market countries, in the United States or elsewhere will not adversely affect our financial performance.

Inflation in Mexico, along with government measures to curb inflation and increases in interest rates, may have an adverse effect on our financial performance.

Mexico historically has experienced high levels of inflation. High inflation rates can adversely affect our financial performance. In 2020, 2021, 2022, 2023 and 2024, the annual inflation rate published by the Mexican Central Bank was 3.15%, 7.36%, 7.82%, 4.66% and 4.72%, respectively. If Mexico experiences high inflation in the future, we may not be able to adjust the rents we charge our customers to offset its effects on our operations. As a result, our financial condition and profitability could be negatively affected.

Most of the leases related to our properties contain contractual increases in rent at rates that are either fixed or, in the case of leases in Mexican pesos, tied to inflation in Mexico. As of September 30, 2025, 77.3% of these leases, in terms of Net Effective Rent, were denominated in U.S. dollars. Inflation adjustments to our income may not correspond with actual inflation with respect to our operating expenses, most of which are expected to be denominated in Mexican pesos. Additionally, increases in the rental rates for our assets are adjusted on an annual basis and therefore rent adjustments for inflation may not take effect until the following year and may not match actual inflation. In addition, many of our customers operate in the manufacturing sector in Mexico, and therefore an increase in labor costs in Mexico because of inflation could adversely affect our customer's financial performance and consequently their ability to pay rent, which, in turn, could adversely affect our financial performance.

Partly as a consequence of rising inflation, the Mexican Central Bank has raised the reference rate. Although in 2021 the Mexican Central Bank decreased its reference rate to a low of 4.00%, it subsequently raised the rate to a high of 11.25% on March 31, 2023. As of September 30, 2025, the benchmark rate has been decreased to 7.5%. We cannot guarantee that the Mexican Central Bank will not increase its reference rates in the future and that such future increases in interest rates will not adversely affect our results of operations by increasing our financing costs. As of September 30, 2025, we had US$817 million of variable-rate indebtedness outstanding. However, we may in the future draw upon our existing line of credit or enter into additional credit facilities or otherwise incur indebtedness with variable interest rates.

Changes in international trade policies and international barriers to trade, or the emergence of a trade war, may have an adverse effect on our business.

Changes to trade policies, and treaties and the imposition of tariffs on a global scale, or the perception that these changes could occur, could adversely affect the global supply chain and influence corporate appetite for off-shoring labor-intensive manufacturing to low labor-cost jurisdictions such as Mexico.

The North American Free Trade Agreement known as the USMCA, entered into force on July 1, 2020 and is due for revision in 2026. If the President of the United States takes action to withdraw from or materially modify the USMCA or other international trade agreements involving Mexico, then our business, financial condition and results of operations could possibly be adversely affected, depending on the nature of the action.

In addition, the U.S. administration under President Donald Trump's prior term advocated for greater restrictions on trade generally and significant increases in tariffs on certain goods imported into the U.S., particularly from China and Mexico, and took steps toward restricting trade in certain goods. Mr. Trump also pushed for substantial revisions to U.S. trade agreements, including the renegotiation or termination of trade agreements. For example, in March 2018, the U.S. began to enforce a 100% tariff on cars, a 25% tariff on steel, and a 10% tariff on aluminum imports. The trade policies of the first Trump administration also created uncertainty with respect to, among other things, existing and proposed trade agreements, as well as free trade in general. On February 1, 2025, the second Trump administration issued executive orders imposing significant tariffs of 25% on all imports from Canada and Mexico, citing national security concerns related to unlawful migration and fentanyl flows. Implementation, initially scheduled for February 4, 2025, was postponed to March 4, 2025, following temporary commitments by Canada and Mexico to strengthen border enforcement. On that date, the tariffs entered into force, and during the period from March through September 2025, the United States and Canada engaged in successive tariff and counter-tariff measures targeting a wide range of goods, including metals, autos, and certain commodities. Mexico, while publicly opposing the U.S. actions, did not implement broad counter-tariffs during this period, focusing instead on diplomatic engagement and cooperation with the United States. On September 1, 2025, Canada lifted most of its retaliatory tariffs except those targeting metals and autos. Although the Trump administration offered targeted relief, including exemptions for USMCA-qualified goods and temporary deferrals for certain sectors, significant tariffs remain in place on Canadian and Mexican imports that do not qualify for USMCA preferences, the potential effects of these tariffs and any additional trade measures of imposed by the U.S., as well as retaliatory actions by Mexico and Canada, remain uncertain.

These measures have introduced significant uncertainty into North American trade relations, contributed to volatility in financial markets, and increased costs for companies dependent on cross-border supply chains.

A prolonged tariff period could lead to a contraction of the economy, accompanied by greater exchange rate depreciation and high inflation. These conditions would significantly reduce private consumption and capital investment therefore reducing the price of publicly traded securities and increase supply chain costs. Our investment portfolios may lose value, and we may experience capital outflows, negatively affecting our income and liquidity positions. On the expense side, because a significant portion of our costs and expenses are fixed, we may not be able to reduce them proportionally to the decline in business activity. As a result, our profit margins could be negatively impacted by both reduced revenues and increased costs.

Future decisions by the U.S. administration with respect to U.S. laws and policies governing foreign trade and foreign trade relations, could have a negative impact on the Mexican economy by reducing the level of commercial activity between Mexico and the U.S. or effecting a slowdown in direct U.S. foreign investment in Mexico. Any such escalation in trade tensions or a trade war, or news and rumors of the escalation of a potential trade war, could have a material and adverse effect on our business, financial condition, results of operations, prospects, liquidity and/or the trading price. The extent of such impact cannot be accurately predicted.

The United States-Mexico-Canada Agreement (the "USMCA") is due to be reviewed in July 2026. The trade policies that will be pursued by the U.S. are uncertain and it is possible that the Trump Administration may announce further restrictive measures in the future.

Fluctuations in the value of the Mexican peso against the U.S. dollar, as well as the reinstatement of exchange controls and restrictions, could adversely affect our financial performance.

Our results of operations are dependent on economic conditions in Mexico, including fluctuating currency rates. Fluctuations in currency rates may adversely affect our ability to acquire assets denominated in other currencies and may also adversely affect the performance of the investments in such assets. The Mexican Central Bank may from time to time participate in the foreign exchange market, including auctions of U.S. dollars, to minimize volatility and support an orderly market. The Mexican Central Bank and the Mexican government have also promoted market-based mechanisms for stabilizing foreign exchange rates and providing liquidity to the exchange market, such as using over-the-counter derivatives contracts and publicly-traded futures contracts. However, the Mexican peso is currently subject to significant fluctuations against the U.S. dollar and may be subject to such fluctuations in the future. Relative to the U.S. dollar, the peso appreciated to Ps.19.47 per US$1.00 as of December 31, 2022, further appreciated to Ps.16.91 per US$1.00 as of December 31, 2023, and depreciated to Ps.20.79 per US$1.00 as of December 31, 2024, in particular following the results of the U.S. presidential election in 2024. Overall, from December 31, 2019 to December 31, 2024, the peso depreciated by 10.2% from Ps.18.86 per US$1.00 to Ps.20.79 per US$1.00. On September 30, 2025, the exchange rate was Ps.18.33 per US$1.00. The peso continues to be affected by uncertainty and volatility in the global markets.

Because assets may be purchased with, and income may be payable in, Mexican pesos, the value of these assets measured in our functional currency, the U.S. dollar, may be affected favorably or unfavorably by changes in currency rates, costs of conversion and exchange control regulations. In addition, a significant portion of our income is denominated in U.S. dollars, while a significant portion of our expenses is payable in Mexican pesos. Thus, our reported earnings, which are expressed in Mexican pesos, are subject to fluctuations in the value of the Mexican peso relative to the U.S. dollar.

Severe devaluation or depreciation of the Mexican peso may also result in disruption of the international foreign exchange markets. This may limit our ability to transfer or to convert Mexican pesos into U.S. dollars and other currencies and may have an adverse effect on our financial performance in future periods by, for example, increasing in Mexican peso terms the amount of our foreign currency-denominated liabilities and the rate of default among our borrowers.

Also, we cannot assure you that, in the event of future increases by the U.S. Federal Reserve of the target range for the federal funds rate in the United States, the Mexican economy or the value of securities issued by Mexican companies will not be affected, including as a result of any precipitous unwinding of investments in emerging markets, depreciations and increased volatility in the value of their currency and higher interest rates.

In addition, while the Mexican government does not currently restrict the right or ability of Mexican or foreign persons or entities to convert Mexican pesos into U.S. dollars or to transfer other currencies out of Mexico, we cannot provide assurances that the Mexican government will maintain its current policies with regard to the Mexican peso or that the Mexican peso's value will not fluctuate significantly in the future. The Mexican government could impose a restrictive exchange control policy or devaluate the Mexican peso, as it has done in the past.

Mexico has experienced a period of increasing criminal activity, which could affect our operations.

In recent years, Mexico has experienced a period of increasing criminal activity, primarily due to the activities of drug cartels and related criminal organizations and particularly in Mexico 's northern states near the U.S. border and recently in other states such as Guerrero, Guanajuato and Michoacán. On August 12, 2025, the U.S. Department of State issued an updated travel warning urging U.S. citizens not to travel to the Mexican states of Colima, Guerrero, Michoacán, Sinaloa, Tamaulipas and Zacatecas due to the high crime rates in these states. This violence has had an adverse impact on the Mexican economy generally, and may lead to increased social instability in the future, which could adversely affect our financial condition, results of operations and our ability to conduct our business. In response, the Mexican government has implemented various security measures and has strengthened its military and police forces. Despite these efforts, criminal activity continues to exist in Mexico, some of which may target our properties. We cannot assure you that the level of violent crime in Mexico, over which we have no control, will not increase in the future and will not have adverse effects on our business, financial position and results of operation.

We are subject to the Mexican federal anticorruption laws, anti-bribery and anti-money laundering laws.

Our business is subject to a significant number of laws, rules and regulations, including those relating to anti-bribery, anti-corruption and anti-money laundering. However, the Mexican regulatory regime related to anti-bribery, anti-corruption and anti-money laundering legislation is still developing and could be less stringent than anti-bribery, anti-corruption and anti-money laundering legislation, which has been implemented in other jurisdictions.

On July 16, 2025, a decree amending and adding various provisions to the Federal Law for the Prevention and Identification of Transactions Involving Illicit Proceeds (the "Anti-Money Laundering Law"), was published in the Mexican Federal Official Gazette. Accordingly, trusts – including FIBRAs – engaging in any vulnerable activity are now required to comply with the Anti-Money Laundering Law.

Changes in Mexican taxes and other fiscal assessments may adversely affect us.

The Mexican government regularly enacts reforms to tax and other assessment regimes. Such reforms include changes in the rate of assessments and, occasionally, enactment of temporary taxes. The effects of these changes and any other changes that result from enactment of additional tax reforms cannot be quantified and there can be no assurance that these reforms will not, once implemented, have an adverse effect upon our business, results of operations, financial condition or prospects or may adversely affect our ability to comply with the obligations under the Notes.

Each participant shall consider the tax consequences in Mexico of the Offering.

The tax authorities may not agree with the tax conclusions set out in this Offering Memorandum and it cannot be guaranteed that a favorable judgment will be obtained in the event of a dispute before the competent courts. Each participant in the Offering shall consult its tax advisors in order to determine the specific consequences and tax impact of its participation in the Offering.

We cannot guarantee that the tax provisions applicable to FIBRAs have been correctly interpreted or applied.

It cannot be guaranteed that the tax provisions governing the FIBRA regime have been correctly interpreted and/or applied by the Manager and/or the Trustee. Further, we cannot guarantee that the Mexican tax administration will agree with the Manager's and/or the Trustee's interpretation and application of the tax provisions governing the FIBRA regime.

Failure to comply with the requirements to apply the FIBRA regime may have adverse consequences.

We expect to comply with all the requirements for the trust to apply the FIBRA regime, including making mandatory distributions of at least 95% of the annual net taxable income and filing the relevant informative tax returns. However, failure to comply with such requirements may force us to change the way we operate, which may have an adverse effect on our financial performance and/or on the liquidity or valuation of the Notes.

VAT refund requests may be denied.

Pursuant to applicable tax provisions, the transfer of certain real estate assets to the trust may be subject to value added tax ("VAT") at the rate of 16%. The trust may request to the Mexican tax administration a refund of the VAT paid on the acquisition of real estate assets, provided that certain requirements are met. The tax administration may delay or deny such refund request, which may have an adverse effect on our cash flow.

Our real estate acquisitions may be subject to acquisition taxes.

We may be subject to tax when we acquire properties. The applicable tax will depend on the local legislation applicable in the municipality or state in which the acquired real estate is located. It is possible that local taxing authorities may determine that one or more of our acquisitions constitute a "disposition" and that we are therefore subject to the Mexican real estate transfer tax or its equivalent. Thus, we may be subject to taxes in connection with the acquisition of real estate or assets that qualify as real estate in the future. Depending on the location of each property, the rate and basis for determining these taxes may vary.

We are exposed to the adoption of new rules and requirements applicable to FIBRAs and new interpretations by tax authorities.

The tax regime applicable to FIBRAs has undergone constant changes in recent years through amendments to the Mexican Income Tax Law and the Administrative Tax Regulations (*Ley del Impuesto sobre la Renta y Resolución Miscelánea Fiscal*). On January 1, 2014, the Mexican Income Tax Law went into force, which includes additional requirements to qualify for the FIBRA tax regime and grants the Tax Administration Service (*Servicio de Administración Tributaria*) the authority to establish, through administrative regulations, guidelines to clarify the requirements that FIBRAs need to satisfy to qualify as such. At any time, the federal, state or local tax laws or regulations of Mexico, or the judicial or administrative interpretations related thereto, may be modified. We cannot predict whether or when new rules, requirements or interpretations will be adopted or held by the tax authorities or introduced through new amendments to the Mexican Income Tax Law or through the publication of new regulations to the law, and whether any such laws, regulations or interpretations may take effect retroactively. We could be adversely affected by any such changes in the rules, requirements or interpretations of the tax regime that governs FIBRAs as they may affect our ability to continue to be treated as a FIBRA.

It may be difficult to enforce civil liabilities against us, members of the technical committee, our Manager or our directors and officers.

We are a trust formed under the laws of Mexico and substantially all of our assets are located in Mexico. Certain members of the technical committee and certain directors and officers of our Manager reside in Mexico and a significant portion of the assets of such persons are located in Mexico. Furthermore, all of our assets are located in Mexico. As a result, it may not be possible for you to effect service of process within the United States or in other jurisdictions outside Mexico upon us or such persons or to enforce judgments against us or them in courts of the United States or other jurisdictions outside Mexico. There is doubt as to the enforceability, in original actions in Mexican courts or in actions for enforcement of judgments obtained in courts of jurisdictions outside of Mexico, of civil liabilities under the laws of any jurisdiction outside of Mexico, including any judgment predicated solely upon the federal and state securities laws of the United States.

We are subject to different disclosure and accounting standards than companies in other countries.

A principal objective of the securities laws of the United States, Mexico, and other countries is to promote full and fair disclosure of all material corporate information, including accounting information. However, there may be less or different publicly available information about foreign issuers of securities than is regularly published by or about U.S. issuers of listed securities. We are subject to reporting obligations in respect of our CBFIs listed on the Mexican Stock Exchange. The disclosure standards imposed by the Mexican Stock Exchange may be different than those imposed by securities exchanges in other countries or regions such as the United States. As a result, the level of information that is available may not correspond to what non-Mexican investors in the Notes are accustomed to. In addition, accounting standards and disclosure requirements in Mexico differ from those of the United States. In particular, our financial statements are prepared in accordance with IFRS, which differ from the U.S. Generally Accepted Accounting Principles ("GAAP") in a number of respects. Items on the financial statements of a company prepared in accordance with IFRS may not reflect its financial position or results of operations in the way they would be reflected had such financial statements been prepared in accordance with GAAP.

USE OF PROCEEDS

We expect to receive net proceeds from this Offering of approximately $492.6 million after deducting the Initial Purchasers' fees and estimated transaction expenses. We intend to use the net proceeds from this offering for general corporate purposes, which may include repaying borrowings under a term loan and our revolving credit facility and repayment of maturing secured debt.

As of the date of this Offering Memorandum, we had (i) US$300 million borrowings outstanding under our term loan accruing interest at the rate of SOFR plus a spread of 1.25% and which matures on May 29, 2026, (ii) US$95.0 million outstanding under our revolving credit facility with an interest rate of 5.20%, and which facility matures on May 29, 2028 and (iii) US$100.8 million of borrowings outstanding under our secured loan with Prudential Insurance Company and Metropolitan Life Insurance Company, with an interest rate of 4.67% and which matures in February 2026. See "Description of Certain Indebtedness."

To the extent any of the Initial Purchasers or their affiliates are lenders under our term loan, revolving credit facility or secured loan, such Initial Purchasers or their affiliates may receive a portion of the proceeds from this offering. See "Plan of Distribution."

CAPITALIZATION

The following table sets forth our capitalization as of September 30, 2025 and as adjusted to reflect the Offering and the use of proceeds therefrom as set forth under "Use of Proceeds."

You should read this table in conjunction with "Use of Proceeds," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the financial statements and the related notes thereto included in this Offering Memorandum.

We prepare our financial statements in U.S. dollars, our functional currency, and for presentation purposes we translate the financial statements into Mexican pesos, our presentation currency. U.S. dollar amounts included herein are based on our financial statements prepared in our functional currency, which is the U.S. dollar. See "Presentation of Financial and Certain Other Information—Currency Information."

	As of September 30, 2025			
	Actual (US$)	**Actual (Ps.)**	**As Adjusted[4] (US$)**	**As Adjusted[4] (Ps.)**
(*in thousands*)				
Cash and cash equivalents	$ 118,742	Ps. 2,179,016	$ 349,330	Ps. 6,410,467
Debt:				
Debt of the Issuer:				
Notes offered hereby	$ —	Ps. —	$ 492,588	Ps. 9,039,335
Unsecured credit facilities	—	—	—	—
Other unsecured debt[1]	1,045,000	19,176,482	885,000	16,240,370
Secured debt	163,922	3,008,083	61,922	1,136,312
Debt of the Issuer's subsidiaries	1,017,000	18,662,670	1,017,000	18,662,670
Total Debt[3]	**2,225,922**	**40,847,235**	**2,456,510**	**45,078,687**
Non-controlling interests	230,058	4,221,726	230,058	4,221,726
Equity attributable to consolidated FIBRAPL's CBFI holders	7,016,794	128,763,043	7,016,794	128,763,043
Total Capitalization[2]	**$ 9,472,774**	**Ps.173,832,004**	**$ 9,703,362**	**Ps. 178,063,456**

(1) As of September 30, 2025, the Issuer had US$300 million of outstanding borrowings under a term loan, US$445 million of indebtedness pursuant to green bonds outstanding and US$300 million of indebtedness pursuant to private placement notes outstanding; see note 7 to the unaudited interim consolidated condensed financial statements of the Issuer as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, included as Annex C hereto.

(2) Total capitalization represents the sum of our total indebtedness and total equity.

(3) Represents principal amount of debt outstanding and excludes interest accrued, deferred financing cost and amortization of debt premium.

(4) The "As Adjusted" columns give effect to the Offering and the use of proceeds therefrom, including the repayment of US$160 million (Ps.2,936 million) of borrowings under our term loan reflected in "Other unsecured debt," repayment of US$102 million (Ps.1,872 million) of maturing secured debt reflected in "Secured debt," and the remainder included in "Cash and cash equivalents."

UNAUDITED PRO FORMA CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

The following unaudited pro forma consolidated condensed financial information of FIBRA Prologis has been derived by the application of pro forma adjustments to the historical audited consolidated financial statements of FIBRA Prologis and Terrafina included elsewhere in this Offering Memorandum. The unaudited pro forma consolidated condensed income statement for the year ended December 31, 2024 gives effect to the Terrafina acquisition as if the Terrafina acquisition was consummated as of January 1, 2024. The adjustments, which are based on available information and upon assumptions that management believes to be reasonable, are described in the accompanying notes. The unaudited pro forma financial information is for informational purposes only and should not be considered indicative of actual results that would have been achieved had the Terrafina acquisition been consummated on the date indicated, nor does it purport to indicate results of operations for any future period. The unaudited pro forma financial information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical audited consolidated financial statements and the notes thereto included elsewhere in this Offering Memorandum.

Unaudited Pro Forma Consolidated Condensed Income Statement Data

	Pro Forma for the year ended December 31, 2024				
in thousands of Mexican pesos, except per CBFI amounts	**FIBRAPL**	**Terrafina (*)**	**Pro Forma Adjustments**	**Notes**	**Combined**
Revenues					
Rental income	7,544,994	4,108,595	(1,786,068)	5.a	9,867,521
Rental recoveries	706,475	-	-		706,475
Other property income	180,758	90,881	(44,995)	5.a	226,644
	8,432,227	**4,199,476**	**(1,831,063)**		**10,800,640**
Operating expenses and other income and expenses:					
Operating and maintenance	(604,618)	(396,042)	184,543	5.a	(816,117)
Utilities	(86,711)	(4,070)	2,002	5.a	(88,779)
Property management fee	(186,103)	(79,147)	33,851	5.a	(231,399)
Real estate taxes	(174,772)	(185,329)	61,777	5.a	(298,324)
Non-recoverable operating expenses	(226,911)	-	-		(226,911)
Gain on valuation of investment properties and other investment properties	18,164,628	2,633,595	(2,633,595)	5.a	18,164,628
Loss on valuation of debt	-	(58,967)	58,967	5.b	-
Asset management fee	(864,066)	(291,196)	125,619	5.a	(1,029,643)
Incentive fee	(716,392)	(553,072)	68,090	5.a	(1,201,374)
Professional fees	(228,452)	(589,596)	317,780	5.a	(500,268)
Interest income	338,830	34,783	(12,551)	5.a	361,062
Finance costs	(1,285,425)	(1,120,412)	115,277	5.a, b & .c	(2,290,560)
Unrealized gain (loss) on exchange rate hedge instruments	126,035	(19,959)	-	5.a	106,076
Realized loss on exchange rate hedge instruments	(37,531)	(12,396)	7,545	5.a	(42,382)
Net exchange loss	(114,449)	(25,008)	34,506	5.a	(104,951)
Other general and administrative expenses	(196,649)	(292,522)	202,573	5.a	(286,598)
Share of profit from equity method investments	1,642,149	604,626	(555,995)	5.a	1,690,780
	15,549,563	**(354,712)**	**(1,989,611)**		**13,205,240**
Profit for the year	**23,981,790**	**3,844,764**	**(3,820,674)**		**24,005,880**
Earnings per CBFI	**17.20**	**4.94**			
Pro Forma earnings per CBFI				5.d	**14.84**

(*) Terrafina for year ended December 31, 2024, conformed to the current FIBRAPL presentation, see note 4

The accompanying notes are an integral part of this unaudited pro forma consolidated condensed financial information.

Notes to the unaudited pro forma consolidated condensed financial information

For the year ended December 31, 2024
In thousands of Mexican pesos. This information should be read with the audited consolidated financial statements of FIBRAPL and Terrafina.

1. **Main activity and structure**

This unaudited pro forma consolidated condensed financial information includes the financial information of FIBRAPL and Terrafina for the year ended December 31, 2024 (the "unaudited pro forma consolidated condensed financial information").

Main activity - FIBRAPL is a trust formed according to the Irrevocable Trust Agreement 1721 dated August 13, 2013. FIBRAPL is a FIBRA with its address on Paseo de los Tamarindos No. 90, Torre 2, Piso 22, Bosques de las Lomas, Cuajimalpa de Morelos, C. P. 05120. The primary purpose of FIBRAPL is the acquisition and/or development of logistics real estate assets in Mexico, generally with the purpose of leasing such assets to third parties under long-term operating leases.

The term of FIBRAPL is indefinite in accordance with the trust agreement. FIBRAPL does not have employees, hence, it does not have labor obligations. All administrative services are provided by Prologis Property México, S. A. de C. V., a wholly owned subsidiary of Prologis, Inc.

Structure – FIBRAPL's parties are:

Trustor:	Prologis Property México, S. A. de C. V.
First beneficiaries:	CBFI's holders
Trustee:	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria
Common representative:	Monex Casa de Bolsa, S. A. de C. V., Monex Grupo Financiero
Manager:	Prologis Property México, S. A. de C. V.

According to the Mexican Securities Market Law, an issuer trust of real estate trust certificates must name a technical committee under the rules set forth in its trust agreement. In this regard, prior to its initial public offering, FIBRAPL named its technical committee (the "Technical Committee"), which, among other things: (i) oversees compliance with guidelines, policies, internal controls and audit practices, reviews and approves auditing and reporting obligations of FIBRAPL, (ii) makes certain decisions relating to governance, particularly in the event of a potential conflict with managers or its related parties, and (iii) monitors the establishment of internal controls and mechanisms to verify that each incurrence of indebtedness by FIBRAPL is compliant with applicable rules and regulations of the Mexican Stock Exchange. As of the day of this report, the Technical Committee has eleven members, the majority of whom are independent.

Terrafina is a Mexican trust created pursuant to trust agreement 6274 (formerly known as Fideicomiso Irrevocable número F/00939) dated January 29, 2013 (as amended on August 5, 2025) entered into by and among PLA Administradora Industrial, S. de R. L. de C. V. as Trustor and beneficiary, and CI Banco S. A., Institución de Banca Múltiple, as trustee (subsequently replaced as trustee) and Monex Casa de Bolsa, S. A. de C. V., Monex Grupo Financiero, as common representative of the CBFI holders.

Terrafina is a trust with an industrial portfolio formed primarily to acquire, construct, own, 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.

2. **Basis of presentation**

The material accounting policies applied in the preparation of this unaudited pro forma consolidated condensed financial information are consistent with those accounting policies under IFRS Accounting Standards ("IFRS") followed in the preparation of and disclosed in FIBRAPL's audited consolidated financial statements for the year ended December 31, 2024. The accounting principles of Terrafina may differ from the ones applied by FIBRAPL.

Where necessary, the accounts of Terrafina have been adjusted or reclassified to ensure consistency with the accounting principles and presentation of FIBRAPL.

The functional currency of FIBRAPL and Terrafina is the U. S. dollar and their presentation currency is Mexican peso. Presentation currency of this unaudited pro forma consolidated condensed financial information is Mexican peso.

The unaudited pro forma consolidated condensed income statement presents information as if the acquisition of Terrafina had occurred on January 1, 2024.

Management has determined that the acquisition of Terrafina does not meet the definition of the acquisition of a business combination as required under IFRS 3 in order to qualify for business combination treatment since, no substantive business processes, employees or operational systems from the sellers are expected to be retained by FIBRAPL to be able to operate the investment properties after the acquisition. Therefore, the Terrafina acquisition was accounted for as an acquisition of individual assets and liabilities with the initial purchase consideration allocated to the separable assets and liabilities acquired based on their relative fair values. Such transactions or events do not give rise to goodwill.

The pro forma adjustments included in the unaudited consolidated condensed income statement for the year ended December 31, 2024, represent adjustments to FIBRAPL's and Terrafina's historical figures assuming that FIBRAPL owned 100% of the CBFIs of Terrafina as of January 1, 2024. The pro forma adjustments were determined to give effect to the pro forma transactions that are: (i) directly attributable to the acquisition of Terrafina, and (ii) factually supportable.

The unaudited pro forma consolidated condensed financial information does not necessarily reflect the results of FIBRAPL as if the acquisition of Terrafina had occurred on January 1, 2024. nor does the information purport to project FIBRAPL's consolidated comprehensive results for future periods or as of any future date.

The unaudited pro forma consolidated condensed financial information does not reflect the realization of any savings of expected costs or other synergies arising from the acquisition of Terrafina as a result of restructuring activities and other cost savings initiatives after the completion of the acquisition.

3. Description of the acquisition

On August 6, 2024, FIBRAPL announced the settlement of its tender offer to acquire up to 100% of the real estate trust certificates issued by Terrafina (BMV: TERRA13). The settlement consisted of (i) the acquisition by FIBRAPL of 606,417,404 Terrafina CBFIs, which represent 77.13% of the total outstanding Terrafina CBFIs; (ii) the issuance by FIBRAPL of 217,092,999 Exchange CBFIs in exchange for the tendered Terrafina CBFIs using an exchange ratio of 0.63; and (iii) the payment by FIBRAPL of Ps.11,782,140,300.0 to Terrafina's CBFI holders at a rate of Ps.45 per CBFI who elected to exercise their cash option, pursuant to the terms and conditions provided in the offer prospectus. As a result, FIBRAPL began consolidating Terrafina as of that date and the results of FIBRAPL include the results of Terrafina from that date forward.

On November 26, 2024, FIBRAPL completed a second tender offer of Terrafina. FIBRAPL exchanged 100,289,570 Terrafina CBFIs for 58,167,950 FIBRAPL CBFIs at an exchange ratio of 0.58x, which together with the CBFIs already owned, represents 89.88% of the total outstanding Terrafina CBFIs.

4. Historical financial statements

The source of the historical financial information is the audited consolidated financial statements for the year ended December 31, 2024 of FIBRAPL and of Terrafina included elsewhere in this Offering Memorandum. Terrafina's results are adjusted to remove the impact from the consolidation date of August 6 through December 31, 2024. In order to conform to the current FIBRAPL presentation, we reclassified certain amounts presented in the historical financial statements of Terrafina as follows:

in thousands of Mexican pesos	For the year ended December 31, 2024							
		Reclassifications						
	Terrafina (figures disclosed in public financial statements)	Operating expenses	Gain on valuation of investment properties and other investment properties	Professional fees	Incentive fee	Asset management fee	Net exchange gain	Terrafina (figures disclosed in pro forma financial statements)
Revenues								
Rental income	4,108,595	-	-	-	-	-		4,108,595
Other property income	90,881	-	-	-	-	-		90,881
	4,199,476	-	-	-	-	-		**4,199,476**
Operating expenses and other income and expenses:								
Real estate operating expenses	(662,209)	662,209	-		-	-	-	-
Other real estate expenses, net	(2,379)	2,379	-		-	-	-	-
Operating and maintenance	-	(396,042)	-		-	-	-	(396,042)
Utilities	-	(4,070)	-		-	-	-	(4,070)
Property management fee	-	(79,147)	-		-	-	-	(79,147)
Real estate taxes	-	(185,329)	-		-	-	-	(185,329)
Realized gain on sale of investment properties	9,141	-	(9,141)		-	-	-	-
Gain on valuation of investment properties and other investment properties	2,624,454	-	9,141		-	-	-	2,633,595
Loss on valuation of debt	(58,967)	-	-		-	-	-	(58,967)
Asset management fee	-	-	-		-	(291,196)	-	(291,196)
Incentive fee	-	-	-		(553,072)	-	-	(553,072)
Fees and other expenses	(1,726,386)	-	-	882,118	553,072	291,196	-	-
Professional fees	-	-	-	(589,596)	-	-	-	(589,596)
Other general administrative expenses	-	-	-	(292,522)	-	-	-	(292,522)
Finance costs	(1,120,412)	-	-		-	-	-	(1,120,412)
Interest income	34,783	-	-		-	-	-	34,783
Realized loss on exchange rate hedge instruments	(12,396)	-	-		-	-	-	(12,396)
Unrealized loss on exchange rate hedge instruments	(19,959)	-	-		-	-	-	(19,959)
Foreign exchange gain	114,807	-	-		-	-	(114,807)	-
Foreign exchange loss	(139,815)	-	-		-	-	139,815	-
Net exchange loss	-	-	-		-	-	(25,008)	(25,008)
Share of profit from equity method investments	604,626	-	-		-	-	-	604,626
	(354,712)	-	-		-	-	-	**(354,712)**
		-	-		-	-	-	
Profit for the year	**3,844,764**	-	-		-	-	-	**3,844,764**

5. Pro forma adjustments

The pro forma adjustments included in the unaudited pro forma consolidated condensed income statement for the year ended December 31, 2024, are described below:

a. Pro-rated amounts of Terrafina ownership - The pro forma consolidated condensed financial information for the year ended December 31, 2024, has been prepared as if the acquisition had occurred on January 1, 2024. As stated in Note 3, the acquisition of Terrafina was on August 6, 2024, therefore, 148 days of Terrafina results were eliminated in the historical financial information for the year ended December 31, 2024, to avoid double-counting. Related to the fair value of the investment properties acquired, FIBRA Prologis assumed that their fair value as of January 1, 2024 was the same as of the acquisition date.

b. Financial liabilities at amortized cost - Terrafina recognized certain financial liabilities at fair value while FIBRAPL recognizes all financial liabilities at amortized cost, the related additional interest expense was adjusted in finance cost line item (Ps.30.5 million). This adjustment is to align the accounting policy of Terrafina with the accounting policy of FIBRAPL.

c. Debt interest - Assumes the cash portion (Ps.11,782.1 million) of the purchase price was borrowed on January 1, 2024, instead of on the acquisition date of Terrafina. This adjustment recognizes the related additional interest expense in the finance cost (Ps.343.6 million) using an annual weighted average interest rate of 5%.

d. Pro forma earnings per CBFI - For the year ended December 31, 2024, the weighted average CBFIs was 1,617,838 (1,385,966 of historical weighted average of FIBRAPL's outstanding CBFIs, plus 231,872 CBFIs that were issued in the acquisition of Terrafina as if the transaction occurred on January 1, 2024 and assuming all third party CBFIs were exchanged) and the total pro forma profit for the year used for this calculation was Ps.24,005.9 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements as of December 31, 2024 and 2023 and unaudited interim consolidated condensed financial statements as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024 and the related notes included as Annex A and Annex C hereto, respectively.

This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the section entitled "Risk Factors" included elsewhere in this Offering Memorandum. See also "Forward-Looking Statements."

GENERAL

FIBRA Prologis was formed as a Mexican real estate investment trust in 2014 for the purpose of acquiring, owning and managing industrial properties located in Mexico. FIBRA Prologis elected to be taxed as a FIBRA under Articles 187 and 188 of the Mexican Income Tax Law and believes the current organization and method of operation enables it to maintain its status as a FIBRA. Interests in FIBRA Prologis are represented by CBFIs, which are listed on the Mexican Stock Exchange.

We are externally managed by our Manager, a wholly owned subsidiary of Prologis. Accordingly, we have no employees. The functions that would normally be performed by employees are performed by our Manager. Prologis is a real estate investment trust headquartered in the U.S. and listed on the New York Stock Exchange. Prologis is the global leader in logistics real estate, operating in high-barrier, high-growth markets across 20 countries on four continents.

On August 6, 2024, we acquired a controlling interest in Terrafina and began consolidating Terrafina. Terrafina is a Mexican industrial FIBRA with a portfolio created to acquire, develop, lease and manage industrial real estate properties in Mexico, as well as to provide financing for such purposes secured by the respective related properties. Our consolidated results include Terrafina beginning August 6, 2024 (the "acquisition date"). Results for periods prior to the acquisition date, exclude Terrafina.

The following discussion includes references to both Mexican pesos and U.S. dollars. As a reporting company in Mexico, we present our consolidated financial statements in Mexican pesos, our presentation currency. Most of our ordinary business transactions, including lease agreements, debt financing and property investments, are denominated in U.S. dollars, which we use as our functional currency. Our audited consolidated financial statements have been prepared in accordance with IFRS and our unaudited interim consolidated condensed financial statements were prepared in accordance with International Accounting Standard No. 34 – Interim Financial Reporting ("IAS 34") in U.S. dollars and translated into Mexican pesos for presentation purposes.

MANAGEMENT'S OVERVIEW

We invest in and operate logistics real estate assets in core logistics and manufacturing facilities across six core markets in Mexico. At September 30, 2025, we owned 515 investment properties in Mexico, aggregating over 87.0 million square feet (8.1 million square meters). Our long-term business growth plan includes the following:

- **Rent Growth**. We generally expect rents in our markets to increase due to healthy demand combined with low vacancy. Due to strong market rent growth over the last several years, our in-place leases have considerable upside potential to drive future organic growth in net operating income ("NOI"), as described below.
- **Portfolio Enhancement.** Our portfolio is actively externally managed with comprehensive real estate services, including leasing, property management, acquisitions and dispositions. Through our exclusivity agreement with Prologis, we have access to a proprietary development pipeline.

- **Balance Sheet Strength**. We prioritize flexibility in our balance sheet while maintaining liquidity and a low level of leverage**.** At September 30, 2025, our leverage ratio was 24.3% (calculated as total debt at par divided by the fair value of our investment properties) and we had total borrowing capacity on credit facilities of US$1,350.0 million (Ps.24,773.4 million).

Summary of the Nine Months Ended September 30, 2025 and 2024

Our operating results were strong during the nine months ended September 30, 2025. Amid trade headwinds and evolving market dynamics, our strategic focus on resilient consumer-driven hubs and disciplined execution continues to drive sustainable growth and long-term value for our stakeholders. The occupancy of our Operating Portfolio was 98.0% and 98.1% at September 30, 2025 and 2024, respectively. Rent change, on a net effective basis for leases in the operating portfolio for the nine months ended September 30, 2025 was 57.4% and 51.9%, respectively, and the weighted average lease term for leases that commenced within the operating portfolio during the nine months ended September 30, 2025 and 2024 was 65.9 months and 65.8 months, respectively.

We completed the following significant activities during the nine months ended September 30, 2025, as described in the unaudited interim consolidated condensed financial statements and notes thereto included elsewhere in this Offering Memorandum:

- We generated net proceeds of US$8.7 million (Ps.174.9 million) from the disposition of 2 non-strategic real estate assets.
- We acquired additional interests in Terrafina, increasing our ownership to 90.01%.
- We entered into U.S. dollar term loans totaling US$550.0 million (Ps.10,092.9 million), with maturity dates in 2026 and a weighted average interest rate of 5.67%.
- We entered into an unsecured sustainable syndicated line of credit totaling US$100.0 million (Ps.1,835.0 million), with a maturity date of September 18, 2026 and an interest rate of 5.80%.
- We entered into a new short-term promissory note agreement with BBVA México for an amount of US$267.0 million (Ps.4,899.6 million), with a maturity date of December 31, 2025 and an interest rate of 5.34%. BBVA México subsequently granted FIBRA Prologis the right to automatically renew this promissory note for a period of up to 12 months following the original maturity date.
- We recast our unsecured revolving credit facility, increasing the total borrowing capacity to US$500.0 million (Ps.9,175.4 million).
- We paid down US$517.0 million (Ps.10,003.5 million) of promissory notes, with a weighted average interest rate of 5.52%.
- We declared and paid distributions of US$177.0 million (Ps.3,454.1 million) in cash.

Summary of the Years Ended December 31, 2024 and 2023

Our operating results were strong for the years ended December 31, 2024 and 2023. The occupancy of our operating portfolio was 98.3% and 99.8% as of December 31, 2024 and 2023, respectively. Rent change, on a net effective basis, on leases that commenced in the operating portfolio in 2024 and 2023 was 55.4% and 41.8%, respectively, and the weighted average lease term for leases that commenced within the operating portfolio during 2024 and 2023 was 69 months and 68 months, respectively.

We completed the following significant activities in 2024 and 2023, as described in the audited consolidated financial statements and notes thereto included elsewhere in this Offering Memorandum:

- On August 6, 2024, we completed a tender offer to acquire 77.1% of Terrafina for US$1.3 billion (Ps.25.5 billion), through a combination of stock and cash, and began consolidating Terrafina. The Terrafina portfolio included 269 logistics industrial properties, land and 3 joint ventures comprised of 27 logistics industrial properties and land. Subsequent tender offers during 2024 increased our ownership interest to 89.9%.

- During 2024, there were no property dispositions. In 2023, we generated net proceeds of US$27.9 million (Ps.478.9 million) from the disposition of 5 buildings.
- During 2024, we acquired 11 buildings totaling 2.3 million square feet for a combined total of US$284.2 million (Ps.5,454.5 million). In 2023, we acquired 10 buildings and a land reserve totaling 3.6 million square feet for US$335.2 million (Ps.5,868.5 million).
- During 2024, we issued US$250.0 million (Ps.5,127.5 million) promissory notes with a weighted average interest rate of 4.5% and maturity dates ranging from February 2025 to September 2025.
- During 2024, we issued 138.0 million CBFIs at US$4.1 (Ps.70.0) per certificate, including the over-allotment option, resulting in total proceeds of US$571.0 million (Ps.9,660.0 million). During 2023, we issued 117.0 million CBFIs at US$3.3 (Ps.59.0) per certificate, including the over-allotment option, resulting in total proceeds of US$385.2 million (Ps.6,904.0 million).
- During 2024, we declared and paid distributions of US$203.5 million (Ps. 3,749.1 million) in cash and distributed CBFIs of US$113.5 million (Ps.1,955.8 million). In 2023, we declared and paid distributions of US$142.9 million (Ps.2,572.7 million) in cash.

RESULTS OF OPERATIONS

Nine months ended September 30, 2025 and 2024

We evaluate our business operations based on NOI, which is calculated directly from the interim consolidated condensed financial statements as total *Revenues* less *Operating and maintenance*, *Utilities*, *Property management fee*, *Real estate taxes* and *Non-recoverable operating expenses*. NOI is a non-IFRS performance measure that is calculated using revenues and expenses directly from our consolidated financial statements. We consider NOI to be an appropriate supplemental measure of our performance because it helps management and investors understand the operating results of our investment properties.

Below is our NOI per the interim consolidated condensed financial statements and a reconciliation of NOI to *Profit for the period* per the interim consolidated condensed financial statements for the nine months ended September 30:

	Nine Months Ended September 30,			
In thousands	**2025**	**2025**	**2024**	**2024**
	US$	**Ps.**	**US$**	**Ps.**
Revenues				
Rental income	435,571	8,545,773	268,141	4,795,670
Rental recoveries	36,997	726,508	26,359	469,462
Other property income	7,073	138,966	6,033	103,017
	479,641	**9,411,247**	**300,533**	**5,368,149**
Operating expenses and other income and expenses				
Operating and maintenance	(26,815)	(521,772)	(21,634)	(386,747)
Utilities	(2,394)	(46,645)	(3,539)	(61,761)
Property management fee	(12,932)	(249,768)	(7,487)	(134,410)
Real estate taxes	(10,597)	(219,534)	(6,575)	(114,427)
Non-recoverable operating expenses	(5,436)	(99,754)	(5,076)	(99,770)
NOI	**421,467**	**8,273,774**	**256,222**	**4,571,034**
Gain on valuation of investment properties and other investment properties	112,807	2,240,571	809,006	14,980,936
Asset management fee	(42,201)	(824,060)	(31,954)	(574,088)
Incentive fee	-	-	(40,626)	(716,392)
Professional fees	(6,389)	(125,152)	(5,899)	(109,405)
Interest income	2,414	46,580	17,947	316,802
Finance costs	(86,140)	(1,661,444)	(39,621)	(723,021)
Unrealized (loss) gain on exchange rate hedge instruments	(5,862)	(112,022)	4,486	86,262
Realized loss on exchange rate hedge instruments	(1,376)	(26,735)	(1,420)	(26,073)
Net exchange gain (loss)	2,661	49,611	(4,792)	(395,455)
Other general and administrative expenses, net	(198)	(4,754)	(5,809)	(109,994)
Share of gain from equity accounted investments	1,616	30,153	28,607	562,737
Profit for the period	**398,799**	**7,886,522**	**986,147**	**17,863,343**

We also analyze the NOI of our six reportable segments aggregated by geographic market: Mexico City, Monterrey, Tijuana, Guadalajara, Reynosa and Ciudad Juárez. For presentation purposes, we group these into consumer-driven markets (which includes our properties located in Mexico City, Monterrey and Guadalajara) and manufacturing-driven markets (which includes our properties located in Tijuana, Reynosa and Ciudad Juárez). Consumer-driven markets have large population centers with high per-capita consumption and are located near major seaports, airports and ground transportation systems. Manufacturing-driven markets also benefit from large population centers but are generally less tied to the global supply chain and are often less supply constrained. We calculate the NOI of our reportable segments as *Revenues* less *Operating and maintenance, Utilities, Property management fee, Real estate taxes* and *Non-recoverable operating expenses*.

Below is our NOI by segment per the unaudited interim consolidated condensed financial statements for the nine months ended September 30, 2025 and 2024:

	Nine Months Ended September 30,			
	2025	**2025**	**2024**	**2024**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Consumer-Driven Markets				
Mexico City	134,869	2,596,014	95,720	1,718,995
Monterrey	42,147	802,271	33,612	594,597
Guadalajara	33,718	667,768	27,014	479,459
Total NOI for Consumer-Driven Markets	**210,734**	**4,066,053**	**156,346**	**2,793,051**
Manufacturing-Driven Markets:				
Tijuana	46,361	917,451	32,377	575,278
Reynosa	25,288	515,485	23,956	423,726
Ciudad Juárez	54,791	1,079,572	24,983	449,010
Total NOI for Manufacturing-Driven Markets	**126,440**	**2,512,508**	**81,316**	**1,448,014**
Total NOI for Other Markets[(1)]	**84,293**	**1,695,213**	**18,560**	**329,969**
Total NOI	**421,467**	**8,273,774**	**256,222**	**4,571,034**

(1) Other markets mainly comprise industrial properties in Chihuahua, Saltillo, and other locations that are non-strategic properties slated for divestment.

During both nine-month periods ended September 30, 2025 and 2024, we experienced rental rate growth, which is a combination of higher rental rates on rollover of leases (rent change) and contractual rent increases on existing leases. Rent change during both periods continues to be a key driver in increasing rental income. See "—Our Operating Portfolio" below for information on our operating portfolio and key leasing metrics.

The increase in NOI during the nine months ended September 30, 2025 compared to 2024, was primarily driven by acquisition activity, including the acquisition of Terrafina on August 6, 2024. During the nine months ended September 30, 2025, we did not acquire any investment properties. During the nine months ended September 30, 2024, in addition to the acquisition of Terrafina, we acquired 10 buildings for a total acquisition price of US$219.8 million (Ps.4,208.4 million), primarily located in Mexico City. These acquisitions strengthened our position in core markets and contributed to higher NOI during 2025. These increases were partially offset by dispositions of investment properties during the nine months ended September 30, 2025. We disposed of 2 properties with a total disposition value of US$8.7 million (Ps.174.8 million), located in other markets. We did not dispose of investment properties during the nine months ended September 30, 2024.

Our operating portfolio

The operating portfolio does not include non-strategic properties slated for divestment, properties classified as value-added, development and other.

See below for information on our operating portfolio at September 30 (square feet in millions):

	As at September 30,	
	2025	**2024**
Number of operating properties	348	344
Square feet	65.7	64.9
Percentage occupied	98.0%	98.1%

Below are the key leasing metrics of our operating portfolio for the nine months ended September 30 (square feet in millions):

	Nine Months Ended September 30,	
	2025	**2024**
Square feet of leases commenced	9,184	3,321
Net effective rent change	57.4%	51.9%
Customer retention	86.1%	66.0%

Square feet of leases commenced and net effective rent change were calculated for leases with initial terms of one year or greater. Net effective rent is calculated at the beginning of the lease using estimated total cash base rent to be received over the term and annualized. Net effective rent change is calculated by comparing the net effective rent of the new lease to the prior lease for the same space.

Capital expenditures

The following table summarizes our capital expenditures and leasing costs of our properties in the Operating Portfolio for the nine months ended September 30:

	Nine Months Ended September 30,			
	2025	**2025**	**2024**	**2024**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Property improvements	17,747	345,345	19,598	355,613
Tenant improvements	7,049	137,108	4,686	83,551
Leasing commissions	7,148	141,108	7,613	131,875
Total capital expenditures	**31,944**	**623,561**	**31,897**	**571,039**

Gain on valuation of investment properties and other investment properties

We obtain valuations from independent appraisers to determine the fair value of our investment properties and other investment properties. The gain on valuation of investment properties and other investment properties was US$112.8 million (Ps.2,240.6 million) and US$809.0 million (Ps.14,980.9 million) for the nine months ended September 30, 2025 and 2024, respectively.

Interest income

Interest income was US$2.4 million (Ps.46.6 million) and US$17.9 million (Ps.316.8 million) for the nine months ended September 30, 2025 and 2024, respectively. The decrease in interest income is mainly due to lower short-term investments in 2025 compared to 2024.

Exchange rate changes

As discussed above, our functional currency is U.S. dollars and our presentation currency is Mexican pesos.

We may use derivative instruments to manage foreign currency exchange rate risk related to our earnings. We recognize the change in fair value of the undesignated exchange rate hedge instruments in unrealized gains and losses. Upon settlement of these transactions, we recognize realized gains or losses.

The following table summarizes the components related to exchange rate changes, including in connection with our exchange rate hedge instruments, for the nine months ended September 30:

	Nine Months Ended September 30,			
	2025	**2025**	**2024**	**2024**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Unrealized (loss) gain on exchange rate hedge instruments	(5,862)	(112,022)	4,486	86,262
Realized loss on exchange rate hedge instruments	(1,376)	(26,735)	(1,420)	(26,073)
Net exchange gain (loss)	2,661	49,611	(4,792)	(395,455)

Finance costs

The following table summarizes the components of finance costs for the nine months ended September 30:

	Nine Months Ended September 30,			
	2025	**2025**	**2024**	**2024**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Interest expense	82,121	1,583,819	38,400	700,838
Unused credit facility fee	946	18,139	1,001	18,276
Amortization of deferred finance cost	1,555	29,677	886	15,690
Amortization of debt premium, net	1,326	25,863	(666)	(11,783)
Loss on early extinguishment of debt	192	3,946	-	-
Finance costs	**86,140**	**1,661,444**	**39,621**	**723,021**

Finance costs were higher in 2025 due to increase in debt mainly from the acquisition of Terrafina. We had a weighted average interest rate of 5.0% at September 30, 2025, compared to 5.5% at December 31, 2024. See "—Liquidity and Capital Resources" below, for further discussion of our debt and borrowing costs.

Share of gain from equity accounted investments

Share of gain from equity accounted investments was US$1,616 thousands (Ps.$30,153 thousands) and US$28,607 thousands (Ps.$562,737 thousands) for the nine months ended September 30, 2025 and 2024, respectively. The primary driver of the decrease was due to lower valuation gains.

Years Ended December 31, 2024 and 2023

We evaluate our business operations based on NOI, which is calculated directly from the consolidated financial statements as total *Revenues* less *Operating and maintenance, Utilities, Property management fee, Real estate taxes* and *Non-recoverable operating expenses*. NOI is a non-IFRS performance measure that is calculated using revenues and expenses directly from our financial statements. We consider NOI to be an appropriate supplemental measure of our performance because it helps management and investors understand the operating results of our investment properties.

Below is our NOI per the consolidated financial statements and a reconciliation of NOI to *Profit for the year* per the consolidated financial statements for the years ended December 31:

	Year Ended December 31,			
	2024	**2024**	**2023**	**2023**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Revenues				
Rental income	404,508	7,544,994	280,775	5,001,055
Rental expenses	38,136	706,475	28,627	510,283
Other property income	9,875	180,758	5,225	95,002
	452,519	**8,432,227**	**314,627**	**5,606,340**
Operating expenses and other income and expenses				
Operating and maintenance	(32,500)	(604,618)	(24,212)	(429,443)
Utilities	(4,677)	(86,711)	(2,149)	(38,223)
Property management fee	(10,053)	(186,103)	(8,876)	(155,975)
Real estate taxes	(9,913)	(174,772)	(6,396)	(120,775)
Non-recoverable operating expenses	(11,622)	(226,911)	(3,375)	(59,223)
NOI	**383,754**	**7,153,112**	**269,619**	**4,802,701**
Gain on valuation of investment properties and other investment properties	967,586	18,164,628	706,328	12,354,217
Asset management fee	(46,520)	(864,066)	(31,131)	(550,991)
Incentive fee	(40,626)	(716,392)	(58,747)	(1,028,451)
Professional fees	(11,835)	(228,452)	(4,455)	(78,768)
Interest income	19,029	338,830	16,662	286,291
Finance costs	(67,412)	(1,285,425)	(40,952)	(725,273)
Unrealized gain (loss) on exchange rate hedge instruments	6,426	126,035	(2,682)	(47,116)
Realized loss on exchange rate hedge instruments	(1,979)	(37,531)	(1,804)	(31,281)
Net exchange (loss) gain	(5,699)	(114,449)	4,239	74,603
Other general and administrative expenses	(10,112)	(196,649)	(1,377)	(23,976)
Share of profit from equity accounted investments	80,770	1,642,149	-	-
Profit for the year	**1,273,382**	**23,981,790**	**855,700**	**15,031,956**

We also analyze the NOI of our six reportable segments aggregated by geographic market: Mexico City, Monterrey, Tijuana, Guadalajara, Reynosa and Ciudad Juárez. For presentation purposes, we group these into consumer-driven markets (which includes our properties located in Mexico City, Monterrey and Guadalajara) and manufacturing-driven markets (which includes our properties located in Tijuana, Reynosa, and Ciudad Juárez). Consumer-driven markets have large population centers with high per-capita consumption and are located near major seaports, airports and ground transportation systems. Manufacturing-driven markets also benefit from large population centers but are generally less tied to the global supply chain and are often less supply constrained. We calculate the NOI of our reportable segments as *Revenues* less *Operating and maintenance, Utilities, Property management fee, Real estate taxes* and *Non-recoverable operating expenses* for each market.

Below is our NOI by segment per the consolidated financial statements for the years ended December 31, 2024 and 2023:

	Year Ended December 31,			
	2024	**2024**	**2023**	**2023**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Consumer-Driven Markets				
Mexico City	135,344	2,522,776	116,648	2,068,597
Monterrey	45,800	853,706	36,578	651,360
Guadalajara	35,746	666,305	33,073	588,637
Total NOI for Consumer-Driven Markets	**216,890**	**4,042,787**	**186,299**	**3,308,594**
Manufacturing-Driven Markets:				
Tijuana	45,993	857,300	39,107	696,187
Reynosa	31,387	585,057	25,647	467,111
Ciudad Juárez	42,977	801,088	18,566	330,809
Total NOI for Manufacturing-Driven Markets	**120,357**	**2,243,445**	**83,320**	**1,494,107**
Total NOI for Other Markets (1)	**46,507**	**866,880**	**-**	**-**
Total NOI	**383,754**	**7,153,112**	**269,619**	**4,802,701**

(1) Other markets mainly comprise industrial properties in Chihuahua, Saltillo and other locations that are non-strategic properties slated for divestment.

During both of the years ended December 31, 2024 and 2023, we experienced rental rate growth, which is a combination of higher rental rates on rollover of leases (rent change) and contractual rent increases on existing leases. Rent change during both periods continues to be a key driver in increasing rental income. See "Our Operating portfolio" below for information on our operating portfolio and key leasing metrics.

The increase in NOI for the year ended December 31, 2024 compared to 2023, was primarily driven by acquisition activity, including the acquisition of Terrafina completed on August 6, 2024. During 2024, we also acquired 11 buildings for a total acquisition price US$284.2 million (Ps.5,454.5 million), principally located in the Mexico City, Tijuana and Reynosa markets. During 2023, we acquired 10 buildings and a land reserve for a total acquisition price of US$335.2 million (Ps.5,868.5 million), principally located in Monterrey, Tijuana, Reynosa and Ciudad Juárez markets. This was partially offset by dispositions during 2023. We disposed of 5 properties with a total disposition value of US$27.9 million (Ps.478.9 million), principally located in the Reynosa and Ciudad Juárez markets.

Our operating portfolio

The operating portfolio does not include non-strategic properties slated for divestment, properties classified as value-added, development and other.

See below for information on our operating portfolio at December 31, 2024 and 2023 (square feet in millions):

	December 31,	
	2024	**2023**
Number of operating properties	345	235
Square feet	65.5	46.9
Percentage occupied	98.3%	99.8%

Below are the key leasing metrics of our operating portfolio for the years ended December 31 (square feet in millions):

	December 31,	
	2024	**2023**
Square feet of leases commenced	4,400	6,436
Net effective rent change	55.4%	41.8%
Customer retention	71.6%	84.3%

Square feet of leases commenced and net effective rent change were calculated for leases with initial terms of one year or greater. Net effective rent is calculated at the beginning of the lease using estimated total cash base rent to be received over the term and annualized. Net effective rent change is calculated by comparing the net effective rent of the new lease to the prior lease for the same space.

Capital expenditures

The following table summarizes our capital expenditures and leasing costs of our properties for years ended December 31, 2024 and 2023:

	December 31,			
	2024	**2024**	**2023**	**2023**
in thousands	**US$**	**Ps.**	**US$**	**Ps.**
Property improvements	26,873	501,795	22,937	405,341
Tenant improvements	8,735	164,838	5,665	100,788
Leasing commissions	10,901	197,884	6,635	118,262
Total capital expenditures	46,509	864,517	35,237	624,391

Our capital expenditures increased year over year as we grow our operating portfolio, primarily driven by the acquisition of Terrafina on August 6, 2024.

Gain on valuation of investment properties and other investment properties

We obtain valuations from independent appraisers to determine the fair value of our investment properties and other investment properties. The gain on valuation of investment properties and other investment properties was US$967.6 million (Ps.18,164.6 million) and US$706.3 million (Ps.12,354.2 million) for the year ended December 31, 2024 and 2023, respectively. These increases in gain in 2024 compared to 2023 were driven by gains on the valuation of Terrafina's real estate properties, and overall increases in market assumptions for the Mexico City and Querétaro markets.

Exchange rate changes

As discussed above, our functional currency is U.S. dollars and our presentation currency is Mexican pesos.

We may use exchange rate hedge instruments to manage foreign currency exchange rate risk related to our earnings. We recognize the change in fair value of the undesignated exchange rate hedge instruments in unrealized gains and losses. Upon settlement of these transactions, we recognize realized gains or losses.

The following table summarizes the components related to exchange rate changes, including in connection with our exchange rate hedge instruments, for the years ended December 31, 2024 and 2023:

	December 31,			
	2024	2024	2023	2023
in thousands	US$	Ps.	US$	Ps.
Unrealized gain (loss) on exchange rate hedge instruments	6,426	126,035	(2,682)	(47,116)
Realized loss on exchange rate hedge instruments	(1,979)	(37,531)	(1,804)	(31,281)
Net exchange (loss) gain	(5,699)	(114,449)	4,240	74,603

Finance costs

The following table summarizes the components of Finance costs for the years ended December 31, 2024 and 2023:

	December 31,			
	2024	2024	2023	2023
in thousands	US$	Ps.	US$	Ps.
Interest expense	64,054	1,219,182	37,948	671,838
Unused credit facility fee	1,244	24,310	1,477	25,919
Amortization of deferred finance cost	1,183	21,681	1,360	24,139
Amortization of debt premium, net	181	5,500	(888)	(15,690)
Loss on early extinguishment of debt	750	14,752	1,055	19,067
Finance costs	**67,412**	**1,285,425**	**40,952**	**725,273**

Finance costs were higher in 2024 due to increases in debt balances, primarily due to the acquisition of Terrafina, which were US$2,263.4 million (Ps.46,422.5 million) at December 31, 2024 compared to US$919.6 million (Ps.15,535.3 million) at December 31, 2023, as well as higher interest rates, with a weighted average interest rate of 5.1% at December 31, 2024 compared to 4.0% at December 31, 2023, respectively. See "Liquidity and Capital Resources" below, for further discussion of our debt and borrowing costs.

RELATED PARTY TRANSACTIONS

Prologis Property México, S. A. de C. V, an affiliate of Prologis, is the Manager of our financial and operating activities. The Terrafina portfolio was externally managed by Administradora Industrial, S. de R. L. de C. V. through December 31, 2024. Effective January 1, 2025, the management of the portfolio transitioned to the Manager, aligning its oversight with the rest of the managed assets.

In exchange for providing research, strategic planning, investment analysis, asset management, leasing, legal and accounting services and general management of the operations, the Manager can earn various fees and receive reimbursement for certain expenditures. These fees principally relate to incentive fees, asset management and acquisition fees and property management fees/reimbursable expenses. Prologis is entitled to receive an incentive fee equal to 10.0% of cumulative total CBFI holder returns in excess of an annual compounded expected return of 9.0%, which is measured annually.

On June 4, 2024, the Manager earned US$40.6 million (Ps.716.4 million) in incentive fees, approved in the ordinary holders meeting held on September 4, 2024, to be paid in 10.4 million CBFIs. No incentive fee was earned in June 2025, as the required conditions were not fulfilled. Asset management fees were US$42.2 million (Ps.824.1 million) and US$32.0 million (Ps.574.1 million) during the nine months ended September 30, 2025 and 2024, respectively. Property management fees were US$12.9 million (Ps.249.8 million) and US$7.5 million (Ps.134.4 million) during the nine months ended September 30, 2025 and 2024, respectively. Prologis' ownership percentage in FIBRA Prologis at September 30, 2025 and December 31, 2024, was 34.6%.

LIQUIDITY AND CAPITAL RESOURCES

Overview

We consider our ability to generate cash from operating activities, dispositions of properties and available financing sources to be adequate to meet our anticipated future acquisition, operating, debt service and distribution requirements.

Near-term principal cash sources and uses

In addition to distributions to the holders of our CBFIs, we expect our primary cash needs will consist of the following:

- capital expenditures and leasing costs on properties in our operating portfolio;
- repayment of debt and scheduled principal payments, and interest payments;
- the acquisition of properties or portfolios of properties (depending on market and other conditions); and
- fees payable under our management agreement.

We expect to fund our cash needs principally from the following sources (subject to market conditions):

- net cash flow from property operations;
- proceeds from the disposition of properties;
- available unrestricted cash balances (US$118.7 million (Ps.2,179.0 million) at September 30, 2025);
- borrowing capacity under our unsecured credit facility arrangements that allows us to borrow on a short-term basis (US$1,350.0 million (Ps.24,773.4 million) available at September 30, 2025); and
- proceeds from the issuance of debt.

Debt

The following table summarizes information about our debt (in millions):

	September 30, 2025			December 31, 2024		
	Weighted Average Interest Rate[1]	**Amount Outstanding (US$)**	**Amount Outstanding (Ps.)**	**Weighted Average Interest Rate[1]**	**Amount Outstanding (US$)**	**Amount Outstanding (Ps.)**
Unsecured credit facilities	-	-	-	6.4%	126	2,588
Unsecured senior notes	4.5%	1,245	22,847	4.4%	1,245	25,536
Unsecured term loans	6.0%	817	14,992	5.8%	717	14,706
Secured mortgage debt	4.4%	164	3,008	5.3%	168	3,433
Subtotal - debt par value	**5.0%**	**2,226**	**40,847**	**5.5%**	**2,256**	**46,263**
Interest payable and unamortized deferred financing costs, net		6	107		17	374
Unamortized (discounts) premiums, net		(9)	(167)		(10)	(214)
Total debt		**2,223**	**40,787**		**2,263**	**46,423**

(1) The weighted average interest rate is based on the effective rate, which includes the amortization of related premiums (discounts) and finance costs.

At September 30, 2025 and December 31, 2024, we had total debt obligations of US$2,222.6 million (Ps.40,787.0 million) and US$2,263.4 million (Ps.46,422.5 million), respectively. At September 30, 2025 and December 31, 2024, our leverage ratio (calculated as total debt at par divided by the fair value of our investment properties) was 24.3% and 25.1%, respectively.

At September 30, 2025 and December 31, 2024, we were in compliance with all of our debt covenants. These covenants include a number of customary financial covenants, including maintenance of specified ratios.

Distributions requirements

In order to qualify as a FIBRA under Articles 187 and 188 of the Mexican Income Tax Law, we are required to distribute to holders of our CBFIs at least 95% of our net taxable income ("*resultado fiscal*", as defined under the Mexican Income Tax Law) each year. Our net taxable income, however, may be different from our cash available for distribution and does not guarantee any payment of a cash distribution. Historically, it has been our practice to make distributions quarterly, though the Mexican income tax law only requires one annual payment. We determine our dividends in U.S. dollars, but pay out distributions in the Mexican peso equivalent amount determined at or around the time a distribution is declared.

On January 30, 2022, the meeting of holders of our CBFIs resolved that the trust is authorized to make distributions in kind of CBFIs, at the discretion of the Manager, as long as our profit for the year is higher than the publicly-disclosed guidance with respect to such year's distributions as disclosed from time to time by the Manager, provided that (i) at least the amount equal to the publicly-disclosed guidance with respect to such year's distributions is distributed in cash, and (ii) if on the day the distribution in kind is made the price of our CBFIs decreases by at least 5% compared to the average price of the last 30 trading days prior to the payment date of such distributions in kind, the authorization of the meeting of holders of our CBFIs will be required for the next distribution in kind.

Our future dividends, if and as declared, may vary and will be determined by the trust and the Manager based upon the circumstances prevailing at the time, including our financial condition, operating results and Mexican Income Tax Law distribution requirements, and may be adjusted at the discretion of the trust and the Manager during the year.

Other commitments

On an ongoing basis, we are engaged in various stages of negotiations for the acquisition or disposition of individual properties or portfolios of properties.

FFO, as modified by FIBRA Prologis

FFO is a non-IFRS financial measure that is commonly used in the real estate industry. The most directly comparable IFRS measure to FFO is profit (loss) for the period.

FFO

To calculate FFO, as modified by FIBRA Prologis, we begin with profit (loss) for the period and adjust to exclude:

- Mark-to-market adjustments for the valuation of investment properties and other investment properties;
- Foreign currency exchange gains and losses from the remeasurement (based on current foreign currency exchange rates) of assets and liabilities denominated in Mexican pesos;
- Gains or losses from the early extinguishment of debt;
- Unrealized loss on exchange rate forwards;
- Income tax expense related to the sale of real estate;
- Unrealized changes gains or losses in the fair value of financial instruments (amortization of deferred financing and debt premium);
- Incentive fees paid in CBFIs;
- Adjustments related to non-controlling interests; and
- Our proportionate share of adjustments related to unconsolidated entities.

We use FFO, as modified by FIBRA Prologis to: (i) assess our operating performance as compared to similar real estate companies and the industry in general; (ii) evaluate our performance and the performance of our properties in comparison with expected results and results of previous periods, relative to resource allocation decisions; (iii) evaluate the performance of our management; (iv) budget and forecast future results to assist in the allocation of resources; (v) provide guidance to the financial markets to understand our expected operating performance; and (v)evaluate how a specific potential investment will impact our future results. Because we make decisions with regard to our performance with a long-term outlook, we believe it is appropriate to remove the effects of items that we do not expect to affect the underlying long-term performance of the properties we own. As noted above, we believe the long-term performance of our properties is principally driven by rental revenue. We believe investors are best served if the information that is made available to them allows them to align their analysis and evaluation of our operating results along the same lines that our management uses in planning and executing our business strategy.

Limitations on the use of FFO

While we believe FFO is an important supplemental measure, our measures of FFO should not be used alone because they exclude significant economic components of net earnings computed under IFRS and are, therefore, limited as an analytical tool. Accordingly, these are only a few of the many measures we use when analyzing our business. Some of these limitations are:

- Mark-to-market adjustments to the valuation of investment properties and gains or losses from property acquisitions and dispositions represent changes in value of the properties. By excluding these gains and losses, FFO does not capture realized changes in the value of acquired or disposed properties arising from changes in market conditions.
- The foreign currency exchange gains and losses that are excluded from our modified FFO measures are generally recognized based on movements in foreign currency exchange rates through a specific point in time. The ultimate settlement of our foreign currency denominated net assets is indefinite as to timing and amount. Our FFO measures are limited in that they do not reflect the current period changes in these net assets that result from periodic foreign currency exchange rate movements.
- The gains and losses on extinguishment of debt that we exclude from our defined FFO measures may provide a benefit or cost to us as we may be settling our debt at less or more than our future obligation.
- Refers to non-realized profits or losses in the reasonable value of financial instruments (includes debt and equity related instruments).
- The current income tax expenses that are excluded from our modified FFO measure represent the taxes that are payable.
- Refers to amortization of any financial costs associated with debt obtention and to the non-realized accounting gains or losses resulting from changes in the determination of the reasonable value of debt.
- Refers to the impact of compensation, payable in CBFIs and consequently to its dilutive implications.

We compensate for these limitations by using our FFO measures only in conjunction with profit for the period computed under IFRS when making our decisions. This information should be read in conjunction with our complete consolidated financial statements prepared under IFRS. To assist investors in compensating for these limitations, we reconcile our FFO measures to our profit computed under IFRS for the nine months ended September 30, 2025 and 2024 as follows:

In thousands	September 30, 2025 US$	2025 Ps.	2024 US$	2024 Ps.
Reconciliation of Profit for the period to FFO:				
Profit for the period attributable to FIBRA Prologis' CBFI holders	391,868	7,746,123	982,663	17,794,808
Adjustments to arrive at FFO:				
Gains on valuation of investment properties and other investment properties	(112,807)	(2,240,571)	(809,006)	(14,980,936)
Unrealized loss (gain) on exchange rate hedge instruments	5,862	112,022	(4,486)	(86,262)
Net unrealized exchange (gain) loss	(2,348)	(43,768)	4,573	390,687
Losses on early extinguishment of debt	192	3,946	-	-
Incentive fee paid in CBFIs	-	-	40,626	716,392
Adjustments related to noncontrolling interests	(3,750)	(71,661)	(227)	(4,403)
Our proportionate share of adjustments related to unconsolidated entities	2,798	5,333	(27,405)	(531,542)
FFO, as modified by FIBRA Prologis	**281,815**	**5,511,424**	**186,738**	**3,298,744**

Critical Accounting Policies

See notes to the unaudited interim consolidated condensed financial statements of FIBRA Prologis as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, which are included as Annex C hereto, and the audited consolidated financial statements of FIBRA Prologis as of and for the years ended December 31, 2024 and 2023, which are included as Annex A hereto.

Recently Issued Accounting Pronouncements

See the notes to the unaudited interim consolidated condensed financial statements of FIBRA Prologis as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, which are included as Annex C hereto, and the audited consolidated financial statements of FIBRA Prologis as of and for the years ended December 31, 2024 and 2023, which are included as Annex A hereto.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks arising from the ordinary course of our business involving primarily adverse changes in interest rates and inflation, foreign exchange rate fluctuations and liquidity risks that may affect our financial condition and future results of operations. The following discussion contains forward-looking statements that are subject to market risk and uncertainties. For further discussion of our quantitative and qualitative disclosures about market risk, see the notes to the unaudited interim consolidated condensed financial statements of FIBRA Prologis as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, which are included as Annex C hereto, and the audited consolidated financial statements of FIBRA Prologis as of and for the years ended December 31, 2024 and 2023, which are included as Annex A hereto.

Foreign currency risk

Our foreign currency risk is attributable to fluctuations of exchange rates between the currency denomination in which we conduct our operations, purchases, receivables and borrowings of Mexican pesos and our functional currency, which is the U.S. dollar. A majority of our revenue and debt transactions, which represent 77.3% of the revenues under our lease agreements, and 100% of our debt financings, at September 30, 2025, are denominated in U.S. dollars. As a result, our transactional foreign exchange rate risk is represented by transactions denominated in Mexican pesos. We believe our exposure to foreign currency risk is decreased by the fact that the majority of our transactions are denominated in U.S. dollars.

Interest rate risk

Interest rates are highly sensitive to many factors, including governmental fiscal, monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control. The following table summarizes the principal amounts of our fixed and variable-rate debt and weighted average cash interest rates:

	September 30, 2025		December 31, 2024	
in millions	**US$**	**Ps.**	**US$**	**Ps.**
Fixed rate debt				
Unsecured senior notes	1,245	22,847	1,245	25,536
Secured mortgage debt	164	3,008	168	3,433
Total fixed rate debt	**1,409**	**25,855**	**1,413**	**28,969**
Weighted average cash interest rate	**4.4%**	**4.4%**	**4.5%**	**4.5%**
Variable rate debt				
Unsecured term loans	817	14,992	717	14,706
Unsecured credit facilities	-	-	126	2,588
Total variable rate debt	**817**	**14,992**	**843**	**17,294**
Weighted average cash interest rate	**5.4%**	**5.4%**	**5.7%**	**5.7%**
Total principal amount of debt	**2,226**	**40,847**	**2,256**	**46,263**
Weighted average cash interest rate	**4.7%**	**4.7%**	**5.0%**	**5.0%**

Changes in interest rates can cause interest expense to fluctuate on our variable rate debt. On the basis of our sensitivity analysis, a 10% increase in cash interest rates on our average outstanding variable rate debt balances would result in additional interest expense of US$4.4 million (Ps.81.6 million) for the nine months ended September 30, 2025, which equates to a change in cash interest rates of 54 basis points on our average outstanding variable rate debt balances and 20 basis points on our average total debt balances. We may in the future utilize derivatives to protect against fluctuations in interest rates, however, at September 30, 2025, we do not have any outstanding.

Liquidity risk

As of September 30, 2025, consolidated FIBRA Prologis current liabilities exceed current assets by US$511.0 million (Ps.9,377.4 million). Management ensures, through the forecasting and budgeting of cash needs, that it maintains sufficient short-term liquidity to meet its immediate payment requirements. To meet these payment requirements, FIBRA Prologis has available US$600.0 million (Ps.11,010.4 million) of approved and unused credit lines, as well as operational cash inflows to meet short-term debt obligations. Furthermore, the promissory note owed to BBVA México, maturing in 2025 and amounting to US$267.0 million (Ps.4,899.6 million), can be automatically renewed for up to 12 months at our discretion. The right to renew this promissory note was granted on September 11, 2025.

DESCRIPTION OF OTHER INDEBTEDNESS

The following is a summary description of the material terms of certain of our indebtedness that is outstanding. The descriptions of specific debt instruments herein do not purport to be complete and are qualified in their entirety by those specific debt instruments and related documents.

As of September 30, 2025, we had total debt obligations of US$2.2 billion. As of September 30, 2025, we also had cash and cash equivalents of US$118.7 million, of which none is restricted. See also "Management's Discussion and Analysis of Financial Condition and Results of Operations."

As of September 30, 2025, our unsecured and unsubordinated indebtedness totaled US$2.1 billion, comprised of borrowings under term loan facilities, borrowings under secured loans, borrowing under promissory notes, private placement notes outstanding, green bonds and senior notes outstanding.

Revolving Credit Facilities

Unsecured Revolving Credit Facility

We are party to an unsecured revolving credit facility providing for facility commitments in the amount of US$500 million by certain lenders (the "Unsecured Revolving Credit Facility"). On May 29, 2025, we entered into a fourth amended and restated credit agreement that, among other things, increased our total commitment from US$400 million to US$500 million. The Unsecured Revolving Credit Facility includes an option to further increase the commitment amount to up to US$1.0 billion, subject to lender approval. Borrowings under the Unsecured Revolving Credit Facility bear interest at variable rates which, at our option, may be the Term SOFR Rate, the Daily Simple SOFR Rate or the Base Rate (each as defined in the Unsecured Revolving Credit Facility), plus an applicable margin, which fluctuates based on our credit rating and our ability to achieve our sustainability goals set out therein. The Unsecured Revolving Credit Facility carries a spread of 125 basis points over the benchmark rate. Additionally, the interest rate is subject to adjustment based on key performance indicators. The unused portion of the facility carries a commitment fee of 25-basis points. The Unsecured Revolving Credit Facility matures on May 29, 2028, with two one-year extensions at the borrower's discretion, subject to the payment of an extension fee. As of September 30, 2025, we had no outstanding balance under the Unsecured Revolving Credit Facility.

The Unsecured Revolving Credit Facility contains customary covenants, including, but not limited to, those that (a) limit or restrict our ability to merge, consolidate, liquidate or dissolve with or into another entity, (b) limit or restrict our ability to make certain restricted payments and (c) limit or restrict our ability to enter into transactions with affiliates. The Unsecured Revolving Credit Facility also includes certain financial covenants pursuant to which we must maintain certain ratios in connection with our overall leverage, our secured and unsecured debt, our coverage of fixed charges, and our coverage of unencumbered interest expense.

Terrafina Unsecured Revolving Credit Facility

Our subsidiary trust Terrafina is a party to an unsecured revolving credit facility providing for facility commitments in the amount of US$100 million by certain lenders (the "Terrafina Unsecured Revolving Credit Facility"). The Terrafina Unsecured Revolving Credit Facility includes an option to further increase the line of credit facility commitment to up to US$350 million, subject to lender approval. Borrowings under the Terrafina Revolving Credit Facility bear interest at variable rates, which may be the Term SOFR Rate, the Daily Simple SOFR Rate or the Base Rate (each as defined in the Terrafina Unsecured Revolving Credit Facility), plus an applicable margin. The Terrafina Unsecured Revolving Credit Facility carries a spread of 140-basis points over the benchmark rate. The Terrafina Unsecured Revolving Credit Facility matures on September 18, 2026, with an option to extend for up to two additional one-year periods if certain conditions are met. As of September 30, 2025, there was no outstanding debt under the Terrafina Unsecured Revolving Credit Facility.

The Terrafina Unsecured Revolving Credit Facility contains customary covenants, including, but not limited to, those that (a) limit or restrict Terrafina's ability to merge, consolidate, liquidate or dissolve with or into another entity, (b) limit or restrict Terrafina's ability to make certain restricted payments and (c) limit or restrict Terrafina's ability to enter into transactions with affiliates. The Terrafina Unsecured Revolving Credit Facility also includes certain financial covenants pursuant to which Terrafina must maintain certain ratios in connection with Terrafina's overall leverage, Terrafina's secured and unsecured debt, Terrafina's coverage of fixed charges, and Terrafina's coverage of unencumbered interest expense.

Term Loans

Term Loan

We are a party to a term loan facility providing for term loans in the mount of US$300 million by certain lenders (the "Term Loan"). Borrowings under the facility bear interest, payable quarterly, at a spread of 125 basis points over the benchmark rate. The Term Loan carries a margin of 125-basis points. The Term Loan matures on May 29, 2026 with two one-year extensions at the borrower's discretion, subject to the payment of an extension fee. As of September, 2025, we had US$300 million of outstanding borrowings under the Term Loan and the interest rate on the Term Loan was 1 month SOFR (4.24%) plus 125 basis points.

The Term Loan contains customary covenants, including, but not limited to, those that (a) limit or restrict our ability to merge, consolidate, liquidate or dissolve with or into a another entity, (b) limit or restrict our ability to make certain restricted payments and (c) limit or restrict our ability to enter into transactions with affiliates. The Term Loan also includes certain financial covenants pursuant to which we must maintain certain ratios in connection with our overall leverage, our secured and unsecured debt, our coverage of fixed charges, and our coverage of unencumbered interest expense.

Terrafina Term Loan

Our subsidiary trust Terrafina is a party to a term loan facility providing for term loans in the amount of US$250 million (Ps.4,587.7 million) by certain lenders (the "Terrafina Term Loan"). The Terrafina Term Loan carries a spread of 140-basis points over the benchmark rate. The Terrafina Term Loan matures on September 18, 2026, with an option to extend for up to two additional one-year periods if certain conditions are met. As of September 30, 2025, we had US$250 million (Ps.4,587.7 million) of outstanding borrowings under the Terrafina Term Loan and the interest rate on the Terrafina Term Loan was 3-month SOFR (4.24%) plus 165 basis points.

The Terrafina Term Loan contains customary covenants, including, but not limited to, those that (a) limit or restrict Terrafina's ability to merge, consolidate, liquidate or dissolve with or into a another entity, (b) limit or restrict Terrafina's ability to make certain restricted payments and (c) limit or restrict Terrafina's ability to enter into transactions with affiliates. The Terrafina Term Loan also includes certain financial covenants pursuant to which Terrafina must maintain certain ratios in connection with Terrafina's overall leverage, Terrafina's secured and unsecured debt, Terrafina's coverage of fixed charges, and Terrafina's coverage of unencumbered interest expense.

Promissory Notes

We have customarily incurred short-term financing through various unsecured promissory notes with multiple financial institutions, denominated in U.S. dollars. Previously outstanding promissory notes have accrued interest based on short-term benchmark rates, primarily 1-month SOFR, plus an applicable spread ranging from 80 to 110 basis points.

As of September 30, 2025, the only promissory note outstanding relates to Terrafina. As of September 30, 2025, the borrowing under this Terrafina unsecured promissory note totaled US$267 million (Ps.4,899.6 million) and matures in December 2025 with an option to renew for up to 12 months at our discretion. As of September 30, 2025, all other unsecured promissory notes that we had previously incurred have been fully repaid. See note 7 to the unaudited interim consolidated condensed financial statements of FIBRA Prologis as of September 30, 2025 and for the three and nine months ended September 30, 2025 and 2024, included as Annex C hereto.

Title	Lender	Maturity	Paid	Interest Rate	Current Amount Outstanding (US$)	Borrower
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured)	BBVA México, S. A.	Dec. 2026	N/A	1 month SOFR (4.24%) + 110 bps	$267,000	Terrafina

Terrafina Notes

Our subsidiary trust Terrafina has US$500 million aggregate principal amount of senior notes outstanding, which we recorded in connection with the acquisition of Terrafina. The notes bear interest at an annual rate of 4.96% and mature on July 1, 2029 (the "Terrafina Notes"). We intend to use a portion of the net proceeds from this Offering to fully redeem the principal amount of the Terrafina Notes outstanding.

The Terrafina Notes may be redeemed, in whole or in part, before April 18, 2029 at the greater of (i) 100% of their principal amount outstanding and (ii) a make-whole amount, in each case, plus accrued and unpaid interest, if any, up to the redemption date.

The Teraffina Notes are subject to certain covenants, including, but not limited to, (a) maintenance of the FIBRA status, (b) maintenance of properties and (c) limitation or restriction on its ability to merge with or into or covey, sell or transfer all of substantially all of its assets. The Terrafina Notes also include certain financial covenants including a limitation on outstanding debt, limitation on secured debt, a debt service test and an unencumbered assets test.

Green Bonds

We have US$445 million aggregate principal amount of green bonds outstanding (the "Green Bonds"). The Green Bonds include (a) US$125 million aggregate principal amount of 4.12% senior notes due November 11, 2028, (b) US$125 million aggregate principal amount of 4.12% senior notes due November 26, 2030, (c) US$70 million aggregate principal amount of 3.73% senior notes due April 22, 2031 and (d) US$125 million aggregate principal amount of 4.12% senior notes due November 23, 2032.

The Green Bonds are subject to certain negative covenants that restrict our ability to, among other things, and subject to certain exceptions, incur additional indebtedness, carry out mergers or spin-offs, sell or dispose of assets and carry out transactions with affiliates other than for market value.

Private Placement Notes

On April 29, 2021, we issued green senior unsecured notes in connection with a U.S. private placement in an aggregate amount of US$300 million with a weighted average interest rate of 3.48% (the "Private Placement Notes"). Interest on the Private Placement Notes is payable semi-annually in arrears. The Private Placement Notes include (a) US$100,000,000 aggregate principal amount of the 3.19% Series A Senior Unsecured Green Notes due July 1, 2029, (b) US$80,000,000 aggregate principal amount of the 3.49% Series B Senior Unsecured Notes due July 1, 2031, (c) US$80,000,000 aggregate principal amount of the 3.64% Series C Senior Unsecured Notes due July 1, 2033, (d) US$25,000,000 aggregate principal amount of the 3.79% Series D Senior Unsecured Notes due July 1, 2036, and (e) US$15,000,000 aggregate principal amount of the 4.00% Series E Senior Unsecured Notes due July 1, 2039.

The Private Placement Notes may be prepaid, in whole or in part, in an amount not less than 5% of the aggregate principal amount of the Private Placement Notes of such series then outstanding, at 100% of the principal amount so prepaid plus a make-whole amount determined by the prepayment date with respect to such principal amount as determined therein.

The Private Placement Notes are subject to certain negative covenants that restrict our ability to, among other things, and subject to certain exceptions, incur additional indebtedness, carry out mergers or spin-offs, sell or dispose of assets and carry out transactions with affiliates other than for market value. The Private Placement Notes also include certain financial covenants including an overall leverage ratio, secured and unsecured debt ratio, fixed charge coverage ratio and unencumbered interest coverage ratio.

Secured Loans

We have US$163.9 million in debt secured by real estate assets outstanding across three loans, as of September 30, 2025 (the "Secured Loans"). The first loan from Metropolitan Life Insurance Company was for US$75.9 million and, as of September 30, 2025, has an outstanding balance of US$63.1 million. The loan carries a weighted average interest rate of 5.18% reflecting all contracts under the loan and matures in December 2026. The two additional loans, referred to as the "Pru-Met Loan" are comprised of two sections, each held by Prudential Insurance Company and Metropolitan Life Insurance Company. Each section of this Pru-Met Loan has an outstanding balance of US$50.4 million with an interest rate of 4.67%, both maturing in February 2026.

The Secured Loans are subject to certain negative covenants that restrict our ability to, among other things, and subject to certain exceptions, (i) assume or permit any indebtedness with respect to the collateralized properties, (ii) create, incur, assume or permit to exist any lien on any collateralized property or the second place beneficial interest under the guaranty trust or assign or sell any income or revenues or rights in respect of any thereof, (iii) dissolve or transform in any manner or (iv) declare, make or pay any restricted payments or incur any obligations to do so.

Title	**Lender**	**Maturity**	**Interest Rate**	**Current Amount Outstanding (US$)**	**Borrower**
Metropolitan Life Insurance Company	Metropolitan Life Insurance Company	Dec. 2026	5.18%[(1)]	63,128	FIBRA Prologis
Prudential Insurance Company and Metropolitan Life Insurance Co. ("The Pru-Met Loan") 1st Section	Prudential Insurance Company and Metropolitan Life Insurance Co.	Feb. 2026	4.67%	50,397	FIBRA Prologis
Prudential Insurance Company and Metropolitan Life Insurance Co. ("The Pru-Met Loan") 2nd Section	Prudential Insurance Company and Metropolitan Life Insurance Co.	Feb. 2026	4.67%	50,397	FIBRA Prologis

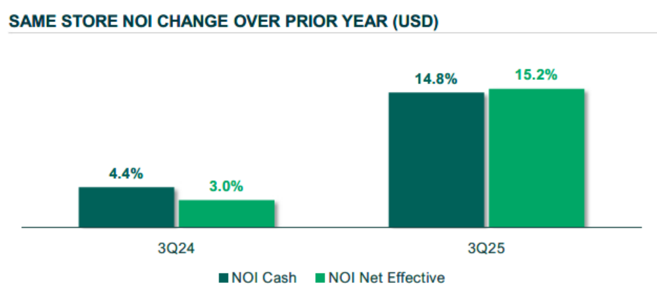
(1) Weighted average interest rate considering all contracts under this loan.

BUSINESS

We are a publicly-traded Mexican FIBRA with the purpose of acquiring and managing real estate assets for industrial activities in Mexico. We are managed by Prologis Property Mexico, S.A. de C.V., an affiliate of Prologis Inc. ("Prologis"), which is a U.S.-incorporated real estate investment company listed on the New York Stock Exchange with a market capitalization of US$109 billion as of September 30, 2025. Prologis is a global leading owner, operator and developer of industrial real estate, focused on global and regional markets across the Americas, Europe and Asia. As of September 30, 2025, Prologis owned, directly as sole owner or through joint ventures, real estate assets and real estate developments totaling 1.3 billion square feet (120 million square meters) in 20 countries. Prologis leases modern industrial facilities to a diverse group of more than approximately 6,500 customers primarily within two main categories, business-to-business and retail/online delivery, including manufacturers, retailers, carriers, logistics service providers and other businesses.

As of September 30, 2025 FIBRA Prologis' total portfolio was comprised of 515 investment properties, totaling 87.0 million square feet (8.1 million square meters). This includes 348 strategically located logistics and manufacturing facilities in six core industrial markets in Mexico with a total gross leasing area ("GLA") of 65.7 million square feet and excludes the non-strategic properties (our "Operating Portfolio"). As of September 30, 2025, the occupancy rate of our Operating Portfolio was 98.0%. Of our Operating Portfolio, 61.8% (measured by its GLA) is located in consumer markets comprised of key logistics markets in Mexico City (including its metropolitan area), Guadalajara and Monterrey and 38.2% is located in key manufacturing markets located in Reynosa, Tijuana and Ciudad Juárez. As of September 30, 2025, 77.3% of our annualized Net Effective Rent was denominated in Dollars and 22.7% of our annualized Net Effective Rent was denominated in Pesos. As of September 30, 2025, our properties had a Net Effective Rent per square foot leased of US$7.24 compared to average market rent per square foot of US$10.01.

We also use same-store analysis to evaluate the performance of our Operating Portfolio. The population of the properties in this analysis is consistent from period to period, which eliminates the effects of changes in portfolio composition on performance metrics. In our view, the factors that affect rental revenues, rental expenses and NOI in the same store portfolio are generally the same as they are across the total portfolio. Our same store is measured in U.S. dollars and includes the effect of year-over-year movements in the Mexican peso. See "Summary Historical and Pro Forma Financial Information—Supplemental Non-IFRS Data" for the definitions and reconciliations from IFRS measures to these financial measures.



Our goal is to continue the acquisition, ownership and management of industrial complexes in Mexico, as well as to increase the value of FIBRA Prologis, while maintaining a portfolio that generates stable dividends and achieves long-term capital growth through acquisitions and proactive portfolio management. We aim to achieve that goal through the performance of our portfolio of high-quality industrial complexes, world-class management and corporate governance, as well as access to Prologis' global platform, industry expertise and network. To reinforce this objective, in August 2024, November 2024 and November 2025, we acquired a controlling share of Terrafina through a tender offer for Terrafina's CBFIs. Terrafina is a trust with an industrial portfolio created mainly to acquire, develop, lease and manage real estate properties in Mexico, as well as to provide financing for such purposes secured by the respective related leased real estate properties. At the time of the initial acquisition in August 2024, Terrafina managed approximately 42.2 million square feet of industrial real estate across several key markets in Mexico, which included 288 industrial warehouses and 4 land bank properties. We are continuously analyzing strategic and growth opportunities in the Mexican market, which may include, without limitation, the purchase of individual properties, portfolio acquisitions, or capital market transactions similar to the public tender offers we have previously carried out for Terrafina's CBFIs.

Since our initial public offering in Mexico on June 4, 2014, the size of our real estate portfolio based on third-party appraisals increased by 441% (net of drawdowns), from US$1.6 billion (net of drawdowns) to US$9.2 billion as of September 30, 2025. Since our initial public offering, the size of our portfolio has increased from 29.7 million square feet to 87.0 million square feet (not including joint ventures), as of September 30, 2025, representing a compound annual growth rate of 9.9%. These figures include the entirety of our portfolio, including assets that are expected to be disposed of and are not part of our six core markets.

We believe that our experience of owning and operating strategically located industrial real estate in Mexico will allow us to take advantage of the opportunities arising from the future growth of one of the largest economies in Latin America, as well as yield attractive returns for our investors through the generation of stabilized dividend income, the constant growth of our portfolio and the growth of invested capital. We believe our portfolio will benefit as our clients pursue well-located, high-quality industrial real estate in the country's most desirable markets. In the face of possible changes, we are staying closer than ever to our customers. We understand their needs and partner with them to help them grow and improve the efficiency of their businesses.

Our Strengths

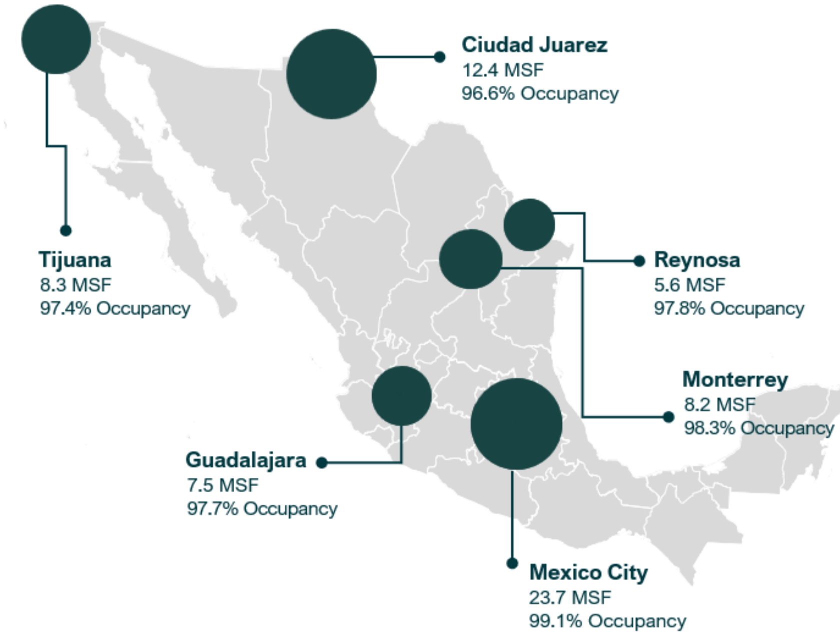
One of the largest industrial real estate platforms in premier economic markets in Mexico.

We are a market leader in Mexico's industrial real estate sector, operating at a scale and quality that sets us apart. As of September 30, 2025, our Operating Portfolio is comprised of 348 modern logistics and manufacturing facilities, totaling 65.7 million square feet of GLA across Mexico's most important industrial and logistics hubs, including Mexico City, Ciudad Juarez, Tijuana, Monterrey, Guadalajara, and Reynosa. These markets are the backbone of the country's manufacturing, distribution, and cross-border trade. Our assets under management stand at US$9.2 billion, reflecting the trust that global capital and top-tier tenants place in our platform.

We have built a platform that not only delivers scale but also operational excellence. As of September 30, 2025, our Operating Portfolio's period-end occupancy rate was 98.0%, our weighted average lease term was 37.3 months and the average term of leases commenced was 64 months, collectively providing stability and visibility to our cash flows. Our Operating Portfolio's properties have an average age of 19 years, reflecting a modern and well-maintained portfolio. Our properties are strategically located to maximize connectivity to highways, ports, and border crossings, ensuring our customers have seamless access to both domestic and U.S. markets. We offer industrial facilities that support e-commerce growth, cross-border trade, and efficient supply chains, while maintaining a balance between location and functionality to serve leading industries. This strategic presence and substantial scale continue to shape Mexico's industrial real estate landscape. As of September 30, 2025, 87% of the properties in our Operating Portfolio were Class A/A+ buildings (representing the highest quality buildings in their market) and 86.7% were located in master-planned parks which are hubs of industrial buildings with controlled access and shared amenities.

Our disciplined portfolio management and focus on premier locations have enabled resilient performance through market cycles. This positions us to capture ongoing demand from e-commerce, cross-border trade, and supply chain optimization. As a result, FIBRA Prologis is a partner of choice for global and domestic occupiers seeking best-in-class industrial real estate in Mexico.

The following map illustrates the Mexican cities where our properties are located as of September 30, 2025.



The table below sets forth certain key information with respect to our properties as of September 30, 2025:

Market	Number of Properties	Total GLA (thousands of sq. ft.)	Percentage of GLA	Occupancy Percentage[(1)]	Net Effective Rent[(2)] (thousands of US$)	Net Effective Rent[(3)] (per sq. ft.)	Percentage of Net Effective Rent[(2)]
Global Logistics Markets							
Mexico City[(4)]	103	23,664	27.2%	99.1%	183,856	US$7.84	39.5%
Monterrey	38	8,193	9.4%	98.3%	54,255	US$6.74	11.6%
Guadalajara	33	7,517	8.6%	97.7%	50,463	US$6.87	10.8%
Subtotal	174	39,374	45.2%	98.7%	288,574	US$7.43	61.9%
Regional Manufacturing Markets							
Tijuana	60	8,307	9.6%	97.4%	63,204	US$7.81	13.5%
Reynosa	32	5,575	6.4%	97.8%	37,858	US$6.94	8.1%
Ciudad Juárez	82	12,451	14.3%	96.6%	76,988	US$6.40	16.5%
Subtotal	174	26,333	30.3%	97.1%	178,050	US$6.96	38.1%
Total Operating Portfolio	**348**	**65,707**	**75.5%**	**98.0%**	**466,624**	**US$7.24**	**100.0%**
VAA Mexico City[(5)]	1	197	0.2%	100%	n.m.	n.m.	n.m.
Other investment properties[(A)]	8	60	0.1	100%			
Other investment properties[(B)]	158	21,004	24.2	94.3%			
Total Properties	**515**	**86,968**	**100.0%**				

"n.m." means not meaningful.

(1) Percentage of Total GLA occupied by customers.

(2) Net Effective Rent is calculated at the beginning of the lease using annualized estimated total cash (including base rent and expense reimbursements) to be received over the term of the lease.

(3) Net Effective Rent per square foot is calculated by dividing the Net Effective Rent by the occupied square feet of the lease.

(4) The Mexico City market includes the municipalities: Lerma, Tepotzotlán, Cuatitlán, Huehuetoca, Toluca Tultitán and Cuautitlán Izcalli.

(5) Value-Added Acquisitions ("VAA") are non-stabilized properties which are not included in our operating portfolio.

(A) Includes seven office properties with an area of 38,861 sq ft and one data center located in Guadalajara with an area of 21,528 sq ft.

(B) Includes the Terrafina properties in non-core markets that are not included in the Total Operating Portfolio as there is no intent to operate them in the long term, along with a building that was completely destroyed as a result of a fire.

Highly diversified asset base with strong multinational tenants.

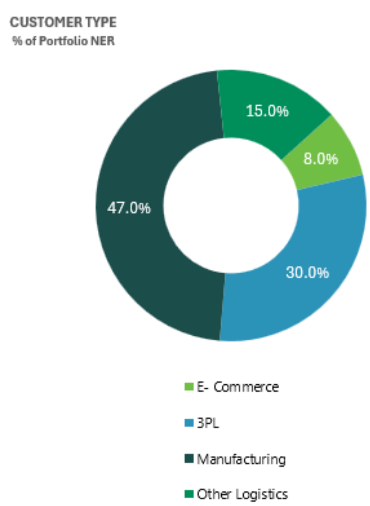
Our Operating Portfolio of properties is diverse in terms of geography, customers, currency mix of our leases and exposure to several industrial sectors.

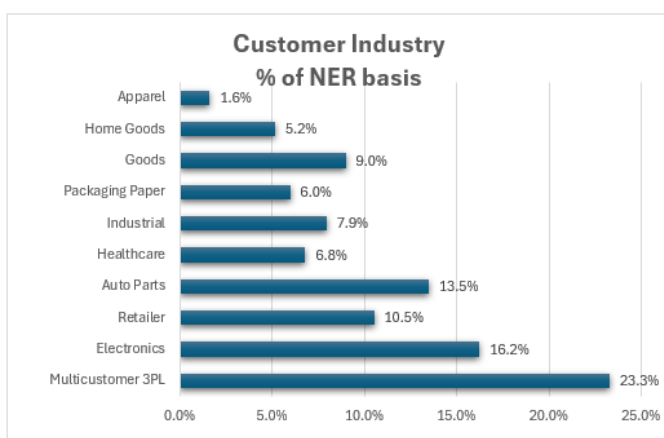
As of September 30, 2025, our Operating Portfolio had 347 customers with 510 leases, a weighted average remaining lease term of 37.2 months and 72.3% of our Net Effective Rent corresponded to customers that are, or are affiliated with, multinational companies. We believe that this broad and diverse customer base lessens our dependence on any one customer and reduces the potential impact and severity of any negative developments that may occur in the geopolitical environment. Our tenant base is anchored by leading Mexican companies and world-class multinational corporations, including Mercado Libre, Amazon, Walmart, Whirlpool, OXXO, and DHL. These are industry leaders who demand high standards in logistics and manufacturing space, and we believe they choose FIBRA Prologis for our quality, reliability, and reach. Importantly, our Operating Portfolio exhibits a low tenant concentration risk. No single customer accounts for more than 8% of our GLA, and our top 10 tenants represent just 22.7% of Net Effective Rent. This enables our cash flows to avoid relying on a single relationship.

In addition, our properties are leased to tenants from a broad range of industries, including manufacturing (47%), third-party logistics (30%), other logistics (15%), and e-commerce (8%). This diversification reduces risk and contributes to stable cash flows. We believe we have built a platform that is resilient to market shifts, with 72.3% of our customers being multinational companies, either directly or through affiliates, reflecting our strong reputation as a landlord of choice for global and domestic firms alike.

Our assets are distributed across Mexico's key consumer-driven and manufacturing-driven markets, with Mexico City representing 39.5% of Net Effective Rent, followed by Ciudad Juarez (16.5%), Monterrey (11.6%), Tijuana (13.5%), Guadalajara (10.8%), and Reynosa (8.1%). We think this geographic spread allows us to capture demand from a wide range of industries and to support our tenants' growth strategies, whether they are focused on nearshoring (companies relocating manufacturing and supply chain operations to be closer to their primary markets, such as moving production from Asia to Mexico), cross-border trade, or domestic distribution.

We believe another key aspect of our Operating Portfolio is the composition of our leases and our currency mix. Approximately 77.3% of our leases are denominated in U.S. dollars, with the remaining 22.7% in Mexican pesos. This provides a natural hedge against currency volatility and aligns our cash flows with the needs of our predominantly multinational client base. In short, our diversified, blue-chip tenant mix, long-lease terms, and balanced currency exposure are the foundation of our financial resilience and our ability to deliver consistent value to our stakeholders.





Note: The information presented in the charts above is as of September 30, 2025.

The table below sets forth the percentage of Net Effective Rent and total GLA of our top ten customers (based on Net Effective Rent), as of September 30, 2025:

Customers	**Industry**	**Percentage of Net Effective Rent**	**Total GLA (thousands of sq. ft.)**
Kühne Holding	Multicustomer 3PL	3.7%	2,310
DSV	Multicustomer 3PL	3.2%	1,583
Amazon	Retailer	2.9%	1,963
Geodis	Multicustomer 3PL	2.8%	1,429
LX International	Multicustomer 3PL	2.3%	992
Mercado Libre	Retailer	1.8%	1,111
Onex	Electronics	1.6%	1,045
Dicka Logistics	Multicustomer 3PL	1.5%	937
Toro	Electronics	1.4%	1,098
Foxconn	Electronics	1.4%	989
Total		**22.6%**	**13,457**

The following table sets forth information with respect to the lease expiration of our properties by GLA and Net Effective Rent as of September 30, 2025:

Lease Expiration Year	**GLA of Expiring Leases(1) (in thousands of sq. ft.)**	**Percentage of Leased Portfolio Expiring**	**Net Effective Rent(2) (in thousands of US$)**	**Percentage of Net Effective Rent(2)**	**Average Net Effective Rent (per sq. ft.)(3)**
2025	4,070	6.3%	25,348	5.4%	US$6.23
2026	12,077	18.7%	76,663	16.4%	US$6.35
2027	8,167	12.7%	59,107	12.7%	US$7.24
2028	11,114	17.3%	78,651	16.9%	US$7.08
2029	7,837	12.2%	56,948	12.2%	US$7.27
Thereafter	21,156	32.8%	169,908	36.4%	US$8.03
Total	**64,421**	**100.00%**	**466,625**	**100.00%**	**US$7.24(4)**

(1) Total GLA of expiring leases does not include properties not under lease.
(2) Net Effective Rent is calculated at the beginning of the lease using annualized estimated total cash (including base rent and expense reimbursements) to be received over the term of the lease.
(3) Net Effective Rent per square foot is calculated by dividing the Net Effective Rent by the occupied square feet of the lease.
(4) Weighted average.

Strong financial performance driven by conservative financial policies and disciplined capital allocation

We believe our disciplined approach to capital allocation has driven strong financial performance. We prioritize investments that deliver long-term value and support sustainable growth. In 2024, we reported NOI of US$384 million and FFO, as modified by FIBRA Prologis, of US$269 million. We maintain prudent leverage, with a leverage ratio of 24.3% as of September 30, 2025, well within covenant limits and among the most conservative in the sector. Our interest coverage ratio was 4.1x, as of September 30, 2025, reflecting disciplined capital management and our focus on maintaining ample liquidity.

We have a clear strategy for managing our capital structure, prioritizing long-term stability and flexibility. Our debt is 100% U.S. dollar-denominated, with a weighted average interest rate of 5.1% and a weighted average maturity of 3.5 years. We have proactively refinanced short-term maturities and maintain ample liquidity, with US$1.5 billion (Ps.27.0 billion) available as of September 30, 2025, comprised of US$118.7 million (Ps. 2,179.0 million) in cash and US$1.4 billion (Ps.24.8 billion) in undrawn credit facilities. Our commitment to disciplined capital allocation and risk management have enabled consistent growth in NOI (42.2% from FY2023 to FY2024) and FFO, as modified by FIBRA Prologis (30.0% from FY2023 to FY2024). We are committed to disciplined capital allocation, investing in high-quality assets and development opportunities that meet our strict underwriting criteria and support long-term value creation for our stakeholders.

Supportive market fundamentals driving demand for Mexico industrial real estate

Mexico's industrial real estate market is underpinned by favorable macroeconomic trends, including nearshoring, export-driven manufacturing, and the rapid expansion of e-commerce, that are driving unprecedented demand for modern logistics and manufacturing space. Mexico's proximity to the U.S., its integrated supply chains, and its position as the world's largest trading partner with the U.S. have made it a magnet for investment and a critical node in global commerce.

E-commerce penetration in Mexico remains below other major Latin American economies, indicating significant growth potential. E-commerce requires three times the logistics space of traditional retail, and as platforms invest to expand their footprint, demand for high-quality industrial facilities continues to accelerate. Industrial real estate market volume and rents have shown sustained growth, with gross leasable area expanding by 175 million square feet over the last three years and market rents rising from US$4.5 per square foot a year in 2019 to US$7.0 per square foot a year in 2024 . Our strategic presence in Mexico's prime logistics and manufacturing corridors positions us to benefit from these supportive fundamentals, capturing demand from both domestic and international tenants. We are seeing strong embedded rent growth, with a 39.7% market rent spread to in-place rents and an average contractual rent escalator of approximately 3.0%. Our portfolio is designed to support the needs of e-commerce, cross-border trade, and supply chain optimization, making FIBRA Prologis the platform of choice for occupiers seeking to capitalize on Mexico's unique market opportunity.

Backed by Prologis, a global leader in industrial real estate, benefitting from world-class expertise, operational best practices, and a history of industry success

We believe our relationship with Prologis is a defining strength for FIBRA Prologis. Prologis is the world's largest logistics real estate company, with US$215 billion in assets under management and a global portfolio of 1.3 billion square feet across 20 countries, including 803 million square feet in the United States, 252 million square feet in Europe, and 114 million square feet in Asia. Prologis has more than 6,500 customers worldwide and over 40 years of experience, setting the global standard for industrial real estate investment, development, and management.

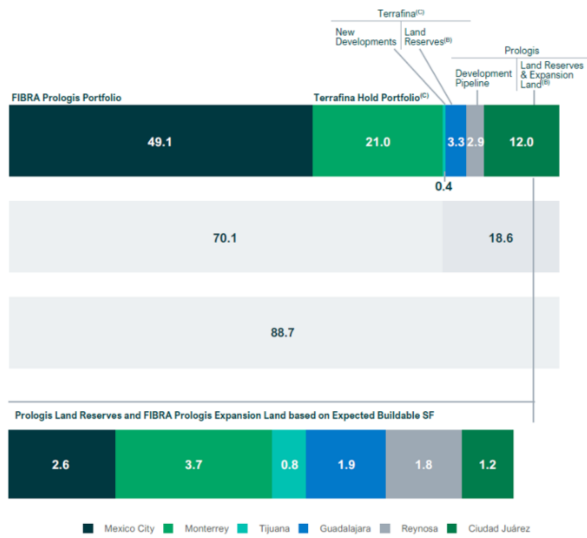
Prologis' 34.6% ownership stake in FIBRA Prologis is not just a financial investment, it is a strategic partnership that gives us direct access to the resources, expertise, and operational playbook of the industry's global leader. We believe this translates into real advantages for our business. We benefit from Prologis' proprietary research and data analytics, which helps inform our market selection, asset management, and customer solutions. We believe that their global customer relationships and reputation for reliability contributes to open doors to new leasing opportunities and help us attract and retain blue-chip tenants, including many of the world's top manufacturers, logistics providers, and e-commerce leaders such as DHL and Amazon.

Operationally, we aim to leverage Prologis' best-in-class property management systems, digital infrastructure, and risk management protocols. We believe this means our assets are managed with the same rigor and efficiency as Prologis' global portfolio, which we believe contributes to higher tenant satisfaction, lower operating costs, and superior asset performance. Our teams collaborate closely with Prologis on everything from development and construction standards to leasing strategies and customer service, as we aim to be at the forefront of industry trends and operational excellence.

Our access to Prologis' global development pipeline and capital allocation discipline allows us to pursue high-quality growth opportunities and maintain a best-in-class asset base. Our objective is to bring new, state-of-the-art facilities to market faster and more efficiently than our peers, as we have exclusive rights to acquire assets from Prologis' proprietary pipeline in Mexico. We think this gives us a unique edge in sourcing, underwriting, and executing on new investments, and ensures that our portfolio remains modern, relevant, and positioned for long-term value creation.

In addition, pursuant to an agreement with Prologis, we have access to Prologis’ development pipeline through (i) a right of first refusal to acquire certain investment properties in Mexico if and when disposed of by Prologis, and (ii) an exclusive right granted by Prologis to us pursuant to which Prologis will offer to us first all investment opportunities to acquire all stabilized and not yet stabilized industrial properties (other than development or redevelopment projects) in Mexico that are being offered for sale by third parties and that comply with our investment guidelines.

The following chart sets forth certain information related to FIBRA Prologis’ portfolio and land bank by market as of September 30, 2025 (in millions of square feet):



B. Based on expected buildable square feet.
C. Includes Joint Ventures. All new developments held in Joint Ventures (unconsolidated entities).

Robust corporate governance and experienced management team with a strong focus on sustainability

We are managed by a highly experienced team with a proven track record in real estate, capital markets, and financial management. We believe FIBRA Prologis operates with a strong foundation of corporate governance that prioritizes transparency, accountability, and alignment with stakeholder interests. From a governance perspective, Prologis’ active involvement in our technical committee and strategic planning ensures that we operate with high standards of transparency, accountability, and alignment with global institutional investors. Their presence provides an additional layer of oversight and expertise, supporting our commitment to best-in-class corporate governance and long-term value creation for all stakeholders.

Our governance framework features independent audit, practices, and debt committees to promote transparency, accountability, and alignment with stakeholder interests. Some major decisions, such as acquisitions or sales of assets that represent 5% or more of the value of the estate of FIBRA Prologis (but less than 20%) or related party transactions, are overseen by our Technical Committee. This committee consists of 11 members, 54.5% of whom are independent, and collectively bring expertise in finance, real estate, sustainability, risk management, and executive leadership.

Prologis operates one common global impact and sustainability platform across all its entities, including FIBRA Prologis. Our Manager’s five sustainability goals are to (i) provide industry-leading, energy-efficient buildings that meet or exceed recognized sustainable development standards and reduce customer operating costs, promote health and well-being and enhance the communities where we do business; (ii) meet or exceed recognized standards for sustainable development to deliver projects that enable our customers to operate more efficiently and our communities to prosper more sustainably; (iii) engage employees in every office on the topics of health and wellness and connect them to ongoing strategies to reduce our environmental footprint; (iv) partner with community organizations to support environmental, educational and related initiatives; and (v) engage suppliers to uphold our supplier code of conduct.

At FIBRA Prologis, being a responsible and engaged neighbor is at the heart of our social responsibility efforts. We are focused on making our operations more sustainable and efficient. Importantly, we contribute to our clients' and suppliers' competitiveness and society's well-being, while seeking to minimize our environmental impact and related climate change risks. All new buildings feature high-efficiency fixtures and common areas use native low-water plants with drip irrigation, resulting in water usage that is 50% below the industry standards.

As of December 31, 2024, approximately 87% of our property portfolio utilized LED lighting (compared to 81%, 77.7%, 62.3% and 50% as of December 31, 2023, 2022, 2021 and 2020, respectively). In addition, as of December 31, 2024, 91.5% of the properties in our portfolio had sustainable building certifications (compared to 95%, 90%, 77% and 44% as of December 31, 2023, 2022, 2021 and 2020, respectively) covering 42 million square feet (compared to 41.1, 23.0, 20.6 and 13.2 million square feet as of December 31, 2023, 2022, 2021 and 2020, respectively). Importantly, we have achieved certifications such as LEED and BOMA BEST, among others.

Prologis is committed to achieving net-zero greenhouse gas emissions across its value chain by 2040 from a 2019 baseline. Prologis' goal has been validated by the Science Based Targets initiative. As of full year 2024, FIBRA Prologis has reduced Scope 1 and 2 emissions by 39% versus the 2019 baseline, in support of the Prologis decarbonization goals. Our ongoing efforts include transitioning all offices to electric systems, electrifying our vehicle fleet, and prioritizing energy efficiency projects such as installing LED lighting, upgrading HVAC systems, and mandating energy-efficient equipment in all facilities. To date, we have expanded our solar and energy storage capacity to 18 MW. We are addressing emissions in our supply chain by piloting low-carbon construction materials, including low-emissions concrete and steel, and investing in innovative technologies to reduce embodied emissions. We actively collaborate with researchers, suppliers, and customers to scale these solutions.

For the fifth consecutive year, we have been named a Real Estate Sector Leader by GRESB, a distinction that reflects our leadership in ESG performance.

Our Strategies

Continue growing through the acquisition of stabilized assets that generate value for our certificate holders

We remain committed to expanding our portfolio through the acquisition of stabilized assets that deliver value for certificate holders. Through our exclusivity agreement with Prologis, we have access to a portfolio of properties that allows us to increase our real estate investments. We believe exclusive access to Prologis' development pipeline and landbank provides us with direct access to top-tier buildings and prime locations serving as possible growth avenues for our portfolio. As of September 30, 2025, Prologis' development pipeline and landbank comprised 14.9 million square feet of potential additional GLA. We expect that some of these properties may be offered to FIBRA Prologis in the future.

We are also constantly evaluating acquisition opportunities of third-party assets, which depend on availability of assets that meet our standards for quality and location. We have a dedicated team actively searching and evaluating opportunities in the market, to ensure we identify accretive transactions aligned with our strategy. Our management has a long track record in acquisition transactions and is familiar with negotiation processes.

All potential acquisitions, whether from Prologis or third parties, are evaluated by management with consideration of real estate and capital market conditions and are subject to approval by our Investment Committee, with related party transactions approved by independent members of the Technical Committee. We believe that our deep expertise, combined with our solid balance sheet, positions us to capitalize on these investment opportunities.

Consolidate our presence in our core markets

We believe that the location of our assets gives us a strong advantage in the market and is central to our ongoing success. Our growth strategy is centered on expanding within Mexico's most important consumption and manufacturing markets, by prioritizing supply-constrained, high-velocity industrial hubs located near major population centers, large labor pools, and extensive transportation infrastructure.

More specifically, we intend to consolidate our presence in Mexico City's metropolitan area, Monterrey, Guadalajara and key cities within Mexico's northern border markets, such as Ciudad Juarez, Tijuana and Reynosa. These locations have benefitted from favorable dynamics such as the expansion of e-commerce and nearshoring, contributing to stronger rent growth and lower vacancy in comparison with other markets. The limited supply of industrial space in these areas support attractive replacement cost dynamics and long-term value creation.

According to the Mexican national institute of statistics and geography (INEGI), our core markets represent 47% of the country's gross domestic product ("GDP"), with a total population of 48 million, and have significant exposure to third-party logistics, electronics and autoparts, which accounted for 23%, 16% and 14% of our Net Effective Rent, respectively, as of September 30, 2025.

As part of our strategy to focus on our core markets, we will continue to divest non-core assets acquired through Terrafina's portfolio, while ensuring attractive terms to drive value generation for certificate holders.

Leveraging our sponsor's market insights and sector expertise

We will continue to leverage our relationship with Prologis as sponsor to capitalize on world-class market insights and experience in the logistics and industrial real estate sectors. Prologis' well-established platform in Mexico provides FIBRA Prologis with access to revenue management, top-notch systems and best-in-class real estate design teams. We also benefit from Prologis' deep financial experience and longstanding relationships with top international banks, which facilitate access to financing solutions.

Focus on maintaining high quality standards in our properties

We place strong emphasis on maintaining high quality standards across our portfolio, which consists of highly functional Class A industrial facilities built to modern specifications. We believe that the quality of our properties, distinguishes us from many of our competitors in Mexico and represent the top tier of buildings in their respective markets. These properties are designed to meet the evolving requirements of tenants. A significant portion of our Operating Portfolio was developed by Prologis and constructed to high international standards, with 86% of our Operating Portfolio classified as Class A by SiiLA, a real estate data analytics firm. Our objective is for these facilities to uphold high operating standards, featuring park-level security, direct access to major thoroughfares, ample parking for trailers and large trucks, and robust maintenance practices. The buildings are designed with ample column spacing, flexible and divisible floors, high ceilings, large truck bays, multiple loading and unloading platforms, and reliable vehicular access, accommodating both single and multiple tenants.

We believe our established maintenance schedule and ongoing monitoring of our properties ensure that all our assets consistently deliver optimal quality for our clients, supporting long-term tenant satisfaction and portfolio performance.

Preserve our diversified and robust tenant base

We consider that our widely diversified and high-quality customer base is fundamental to our operations. Our extensive and reliable clients include many of the world's leading companies, which we believe has contributed to a robust customer retention ratio of 81.7% as of the third quarter of 2025. This strong tenant mix underpins our ability to generate predictable and stable cash flows. We intend to continue developing and nurturing relationships with our tenants and continue leveraging from access to top-tier multinationals supported by Prologis' global relationships.

We maintain a highly diversified tenant base, with over 340 tenants and the top 10 tenants accounting for only 22.6% of total Net Effective Rent as of September 30, 2025. We believe that we have limited concentration risks, with no single tenant representing more than 5% of total GLA or Net Effective Rent in the same period. This diversification also extends across industry segments, with no customer industry accounting for more than 25% of total Net Effective Rent.

Maintain top-notch ESG standards

Our business practices are guided by a commitment to environmental stewardship, social responsibility, and governance (ESG), which strengthens our relationships with customers, investors, employees, and the communities where we operate. We have set five sustainability goals: (i) provide industry-leading, energy-efficient buildings that meet or exceed recognized sustainable development standards, reduce customer operating costs, promote health and well-being, and enhance the communities where we do business; (ii) meet or exceed recognized standards for sustainable development to deliver projects that enable our customers to operate more efficiently and our communities to prosper more sustainably; (iii) engage employees in every office on health and wellness topics and connect them to ongoing strategies to reduce our environmental footprint; (iv) partner with community organizations to support environmental, educational, and social initiatives; and (v) engage suppliers to uphold our supplier code of conduct.

Our strategy includes a clear path to achieving net zero carbon emissions by 2040, in alignment with Prologis' global objectives.

ABOUT FIBRAS

General

A FIBRA is an investment vehicle dedicated to the acquisition and development of real estate in Mexico intended for leasing (and possible subsequent sale) or the acquisition of the right to receive lease revenue from real estate or to provide financing for such purposes using real estate as collateral. A FIBRA has similarities to a real estate investment trust, or REIT, in the United States, as described below. In accordance with Mexican law, a FIBRA must be established by contract as a trust and is the vehicle for issuing the CBFIs.

FIBRAs were introduced as a new kind of investment available to investors (both individuals and entities) through the establishment of their tax regime in 2004. The legal structure of a FIBRA is due to certain reforms enacted over the past several years to (i) various provisions of the Mexican tax laws and regulations, (ii) operating, trading and other Mexican regulations, (iii) the investment regime of the Mexican pension fund administrators (*Administradoras de Fondos para el Retiro*, or *AFORES*) permitting the investment in FIBRAs by Mexican pension funds, and (iv) the annual Miscellaneous Fiscal Regulations issued by the Mexican Tax Administrative Service (*Resolución Miscelánea Fiscal*).

Comparison of Certain Aspects of FIBRAs and REITs

The rules and regulations governing FIBRAs under Mexican law have similar, as well as certain analogous, but nonetheless different, characteristics with the rules and regulations governing REITs under U.S. federal income tax law. The table below highlights some of these principal differences:

	Mexican FIBRAs	**U.S. REITs**
Distributions	• Must distribute at least 95% of net taxable income to investors annually.	• Must distribute at least 90% of net taxable income, with certain adjustments, to investors annually.
Investment Focus	• Must invest at least 70% of total assets in real estate or rights derived from it. • Real estate must be leased or held for lease, unless it is in process of being developed.	• Must invest at least 75% of total value of all assets in real estate assets (including equity and debt), government securities and cash and cash items (including receivables). • Must derive at least 75% of gross income from certain real estate related sources, and must derive at least 95% of gross income from such real estate related sources, and other sources of passive income. • Subject to 100% penalty tax on sales of property "primarily held for sale to customers in the ordinary course of business."
Other Key Considerations	• Properties must be held by the FIBRA and not be sold for at least four years after completion of development or acquisition (if fully developed) in order to retain tax benefits regarding that property.	• Not more than 20% of the value of its total assets may consist of stock in taxable REIT subsidiaries, or TRSs.
	• Mexican resident individuals without business activity are exempt from income tax on the sale of FIBRA-related CBFIs or shares insofar as the corresponding sale is made through the Mexican Stock Exchange or a recognized market, as defined by the Mexican Income Tax Law	• Non-U.S. holders of REIT • shares are generally subject to U.S. federal withholding tax on dividends from a REIT at a 30% rate, subject to reduction under an applicable income tax treaty.
	• Non-Mexican holders of CBFIs are generally subject to Mexican withholding tax on distributions in respect of a FIBRA's net taxable income at a rate of 30%, subject to reduction or exemption for certain classes of investors	• Non-U.S. holders of publicly traded REIT shares generally are not subject to U.S. federal income and withholding tax on sales of such shares, subject to certain exceptions depending on the percentage of REIT shares owned

MANAGEMENT

Our Technical Committee

Our technical committee is comprised of eleven members, with six of these members being independent members, as set forth below:

Name	Age
Carter Andrus	46
Joseph Ghazal	54
Deborah Briones	53
Armando Fregoso	39
Nick Kittredge	52
Alberto Saavedra*(1)(3)	61
Carlos Elizondo Mayer-Serra*(2)	61
Miguel Álvarez del Río *(1)(2)(3)	70
Mónica Flores Barragán*(2)	61
Gonzalo Portilla*(1)	66
Katia Eschenbach*(1)(2)(3)	53

* Independent Member, within the meaning of CNBV regulations.
(1) Member of the Audit Committee.
(2) Member of the Practices Committee.
(3) Member of the Financing Committee.

Biographical Information

Carter Andrus. Carter Andrus has served as a member of our technical committee since 2025. Mr. Andrus serves on Prologis' executive committee and has served as chief operating officer for Prologis since 2024. In this role, he is responsible for the global strategy of Prologis' real estate operations, including its approximately 1.3 billion square foot portfolio across around 20 countries. Previously, he was Global Head of Operations, where he was responsible for all aspects of our real estate operations and the regional team's responsibilities for ancillary business functions. Prior to that, Mr. Andrus was president of Prologis' Central Region, where he led the region's capital development, acquisition and operation activities. He also held several senior leadership roles for Prologis' Central Region, including capital deployment and operations. Before joining Prologis in 2008, he was a senior vice president at Colliers International in Chicago. Andrus is a former president and executive board member of the National Association of Industrial and Office Properties (NAIOP) Chicago Chapter. He holds a Bachelor of Arts in economics from the University of Michigan.

Joseph Ghazal. Joseph Ghazal has served as a member of our technical committee since 2025. Mr. Ghazal serves on Prologis' executive committee and has served as chief investment officer for Prologis since 2024. In this role, he leads Prologis' global investment strategy, which includes management of the Investment Committee, execution of deployment activities and pipeline, and multi-market portfolio acquisitions and dispositions. Previously, Mr. Ghazal was global head of capital deployment, where he was responsible for all aspects of Prologis' capital deployment and reported to Prologis' president. Prior to that, he served as chief investment officer for Prologis Europe and also as regional head of Northern Europe, responsible for Prologis' operations in Scandinavia, Benelux, Germany, Austria and Switzerland. He has also held Prologis senior management positions in Benelux, the Middle East and Southern Europe. He has more than 20 years of experience in logistics real estate development. He holds an MBA. from ESA Business School (Paris/ESCP), a Master's in Civil Engineering from École Spéciale des Travaux Publics (ESTP) (Paris), and a Bachelor's in Civil Engineering from Saint Joseph University of Beirut.

Deborah Briones. Deborah Briones has served as a member of our technical committee since 2025. Ms. Briones serves on Prologis' executive committee and has served as Chief Legal Officer and General Counsel for

Prologis since 2025. She is responsible for overseeing the strategy and execution of all legal services of the global business, including corporate, real estate, strategic capital, essentials, energy and mobility transactions, corporate governance, government affairs, legal operations, and technology and innovation. Previously, she served as managing director and deputy general counsel of Prologis, where she was responsible for leading the corporate, energy, mobility, essentials and Latin America legal teams and government affairs initiatives at Prologis. A 20-year veteran of the company, Ms. Briones started with AMB Property Corporation, Prologis' predecessor, in 2004. Previously, Briones was a corporate attorney at Latham & Watkins in San Francisco, CA where she represented AMB for years before joining the company. She is a member of the Prologis Ventures Investment Committee and a director of the Prologis Foundation. Ms. Briones received her Doctor of Law (J.D.) from the University of California, Berkeley – School of Law and her Bachelor of Arts with honors from Yale University.

Armando Fregozo. Armando Fregozo has served as a member of our technical committee since 2023. Mr. Fregozo has served as President of Latin America for Prologis since 2024. Mr. Fregozo joined the Latin America team from Prologis' Southwest Region, where he contributed significantly to transactional activity. 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. Fregozo 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. Currently, he is a member of YPO and GRI. He graduated from Dartmouth College.

Nick Kittredge. Nick Kittredge has served as a member of our technical committee since 2025. Mr. Kittredge has served as President of Operations and Capital Deployment Eastern US for Prologis since 2013, responsible for all operations and capital deployment in the eastern United States. Previously, he was the Country Manager of Prologis' Brazil platform, a business he launched in 2008. He joined Prologis in 2004 and has held real estate execution and leadership positions domestically and abroad, including assignments in Brazil, Mexico, and various markets within the United States. Mr. Kittredge earned a Bachelor of Arts degree from the University of California, Berkeley. He holds two degrees from the University of Pennsylvania: an MBA from the Wharton School of Business and a Master of Arts in International Studies from the Lauder Institute. He is a member of NAIOP, YPO, and the Urban Land Institute (ULI). He also volunteers as a cabinet member of the Morehouse College Real Estate Institute.

Alberto Saavedra. Alberto Saavedra has served as an independent member of our technical committee since 2014. He is a partner of the Mexican law firm Santamarina y Steta SC, where he has practiced corporate law since 1983. Mr. Saavedra currently serves on the boards of directors of Kimberly-Clark de México, S.A.B. de C.V., Sanluis Corporación, S.A.B. de C.V., Corporación Geo, S.A.B. de C.V. and Mexican Derivatives Exchange, S.A. Mr. Saavedra was also an independent member of the technical committee of Prologis México Fondo Logístico, a contributing entity, and was a member of the board of directors of G. Acción, S.A. de C.V. from 1988 to 2008. Mr. Saavedra has a law degree from Universidad Iberoamericana, a specialization in commercial law from Universidad Panamericana and a diploma in human development from Universidad Iberoamericana.

Carlos Elizondo Mayer-Serra. Carlos Elizondo Mayer-Serra has served as an independent member of our technical committee since 2020. Since 2016, he has been a professor at the School of Government and Public Transformation at Tec de Monterrey, in Mexico City. He is the author of several books, writes weekly newspaper columns and has hosted television programs. Previously, he served as Ambassador of Mexico to the Organization for Economic Cooperation and Development (OECD) from 2004 to 2006. Prior to that role, he served as president of Centro de Investigación y Docencia Económicas in Mexico (CIDE) from 1995 to 2004 and has been a professor and researcher at CIDE from 2007 to the present. Mr. Elizondo Mayer-Serra received his Ph.D in political science from the University of Oxford, United Kingdom and a bachelor's degree in international relations from the Colegio de México.

Miguel Alvarez del Rio. Miguel Alvarez del Rio has served as an independent member of our technical committee since 2021. He is CEO of Finaccess Mexico SA de CV, an independent asset manager since 2009. From June 1998 through May 2000, Mr. Alvarez was Managing Director of corporate, transactional and domestic private banking of Grupo Financiero Santander Mexicano. From 1995 through 1998, he served as CEO of Banco Santander de Negocios, SA de CV, a subsidiary of Santander Investment, acting as the managing director responsible for investment banking, capital markets, domestic private banking, asset management and asset custody. Mr. Alvarez del

Rio holds a Bachelor of Science in industrial engineering with honors from Universidad Iberoamericana and an MBA from Columbia University.

Mónica Flores. Mónica Flores has served as an independent member of our technical committee since 2021. She is Regional President, Latin America of ManpowerGroup, a role she has held since January 2013. She has previously served as President of the American Chamber of Commerce of Mexico, President of the ManpowerGroup Foundation, Global Leader for the Manpower brand, member of the Regional Action Group (RAG) of the World Economic Forum, Member of the B20 Future of Work and Education Taskforce, member of the Council of JA Americas, strategic ally of the Private Sector Alliance for the Empowerment and Progress of the Economic Representation of Women (EMPOWER) of the G20 and Councilor of the STEAM Movement.

Gonzalo Portilla. Gonzalo Portilla has served as chairman of our technical committee since 2025 and as independent member of our technical committee since 2023. Mr. Portilla has more than 30 years of experience in the debt and capital markets field. Since 2018, Mr. Portilla has served as director of CBRE’s institutional and independent loan services and debt structure finance practices. From 2006 to 2018, he served as director of the real estate practice at Citibanamex. Prior to 2006, Mr. Portilla led the Citibanamex and Citibank asset based finance (leasing and vendor program financing) and channel finance (factoring and suppliers/sales financing) practices serving customers in the agro-industrial, transportation, IT, printing, and materials handling industries.

Katia Eschenbach. Katia Eschenbach has served as an independent member of our technical committee since 2023. From 2011 to 2023, Ms. Eschenbach served as the CEO of Trafigura Mexico, where she managed the oil and gas trading business for Mexico and Costa Rica. Since 2023, she has been a board member of global companies. Prior to her role at Trafigura Mexico, Katia worked as a Trading Manager at PEMEX International. Katia holds a Master of Science in business management from the London School of Economics and a Bachelor of Arts in economics from the Instituto Tecnológico Autónomo de México.

PRINCIPAL HOLDERS

The following table sets forth certain information with respect to the actual ownership of our CBFIs as of September 30, 2025:

Beneficial Owner	**Beneficially Owned**	**Percentage of All CBFIs**
	(in millions of CBFIs)	
Prologis	555	34.6%
Other	1,050	65.4%
Total	1,606	100.0%

Holders of CBFIs have the right to vote on certain important decisions at our CBFI holders' meetings, including resolution of issues raised by the technical committee and the removal of our Manager. In addition, each holder or group of CBFI holders have the right to appoint a member of the technical committee for each 10% of our outstanding CBFIs held. Holders of our CBFIs also have the right to approve any investment or acquisition made by us if it represents 20% or more of the value of our trust estate.

Our Trust Agreement provides that any holder of CBFIs (except for Prologis or any of its affiliates) that intends to acquire, directly or indirectly, a number of CBFIs that results in an ownership of 9.9% or more of our outstanding CBFIs (or if it already holds 9.9% or more, if it intends to acquire, directly or indirectly, an additional number of CBFIs that results in an ownership of a multiple of 9.9% or more) receive prior written authorization of our technical committee. If any holder acquires such amounts without the prior authorization from our technical committee, such holder shall forfeit all corporate rights with respect to such CBFIs, including without limitation, the right to attend, vote or be counted in respect of any quorum at any CBFI holders meeting and the right to appoint a member of the technical committee by virtue of such ownership of CBFIs, and such holder shall be liable to us for damages arising out of such purchase.

DESCRIPTION OF THE NOTES

The Notes will be issued under an indenture, to be dated as of the date the Notes are issued (the "Base Indenture"), between the Issuer and The Bank of New York Mellon, as trustee (the "Indenture Trustee"), as amended and supplemented by a First Supplemental Indenture, to be dated as of the same date (the Base Indenture, as so amended and supplemented, the "Indenture"), between the Issuer and the Indenture Trustee. The Indenture is not qualified under the Trust Indenture Act of 1939, as amended. The following discussion summarizes material provisions of the Indenture and the Notes. This summary is qualified in its entirety by the provisions of the Indenture and the Notes. Capitalized terms used but not defined in this description are defined in the Indenture.

References in this section to "the Issuer" are to the Mexican trust created pursuant to the Irrevocable Trust Agreement number 1721, in which Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria acts as trustee. The Issuer is qualified as a real estate investment trust (fideicomiso de inversión en bienes raíces, or "FIBRA") for Mexican federal income tax purposes. For the avoidance of doubt, the term "Issuer" does not refer to (i) Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, in its individual capacity, but only in its capacity as the trustee of the Irrevocable Trust Agreement number 1721 corresponding to the Issuer or (ii) any of the Issuer's subsidiaries.

General

The Notes will be direct, unsecured and unsubordinated obligations of the Issuer. The Notes will rank *pari passu* with all of other unsecured and unsubordinated indebtedness and other obligations of the Issuer outstanding from time to time. The Notes will be effectively subordinated to all secured indebtedness and other secured liabilities of the Issuer (to the extent of the assets securing such indebtedness and other liabilities). The Notes will be effectively subordinated to all of the secured and unsecured indebtedness and other liabilities of the Issuer's subsidiaries.

At September 30, 2025, the Issuer had total unsecured and unsubordinated indebtedness of approximately US$1.0 billion and total secured indebtedness of approximately US$163.9 million. At September 30, 2025, the Issuer's subsidiaries had total indebtedness and other liabilities of approximately US$1.0 billion.

Except as set forth below under "—Covenants—Limitations on incurrence of debt," the Indenture will not contain any provisions that would limit the Issuer's ability to incur indebtedness or that would afford holders of the Notes protection in the event of a highly leveraged or similar transaction involving the Issuer or in the event of a change of control. Although the covenants described under "—Covenants—Limitations on incurrence of debt" impose certain limitations on the incurrence of additional indebtedness, the Issuer and its subsidiaries will retain the ability to incur substantial additional secured and unsecured indebtedness and other liabilities in the future.

The Indenture provides that the debt securities may be issued without limit as to aggregate principal amount, in one or more series. Under the Indenture, in addition to the ability to issue notes with terms different from the Notes, the Issuer will have the ability to reopen a previous issue of a series of debt securities, including the Notes, and issue additional debt securities of any series without the consent of the holders. Each series may be as established from time to time in or pursuant to authority granted by a resolution of the Issuer's manager, or as established in one or more indentures supplemental to the Indenture.

Denominations

The Notes will be issued in book-entry form only, in minimum denominations of US$200,000 and integral multiples of US$1,000 in excess thereof.

Principal, Maturity and Interest

The Notes will be initially limited to an aggregate principal amount of US$500,000,000. The Notes will mature on November 26, 2035. Interest on the Notes will accrue at the rate of 5.500% per annum from November 26, 2025, payable in cash semi-annually in arrears on each May 26 and November 26, commencing on May 26, 2026 and be payable to holders of record on the May 11 and November 11 immediately preceding the related interest payment dates.

Interest on the Notes will be computed on the basis of a 360-day year consisting of twelve 30-day months. If any interest payment date, principal payment date or the maturity date falls on a day that is not a business day, the required payment will be made on the next business day as if it were made on the date the payment was due and no interest will accrue on the amount so payable for the period from and after the interest payment date, principal payment date or the maturity date, as the case may be, until the next business day. "Business day" means any day, other than a Saturday, Sunday or legal holidays, on which banks in The City of New York, Mexico City or place of payment are not authorized or required by law or executive order to be closed. Any interest not punctually paid or duly provided for on any interest payment date with respect to a Note, will cease to be payable to the holder on the applicable regular record date and either may be paid to the person in whose name the Note is registered at the close of business on a special record date for the payment of the defaulted interest to be fixed by the Indenture Trustee, notice of which will be given to the holder of the Note not less than ten days prior to the special record date, or may be paid at any time in any other lawful manner, all as more completely described in the Indenture.

All payments will be subject in all cases to any applicable tax or other laws and regulations, but without prejudice to the provisions of "—Additional Amounts." No commissions or expenses will be charged to the holders in respect of such payments.

Additional Amounts

The Issuer will make payments of, or in respect of, principal, premium (if any) and interest on the Notes free and clear of, and without withholding or deduction for or on account of any present or future tax, levy, impost, duty, assessment or other governmental charge whatsoever and wherever imposed, assessed, levied or collected ("Taxes"), unless such withholding or deduction is required by law.

If the Issuer or paying agent is required to deduct or withhold any amount in respect of Taxes for the account of Mexico (or any political subdivision thereof or any authority therein or thereof having the power to tax) or, if and only if the Issuer has consolidated, merged, amalgamated or combined with, or transferred or leased its assets substantially as an entirety to, any person and as a consequence thereof such person becomes the successor obligor to the Issuer (and references herein to the Issuer shall include any such successor obligor) in respect of payments on the Notes, for the account of the jurisdiction under the laws of which the successor person in relation to the relevant payment is organized or resident for tax purposes (or any political subdivision thereof or any authority therein or thereof having the power to tax) or for the account of any other jurisdiction (or any political subdivision thereof or any authority therein or thereof having power to tax) from or through which a payment is made (each, a "Relevant Taxing Jurisdiction"), the Issuer will pay to a holder of a Note such additional amounts ("Additional Amounts") as may be necessary so that the net amount received by such holder will not be less than the amount such holder would have received if such Taxes had not been withheld or deducted, it being understood that for tax purposes the payment of such Additional Amounts will be deemed and construed as additional interest. The foregoing obligation to pay Additional Amounts to any holder of Notes, however, will not apply to or in respect of:

(a) any Taxes that would not have been so imposed, assessed, levied or collected but for the fact that the holder or beneficial owner of the Note (or a fiduciary, settlor, beneficiary, member or shareholder of, or possessor of a power over, such holder, if such holder is an estate, trust, partnership or corporation) is or has been a domiciliary, national or resident of, or engaging or having been engaged in a trade or business or maintaining or having maintained a permanent establishment or being or having been physically present in, a Relevant Taxing Jurisdiction or otherwise having or having had some present or former connection with a Relevant Taxing Jurisdiction other than the mere holding or ownership of, or the collection of principal of, and premium (if any) or interest on, a Note;

(b) any Taxes that would not have been so imposed, assessed, levied or collected but for the fact that, where presentation is required in order to receive payment, the Note was presented more than 30 days after the date on which such payment became due and payable or was provided for, whichever is later;

(c) any estate, inheritance, gift, sales, value added, stamp, transfer, excise, or personal property or similar Taxes;

(d) any Taxes that are payable otherwise than by deduction or withholdings from payments on the Notes;

(e) any Taxes that would not have been so imposed, assessed, levied or collected but for the failure by the holder or the beneficial owner of the Note or nominee, agent or other intermediary (i) to provide any certification, identification, information, documentation or other evidence concerning the nationality, residence or identity of such holder, the beneficial owner or nominee, agent or other intermediary or its connection with the Relevant Taxing Jurisdiction or (ii) to make any valid, applicable or timely declaration or claim or satisfy any other reporting, information or procedural requirements relating to such matters if compliance is required by statute, rule, regulation or administrative practice of the Relevant Taxing Jurisdiction as a condition to relief, reduction or exemption from such Taxes;

(f) any Taxes that would not have been so imposed, assessed, levied or collected but for the failure by the holder or beneficial owner of the Note (or any financial institution or other person through which the holder or beneficial owner holds any Notes through which payment on such Notes are made) having failed to comply with any certification, information, identification, documentation or other reporting requirements (including entering into and complying with an agreement with the Internal Revenue Service) imposed pursuant to Sections 1471 through 1474 of the Internal Revenue Code as in effect on the date of the issuance of the Notes or any successor or amended version of these provisions;

(g) any withholding or deduction that is imposed on the Note that is presented for payment, where presentation is required, by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting such Note to another paying agent;

(h) any payment on the Notes to a holder that is a fiduciary, a partnership, a limited liability company or any person other than the sole beneficial owner of any such payment to the extent that a beneficiary or settlor with respect to such fiduciary, a partner of such partnership, a member of such limited liability company, or the beneficial owner of the payment would not have been entitled to the Additional Amounts had the beneficiary, settlor, partner, member or beneficial owner been the holder of the Note; or

(i) any combination of the Taxes and/or withholdings or deductions described in (a) through (h) above.

The exceptions to the obligations to pay Additional Amounts stated in (e) above will not apply if:

(i) the provision of information, documentation or other evidence described in (e) would be materially more onerous, in form, in procedure or in the substance of information disclosed, to a holder or beneficial owner of a Note (taking into account any relevant differences between U.S. and the Relevant Taxing Jurisdiction's law, regulations or administrative practice) than comparable information or other reporting requirements imposed under U.S. tax law, regulations and administrative practice (such as IRS Forms W-8 and W-9), or

(ii) with respect to taxes imposed by Mexico or any political subdivision or taxing authority thereof or therein, Article 166, Section II, of the Mexican Income Tax Law (*Ley del Impuesto Sobre la Renta*) (or a substantially similar successor of such Article, whether included in any law or regulation) is in effect, unless (a) the provision of the information, documentation or other evidence described in (e) above is expressly required by statute, regulation, or official administrative practice in order to apply Article 166, Section II, of the Mexican Income Tax Law (or a substantially similar successor of such Article, whether included in any law or regulation), (b) the Issuer cannot obtain the information, documentation or other evidence necessary to comply with the applicable laws and regulations on its own through reasonable diligence and without requiring it from holders, and (c) the Issuer otherwise would meet the requirements for application of Article 166, Section II, of the Mexican Income Tax Law (or a substantially similar successor of such Article, whether included in any law or regulation).

In addition, (e) above does not and shall not be construed to require that any person, including any non-Mexican pension fund, retirement fund, financial institution or any other holder or beneficial owner of a Note, register with the Mexican Ministry of Finance and Public Credit to obtain eligibility for an exemption from, or a reduction of, Mexican withholding tax or to require that a holder or beneficial owner certify or provide information concerning whether it is or is not a tax-exempt pension or retirement fund.

Unless otherwise stated, references in any context to the payment of principal of, and premium, if any, or interest on, any Note, will be deemed to include payment of Additional Amounts to the extent that, in such context, Additional Amounts are, were or would be payable in respect thereof.

Optional Redemption

Prior to the Par Call Date, the Issuer may redeem the Notes at its option, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

(i) (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the Notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 25 basis points, less (b) interest accrued to the date of redemption, and

(ii) 100% of the principal amount of the Notes to be redeemed,

plus, in either case, accrued and unpaid interest and Additional Amounts, if any, to, but not including, the redemption date.

In addition, on or after the Par Call Date, the Issuer may redeem the Notes in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes being redeemed plus accrued and unpaid interest and Additional Amounts, if any, to, but not including, the redemption date.

In connection with the optional redemption of the Notes, the following defined terms apply:

"Par Call Date" means August 26, 2035 (three months prior to the maturity date).

"*Treasury Rate*" means, with respect to any redemption date, the yield determined by the Issuer in accordance with the following two paragraphs.

The Treasury Rate shall be determined by the Issuer after 4:15 p.m., New York City time (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the third business day preceding the redemption date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as "Selected Interest Rates (Daily) – H.15" (or any successor designation or publication) ("H.15") under the caption "U.S. government securities–Treasury constant maturities–Nominal" (or any successor caption or heading) ("H.15 TCM"). In determining the Treasury Rate, the Issuer shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the period from the redemption date to the Par Call Date (the "Remaining Life"); or (2) if there is no such Treasury constant maturity on H.15 exactly equal to the Remaining Life, the two yields – one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Remaining Life – and shall interpolate to the Par Call Date on a straight-line basis (using the actual number of days) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Remaining Life, the yield for the single Treasury constant maturity on H.15 closest to the Remaining Life. For purposes of this paragraph, the applicable Treasury constant maturity or maturities on H.15 shall be deemed to have a maturity date equal to the relevant number of months or years, as applicable, of such Treasury constant maturity from the redemption date.

If on the third business day preceding the redemption date H.15 TCM is no longer published the Issuer shall calculate the Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m., New York City time, on the second business day preceding such redemption date of the United States Treasury security maturing on, or with a maturity that is closest to, the Par Call Date, as applicable. If there is no United States Treasury security maturing on the Par Call Date but there are two or more United States Treasury securities with a maturity date equally distant from the Par Call Date, one with a maturity date preceding the Par Call Date and one with a maturity date following the Par Call Date, the Issuer shall select the United States Treasury security with a maturity date preceding the Par Call Date. If there are two or more United States Treasury securities maturing on the Par Call Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Issuer shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m., New York City time. In determining the Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m., New York City time, of such United States Treasury security, and rounded to three decimal places.

The Issuer’s actions and determinations in determining the redemption price shall be conclusive and binding for all purposes, absent manifest error.

Notice of redemption will be mailed or electronically delivered (or otherwise transmitted in accordance with the depositary’s procedures) at least 10 but not more than 60 days before the redemption date to each holder of record of the Notes to be redeemed at its registered address. The notice of redemption for the Notes will state, among other things, the amount of Notes to be redeemed, the redemption date, the redemption price and the place or places that payment will be made upon presentation and surrender of Notes to be redeemed. Any redemption notice may, at the Issuers discretion, be subject to one or more conditions precedent, including completion of a financing or other transaction. If a redemption is subject to the satisfaction of one or more conditions precedent, in the Issuer’s discretion the redemption date may be delayed until any or all such conditions have been satisfied or waived or the redemption may be rescinded in the event any such conditions shall not have been satisfied or waived by the original redemption date or the redemption date so delayed. Unless the Issuer defaults in payment of the redemption price, interest will cease to accrue on any Notes that have been called for redemption at the redemption date.

If less than all of the Notes are to be redeemed at the Issuer’s option, the Issuer will notify the Indenture Trustee under the Indenture at least 10 days prior to giving the notice of redemption, or any shorter period as may be satisfactory to the Indenture Trustee, of the aggregate principal amount of the Notes to be redeemed and the redemption date. The Indenture Trustee will select, in the manner as it deems fair and appropriate, the Notes to be redeemed, except if the Notes are registered in the name of DTC or its nominee, then such selection will be made in accordance with the applicable procedures of DTC. Notes may be redeemed in part in the minimum authorized denomination for Notes or in any integral multiple of such amount.

Redemption for Tax Reasons

The Notes are redeemable by the Issuer, in whole but not in part, upon not less than 10 nor more than 60 days’ notice as provided above, at 100% of the principal amount of such Notes plus accrued and unpaid interest and Additional Amounts, if any, to, but excluding, the applicable redemption date at the Issuer’s option at any time prior to their maturity if due to a Change in Tax Law (as defined below):

(a) the Issuer, in accordance with the terms of the Notes, has, or would, become obligated to pay any Additional Amounts to the holders or beneficial owners of the Notes in excess of the Additional Amounts attributable to a 4.9% withholding tax rate with respect to the Notes (determined without reference to any interest, fees, penalties or other additions to tax) with respect to taxes imposed by the government of Mexico or, in the case of a successor obligor that is organized in a Relevant Taxing Jurisdiction other than Mexico, the base withholding tax rate with respect to the Notes as of the date such person became a successor obligor; and

(b) the Issuer cannot avoid such obligation by taking reasonable measures available to it;

provided, however, that the notice of redemption will not be given earlier than 90 days prior to the earliest date on which the Issuer would be obligated to pay any such Additional Amounts if a payment in respect of the Notes were then due and at the time such notice is given, such obligation to pay Additional Amounts remains in effect.

Prior to the giving of any such notice of redemption, the Issuer must deliver to the Indenture Trustee (A) an officers' certificate stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer to so redeem have occurred and (B) an opinion of independent counsel of recognized standing with respect to tax matters of the Relevant Taxing Jurisdiction to the effect that the Issuer has, or would, become obligated to pay such Additional Amounts as a result of such Change in Tax Law.

For the purposes hereof, "Change in Tax Law" shall mean (a) any changes in, or amendment to, any law of a Relevant Taxing Jurisdiction (including any rules, regulations or rulings promulgated thereunder) or any amendment to or change in the application or official interpretation (including judicial or administrative interpretation) of such law, which change or amendment becomes effective or, in the case of an official interpretation, is announced, on or after the date of issuance of the Notes or (b) if the Issuer consolidates, merges, amalgamates or combines with, or transfers or leases its assets substantially as an entirety to, any person that is incorporated or tax resident under the laws of any jurisdiction other than a Relevant Taxing Jurisdiction as of the date of such transaction and as a consequence thereof such person becomes the successor obligor to the Issuer in respect of Additional Amounts that may become payable (in which case, for purposes of this redemption provision, all references to the Issuer shall be deemed to be and include references to such person), any change in, or amendment to, any law of the jurisdiction of incorporation or tax residence of such person or any successor entity, or any political subdivision or taxing authority thereof or therein for purposes of taxation (including any regulations or rulings promulgated thereunder) or any amendment to or change in the application or official interpretation (including judicial or administrative interpretation) of such law, which change or amendment becomes effective or, in the case of an official interpretation, is announced, on or after the date of such consolidation, merger, amalgamation, combination or other transaction.

Merger, Consolidation or Sale

The Issuer may consolidate with or merge with or into another entity, or sell, lease or convey all or substantially all of its assets to another entity, provided that the following three conditions are met:

(1) (i) the resulting, surviving or transferee person (if not the Issuer) will be a person organized and existing under the laws of Mexico and such person expressly assumes, by supplemental indenture to the Indenture, executed and delivered to the Indenture Trustee, all of our obligations under the Notes and the Indenture, or (ii) the resulting, surviving or transferee person (if not the Issuer), if not organized and existing under the laws of Mexico, undertakes, in such supplemental indenture, to pay such additional amounts in respect of principal, premium (if any) and interest as may be necessary in order that every payment made in respect of the Notes after deduction or withholding for or on account of Taxes imposed by such other country (or of the jurisdiction in which such person is organized or resident for tax purposes) or any political subdivision or taxing authority thereof or therein will not be less than the amount of principal (and premium, if any) and interest then due and payable on the Notes, subject to the same exceptions set forth under "—Additional Amounts" but replacing existing references in such clause to Mexico with references to such other country;

(2) after giving effect to the transaction and treating any indebtedness which became an obligation of the Issuer or any of the Issuer's subsidiaries as a result of the transaction as having been incurred by the Issuer or such subsidiary at the time of such transaction, an event of default (or an event which, with notice or lapse of time or both, would become an event of default) has not occurred under the Indenture; and

(3) the continuing entity delivers an officers' certificate and legal opinion covering (1) and (2) above and that all conditions precedent in the Indenture have been complied with.

Although there is a limited body of case law interpreting the phrase "all or substantially all", there is no precise established definition of the phrase under applicable law. Accordingly, in certain circumstances there may be a degree of uncertainty as to whether a particular transaction would involve "all or substantially all" of the property or assets of a person.

Open Market Purchases

The Issuer may at any time purchase Notes in the open market or otherwise at any time.

Covenants

This section describes covenants the Issuer make in the Indenture, for the benefit of the holders of the Notes.

Existence

Except as permitted under "—Merger, Consolidation or Sale", the Issuer will do or cause to be done all things necessary to preserve and keep in full force and effect the existence, rights, both charter and statutory, and franchises (including the trust agreements) of the Issuer and its subsidiaries; provided, however, that the Issuer will not be required to preserve any right or franchise if the Issuer determines that the preservation of the right or franchise is no longer desirable in the conduct of the Issuer's business and that the loss of the right or franchise is not disadvantageous in any material respect to the holders of the Notes.

Payment of taxes and other claims

The Issuer will pay or discharge or cause to be paid or discharged, before the same shall become delinquent, all taxes, assessments and governmental charges levied or imposed upon the Issuer or any subsidiary or upon its income, profits or property or any subsidiary and all lawful claims for labor, materials and supplies which, if unpaid, might by law become a lien upon the Issuer's property or any subsidiary; provided, however, that the Issuer will not be required to pay or discharge or cause to be paid or discharged any such tax, assessment, charge or claim whose amount, applicability or validity is being contested in good faith by appropriate proceedings.

Provision of financial information

We will provide the Indenture Trustee and, upon request, the holders of the Notes, with the following reports:

(a) an English language version in electronic format of our annual audited consolidated financial statements prepared in accordance with IFRS promptly upon such financial statements becoming available but not later than 120 days after the close of each fiscal year; and

(b) an English language version in electronic format of our unaudited quarterly financial statements prepared in accordance with IAS 34, promptly upon such financial statements becoming available but not later than 90 days after the close of each fiscal quarter (other than the last fiscal quarter of each fiscal year).

We will maintain a public website or, at our option, a non-public website or other electronic distribution system to which the beneficial owners of the Notes, the Indenture Trustee, prospective investors and security analysts will be given access and on which the reports and information referred to in clauses (a) and (b) above are posted and the posting of such reports and information in such manner within the time period referred to above will satisfy the Issuer's obligation to provide such reports and information to the Indenture Trustee and the holders of the Notes; provided, however, that we may, in our sole discretion, exclude direct competitors, customers and suppliers from access to such website or electronic distribution system.

Simultaneously with the delivery of each set of financial statements referred to in clause (a) above, the Issuer will provide the Indenture Trustee with an officer's certificate stating whether a default or event of default exists on the date of such certificate and, if a default or event of default exists, setting forth the details thereof and the action which the Issuer is taking or proposes to take with respect thereto. Upon any of the Issuer's directors or executive officers becoming aware of the existence of a default or event of default, the Issuer will provide the Indenture Trustee with an officer's certificate setting forth the details thereof and the action the Issuer is taking or proposes to take with respect thereto.

The Indenture Trustee shall have no duty to review or analyze such reports, information and documents delivered to it. Delivery of such reports, information and documents to the Indenture Trustee is for informational purposes only and the Indenture Trustee's receipt of such shall not constitute actual or constructive notice of any information contained therein or determinable from information contained therein, including the Issuer's compliance with any of its covenants (as to which the Indenture Trustee is entitled to rely exclusively on officer's certificates). The Indenture Trustee shall have no duty to monitor the Issuers' compliance with the covenants or to monitor or determine whether the Issuer has delivered such reports.

Limitations on incurrence of debt

Total assets incurrence test. The Issuer will not, and will not permit any Subsidiary to, incur any Debt if, immediately after giving effect to the incurrence of such additional Debt and the application of the proceeds of the additional Debt, the aggregate principal amount of all the Issuer's outstanding Debt and that of its Subsidiaries on a consolidated basis as determined in accordance with IFRS is greater than 60% of the sum of (without duplication):

(1) the Issuer's Total Assets as of the end of the most recent fiscal quarter for which financial statements are available prior to the incurrence of such additional Debt; and

(2) the purchase price of any real estate assets or mortgages receivable acquired, and the amount of any securities offering proceeds received (to the extent such proceeds were not used to acquire real estate assets or mortgages receivable or used to reduce Debt), by the Issuer or any Subsidiary since the end of such calendar quarter, including those proceeds obtained in connection with the incurrence of such additional Debt.

Debt service incurrence test. Additionally, the Issuer will not, and will not permit any Subsidiary to, incur any Debt if the ratio of Consolidated Income Available for Debt Service to the Annual Service Charge for the four consecutive fiscal quarters most recently ended prior to the date on which such additional Debt is to be incurred shall have been less than 1.5, on a pro forma basis after giving effect thereto and to the application of the proceeds therefrom, and calculated on the assumption that:

(1) such Debt and any other Debt incurred by the Issuer and its Subsidiaries since the first day of such four-quarter period and the application of the proceeds therefrom, including to refinance other Debt, had occurred at the beginning of such period;

(2) the repayment or retirement of any other Debt by the Issuer and its Subsidiaries since the first day of such four-quarter period had been incurred, repaid or retired at the beginning of such period (except that, in making such computation, the amount of Debt under any revolving credit facility shall be computed based upon the average daily balance of such Debt during such period);

(3) in the case of Acquired Debt or Debt incurred in connection with any acquisition since the first day of such four-quarter period, the related acquisition had occurred as of the first day of such period with the appropriate adjustments with respect to such acquisition being included in such pro forma calculation; and

(4) in the case of any acquisition or disposition by the Issuer or its Subsidiaries of any asset or group of assets since the first day of such four-quarter period, whether by merger, stock purchase or sale, or asset purchase or sale, such acquisition or disposition or any related repayment of Debt had occurred as of the first day of such period with the appropriate adjustments with respect to such acquisition or disposition being included in such pro forma calculation.

Secured Debt incurrence test. In addition to the foregoing limitations on the incurrence of Debt, the Issuer will not, and will not permit any Subsidiary to, incur any Debt for borrowed money secured by any mortgage, lien, charge, pledge, encumbrance or security interest upon any of the Issuer's property or the property of any Subsidiary, whether owned at the date hereof or hereafter acquired, if, immediately after giving effect to the incurrence of such additional Debt and the application of the proceeds thereof, the aggregate principal amount of all of the Issuer's outstanding Debt and the outstanding Debt of the Issuer's Subsidiaries on a consolidated basis for borrowed money which is secured by any mortgage, lien, charge, pledge, encumbrance or security interest on the Issuer's property or the property of any Subsidiary is greater than 40% of the sum of (without duplication):

(1) the Issuer's Total Assets as of the end of the most recent fiscal quarter for which financial statements are available prior to the incurrence of such additional Debt; and

(2) the purchase price of any real estate assets or mortgages receivable acquired, and the amount of any securities offering proceeds received (to the extent that such proceeds were not used to acquire real estate assets or mortgages receivable or used to reduce Debt), by the Issuer or any Subsidiary since the end of such calendar quarter, including those proceeds obtained in connection with the incurrence of such additional Debt.

For purposes of the covenants described under this "—Limitations on incurrence of debt", Debt shall be deemed to be "incurred" by the Issuer or a Subsidiary whenever the Issuer or such Subsidiary shall create, assume, guarantee or otherwise become liable in respect thereof.

Nothing in the above covenants shall prevent: (i) the incurrence by the Issuer or any Subsidiary of Debt between or among the Issuer, any Subsidiary or any Equity Investee or (ii) the Issuer or any Subsidiary from incurring Refinancing Debt.

Maintenance of unencumbered assets

The Issuer and its Subsidiaries may not at any time own Total Unencumbered Assets equal to less than 150% of the aggregate outstanding principal amount of the Unsecured Debt of the Issuer and its Subsidiaries on a consolidated basis.

Maintenance of properties

The Issuer will cause all of its properties used or useful in the conduct of its business or the business of any subsidiary to be maintained and kept in good condition, repair and working order and supplied with all necessary equipment and will cause to be made all necessary repairs, renewals, replacements, betterments and improvements of the Issuer's properties, all as in its judgment may be necessary so that the business carried on in connection therewith may be properly and advantageously conducted at all times; provided, however, that the Issuer and its Subsidiaries will not be prevented from selling or otherwise disposing for value the Issuer's properties in the ordinary course of business.

Insurance

The Issuer will, and will cause each of its Subsidiaries to, keep in force upon all of the Issuer's properties and operations policies of insurance carried with responsible companies in such amounts and covering all such risks as shall be customary in the industry in accordance with prevailing market conditions and availability.

For purposes of the foregoing covenants the following definitions apply:

"*Acquired Debt*" means Debt of a Person (i) existing at the time such Person becomes a Subsidiary or (ii) assumed in connection with the acquisition of assets from such Person, in each case, other than Debt incurred in connection with, or in contemplation of, such Person becoming a Subsidiary or such acquisition. Acquired Debt shall be deemed to be incurred on the date of the related acquisition of assets from any Person or the date the acquired Person becomes a Subsidiary.

"*Annual Service Charge*" as of any date means the maximum amount which is payable in any period for interest on, and original issue discount of, the Issuer or its Subsidiaries' Debt and the amount of dividends which are payable in respect of any Disqualified Stock.

"*Consolidated Income Available for Debt Service*" for any period means Earnings from Operations of the Issuer and its Subsidiaries plus amounts which have been deducted, and minus amounts which have been added, for the following (without duplication):

(A) interest on Debt of the Issuer and its Subsidiaries,

(B) provision for taxes of the Issuer and its Subsidiaries based on income,

(C) amortization of debt discount,

(D) provisions for unrealized gains and losses, depreciation and amortization, and the effect of any other non-cash items,

(E) extraordinary, non-recurring and other unusual items (including, without limitation, any costs and fees incurred in connection with any debt financing or amendments thereto, any acquisition, disposition, recapitalization or similar transaction (regardless of whether such transaction is completed)),

(F) the effect of any noncash charge resulting from a change in accounting principles in determining Earnings from Operations for such period,

(G) amortization of deferred charges, and

(H) any of the items described in clauses (D) and (E) above that were included in Earnings From Operations on account of an Equity Investee.

"*Debt*" of any Person means, with respect to such Person, any indebtedness of such Person, excluding any accrued expense or trade payable, whether or not contingent, in respect of:

(1) borrowed money evidenced by bonds, notes, debentures or similar instruments,

(2) indebtedness secured by any mortgage, pledge, lien, charge, encumbrance or any security interest existing on property owned by such Person, but only to the extent of the lesser of (x) the amount of indebtedness so secured and (y) the fair market value of the property subject to such mortgage, pledge, lien, charge, encumbrance or any security interest existing on property owned by the Issuer or any Subsidiary,

(3) the reimbursement obligations, contingent or otherwise, in connection with any letters of credit actually issued and called or amounts representing the balance deferred and unpaid of the purchase price of any property or services, or all conditional sale obligations or obligations under any title retention agreement,

(4) the principal amount of all obligations of such Person with respect to redemption, repayment or other repurchase of any Disqualified Stock, or

(5) any lease of property by such Person as lessee which is reflected on such Person's consolidated balance sheet as a capitalized lease in accordance with IFRS,

and to the extent, in the case of items of indebtedness under (1) through (3) above, that any such items (other than letters of credit) would appear as a liability on such Person's consolidated balance sheet in accordance with IFRS, and also includes, to the extent not otherwise included, any obligation by such Person to be liable for, or to pay, as obligor, guarantor or otherwise (other than for purposes of collection in the ordinary course of business), Debt of another Person (other than any of its Subsidiaries).

"*Disqualified Stock*" means, with respect to any person, any capital stock of such person which by the terms of such capital stock (or by the terms of any security into which it is convertible or for which it is exchangeable or exercisable), upon the happening of any event or otherwise, (i) matures or is mandatorily redeemable, pursuant to a sinking fund obligation or otherwise, (ii) is convertible into or exchangeable or exercisable for Debt or Disqualified Stock or (iii) is redeemable at the option of the holder thereof, in whole or in part, in each case on or prior to the stated maturity of a series of debt securities.

"*Earnings from Operations*" for any period means net earnings excluding gains and losses on sales of investments, net, as reflected in the financial statements of the Issuer and its Subsidiaries for such period determined on a consolidated basis in accordance with IFRS.

"*Encumbrance*" means any mortgage, pledge, lien, charge, encumbrance or any security interest existing on property owned by the Issuer or any Subsidiary securing indebtedness for borrowed money, other than a Permitted Encumbrance.

"*Equity Investee*" means any Person in which the Issuer or any Subsidiary hold an ownership interest that is accounted for by the Issuer or a Subsidiary under the equity method of accounting.

"*IFRS*" means IFRS Accounting Standards as issued by the International Accounting Standards Board.

"*Permitted Encumbrances*" means leases, Encumbrances securing taxes, assessments and similar charges, mechanics liens and other similar Encumbrances.

"*Person*" means any individual, corporation, partnership, limited liability company, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

"*Refinancing Debt*" means Debt issued in exchange for, or the net proceeds of which are used to refinance or refund, then outstanding Debt (including the principal amount, accrued interest and premium, if any, of such Debt plus any fees and expenses incurred in connection with such refinancing); provided that (a) if such new Debt, or the proceeds of such new Debt, are used to refinance or refund Debt that is subordinated in right of payment to the Notes, such new Debt shall only be permitted if it is expressly made subordinate in right of payment to the Notes at least to the extent that the Debt to be refinanced is subordinated to the Notes and (b) such new Debt does not mature prior to the stated maturity of the Debt to be refinanced or refunded, and the weighted average life of such new Debt is at least equal to the remaining weighted average life of the Debt to be refinanced or refunded.

"*Subsidiary*" means, with respect to any Person, (i) a corporation, partnership, joint venture, limited liability company or other entity the majority of the shares, if any, of the non-voting capital stock or other equivalent ownership interests of which (except directors' qualifying shares) are at the time directly or indirectly owned by such Person and/or any other Subsidiary or Subsidiaries of such Person, and the majority of the shares of the voting capital stock or other equivalent ownership interests of which (except directors' qualifying shares) are at the time directly or indirectly owned by such Person, any other Subsidiary or Subsidiaries of such Person, and (ii) any other entity the accounts of which are consolidated with the accounts of such Person. For the purposes of this definition, "voting capital stock" means capital stock having voting power for the election of directors, whether at all times or only so long as no senior class of capital stock has such voting power by reason of any contingency.

"*Total Assets*" means, as of any date, the sum of (i) Undepreciated Real Estate Assets and (ii) all of the Issuer's and its Subsidiaries' other assets, but excluding accounts receivable and intangibles, determined in accordance with IFRS.

"*Total Unencumbered Assets*" means the sum of (i) Undepreciated Real Estate Assets not subject to an Encumbrance and (ii) the value (determined in accordance with IFRS) of all other assets (other than accounts receivable and intangibles) of the Issuer and its Subsidiaries not subject to an Encumbrance; provided, however, "Total Unencumbered Assets" does not include investments in unconsolidated joint ventures, unconsolidated limited partnerships, unconsolidated limited liability companies and other unconsolidated entities.

"*Undepreciated Real Estate Assets*" as of any date means the cost (original cost plus capital improvements) of real estate assets of the Issuer and its Subsidiaries on such date, before depreciation, amortization and impairment charges determined on a consolidated basis in accordance with IFRS.

"*Unsecured Debt*" means Debt, with respect to any Person, of the types described in clauses (1), (3) and (4) of the definition thereof which is not secured by any mortgage, lien, charge, pledge or security interest of any kind upon any of the properties of such Person.

Events of Default, Notice and Waiver

The Indenture provides that the following events are events of default with respect to any series of debt securities issued pursuant to it:

(1) default in the payment of any installment of interest or Additional Amounts payable on any debt securities of such series which continues for 30 days;

(2) default in the payment of the principal, or premium or make-whole amount, if any, on any debt securities of such series at its maturity or redemption date;

(3) default in making any sinking fund payment as required for any debt securities of such series;

(4) default in the performance of any other of the Issuer's covenants contained in the Indenture, other than a covenant in the Indenture solely for the benefit of another series of debt securities issued under the Indenture, which continues for 60 days after written notice as provided in the Indenture;

(5) default in the payment of an aggregate principal amount exceeding $50,000,000 under any bond, note or other evidence of indebtedness of the Issuer or any mortgage, indenture or other instrument under which such indebtedness is issued or by which such indebtedness is secured (or any such indebtedness of any of the Issuer's Subsidiaries, which the Issuer has guaranteed), such default having occurred after the expiration of any applicable grace period and having resulted in the acceleration of the maturity of such indebtedness, but only if such indebtedness is not discharged or such acceleration is not rescinded or annulled within ten days after written notice as provided in the Indenture;

(6) the entry by a court of competent jurisdiction of final judgments, orders or decrees against the Issuer or any of its Subsidiaries in an aggregate amount, excluding amounts fully covered by insurance, in excess of $50,000,000 and such judgments, orders or decrees remain undischarged, unstayed and unsatisfied in an aggregate amount, excluding amounts fully covered by insurance, in excess of $50,000,000 for a period of 60 consecutive days; and

(7) events of bankruptcy, insolvency or reorganization, or court appointment of a receiver, liquidator or trustee for the Issuer or any significant subsidiary or for all or substantially all of the Issuer's or any significant subsidiary's property.

The term significant subsidiary means each of the Issuer's significant subsidiaries, as defined in Regulation S-X promulgated under the Securities Act.

If an event of default (other than an event of default specified in clause (7) above) under the Indenture with respect to a series of debt securities occurs and is continuing, then in every such case, unless the principal of the debt securities of such series shall already have become due and payable, the Indenture Trustee or the holders of not less than 25% in principal amount of such series of debt securities may declare the principal and the make-whole amount on the debt securities of such series to be due and payable immediately by written notice to the Issuer that payment of the debt securities is due, and to the Indenture Trustee if given by the holders. If an event of default specified in clause (7) above with respect to any debt security occurs and is continuing, then the principal of and accrued interest on all debt securities will become and be immediately due and payable without any declaration or other act on the part of the Indenture Trustee or any holder.

At any time after such a declaration of acceleration with respect to a series of debt securities has been made, but before a judgment or decree for payment of the money due has been obtained by the Indenture Trustee, the holders of not less than a majority in principal amount of the debt securities of a series may rescind and annul such declaration and its consequences if the Issuer shall have deposited with the Indenture Trustee all required payments of the principal of, and premium or make-whole amount and interest on, the debt securities of such series, plus fees, expenses, disbursements and advances of the Indenture Trustee and all events of default, other than the nonpayment of accelerated principal, the make-whole amount or interest with respect to debt securities of such series, have been cured or waived as provided in the Indenture. The Indenture also provides that the holders of not less than a majority in principal amount of the debt securities of a series may waive any past default with respect to such series and its consequences, except a default in the payment of the principal of, or premium or make-whole amount or interest payable on the debt securities of such series or in respect of a covenant or provision contained in the Indenture that cannot be modified or amended without the consent of the holder of each outstanding debt securities affected by the proposed modification or amendment.

The Indenture Trustee is required to give notice to the holders of debt securities of a series within 90 days of a default under the Indenture known to a responsible officer of the Indenture Trustee, unless the default has been cured or waived; provided, however, that the Indenture Trustee may withhold notice to the holders of debt securities of any default with respect to such series, except a default in the payment of the principal of, or premium or make-whole amount, if any, or interest or sinking fund installment, if any, payable on the debt securities if the responsible officers of the Indenture Trustee consider such withholding to be in the interest of such holders.

The Indenture provides that no holders of debt securities may institute any proceedings, judicial or otherwise, with respect to the Indenture or for any remedy which the Indenture provides, except in the case of failure of the Indenture Trustee, for 60 days, to act after it has received a written request to institute proceedings in respect of an event of default from the holders of not less than 25% in principal amount of the outstanding debt securities, as well as an offer of security or indemnity satisfactory to the Indenture Trustee. This provision will not prevent, however, any holder of debt securities from instituting suit for the enforcement of payment of the principal of, and premium or make-whole amount, or interest on such debt securities at the due date of such debt securities.

Subject to provisions in the Indenture relating to its duties in case of default, the Indenture Trustee is under no obligation to exercise any of its rights or powers under the Indenture at the request or direction of any holders of any series of debt securities then outstanding under the Indenture, unless such holders shall have offered, and if requested provided, to the Indenture Trustee security or indemnity satisfactory to the Indenture Trustee. The holders of not less than a majority in principal amount of the debt securities of a series shall have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Indenture Trustee, or of exercising any trust or power conferred upon the Indenture Trustee with respect to that series. However, the Indenture Trustee may refuse to follow any direction which is in conflict with any law or the Indenture, which may involve the Indenture Trustee in personal liability or which may be unduly prejudicial to the holders of debt securities not joining in the proceeding (provided, that the Indenture Trustee shall have no obligation to determine whether such direction may be unduly prejudicial to the holders of debt securities).

Within 120 days after the close of each fiscal year, the Issuer must deliver to the Indenture Trustee a certificate, signed by one of several specified officers, stating whether or not such officer has knowledge of any default under the Indenture and, if so, specifying each such default and the nature and status of the default.

Modification of the Indenture

Modifications and amendments of the Indenture may be made with the consent of the holders of not less than a majority in principal amount of all outstanding debt securities issued under the Indenture, including the Notes, which are affected by such modification or amendment; provided, however, that no such modification or amendment may, without the consent of the holder of each debt security affected by the modification or amendment:

(1) change the stated maturity of the principal of, or premium or make-whole amounts, if any, or any installment of principal of or interest or additional amounts payable on, any such debt security;

(2) reduce the principal amount of, or the rate or amount of interest on, or any premium or make-whole amounts payable on redemption of, or any additional amounts payable with respect to, any such debt security, or reduce the amount of principal of an original issue discount security or make-whole amount, if any, that would be due and payable upon declaration of acceleration of the maturity of the security or would be provable in bankruptcy, or adversely affect any right of repayment of the holder of any such debt security;

(3) change the place of payment, or the coin or currency, for payment of principal of, and premium or make-whole amounts, if any, or interest on, or any additional amounts payable with respect to, any such debt security;

(4) impair the right to institute suit for the enforcement of any payment on or with respect to any such debt security;

(5) reduce the above-stated percentage of outstanding debt securities of any series necessary to modify or amend the Indenture, to waive compliance with a provisions of the debt security or defaults and consequences under the Indenture or to reduce the quorum or voting requirements set forth in the Indenture; or

(6) modify any of the provisions relating to modification of the Indenture or any of the provisions relating to the waiver of past defaults or covenants, except to increase the required percentage to effect such action or to provide that other provisions may not be modified or waived without the consent of the holder of the affected debt security. The holders of not less than a majority in principal amount of outstanding debt securities have the right to waive the Issuer's compliance with covenants in the Indenture applicable to such debt securities other than those covenants which require the consent of each affected holder of debt securities with respect to modifications or amendments to such covenant.

Modifications and amendments of the Indenture may be made by the Issuer and the Indenture Trustee without the consent of any holder of debt securities for any of the following purposes:

(1) to evidence the succession of another person to the Issuer as obligor under the Indenture;

(2) to add to the Issuer's covenants for the benefit of the holders of all or any series of debt securities or to surrender any right or power conferred upon the Issuer in the Indenture;

(3) to add events of default for the benefit of the holders of all or any series of debt securities;

(4) to add to or change any of the provisions of the Indenture to such extent as shall be necessary to permit or facilitate the issuance of debt securities in bearer form, registrable or not registrable as to principal, and with or without interest coupons, or to permit or facilitate the issuance of securities in uncertificated form;

(5) to add to, change or eliminate any of the provisions of the Indenture in respect of one or more series of securities, provided that any such addition, change or elimination (i) shall neither (A) apply to any security of any series created prior to the execution of such supplemental indenture and entitled to the benefit of such provision nor (B) modify the rights of the holder of any such security with respect to such provision or (ii) shall become effective only when there is no such security outstanding;

(6) to secure the debt securities or any related guarantees;

(7) to establish the form or terms of debt securities of any series;

(8) to provide for the acceptance of appointment by a successor trustee or facilitate the administration of the trust under the Indenture by more than one trustee;

(9) to cure any ambiguity, defect or inconsistency in the Indenture or to make any other changes, provided that in each case, the action shall not adversely affect the interests of holders of debt securities or any related guarantees of any series in any material respect;

(10) to amend the Indenture with respect to the authentication and delivery of additional series of debt securities or any related guarantees or to qualify, or maintain qualification of, the Indenture under the Trust Indenture Act; or

(11) to supplement any of the provisions of the Indenture to the extent necessary to permit or facilitate defeasance and discharge of any series of such debt securities, provided that the action shall not adversely affect the interests of the holders of the debt securities and any related guarantees of any series in any material respect.

The Indenture provides that in determining whether the holders of the requisite principal amount of outstanding debt securities of a series have given any request, demand, authorization, direction, notice, consent or waiver under the Indenture or whether a quorum is present at a meeting of holders of debt securities:

(1) the principal amount of an original issue discount security that will be deemed to be outstanding shall be the amount of the principal of the security that would be due and payable as of the date of the determination upon declaration of acceleration of the maturity of the debt securities;

(2) the principal amount of a debt security denominated in a foreign currency that will be deemed outstanding shall be the United States dollar equivalent, determined on the issue date for the debt securities, of the principal amount, or, in the case of an original issue discount security, the United States dollar equivalent on the issue date of the debt securities of the amount determined as provided in (1) above;

(3) the principal amount of an indexed security that shall be deemed outstanding will be the principal face amount of the indexed security at original issuance, unless otherwise provided with respect to the indexed security pursuant to Section 301 of the Indenture; and

(4) debt securities owned by the Issuer or any other obligor upon the debt securities or any of the Issuer's affiliates or of the other obligor will be disregarded.

The Indenture contains provisions for convening meetings of the holders of debt securities of a series. A meeting may be called at any time by the Indenture Trustee, and also, upon request, by the Issuer or the holders of at least 10% in principal amount of the outstanding debt securities of that series, in any such case upon notice given as provided in the Indenture.

Except for any consent that must be given by the holder of each debt security affected by modifications and amendments of the Indenture, any resolution presented at a meeting or at an adjourned meeting duly reconvened, at which a quorum is present, may be adopted by the affirmative vote of the holders of a majority in principal amount of the outstanding debt securities of that series; provided, however, that, except as referred to above, any resolution with respect to any request, demand, authorization, direction, notice, consent, waiver or other action that may be made, given or taken by the holders of a specified percentage, which is less than a majority, in principal amount of the outstanding debt securities of a series may be adopted at a meeting or adjourned meeting duly reconvened at which a quorum is present by the affirmative vote of the holders of the specified percentage in principal amount of the outstanding debt securities of that series. Any resolution passed or decision taken at any meeting of holders of debt securities of any series duly held in accordance with the Indenture will be binding on all holders of debt securities of that series. The quorum at any meeting called to adopt a resolution, and at any reconvened meeting, will be persons holding or representing a majority in principal amount of the outstanding debt securities of a series; provided, however, that if any action is to be taken at the meeting with respect to a consent or waiver which may be given by the holders of not less than a specified percentage in principal amount of the outstanding debt securities of a series, the persons holding or representing the specified percentage in principal amount of the outstanding debt securities of that series will constitute a quorum.

Notwithstanding the foregoing provisions, if any action is to be taken at a meeting of holders of debt securities of any series with respect to any request, demand, authorization, direction, notice, consent, waiver or other action that the Indenture expressly provides may be made, given or taken by the holders of a specified percentage in principal amount of all outstanding debt securities affected by the action, or of the holders of that series and one or more additional series:

(1) there shall be no minimum quorum requirement for the meeting; and

(2) the principal amount of the outstanding debt securities of that series that vote in favor of the request, demand, authorization, direction, notice, consent, waiver or other action will be taken into account in determining whether the request, demand, authorization, direction, notice, consent, waiver or other action has been made, given or taken under the Indenture.

Any request, demand, authorization, direction, notice, consent, waiver or other action provided by the Indenture to be given or taken by a specified percentage in principal amount of the holders of any or all series of debt securities may be embodied in and evidenced by one or more instruments of substantially similar tenor signed by the specified percentage of holders in person or by agent duly appointed in writing; and, except as otherwise expressly provided in the Indenture, the action will become effective when the instrument or instruments are delivered to the Indenture Trustee. Proof of execution of any instrument or of a writing appointing any agent will be sufficient for any purpose of the Indenture and, subject to the Indenture provisions relating to the appointment of any such agent, conclusive in favor of the Indenture Trustee and the Issuer, if made in the manner specified above.

Discharge, Defeasance and Covenant Defeasance

The Issuer may discharge various obligations to holders of Notes that have not already been delivered to the Indenture Trustee for cancellation and that either have become due and payable or will become due and payable within one year, or that are scheduled for redemption within one year. The discharge will be completed by irrevocably depositing with the Indenture Trustee the funds needed to pay the principal, any make-whole amounts, interest and additional amounts payable to the date of deposit or to the date of maturity, as the case may be.

The Issuer may take either of the following actions with respect to the Notes:

(1) The Issuer may defease and be discharged from any and all obligations with respect to the Notes. However, the Issuer would continue to be obligated to pay any additional amounts resulting from tax events, assessment or governmental charges with respect to payments on the Notes and the obligations to register the transfer or exchange of the Notes. Additionally, the Issuer would remain responsible for replacing temporary or mutilated, destroyed, lost or stolen Notes, for maintaining an office or agency in respect of Notes and for holding moneys for payment in trust.

(2) With respect to the Notes, the Issuer may elect to effect covenant defeasance and be released from the Issuer's obligations to fulfill the covenants contained under the heading "—Covenants" in this Offering Memorandum. Further, the Issuer may elect to be released from the Issuer's obligations with respect to any other covenant in the Indenture, if such a provision is included in the Notes at the time that they are issued. Once the Issuer has made this election, any omission to comply with those covenants shall not constitute a default or an event of default with respect to the Notes.

In either case, the Issuer must irrevocably deposit the needed funds in trust with the Indenture Trustee.

Such actions may only be permitted if, among other things, the Issuer has delivered an opinion of counsel to the Indenture Trustee. The opinion of counsel shall state that the holders of the Notes will not recognize income, gain or loss for United States federal income tax purposes as a result of the defeasance or covenant defeasance and will be subject to United States federal income tax on the same amounts, in the same manner and at the same times as would have been the case if the defeasance or covenant defeasance had not occurred. The opinion of counsel, in the case of defeasance, must refer to and be based upon a ruling of the Internal Revenue Service or a change in applicable United States federal income tax law occurring after the date of the Indenture.

In the event the Issuer effects covenant defeasance with respect to any Notes and the Notes are declared due and payable because of the occurrence of any event of default, other than the events of default that would no longer be applicable because of the covenant defeasance or an event of default triggered by an event of bankruptcy or other insolvency proceeding, the amount of funds on deposit with the Indenture Trustee will be sufficient to pay amounts due on the Notes at the time of their stated maturity, but may not be sufficient to pay amounts due on the Notes at the time of the acceleration resulting from the event of default. However, the Issuer would remain liable to make payment of the amounts due at the time of acceleration.

Registration and Transfer

Subject to limitations imposed upon Notes issued in book-entry form, the Notes will be exchangeable for other Notes and of a like aggregate principal amount and tenor of different authorized denominations upon surrender of the Notes at the corporate trust office of the Indenture Trustee referred to above. In addition, subject to the limitations imposed upon Notes issued in book-entry form, the Notes may be surrendered for exchange or registration of transfer of the security at the corporate trust office of the Indenture Trustee referred to above. Every Note surrendered for registration of transfer or exchange will be duly endorsed or accompanied by a written instrument of transfer. No service charge will be made for any registration of transfer or exchange of any Notes, but the Issuer may require payment of a sum sufficient to cover any tax or other governmental charge payable in connection therewith. The Issuer may at any time designate a transfer agent, in addition to the Indenture Trustee, with respect to the Notes. If the Issuer has designated such a transfer agent or transfer agents, the Issuer may at any time rescind the designation of any such transfer agent or approve a change in the location at which any such transfer agent acts, except that the Issuer will be required to maintain a transfer agent in each place of payment for Notes.

Neither the Issuer nor the Indenture Trustee will be required to:

(1) issue, register the transfer of or exchange Notes during a period beginning at the opening of business 15 days before any selection of Notes to be redeemed and ending at the close of business on the day of mailing of the relevant notice of redemption;

(2) register the transfer of or exchange any Note, or portion of a Note, called for redemption, except the unredeemed portion of any Note being redeemed in part; or

(3) issue, register the transfer of or exchange any Note which has been surrendered for repayment at the option of the holder, except the portion, if any, of such Note not to be so repaid.

Rule 144A Information; No Resale of Notes by the Issuer

So long as the Notes are “restricted securities” within the meaning of Rule 144, and the Issuer is not subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as amended, the Issuer will furnish to any holder of Notes, or to any prospective purchaser designated by such a holder, upon the request of the holder, the business and financial information concerning the Issuer called for under paragraph (d)(4) of Rule 144A. Except as otherwise provided in the Indenture, the Issuer will not, and will not permit any of its affiliates to, resell any Notes that constitute “restricted securities” under Rule 144, except pursuant to an effective registration statement under the Securities Act or Rule 144.

Global Securities

Notes offered and sold to “qualified institutional buyers” within the meaning of Rule 144A (each a “Qualified Institutional Buyer”) and in reliance upon Rule 144A will be issued in registered form and initially will be represented by one or more security certificates in fully registered, global form without interest coupons (the “144A Global Certificates”). Notes offered and sold in offshore transactions in reliance on Regulation S will be issued in registered form and initially will be represented by one or more security certificates in fully registered, global form without interest coupons (the “Reg S Global Certificates” and, together with the Rule 144A Global Certificates, the “Global Certificates”). Accordingly, Notes represented by the Global Certificates will be registered in the name of Cede & Co., as registered owner and as nominee for DTC, for credit to an account of a direct or indirect participant in DTC as described below and investors in the Notes represented by the Global Certificates will be indirect holders of such Notes. DTC, or a successor financial institution that acts as the sole direct holder of the Global Certificates, is referred to herein from time to time as the “Depository.”

Investors in the Notes represented by the Global Certificates may hold their interests directly through DTC if they are participants in the DTC system, or indirectly through organizations that have accounts at DTC.

Special investor considerations relating to the Global Certificates. As an indirect holder, an investor’s rights relating to the Global Certificates will be governed by the account rules of the investor’s financial institution and of DTC (or a successor securities Depository), as well as general laws relating to securities transfers. The Issuer does not recognize an investor in Notes represented by the Global Certificates as a holder of the Notes and instead deals only with DTC, the Depository that holds the Global Certificates.

An investor in the Global Certificates should be aware that because the Notes are represented by Global Certificates:

- The investor cannot get the Notes registered in his or her own name.
- The investor cannot receive physical certificates for his or her interest in the Notes, except in limited circumstances described below in the discussion of Certificated Securities.
- The investor will be a “street name” holder and must look to his or her own bank or broker for payments on the Notes and protection of his or her legal rights relating to the Notes.
- The investor may not be able to sell interests in the Notes to some insurance companies and other institutions that are required by law to own their securities in the form of physical certificates.
- DTC’s policies will govern payments, transfers, exchanges and other matters relating to the investor’s interest in the Global Certificates. The Issuer and the Indenture Trustee have no responsibility for any aspect of DTC’s actions or for its records of ownership interests in the Global Certificates. The Issuer and the Indenture Trustee also do not supervise DTC in any way.

Exchanges among the Global Certificates.

Any beneficial interest in the Global Certificates that is transferred to a person who takes delivery in the form of an interest in another Global Certificate will, upon transfer, cease to be an interest in that Global Certificate and become an interest in the Global Certificate to which the beneficial interest is transferred and, accordingly, will thereafter be subject to all transfer restrictions, if any, and other procedures applicable to beneficial interests in the Notes represented by the Global Certificate to which the beneficial interest is transferred for as long as it remains an interest in that Global Certificate.

Certain book-entry procedures for the Global Certificates.

The descriptions of the operations and procedures of DTC, Euroclear and Clearstream set forth below are provided solely as a matter of convenience. These operations and procedures are solely within the control of the respective settlement systems and are subject to change by them from time to time. Neither the Issuer nor the Initial Purchasers take any responsibility for these operations or procedures, and investors are urged to contact the relevant system or its participants directly to discuss these matters.

Beneficial interests in the Global Certificates will be represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Investors may elect to hold interests in the Global Certificates through DTC either directly if they are participants in DTC or indirectly through organizations that are participants in DTC.

Clearstream.

Clearstream has advised the Issuer that it is incorporated under the laws of Luxembourg as a professional depositary. Clearstream holds securities for its participants and facilitates the clearance and settlement of securities transactions between its participants through electronic book-entry transfers between their accounts. Clearstream provides its participants with, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream interfaces with domestic securities markets in several countries through established depository and custodial relationships. As a professional depositary, Clearstream is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Sector, also known as the *Commission de Surveillance du Secteur Financier*. Clearstream participants are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and other organizations and may include the Initial Purchasers. Clearstream's participants in the United States are limited to securities brokers and dealers and banks. Indirect access to Clearstream is also available to other institutions such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with Clearstream participants. Distributions with respect to Notes held beneficially through Clearstream will be credited to cash accounts of its customers in accordance with its rules and procedures, to the extent received by the U.S. depositary for Clearstream.

Euroclear.

Euroclear has advised the Issuer that it was created in 1968 to hold securities for its participants and to clear and settle transactions between Euroclear participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear provides various other services, including securities lending and borrowing, and interfaces with domestic markets in several countries. Euroclear is operated by Euroclear Bank SA/NV under contract with Euroclear plc, a United Kingdom corporation. Euroclear participants include banks, including central banks, securities brokers and dealers and other professional financial intermediaries and may include the Initial Purchasers. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly. Distributions with respect to Notes held beneficially through Euroclear will be credited to the cash accounts of Euroclear participants in accordance with Euroclear's terms and conditions and operating procedures and applicable Belgian law, to the extent received by the U.S. depositary for Euroclear.

DTC.

DTC has advised the Issuer that it is the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds and provides asset servicing for U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments that direct participants deposit with DTC. DTC also facilitates the post-trade settlement among direct participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between direct participants' accounts. This eliminates the need for physical movement of securities certificates. Direct participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to indirect participants. DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its participants are on file with the Commission.

Indirect access to DTC's system is also available to other entities such as banks, brokers, dealers and trust companies (collectively, the "Indirect Participants") that clear through or maintain a custodial relationship with a participant, either directly or indirectly. Investors who are not participants may beneficially own securities held by or on behalf of DTC only through participants or Indirect Participants.

The Issuer expects that pursuant to procedures established by DTC (1) upon deposit of each of the Global Certificates, DTC will credit the accounts of participants with an interest in such Global Certificate and (2) ownership of the Notes will be shown on, and the transfer of ownership thereof will be effected only through, records maintained by DTC (with respect to the interests of participants) and the records of participants and the Indirect Participants (with respect to the interests of persons other than participants).

The laws of some jurisdictions may require that certain purchasers of securities take physical delivery of such securities in definitive form. Accordingly, the ability to transfer beneficial interests in the Notes represented by a Global Certificate to such persons may be limited. In addition, because DTC can act only on behalf of its participants, who in turn act on behalf of persons who hold interests through participants, the ability of a person having an interest in a Global Certificate to pledge or transfer such interest to persons or entities that do not participate in DTC's system, or to otherwise take actions in respect of such interest, may be affected by the lack of a physical definitive security in respect of such interest.

So long as DTC or its nominee is the registered owner of the Global Certificates, DTC or such nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by the Global Certificates for all purposes under the Indenture. Owners of beneficial interests in the Global Certificates will not be entitled to have such Global Certificates, or any Notes represented thereby, registered in their names, will not receive or be entitled to receive physical delivery of certificates in definitive form and will not be considered the registered owners or holders of such Global Certificates or any Notes represented thereby under the Indenture for any purpose, including with respect to the giving of any direction, instruction or approval to the Indenture Trustee thereunder. Accordingly, each holder owning a beneficial interest in the Global Certificates must rely on the procedures of DTC and, if such holder is not a participant or an Indirect Participant, on the procedures of the participant through which such holder owns its interest, to exercise any rights of a holder of the Notes under the Indenture or Global Certificates. The Issuer understands that under existing industry practice, in the event that the Issuer requests any action of holders of the Notes, or a holder that is an owner of a beneficial interest in the Global Certificates desires to take any action that DTC, as the holder of such Global Certificate, is entitled to take, DTC would authorize the participants to take such action and the participants would authorize holders owning through such participants to take such action or would otherwise act upon the instruction of such holders. Neither the Issuer nor the Indenture Trustee will have any responsibility or liability for any aspect of the records relating to or payments made on account of the debt securities by DTC, or for maintaining, supervising or reviewing any records of DTC relating to the Notes.

Payments with respect to the principal of, and premium, if any, additional interest, if any, and interest on, any Notes represented by the Global Certificates registered in the name of DTC or its nominee on the record date will be payable by the Indenture Trustee to or at the direction of DTC or its nominee in its capacity as the registered holder of the Notes represented by the Global Certificates. Under the terms of the Indenture, the Issuer and the Indenture Trustee may treat the persons in whose names the Notes represented by the Global Certificates are registered as the owners thereof for the purpose of receiving payment thereon and for any and all other purposes whatsoever. Accordingly, neither the Indenture Trustee nor the Issuer has or will have any responsibility or liability for the payment of such amounts to owners of beneficial interests in the Notes represented by the Global Certificates. Payments by the participants and the Indirect Participants to the beneficial owners of the Notes will be governed by standing instructions and customary industry practice and will be the responsibility of the participants or the Indirect Participants and DTC.

Transfers between participants in DTC will be effected in accordance with DTC's procedures and will be settled in same-day funds. Transfers between participants in Euroclear or Clearstream will be effected in the ordinary way in accordance with their respective rules and operating procedures.

Subject to compliance with the transfer restrictions applicable to the Notes as described herein, cross-market transfers between the participants in DTC, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through DTC in accordance with DTC's rules on behalf of Euroclear or Clearstream, as the case may be, by its respective depositary; however, such cross-market transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with the rules and procedures and within the established deadlines (European time) of such system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to DTC to take action to effect final settlement on its behalf by delivering or receiving interests in the relevant Global Certificates in DTC, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to DTC. Euroclear participants and Clearstream participants may not deliver instructions directly to the depositaries for Euroclear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in the Global Certificates from a participant in DTC will be credited, and any such crediting will be reported to the relevant Euroclear or Clearstream participant, during the securities settlement processing day (which must be a business day for Euroclear and Clearstream) immediately following the settlement date of DTC. Cash received in Euroclear or Clearstream as a result of sales of interests in the Global Certificates by or through a Euroclear or Clearstream participant to a participant in DTC will be received with value on the settlement date of DTC but will be available in the relevant Euroclear or Clearstream cash account only as of the business day for Euroclear or Clearstream following DTC's settlement date.

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures to facilitate transfers of interests in the Notes represented by the Global Certificates among participants in DTC, Euroclear and Clearstream, they are under no obligation to perform or to continue to perform such procedures, and such procedures may be discontinued at any time. Neither the Issuer nor the Indenture Trustee will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective participants or indirect participants of their respective obligations under the rules and procedures governing their operations.

Links have been established among DTC, Clearstream and Euroclear to facilitate the initial issuance of the Notes sold outside of the United States and cross-market transfers of the Notes associated with secondary market trading. Although DTC, Clearstream and Euroclear have agreed to the procedures provided below in order to facilitate transfers, they are under no obligation to perform these procedures, and these procedures may be modified or discontinued at any time.

Clearstream and Euroclear will record the ownership interests of their participants in much the same way as DTC, and DTC will record the total ownership of each of the United States agents of Clearstream and Euroclear, as participants in DTC. When the Notes are to be transferred from the account of a DTC participant to the account of a Clearstream participant or a Euroclear participant, the purchaser must send instructions to Clearstream or Euroclear through a participant at least one day prior to settlement. Clearstream or Euroclear, as the case may be, will instruct its United States agent to receive the Notes against payment. After settlement, Clearstream or Euroclear will credit its participant's account. Credit for the Notes will appear on the next day (European time).

Because settlement is taking place during New York business hours, DTC participants will be able to employ their usual procedures for sending Notes to the relevant United States agent acting for the benefit of Clearstream or Euroclear participants. The sale proceeds will be available to the DTC seller on the settlement date. As a result, to the DTC participant, a cross-market transaction will settle no differently than a trade between two DTC participants. When a Clearstream or Euroclear participant wishes to transfer Notes to a DTC participant, the seller will be required to send instructions to Clearstream or Euroclear through a participant at least one business day prior to settlement. In these cases, Clearstream or Euroclear will instruct its United States agent to transfer the Notes against payment for them. The payment will then be reflected in the account of the Clearstream or Euroclear participant the following day, with the proceeds back valued to the value date, which would be the preceding day, when settlement occurs in New York, if settlement is not completed on the intended value date, that is, the trade fails, proceeds credited to the Clearstream or Euroclear participant's account will instead be valued as of the actual settlement date.

You should be aware that you will only be able to make and receive deliveries, payments and other communications involving the Notes through Clearstream and Euroclear on the days when those clearing systems are open for business. Those systems may not be open for business on days when banks, brokers and other institutions are open for business in the United States. In addition, because of time zone differences there may be problems with completing transactions involving Clearstream and Euroclear on the same business day as in the United States.

Definitive Securities. A Global Certificate is exchangeable for definitive securities in registered certificated form ("Certificated Securities") if:

(1) DTC (a) notifies the Issuer that it is unwilling or unable to continue as depositary for the Global Certificates or (b) has ceased to be a clearing agency registered under the Exchange Act, and in each cash the Issuer fails to appoint a successor depositary;

(2) the Issuer, at its option, notifies the Indenture Trustee in writing that it elects to cause the issuance of the Certificated Securities; or

(3) there shall have occurred and be continuing a default or event of default with respect to the Notes.

In all cases, Certificated Securities delivered in exchange for any Global Certificate or beneficial interests in Global Certificates will be registered in the names, and issued in any approved denominations, requested by or on behalf of DTC (in accordance with its customary procedures).

Settlement and Payment

Transfers between participants in DTC will be effected in the ordinary way in accordance with DTC rules and will be settled in same-day funds. All payments of principal and interest will be made by the Issuer in immediately available funds or the equivalent, so long as DTC continues to make its Same-Day Funds Settlement System available to it.

No Personal Liability

Except as provided in the Indenture, no past, present or future trustee, director, officer, employee, stockholder or partner of the Issuer or any successor to the Issuer will have any liability for any of the Issuer's obligations under the Notes or the Indenture or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each holder of Notes by accepting the Notes waives and releases all such liability. The waiver and release are part of the consideration for the issue of Notes.

Indenture Trustee

The Bank of New York Mellon, will be the trustee, registrar and paying agent. Under the Indenture, the Indenture Trustee may resign or be removed with respect to the Notes, and a successor trustee may be appointed to act with respect to the Notes. If an event of default occurs and is continuing, the Indenture Trustee will be required to use the degree of care and skill of a prudent person in the conduct of their own affairs. The Indenture Trustee will become obligated, subject to certain limitations in the Indenture, to exercise any of its powers under the Indenture at the request of any of the holders of any Notes only after those holders have offered the Indenture Trustee security or indemnity satisfactory to it. The Indenture Trustee is permitted to engage in other transactions with the Issuer. If, however, an event of default occurs and is continuing and the Indenture Trustee acquires any conflicting interest, it must eliminate that conflict or resign.

The Indenture provides that there may be more than one trustee, each with respect to one or more series of debt securities. Any trustee under the Indenture may resign or be removed with respect to one or more series of debt securities, and a successor trustee may be appointed to act with respect to the series. In the event that two or more persons are acting as trustee with respect to different series of debt securities, each such trustee will be a trustee of a trust under the Indenture separate and apart from the trust administered by any other trustee. Except as otherwise indicated in this Offering Memorandum, any action described in this Offering Memorandum to be taken by the trustee may be taken by each such trustee with respect to, and only with respect to, the one or more series of debt securities for which it is trustee under the Indenture.

Governing Law

The Indenture and the Notes will be governed by, and construed in accordance with, the laws of the State of New York.

The Issuer will submit to the jurisdiction of any state or U.S. federal court in the City and County of New York, and will waive its right to any other jurisdiction to which it may be entitled by virtue of its present or future domicile or for any other reason, for purposes of all legal actions and proceedings instituted in connection with the Notes and the Indenture. We have appointed and empowered Prologis, Inc. at Pier 1, Bay 1, San Francisco, California 94111, as our authorized agent upon which process may be served in any such action.

Currency Indemnity

U.S. dollars are the sole currency of account and payment for all sums payable by us under or in connection with the Notes and the Indenture, including damages. Any amount received or recovered in a currency other than U.S. dollars (whether as a result of, or of the enforcement of, a judgment or order of a court of any jurisdiction, in the winding-up or dissolution of the Issuer or otherwise) by any holder of a Note or the Indenture Trustee in respect of any sum expressed to be due to it from us will only constitute a discharge to us to the extent of the U.S. dollar amount which the recipient is able to purchase with the amount so received or recovered in that other currency on the date of that receipt or recovery (or, if it is not practicable to make that purchase on that date, on the first date on which it is practicable to do so). If that U.S. dollar amount is less than the U.S. dollar amount expressed to be due to the recipient under any Note or the Indenture, we will indemnify such holder or the Indenture Trustee against any loss sustained by it as a result; and if the amount of U.S. dollars so purchased is greater than the sum originally due to such holder or the Indenture Trustee, such holder or the Indenture Trustee will, by accepting a Note, be deemed to have agreed to repay such excess. In any event, we will indemnify the recipient against the cost of making any such purchase.

For the purposes of the preceding paragraph, it will be sufficient for the holder of a Note or the Indenture Trustee to certify in a satisfactory manner (indicating the sources of information used) that it would have suffered a loss had an actual purchase of U.S. dollars been made with the amount so received in that other currency on the date of receipt or recovery (or, if a purchase of U.S. dollars on such date had not been practicable, on the first date on which it would have been practicable, it being required that the need for a change of date be certified in the manner mentioned above). These indemnities constitute a separate and independent obligation from the other obligations of the Issuer, will give rise to a separate and independent cause of action, will apply irrespective of any indulgence granted by any holder of a Note or the Indenture Trustee and will continue in full force and effect despite any other judgment, order, claim or proof for a liquidated amount in respect of any sum due under any Note.

TAXATION

POTENTIAL PURCHASERS OF THE NOTES SHOULD CONSULT THEIR TAX ADVISORS REGARDING THE PARTICULAR MEXICAN, UNITED STATES OR OTHER TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE NOTES, INCLUDING, IN PARTICULAR, THE APPLICATION TO THEIR PARTICULAR SITUATIONS OF THE TAX CONSIDERATIONS DISCUSSED BELOW.

Certain Mexican Federal Income Tax Considerations

General

The following is a general summary of the main Mexican federal income tax consequences for the purchase, ownership and disposition of the Notes, by holders that are not residents of Mexico for tax purposes and that do not hold the Notes through a permanent establishment in Mexico to which the income under the Notes is attributable for tax purposes. For purposes of this summary each holder is a "Foreign Tax Holder." This summary is based on the Mexican Income Tax Law (*Ley del Impuesto sobre la Renta)* and the Mexican Federal Tax Code (*Código Fiscal de la Federación*) in effect on the date of this Offering Memorandum, which are subject to change or to new or different interpretations, which could affect the continued validity of this summary. This summary does not constitute tax advice and does not address all of the Mexican tax consequences that may be applicable to specific holders of the Notes and does not purport to be a comprehensive description of all the Mexican tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes. This summary does not describe any tax consequences arising under the laws of any state, municipality or taxing jurisdiction other than under Mexican federal tax law.

For purposes of Mexican taxation, residence in Mexico is a highly technical and fact-oriented definition included in the Mexican Federal Tax Code.

An individual is a resident of Mexico for tax purposes if such individual has established his or her domicile in Mexico unless he or she has another domicile in a foreign country, in which case the individual will be considered a resident of Mexico for tax purposes if his/her center of vital interests is located in Mexico, which is deemed to occur, among other cases, if (i) more than 50% of such individual's total income, in any calendar year, is from a Mexican source, or (ii) such individual's main place of business is located in Mexico. Unless proven otherwise, a Mexican national is deemed a resident of Mexico for tax purposes. Mexican residents for tax purposes who file a change of tax residence to a country or jurisdiction that does not have a comprehensive tax information exchange agreement and a tax treaty that provides for the assistance in to facilitate cooperation in the assessment and collection of taxes with Mexico and in which his/her income is subject to a preferred tax regime pursuant to the provisions of the Mexican Income Tax Law, will be considered Mexican residents for tax purposes during the year of filing of notice of residence change and during the following five fiscal years.

A legal entity is a resident of Mexico for tax purposes if it maintains the principal administration of its business or its place of effective management is located in Mexico. A permanent establishment of a foreign person in Mexico will be required to pay taxes in Mexico in accordance with applicable tax laws, for income attributable to such permanent establishment.

Taxation of Payments of Interest

Under the Mexican Income Tax Law, payments of interest (including original issue discount and premiums, which are deemed interest under the Mexican Income Tax Law) made by us in respect of the Notes to a Foreign Tax Holder will generally be subject to a Mexican withholding tax assessed at a rate of 4.9%, if, as expected, the following requirements are met:

(i) the Notes are placed outside Mexico through banks or broker-dealers, in a country with which Mexico has a treaty for the avoidance of double taxation in effect;

(ii) a notice is filed before the CNBV describing the main characteristics of the Notes offering pursuant to Article 7 of the Mexican Securities Market Law; and

(iii) the relevant disclosure requirements set forth from time to time by the Mexican Tax Administration Service (*Servicio de Administración Tributaria*) through general administrative regulations are compiled with, including to timely file with SAT, fifteen (15) days after the placement of the Notes, information regarding such placement and the required notices on a quarterly basis or any time there is a modification on the initial notice when the placement took place.

If any of such requirements is not met, the withholding tax applicable to interest payments under the Notes made by us to a Foreign Tax Holder will be imposed at a rate of 10% or higher. In addition, if the beneficiary owners, whether acting directly or indirectly, severally or jointly with related parties, receiving more than 5% of the aggregate amount of each interest payment under the Notes are (i) persons holding more than 10% of our CBFIs, directly or indirectly, severally or jointly with related parties, or (ii) corporations or other entities having more than 20% of their stock owned, directly or indirectly, jointly or severally, by persons related to us, the Mexican withholding tax will be applied at the maximum applicable rate (currently 35%).

Payments of interest in respect of the Notes made by us to a non-Mexican pension or retirement fund will be exempt from Mexican withholding tax, *provided* that:

(i) the applicable fund is organized pursuant to the laws of its country of residence and is the beneficial owner of the interest payment; and

(ii) such income is exempt from income taxes in such fund's country of residence.

Holders or beneficial owners of the Notes may be requested, subject to specified exceptions and limitations, to provide certain information or documentation necessary to enable us to apply the appropriate Mexican withholding tax rate on interest payments that we make to such holders or beneficial owners. Additionally, the Mexican Income Tax Law provides that, in order for a Foreign Tax Holder to be entitled to the benefits under the treaties for the avoidance of double taxation entered into by Mexico, it is necessary for the Foreign Tax Holder to meet the procedural requirements established in such law. In the event that the specified information or documentation concerning the Foreign Tax Holder, if requested, is not timely or completely provided, we may withhold Mexican tax from that interest payment on the Notes to that holder or beneficial owner at the maximum applicable rate, and our obligation to pay additional amounts relating to those withholding taxes would be limited as described under "Description of the Notes—Additional Amounts."

Taxation of Principal Payments

Under the Mexican Income Tax Law, payments of principal made by us in respect of the Notes to a Foreign Tax Holder will not be subject to Mexican withholding taxes.

Taxation of Dispositions and Acquisitions of the Notes

Gains resulting from the sale or disposition of the Notes by a Foreign Tax Holder to another Foreign Tax Holder are not subject to income or other tax in Mexico. Gains resulting from the sale of the Notes by a Foreign Tax Holder to a purchaser who is a Mexican resident for tax purposes or to a Foreign Tax Holder deemed to have a permanent establishment in Mexico for tax purposes will be deemed interest income and will be subject to withholding tax in Mexico, pursuant to the rules described above with respect to interest payments applicable to any gains in respect of the difference between the nominal value (or face value) or the acquisition price of the Notes and the price obtained upon sale by such seller. Any withholding taxes applicable thereto will not benefit from our obligation to pay Additional Amounts. The acquisition of the Notes at a discount by a Foreign Tax Holder will be deemed interest income, and subject to income tax in Mexico, if the seller is a Mexican resident or a foreign resident deemed to have a permanent establishment for tax purposes in Mexico.

Taxation of Make-Whole Amounts

Under the Mexican Income Tax Law, the payment of redemption amounts as a result of the optional redemption of the Notes, as provided in "Description of the Notes—Optional Redemption" will be subject to the Mexican income withholding tax pursuant to the rules described above with respect to interest payments.

Mexican Value Added Tax

There is no Mexican Value Added Tax, issue, registration or similar taxes payable by a Foreign Tax Holder with respect to the Notes.

Other Mexican Taxes

Under current Mexican tax laws, there are no Mexican estate, inheritance, succession, gift or similar taxes generally applicable to the purchase, ownership or disposition of the Notes by a Foreign Tax Holder. Gratuitous transfers of the Notes in certain circumstances may result in the imposition of Mexican income taxes upon the recipient. There are no Mexican stamp, issuer registration or similar taxes or duties payable by Foreign Tax Holders of the Notes with respect to the Notes.

Certain U.S. Federal Income Tax Considerations

The following is a summary of certain U.S. federal income tax considerations that may be relevant to a beneficial owner of the Notes that is a U.S. holder (as defined below), as well as certain considerations (described in "Information Reporting and Backup Withholding" and "—Foreign Account Tax Compliance Act" below) relevant to both a U.S. holder as well as a holder of a Note that is not a U.S. holder. This summary deals only with holders that purchase the Notes at their issue price as part of the initial offering and hold the Notes as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the "Code"). It does not address tax considerations applicable to investors that may be subject to special tax rules, including banks or other financial institutions, tax-exempt entities, insurance companies, regulated investment companies, common trust funds, entities that are treated for U.S. federal income tax purposes as partnerships or other pass-through entities, dealers in securities or currencies, traders in securities that elect to mark to market, accrual method taxpayers that file applicable financial statements (as described in Section 451(b) of the Code), persons that will hold the Notes as part of an integrated investment, including a straddle, a synthetic security or hedge or a conversion transaction, comprised of a debt security and one or more other positions, persons subject to any alternative minimum tax, U.S. expatriates, or U.S. holders that have a functional currency other than the U.S. Dollar or use the cash method of accounting for U.S. income tax purposes. Further, this summary does not address the Medicare tax on net investment income or consequences arising under state, local, non-U.S. tax laws. Investors should consult their own tax advisors in determining the tax consequences to them of holding Notes under such tax laws, as well as the application to their particular situation of the U.S. federal income tax considerations discussed below.

This summary is based on the Code, administrative pronouncements, judicial decisions and final, temporary and proposed U.S. Treasury Regulations, in each case as of the date hereof, changes to any of which subsequent to the date of this Offering Memorandum may affect the tax consequences described herein, possibly with retroactive effect.

For purposes of this discussion, a "U.S. holder" is a beneficial owner of Notes who, for U.S. federal income tax purposes, is:

- an individual who is a citizen or resident of the United States;
- a corporation or other entity taxable as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust (a) if a court within the United States can exercise primary supervision over the administration of the trust and one or more U.S. persons has the authority to control all of the substantial decisions of the trust or (b) if a valid election is in place to treat the trust as a U.S. person.

If a partnership (or any other entity treated as a partnership for U.S. federal income tax purposes) holds Notes, the tax treatment of the partnership and a partner in such partnership generally will depend on the status of the partner and the activities of the partnership. Such a partner or partnership should consult its own independent tax advisor as to the tax consequences of an investment in Notes through a partnership.

Payments of Interest and Additional Amounts

Payments of interest and Additional Amounts (as defined under "Description of the Notes—Additional Amounts") (including amounts withheld in respect of Mexican withholding taxes) with respect to a Note will be taxable to a U.S. holder as ordinary income at the time they are accrued or actually or constructively received in accordance with such U.S. holder's regular method of accounting for U.S. federal income tax purposes. In the event the Notes are issued with more than *de minimis* original issue discount ("OID") for U.S. federal income tax purposes, U.S. holders will be required to include OID in gross income, as ordinary income, under a "constant-yield method" before the receipt of cash attributable to such income, regardless of the U.S. holder's regular method of accounting for U.S. federal income tax purposes. It is expected, and the rest of this discussion assumes, that the Notes will not be issued with more than a *de minimis* amount of OID.

Interest and Additional Amounts will constitute income from sources without the United States for U.S. foreign tax credit purposes. Mexican withholding taxes paid at the appropriate rate applicable to a U.S. holder will be treated as foreign income taxes eligible for credit against the U.S. holder's U.S. federal income tax liability, subject to generally applicable limitations and conditions, or, at the election of the U.S. holder, for deduction in computing the U.S. holder's taxable income (provided that the U.S. holder elects to deduct, rather than credit, all foreign income taxes paid or accrued for the relevant taxable year). The calculation of foreign tax credits and, in the case of a U.S. holder that elects to deduct foreign taxes, the availability of deductions involves the application of complex rules that depend on a U.S. holder's particular circumstances. U.S. holders should consult their own tax advisors regarding the availability of foreign tax credits or deductions and the treatment of Additional Amounts in their particular situations.

Sale, Exchange or Other Taxable Disposition of the Notes

Upon the sale, exchange or other taxable disposition of the Notes, a U.S. holder will generally recognize gain or loss equal to the difference between the amount realized on the sale, exchange or other taxable disposition (less any accrued but unpaid interest and Additional Amounts, which will be taxable as interest) and the U.S. holder's adjusted tax basis in the Notes. A U.S. holder's tax basis in a Note generally will equal the cost of the Note to the holder, increased by amounts includable in income by the holder as OID (if any). Any gain or loss recognized generally will be long-term capital gain or loss if, on the date of the sale, exchange, or other taxable disposition, the U.S. holder has held the Note for more than one year. Long-term capital gains recognized by an individual holder generally are subject to tax at a lower rate than short-term capital gains or ordinary income. The deductibility of capital losses is subject to limitations.

Gain or loss recognized by a U.S. holder on the sale or other disposition of a Note generally will be treated as U.S.-source income or loss for U.S. foreign tax credit purposes. Accordingly, if Mexican tax is imposed on the sale or other disposition of the Notes, a U.S. holder may not be able to fully utilize its United States foreign tax credits in respect of such withholding tax unless such credit can be applied (subject to applicable conditions and limitations) against tax due on other income treated as derived from foreign sources. U.S. holders should consult their own tax advisors as to the foreign tax credit implications of a disposition of the Notes.

Information Reporting and Backup Withholding

Information returns will be filed with the IRS in connection with payments on the Notes made to, and the proceeds of dispositions of Notes effected by, certain U.S. holders. In addition, certain U.S. holders may be subject to backup withholding in respect of such amounts if they do not provide their taxpayer identification numbers to the person from whom they receive payments. Persons holding Notes who are not U.S. holders may be required to comply with applicable certification procedures to establish that they are not U.S. holders in order to avoid the application of such information reporting requirements and backup withholding tax. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS.

Foreign Account Tax Compliance Act

We are considered a foreign financial institution under the Sections 1471 through 1474 of the Code and the U.S. Treasury Regulations thereunder ("FATCA"), and, as such, we are required to comply with the terms of an intergovernmental agreement entered into between the U.S. and Mexico. Pursuant to FATCA, holders and beneficial owners of the Notes may be required to provide to a financial institution in the chain of payments on the Notes information and tax documentation regarding their identities, and in the case of a holder that is an entity, the identities of their direct and indirect owners. Any such information may be shared with the government of Mexico, which may, in turn, share such information with the U.S. government. Moreover, we, the paying agents, and other financial institutions through which payments are made, may be required to withhold U.S. tax at a 30% rate on "foreign passthru payments" (a term not yet defined) paid to an investor who does not provide information sufficient for the institution to determine whether the investor is a U.S. person or should otherwise be treated as holding a "United States account" of the institution, or to an investor that is, or holds the Notes directly or indirectly through, a non-U.S. financial institution that is not in compliance with FATCA. Under a grandfathering rule, this withholding tax will not apply unless the Notes are issued or materially modified after the date that is six months after the date on which final U.S. Treasury Regulations defining the term "foreign passthru payment" are filed with the United States Federal Register. If U.S. withholding tax were to be deducted or withheld from payments on the Notes as a result of a failure by an investor (or by an institution through which an investor holds the Notes) to comply with FATCA, neither we nor any paying agent nor any other person would, pursuant to the terms of the Notes, be required to pay Additional Amounts as a result of the deduction or withholding of such tax. Prospective investors are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their investment in the Notes.

CERTAIN CONSIDERATIONS APPLICABLE TO ERISA AND OTHER U.S. EMPLOYEE BENEFIT PLANS

Subject to the following discussion, the Notes may be acquired with the assets of an "employee benefit plan" as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), that is subject to Title I of ERISA, a "plan" as defined in and subject to Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), or an entity or account whose underlying assets include "plan assets" by reason of any such employee benefit plan's or plan's investment in the entity or account (each, a "Benefit Plan Investor"), as well as by "employee benefit plans" as defined in Section 3(3) of ERISA, that are not subject to Title I of ERISA, a "plan" as defined in Section 4975 of the Code, that are not subject to Section 4975 of the Code and entities and accounts whose underlying assets include "plan assets" by reason of any such employee benefit plan's or plan's investment in the entity or account (collectively, with Benefit Plan Investors, referred to as "Plans"). Section 406 of ERISA and Section 4975 of the Code prohibit Benefit Plan Investors from engaging in certain transactions with persons that are "parties in interest" under ERISA or "disqualified persons" under the Code with respect to such Benefit Plan Investor. A violation of these "prohibited transaction" rules may result in an excise tax or other penalties and liabilities under ERISA and the Code for such persons or the fiduciaries of such Benefit Plan Investor. In addition, Title I of ERISA requires fiduciaries of a Benefit Plan Investor subject to ERISA to make investments that are prudent, diversified and in accordance with the governing plan documents. The prudence of a particular investment must be determined by the responsible fiduciary of a Benefit Plan Investor by taking into account the particular circumstances of the Benefit Plan Investor and all of the facts and circumstances of the investment, including, but not limited to, the matters discussed in this Offering Memorandum and the fact that in the future, there may be no market to sell or otherwise dispose of the Notes. Employee benefit plans that are governmental plans (as defined in Section 3(32) of ERISA) are not subject to the fiduciary and prohibited transaction provisions of ERISA or Section 4975 of the Code. However, such Plans may be subject to similar restrictions under state, local, non-U.S. or other law that is substantially similar to Title I of ERISA or Section 4975 of the Code ("Similar Law"). Unless the context clearly indicates otherwise, any reference in this section to the acquisition, holding or disposition of the Notes shall also mean the acquisition, holding or disposition of a beneficial interest in such Notes.

Certain transactions involving the Issuer might be deemed to constitute prohibited transactions under ERISA and the Code with respect to a Benefit Plan Investor that acquires Notes if assets of the Issuer were deemed to be assets of the Benefit Plan Investor. Under a regulation issued by the U.S. Department of Labor, as modified by Section 3(42) of ERISA (the "Regulation"), the assets of the Issuer would be treated as plan assets of a Benefit Plan Investor for the purposes of ERISA and the Code only if the Benefit Plan Investor acquired an "equity interest" in the Issuer and none of the exceptions to plan assets contained in the Regulation were applicable. An equity interest is defined under the Regulation as an interest other than an instrument which is treated as indebtedness under applicable local law and which has no substantial equity features. Although there is little guidance on the subject, it is anticipated that, as of the date of this Offering Memorandum, the Notes should be treated as indebtedness of the Issuer without substantial equity features for purposes of the Regulation. This determination is based upon the traditional debt features of the Notes, including (a) the reasonable expectation of purchasers of Notes that the Notes will be repaid when due, (b) the traditional default remedies, and (c) the absence of conversion rights, warrants and other typical equity features. The debt treatment of the Notes for purposes of the Regulation could change subsequent to their issuance if the Issuer incurs losses. This risk of recharacterization is enhanced for Notes that are subordinated to other classes of securities. In the event of a withdrawal or downgrade to below investment grade of the rating of the Notes or a characterization of the Notes as other than indebtedness under applicable local law, the subsequent acquisition of the Notes or interest therein by a Benefit Plan Investor or a Plan that is subject to Similar Law is prohibited.

However, without regard to whether the Notes are treated as an equity interest in the Issuer for purposes of the Regulation, the acquisition, holding or disposition of Notes by or on behalf of a Benefit Plan Investor could be considered to give rise to a prohibited transaction if any transaction parties (including the Issuer and the Initial Purchasers) or any of their respective affiliates is or becomes a party in interest or a disqualified person with respect to such Benefit Plan Investor. Certain exemptions from the prohibited transaction rules could be applicable to the acquisition, holding and disposition of Notes by a Benefit Plan Investor depending on the type and circumstances of the plan fiduciary making the decision to acquire such Notes and the relationship of the party in interest or disqualified person to the Benefit Plan Investor. Included among these exemptions are: Section 408(b)(17) of ERISA and Section 4975(d)(20) of the Code for certain transactions between a Benefit Plan Investor and persons who are parties in interest or disqualified persons solely by reason of providing services to the Benefit Plan Investor or being affiliated with such service providers; Prohibited Transaction Class Exemption ("PTCE") 96-23, as amended, regarding transactions effected by "in-house asset managers;" PTCE 95-60, as amended, regarding investments by insurance company general accounts; PTCE 91-38, as amended, regarding investments by bank collective investment funds; PTCE 90-1, as amended, regarding investments by insurance company pooled separate accounts; and PTCE 84-14, as amended, regarding transactions effected by "qualified professional asset managers." Even if the conditions specified in one or more of these exemptions are met, the scope of the relief provided by these exemptions might or might not cover all acts which might be construed as prohibited transactions. There can be no assurance that any of these, or any other exemption, will be available with respect to any particular transaction involving the Notes, and prospective purchasers that are Benefit Plan Investors should consult with their legal advisors regarding the applicability of any such exemption.

By acquiring a Note (or interest therein), each purchaser and transferee (and its fiduciary, as applicable) is deemed to represent and warrant that either (i) it is not acquiring and will not hold the Note (or interest therein) with the assets of a Benefit Plan Investor or a Plan that is subject to Similar Law; or (ii) (A) the Note is rated at least "BBB-" or its equivalent by a nationally recognized statistical rating organization at the time of acquisition and has not been characterized as other than indebtedness under applicable local law and (B) the acquisition, holding and disposition of the Note (or interest therein) will not give rise to a nonexempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or result in a violation of any Similar Law.

The sale of Notes (or any interest therein) to a Plan is not a representation by the Issuer, the Initial Purchasers or any other party involved in the Offering that such an investment by the Plan meets all relevant legal requirements relating to investments by Plans generally or by any particular Plan or that such an investment by the Plan is appropriate for Plans generally or for any particular Plan.

A Plan fiduciary considering the acquisition of Notes should consult its legal advisors regarding the matters discussed above and other applicable legal requirements, including, without limitation, whether the assets of the Issuer would be considered plan assets, the possibility of exemptive relief from the prohibited transaction rules and other related issues and their potential consequences.

PLAN OF DISTRIBUTION

The Issuer and BBVA Securities Inc., BofA Securities, Inc., J.P. Morgan Securities LLC and Scotia Capital (USA) Inc., who are acting as representatives (the "Representatives") of the Initial Purchasers named below (the "Initial Purchasers"), have entered into a purchase agreement with respect to the Notes. Subject to certain conditions, each Initial Purchaser has severally agreed to purchase the principal amount of Notes indicated in the following table.

Initial Purchaser	Principal Amount of the Notes
BBVA Securities Inc.	$ 105,550,000
BofA Securities, Inc.	105,550,000
J.P. Morgan Securities LLC	105,550,000
Scotia Capital (USA) Inc.	105,550,000
BNP Paribas Securities Corp.	19,450,000
HSBC Securities (USA) Inc.	19,450,000
ING Financial Markets LLC	19,450,000
SMBC Nikko Securities America, Inc.	19,450,000
Total	$ 500,000,000

Subject to the terms and conditions set forth in the Purchase Agreement, the Initial Purchasers have agreed, severally and not jointly, to purchase all of the Notes sold under the Purchase Agreement if any of these Notes are purchased. If an Initial Purchaser defaults, the Purchase Agreement provides that the purchase commitments of the non-defaulting Initial Purchasers may be increased or the Purchase Agreement may be terminated.

The Initial Purchasers are offering the Notes, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, including the validity of the Notes, and other conditions contained in the Purchase Agreement, such as the receipt by the Initial Purchasers of officers' certificates and legal opinions. The Initial Purchasers reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

The Notes are a new issue of securities with no established trading market. Application will be made to the SGX-ST for the listing and quotation of the Notes on the SGX-ST. There can be no assurance that we will obtain or be able to maintain a listing of the Notes on the SGX- ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made, or opinions expressed or reports contained in this Offering Memorandum. Approval-in-principle granted for the listing and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer or the Notes. The Issuer has been advised by the Initial Purchasers that the Initial Purchasers may make a market in the Notes but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the Notes or that an active public market for the Notes will develop. If an active public market for the Notes does not develop, the market price and liquidity of the Notes may be adversely affected. In addition, the ability of the Initial Purchasers to make a market in the Notes may be impacted by changes in any regulatory requirements applicable to the marketing, holding and trading of, and issuing quotations with respect to, the Notes.

In connection with the Offering, the Initial Purchasers may purchase and sell Notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the Initial Purchasers of a greater number of Notes than they are required to purchase in the Offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market prices of the Notes while the Offering is in progress.

The Initial Purchasers also may impose a penalty bid. This occurs when a particular Initial Purchaser repays to the Initial Purchasers a portion of the discount received by it because the Representatives have repurchased Notes sold by or for the account of such Initial Purchaser in stabilizing or short covering transactions.

These activities by the Initial Purchasers may stabilize, maintain or otherwise affect the market prices of the Notes. As a result, the prices of the Notes may be higher than the prices that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the Initial Purchasers at any time without notice. These transactions may be effected in the over-the-counter market or otherwise.

The Issuer estimates that its share of the total expenses of the Offering, excluding fees and commissions, will be approximately $2.2 million.

The Issuer has agreed to indemnify the Initial Purchasers against, or contribute to payments that the Initial Purchasers may be required to make in respect of, certain liabilities, including liabilities under the Securities Act.

The Notes have not been and will not be registered in Mexico with the National Securities Registry maintained by the CNBV. Accordingly, the Notes may not be publicly offered or sold in Mexico or otherwise be subject to intermediation (*intermediación*) activities in Mexico, but may be sold to Mexican institutional or qualified investors under a private placement exemption.

The Notes have not been and will not be registered under the Securities Act or any state securities laws. The Initial Purchasers propose to offer the Notes for resale in transactions not requiring registration under the Securities Act or applicable state securities laws, including sales pursuant to Rule 144A. The Initial Purchasers will not offer or sell the Notes except to persons they reasonably believe to be Qualified Institutional Buyers (in reliance on Rule 144A both inside and outside the United States). In addition, until 40 days following the commencement of the Offering, an offer or sale of Notes within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the Securities Act unless the dealer makes the offer or sale in compliance with Rule 144A or another exemption from registration under the Securities Act. Each purchaser of the Notes will be deemed to have made acknowledgments, representations and agreements as described under "Notice to Investors."

Delayed Settlement

We expect that delivery of the Notes will be made against payment therefore on or about November 26, 2025, which is five business days following the date of pricing of the Notes (this settlement cycle being referred to as "T+ 5"). Under Rule 15c6-1 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), trades in the secondary market generally are required to settle in one business day, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade their Notes on any date prior to one business day before delivery will be required, by virtue of the fact that the Notes initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of Notes who wish to trade their Notes on any date prior to one business day before delivery should consult their own advisor.

Relationships

The Initial Purchasers and their respective affiliates are full-service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the Initial Purchasers and their respective affiliates have engaged in, and may in the future engage in, investment banking, commercial banking, advisory, general financing and other commercial dealings in the ordinary course of business with us and our affiliates, including Prologis, which is an affiliate of us and our Manager and is our largest shareholder. The Initial Purchasers or their affiliates have received, and expect to receive in the future, customary fees and commissions for those transactions. To the extent any of the Initial Purchasers or their affiliates are lenders under our term loan, revolving credit facility or secured loan, such Initial Purchasers or their affiliates may receive a portion of the proceeds from this offering.

In the ordinary course of their various business activities, the Initial Purchasers and their respective affiliates may make or hold a broad array of investments, including serving as counterparties to certain derivative and hedging arrangements, and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own accounts and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Initial Purchasers. If any of the Initial Purchasers or their affiliates have a lending relationship with us, certain of those Initial Purchasers or their affiliates routinely hedge, and certain other of those Initial Purchasers or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these Initial Purchasers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the Notes offered hereby. The Initial Purchasers and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Selling Restrictions

Sales Outside the United States

The Notes may be offered and sold in the United States and certain jurisdictions outside the United States in which such offer and sale is permitted. The Initial Purchasers have represented and agreed that they have not offered, sold or delivered and will not offer, sell or deliver, directly or indirectly, any of the Notes or distribute this Offering Memorandum or any other offering material relating to the Notes, in or from any jurisdiction except under circumstances that will, to the best of their knowledge and belief, result in compliance with the applicable laws and regulations thereof and that will not impose any obligations on us except as agreed to with us in advance of such offer, sale or delivery.

Notice to Prospective Investors in Mexico

The Notes have not been and will not be registered with the RNV maintained by the CNBV, and, therefore, may not be offered or sold publicly in Mexico. The Notes may only be offered in Mexico pursuant to the exemptions to registration provided in Article 8 of the Mexican Securities Market Law. We will notify the CNBV of the terms and conditions of this offering of the Notes outside of Mexico, for informational and statistical purposes only. The delivery to, and the receipt by, the CNBV of such notice does not constitute or imply a certification as to the investment quality of the Notes, our solvency, liquidity or credit quality or the accuracy or completeness of the information set forth in this Offering Memorandum. This Offering Memorandum and the information contained herein is solely our responsibility and have not been reviewed or authorized by the CNBV. The acquisition of the Notes by investors, including Mexican investors, will be made under their own responsibility.

Notice to Prospective Investors in Peru

The Notes and the information contained in this Offering Memorandum are not being publicly marketed or offered in Peru and will not be distributed or caused to be distributed to the general public in Peru. Peruvian securities laws and regulations on public offerings will not be applicable to the offering of the Notes and therefore, the disclosure obligations set forth therein will not be applicable to the Issuer or the sellers of the Notes before or after their acquisition by prospective investors. The Notes and the information contained in this Offering Memorandum have not been and will not be reviewed, confirmed, approved or in any way submitted to the Superintendencia del Mercado de Valores (Peruvian capital market regulator) (the “SMV”) nor have they been registered with the SMV’s Securities Market Public Registry (*Registro Público del Mercado de Valores*). Accordingly, the Notes cannot be offered or sold within Peruvian territory except to the extent any such offering or sale qualifies as a private offering under Peruvian law and regulations and complies with the provisions on private offerings set forth therein.

Notice to Prospective Investors in Chile

Pursuant to the Chilean Securities Market Law and the CMF Rule 336, the Notes may be privately offered in Chile to certain “qualified investors” identified as such by CMF Rule 336 (which in turn are further described in Rule No. 216, dated June 12, 2008, and Rule No. 410, dated July 27, 2016, both of the CMF). CMF Rule 336 requires the following information to be provided to prospective investors in Chile:

1. Date of commencement of the Offering: November 17, 2025. The Offering is subject to Rule (*Norma de Carácter General*) No. 336, dated June 27, 2012, issued by the Chilean Financial Markets Commission (*Comisión para el Mercado Financiero*, the "CMF").

2. The subject matter of this Offering are securities not registered with the Securities Registry (*Registro de Valores*) of the CMF, nor with the foreign securities registry (*Registro de Valores Extranjeros*) of the CMF, due to the Notes not being subject to the oversight of the CMF.

3. Since the Notes are not registered in Chile there is no obligation by the Issuer to make publicly available information about the Notes in Chile.

4. The Notes shall not be subject to public offering in Chile unless registered with the relevant Securities Registry of the CMF.

Notice to Prospective Investors in Brazil

The offer and sale of the Notes have not been and will not be registered with the Brazilian Securities Commission (*comissão de valores mobiliários*, or "CVM") and, therefore, will not be carried out by any means that would constitute a public offering in Brazil under CVM Resolution No 160, dated 13 July 2022, as amended ("CVM Resolution 160") or unauthorized distribution under Brazilian laws and regulations. The Notes will be authorized for trading on organized non-Brazilian securities markets and may only be offered to Brazilian professional investors (as defined by applicable CVM regulation), who may only acquire the Notes through a non-Brazilian account, with settlement outside Brazil in non-Brazilian currency. The trading of these securities on regulated securities markets in Brazil is prohibited.

Notice to Prospective Investors in Canada

The Notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the Notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Offering Memorandum (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

If applicable, pursuant to section 3A.3 (or, in the case of securities issued or guaranteed by the government of a non-Canadian jurisdiction, section 3A.4) of National Instrument 33-105 *Underwriting Conflicts* (NI 33-105), the Initial Purchasers are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this Offering.

Notice to Prospective Investors in the European Economic Area

This Offering Memorandum is not a prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "Prospectus Regulation"). This Offering Memorandum has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area (the "EEA") will only be made to a legal entity which is a qualified investor under the Prospectus Regulation (each, an "EEA Qualified Investor"). Accordingly, any person making or intending to make an offer in any Member State of the EEA of Notes which are the subject of the offering contemplated in this Offering Memorandum may only do so with respect to EEA Qualified Investors. Neither the Issuer nor the Initial Purchasers have authorized, nor do they authorize, the making of any offer of Notes in the EEA other than to EEA Qualified Investors.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended ("MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Notice to Prospective Investors in the United Kingdom

This Offering Memorandum is not a prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom (the "UK Prospectus Regulation"). This Offering Memorandum has been prepared on the basis that any offer of Notes in the United Kingdom will only be made to a legal entity which is a qualified investor under the UK Prospectus Regulation (each, a "UK Qualified Investor"). Accordingly, any person making or intending to make an offer in the United Kingdom of Notes which are the subject of the offering contemplated in this Offering Memorandum may only do so with respect to UK Qualified Investors. Neither the Issuer nor the Initial Purchasers have authorized, nor do they authorize, the making of any offer of Notes in the United Kingdom other than to UK Qualified Investors.

PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the United Kingdom; or (ii) a customer within the meaning of the provisions of the United Kingdom's Financial Services and Markets Act 2000, as amended (the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the United Kingdom. Consequently, no key information document required by Regulation (EU) 1286/2014 as it forms part of domestic law in the United Kingdom (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

The communication of this Offering Memorandum and any other document or materials relating to the issue of the Notes offered hereby is not being made, and this Offering Memorandum and such other documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the FSMA. Accordingly, this Offering Memorandum and such other documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. This Offering Memorandum and such other documents and/or materials are for distribution only to persons who (i) have professional experience in matters relating to investments and who fall within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order")), (ii) fall within Article 49(2)(a) to (d) of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are other persons to whom it may otherwise lawfully be communicated or distributed under the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This Offering Memorandum and such other documents and/or materials are directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this Offering Memorandum and any such other documents and/or materials relate will be engaged in only with relevant persons. Any person in the United Kingdom that is not a relevant person should not act or rely on this Offering Memorandum or any other documents and/or materials relating to the issue of the Notes offered hereby or any of their contents.

Any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of the Notes may only be communicated or caused to be communicated in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer.

All applicable provisions of the FSMA must be complied with in respect to anything done by any person in relation to the Notes in, from or otherwise involving the United Kingdom.

Notice to Prospective Investors in Hong Kong

No Notes have been offered or sold, and no Notes will be offered or sold, in Hong Kong, by means of any document other than: (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO") and any rules made thereunder; or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) (the "C(WUMP)O") or which do not constitute an offer to the public within the meaning of the C(WUMP)O. No document, invitation or advertisement relating to the Notes has been issued or has been in the possession of any person for the purposes of issue, or will be issued or will be in the possession of any person for the purposes of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made thereunder.

Notice to Prospective Investors in Singapore

This Offering Memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, no Notes have been offered or sold, or made the subject of an invitation for subscription or purchase, and no Notes will be offered or sold or be made the subject of an invitation for subscription or purchase, and the Offering Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes has not circulated or distributed, nor will the Offering Memorandum or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Notice to Prospective Investors in Switzerland

This Offering Memorandum is not intended to constitute an offer or solicitation to purchase or invest in the Notes. The Notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (the "FinSA") and no application has or will be made to admit the Notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Offering Memorandum nor any other offering or marketing material relating to the Notes constitutes a prospectus pursuant to the FinSA, and neither this Offering Memorandum nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland.

Notice to Prospective Investors in United Arab Emirates

The Notes have not been, and are not being, publicly offered, sold, promoted or advertised in the United Arab Emirates (including the Abu Dhabi Global Market and the Dubai International Financial Centre) other than in compliance with the laws, regulations and rules of the United Arab Emirates, the Abu Dhabi Global Market and the Dubai International Financial Centre governing the issue, offering and sale of securities. Further, this Offering Memorandum does not constitute a public offer of securities in the United Arab Emirates (including the Abu Dhabi Global Market and the Dubai International Financial Centre) and are not intended to be a public offer. This Offering Memorandum has not been approved by or filed with the Central Bank of the United Arab Emirates, the Securities and Commodities Authority, the Financial Services Regulatory Authority or the Dubai Financial Services Authority.

Notice to Prospective Investors in Taiwan

The Notes have not been and will not be registered or filed with, or approved by, the Financial Supervisory Commission of Taiwan and/or any other regulatory authority of Taiwan pursuant to relevant securities laws and regulations and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which could constitute an offer within the meaning of the Securities and Exchange Act of Taiwan or relevant laws and regulations that require a registration, filing or approval of the Financial Supervisory Commission of Taiwan and/or any other regulatory authority of Taiwan. No person or entity in Taiwan has been authorized to offer or sell the Notes in Taiwan through a public offering or in any offering that requires registration, filing or approval of the Financial Supervisory Commission of Taiwan except pursuant to the applicable laws and regulations of Taiwan and the competent authority's rulings thereunder.

NOTICE TO INVESTORS

Because of the following restrictions, investors in the Notes are advised to consult legal counsel prior to making any offer, resale, pledge or other transfer of the Notes offered hereby.

Each investor (including subsequent transferees) in the Notes (including any beneficial or economic interests therein) offered hereby will be deemed to have represented, warranted, acknowledged and agreed as follows (terms used herein that are defined in Rule 144A are used herein as defined therein):

(1) It (A) (i) is a Qualified Institutional Buyer, (ii) is aware that the sale of the Notes to such investor is being made in reliance on Rule 144A and (iii) is acquiring such Notes for its own account or for the account of a Qualified Institutional Buyer, as the case may be, or (B) is not a U.S. person, as such term is defined in Rule 902 under the Securities Act, and is purchasing the Notes in accordance with Regulation S.

(2) It understands that the offer and sale of the Notes have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be reoffered, resold, pledged or otherwise transferred except (A) (i) to a person who such investor reasonably believes is a Qualified Institutional Buyer purchasing for its own account or the account of a Qualified Institutional Buyer in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, (iii) to us or any of our subsidiaries, or (iv) pursuant to an effective registration statement under the Securities Act and (B) in accordance with all applicable securities laws of the states of the United States and all other applicable jurisdictions. The investor also understands that it will, and each subsequent holder is required to, notify any subsequent purchaser of the Notes from it of the resale restrictions referred to in the immediately preceding sentence.

(3) It confirms that: (A) it has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of purchasing the Notes, and it and any accounts for which it is acting are each able to bear the economic risks of its or their investment; (B) it is not acquiring the Notes with a view towards any distribution thereof in a transaction that would violate the Securities Act or the securities laws of any state of the United States or any other applicable jurisdiction; provided that the disposition of its property and the property of any accounts for which it is acting as fiduciary shall remain at all times within its control; (C) it has received a copy of the Offering Memorandum and acknowledges that it has had access to such financial and other information, and has been afforded the opportunity to ask such questions of our representatives and receive answers thereto, as it deemed necessary in connection with its decision to purchase the Notes; and (D) it acknowledges that none of us, the Initial Purchasers or any person representing us or the Initial Purchasers has made any representations to it with respect to us or this offering or sale of the Notes, other than the information contained in this Offering Memorandum, which has been delivered to it and upon which it is relying in making its investment decision with respect to the Notes.

(4) Each certificate representing the Notes offered and sold to Qualified Institutional Buyers within the meaning of Rule 144A and in reliance upon Rule 144A will bear a legend to the following effect, unless the Issuer determines otherwise in compliance with applicable law:

“THE SECURITIES REPRESENTED HEREBY WERE ORIGINALLY ISSUED IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER SECTION 5 OF THE SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), AND THE SECURITIES REPRESENTED BY THIS CERTIFICATE MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE ABSENCE OF SUCH REGISTRATION OR AN APPLICABLE EXEMPTION THEREFROM. EACH PURCHASER OF THE SECURITIES REPRESENTED HEREBY IS HEREBY NOTIFIED THAT THE SELLER MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER (TOGETHER WITH ANY

SUCCESSOR PROVISION, AND AS SUCH RULE MAY HEREAFTER BE AMENDED FROM TIME TO TIME, "RULE 144A").

BY PURCHASING OR ACCEPTING THIS SECURITY, THE HOLDER OF THIS SECURITY AGREES FOR THE BENEFIT OF THE COMPANY THAT (A) SUCH SECURITY MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1)(a) TO A PERSON WHO THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (b) IN AN OFFSHORE TRANSACTION COMPLYING WITH REGULATION S UNDER THE SECURITIES ACT OR (c) IN ACCORDANCE WITH ANOTHER EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT (AND BASED UPON AN OPINION OF COUNSEL IF THE ISSUER SO REQUESTS), (2) TO THE ISSUER, OR (3) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND, IN EACH CASE, IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND ALL OTHER APPLICABLE JURISDICTIONS, AND (B) THE HOLDER WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THIS SECURITY FROM IT OF THE RESTRICTIONS REFERRED TO IN (A) ABOVE. THIS LEGEND CAN ONLY BE REMOVED AT THE OPTION OF THE ISSUER.

BY ACQUIRING THIS SECURITY (OR ANY INTEREST HEREIN), EACH PURCHASER AND TRANSFEREE (AND ITS FIDUCIARY, AS APPLICABLE) WILL BE DEEMED TO REPRESENT AND WARRANT THAT EITHER (A) IT IS NOT ACQUIRING AND WILL NOT HOLD SUCH SECURITY (OR INTEREST HEREIN) WITH THE ASSETS OF A PLAN THAT IS SUBJECT TO TITLE I OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA"), SECTION 4975 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), OR A LAW THAT IS SUBSTANTIALLY SIMILAR TO TITLE I OF ERISA OR SECTION 4975 OF THE CODE ("SIMILAR LAW") OR (B) (I) THE SECURITY IS RATED AT LEAST "BBB-" OR ITS EQUIVALENT BY A NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATION AT THE TIME OF ACQUISITION AND HAS NOT BEEN CHARACTERIZED AS OTHER THAN INDEBTEDNESS UNDER APPLICABLE LOCAL LAW AND (II) THE ACQUISITION, HOLDING AND DISPOSITION OF SUCH SECURITY (OR INTEREST HEREIN) WILL NOT GIVE RISE TO A NONEXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR RESULT IN A VIOLATION OF SIMILAR LAW. FOR THESE PURPOSES, A "PLAN" MEANS AN "EMPLOYEE BENEFIT PLAN" AS DEFINED IN SECTION 3(3) OF ERISA WHETHER OR NOT SUBJECT TO TITLE I OF ERISA, A "PLAN" AS DEFINED IN SECTION 4975 OF THE CODE, OR AN ENTITY OR ACCOUNT WHOSE UNDERLYING ASSETS INCLUDE "PLAN ASSETS" BY REASON OF ANY SUCH EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN THE ENTITY OR ACCOUNT."

(5) Each certificate representing the Notes offered and sold outside the United States pursuant to Regulation S will bear a legend to the following effect, unless the Issuer determines otherwise in compliance with applicable law:

"THIS SECURITY HAS NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY OTHER SECURITIES LAWS. THE HOLDER HEREOF, BY PURCHASING THIS SECURITY, AGREES THAT NEITHER THIS SECURITY NOR ANY INTEREST OR PARTICIPATION HEREIN MAY BE OFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED PRIOR TO THE DATE THAT IS 40 DAYS AFTER THE ORIGINAL ISSUE DATE HEREOF EXCEPT (1)(a) TO A PERSON WHO THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (b) IN AN OFFSHORE TRANSACTION

COMPLYING WITH REGULATION S UNDER THE SECURITIES ACT OR (c) IN ACCORDANCE WITH ANOTHER EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT (AND BASED UPON AN OPINION OF COUNSEL IF THE ISSUER SO REQUESTS), (2) TO THE ISSUER, OR (3) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT AND, IN EACH CASE, IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE STATES OF THE UNITED STATES AND ALL OTHER APPLICABLE JURISDICTIONS, AND (B) THE HOLDER WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THIS SECURITY FROM IT OF THE RESTRICTIONS REFERRED TO IN (A) ABOVE.

BY ACQUIRING THIS SECURITY (OR ANY INTEREST HEREIN), EACH PURCHASER AND TRANSFEREE (AND ITS FIDUCIARY, AS APPLICABLE) WILL BE DEEMED TO REPRESENT AND WARRANT THAT EITHER (A) IT IS NOT ACQUIRING AND WILL NOT HOLD SUCH SECURITY (OR INTEREST HEREIN) WITH THE ASSETS OF A PLAN THAT IS SUBJECT TO TITLE I OF THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974, AS AMENDED ("ERISA"), SECTION 4975 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE"), OR A LAW THAT IS SUBSTANTIALLY SIMILAR TO TITLE I OF ERISA OR SECTION 4975 OF THE CODE ("SIMILAR LAW") OR (B) (I) THE SECURITY IS RATED AT LEAST "BBB-" OR ITS EQUIVALENT BY A NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATION AT THE TIME OF ACQUISITION AND HAS NOT BEEN CHARACTERIZED AS OTHER THAN INDEBTEDNESS UNDER APPLICABLE LOCAL LAW AND (II) THE ACQUISITION, HOLDING AND DISPOSITION OF SUCH SECURITY (OR INTEREST HEREIN) WILL NOT GIVE RISE TO A NONEXEMPT PROHIBITED TRANSACTION UNDER SECTION 406 OF ERISA OR SECTION 4975 OF THE CODE OR RESULT IN A VIOLATION OF SIMILAR LAW. FOR THESE PURPOSES, A "PLAN" MEANS AN "EMPLOYEE BENEFIT PLAN" AS DEFINED IN SECTION 3(3) OF ERISA WHETHER OR NOT SUBJECT TO TITLE I OF ERISA, A "PLAN" AS DEFINED IN SECTION 4975 OF THE CODE, OR AN ENTITY OR ACCOUNT WHOSE UNDERLYING ASSETS INCLUDE "PLAN ASSETS" BY REASON OF ANY SUCH EMPLOYEE BENEFIT PLAN'S OR PLAN'S INVESTMENT IN THE ENTITY OR ACCOUNT."

(6) That either (A) it is not acquiring and will not hold the Note (or interest therein) with the assets of a Benefit Plan Investor or a Plan that is subject to Similar Law; or (B) (i) the Note is rated at least "BBB-" or its equivalent by a nationally recognized statistical rating organization at the time of acquisition and has not been characterized as other than indebtedness under applicable local law and (ii) the acquisition, holding and disposition of the Note (or interest therein) will not give rise to a non-exempt prohibited transaction under Section 406 of ERISA or Section 4975 of the Code or result in a violation of any Similar Law.

(7) It understands that the Issuer, the Initial Purchasers, the Indenture Trustee and others will rely upon the truth and accuracy of the foregoing representations and agreements and agrees that, if any of the foregoing acknowledgments, representations or agreements deemed to have been made by it are no longer accurate, it shall promptly notify us and the Initial Purchasers. If such investor is acquiring any Notes as a fiduciary or agent for one or more investor accounts, such purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgments, representations and agreements on behalf of each such account.

(8) It understands that no representation is made as to the availability of the exemption from registration provided by Rule 144 for the resale of the Notes.

(9) If it is a purchaser in a sale that occurs outside the U.S. within the meaning of Regulation S, it acknowledges that until the expiration of the "40-day distribution compliance period" within the meaning of Rule 903 of Regulation S, any offer or sale of the Notes shall not be made by it to a U.S. person or for the account or benefit of a U.S. person within the meaning of Rule 902(k) of the Securities Act, except to "qualified institutional buyers" in accordance with Rule 144A.

(10) It acknowledges that the Indenture Trustee will not be required to accept for registration of transfer any Notes acquired by it, except upon presentation of evidence satisfactory to us and the Indenture Trustee that the restrictions set forth herein have been complied with.

ENFORCEMENT OF CIVIL LIABILITIES

We are a trust formed under the laws of Mexico. Most of the members of the technical committee and the directors and officers of our Manager reside in Mexico, and all or a significant portion of the assets of such persons are located in Mexico. Furthermore, all of our assets are located in Mexico. As a result, it may not be possible for investors to effect service of process within the United States or in any other jurisdiction outside Mexico upon such persons or us or to enforce against them or us in courts of any jurisdiction outside Mexico judgments predicated upon the civil liability provisions of the federal securities laws of the United States. We have appointed Corporation Service Company, as an agent to receive service of process with respect to any action brought against us in any federal or state court in the State of New York arising from the Offering. There is doubt as to the enforceability, in original actions in Mexican courts or in original actions or actions for enforcement of judgments obtained in courts of jurisdictions outside of Mexico, of civil liabilities under the laws of any jurisdiction outside of Mexico, including any judgment predicated solely upon the federal and state securities laws of the United States. We have been advised by our special Mexican counsel that no treaty is currently in effect between the United States and Mexico that covers the reciprocal enforcement of foreign judgments. In the past, Mexican courts have enforced judgments rendered in the United States by virtue of the legal principles of reciprocity and comity, consisting of the review in Mexico of the United States judgment in order to ascertain, among other matters, whether Mexican legal principles of due process and public policy (*orden público*) have been complied with, without reviewing the merits of the subject matter of the case.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon for us by Mayer Brown LLP, New York, New York. Certain legal matters in connection with this Offering will be passed upon for the Initial Purchasers by Sidley Austin LLP, New York, New York. Creel, García-Cuéllar, Aiza y Enríquez, S.C. has advised us with respect to the laws of Mexico, and Galicia Abogados, S.C. has advised the Initial Purchasers with respect to such matters.

INDEPENDENT AUDITORS

The audited consolidated financial statements of the Issuer as of December 31, 2024 and 2023 and for the years then ended and the audited financial statements of the Issuer as of December 31, 2023 and 2022 and for the years then ended included in this Offering Memorandum, have been audited by KPMG Cárdenas Dosal, S.C., independent auditors, as stated in their reports appearing herein, which includes an emphasis of matter paragraph related to the acquisition and subsequent consolidation of Trust 939, CI Banco, S.A., Multiple Banking Institution on August 6, 2024. With respect to the unaudited interim consolidated condensed financial statements for the periods ended September 30, 2025 and 2024, included herein, KPMG Cárdenas Dosal, S.C., have reported that they applied limited procedures in accordance with professional standards for a review of such information. However, their separate report included herein, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied.

The audited consolidated financial statements of Terrafina and its subsidiaries as of and for each of the years ended December 31, 2024 and 2023 included in this Offering Memorandum, have been audited by PricewaterhouseCoopers, S.C., independent auditors, as stated in their reports appearing herein. The Audited Consolidated Financial Statements of Terrafina as of and for the Years Ended December 31, 2024 and 2023 have not been specifically prepared for inclusion in this Offering Memorandum.

AVAILABLE INFORMATION

We are not subject to the reporting requirements of the Exchange Act. The Issuer has agreed that, so long as the Notes are "restricted securities" within the meaning of Rule 144 of the Securities Act and the Issuer is not subject to the reporting requirements of the Exchange Act, the Issuer will furnish, upon request, to any holder and any prospective purchaser of the Notes the information required to be delivered pursuant to Rule 144A(d)(4) under the Securities Act to permit compliance with Rule 144A in connection with resales of the Notes. Any such request for information should be directed to the Issuer at Paseo de los Tamarindos 90, Torre 2 Piso 22, Bosques de las Lomas, Mexico City 05120, Mexico.

We are also required periodically to furnish certain information, including quarterly and annual reports, to the CNBV and the Mexican Stock Exchange, which will be available in Spanish for inspection through the Mexican Stock Exchange's website at www.bmv.com.mx. The information found or accessed via filings that we make on the Mexican Stock Exchange do not form part of this Offering Memorandum and are not incorporated by reference herein.

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ANNEX A

Audited Consolidated Financial Statements of FIBRA Prologis as of
<u>and for the Years Ended December 31, 2024 and 2023</u>

ANNEX B

Audited Financial Statements of FIBRA Prologis as of and for the Years Ended December 31, 2023 and 2022

ANNEX C

Unaudited Interim Consolidated Condensed Financial Statements of FIBRA Prologis as of September 30, 2025 <u>and for the Three and Nine Months Ended September 30, 2025 and 2024</u>

ANNEX D

Audited Consolidated Financial Statements of Terrafina and its subsidiaries as of
<u>and for the Years Ended December 31, 2024 and 2023</u>

FIBRA Prologis

5.500% Senior Notes due 2035

OFFERING MEMORANDUM

Joint Book-Running Managers

BBVA	**BofA Securities**	**J.P. Morgan**	**Scotiabank**

Senior Co-Managers

BNP PARIBAS	**HSBC**	**ING**	**SMBC Nikko**

November 19, 2025

INDEX TO FINANCIAL STATEMENTS

ANNEX A

Audited Consolidated Financial Statements of FIBRA Prologis as of and for the Years Ended December 31, 2024 and 2023

KPMG Cárdenas Dosal, S.C.
Manuel Ávila Camacho 176 P1,
Reforma Social, Miguel Hidalgo,
C.P. 11650, Ciudad de México.
Teléfono: +52 (55) 5246 8300
kpmg.com.mx

Independent auditors' report

To the Technical Committee and Trustors

Fideicomiso Irrevocable 1721

Banco Actinver, S. A. Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria.

(Thousands of Mexican pesos)

Opinion

We have audited the consolidated financial statements of Fideicomiso Irrevocable 1721 Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria ("the Trust"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Fideicomiso Irrevocable 1721 Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria as at December 31, 2024 and 2023, and its consolidated financial performance and its cash flows for the years then ended, in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (IFRS Accounting Standards).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Trust in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Mexico, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to note 4 of the consolidated financial statements which describes that on August 6, 2024, the Trust acquired through a public offering, 77.13% of the total Real Estate Trust Certificates of Trust 939, CI Banco, S.A., Multiple Banking Institution ("Terra"). The effects of the acquisition are described in that same note. As of August 6, 2024, the Trust consolidates Terra in its financial statements, as described in note 3a of the consolidated financial statements. Our opinion has not been modified in relation to this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Aguascalientes, Ags.
Cancún, Q. Roo.
Ciudad de México.
Ciudad Juárez, Chih.
Culiacán, Sin.
Chihuahua, Chih.
Guadalajara, Jal.
Hermosillo, Son.
León, Gto.
Mexicali, B.C.
Monterrey, N.L.
Puebla, Pue.
Querétaro, Qro.
Reynosa, Tamps.
Saltillo, Coah.
San Luis Potosí, S.L.P.
Tijuana, B.C.

KPMG

Valuation of Investment Properties and other investment properties ($185,048,685)	
See Note 8 to the Consolidated Financial Statements.	
The key audit matter	**How the matter was addressed in our audit**
As of December 31, 2024, investment properties and other investment properties represent 95.98% of total assets in the consolidated statement of financial position, which includes investment on industrial buildings. Investment properties and other investment properties are stated at fair value based on valuations of external appraisers engaged by the Trust. The valuation process is considered a key audit matter because it involves significant amount of judgment in determining both, the appropriate methodology used, and the estimates assumptions applied. Valuations are highly sensitive to changes in the key assumptions applied, particularly those related to capitalization and discount rates used.	As part of our audit procedures: • We obtained an understanding of the real estate investment business process, especially the valuation of investment properties and other investment properties, and the Trust´s plans, and we assessed design and implementation of the control related to the valuation process, which includes the involvement of external appraisers. • We have evaluated the knowledge, skills, and competence of external appraisers. We also read the terms of the agreement entered, between external appraisers and the Trust to determine if there are issues that could have affected the objectivity or limit on the scope of their work. • Through analytical procedures, we have evaluated the reasonableness of significant changes in the market values determined by external appraisers, as well as significant changes in the capitalization and discount rates used. • We have obtained from the external appraisers the totality of the investment properties and other investment properties' appraisals and, for a selection of investment properties and other investment properties, we involved our valuation specialists to evaluate the reasonableness of the fair market value determined by the external appraisers, by comparing such value to developed ranges of estimates based on market data, considering comparability and market factors applicable to the investment properties and other investment properties. • We have evaluated the disclosures in the notes to the consolidated financial statements, which include those related to key assumptions that have a high degree of sensitivity in the valuations.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Trust´s 2024 Annual Report to be filed with the National Banking and Securities Commission (CNBV) and the Mexican Stock Exchange, ("the Annual Report"), but does not include the consolidated financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, when we read the Annual Report, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Trust's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates

and related disclosures made by management.

– Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Trust to cease to continue as a going concern.

– Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

– We planned and conducted the Trust's audit to obtain sufficient and appropriate audit evidence about the financial information of the entities or business units within the Trust as a basis for forming an opinion on the Trust's consolidated financial statements. We are responsible for the direction, supervision, and review of the audit work performed for the purposes of the Trust's audit. We are solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG Cardenas Dosal, S.C.

C. P. C. Alejandro Ruiz Luna
Mexico City, March 13th, 2025.

Consolidated statement of financial position

in thousands of Mexican pesos	Note	December 31, 2024	December 31, 2023
Assets			
Current assets:			
Cash and cash equivalents	5	$ 2,283,274	$ 3,322,815
Trade receivables	6	500,218	100,528
Value added tax and other receivables	7	1,105,754	678,406
Prepaid expenses		25,945	4,586
Exchange rate options		30,889	2,409
		3,946,080	**4,108,744**
Non-current assets:			
Investment properties	8 & 19	155,982,612	83,406,806
Other investment properties	8 & 19	29,066,073	58,658
Investments accounted using equity method	9	3,623,727	-
Exchange rate options		148,415	36,703
Other assets		31,932	9,569
		188,852,759	**83,511,736**
Total assets		**$ 192,798,839**	**$ 87,620,480**
Liabilities and equity			
Current liabilities:			
Accounts payable and accrued expenses		$ 852,997	$ 166,482
Deferred income		74,738	49,451
Due to related parties	10	17,746	15,877
Current portion of debt	11	11,025,184	62,219
		11,970,665	**294,029**
Non-current liabilities:			
Debt	11	35,397,332	15,473,071
Security deposits		980,619	378,360
		36,377,951	**15,851,431**
Total liabilities		**48,348,616**	**16,145,460**
Equity:			
CBFI holders' capital	12	67,172,474	38,885,136
Other equity accounts and retained earnings		72,803,187	32,589,884
Equity attributable to consolidated FIBRAPL's CBFI holders		**139,975,661**	**71,475,020**
Non-controlling interests	13	4,474,562	-
Total equity		**144,450,223**	**71,475,020**
Total liabilities and equity		**$ 192,798,839**	**$ 87,620,480**

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

Consolidated statement of comprehensive income

in thousands of Mexican pesos, except per CBFI amounts	Note	For the year ended December 31, 2024	2023
Revenues:			
Rental income	19	$ 7,544,994	$ 5,001,055
Rental recoveries	19	706,475	510,283
Other property income	19	180,758	95,002
		8,432,227	**5,606,340**
Operating expenses and other income and expenses:			
Operating and maintenance	19	(604,618)	(429,443)
Utilities	19	(86,711)	(38,223)
Property management fee	10 & 19	(186,103)	(155,975)
Real estate taxes	19	(174,772)	(120,775)
Non-recoverable operating expenses	19	(226,911)	(59,223)
Gain on valuation of investment properties and other investment properties	8 & 19	18,164,628	12,354,217
Asset management fee	10	(864,066)	(550,991)
Incentive fee	10 & 12	(716,392)	(1,028,451)
Professional fees		(228,452)	(78,768)
Interest income		338,830	286,291
Finance costs	20	(1,285,425)	(725,273)
Unrealized gain (loss) on exchange rate hedge instruments		126,035	(47,116)
Realized loss on exchange rate hedge instruments		(37,531)	(31,281)
Net exchange (loss) gain		(114,449)	74,603
Other general and administrative expenses		(196,649)	(23,976)
Share of profit from equity accounted investments		1,642,149	-
		15,549,563	**9,425,616**
Profit for the year		**23,981,790**	**15,031,956**
Other comprehensive income (loss):			
Items that are not reclassified subsequently to profit or loss:			
Translation gain (loss) from functional currency to reporting currency		19,587,802	(8,712,882)
Items that are or may be reclassified subsequently to profit or loss:			
Unrealized gain on interest rate hedge instruments		913	846
Other comprehensive income (loss)		**19,588,715**	**(8,712,036)**
Total comprehensive income for the year		**$ 43,570,505**	**$ 6,319,920**
Profit for the year attributable to:			
Consolidated FIBRAPL's CBFI holders		23,835,615	15,031,956
Non-controlling interests		146,175	-
		23,981,790	**15,031,956**
Total comprehensive income for the year attributable to:			
Consolidated FIBRAPL's CBFI holders		43,121,549	6,319,920
Non-controlling interests		448,956	-
Total comprehensive income for the year		**$ 43,570,505**	**$ 6,319,920**
Earnings per CBFI	15	**$ 17.20**	**$ 13.63**

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

Consolidated statement of changes in equity

For the years ended December 31, 2024, and 2023

in thousands	Note	Number of CBFIs	CBFI holders' capital	Other equity accounts	Retained earnings	Total Equity attributable to FIBRAPL's CBFI holders	Non-controlling interests	Total Equity
Balance as of January 1, 2023		**1,021,869,492**	**$ 31,149,718**	**$ 5,029,978**	**$ 23,812,650**	**$ 59,992,346**	**$ -**	**$ 59,992,346**
Dividends	12	-	-	-	(2,572,664)	**(2,572,664)**	-	**(2,572,664)**
CBFIs issued	12	133,454,461	7,735,418	-	-	**7,735,418**	-	**7,735,418**
Other comprehensive income (loss):								
Translation loss from functional currency to reporting currency		-	-	(8,712,882)	-	**(8,712,882)**	-	**(8,712,882)**
Unrealized gain on interest rate hedge instruments		-	-	846	-	**846**	-	**846**
Profit for the year		-	-	-	15,031,956	**15,031,956**	-	**15,031,956**
Total comprehensive income for the year		**-**	**-**	**(8,712,036)**	**15,031,956**	**6,319,920**	**-**	**6,319,920**
Balance as of December 31, 2023	14	**1,155,323,953**	**$ 38,885,136**	**$ (3,682,058)**	**$ 36,271,942**	**$ 71,475,020**	**$ -**	**$ 71,475,020**
Balance as of January 1, 2024		**1,155,323,953**	**$ 38,885,136**	**$ (3,682,058)**	**$ 36,271,942**	**$ 71,475,020**	**$ -**	**$ 71,475,020**
Return of equity	12	-	(1,083,701)	-	-	**(1,083,701)**	-	**(1,083,701)**
Dividends	12	26,632,414	1,955,832	-	(4,621,277)	**(2,665,445)**	-	**(2,665,445)**
CBFIs issued	12, 13 & 14	148,410,178	10,109,332	-	-	**10,109,332**	-	**10,109,332**
Acquisition of non-controlling interests without a change in control	14	58,167,950	3,611,648	-	1,713,031	**5,324,679**	(5,324,679)	**-**
Non-controlling interests on acquisition of subsidiary	4	217,092,999	13,694,227	-	-	**13,694,227**	9,350,285	**23,044,512**
Other comprehensive income:								
Translation gain from functional currency to reporting currency		-	-	19,285,021	-	**19,285,021**	302,781	**19,587,802**
Unrealized gain on interest rate hedge instruments		-	-	913	-	**913**	-	**913**
Profit for the year		-	-	-	23,835,615	**23,835,615**	146,175	**23,981,790**
Total comprehensive income for the year		**-**	**-**	**19,285,934**	**23,835,615**	**43,121,549**	**448,956**	**43,570,505**
Balance as of December 31, 2024	14	**1,605,627,494**	**$ 67,172,474**	**$ 15,603,876**	**$ 57,199,311**	**$ 139,975,661**	**$ 4,474,562**	**$ 144,450,223**

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

Consolidated statement of cash flows

in thousands of Mexican pesos	Note	For the year ended December 31, 2024	2023
Operating activities:			
Profit for the year		$ 23,981,790	$ 15,031,956
Adjustments for:			
Gain on valuation of investment properties and other investment properties	8 & 19	(18,164,628)	(12,354,217)
Incentive fee	10 & 12	716,392	1,028,451
Allowance for uncollectible trade receivables	6	6,690	12,618
Finance costs	20	1,285,425	699,354
Interest income		(338,830)	(286,291)
Realized loss on exchange rate hedge instruments		37,531	31,281
Unrealized (gain) loss on exchange rate hedge instruments		(126,035)	47,116
Net unrealized exchange loss (gain)		117,705	(78,555)
Straight-line of lease rental revenue		(56,339)	(55,754)
Share of profit from equity accounted investments		(1,642,149)	-
Change in:			
Trade receivables		(378,523)	(29,547)
Value added tax and other receivables		(282,099)	(384,868)
Prepaid expenses		(20,408)	(1,301)
Other assets		(20,326)	13,261
Accounts payable and accrued expenses		650,874	88,623
Due to related parties		(1,538)	(37,352)
Security deposits		521,249	25,661
Deferred income		14,706	(15,610)
Net cash generated from operating activities		**6,301,487**	**3,734,826**
Investing activities:			
Cash paid in TERRA's acquisition, net of cash acquired	4	(11,279,567)	-
Acquisition of investment properties	8	(5,454,474)	(5,868,486)
Capital expenditures on investment properties	8	(864,517)	(624,391)
Interest received		338,830	286,291
Equity distributions from joint ventures		5,337	-
Equity contributions to joint ventures		(200,472)	-
Proceeds from disposal of investment properties		-	478,856
Net cash used in investing activities		**(17,454,863)**	**(5,727,730)**
Financing activities:			
Return of equity	12	(1,083,701)	-
Dividends paid	12	(2,665,445)	(2,572,664)
Proceeds from debt	11	13,997,571	-
Repayments of debt	11	(8,064,258)	(67,776)
Interest paid	11	(909,067)	(658,725)
Proceeds from rights offering	12	9,660,000	6,877,831
Rights offering issuance costs	12	(267,059)	(196,985)
Acquisition of exchange rate options		-	(37,246)
Net cash generated from financing activities		**10,668,041**	**3,344,435**
Net (decrease) increase in cash and cash equivalents		**(485,335)**	**1,351,531**
Effect of foreign currency exchange rate changes on cash and cash equivalents		(554,206)	(733,293)
Cash and cash equivalents at the beginning of the year	5	3,322,815	2,704,577
Cash and cash equivalents at the end of the year		**$ 2,283,274**	**$ 3,322,815**
Non-cash transactions:			
CBFIs issued, related to TERRA's acquisition	4	$ 13,694,227	$ -
CBFIs issued, related to TERRA's acquisition second tender offer	14	3,611,648	-
CBFIs issued, related to the incentive fee	10 & 12	716,392	1,028,451
Dividends in CBFIs	12	1,955,832	-
Total non-cash transactions		**$ 19,978,099**	**$ 1,028,451**

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

Notes to the Consolidated Financial Statements

As of December 31, 2024, and 2023, and for the years then ended
In thousands of Mexican pesos, except per CBFI (acronym for trust certificates in Spanish)

1. Main activity and structure

Main activity – Fideicomiso Irrevocable 1721 Banco Actinver, S. A. Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria or FIBRA Prologis ("FIBRAPL" or the "Trust") is a trust formed according to the Irrevocable Trust Agreement 1721 dated August 13, 2013 ("Date of Inception").

FIBRAPL is a Mexican real estate investment trust authorized by Mexican law (Fideicomiso de Inversión en Bienes Raices, or FIBRA, as per its name in Spanish) with its address at Paseo de los Tamarindos No. 90, Torre 2, Piso 22, Bosques de las Lomas, Cuajimalpa de Morelos, C. P. 05120. The primary purpose of FIBRAPL is the acquisition and/or development of logistics real estate assets in Mexico, generally with the purpose of leasing such assets to third parties under long-term operating leases.

The term of FIBRAPL is indefinite in accordance with the Trust Agreement. FIBRAPL does not have employees; hence, it does not have labor obligations. All administrative services are provided by Prologis Property México S. A. de C. V. ("Manager"), a wholly owned subsidiary of Prologis, Inc. ("Prologis").

Structure – FIBRAPL's parties are:

Trustor:	Prologis Property México, S. A. de C. V.
First beneficiaries:	CBFI holders
Trustee:	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria
Common representative:	Monex Casa de Bolsa, S. A. de C. V., Monex Grupo Financiero
Manager:	Prologis Property México, S. A. de C. V.

According to the Mexican Credit Institutions Law, a trust must name a technical committee under the rules set forth in its trust agreement. In this regard, prior to its initial public offering, FIBRAPL named its technical committee (the "Technical Committee"), which, among other things: (i) oversees compliance with guidelines, policies, internal controls and audit practices, reviews and approves auditing and reporting obligations of FIBRAPL and its subsidiaries ("consolidated FIBRAPL"), (ii) makes certain decisions relating to governance, particularly in the event of a potential conflict with managers or its related parties, and (iii) monitors the establishment of internal controls and mechanisms to verify that each incurrence of indebtedness by consolidated FIBRAPL is compliant with applicable rules and regulations of the Mexican Stock Exchange. The Technical Committee currently has eleven members, a majority of whom are independent.

Acquisition of Terrafina – On August 6, 2024, FIBRAPL acquired a controlling interest (77.13%) and began consolidating CI Banco, S. A. Institución de Banca Múltiple, Fideicomiso F/00939 or FIBRA TERRAFINA ("TERRA") and subsidiaries. TERRA is a Mexican trust created pursuant to trust agreement F/00939 dated January 29, 2013 (as amended on March 15, 2013), authorized by Mexican law with its address at Presidente Masaryk 61, piso 7, Colonia Chapultepec Morales, Miguel Hidalgo, Ciudad de México, 11570. TERRA is a trust with 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. See note 4.

On November 26, 2024, FIBRAPL acquired an additional controlling interest of 12.75% in TERRA, increasing its ownership from 77.13% to 89.88%. See note 14.

2. Basis of presentation

a. **Statement of compliance -** The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (hereinafter IFRS or IAS) as issued by the International Accounting Standards Board (IASB).

b. **Functional currency and reporting currency –** The consolidated financial statements are presented in thousands of Mexican pesos and the accompanying notes are presented in thousands or in millions of Mexican pesos, the local currency in Mexico, unless otherwise indicated. Consolidated FIBRAPL's functional currency is the U. S. dollar. All the financial information in Mexican pesos and U. S. dollars has been rounded up to the nearest thousand or million.

c. **Going concern basis of accounting -** FIBRAPL consolidated financial statements as of December 31, 2024, and 2023 and for the years then ended have been prepared on a going concern basis, which assumes that FIBRAPL will be able to meet the mandatory repayment terms of the banking facilities disclosed in note 11. Management has a reasonable expectation that consolidated FIBRAPL has adequate resources to continue as a going concern and has the ability to realize its assets at their recognized values and to extinguish or refinance its liabilities in the normal course of business.

d. **Critical accounting judgments and estimates –** The preparation of the consolidated financial statements require the use of certain critical accounting estimates and requires management to exercise its judgment in the process of applying consolidated FIBRAPL's accounting policies. The notes to the consolidated financial statements discuss areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the consolidated financial statements.

Estimates and judgments are continually evaluated and are based on management experience and other factors, including reasonable expectations of future events. Management believes the estimates used in preparing the consolidated financial statements are reasonable. Actual results in the future may differ from those reported and therefore it is possible, on the basis of existing knowledge, that outcomes within the next financial year are different from our assumptions and estimates and could result in an adjustment to the carrying amounts of the assets and liabilities previously reported. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed as follows:

i. Fair value of investment properties

Consolidated FIBRAPL accounts for the value of its investment properties using the fair value model under IFRS 13.

At each valuation date, management reviews the latest independent valuations by verifying the significant inputs of the valuation and by holding discussions with independent appraisers to ensure that all pertinent information has been accurately and fairly reflected.

Discounted Cash Flows ("DCF") models are the primary basis of assessment of value; and this is the methodology consolidated FIBRAPL has adopted.

Valuations are based on various assumptions such as tenure, leasing, town planning by management, the condition and repair of buildings and sites, including ground and groundwater contamination, as well as the best estimates of gross profit, reversionary rents, leasing periods, purchasers' costs, etc.

ii. Fair value of financial liabilities

For disclosure purposes only, the fair value of interest-bearing debt, mainly long-term debt, is estimated by calculating, for each individual loan, the present value of future anticipated cash payments of interest and principal over the remaining term of the loan using an appropriate discount rate. The discount rate represents an estimate of the market interest rate for debt of a similar type and risk to the debt being valued, and with a similar term to maturity. These estimates of market interest rates are made by consolidated FIBRAPL management based on market data from mortgage brokers, conversations with lenders and from mortgage industry publications.

iii. Method of acquisition accounting

Significant judgment is required to determine if an acquisition of shares of a company holding real estate assets or an acquisition of real estate assets qualifies as a business combination.

Management makes this determination based on whether it has acquired an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income or generating other income from ordinary activities as defined in IFRS 3, such as employees, service provider agreements and major input and output processes, as well as the number and nature of active lease agreements.

Acquisitions of properties made during the years ended December 31, 2024 and 2023 by consolidated FIBRAPL were accounted for as acquisitions of assets and not as business combinations.

e. **Basis of measurement –** The consolidated financial statements were prepared on a historical cost basis, except for derivative financial instruments and investment properties, which were recognized at fair value.

3. Material accounting policies

The material accounting policies adopted in the preparation of these consolidated financial statements are set forth below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

New standards and amendments: A number of new standards and amendments to standards and interpretations that are relevant for consolidated FIBRAPL and effective for annual periods beginning on January 1, 2024, are listed below:

Effective date	New standards or amendments
January 1, 2024	Classification of Liabilities as Current or Non-current (Amendment to IAS 1)
	Non-current liabilities with Covenants (Amendments to IAS 1)
	Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)

As of December 31, 2024, the adoption of the standards or amendments did not have an impact on the consolidated financial statements of FIBRAPL.

Standards or amendments issued but not yet effective: New amendments to standards are effective for annual periods beginning after January 1, 2025, and earlier application is permitted; however, consolidated FIBRAPL has not early adopted the following new or amended standard in preparing these consolidated financial statements.

Below is a list of standards/interpretations that have been issued as of December 31, 2024, but are not yet effective, and are not early adopted by consolidated FIBRAPL.

Effective date	New standards or amendments
January 1, 2025	Lack of Exchangeability (Amendments to IAS 21)
January 1, 2026	Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7
	Annual Improvements to IFRS Accounting Standards - Volume 11
January 1, 2027	IFRS 18 Presentation and Disclosure in Financial Statements

Management estimates that the adoption of the above standards and amendments, will not have an impact on the consolidated financial statements, except for IFRS 18, for which consolidated FIBRAPL is currently assessing the potential economic implications.

Set out below is an index of the material accounting policies, the details of which are available on the pages that follow.

a. Basis of consolidation

The consolidated financial statements presented include all activities of FIBRAPL and its subsidiaries.

i. Subsidiaries

Subsidiaries are entities controlled by consolidated FIBRAPL. Consolidated FIBRAPL controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to 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. These consolidated financial statements include the net assets and results of TERRA (and its subsidiaries) as of December 31, 2024, and for the period of 148 days starting August 6, 2024 and ended December 31, 2024.

As of December 31, 2024, consolidated FIBRAPL had ownership in the following entities:

Trust	Trustee	Country	Ownership	Main activity
F/2609	Banco Invex, S. A., Institución de Banca Múltiple, Invex Grupo Financiero	Mexico	89.88%	Real Estate
F/128	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/129	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/824	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/666	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/2171	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/2989	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/2991	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/2996	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3275	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3276	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3277	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3457	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3458	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3459	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/1411	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/1412	CI Banco, S. A., Institución de Banca Múltiple	Mexico	89.88%	Real Estate
F/3186	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3230	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3231	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3232	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3233	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3234	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3235	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/3236	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/4581	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/4582	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
F/4583	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver	Mexico	89.88%	Real Estate
-	TF Administradora, S. R. L. de C. V. (Entity)	Mexico	89.88%	Administrative services

ii. Non-controlling interests

Non-controlling interests are measured as the minority investor's proportionate share of the fair value of the identifiable net assets of TERRA at the acquisition date which was August 6, 2024. Subsequently, profit or loss and each component of other comprehensive income are attributed to the CBFI holders of consolidated FIBRAPL and to the non-controlling interests.

Changes in consolidated FIBRAPL's interest in TERRA that do not result in a loss of control are accounted for as equity transactions. See note 14.

iii. Transactions eliminated on consolidation

Consolidated FIBRAPL balances and transactions, and any unrealized income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of consolidated FIBRAPL's interest in the investee.

b. Foreign currency

Transactions and balances

In preparing the financial information of consolidated FIBRAPL in its functional currency, transactions in currencies other than U. S. dollars are recognized at the rates of exchange prevailing at the date of the transaction. Equity items are valued at historical exchange rates. At the end of each reporting period, monetary items denominated in Mexican pesos are translated into U. S. dollars at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in Mexican pesos are translated into U. S. dollars, at the rates prevailing at the date when the fair value was determined. Exchange rate differences on monetary items are recognized in profit or loss in the period in which they arise.

Translation to presentation currency

For purposes of presenting these consolidated financial statements, the assets and liabilities are translated into Mexican pesos using exchange rates prevailing at the end of the reporting period. Income, expenses and equity items are translated at the exchange rate prevailing at the date of the transaction. Exchange rate differences arising, if any, are recognized in Other Comprehensive Income ("OCI").

c. Acquisition

Where property is acquired, via corporate acquisitions or otherwise, management considers the substance of the assets and activities of the acquired entity in determining whether the acquisition represents the acquisition of a business. Where such acquisitions are not determined to be an acquisition of a business, they are not treated as business combinations. Rather, the cost to acquire the corporate entity or assets and liabilities is allocated between the identifiable assets and liabilities of the entity based on their relative values at the acquisition date.

Consolidated FIBRAPL determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that, together, significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organized workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

d. Rental revenues

Consolidated FIBRAPL recognizes rental income from investment properties and other investment properties as revenues in the consolidated financial statements in line with the terms of lease agreements with customers, and on a straight-line basis over the period of each lease, many of which agreements are long-term.

Consolidated FIBRAPL leases its buildings to customers under agreements that are classified as operating leases because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. See note 18.

Rental income represents rents charged to customers and is recognized on a straight-line basis taking account of any rent-free periods and other lease incentives, net of any sales taxes, over the lease period to the first break option ("straight-line of lease rental revenue"). The straight-line of lease rental revenue asset is included in investment properties and other investment properties.

Rent payments received in advance are presented as prepaid rent in current liabilities, as they will be realized in the next twelve months.

Consolidated FIBRAPL offers certain services to customers comprising the overall property management, including common area maintenance services such as landscaping, property maintenance and security, as well as other administrative and support services, collectively, non-lease consideration (transferred separately from the right to use the underlying asset) and are within the scope of IFRS 15. Rental recoveries is comprised of expenses billed to customers and is recognized in the accounting period in which the services are rendered. Expenses are usually payable within 30 days.

Consolidated FIBRAPL arranges for third parties to provide certain of these services to its tenants and concluded that it acts as a principal in relation to these services as it controls the specified services before transferring them to the customer. Therefore, the related revenues are recorded on a gross basis; other property income primarily includes late fees.

All revenues recognized by consolidated FIBRAPL are analyzed by management based on the location of the respective properties. See note 19.

e. Finance costs

Consolidated FIBRAPL finance costs include:

- Interest expense;
- Unused credit facility fee;
- Amortization of deferred financing cost;
- Amortization of debt premium, net; and
- Loss on early extinguishments of debt.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the amortized cost of the financial liability.

In calculating interest expense, the effective interest rate is applied to the amortized cost of the liability.

f. Income tax and other taxes

Consolidated FIBRAPL is a real estate investment group of trusts for Mexican federal income tax purposes. Under Articles No. 187 and 188 of the Mexican Income Tax Law, consolidated FIBRAPL is obligated to distribute an amount equal to at least 95% of its net taxable income to its CBFI holders on an annual basis. If the net taxable income during any fiscal year is greater than the distributions made to CBFI holders during the twelve months, consolidated FIBRAPL is required to pay tax at a rate of 30% for such excess. Management expects to distribute 100% of the taxable income of consolidated FIBRAPL.

Consolidated FIBRAPL is a registered group of trusts for Value Added Tax ("VAT") in Mexico. VAT is triggered on a cash flow basis when carrying out specific activities carried out within Mexico and is charged at a rate of 16% throughout the country, with the exception of the northern border region, whereby presidential decree it has been charged at a rate of 8% since the beginning of 2019. On December 31, 2020, the "Decree modifying the various tax incentives for the northern border region", extended this rate for the northern border region through December 31, 2024.

g. Cash and cash equivalents

Cash and cash equivalents includes cash, demand deposits held at financial institutions, including funds held to meet tenant deposit obligations, and other short-term, highly liquid investments with daily maturities readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

h. Value added tax and other receivables

For the years ended December 31, 2024, and 2023, receivable balances are mainly VAT paid in connection with the purchase of investment properties which will be requested for reimbursement to consolidated FIBRAPL. Additionally, consolidated FIBRAPL submits withholding taxes to the Mexican taxing authorities as a result of interest paid to foreign creditors. Withholding tax payments are recognized as an expense unless they are expected to be reimbursed to consolidated FIBRAPL by the foreign creditor. If consolidated FIBRAPL expects to be reimbursed, the amount is recorded as other receivables.

i. Prepaid expenses

Prepaid expenses are recognized at historical cost and subsequently amortized against profit or loss during the period when benefits or services are obtained. As of December 31, 2024, and 2023, prepaid expenses are comprised primarily of prepaid insurance and other prepaid expenses attributable to the investment properties.

j. Investment properties and other investment properties

Investment properties are properties held to earn rental income and for capital appreciation by leasing to third parties under long term operating leases. Investment properties are measured initially at cost, which includes transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to consolidated FIBRAPL and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

An investment property is derecognized upon disposal when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Real estate assets, other than industrial properties or non-industrial spaces within industrial properties, are presented in Other investment properties in the consolidated statement of financial position. Other investment properties pertains to non-strategic real estate assets that consolidated FIBRAPL does not intend to operate long-term.

Closing costs are capitalized to the basis of the property, which may include due diligence, appraisal, legal fees and taxes.

k. Disposition of investment properties and other investment properties

Consolidated FIBRAPL has opted to disclose the gain or loss on the disposition of an investment property in the Gain on valuation of investment properties and other investment properties in the consolidated statement of comprehensive income, instead of disclosing separately.

l. Investments accounted using equity method

A joint venture is a type of arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint ventures are accounted for using the equity method. The carrying amount of joint ventures is increased or decreased to recognize the share in the profit or loss for the period and other comprehensive income of the joint venture, adjusted as necessary to ensure consistency with consolidated FIBRAPL's accounting policies.

As of December 31, 2024, consolidated FIBRAPL's 89.88% ownership in TERRA also includes the following three joint ventures:

Trust	Joint venture	Location	Ownership	Main activity
F/2717	Monex Casa de Bolsa, S. A. de C. V.	Mexico	50%	Real Estate
F/3485	Monex Casa de Bolsa, S. A. de C. V. (*)	Mexico	50%	Real Estate
F/3927	CI Banco, S. A., Institución de Banca Múltiple (**)	Mexico	50%	Real Estate

** Contains the guarantee Trust F/5456 with 100% ownership.*

*** Contains the guarantee Trust F/4090 with 100% ownership.*

m. Other assets

Other assets are comprised of utility deposits mainly from "Comisión Federal de Electricidad" that could be reimbursed once the service agreement is cancelled.

n. Segment financial information

Operating segments are identified based on consolidated FIBRAPL reports reviewed by senior management, identified as the chief operating decision maker, for the purpose of allocating resources to each segment and to assess its performance. Accordingly, as information reported to senior management is focused on the location of the respective properties, six reportable segments aggregated by geographic market have been identified. See note 19.

o. Financial instruments

i. Recognition and initial measurement

Financial assets and financial liabilities are recognized when consolidated FIBRAPL becomes a party to the contractual provisions of the instruments and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities measured at fair value through profit or loss are recognized immediately in profit or loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortized cost, Fair Value Through Other Comprehensive Income ("FVOCI") or Fair Value Through Profit or Loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition unless consolidated FIBRAPL changes its business model for managing financial assets, in which case all affected financial assets are reclassified to the new category at the time the change in the business model has occurred.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not classified as measured at FVTPL:

— it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

— its contractual terms give rise on specified dates to cash flows that are Solely Payments of the Principal and Interest ("SPPI") on the principal amount outstanding.

Consolidated FIBRAPL's non-derivative financial assets (mainly trade receivables) meet these conditions and are substantially measured at amortized cost.

Derivative financial instruments are measured at fair value through profit or loss.

Financial assets - Subsequent measurement and gains and losses

Consolidated FIBRAPL determined the allowance for uncollectible trade receivables considering the risk level criteria assigned to each tenant and market where the investment property is located. The corresponding expected loss rate is applied in ranges from 1.0% to 5.0% for current accounts receivable and 100% for unrecoverable accounts receivable.

Financial Assets	Subsequent measurement and gains and losses
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gain and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

The expected credit loss calculation of allowance for uncollectible trade receivables as of December 31, 2024, and 2023, determined the reserve of accounts receivable recognized by consolidated FIBRAPL. See note 6.

Financial liabilities - Classification, subsequent measurement and gains and losses.

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, if it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and gains or losses arising from changes in the fair value, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense, foreign currency gains and losses, and any gains or losses on derecognition for these financial liabilities are recognized in profit or loss. All non-derivative financial liabilities of consolidated FIBRAPL, including interest bearing borrowings, are measured at amortized cost.

iii. Derecognition

Financial assets

Consolidated FIBRAPL derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred and consolidated FIBRAPL does not retain control of the financial asset.

Financial liabilities

Consolidated FIBRAPL derecognizes a financial liability when its contractual obligations are discharged, canceled or expired. Consolidated FIBRAPL also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in Consolidated Statement of Comprehensive Income.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Consolidated Statement of Financial Position when, and only when, consolidated FIBRAPL has a legally enforceable right to offset the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

p. Distributions

Consolidated FIBRAPL distributions are paid in either cash or CBFI and recognized when an obligation is established and the distributions have been approved by the Manager or Technical Committee, as applicable. Provisions for distributions to be paid in cash or CBFIs by consolidated FIBRAPL are recognized on the consolidated statement of financial position as a liability or CBFI holders' capital, respectively, and a reduction of Retained Earnings.

q. Security deposits

Consolidated FIBRAPL obtains reimbursable security deposits from customers based on signed lease agreements as a guarantee of the rent payments for the life of the lease. These deposits are recognized as a non-current financial liability and carried at amortized cost.

r. Earnings per CBFI

Basic earnings per CBFI are calculated by dividing consolidated FIBRAPL profit attributable to CBFI holders by the weighted average number of CBFIs outstanding during the period. The diluted earnings per CBFI are calculated the same as the basic earnings per CBFI.

s. Contributed equity

The CBFIs are classified as equity and recognized at the fair value of the consideration received by consolidated FIBRAPL. Transaction costs resulting from the issuance of equity are recognized directly in equity as a reduction to the proceeds from issuance of CBFI.

t. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal market or, in its absence, the most advantageous market to which consolidated FIBRAPL has access at that date. The fair value of a liability reflects its nonperformance risk.

A number of consolidated FIBRAPL accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets. See note 2.

4. Acquisition of TERRA

On August 6, 2024, FIBRAPL announced that the settlement of its tender offer, launched on February 13, 2024, has been completed successfully which consisted on (i) the acquisition by FIBRAPL of 606,417,404 TERRA CBFIs (exchange ratio of 0.63x FIBRAPL CBFIs for each TERRA CBFI); (ii) the issuance by FIBRAPL of 217,092,999 CBFIs in exchange for the tendered TERRA CBFIs; and (iii) the payment in cash by FIBRAPL of $11,782,140.3 thousands of Mexican pesos to TERRA's CBFI holders who elected to exercise their cash option (33.3% of the total offering amount); all these representing 77.13% of the total outstanding TERRA CBFIs and respective voting rights.

The acquisition of TERRA does not meet the definition of a business as per IFRS 3 "Business Combinations", as the transaction consists in the acquisition of investment properties that will be managed and operated by FIBRAPL; therefore, the transaction was accounted for as an asset acquisition. The difference between the cost and the estimated fair value (excess or bargain consideration) was allocated to the real estate properties and investment in equity accounted investments. All other assets and liabilities assumed were recorded at fair value. Transaction costs have been capitalized as part of the acquired investment properties and joint ventures, proportionally to their relative fair value as of the date of acquisition.

The portfolio acquired by FIBRAPL was property managed by PLA Administradora Industrial, S. de R. L. de C. V., an affiliate of PGIM Real Estate, under a management agreement until December 31, 2024. The Asset management fee for this portfolio is equivalent to 0.50% of the current appraised value.

The TERRA portfolio included 269 logistics industrial properties, land and three joint ventures comprised of 27 logistics industrial properties and land.

On November 26, 2024, FIBRAPL acquired an additional controlling interest of 12.75% in TERRA, increasing its ownership from 77.13% to 89.88%. See note 14.

a. Consideration transferred

The following table summarizes the consideration issued for the acquisition of TERRA:

in thousands of Mexican pesos, except per CBFIs	TERRA's CBFIs acquired	FIBRAPL CBFIs issued	FIBRAPL CBFI price as of August 6, 2024	Total consideration
Cash paid	261,825,340	-	-	$ 11,782,140
CBFIs issued	344,592,064	217,092,999	$63.08	13,694,227
	606,417,404			**$ 25,476,367**

FIBRAPL accounted for the TERRA Transaction as an asset acquisition and as a result, the transaction costs of $786.8 million Mexican pesos, which included direct costs incurred to acquire the real estate assets, have been capitalized as part of the acquired investment properties and investments in joint ventures, proportionally to their relative fair value as of the date of acquisition.

b. Purchase price allocation

The purchase price, including transaction costs, was allocated as follows:

in thousands of Mexican pesos		Value
Investment properties	$	30,460,952
Other investment properties		23,708,947
Investments accounted using equity method		1,591,671
Cash and cash equivalents		502,573
Trade receivables		387,189
Prepaid expenses		78,552
Value added tax		372,067
Other assets		171,531
Debt		(20,775,785)
Accounts payable		(435,113)
Accrued expenses		(762,500)
Deferred income		(15,518)
Security deposits		(457,914)
Non-controlling interests		(9,350,285)
Consideration transferred	**$**	**25,476,367**

c. TERRA's real estate properties acquired

The following table shows TERRA's real estate properties acquired, which was a combination of investment properties and other investment properties:

Market		Value	Number of properties
Mexico City	$	12,333,149	26
Monterrey		1,373,355	8
Tijuana		2,972,682	11
Guadalajara		2,444,575	7
Reynosa		179,295	1
Ciudad Juárez		11,157,896	51
Other markets		23,708,947	165
Total TERRA's real estate properties acquired	**$**	**54,169,899**	**269**

The real estate properties generated $1,806.3 million Mexican pesos of rental income and $8,638.1 million Mexican pesos of profit, including the gain on valuation of investment properties and other investment properties, from the acquisition date of August 6, 2024 through December 31, 2024.

5. Cash and cash equivalents

Cash and cash equivalents were as follows:

in thousands of Mexican pesos		December 31, 2024		2023
Cash	$	1,835,726	$	338,535
Cash equivalents		447,548		2,984,280
Cash and cash equivalents	**$**	**2,283,274**	**$**	**3,322,815**

The restricted cash balance as of December 31, 2024 and December 31, 2023 was $5.0 million Mexican pesos and included in Other assets in the consolidated statement of financial position.

Restricted cash represents a reserve for repurchase of CBFIs on the open market or in privately negotiated transactions. See note 12.

6. Trade receivables

Trade receivables were as follows:

in thousands of Mexican pesos		December 31, 2024		2023
Trade receivables	$	558,057	$	104,393
Allowance for uncollectible trade receivables		(57,839)		(3,865)
Trade receivables	**$**	**500,218**	**$**	**100,528**

A summary of consolidated FIBRAPL's exposure to credit risk for trade receivables were as follows:

in thousands of Mexican Pesos		December 31, 2024		2023
Current	$	520,137		98,263
From 91 to 120 days		12,626		2,041
From 121 to 150 days		18,861		3,049
Over 150 days		6,433		1,040
Total	**$**	**558,057**	**$**	**104,393**

The movement of the allowance for uncollectible trade receivables was as follows:

in thousands of Mexican Pesos	For the year ended December 31, 2024	2023
Beginning balance	$ (3,865)	$ (682)
Acquired balance of TERRA	(54,806)	-
Increase allowance	(6,690)	(12,618)
Utilization of allowance	7,522	9,435
Allowance for uncollectable trade receivables	**$ (57,839)**	**$ (3,865)**

7. Value added tax and other receivables

Value added tax and other receivables were as follows:

in thousands of Mexican pesos	December 31, 2024	2023
Value added tax	$ 1,097,433	$ 668,902
Other receivables	8,321	9,504
Value added tax and other receivables	**$ 1,105,754**	**$ 678,406**

8. Investment properties and other investment properties

The reconciliation of investment properties and other investment properties is as follows:

in thousands of Mexican pesos	For the year ended December 31, 2024	2023
Beginning balance	$ 83,465,464	$ 74,789,750
Translation effect from functional currency (*)	22,863,975	(10,196,277)
TERRA's real estate properties acquisition (see note 4)	54,169,899	-
Acquisition of investment properties (**)	5,454,474	5,868,486
Capital expenditures, leasing commissions and tenant improvements	864,517	624,391
Straight-line of lease rental revenue	65,728	24,897
Gain on valuation of investment properties	18,164,628	12,354,217
Investment properties and other investment properties	**$ 185,048,685**	**$ 83,465,464**
Less: Other investment properties (***)	**$ (29,066,073)**	**$ (58,658)**
Investment properties	**$ 155,982,612**	**$ 83,406,806**

* The fair value of investment properties is translated from U. S. dollar to Mexican peso. The U. S. dollar to Mexican peso exchange rate were as follows:

	December 31, 2024	August 6, 2024	December 31, 2023	December 31, 2022
Exchange rate	20.5103	19.3905	16.8935	19.3615

** Acquisitions are listed below.

*** Includes non-strategic real estate assets acquired that consolidated FIBRAPL does not intend to operate long-term.

Acquisitions of investment properties, excluding the acquisition of TERRA, during the years ended December 31, 2024 and 2023 were as follows:

				Acquisition value including closing costs	
in millions, except lease area square feet	Date	Market	Lease area square feet	Mexican pesos	U. S. dollars
Acquisitions:					
Vallejo DC 4	Jan 31, 2024	Mexico City	50,335	$ 101.5	$ 5.9
Villa Florida II Building #4	Jul 9, 2024	Reynosa	274,047	480.9	26.7
El Puente Building #1	Sep 23, 2024	Mexico City	324,134	710.4	36.7
El Puente Building #2	Sep 23, 2024	Mexico City	197,968	431.7	22.3
El Puente Building #3	Sep 23, 2024	Mexico City	145,800	382.2	19.7
El Puente Building #4	Sep 23, 2024	Mexico City	104,628	255.9	13.2
El Puente Building #5	Sep 23, 2024	Mexico City	224,755	561.7	29.0
El Puente Building #6	Sep 23, 2024	Mexico City	131,665	338.4	17.5
El Puente Building #7	Sep 23, 2024	Mexico City	233,417	554.1	28.6
El Puente Building #8	Sep 23, 2024	Mexico City	153,359	391.6	20.2
El Florido Building #3	Oct 9, 2024	Tijuana	410,682	1,246.1	64.4
Total acquisitions			**2,250,790**	**$ 5,454.5**	**$ 284.2**

				Acquisition value including closing costs	
in millions, except lease area square feet	Date	Market	Lease area square feet	Mexican pesos	U. S. dollars
Acquisitions:					
Juarez Building #5	Jun 16, 2023	Ciudad Juárez	242,121	$ 412.0	$ 24.1
Apodaca Building #8	Jun 16, 2023	Monterrey	104,634	193.8	11.3
El Florido Building #2	Jun 16, 2023	Tijuana	304,503	680.0	39.7
Juarez Building #2	Oct 16, 2023	Ciudad Juárez	460,081	880.8	48.9
Apodaca Building #10	Oct 16, 2023	Monterrey	658,568	1,017.6	56.4
Escobedo I	Nov 21, 2023	Monterrey	118,093	149.4	8.7
Escobedo II	Nov 21, 2023	Monterrey	118,093	155.8	9.1
Escobedo II B + Expansion	Nov 21, 2023	Monterrey	202,780	267.2	15.5
Escobedo Land Reserve	Nov 21, 2023	Monterrey	229,056	49.9	2.9
Juarez Building #4	Dec 8, 2023	Ciudad Juárez	538,720	1,083.6	62.2
Villa Florida II Building #2	Dec 11, 2023	Reynosa	590,108	978.4	56.4
Total acquisitions			**3,566,757**	**$ 5,868.5**	**$ 335.2**

Investment property dispositions during the year ended December 31, 2023 were as follows:

in millions, except lease area square feet	Date	Market	Lease area square feet	Assets sale price Mexican pesos	U. S. dollars
Dispositions:					
Dynatech Ind. Ctr. #1	Jun 22, 2023	Ciudad Juárez	48,078	$ 18.2	$ 1.1
Dynatech Ind. Ctr. #2	Jun 22, 2023	Ciudad Juárez	175,019	47.1	2.7
Dynatech Ind. Ctr. #3	Jun 22, 2023	Ciudad Juárez	106,915	39.6	2.3
Matamoros Ind. Ctr. #1	Jun 22, 2023	Reynosa	298,840	292.6	17.0
Laredo Industrial Center #1	Jun 28, 2023	Reynosa	84,987	81.4	4.8
Total dispositions			**713,839**	**$ 478.9**	**$ 27.9**

Consolidated FIBRAPL obtained valuations from independent appraisers to determine the fair value of the investment properties and other investment properties.

Disclosed below is the valuation technique used to measure the fair value of investment properties and other investment properties, along with the significant unobservable inputs used.

i) Valuation technique

The valuation model considers the present value of net cash flows to be generated by the property, taking into account the expected rental growth rate, vacancy periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

ii) Significant unobservable inputs

	December 31, 2024	December 31, 2023
Occupancy rate	98.3%	99.8%
Risk adjusted discount rates	From 8.00% to 13.00% Weight Avg. 9.54%	From 8.25% to 11.25% Weight Avg. 9.20%
Risk adjusted capitalization rates	From 6.25% to 10.75% Weight Avg. 7.67%	From 6.25% to 9.25% Weight Avg. 7.11%

iii) Interrelationship between key unobservable inputs and fair value measurement

The estimated fair value would increase (decrease) if:

a. Expected market rental income per market were higher (lower)
b. Vacancy periods were shorter (longer)
c. The occupancy rate was higher (lower)
d. Rent-free periods were shorter (longer) or
e. The risk adjusted discount rate were lower (higher)

Investment properties Valuation Sensitivity Analysis

A variation of +/- 0.25% on capitalization rates would increase or decrease the change in investment properties' values as follows:

Valuation %	Thousands of Mexican pesos		Change in current value
0.25% increase	**$**	**(7,428,358)**	**(3.99%)**
0.25% decrease	**$**	**8,017,076**	**4.30%**

9. Investments accounted using equity method

Through the acquisition of TERRA, consolidated FIBRAPL has an indirect ownership in three joint ventures, which consist of:

- A joint venture agreement with Controladora y Parques American Industries, S. A. de C. V. for investment through Trust F/2717 in the acquisition, development and leasing of commercial properties in Mexico ("American").

- A joint venture agreement with Avante Parques Industriales, S. A. de C. V. and Avante Naves Industriales, S. A. de C. V. for investment through Trust F/3485 in the acquisition, development and leasing of commercial properties in Mexico ("Avante").

- A joint venture agreement with Monarch Member, LLC for investment through Trust F/3927 in the acquisition, development and leasing of commercial properties in Mexico. Consolidated FIBRAPL is entitled to receive an incentive fee once the performance returns on the investments have been met, in accordance with the provisions of the beneficiary agreement, and it is paid at the liquidation of such investments ("Monarch").

Below is a condensed summary of the financial information of the joint ventures:

Statements of financial position in thousands of Mexican pesos	December 31, 2024 American	Avante	Monarch	Total
Assets				
Current assets:				
Cash and cash equivalents	$ 44,987	$ 5,070	$ 236,830	$ 286,887
Other assets	66,786	25,782	251,554	344,122
	111,773	**30,852**	**488,384**	**631,009**
Non-current assets:				
Investment properties	$ 1,906,637	$ 1,724,300	$ 8,044,130	$ 11,675,067
Other assets	-	-	5,705	5,705
	1,906,637	**1,724,300**	**8,049,835**	**11,680,772**
Total assets	**$ 2,018,410**	**$ 1,755,152**	**$ 8,538,219**	**$ 12,311,781**
Liabilities				
Current liabilities:				
Current portion of debt	$ 8,800	$ 205	$ 233,694	$ 242,699
Other liabilities	15,950	157,152	69,107	242,209
	24,750	**157,357**	**302,801**	**484,908**
Non-current liabilities:				
Debt	$ 1,014,834	145,433	3,284,862	4,445,129
Other liabilities	10,011	46,632	77,647	134,290
	1,024,845	**192,065**	**3,362,509**	**4,579,419**
Total liabilities	**$ 1,049,595**	**$ 349,422**	**$ 3,665,310**	**$ 5,064,327**

Statements of comprehensive income in thousands of Mexican pesos	For the period from August 6, 2024 to December 31, 2024 American	Avante	Monarch	Total
Revenues:	**$ 53,678**	**$ 60,822**	**$ 192,873**	**$ 307,373**
Operating expenses and other income and expenses:				
Operating expenses and other income and expenses, net	$ (15,711)	$ (15,806)	$ (99,043)	$ (130,560)
Gain on valuation of investment properties	501,473	398,322	2,207,689	3,107,484
Total operating expenses and other income and expenses:	**485,762**	**382,516**	**2,108,646**	**2,976,924**
Profit for the year and comprehensive income	**$ 539,440**	**$ 443,338**	**$ 2,301,519**	**$ 3,284,297**

10. Related party information

The detail of transactions with its related parties (all of them affiliates) is as follows:

a. Related parties

In accordance with the management agreement between FIBRAPL and the Manager (the "Management Agreement"), the Manager is entitled to receive the following fees and commissions:

i. **Asset management fee:** annual fee is equivalent to 0.75% of the current appraised value up to $5,000.0 million U. S. dollars; incremental amount above $5,000.0 million U. S. dollars, the annual fee is equivalent to 0.60% of the current appraised value for consolidated FIBRAPL portfolio. This fee is calculated in accordance with the valuation policies approved by the Technical Committee under each Trust Agreement, based on annual appraisals, plus investment cost for assets that have not been appraised, plus the applicable VAT, paid quarterly. The asset management fee will be prorated with respect to any asset that has been owned less than a full calendar quarter.

ii. **Property management fee:** fee equal to 3.0% of the revenues generated by the properties, paid monthly.

iii. **Leasing commission:** fee equal to certain percentages of total rent undersigned lease agreements as follows: (i) 5.0% in connection with years one through five of the respective lease agreements; (ii) 2.5% in connection with years six through ten of the respective lease agreements; and (iii) 1.25% in connection with years eleven and beyond of the respective lease agreements. For renewals of existing leases, percentages will be 2.5%, 1.25% and 0.62% for the periods mentioned in bullet points (i), (ii) and (iii), respectively. One half of each leasing fee is payable at signing or renewal and one half is payable at commencement of the applicable lease. The leasing fee will be paid in full to the Manager, unless a third-party listing broker provides the procuring or leasing, expansion, or renewal service, in which case the Manager shall not be entitled to a leasing fee.

iv. **Development fee:** contingent fee equal to 4.0% of total project cost of capital improvements (including replacements and repairs to the properties managed by the Manager, including improvements by the lessor), excluding land or new property development payable upon completion of the project.

v. **Maintenance cost:** includes maintenance employee payroll expenses, plus a 1.5% commission incurred on consolidated FIBRAPL properties in favor of Prologis.

vi. **Incentive fee:** annual fee equal to 10.0% of cumulative total CBFI holder returns in excess of an annual compound expected return of 9.0%, paid annually in CBFIs, must be approved at the ordinary holders meeting with each payment subject to a six-month lock-up, as established under the Management Agreement. The return measurement related to the incentive fee is based on a cumulative period. The return measurement period for the year ended December 31, 2024 was June 5, 2023 to June 4, 2024.

An affiliate is an entity that is related to another entity by ownership, control, or some other significant connection, including associates as defined under IFRS.

b. Due to related parties

The outstanding balances due to related parties were as follows:

in thousands of Mexican pesos	December 31, 2024	December 31, 2023
Property management fee	$ 17,746	$ 14,366
Asset management fee	-	1,511
Total due to related parties	**$ 17,746**	**$ 15,877**

c. Transactions with related parties

As mentioned in note 4, the TERRA portfolio is property managed by a third party until December 31, 2024.

Transactions with related parties were as follows:

	For the year ended December 31,	
in thousands of Mexican pesos	2024	2023
Asset management fee	$ 864,066	$ 550,991
Property management fee	$ 186,103	$ 155,975
Leasing commission	$ 36,159	$ 50,794
Development fee	$ 13,815	$ 17,702
Maintenance cost	$ 8,689	$ 7,784
Incentive fee	$ 716,392	$ 1,028,451

11. Debt

The following table summarizes the debt, all denominated in U. S. dollars:

in thousands	Reference	Maturity date(2)	Fair Value as of December 31, 2024 U. S. dollars	Fair Value as of December 31, 2024 Mexican pesos	December 31, 2024 Rate	December 31, 2024 U. S. dollars	December 31, 2024 Mexican pesos	December 31, 2023 Rate	December 31, 2023 U. S. dollars	December 31, 2023 Mexican pesos
Senior Notes (Unsecured) (1)	a.	Jul, 2029	$ 484,270	$ 9,932,522	4.962%	$ 500,000	$ 10,255,150	N/A	$ -	$ -
Green bond (Unsecured)	b.	Nov, 2032	325,783	6,681,870	4.12%	375,000	7,691,363	4.12%	375,000	6,335,063
Private Placement (Unsecured)	c.	Jul, 2039	255,545	5,241,300	3.48%(3)	300,000	6,153,090	3.48%(3)	300,000	5,068,050
Green bond (Unsecured)		Apr, 2031	61,398	1,259,300	3.73%	70,000	1,435,721	3.73%	70,000	1,182,545
Metropolitan Life Insurance Company (Secured)	d.	Dec, 2026	63,551	1,303,464	5.18%(3)	64,706	1,327,139	5.18%(3)	66,714	1,127,033
Prudential Insurance Company and Metropolitan Life Insurance Co. (The Pru-Met Loan) 1st. Section (Secured)	e.	Feb, 2026	50,895	1,043,880	4.67%	51,337	1,052,937	4.67%	52,540	887,584
Prudential Insurance Company and Metropolitan Life Insurance Co. (The Pru-Met Loan) 2nd. Section (Secured)	e.	Feb, 2026	50,895	1,043,881	4.67%	51,337	1,052,937	4.67%	52,540	887,584
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México – Term Loan (Unsecured) (1)	f.	Jul, 2027	199,765	4,097,246	3 months SOFR (4.69%) + 165 bps	200,000	4,102,060	N/A	-	-
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México – New Revolver (Unsecured) (1)	f.	Jul, 2026	31,132	638,517	3 months SOFR (4.69%) + 145 bps	31,200	639,921	N/A	-	-
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Unsecured) (1)	g.	Feb, 2025	67,000	1,374,190	1 month SOFR (4.53%) + 95 bps	67,000	1,374,190	N/A	-	-
BBVA México, S. A., Institución de Banca Múlitple, Grupo Financiero BBVA México (Unsecured)	h.	Sep, 2025	100,000	2,051,030	SOFR (4.53%) + 80 bps	100,000	2,051,030	N/A	-	-
Scotiabank Inverlat, S. A., Institución de Banca Múltiple, Grupo Financiero Scotiabank Inverlat (Unsecured)	i.	Mar, 2025	50,000	1,025,515	SOFR (4.53%) + 90 bps	50,000	1,025,515	N/A	-	-
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured) (1)	j.	Sep, 2025	50,000	1,025,515	1 month SOFR (4.53%) + 100 bps	50,000	1,025,515	N/A	-	-
Citibank N. A. Credit facility (Unsecured)	k.	Apr, 2026	95,000	1,948,479	1 month SOFR (4.53%) + 133 bps	95,000	1,948,479	N/A	-	-
Scotiabank, CIBanco, S. A. I. B. M. Fideicomiso F/00939	l.	Apr, 2025	100,000	2,051,030	1 month SOFR (4.53%) + 99 bps	100,000	2,051,030	N/A	-	-
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured) (1)	m.	Jun, 2025	75,000	1,538,273	1 month SOFR (4.53%) + 100 bps	75,000	1,538,273	N/A	-	-
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured) (1)	n.	Jun, 2025	75,000	1,538,273	1 month SOFR (4.53%) + 100 bps	75,000	1,538,273	N/A	-	-
		Total	**2,135,234**	**43,794,285**		**2,255,580**	**46,262,623**		**916,794**	**15,487,859**
Debt interest accrued						23,533	482,705		6,613	111,709
Debt premium (discount), net						(10,435)	(214,025)		2,664	45,004
Deferred financing cost						(5,304)	(108,787)		(6,470)	(109,282)
		Total debt				**2,263,374**	**46,422,516**		**919,601**	**15,535,290**
Less: Current portion of debt						537,544	11,025,184		3,683	62,219
Total long-term debt						**$ 1,725,830**	**$ 35,397,332**		**$ 915,918**	**$ 15,473,071**

(1) Debt recorded in the acquisition of TERRA. See note 4.
(2) The Maturity date of Green Bond and Private Placement is considering the last due date of the Notes and USPP notes, respectively.
(3) Weighted average interest rate considering all contracts under this loan.

Loans detailed in the table above also include the following conditions:

a. Loan for $500.0 million U. S. dollars ($10,225.2 million of Mexican pesos) with a 10-year maturity in international markets, issued with The Bank of New York Mellon.

b. The Long Term Trust Certificates "Certificados Bursátiles Fiduciarios de Largo Plazo" (the "Notes") are senior obligations of consolidated FIBRAPL, and are due in installment payments as follows:

- $125.0 million U. S. dollars ($2,563.8 million Mexican pesos) principal amount due 2028;
- $125.0 million U. S. dollars ($2,563.8 million Mexican pesos) principal amount due 2030; and
- $125.0 million U. S. dollars ($2,563.8 million Mexican pesos) principal amount due 2032.

c. The US Private Placement ("USPP Notes") were issued in five tranches consisting of:

- $100.0 million U. S. dollars ($2,051.0 million Mexican pesos) of aggregate principal amount in 3.19% Series A USPP Notes due July 1, 2029;
- $80.0 million U. S. dollars ($1,640.8 million Mexican pesos) of aggregate principal amount in 3.49% Series B USPP Notes due July 1, 2031;
- $80.0 million U. S. dollars ($1,640.8 million Mexican pesos) of aggregate principal amount in 3.64% Series C USPP Notes due July 1, 2033;
- $25.0 million U. S. dollars ($512.8 million Mexican pesos) of aggregate principal amount in 3.79% Series D USPP Notes due July 1, 2036; and
- $15.0 million U. S. dollars ($307.7 million Mexican pesos) of aggregate principal amount in 4.00% Series E USPP Notes due July 1, 2039.

d. As of December 31, 2024, this loan is secured by a Guarantee Trust backed by 14 properties valued at $64.7 million U. S. dollars ($1,327.1 million Mexican pesos). These properties are located in the Guadalajara and Tijuana markets, and the lender has a claim on their lease revenues.

   The loan has three tranches, consisting of:

- $48.7 million U. S. dollars ($998.7 million Mexican pesos) of aggregate principal amount bearing interest at 5.30% in tranche 1;

- $7.3 million U. S. dollars ($149.0 million Mexican pesos) of aggregate principal amount bearing interest at 5.15% in tranche 2;

- $8.7 million U. S. dollars ($179.4 million Mexican pesos) of aggregate principal amount bearing interest at 4.50% in tranche 3;

e. As of December 31, 2024, this loan is secured by 17 properties valued at $102.7 million U. S. dollars ($2,105.9 million Mexican pesos); such properties and their cash flows are subject to a Mexican law guarantee security trust for the benefit of the lenders.

f. The unsecured sustainable syndicated line of credit of $500.0 million U. S. dollars with BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México, and consists of two tranches: (i) a $200.0 million U. S. dollars term loan and (ii) a $300.0 million U. S. dollars revolving credit facility with BBVA as the sole lead arranger and other financial institutions. The line of credit includes the following features: (1) it will be linked to sustainability with a Key Performance Indicator ("KPI") related to green building certification, (2) an applicable margin premium or discount up to plus or minus 5 basis points related to the achievement of the KPI, and (3) principal payment at maturity. On October 8, 2024, consolidated FIBRAPL elected to reduce the line of credit and respective commitment to $100.0 million U. S. dollars, effective October 10, 2024.

g. On August 29, 2024, consolidated FIBRAPL entered into a new promissory note for $67.0 million U. S. dollars ($1,374.2 million Mexican pesos) with BBVA México, S. A. ("BBVA Promissory Note August 2024").

h. On September 20, 2024, consolidated FIBRAPL entered into a new promissory note with BBVA Mexico, S. A., Institución de Banca Múltiple, Grupo Financiero BBVA México for a total amount of $100.0 million U. S. dollars ($2,051.0 million Mexican pesos).

i. On September 20, 2024, consolidated FIBRAPL entered into a new promissory note with Scotiabank Inverlat, S. A., Institución de Banca Múltiple, Grupo Financiero Scotiabank Inverlat for a total amount of $50.0 million U. S. dollars ($1,025.5 million Mexican pesos).

j. On December 20, 2024, the BBVA Promissory Note was renewed and extended to September 19, 2025.

k. The $400.0 million U. S. dollars ($8,204.1 million Mexican pesos) Revolving Line of Credit is with a syndicate of nine banks and there is an option to increase the Credit Facility up to $500.0 million U. S. dollars subject to lender approval. The credit facility maturites April 27, 2026, with two one-year extensions at borrower's option, subject to the payment of an extension fee. As of December 31, 2024, the outstanding balance was $95.0 million U. S. dollars ($1,948.5 million Mexican pesos) and as of December 31, 2023, there was no outstanding balance. The Citibank N. A. Credit Facility is subject to a sustainability KPI based on portfolio area with LED lighting.

l. On October 9, 2024, consolidated FIBRAPL entered into a new promissory note with Scotiabank Inverlat, S. A., Institución de Banca Múltiple, Grupo Financiero Scotiabank Inverlat for $100.0 million U. S. dollars ($2,051.0 million Mexican pesos) with a maturity of January 7, 2025. On January 7, 2025, this note was renewed to mature on April 7, 2025.

m. On December 3, 2024, consolidated FIBRAPL entered into a new promissory note with BBVA Mexico, S. A., Institución de Banca Múltiple, Grupo Financiero BBVA México for a total amount of $75.0 million U. S. dollars ($1,538.3 million Mexican pesos).

n. On December 3, 2024, consolidated FIBRAPL entered into a new promissory note with BBVA Mexico, S. A., Institución de Banca Múltiple, Grupo Financiero BBVA México for a total amount of $75.0 million U. S. dollars ($1,538.3 million Mexican pesos).

Cash transactions in debt:

	For the year ended December 31, 2024					For the year ended December 31, 2023				
in thousands Mexican Pesos	**Principal**	**Debt interest accrued**	**Debt premium (discount), net**	**Deferred financing cost**	**Total**	**Principal**	**Debt interest accrued**	**Debt premium (discount), net**	**Deferred financing cost**	**Total**
Cash transactions										
Beginning balance	$ 15,487,842	$ 111,743	$ 45,004	$ (109,299)	**$ 15,535,290**	$ 17,824,635	$ 127,089	$ 68,772	$ (119,717)	**$ 17,900,779**
Acquired balance of TERRA	20,775,785	-	-	-	**20,775,785**	-	-	-	-	**-**
Proceeds from debt	13,997,571	-	-	-	**13,997,571**	-	-	-	-	**-**
Repayments of debt	(8,064,258)	-	-	-	**(8,064,258)**	(67,776)	-	-	-	**(67,776)**
Interest paid	-	(894,317)	-	(14,750)	**(909,067)**	-	(658,725)	-	-	**(658,725)**
Total cash transactions	**42,196,940**	**(782,574)**	**45,004**	**(124,049)**	**41,335,321**	**17,756,859**	**(531,636)**	**68,772**	**(119,717)**	**17,174,278**
Non-cash transactions										
Amortization	-	1,127,802	(16,254)	21,680	**1,133,228**	-	685,797	(15,001)	24,138	**694,934**
Revaluation and others	4,065,683	137,477	(242,775)	(6,418)	**3,953,967**	(2,269,017)	(42,418)	(8,767)	(13,720)	**(2,333,922)**
Total transactions	**$ 46,262,623**	**$ 482,705**	**$ (214,025)**	**$ (108,787)**	**$ 46,422,516**	**$ 15,487,842**	**$ 111,743**	**$ 45,004**	**$ (109,299)**	**$ 15,535,290**

The loans described in this note are subject to certain affirmative covenants, including, among others, (a) reporting of financial information and (b) maintenance of corporate existence, the security interest in the properties subject to the loan and appropriate insurance for such properties. In addition, the loans are subject to certain negative covenants that restrict consolidated FIBRAPL's ability to, among other matters and subject to certain exceptions, incur additional indebtedness under or create additional liens on the properties subject to the loans, change its corporate structure, make certain restricted payments, enter into certain transactions with related parties, amend certain material contracts, enter into derivative transactions for speculative purposes or form any new subsidiary. The loans contain, among others, the following events of default: (i) non-payment; (ii) false representations; (iii) failure to comply with covenants; (iv) inability to generally pay debts as they become due; (v) any bankruptcy or insolvency event; (vi) disposition of the subject properties; or (vii) change of control of the subject properties.

As of December 31, 2024, consolidated FIBRAPL was in compliance with all of its covenants.

12. Equity

As of December 31, 2024, total CBFIs outstanding were 1,605,627,494.

On August 6, 2024, consolidated FIBRAPL issued 217,092,999 CBFIs in connection with the tender offer of the acquisition of TERRA and on November 26, 2024, issued 58,167,950 CBFIs in connection with the acquisition of additional investment in TERRA. See note 4.

Reserve for repurchase of CBFIs

Consolidated FIBRAPL has a reserve for repurchase of CBFIs of $5.0 million Mexican pesos ($212.9 thousand U. S. dollars) on the open market or in privately negotiated transactions. As of December 31, 2024, no CBFIs have been repurchased.

Return of equity

Consolidated FIBRAPL's return of equity was as follows:

in millions, except per CBFI

		For the year ended December 31, 2024			
		In cash			
Approval date	Return of equity payment date	Mexican pesos	U. S. dollars	Mexican pesos per CBFI	U. S. dollars per CBFI
Oct 21, 2024	Nov 1, 2024	$ 1,083.7	$ 54.2	0.7051	0.0352
Total return of equity		**$ 1,083.7**	**$ 54.2**		

Dividends

Consolidated FIBRAPL distributed dividends as follows:

in millions, except per CBFI

		For the year ended December 31, 2024					
		In cash		In CBFIs			
Decree date	Distribution payment date	Mexican pesos	U. S. dollars	Mexican pesos	U. S. dollars	Mexican pesos per CBFI	U. S. dollars per CBFI
Jan 17, 2024	Feb 1, 2024	$ 708.0	$ 41.0	$ 1,652.1	$ 95.7	$ 2.0428	$ 0.1183
Feb 22, 2024	Mar 6, 2024	130.2	7.6	303.7	17.8	0.3684	0.0215
Apr 17, 2024	May 2, 2024	777.7	46.5	-	-	0.5892	0.0353
Aug 7, 2024	Aug 20, 2024	1,049.5	54.2	-	-	0.6828	0.0352
Total distributions		**$ 2,665.4**	**$ 149.3**	**$ 1,955.8**	**$ 113.5**		

in millions, except per CBFI

		For the year ended December 31, 2023					
		In cash		In CBFIs			
Decree date	Distribution payment date	Mexican pesos	U. S. dollars	Mexican pesos	U. S. dollars	Mexican pesos per CBFI	U. S. dollars per CBFI
Jan 18, 2023	Jan 26, 2023	$ 572.2	$ 30.5	$ -	$ -	$ 0.5600	$ 0.0299
Feb 24, 2023	Mar 9, 2023	868.6	47.2	-	-	0.8500	0.0462
Jul 19, 2023	Jul 28, 2023	543.0	32.3	-	-	0.4768	0.0284
Oct 17, 2023	Nov 1, 2023	588.9	32.9	-	-	0.5097	0.0285
Total distributions		**$ 2,572.7**	**$ 142.9**	**$ -**	**$ -**		

Rights offerings

On May 4, 2023, consolidated FIBRAPL issued 105,000,000 CBFIs at $59.0 Mexican pesos per certificate through an offering price. The offering consists of (a) a public offering in Mexico of CBFIs and (b) a concurrent international offering of CBFIs to qualified institutional buyers as defined under Rule 144A under the U. S. Securities Act of 1933, as amended, in transactions exempt from registration thereunder. In connection with this offering, on May 11, 2023, the representatives of the underwriters and initial purchasers exercised the over-allotment option to purchase an additional 12,049,735 CBFIs at same price of offering per CBFI. Proceeds from the subscription offering were $6,904.0 million Mexican pesos less issuance costs of $267.1 thousands Mexican pesos.

On March 6, 2024, consolidated FIBRAPL issued 120,000,000 CBFIs at $70.0 Mexican pesos per certificate through an offering price. The offering consists of (a) a public offering in Mexico of CBFIs and (b) a concurrent international offering of CBFIs to qualified institutional buyers as defined under Rule 144A under the U. S. Securities Act of 1933, as amended, in transactions exempt from registration thereunder. In connection with this offering, on March 7, 2024, the representatives of the underwriters and initial purchasers exercised the over-allotment option to purchase an additional 18,000,000 CBFIs at same price of offering per CBFI. Proceeds from the subscription offering were $9,660.0 million Mexican pesos less issuance costs of $196.9 thousands Mexican pesos.

Annual Incentive fee

On June 5, 2023, consolidated FIBRAPL recorded $1,028.5 million Mexican pesos based on the calculation of the incentive fee. The payment of the incentive fee in CBFIs was approved in the ordinary holders meeting held on July 3, 2023, for 16.4 million CBFIs. Consolidated FIBRAPL issued the certificates on October 13, 2023.

On June 4, 2024, consolidated FIBRAPL accrued $716.4 million Mexican pesos based on the calculation of the incentive fee, approved in the ordinary holders meeting held on September 4, 2024, for 10.4 million CBFIs. Consolidated FIBRAPL issued the certificates on December 18, 2024.

See note 10 for more details on the incentive fee.

13. Non-controlling interests

Through the TERRA acquisition, consolidated FIBRAPL recorded non-controlling interests for the third-party ownership. The following table summarizes financial information of TERRA, before eliminations:

Consolidated statement of financial position in thousands of Mexican pesos		December 31, 2024
Third party ownership of TERRA		**10.12%**
Assets		
Current assets:		
Cash and cash equivalents	$	1,207,530
Trade receivables		396,515
Value added tax		261,518
Prepaid expenses		21,272
Non-current assets:		
Investment properties		62,242,994
Investments accounted using equity method		3,623,727
Other assets		1,312
Total assets	**$**	**67,754,868**
Liabilities		
Current liabilities:		
Accounts payable	$	296,713
Accrued expenses		138,982
Deferred income		22,735
Current portion on debt		7,007,424
Non-current liabilities:		
Debt		15,589,327
Security deposits		484,647
Total liabilities	**$**	**23,539,828**
Net assets	**$**	**44,215,040**
Net assets attributable to NCI	**$**	**4,474,562**

Consolidated statement of comprehensive income in thousands of Mexican pesos		For the period from August 6 to December 31, 2024
Third party weighted average ownership of TERRA		**19.77%**
Revenues:		
Revenues	$	1,972,537
Operating expenses and other income and expenses:		
Operating and other expenses		(353,088)
Gain on valuation of investment properties		6,594,621
Asset management fee		(136,559)
Interest income		11,639
Finance costs		(494,084)
Net exchange loss		(2,926)
Other general and administrative expenses		1,476,914
Profit for the period	**$**	**9,069,054**
Other comprehensive income		
Translation gain from functional currency to reporting currency	$	1,592,730
Total comprehensive income	**$**	**10,661,784**
Profit for the period allocated to NCI	**$**	**146,175**
Total comprehensive income allocated to NCI	**$**	**448,956**

14. Acquisition of non-controlling interests

On November 26, 2024, consolidated FIBRAPL completed a second tender offer of TERRA. Consolidated FIBRAPL exchanged 100,289,570 TERRA CBFIs for 58,167,950 consolidated FIBRAPL CBFIs at an exchange ratio of 0.58x, which together with the CBFIs already owned, represents 89.88% of the total outstanding TERRA CBFIs.

in thousands of Mexican pesos		Value
Net asset value of NCI acquired (MXN 41,762,189 x 12.75%)	$	5,324,679
Consideration transferred (FIBRA CBFI price $62.09 x 58,167,950 CBFIs)		(3,611,648)
An increase in retained earnings attributable to consolidated FIBRAPL's CBFI holders	**$**	**1,713,031**

15. Earnings per CBFI

The calculated basic and diluted earnings per CBFI and the weighted-average number of ordinary CBFIs (basic) are presented as follows:

Basic and diluted earnings per CBFI

amounts in thousands		December 31, 2024		December 31, 2023
Profit for the year attributable to consolidated FIBRAPL's CBFI holders	$	23,835,615	$	15,031,956
Weighted average number of ordinary CBFIs (basic)		1,385,966		1,102,552
Basic and diluted earnings per CBFI	$	17.20	$	13.63

Weighted-average number of ordinary CBFIs (basic)

	December 31, 2024	December 31, 2023
Number of CBFIs as of January 1	1,155,323,953	1,021,869,492
Effect of CBFIs issued, related to TERRA transactions	93,507,678	-
Effect of CBFIs issued, related to rights offering	112,737,705	77,086,816
Effect to CBFIs issued, related to dividends	23,998,025	-
Effect to CBFIs issued, related to the incentive fee	398,204	3,595,556
Weighted average number of ordinary CBFIs (basic)	**1,385,965,565**	**1,102,551,864**

16. Capital and financial risk management

Liquidity risk

As of December 31, 2024, consolidated FIBRAPL current liabilities exceed current assets by $8,025.0 million Mexican pesos. Management ensures, through the forecasting and budgeting of cash needs, that it maintains sufficient short-term liquidity to meet its immediate payment requirements. To meet this payment requirements, consolidated FIBRAPL has an available $358.8 million U. S. dollars ($7,359.1 million Mexican pesos) of approved and unused credit lines, as well as operational cash inflows to meet short-term debt obligations. Furthermore, promissory notes owed to BBVA México, maturing in 2025 and amounting to $367.0 million U. S. dollars ($7,527.3 million Mexican pesos), can be automatically renewed for up to 12 months at the client's discretion (see note 22).

Real estate investments are not as liquid as many other investments and such lack of liquidity may limit the ability to react promptly to any changes in economic, market or other conditions. Consequently, the ability to sell the assets at any time may be limited. Consolidated FIBRAPL rules establish a 4-year minimum hold period for real estate assets beginning on the acquisition date or completion of construction. If a property is sold before the 4-year holding period, consolidated FIBRAPL is required to pay 30% tax on the taxable gain within 15 business days after the sale and cannot offset the taxable gain with Net Operating Loss (NOLs). This holding period requirement may limit the ability to make changes to the consolidated FIBRAPL portfolio in a timely manner, which may materially and adversely affect financial performance.

While the business objectives consist primarily of the acquisition of real estate assets and obtaining revenue from their operation, there are times when consolidated FIBRAPL management believes that the disposal of certain properties may be appropriate or desirable. The ability of consolidated FIBRAPL to dispose of properties on favorable terms depends on factors that may be beyond its control, including competition from other sellers, demand and the availability of financing. In addition, there may be required capital expenditures to correct defects or make improvements before a property is sold, and consolidated FIBRAPL cannot ensure that it will have funds available to make such capital expenditures. Due to such constraints and uncertain market conditions, consolidated FIBRAPL cannot guarantee it will be able to sell properties in the future or realize potential appreciation from the sale of such properties.

The following table shows the undiscounted contractual cash-flows as of December 31, 2024, and 2023, of financial liabilities classified according to their due dates. The table includes principal, accrued interest and future principal and interest accruals due. For loans with floating interest rates, spot interest rates at the end of the reporting period were used for future interest accruals.

in thousands of Mexican pesos	Less than 1 year	From 1 to 5 years	More than 5 years	Total
December 31, 2024				
Accounts payable and accrued expenses	$ 852,997	$ -	$ -	$ 852,997
Security deposits	-	-	980,619	980,619
Due to related parties	17,746	-	-	17,746
Principal of debt	10,647,257	27,513,797	8,101,569	46,262,623
Interest	1,774,136	5,033,771	609,429	7,417,336
December 31, 2023				
Accounts payable and accrued expenses	$ 166,482	$ -	$ -	$ 166,482
Security deposits	-	-	378,360	378,360
Due to related parties	15,877	-	-	15,877
Principal of debt	74,702	6,628,537	8,784,620	15,487,859
Interest	737,216	2,395,820	861,974	3,995,010

Quantitative and qualitative disclosures about market risk

Consolidated FIBRAPL is exposed to market risks arising from the ordinary course of business involving, primarily, adverse changes in interest rates and inflation, foreign exchange rate fluctuations and liquidity risks that may affect its financial condition and future results of operations. The following discussion contains forward-looking statements that are subject to risks and uncertainties.

Financial risk

In the normal course of business, consolidated FIBRAPL enters into loan agreements with certain lenders to finance real estate investment transactions. Unfavorable economic conditions could increase its related borrowing costs, limit its access to the capital markets or financing and prevent consolidated FIBRAPL from obtaining credit.

There is no guarantee that borrowing arrangements or the ability to obtain financing will continue to be available, or if available, will be available on terms and conditions that are acceptable. A decline in the market value of consolidated FIBRAPL's assets may also have particular adverse consequences in instances where consolidated FIBRAPL borrowed money based on the market value of certain assets. A decrease in market value of such assets may result in a lender requiring consolidated FIBRAPL to post additional collateral or to repay certain loans.

Interest rate risk

Interest rates are highly sensitive to many factors, including governmental, fiscal, monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond consolidated FIBRAPL's control. Interest rate risk arises primarily from variable rate interest-bearing financial liabilities. Consolidated FIBRAPL may in the future enter into credit facilities or otherwise incur indebtedness with variable interest rates. To the extent consolidated FIBRAPL borrows on these facilities, or otherwise incurs variable-rate indebtedness, consolidated FIBRAPL will be exposed to risk associated with market variations in interest rates. As of December 31, 2024, consolidated FIBRAPL holds no outstanding balance of floating rate debt.

Credit Sensitivity Analysis with Variable Interest Rate Not Hedged

As of December 31, 2024 and 2023, consolidated FIBRAPL holds no outstanding balance of floating rate debt which would increase or decrease the annual interest expense.

Credit Sensitivity Analysis with Variable Interest Rate Hedged

As of December 31, 2024 and 2023, consolidated FIBRAPL holds no outstanding balance of unhedged floating rate debt through the borrowing from the Credit Facility.

Foreign currency risk

Foreign currency risk is attributable to fluctuation of exchange rates between the currency denomination in which consolidated FIBRAPL conducts its sales, purchases, receivables and borrowings and the functional currency of consolidated FIBRAPL, which is the U. S. dollar. A majority of consolidated FIBRAPL’s revenue and debt transactions are denominated in U. S. dollars, including 76.8% and 67.1% of revenues under consolidated FIBRAPL lease agreements for the years ended December 31, 2024 and 2023, respectively, and 100% of debt financings as of December 31, 2024, and 2023.

The summary quantitative data about consolidated FIBRAPL's exposure to currency risk as reported to the management of consolidated FIBRAPL, denominated in Mexican pesos, was as follows:

in thousands of Mexican pesos	December 31, 2024	December 31, 2023
Assets		
Cash and cash equivalents	$ 539,407	$ 356,452
Trade receivables	36,650	33,366
Value added tax and other receivables	90,033	678,406
	666,090	**1,068,224**
Liabilities		
Accounts payable and accrued expenses	253,971	141,494
Deferred income	40,809	37,790
Security deposits	146,501	89,098
	441,281	**268,382**
Net consolidated statement of financial position exposure	**$ 224,809**	**$ 799,842**

The U. S. dollar to Mexican peso exchange rate, as well as the average exchange rates during the year, were as follows:

exchange rate	2024	2023
Exchange rate at December 31	**$ 20.5103**	**$ 16.8935**
Average annual exchange rate	**$ 18.2136**	**$ 17.6585**

Foreign Currency Sensitivity Analysis

A reasonably possible strengthening (weakening) of Mexican pesos against U. S. dollars would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and income by the amounts shown below:

	Income		Equity	
in thousands of Mexican pesos	Strengthening	Weakening	Strengthening	Weakening
December 31, 2024				
Mexican pesos (10% movement)	$ (22,481)	$ 22,481	$ 22,481	$ (22,481)
December 31, 2023				
Mexican pesos (5% movement)	$ (12,675)	$ 12,675	$ 12,675	$ (12,675)

Credit Risk

Credit risk is the risk of financial loss that consolidated FIBRAPL faces if a customer or counterparty in a financial instrument does not comply with its contractual obligations and mainly applies to accounts receivable and consolidated FIBRAPL investment instruments.

The carrying value of the financial assets and contract assets represent the maximum exposure to credit risk.

Consolidated FIBRAPL has no significant credit risk concentration. Policies are in place to ensure that leases are entered into with customers with adequate credit records. To minimize such risk, consolidated FIBRAPL has security deposits. Cash transactions are limited to high credit quality financial institutions, these institutions are selected based on certain corporate criteria and are monitored on a quarterly basis. Consolidated FIBRAPL aims to limit the amount of credit exposure to any financial institution.

Additionally, consolidated FIBRAPL, through its sponsor, Prologis, does a credit risk detailed analysis of the customers with it has entered into lease agreements focused on triple A customers, with the idea of enhancing returns on investment and minimizing risks.

Accounts receivables are written off when there is no reasonable expectation of recovery, which includes, among others, the customer's failure to suggest a payment plan and the impossibility of making contractual payments.

Inflation

Most of consolidated FIBRAPL's leases contain provisions designed to mitigate the adverse impact of inflation. These provisions generally increase annualized base rents during the terms of the leases either at fixed rates or indexed escalations (based on the Mexican Consumer Price Index or other measures).

At December 31, 2024, and 2023, all of the leases in the portfolio had an annual rent increase. In addition, most of the leases are triple net leases, which may reduce the exposure to increases in costs and operating expenses resulting from inflation, assuming the properties remain leased and customers fulfill their obligations to assume responsibility for such expenses. At December 31, 2024, and 2023, the operating portfolio was 98.3% and 99.8% leased, respectively.

17. Fair value of assets and liabilities

Consolidated FIBRAPL has established a control framework in relation to the measurement of fair value. This includes supervision from an internal specialist of all significant fair value measurements, including the fair value of Level 3 inputs (disclosed below).

Consolidated FIBRAPL's management regularly reviews the significant unobservable inputs and valuation adjustments. If third party information is used, such as broker quotes or pricing services to measure fair values, management evaluates the evidence from third parties to support the conclusion that these valuations satisfy the requirements of IFRS, including the level within the fair value hierarchy (discussed below) within which those valuations should be classified.

When the fair value of an asset or liability is measured, consolidated FIBRAPL uses observable market data whenever possible. The fair values are classified into different levels within a fair value hierarchy based on the variables used in the valuation techniques as follows:

- Level 1: (Unadjusted) quoted prices in active markets for identical assets or liabilities.

- Level 2: Inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices.) or indirectly (i.e. derived from prices).

- Level 3: Data for the asset or liability that are not based on observable market data (unobservable inputs).

If the variables used to measure the fair value of an asset or liability can be classified into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety on the same level of the fair value hierarchy as lowest level that is meaningful to the overall measurement.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. Trade receivables, other receivables and accounts payable and accrued expenses are considered short-term financial instruments as their carrying amount approximates fair value:

	As of December 31, 2024				
	Carrying amount	Fair value			
in thousands of Mexican pesos	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investment properties	$ 155,982,612	$ -	$ -	$ 155,982,612	$ 155,982,612
Other investment properties	29,066,073	-	-	29,066,073	29,066,073
Exchange rate options	179,304	-	179,304	-	179,304
	$ 185,227,989	**$ -**	**$ 179,304**	**$ 185,048,685**	**$ 185,227,989**
Financial assets not measured at fair value					
Cash and cash equivalents	$ 2,283,274	$ -	$ -	$ -	$ -
Trade receivables	500,218	-	-	-	-
Other receivables	8,321	-	-	-	-
	$ 2,791,813	**$ -**	**$ -**	**$ -**	**$ -**
Financial liabilities not measured at fair value					
Accounts payable and other accrued expenses	$ 852,997	$ -	$ -	$ -	$ -
Security deposits	980,619	-	-	-	-
Due to related party	17,746	-	-	-	-
Debt	46,422,516	-	43,794,285	-	43,794,285
	$ 48,273,878	**$ -**	**$ 43,794,285**	**$ -**	**$ 43,794,285**

					As of December 31, 2023
	Carrying amount				Fair value
in thousands of Mexican pesos	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investment properties	$ 83,406,806	$ -	$ -	$ 83,406,806	$ 83,406,806
Other investment properties	58,658	-	-	58,658	58,658
Exchange rate options	39,112	-	39,112	-	39,112
	$ 83,504,576	**$ -**	**$ 39,112**	**$ 83,465,464**	**$ 83,504,576**
Financial assets not measured at fair value					
Cash and cash equivalents	$ 3,322,815	$ -	$ -	$ -	$ -
Trade receivables	100,528	-	-	-	-
Other receivables	9,504	-	-	-	-
	$ 3,432,847	**$ -**	**$ -**	**$ -**	**$ -**
Financial liabilities not measured at fair value					
Accounts payable and other accrued expenses	$ 166,482	$ -	$ -	$ -	$ -
Security deposits	378,360		-		-
Due to related parties	15,877	-	-	-	-
Debt	15,535,290	-	13,486,625	-	13,486,625
	$ 16,096,009	**$ -**	**$ 13,486,625**	**$ -**	**$ 13,486,625**

Consolidated FIBRAPL recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change occurred. There have been no transfers between fair value levels during the period.

18. Rental revenues

Most of lease agreements associated with the real estate investment properties and other investment properties contain a lease term of three to ten years. Generally, these leases are based on minimal rental payments in U. S. dollars, plus maintenance fees and recoverable expenses.

Future minimum lease payments from base rent on leases with lease periods greater than one year, as of December 31, 2024 and 2023, exchange rate in Mexican pesos, were as follows:

in thousands of Mexican pesos	2024	2023
Rental revenues:		
Less than one year	$ 14,537,838	$ 5,572,953
One to two years	12,109,972	4,800,778
Two to three years	9,842,405	3,827,054
Three to four years	7,819,302	3,129,083
Four to five years	4,782,641	2,590,260
More than five years	9,180,323	5,151,216
Total	**$ 58,272,481**	**$ 25,071,344**

19. Segment financial information

Segment financial information is presented based on how management analyzes the business, which includes information aggregated by market. The assets, liabilities and results for these operating segments are presented as of December 31, 2024, and December 31, 2023, respectively. Consolidated FIBRAPL operates in six geographic markets that represents its reportable operating segments and an additional segment of non-strategic markets that are included in Other investment properties (see note 8), incorporated in "Other markets" segments, under IFRS 8. The other markets segment encompasses non-strategic properties that do not align with our core business objectives and are slated for divestment. These assets are managed to maximize their value during the holding period, with the intent to liquidate them opportunistically. This segment allows us to streamline our portfolio, focus on strategic investments, and enhance overall operational efficiency while generating additional liquidity for future growth initiatives. The information below shows the reconciliation of Revenues and Expenses by market to arrive at Net Operating Income, including the different concepts to get to Profit.

	For the year ended December 31, 2024							
in thousands of Mexican pesos	Mexico City	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other markets (*)	Total
Revenues:								
Rental income	$ 2,662,992	$ 851,296	$ 901,874	$ 718,615	$ 600,744	$ 844,555	$ 964,918	**$ 7,544,994**
Rental recoveries	274,514	94,881	85,886	48,236	59,070	88,230	55,658	**706,475**
Other property income	53,369	18,374	17,757	14,386	28,168	42,905	5,799	**180,758**
	2,990,875	**964,551**	**1,005,517**	**781,237**	**687,982**	**975,690**	**1,026,375**	**8,432,227**
Operating expenses, other income and expenses:								
Operating and maintenance	(224,888)	(61,097)	(71,832)	(68,052)	(47,128)	(64,575)	(67,046)	**(604,618)**
Utilities	(29,897)	(9,892)	(14,515)	(3,796)	(1,962)	(22,062)	(4,587)	**(86,711)**
Property management fee	(77,195)	(27,111)	(25,800)	(16,167)	(20,120)	(18,562)	(1,148)	**(186,103)**
Real estate taxes	(67,329)	(5,068)	(19,888)	(9,435)	(16,192)	(35,774)	(21,086)	**(174,772)**
Non-recoverable operating expenses	(68,790)	(7,677)	(16,182)	(17,482)	(17,523)	(33,629)	(65,628)	**(226,911)**
Net Operating Income, by segment	**$ 2,522,776**	**$ 853,706**	**$ 857,300**	**$ 666,305**	**$ 585,057**	**$ 801,088**	**$ 866,880**	**$ 7,153,112**

(*) Other markets are comprised of industrial properties located in Chihuahua, Saltillo and others; these "other markets" individually do not exceed 10% of total value of the investment properties portfolio. Chihuahua market represents 3.5% and Saltillo market represents 3.3%; remaining markets represents 6.0%.

in thousands of Mexican pesos	For the year ended December 31, 2023 Mexico City	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other Markets	Total
Revenues:								
Rental income	$ 2,177,066	$ 633,142	$ 726,863	$ 627,336	$ 480,595	$ 356,053	$ -	**$ 5,001,055**
Rental recoveries	216,687	79,845	61,538	44,671	50,520	57,022	-	**510,283**
Other property income	24,803	21,717	13,033	8,969	23,296	3,184	-	**95,002**
	2,418,556	**734,704**	**801,434**	**680,976**	**554,411**	**416,259**	**-**	**5,606,340**
Operating expenses and other income and expenses:								
Operating and maintenance	(183,157)	(48,754)	(55,091)	(50,253)	(46,142)	(46,046)	-	**(429,443)**
Utilities	(17,767)	(5,348)	(6,637)	(3,986)	(1,612)	(2,873)	-	**(38,223)**
Property management fee	(65,882)	(21,497)	(21,064)	(16,383)	(17,908)	(13,241)	-	**(155,975)**
Real estate taxes	(57,618)	(5,429)	(16,452)	(11,530)	(16,058)	(13,688)	-	**(120,775)**
Non-recoverable operating expenses	(25,535)	(2,316)	(6,003)	(10,187)	(5,580)	(9,602)	-	**(59,223)**
Net Operating Income, by segment	**$ 2,068,597**	**$ 651,360**	**$ 696,187**	**$ 588,637**	**$ 467,111**	**$ 330,809**	**$ -**	**$ 4,802,701**

Reconciliation of net operating income to profit for the year:

	For the year ended December 31, 2024	2023
Net Operating Income	**$ 7,153,112**	**$ 4,802,701**
Gain on valuation of investment properties and other investment properties	18,164,628	12,354,217
Asset management fee	(864,066)	(550,991)
Incentive fee	(716,392)	(1,028,451)
Professional fees	(228,452)	(78,768)
Interest income	338,830	286,291
Finance costs	(1,285,425)	(725,273)
Unrealized gain (loss) on exchange rate hedge instruments	126,035	(47,116)
Realized loss on exchange rate hedge instruments	(37,531)	(31,281)
Net exchange (loss) gain	(114,449)	74,603
Other general and administrative expenses	(196,649)	(23,976)
Share of profit from equity accounted investments	1,642,149	-
Profit for the year	**$ 23,981,790**	**$ 15,031,956**

in thousands of Mexican pesos	As of December 31, 2024 Mexico City	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other Markets	Unsecured debt	Total
Investment properties:									
Land	$ 14,245,785	$ 3,480,557	$ 4,479,081	$ 2,832,841	$ 2,045,410	$ 4,676,963	$ -	$ -	$ 31,760,637
Buildings	54,973,131	13,576,014	17,725,985	11,057,349	8,181,641	18,707,855	-	-	124,221,975
Investment properties	**$ 69,218,916**	**$ 17,056,571**	**$ 22,205,066**	**$ 13,890,190**	**$ 10,227,051**	**$ 23,384,818**	**$ -**	**$ -**	**$ 155,982,612**
Other investment properties	**$ 72,877**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 28,993,196**	**$ -**	**$ 29,066,073**
Number of properties	**106**	**40**	**62**	**36**	**33**	**81**	**166**		**524**
Debt	**$ 493,009**	**$ 1,242,446**	**$ 714,677**	**$ 1,069,566**	**$ -**	**$ -**	**$ -**	**$ 42,902,818**	**$ 46,422,516**

in thousands of Mexican pesos	Mexico City	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other Markets	Unsecured debt	Total
									As of December 31, 2023
Investment properties:									
Land	$ 7,071,040	$ 2,270,486	$ 2,616,263	$ 1,630,206	$ 1,414,493	$ 1,678,876	$ -	$ -	$ 16,681,364
Buildings	28,284,148	9,081,946	10,465,050	6,520,823	5,657,971	6,715,504	-	-	66,725,442
Investment properties	**$ 35,355,188**	**$ 11,352,432**	**$ 13,081,313**	**$ 8,151,029**	**$ 7,072,464**	**$ 8,394,380**	**$ -**	**$ -**	**$ 83,406,806**
Other investment properties	**$ 58,658**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 58,658**
Number of properties	**71**	**31**	**48**	**26**	**30**	**31**	**-**	**-**	**237**
Debt	**$ 405,867**	**$ 1,022,836**	**$ 611,191**	**$ 889,798**	**$ -**	**$ -**	**$ -**	**$ 12,605,598**	**$ 15,535,290**

20. Finance costs

Finance costs were as follows:

in thousands Mexican Pesos	December 31, 2024	December 31, 2023
Interest expense	$ 1,219,182	$ 671,838
Unused credit facility fee	24,310	25,919
Amortization of deferred finance cost	21,681	24,139
Amortization of debt premium, net	5,500	(15,690)
Loss on early extinguishment of debt	14,752	19,067
Finance costs	**$ 1,285,425**	**$ 725,273**

21. Commitments and contingencies

Consolidated FIBRAPL had no significant commitments or contingencies other than those described in these notes as of December 31, 2024.

22. Subsequent Events

On January 10, 2025, consolidated FIBRAPL approved a $6.5 million U. S. dollars ($132.6 million Mexican pesos) contribution to Monarch. The contribution was paid January 24, 2025.

On January 24, 2025, consolidated FIBRAPL borrowed $15.0 million of U. S. dollars ($306.7 million of Mexican pesos) from its credit facility with Citibank, N. A. This amount was used to pay cash distributions to CBFI holders.

On January 24, 2025, consolidated FIBRAPL declared a cash distribution to its CBFI holders, in the amount of $0.7212 Mexican pesos per CBFI ($0.0352 U. S. dollars per CBFI), for a total of $1,158.0 million Mexican pesos ($56.6 million U. S. dollars) considering the average CBFI price for the last 60 days of trading. The distribution was paid February 7, 2025, to CBFI holders.

On February 12, 2025, BBVA México granted consolidated FIBRAPL the right to automatically renew its short-term promissory notes for an amount of $367.0 million U. S. dollars ($7,527.3 million Mexican pesos) for a period of up to 12 months after their maturity date in 2025. See note 16.

On March 11, 2025, consolidated FIBRAPL disposed one logistics facility located in Guadalajara with a leasable area of 53,563 square feet for $4.9 million U. S. dollars ($99.4 million Mexican Pesos).

23. Consolidated financial statements approval

On March 13, 2025, the issuance of these consolidated financial statements was authorized by Jorge Roberto Girault Facha, Finance SVP.

* * * * * * * * * *

ANNEX B

Audited Financial Statements of FIBRA Prologis as of
<u>and for the Years Ended December 31, 2023 and 2022</u>

KPMG Cárdenas Dosal, S.C.
Manuel Ávila Camacho 176 P1,
Reforma Social, Miguel Hidalgo,
C.P. 11650, Ciudad de México.
Teléfono: +01 (55) 5246 8300
kpmg.com.mx

Independent auditors' report

To the Technical Committee and Trustors

Fideicomiso Irrevocable 1721

Banco Actinver, S. A. Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria.

(Thousands of Mexican pesos)

Opinion

We have audited the financial statements of Fideicomiso Irrevocable 1721 Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria ("the Trust"), which comprise the statements of financial position as at December 31, 2023 and 2022, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes, comprising material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Fideicomiso Irrevocable 1721 Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Trust in accordance with the ethical requirements that are relevant to our audit of the financial statements in Mexico, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Aguascalientes, Ags.
Cancún, Q. Roo.
Ciudad de México.
Ciudad Juárez, Chih.
Culiacán, Sin.
Chihuahua, Chih.
Guadalajara, Jal.
Hermosillo, Son.
León, Gto.
Mexicali, B.C.
Monterrey, N.L.
Puebla, Pue.
Querétaro, Qro.
Reynosa, Tamps.
Saltillo, Coah.
San Luis Potosí, S.L.P.
Tijuana, B.C.

Valuation of Investment Properties ($83,406,806).	
See Note 8.	
The key audit matter	**How the matter was addressed in our audit**
As of December 31, 2023, investment properties represent 95% of total assets in the statement of financial position, which includes investment on industrial buildings. Investment properties are stated at fair value based on valuations of external appraisers engaged by the Trust. The valuation process is considered a key audit matter because it involves significant amount of judgment in determining both, the appropriate methodology used, and the estimates assumptions applied. Valuations are highly sensitive to changes in the key assumptions applied, particularly those related to capitalization and discount rates used.	As part of our audit procedures: • We obtained an understanding of the real estate investment business process, especially the valuation of investment properties, and the Trust´s plans, and we assessed design and implementation of the control related to the valuation process, which includes the involvement of external appraisers. • We have evaluated the knowledge, skills, and competence of external appraisers. We also read the terms of the agreement entered, between external appraisers and the Trust to determine if there are issues that could have affected the objectivity or limit on the scope of their work. • Through analytical procedures, we have evaluated the reasonableness of significant changes in the market values determined by external appraisers, as well as significant changes in the capitalization and discount rates used. • We have obtained from the external appraisers the totality of the investment properties' appraisals and, for a selection of investment properties, we involved our valuation specialists to evaluate the reasonableness of the fair market value determined by the external appraisers, by comparing such value to developed ranges of estimates based on market data, considering comparability and market factors applicable to the investment properties. • We have evaluated the disclosures in the notes to the financial statements, which include those related to key assumptions that have a high degree of sensitivity in the valuations.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Trust´s 2023 Annual Report to be filed with the National Banking and Securities Commission (CNBV) and the Mexican Stock Exchange, ("the Annual Report"), but does not include the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, when we read the Annual Report, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Trust's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Trust to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG Cardenas Dosal, S.C.

José Alejandro Ruíz Luna
Mexico City
February 26, 2024

Statement of financial position

in thousands Mexican pesos	Note	December 31, 2023	December 31, 2022
Assets			
Current assets:			
Cash and cash equivalents	4	$ 3,322,815	$ 2,704,577
Trade receivables	5	100,528	71,361
Value added tax and other receivables	6	678,406	336,428
Prepaid expenses		4,586	3,748
Exchange rate options	7	2,409	14,113
Assets held for sale	8	-	539,218
		4,108,744	**3,669,445**
Non-current assets:			
Investment properties	8	83,406,806	74,733,756
Other investment properties	9	58,658	55,994
Exchange rate options	7	36,703	36,840
Other assets		9,569	26,165
		83,511,736	**74,852,755**
Total assets		**$ 87,620,480**	**$ 78,522,200**
Liabilities and equity			
Current liabilities:			
Trade payables		$ 166,482	$ 89,250
Deferred income		49,451	74,568
Due to related parties	10	15,877	61,023
Current portion of debt	11	62,219	115,685
		294,029	**340,526**
Non-current liabilities:			
Debt	11	15,473,071	17,785,094
Security deposits		378,360	404,234
		15,851,431	**18,189,328**
Total liabilities		**16,145,460**	**18,529,854**
Equity:			
CBFI holders' capital	12	38,885,136	31,149,718
Other equity accounts and retained earnings		32,589,884	28,842,628
Total equity		**71,475,020**	**59,992,346**
Total liabilities and equity		**$ 87,620,480**	**$ 78,522,200**

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

Statement of comprehensive income

in thousands Mexican pesos, except per CBFI amounts	Note	For the year ended December 31, 2023	2022
Revenues:			
Rental income		$ 5,001,055	$ 4,955,701
Rental recoveries		510,283	543,219
Other property income		95,002	44,099
		5,606,340	**5,543,019**
Operating expenses and other income and expenses:			
Operating and maintenance		(429,443)	(367,183)
Utilities		(38,223)	(40,256)
Property management fees	10	(155,975)	(154,884)
Real estate taxes		(120,775)	(102,975)
Non-recoverable operating expenses		(59,223)	(54,289)
Gain on valuation of investment properties	8	12,354,217	4,942,535
Asset management fees	10	(550,991)	(561,574)
Incentive fee	10	(1,028,451)	(655,488)
Professional fees		(78,768)	(89,397)
Finance cost	18	(680,287)	(880,809)
Interest income		286,291	14,193
Loss on early extinguishment of debt		(19,067)	-
Unused credit facility fee		(25,919)	(23,927)
Unrealized loss on exchange rate hedge instruments	7	(47,116)	(18,912)
Realized loss on exchange rate hedge instruments	7	(31,281)	(25,407)
Net exchange gain		74,603	21,279
Other general and administrative expenses		(23,976)	1,806
		9,425,616	**2,004,712**
Net income		**15,031,956**	**7,547,731**
Other comprehensive (loss) income:			
Items that are not reclassified subsequently to profit or loss:			
Translation (loss) from functional currency to reporting currency		(8,712,882)	(3,652,333)
Items that are or may be reclassified subsequently to profit or loss:			
Unrealized gain on interest rate hedge instruments	7	846	966
		(8,712,036)	**(3,651,367)**
Total comprehensive income		**$ 6,319,920**	**$ 3,896,364**
Earnings per CBFI	13	**$ 13.63**	**$ 8.47**

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

Statement of changes in equity

For the years ended December 31, 2023, and 2022

in thousands Mexican pesos	Number of CBFIs	CBFI holders' capital	Other equity accounts	Repurchase of CBFIs	Retained earnings	Total
Balance as of January 1, 2022	**856,419,497**	**$ 22,688,711**	**$ 8,686,345**	**$ (5,000)**	**$ 18,378,755**	**$ 49,748,811**
Dividends	-	-	-	-	**(2,113,836)**	**(2,113,836)**
CBFIs issued	165,449,995	8,610,751	-	-	**-**	**8,610,751**
Rights offering issuance costs		(149,744)				**(149,744)**
Other comprehensive (loss) income:						
Translation gain from functional currency to reporting currency	-	-	(3,652,333)	-	**-**	**(3,652,333)**
Unrealized loss on interest rate hedge instruments	-	-	966	-	**-**	**966**
Net income	-	-	-	-	**7,547,731**	**7,547,731**
Total other comprehensive (loss) income	**-**	**-**	**(3,651,367)**	**-**	**7,547,731**	**3,896,364**
Balance as of December 31, 2022	**1,021,869,492**	**$ 31,149,718**	**$ 5,034,978**	**$ (5,000)**	**$ 23,812,650**	**$ 59,992,346**
Balance as of January 1, 2023	**1,021,869,492**	**$ 31,149,718**	**$ 5,034,978**	**$ (5,000)**	**$ 23,812,650**	**$ 59,992,346**
Dividends		-	-	-	**(2,572,664)**	**(2,572,664)**
CBFIs issued	133,454,461	7,932,403	-	-	**-**	**7,932,403**
Rights offering issuance costs		(196,985)	-	-	**-**	**(196,985)**
Other comprehensive (loss) income:						
Translation loss from functional currency to reporting currency	-	-	(8,712,882)	-	**-**	**(8,712,882)**
Unrealized gain on interest rate hedge instruments	-	-	846	-	**-**	**846**
Net income	-	-	-	-	**15,031,956**	**15,031,956**
Total other comprehensive (loss) income	**-**	**-**	**(8,712,036)**	**-**	**15,031,956**	**6,319,920**
Balance as of December 31, 2023	**1,155,323,953**	**$ 38,885,136**	**$ (3,677,058)**	**$ (5,000)**	**$ 36,271,942**	**$ 71,475,020**

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

Statement of cash flows

in thousands Mexican pesos	For the year ended December 31, 2023	2022
Operating activities:		
Net income	$ 15,031,956	$ 7,547,731
Adjustments for:		
Gain on valuation of investment properties	(12,354,217)	(4,942,535)
Incentive fee	1,028,451	655,488
Allowance for uncollectible trade receivables	12,618	462
Finance cost	680,287	880,809
Interest income	(286,291)	(14,193)
Loss on early extinguishment of debt	19,067	-
Realized loss on exchange rate hedge instruments	31,281	25,407
Unrealized loss on exchange rate hedge instruments	47,116	18,912
Net unrealized exchange gain	(78,555)	(21,643)
Straight-line of lease rental revenue	(55,754)	(80,308)
Change in:		
Trade receivables	(29,547)	(16,119)
Value added tax and other receivables	(384,868)	47,552
Prepaid expenses	(1,301)	4,047
Other assets	13,261	10,165
Trade payables	88,623	(103,603)
Due to related parties	(37,352)	49,469
Security deposits	25,661	37,987
Deferred income	(15,610)	9,274
Net cash generated from operating activities	**3,734,826**	**4,108,902**
Investing activities:		
Acquisition of investment properties	(5,868,486)	(2,683,146)
Proceeds from disposal of investment property	478,856	-
Capital expenditures on investment properties	(624,391)	(653,912)
Interest received	286,291	14,193
Net cash used in investing activities	**(5,727,730)**	**(3,322,865)**
Financing activities:		
Acquisition of exchange rate options	(37,246)	(50,953)
Dividends paid	(2,572,664)	(2,113,836)
Borrowings on debt	-	5,671,268
Payments on debt	(67,776)	(8,379,355)
Interest paid	(658,725)	(854,076)
CBFIs issued, related to the rights offering	6,877,831	7,955,263
Rights offering issuance costs	(196,985)	(149,744)
Net cash generated from financing activities	**3,344,435**	**2,078,567**
Net increase in cash	**1,351,531**	**2,864,604**
Effect of foreign currency exchange rate changes on cash	(733,293)	(502,528)
Cash and cash equivalents at beginning of the period	2,704,577	342,501
Cash and cash equivalents at the end of the year	**$ 3,322,815**	**$ 2,704,577**
Non-cash transactions:		
CBFIs to be issued, related to the incentive fee	1,028,451	655,488
Total non-cash transactions	**$ 1,028,451**	**$ 655,488**

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

Notes to financial statements

As of December 31, 2023, and 2022, and for the years then ended
In thousands of Mexican pesos, except per CBFI (Acronym for trust certificates in Spanish)

1. Main activity and structure

Main activity – Fideicomiso Irrevocable 1721 Banco Actinver, S.A. Institucion de Banca Multiple, Grupo Financiero Actinver, Division Fiduciario or FIBRA Prologis ("FIBRAPL" or the "Trust") is a trust formed according to the Irrevocable Trust Agreement 1721 dated August 13, 2013 (“Date of Inception”).

FIBRAPL is a Mexican real estate investment trust authorized by Mexican law (Fideicomiso de Inversión en Bienes Raices, or FIBRA, as per its name in Spanish) with its address on Paseo de los Tamarindos No. 90, Torre 2, Piso 22, Bosques de las Lomas, Cuajimalpa de Morelos, C. P. 05120. The primary purpose of FIBRAPL is the acquisition or development of logistics real estate assets in Mexico, generally with the purpose of leasing such real estate to third parties under long-term operating leases.

The term of FIBRAPL is indefinite in accordance with the Trust Agreement. FIBRAPL does not have employees; accordingly, it does not have labor obligations. All administrative services are provided by Prologis Property México S. A. de C. V. (“Manager”), a wholly owned subsidiary of Prologis, Inc. (“Prologis”).

Structure – FIBRAPL’s parties are:

Trustor:	Prologis Property México, S. A. de C. V.
First beneficiaries:	CBFI holders
Trustee:	Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria
Common representative:	Monex Casa de Bolsa, S. A. de C. V., Monex Grupo Financiero
Manager:	Prologis Property México, S. A. de C. V.

According to the Mexican Credit Institutions Law, a trust must name a technical committee under the rules set forth in its trust agreement. In this regard, prior to its initial public offering, FIBRAPL named its technical committee (the “Technical Committee”), which, among other things: (i) oversees compliance with guidelines, policies, internal controls and audit practices, reviews and approves auditing and reporting obligations of FIBRAPL, (ii) makes certain decisions relating to governance, particularly in the event of a potential conflict with managers or its related parties, and (iii) monitors the establishment of internal controls and mechanisms to verify that each incurrence of indebtedness by FIBRAPL is compliant with applicable rules and regulations of the Mexican Stock Exchange. The Technical Committee currently has seven members, a majority of whom are independent.

2. Basis of presentation

a. **Statement of compliance -** The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards (hereinafter IFRS or IAS) as issued by the International Accounting Standards Board (IASB).

b. **Functional currency and reporting currency –** The accompanying financial statements are presented in thousands of Mexican pesos and the accompanying notes are presented in thousands or in millions of Mexican pesos, the local currency in Mexico, unless otherwise indicated. FIBRAPL's functional currency is the U.S. dollar. All the financial information in Mexican pesos and U.S. dollars has been rounded up to the nearest thousand or million.

c. **Going concern basis of accounting –** FIBRAPL financial statements as of December 31, 2023, and 2022 and for the years then ended have been prepared on a going concern basis, which assumes that FIBRAPL will be able to meet the mandatory repayment terms of the banking facilities disclosed in note 11. Management has a reasonable expectation that FIBRAPL has adequate resources to continue as a going concern and has the ability to realize its assets at their recognized values and to extinguish or refinance its liabilities in the normal course of business.

d. **Critical accounting judgments and estimates –** The preparation of the financial statements requires the use of certain critical accounting estimates and requires management to exercise its judgment in the process of applying FIBRAPL's accounting policies. The notes to the financial statements discuss areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the financial statements.

   Estimates and judgments are continually evaluated and are based on management experience and other factors, including reasonable expectations of future events. Management believes the estimates used in preparing the financial statements are reasonable. Actual results in the future may differ from those reported and therefore it is possible, on the basis of existing knowledge, that outcomes within the next financial year are different from our assumptions and estimates and could result in an adjustment to the carrying amounts of the assets and liabilities previously reported. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed as follows:

   i. **Fair value of investment property**

   FIBRAPL accounts for the value of its investment property using the fair value model under IFRS 13.

   At each valuation date, management reviews the latest independent valuations by verifying the significant inputs of the valuation and by holding discussions with independent appraisers to ensure that all pertinent information has been accurately and fairly reflected.

   Valuations are predominately estimated using an income capitalization approach and utilizing comparable recent market transactions at arm's length terms. Discounted Cash Flow ("DCF") models are the primary basis of assessment of value; and this is the methodology FIBRAPL has adopted.

Valuations are based on various assumptions such as tenure, leasing, town planning by management, the condition and repair of buildings and sites, including ground and groundwater contamination, as well as the best estimates of gross profit, reversionary rents, leasing periods, purchasers' costs, etc.

ii. Fair value of financial liabilities

For disclosure purposes only, the fair value of interest-bearing debt, mainly long term debt, is estimated by calculating, for each individual loan, the present value of future anticipated cash payments of interest and principal over the remaining term of the loan using an appropriate discount rate. The discount rate represents an estimate of the market interest rate for debt of a similar type and risk to the debt being valued, and with a similar term to maturity. These estimates of market interest rates are made by FIBRAPL management based on market data from mortgage brokers, conversations with lenders and from mortgage industry publications.

iii. Method of acquisition accounting

Significant judgment is required to determine if an acquisition of shares of a company holding real estate assets or an acquisition of real estate assets qualifies as a business combination.

Management makes this determination based on whether it has acquired an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income or generating other income from ordinary activities as defined in IFRS 3, such as employees, service provider agreements and major input and output processes, as well as the number and nature of active lease agreements.

Acquisitions of properties made during the years ended December 31, 2023 and 2022 by FIBRAPL were accounted for as acquisitions of assets and not as business combinations.

e. **Basis of measurement –** The financial statements were prepared on a historical cost basis, except for derivative financial instruments and investment properties, which were recognized at amortized cost or at fair value.

3. Material accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set forth below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

New standards and amendments: A number of new standards and amendments to standards and interpretations that are relevant for FIBRAPL and effective for annual periods beginning on 1 January 2023, are listed below:

Effective date	New standards or amendments
January 1, 2023	IFRS 17 Insurance Contracts
	Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2
	Definition of Accounting Estimate – Amendments to IAS 8
	Deferred Tax related to Asset and Liabilities arising from a Single Transaction – Amendments to IAS 12

As of December 31, 2023, the adoption of the above standards and interpretations did not have a material impact on the financial statements of FIBRAPL.

Standards issued but not yet effective: A number of new standards and amendments to standards are effective for annual periods beginning after January 1, 2024, and earlier application is permitted; however, FIBRAPL has not early adopted the following new or amended standards in preparing these financial statements.

Below is a list of standards/interpretations that have been issued as of 31 December 2023, but are not yet effective, and are not early adopted by FIBRAPL.

Effective date	New standards or amendments
January 1, 2024	Classification of Liabilities as Current or Non-current (Amendment to IAS 1)
	Non-current liabilities with Covenants (Amendments to IAS 1)
	Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)

Management estimates that the adoption of the above standards and interpretations will not have a material impact on the financial statements.

Set out below is an index of the material accounting policies, the details of which are available on the pages that follow.

a. Foreign currency

Transactions and balances

In preparing the financial information of FIBRAPL, in its functional currency, transactions in currencies other than U.S. dollars are recognized at the rates of exchange prevailing at the date of the transaction. Equity items are valued at historical exchange rates. At the end of each reporting period, monetary items denominated in Mexican pesos are translated into U.S. dollars at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in Mexican pesos are translated into U.S. dollars, at the rates prevailing at the date when the fair value was determined. Exchange rate differences on monetary items are recognized in profit or loss in the period in which they arise.

Translation to presentation currency

For purposes of presenting these financial statements, the assets and liabilities are translated into Mexican pesos using exchange rates prevailing at the end of the reporting period. Income, expenses and equity items are translated at the at the exchange rate prevailing at the date of the transaction. Exchange rate differences arising, if any, are recognized in Other Comprehensive Income ("OCI").

b. Rental revenues

FIBRAPL recognizes rental income from investment properties as revenue in the financial statements in line with the terms of lease agreements with customers, and on a straight-line basis over the period of each lease, many of which agreements are long-term.

FIBRAPL leases its buildings to customers under agreements that are classified as operating leases because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets. See note 5.

Rental income represents rents charged to customers and is recognized on a straight-line basis taking account of any rent-free periods and other lease incentives, net of any sales taxes, over the lease period to the first break option ("straight-line of lease rental revenue"). The straight-line of lease rental revenue asset is included in investment property, which is valued as described in note 3h.

Rent payments received in advance are presented as prepaid rent in current liabilities, as they will be realized in the next twelve months.

FIBRAPL offers certain services to customers comprising the overall property management, including common area maintenance services such as landscaping, property maintenance and security, as well as other administrative and support services, collectively, non-lease consideration (transferred separately from the right to use the underlying asset) and are within the scope of IFRS 15. Rental recoveries is comprised of expenses billed to customers and is recognized in the accounting period in which the services are rendered. Expenses are usually payable within 30 days.

FIBRAPL arranges for third parties to provide certain of these services to its tenants and concluded that it acts as a principal in relation to these services as it controls the specified services before transferring them to the customer. Therefore, the related revenues are recorded on a gross basis; other property income primarily includes late fees. See note 5.

All revenues recognized by FIBARPL are analyzed by management based on the location of the respective properties. See note 17.

c. Finance costs

The FIBRAPL finance costs include:

- Interest expense;
- Amortization of debt premium; and
- Amortization of deferred financing cost

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the amortized cost of the financial liability.

In calculating interest expense, the effective interest rate is applied to the amortized cost of the liability.

d. Income tax and other taxes

FIBRAPL is a real estate investment trust for Mexican federal income tax purposes. Under Articles No. 187 and 188 of the Mexican Income Tax Law, FIBRAPL is obligated to distribute an amount equal to at least 95% of its net taxable income to its CBFI holders on an annual basis. If the net taxable income during any fiscal year is greater than the distributions made to CBFI holders during the twelve months, FIBRAPL is required to pay tax at a rate of 30% for such excess. Management expects to distribute 100% of the taxable income of FIBRAPL.

FIBRAPL is a registered entity for Value Added Tax in Mexico. VAT is triggered on a cash flow basis when carrying out specific activities carried out within Mexico, and is charged at a rate of 16% throughout the country, with the exception of the northern border region, where by presidential decree it has been charged at a rate of 8% since the beginning of 2019. On December 31, 2020, the "Decree modifying the various tax incentives for the northern border region", extended this rate for the northern border region through December 31, 2024.

For the year ended December 31, 2023, FIBRAPL reported a net taxable income of $3,925.9 million Mexican pesos, of which 100% will be distributed to CBFI holders in accordance with the current Income Tax Law in Mexico.

e. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held at financial institutions, including funds held to meet tenant deposit obligations, and other short-term, highly liquid investments with daily maturities readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

f. Value added tax and other receivables

For the year ended December 31, 2023, and 2022, receivable balances are mainly VAT paid in connection with the purchase of investment properties which will be requested for reimbursement to FIBRAPL. Additionally, FIBRAPL submits withholding taxes to the Mexican taxing authorities as a result of interest paid to foreign creditors. Withholding tax payments are recognized as an expense unless they are expected to be reimbursed to FIBRAPL by the foreign creditor. If FIBRAPL does expect to be reimbursed, the amount is recorded as other receivables.

g. Prepaid expenses

Prepaid expenses are recognized at historical cost and subsequently amortized against profit or loss during the period when benefits or services are obtained. As of December 31, 2023, and 2022, prepaid expenses are comprised primarily of prepaid insurance and other prepaid expenses attributable to the investment properties.

h. Assets held for sale

Investment property is classified as held for sale if FIBRAPL will recover the carrying amount principally through a sale transaction rather than through continuing use, the asset is available for immediate sale in its present condition subject only to terms that are usual or customary for sales of such assets, and the sale is considered highly probable to occur within the next twelve months. Assets held for sale are stated at the lower of carrying amount and fair value less costs to sell unless the assets are investment properties measured at fair value or financial assets in the scope of IFRS 9 in which case they are measured in accordance with those standards.

i. Investment properties and other investment properties

Investment properties are properties held to earn rental income and for capital appreciation by leasing to third parties under long term operating leases. Investment properties are measured initially at cost, which includes transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

Subsequent expenditure is capitalized to the asset’s carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to FIBRAPL and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

An investment property is derecognized upon disposal when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Real estate assets other than industrial properties or non-industrial spaces within industrial properties are presented in Other Investment Properties in the Statement of Financial Position.

Closing costs are capitalized to the basis of the property, which may include due diligence, appraisal, legal fees and taxes.

j. Disposition of investment properties

FIBRAPL has opted to disclose the gain or loss on the disposition of an investment property in the Gain on Valuation of Investment Properties in the Statement of Comprehensive Income, instead of disclosing separately.

k. Other assets

Other assets are comprised of utility deposits mainly from "Comisión Federal de Electricidad" that could be reimbursed once the service agreement is cancelled.

l. Segment reporting

Operating segments are identified based on FIBRAPL reports reviewed by senior management, identified as the chief operating decision maker, for the purpose of allocating resources to each segment and to assess its performance. Accordingly, as information reported to senior management is focused on the location of the respective properties, six reportable segments aggregated by geographic market have been identified as disclosed in note 16.

m. Financial instruments

i. Recognition and initial measurement

Financial assets and financial liabilities are recognized when FIBRAPL becomes a party to the contractual provisions of the instruments and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities measured at fair value through profit or loss are recognized immediately in profit or loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition unless FIBRAPL changes its business model for managing financial assets, in which case all affected financial assets are reclassified to the new category at the time the change in the business model has occurred.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not classified as measured at FVTPL:

— it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

— its contractual terms give rise on specified dates to cash flows that are Solely Payments of the Principal and Interest ("SPPI") on the principal amount outstanding.

FIBRAPL's non-derivative financial assets (mainly trade receivables) meet these conditions and are substantially measured at amortized cost.

Derivative financial instruments are measured at fair value through net income (see note iv).

Financial assets - Subsequent measurement and gains and losses

FIBRAPL recognizes the expected credit loss based on the behavior and status of the balances of certain tenants with an emphasis on the expected recoverability of the accounts. FIBRAPL determined the allowance for uncollectable trade receivables considering the risk level criteria assigned to each tenant and market where the investment property is located. The corresponding expected loss rate is applied in ranges from 1.0% to 5.0% for current accounts receivable and 100% for unrecoverable accounts receivable.

Financial Assets	Subsequent measurement and gains and losses
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gain and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

The expected credit loss calculation of allowance for uncollectable trade receivables as of December 31, 2023, and 2022, determined the reserve of accounts receivable recognized by FIBRAPL. See note 4.

Financial liabilities- Classification, subsequent measurement and gains and losses.

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and gains or losses arising from changes in the fair value, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense, foreign currency gains and losses, and any gains or losses on derecognition for these financial liabilities are recognized in profit or loss. All non-derivative financial liabilities of FIBRAPL, including interest bearing borrowings, are measured at amortized cost.

iii. Derecognition

Financial assets

FIBRAPL derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred and FIBRAPL does not retain control of the financial asset.

Financial liabilities

FIBRAPL derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. FIBRAPL also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in statement of comprehensive income.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, FIBRAPL has a legally enforceable right to offset the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

v. Derivative financial instruments and hedge accounting

Financial instruments and hedge accounting

FIBRAPL holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognized in statement of comprehensive income.

FIBRAPL designates certain derivatives as hedging instruments to hedge its interest rate exposure if derivatives qualify for cash flow hedge accounting. Designated derivatives are initially recognized at fair value and any directly attributable transaction costs are recognized in the statement of comprehensive income as incurred. Subsequent to initial recognition, designated derivatives are measured at fair value, and any changes therein are generally recognized in other comprehensive income. Any ineffective portion of changes in the fair value of the derivatives is recognized immediately in profit or loss of the period. See note 20.4.

n. Distributions paid and payable

Provisions for distributions to be paid by FIBRAPL are recognized on the statement of financial position as a liability and a reduction of equity when an obligation to make a payment is established and the distributions have been approved by the Manager or Technical Committee, as applicable.

o. Security deposits

FIBRAPL obtains reimbursable security deposits from customers based on signed lease agreements as a guarantee of the rent payments for the life of the lease. These deposits are recognized as a non-current financial liability and carried at amortized cost.

p. Earnings per CBFI

Basic earnings per CBFI are calculated by dividing FIBRAPL net income attributable to CBFI holders by the weighted average number of CBFIs outstanding during the period. As FIBRAPL has no dilutive events, the diluted earnings per CBFI is calculated the same as the basic earnings per CBFI.

q. Contributed equity

The CBFIs are classified as equity and recognized at the fair value of the consideration received by FIBRAPL. Transaction costs resulting from the issuance of equity are recognized directly in equity as a reduction to the proceeds from issuance of CBFI.

r. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal market or, in its absence, the most advantageous market to which FIBRAPL has access at that date. The fair value of a liability reflects its nonperformance risk.

A number of FIBRAPL accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets. See note 2.d.i.

4. Cash and cash equivalents

Cash and cash equivalents of FIBRAPL were as follows:

		December 31,
in thousands Mexican pesos	2023	2022
Cash	$ 338,535	$ 420,443
Cash equivalents	2,984,280	2,284,134
Cash and cash equivalents	**$ 3,322,815**	**$ 2,704,577**

5. Trade receivables

Trade receivables of FIBRAPL were as follows:

in thousands Mexican pesos		December 31, 2023		2022
Trade receivables	$	104,393	$	72,043
Allowance for uncollectible receivables		(3,865)		(682)
Trade receivables	**$**	**100,528**	**$**	**71,361**

A summary of FIBRAPL's exposure to credit risk and estimated credit losses for trade receivables were as follows:

in thousands of Mexican Pesos		December 31, 2023 Trade receivables		2023 Allowance		2022 Trade receivables		2022 Allowance
Current	$	98,263	$	(3,827)	$	70,537	$	(680)
From 91 to 120 days		2,041		(9)		467		(1)
From 121 to 150 days		3,049		(20)		131		-
Over 150 days		1,040		(9)		908		(1)
Total	**$**	**104,393**	**$**	**(3,865)**	**$**	**72,043**	**$**	**(682)**

Movement of allowance for uncollectible trade receivables were as follows:

in thousands of Mexican Pesos		For the year ended December 31, 2023		2022
Beginning balance	$	(682)	$	(220)
Increase allowance		(12,618)		(462)
Utilization of allowance		9,435		-
Allowance for uncollectable trade receivables	**$**	**(3,865)**	**$**	**(682)**

6. Value added tax and other receivables

The outstanding balances were as follows:

in thousands Mexican pesos		December 31, 2023		December 31, 2022
Value added tax	$	668,902	$	328,988
Other receivables		9,504		7,440
Value added tax and other receivables	**$**	**678,406**	**$**	**336,428**

7. Hedging activities

FIBRAPL's exchange rate options do not qualify for hedge accounting. Therefore, the change in fair value related to the active contracts is recognized in the results of operations for the year within unrealized (loss) gain on exchange hedge instruments. Below is a listing of outstanding options.

in thousands					Mexican pesos	Fair value - Mexican pesos		Fair value - U.S. dollars	
Start date	End date	Settlement date	Forward rate	Fair value	Notional amount	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
27-May-22	31-Mar-23	31-Mar-23	20.0000 USD-MXN	Level 2	$ 100,000	$ -	$ 590	$ -	$ 30
27-May-22	30-Jun-23	30-Jun-23	20.0000 USD-MXN	Level 2	100,000	-	2,446	-	126
9-Aug-22	30-Sep-23	30-Sep-23	20.0000 USD-MXN	Level 2	100,000	-	4,050	-	209
9-Aug-22	31-Dec-23	31-Dec-23	20.0000 USD-MXN	Level 2	100,000	-	5,457	-	282
25-Aug-22	31-Mar-23	31-Mar-23	20.0000 USD-MXN	Level 2	12,500	-	74	-	4
25-Aug-22	30-Jun-23	30-Jun-23	20.0000 USD-MXN	Level 2	12,500	-	306	-	16
25-Aug-22	30-Sep-23	30-Sep-23	20.0000 USD-MXN	Level 2	12,500	-	507	-	26
25-Aug-22	31-Dec-23	31-Dec-23	20.0000 USD-MXN	Level 2	12,500	-	683	-	35
10-Nov-22	28-Mar-24	31-Mar-24	20.0000 USD-MXN	Level 2	112,500	-	7,523	-	389
10-Nov-22	28-Jun-24	30-Jun-24	20.0000 USD-MXN	Level 2	112,500	249	8,691	15	449
10-Nov-22	30-Sep-24	30-Sep-24	20.0000 USD-MXN	Level 2	112,500	744	9,791	44	506
10-Nov-22	31-Dec-24	31-Dec-24	20.0000 USD-MXN	Level 2	112,500	1,416	10,835	84	560
1-Feb-23	31-Mar-25	2-Apr-25	20.0000 USD-MXN	Level 2	100,000	1,909	-	113	-
1-Feb-23	30-Jun-25	2-Jul-25	20.0000 USD-MXN	Level 2	100,000	2,549	-	151	-
1-Feb-23	30-Sep-25	2-Oct-25	20.0000 USD-MXN	Level 2	100,000	3,186	-	189	-
1-Feb-23	31-Dec-25	2-Jan-26	20.0000 USD-MXN	Level 2	100,000	3,809	-	225	-
11-Oct-23	31-Mar-26	2-Apr-26	19.5000 USD-MXN	Level 2	100,000	5,292	-	313	-
11-Oct-23	30-Jun-26	2-Jul-26	19.5000 USD-MXN	Level 2	100,000	5,984	-	354	-
11-Oct-23	30-Sep-26	2-Oct-26	19.5000 USD-MXN	Level 2	100,000	6,660	-	394	-
11-Oct-23	31-Dec-26	5-Jan-27	19.5000 USD-MXN	Level 2	100,000	7,314	-	433	-
Total exchange rate options						**$ 39,112**	**$ 50,953**	**$ 2,315**	**$ 2,632**

8. Investment properties

The reconciliation of investment properties were as follows:

in thousands Mexican pesos	For the year ended December 31, 2023	2022
Beginning balance	$ 74,733,756	$ 71,267,372
Assets held for sale	-	(539,218)
Translation effect from functional currency (*)	(10,198,941)	(4,336,834)
Acquisition of investment properties (**)	5,868,486	2,704,746
Capital expenditures, leasing commissions and tenant improvements	624,391	653,912
Straight-line of lease rental revenue	24,897	41,243
Gain on valuation of investment properties	12,354,217	4,942,535
Investment properties	**$ 83,406,806**	**$ 74,733,756**

*- The fair value of investment properties is translated from U.S. dollars to Mexican pesos. The U.S. dollar to Mexican peso exchange rate are as follows:

	December 31, 2023	December 31, 2022	December 31, 2021
Exchange rate	16.8935	19.3615	20.5157

**- The acquisition of investment properties includes acquisition costs.

At December 31, 2022, five properties were classified as held for sale that were located in Hermosillo, Sonora, and Matamoros, Tamaulipas, with a leasable area of 0.7 million square feet and a fair value of $27.9 million U.S. dollars ($539.2 million Mexican Pesos). The properties were sold in the second quarter of 2023.

in millions, except lease area	Date	Market	Lease area square feet	Assets sale price Mexican pesos	U. S. dollars
Dispositions:					
Laredo Industrial Center #1	28-Jun-23	Reynosa	84,987	$ 81.4	$ 4.8
Matamoros Ind. Ctr. #1	22-Jun-23	Reynosa	298,840	292.6	17.0
Dynatech Ind. Ctr. #3	22-Jun-23	Juarez	106,915	39.6	2.3
Dynatech Ind. Ctr. #2	22-Jun-23	Juarez	175,019	47.1	2.7
Dynatech Ind. Ctr. #1	22-Jun-23	Juarez	48,078	18.2	1.1
Total dispositions			**713,839**	**$ 478.9**	**$ 27.9**

Transactions carried out by FIBRAPL in its investment properties during the years ended as of December 31, 2023 and 2022, were as follows:

in millions, except lease area	Date	Market	Lease area square feet	Acquisition value including closing costs Mexican pesos	U. S. dollars
Acquisitions:					
Villa Florida II Building #2	11-December-23	Reynosa	590,108	$ 978.4	$ 56.4
Juarez Building #4	8-December-23	Juarez	538,720	1,083.6	62.2
Escobedo Land Reserve	21-November-23	Monterrey	229,056	49.9	2.9
Escobedo II B + Expansion	21-November-23	Monterrey	202,780	267.2	15.5
Escobedo II	21-November-23	Monterrey	118,093	155.8	9.1
Escobedo I	21-November-23	Monterrey	118,093	149.4	8.7
Apodaca Building #10	16-October-23	Monterrey	658,568	1,017.6	56.4
Juarez Building #2	16-October-23	Juarez	460,081	880.8	48.9
El Florido Building #2	16-June-23	Tijuana	304,503	680.0	39.7
Apodaca Building #8	16-June-23	Monterrey	104,634	193.8	11.3
Juarez Building #5	16-June-23	Juarez	242,121	412.0	24.1
Total acquisitions			**3,566,757**	**$ 5,868.5**	**$ 335.2**

in millions, except lease area	Date	Market	Lease area square feet	Acquisition value including closing costs Mexican pesos	U. S. dollars
Acquisitions:					
TAE #2	30-Nov-22	Tijuana	286,165	583.4	30.2
TAE #1	30-Nov-22	Tijuana	249,696	509.1	26.4
Pantaco #1	3-Aug-22	Mexico	41,764	82.1	4.0
Vallejo Truck Yard #1	4-May-22	Mexico	130,244	129.6	6.4
Vallejo DC #1	10-Mar-22	Mexico	94,418	217.0	10.2
Juarez #18	25-Jan-22	Juarez	191,032	361.2	17.5
El Florido #1	7-Jan-22	Tijuana	386,880	822.3	40.2
Total acquisitions			**1,380,199**	**$ 2,704.7**	**$ 134.9**

a) Investment properties by market were as follows:

Market	Fair value as of December 31, 2023	2022	Number of properties 2023	2022
Mexico City	$ 35,355,188	$ 30,517,750	71	71
Guadalajara	8,151,029	8,884,896	26	26
Monterrey	11,352,432	10,506,518	31	26
Tijuana	13,081,313	12,307,382	48	47
Reynosa	7,072,464	6,506,432	30	29
Juarez	8,394,380	6,010,778	31	28
Total	**$ 83,406,806**	**$ 74,733,756**	**237**	**227**

The table above includes an Intermodal facility in the Mexico City market with a leasable area of 1,092 square feet and a fair value of $331,082.

FIBRAPL obtained valuations from independent appraisers to determine the fair value of its investment properties.

Disclosed below is the valuation technique used to measure the fair value of investment properties, along with the significant unobservable inputs used.

i) Valuation technique

The valuation model considers the present value of net cash flows to be generated by the property, taking into account the expected rental growth rate, vacancy periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

ii) Significant unobservable inputs

	December 31, 2023	December 31, 2022
Occupancy rate	99.8%	98.9%
Risk adjusted discount rates	From 8.25% to 11.25% Weight Avg. 9.20%	From 7.75% to 13.00% Weight Avg. 8.68%
Risk adjusted capitalization rates	From 6.25% to 9.25% Weight Avg. 7.11%	From 6.00% to 10.75% Weight Avg. 6.85%

iii) Interrelationship between key unobservable inputs and fair value measurement

The estimated fair value would increase (decrease) if:

a. - Expected market rental income per market were higher (lower);
b. - Vacancy periods were shorter (longer);
c. - The occupancy rate were higher (lower);
d. - Rent-free periods were shorter (longer); or
e. - The risk adjusted discount rate were lower (higher)

<u>Investment Properties Valuation Sensitivity Analysis</u>

A variation of +/- 0.25% on capitalization rates would increase or decrease the change in investment properties' values as follows:

Valuation %	Thousands Mexican Pesos	Change in current value
0.25% increase	**$ (3,204,641)**	**(3.89%)**
0.25% decrease	**$ 3,483,777**	**4.23%**

9. Other investment properties

At December 31, 2023 and 2022, FIBRAPL held two office properties with leasable area of 0.2 million square feet and a fair value of $58.7 and $56.0 million Mexican pesos, respectively.

10. Related party information

The detail of transactions of FIBRAPL with its related parties is as follows:

a. Related Parties

In accordance with the management agreement between FIBRAPL and the Manager (the "Management Agreement"), the Manager is entitled to receive the following fees and commissions:

i. **Asset Management Fee:** annual fee equivalent to 0.75% of the current appraised value, calculated in accordance with the valuation policies approved by the Technical Committee under Section 14.1 of the Trust Agreement, based on annual appraisals, plus investment cost for assets that have not been appraised, plus the applicable VAT, paid quarterly. The asset management fee will be prorated with respect to any asset that has been owned less than a full calendar quarter.

ii. **Incentive Fee:** annual fee equal to 10.0% of cumulative total CBFI holder returns in excess of an annual compound expected return of 9.0%, paid annually in CBFIs, must be approved at the ordinary holders meeting with each payment subject to a six-month lock-up, as established under the Management Agreement. The return measurement related to the incentive fee is based on a cumulative period. The return measurement period for the year ended December 31, 2023 was June 6, 2022 to June 5, 2023.

iii. **Development Fee:** contingent fee equal to 4.0% of total project cost of capital improvements (including replacements and repairs to the properties managed by the Manager, including improvements by the lessor), excluding land or new property development payable upon completion of the project.

iv. **Property Management Fee:** fee equal to 3.0% of the revenues generated by the properties, paid monthly.

v. **Leasing Fee:** fee equal to certain percentages of total rent under signed lease agreements as follows: (i) 5.0% in connection with years one through five of the respective lease agreements; (ii) 2.5% in connection with years six through ten of the respective lease agreements; and (iii) 1.25% in connection with years eleven and beyond of the respective lease agreements. For renewals of existing leases, percentages will be 2.5%, 1.25% and 0.62% for the periods mentioned in bullet points (i), (ii) and (iii), respectively. One half of each leasing fee is payable at signing or renewal and one half is payable at commencement of the applicable lease. The leasing fee will be paid in full to the Manager, unless a third-party listing broker provides the procuring or leasing, expansion, or renewal service, in which case the Manager shall not be entitled to a leasing fee.

vi. **Maintenance Cost:** Include payroll expenses from maintenance employees plus a 1.5% fee incurred on FIBRAPL properties by Prologis related party.

b. Due to related parties

The outstanding balances due to related parties were as follows:

in thousands Mexican pesos		December 31, 2023		December 31, 2022
Property management fee	$	14,366	$	12,964
Asset management fee		1,511		48,059
Total due to related parties	**$**	**15,877**	**$**	**61,023**

c. Transactions with related parties

Transactions with related parties were as follows:

				For the year ended December 31,
in thousands Mexican pesos		2023		2022
Asset management fee	$	550,991	$	561,574
Property management fee	$	155,975	$	154,884
Leasing commissions	$	50,794	$	31,778
Development fee	$	17,702	$	10,903
Maintenance costs	$	7,784	$	11,492
Incentive Fee	$	1,028,451	$	655,488

11. Debt

The following table summarizes the debt of FIBRAPL:

in thousands	Paragraph	Denomination	Maturity date(*)	Rate	Fair Value as of December 31, 2023 U. S. dollars	Fair Value as of December 31, 2023 Mexican pesos	December 31, 2023 U. S. dollars	December 31, 2023 Mexican pesos	December 31, 2022 U. S. dollars	December 31, 2022 Mexican pesos
Prudential Insurance Company and Metropolitan Life Insurance Co. (The Pru-Met Loan) 1st. Section (Secured)	a.	USD	1-Feb-26	4.67%	$ 50,920	$ 860,217	$ 52,540	$ 887,584	$ 53,500	$ 1,035,840
Prudential Insurance Company and Metropolitan Life Insurance Co. (The Pru-Met Loan) 2nd. Section (Secured)	a.	USD	1-Feb-26	4.67%	50,920	860,217	52,540	887,584	53,500	1,035,840
Metropolitan Life Insurance Company (Secured)	b.	USD	7-Dec-26	5.18%(***)	65,266	1,102,571	66,714	1,127,033	68,622	1,328,625
Green bond (Unsecured) #2	c.	USD	22-Apr-31	3.73%	59,904	1,011,988	70,000	1,182,545	70,000	1,355,305
Green bond (Unsecured) #1	d.	USD	28-Nov-32	4.12%	321,266	5,427,311	375,000	6,335,063	375,000	7,260,563
Private Placement (Unsecured)	e.	USD	1-Jul-39	3.48%(**)	250,056	4,224,321	300,000	5,068,050	300,000	5,808,450
				Total	**798,332**	**13,486,625**	**916,794**	**15,487,859**	**920,622**	**17,824,623**
Debt interest accrued							6,613	111,709	6,564	127,089
Debt premium, net							2,664	45,004	3,552	68,772
Deferred financing cost							(6,470)	(109,282)	(6,183)	(119,705)
				Total debt			**919,601**	**15,535,290**	**924,555**	**17,900,779**
Less: Current portion of debt							3,683	62,219	5,975	115,685
Total debt							**$915,918**	**$15,473,071**	**$918,580**	**$17,785,094**

** The Maturity date of Green Bond and Private Placement is considering the last due date of the Notes and USPP notes, respectively.*
*** Weighted average interest rate considering all Private Placement series*
**** Weighted average interest rate considering all contracts under MetLife loan*

Loans detailed in the table above also include the following conditions as it is referenced:

a. This loan is secured by 17 properties with a total fair value as of December 31, 2023, of $336.2 million U.S. dollars ($5,679.7 million Mexican pesos); such properties and their cash flows are subject to a Mexican law guarantee security trust for the benefit of the lenders.

b. This loan is secured through a Guarantee Trust by 14 properties with a total fair value as of December 31, 2023, of $174.8 million U.S. dollars ($2,953.0 million Mexican pesos), located in the Tijuana and Guadalajara markets and the lease revenues of such properties.

   The loan has three tranches with a weighted average interest rate of 5.18%, consisting of:

   (i) $50.3 million U.S. dollars ($849.8 million Mexican pesos) of aggregate principal amount bearing interest at 5.30% in tranche 1;

   (ii) $7.5 million U.S. dollars ($126.8 million Mexican pesos) of aggregate principal amount bearing interest at 5.15% in tranche 2;

   (iii) $8.9 million U.S. dollars ($150.4 million Mexican pesos) of aggregate principal amount bearing interest at 4.50% in tranche 3;

c. The Long Term Trust Certificates "Certificados Bursátiles Fiduciarios de Largo Plazo" (the “CEBURES”) mature in 2031 and bear interest at 3.73% per annum. The CEBURES are the senior unsecured obligations of FIBRAPL.

d. The Long Term Trust Certificates "Certificados Bursátiles Fiduciarios de Largo Plazo" (the "Notes") are senior unsecured obligations of FIBRAPL, bear interest at 4.12% per annum and are due in installment payments as follows:

- $125.0 million U.S. dollars ($2,111.7 million Mexican pesos) principal amount due 2028;
- $125.0 million U.S. dollars ($2,111.7 million Mexican pesos) principal amount due 2030; and
- $125.0 million U.S. dollars ($2,111.7 million Mexican pesos) principal amount due 2032.

e. The US Private Placement ("USPP Notes") were issued in five tranches consisting of:

(i) $100.0 million U.S. dollars ($1,689.4 million Mexican pesos) of aggregate principal amount in 3.19% Series A USPP Notes due July 1, 2029;

(ii) $80.0 million U.S. dollars ($1,351.5 million Mexican pesos) of aggregate principal amount in 3.49% Series B USPP Notes due July 1, 2031;

(iii) $80.0 million U.S. dollars ($1,351.5 million Mexican pesos) of aggregate principal amount in 3.64% Series C USPP Notes due July 1, 2033;

(iv) $25.0 million U.S. dollars ($422.3 million Mexican pesos) of aggregate principal amount in 3.79% Series D USPP Notes due July 1, 2036; and

(v) $15.0 million U.S. dollars ($253.4 million Mexican pesos) of aggregate principal amount in 4.00% Series E USPP Notes due July 1, 2039.

Additionally, on April 27, 2023, FIBRAPL amended and restated its $400.0 million unsecured Revolving Line of Credit with a syndicate of nine banks. FIBRAPL has the option to increase the Credit Facility up to US$500.0 million subject to lender approval. The new credit facility has an initial maturity of April 27, 2026, with two one-year extensions at borrower's option, subject to the payment of an extension fee. As of December 31, 2023, and December 31, 2022, FIBRAPL has no outstanding balance. The Credit Facility bears interest on borrowings outstanding at SOFR plus 133 basis points denominated in U.S. dollars. The Citibank NA Credit Facility is subject to a sustainability KPI (Key Performance Indicator) based on portfolio area with LED lighting.

Cash transactions in debt:

in thousands Mexican Pesos	2023 Principal	2023 Debt interest	2023 Debt premium net	2023 Deferred financing cost	2023 Total	2022 Principal	2022 Debt interest	2022 Debt premium net	2022 Deferred financing cost	2022 Total
Cash transactions										
Beginning balance	$ 17,824,635	$ 127,089	$ 68,772	$ (119,717)	**$ 17,900,779**	$ 21,768,149	$ 146,569	$ 91,090	$ (160,515)	**$ 21,845,293**
Borrowings on debt	-	-	-	-	**-**	5,671,268	-	-	-	**5,671,268**
Payments on debt	(67,776)	-	-	-	**(67,776)**	(8,379,355)	-	-	-	**(8,379,355)**
Interest paid	-	(658,725)	-	-	**(658,725)**	-	(854,076)	-	-	**(854,076)**
Total cash transactions	**17,756,859**	**(531,636)**	**68,772**	**(119,717)**	**17,174,278**	**19,060,062**	**(707,507)**	**91,090**	**(160,515)**	**18,283,130**
Non-cash transactions										
Amortization	-	685,797	(15,001)	24,138	**694,934**	-	834,596	(17,193)	33,492	**850,895**
Revaluation and others	(2,269,017)	(42,418)	(8,767)	(13,720)	**(2,333,922)**	(1,235,427)	-	(5,125)	7,306	**(1,233,246)**
Total transactions	**$ 15,487,842**	**$ 111,743**	**$ 45,004**	**$ (109,299)**	**$ 15,535,290**	**$ 17,824,635**	**$ 127,089**	**$ 68,772**	**$ (119,717)**	**$ 17,900,779**

The loans described in this note are subject to certain affirmative covenants, including, among others, (a) reporting of financial information and (b) maintenance of corporate existence, the security interest in the properties subject to the loan and appropriate insurance for such properties. In addition, the loans are subject to certain negative covenants that restrict FIBRAPL's ability to, among other matters and subject to certain exceptions, incur additional indebtedness under or create additional liens on the properties subject to the loans, change its corporate structure, make certain restricted payments, enter into certain transactions with related parties, amend certain material contracts, enter into derivative transactions for speculative purposes or form any new subsidiary. The loans contain, among others, the following events of default: (i) non-payment; (ii) false representations; (iii) failure to comply with covenants; (iv) inability to generally pay debts as they become due; (v) any bankruptcy or insolvency event; (vi) disposition of the subject properties; or (vii) change of control of the subject properties.

As of December 31, 2023, FIBRAPL was in compliance with all its covenants.

12. Equity

On June 5, 2023, FIBRAPL recorded 16,404,726 CBFIs to be issued based on the annual incentive fee of $1,028.5 million Mexican pesos, approved in the ordinary holders meeting on July 3, 2023. FIBRAPL issued the certificates on October 13, 2023. See note 9 for more detail.

On May 4, 2023, FIBRAPL issued an additional 105,000,000 CBFIs at $59.00 Mexican pesos per certificate through an offering price. The offering consists of (a) a public offering in Mexico of CBFIs (the "Mexican Offering") and (b) a concurrent international offering of CBFIs to qualified institutional buyers as defined under Rule 144A under the U.S. Securities Act of 1933, as amended (the "Securities Act"), in transactions exempt from registration thereunder (the "International Offering" and, together with the Mexican Offering, the "Global Offering").

In connection with this offering, on May 11, 2023, the representatives of the underwriters and initial purchasers exercised the over-allotment option to purchase an additional 12,049,735 CBFIs at same price of offering per CBFI.

On June 14, 2022, FIBRAPL recorded 12,464,161 CBFIs to be issued based on the annual incentive fee of $655.5 million Mexican pesos, approved in the ordinary holders meeting on July 5, 2022. FIBRAPL issued the certificates on December 14, 2022. See note 9 for more detail on these fees.

On October 11, 2022, FIBRAPL recorded 152,985,834 CBFIs issued through the subscription rights offering. Qualified existing CBFI holders were granted a right to subscribe to the additional CBFIs. All 152,985,834 CBFIs were issued through subscriptions at a price of $52.00 Mexican pesos. Proceeds from the subscription were $7,955.3 million Mexican pesos. Issuance costs of $149.7 million Mexican pesos were incurred for the issuance.

Total dividend distributions is as follows:

in thousand of mexican pesos, except per CBFI	Date	Distribution amount	Distribution per CBFI
Dividends	17-Oct-23	$ 588,898	$ 0.5097
Dividends	19-Jul-23	542,986	0.4768
Dividends	24-Feb-23	868,584	0.8500
Dividends	18-Jan-23	572,196	0.5600
Total distributions 2023		**$ 2,572,664**	
Dividends	19-Oct-22	$ 605,340	$ 0.5997
Dividends	19-Jul-22	527,726	0.6162
Dividends	18-Apr-22	511,180	0.5968
Dividends	20-Jan-22	469,590	0.5483
Total distributions 2022		**$ 2,113,836**	

Total CBFI holders' capital is as follows:

in thousands Mexican Pesos	December 31, 2023	December 31, 2022
Trust certificates	$ 42,856,854	$ 34,924,451
Issuance cost	(911,458)	(714,473)
Distributions	(3,060,260)	(3,060,260)
CBFI holders' capital	**$ 38,885,136**	**$ 31,149,718**

13. Earnings per CBFI

The calculated basic and diluted earnings per CBFI are the same, presented as follows:

in thousands Mexican Pesos, except per CBFI	December 31, 2023	December 31, 2022
Basic and diluted earnings per CBFI (pesos)	$ 13.63	$ 8.47
Net income	$ 15,031,956	$ 7,547,731
Weighted average number of CBFIs ('000)	1,102,552	891,404

14. Capital and Financial Risk Management

Liquidity Risk

Real estate investments are not as liquid as many other investments and such lack of liquidity may limit the ability to react promptly to any changes in economic, market or other conditions. Consequently, the ability to sell the assets at any time may be limited. FIBRAPL rules establish a 4-year minimum hold period for real estate assets beginning on the acquisition date or completion of construction. If a property is sold before the 4-year holding period, FIBRAPL is required to pay 30% tax on the taxable gain within 15 business days after the sale and cannot offset the taxable gain with Net Operating Loss (NOLs). This lack of liquidity may limit the ability to make changes to the FIBRAPL portfolio in a timely manner, which may materially and adversely affect financial performance.

While the business objectives consist primarily of the acquisition of real estate assets and obtaining revenue from their operation, there are times when FIBRAPL management believes that the disposal of certain properties may be appropriate or desirable. The ability of FIBRAPL to dispose of properties on favorable terms depends on factors that may be beyond its control, including competition from other sellers, demand and the availability of financing. In addition, there may be required capital expenditures to correct defects or make improvements before a property is sold, and FIBRAPL cannot ensure that it will have available to make such capital expenditures. Due to such constraints and uncertain market conditions, FIBRAPL cannot guarantee it will be able to sell properties in the future or realize potential appreciation from the sale of such properties.

The following table shows the undiscounted contractual cash-flows as of December 31, 2023, and 2022, of financial liabilities classified according to their due dates. The table includes principal, accrued interest and future principal and interest accruals due. For loans with floating interest rates, spot interest rates at the end of the reporting period were used for future interest accruals.

in thousands Mexican Pesos	Less than 1 year	From 1 to 5 years	More than 5 years	Total
December 31, 2023				
Trade payables	$ 166,482	$ -	$ -	$ 166,482
Deferred income	49,451	-	-	49,451
Due to related parties	15,877	-	-	15,877
Principal of debt	74,702	6,628,537	8,784,620	15,487,859
Interest	737,216	2,395,820	861,974	3,995,010
December 31, 2022				
Trade payables	$ 89,250	$ -	$ -	$ 89,250
Deferred income	74,568	-	-	74,568
Due to related parties	61,023	-	-	61,023
Principal of debt	36,980	3,363,324	14,424,319	17,824,623
Interest	720,964	3,166,689	1,501,622	5,389,276

Quantitative and Qualitative Disclosures about Market Risk

FIBRAPL is exposed to market risks arising from the ordinary course of business involving, primarily, adverse changes in interest rates and inflation, foreign exchange rate fluctuations and liquidity risks that may affect its financial condition and future results of operations. The following discussion contains forward-looking statements that are subject to risks and uncertainties.

Financial Risk

In the normal course of business, FIBRAPL enters into loan agreements with certain lenders to finance real estate investment transactions. Unfavorable economic conditions could increase its related borrowing costs, limit its access to the capital markets or financing and prevent FIBRAPL from obtaining credit.

There is no guarantee that borrowing arrangements or the ability to obtain financing will continue to be available, or if available, will be available on terms and conditions that are acceptable.

A decline in the market value of FIBRAPL´s assets may also have particular adverse consequences in instances where FIBRAPL borrowed money based on the market value of certain assets. A decrease in market value of such assets may result in a lender requiring FIBRAPL to post additional collateral or to repay certain loans.

Interest rate risk

Interest rates are highly sensitive to many factors, including governmental, fiscal, monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond FIBRAPL’s control. Interest rate risk arises primarily from variable rate interest-bearing financial liabilities. FIBRAPL may in the future enter into credit facilities or otherwise incur indebtedness with variable interest rates. To the extent FIBRAPL borrows on these facilities, or otherwise incurs variable-rate indebtedness, FIBRAPL will be exposed to risk associated with market variations in interest rates. As of December 31, 2023, FIBRAPL holds no outstanding balance of floating rate debt.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBORs) with alternative nearly risk-free rates (referred to as "IBOR reform").

FIBRAPL transitioned to SOFR during 2022.

Credit Sensitivity Analysis with Variable Interest Rate Not Hedged

As of December 31, 2023 and 2022, FIBRAPL holds no outstanding balance of floating rate debt which would increase or decrease the annual interest expense.

Credit Sensitivity Analysis with Variable Interest Rate Hedged

As of December 31, 2023 and 2022, FIBRAPL holds no outstanding balance of unhedged floating rate debt through the borrowing from the Credit Facility.

Foreign currency risk

Foreign currency risk is attributable to fluctuation of exchange rates between the currency denomination in which FIBRAPL conducts its sales, purchases, receivables and borrowings and the functional currency of FIBRAPL, which is the U.S. dollar. A majority of FIBRAPL's revenue and debt transactions, including 67.1% and 66.6% of revenues under FIBRAPL lease agreements, and 100% of debt financings as of December 31, 2023, and 2022, and for the years then ended, respectively, are denominated in U.S. dollars.

The summary quantitative data about the FIBRAPL exposure to currency risk as reported to the management of FIBRAPL, denominated in Mexican pesos, is as follows:

in thousands Mexican Pesos	December 31, 2023	December 31, 2022
Assets		
Cash and cash equivalents	$ 356,452	$ 376,079
Trade receivables	33,366	39,299
Value added tax and other receivables	678,406	329,939
	1,068,224	**745,317**
Liabilities		
Trade payables	141,494	417,247
Deferred income	37,790	72,566
Security deposits	89,098	88,874
	268,382	**578,687**
Net statement of financial position exposure	**$ 799,842**	**$ 166,630**

The U.S. dollar to Mexican peso exchange rate at December 31, as well as the average exchange rates during the year were as follows:

exchange rate	2023	2022
U.S. dollar vs. Mexican Peso	**$ 16.8935**	**$ 19.3615**
Average exchange rate	**$ 17.6585**	**$ 20.0122**

Foreign Currency Sensitivity Analysis

A reasonably possible strengthening (weakening) of Mexican pesos against U.S. dollar at December 31, would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and income by the amounts shown below:

	Income		**Equity**	
in thousands Mexican Pesos	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
December 31, 2023				
Mexican pesos (5% movement)	$ (12,675)	$ 12,675	$ 12,675	$ (12,675)
December 31, 2022				
Mexican pesos (5% movement)	$ (8,332)	$ 8,332	$ 8,332	$ (8,332)

Credit Risk

Credit risk is the risk of financial loss that FIBRAPL faces if a customer or counterparty in a financial instrument does not comply with its contractual obligations, and mainly applies to accounts receivable and FIBRAPL investment instruments.

The carrying value of the financial assets and contract assets represent the maximum exposure to credit risk.

Inflation

Most of FIBRAPL's leases contain provisions designed to mitigate the adverse impact of inflation. These provisions generally increase annualized base rents during the terms of the leases either at fixed rates or indexed escalations (based on the Mexican Consumer Price Index or other measures).

As of December 31, 2023, and 2022, all of the leases in the portfolio had an annual rent increase. In addition, most of the leases are triple net leases, which may reduce the exposure to increases in costs and operating expenses resulting from inflation, assuming the properties remain leased and customers fulfill their obligations to assume responsibility for such expenses. As of December 31, 2023, and 2022, the portfolio was 99.8% and 98.9% leased, respectively.

15. Fair value of assets and liabilities

FIBRAPL has established a control framework in relation to the measurement of fair value. This includes supervision from an internal specialist of all significant fair value measurements, including the fair value of Level 3 inputs (disclosed below).

FIBRAPL management regularly reviews the significant unobservable inputs and valuation adjustments. If third party information is used, such as broker quotes or pricing services to measure fair values, management evaluates the evidence from third parties to support the conclusion that these valuations satisfy the requirements of IFRS, including the level within the fair value hierarchy (discussed below) within which those valuations should be classified.

When the fair value of an asset or liability is measured, FIBRAPL uses observable market data whenever possible. The fair values are classified into different levels within a fair value hierarchy based on the variables used in the valuation techniques as follows:

- Level 1: (Unadjusted) quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices.) or indirectly (i.e. derived from prices).
- Level 3: Data for the asset or liability that are not based on observable market data (unobservable inputs).

If the variables used to measure the fair value of an asset or liability can be classified into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety on the same level of the fair value hierarchy as lowest level that is meaningful to the overall measurement.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. This table includes trade receivable, other receivables and trade payables, for carrying amounts of short-term financial instruments approximates to their fair value:

					As of December 31, 2023
	Carrying amount				Fair value
in thousands Mexican Pesos	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investment properties	$ 83,406,806	$ -	$ -	$ 83,406,806	$ 83,406,806
Other investment properties	58,658	-	-	58,658	58,658
Exchange rate options	39,112	-	39,112	-	39,112
	$ 83,504,576	**$ -**	**$ 39,112**	**$ 83,465,464**	**$ 83,504,576**
Financial assets not measured at fair value					
Cash and cash equivalents	$ 3,322,815	$ -	$ -	$ -	$ -
Trade receivables	100,528	-	-	-	-
Other receivables	9,504	-	-	-	-
	$ 3,432,847	**$ -**	**$ -**	**$ -**	**$ -**
Financial liabilities not measured at fair value					
Trade payables	$ 166,482	$ -	$ -	$ -	$ -
Due to related parties	15,877	-	-	-	-
Debt	15,535,290	-	13,486,625	-	13,486,625
	$ 15,717,649	**$ -**	**$ 13,486,625**	**$ -**	**$ 13,486,625**

					As of December 31, 2022
	Carrying amount				Fair value
in thousands Mexican Pesos	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investment properties	$ 74,733,756	$ -	$ -	$ 74,733,756	$ 74,733,756
Other investment properties	55,994	-	-	55,994	55,994
Assets held for sale	539,218	-	539,218	-	539,218
Exchange rate options	50,953	-	50,953	-	50,953
	$ 75,379,921	**$ -**	**$ 590,171**	**$ 74,789,750**	**$ 75,379,921**
Financial assets not measured at fair value					
Cash and cash equivalents	$ 2,704,577	$ -	$ -	$ -	$ -
Trade receivables	71,361	-	-	-	-
Other receivables	7,440	-	-	-	-
	$ 2,783,378	**$ -**	**$ -**	**$ -**	**$ -**
Financial liabilities not measured at fair value					
Trade payables	$ 89,250	$ -	$ -	$ -	$ -
Due to related parties	61,023	-	-	-	-
Debt	17,900,779	-	15,175,292	-	15,175,292
	$ 18,051,052	**$ -**	**$ 15,175,292**	**$ -**	**$ 15,175,292**

FIBRAPL recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change occurred. There have been no transfers between fair value levels during the period.

16. Rental revenues

Most of FIBRAPL´s lease agreements associated with the investment properties contain a lease term of three to ten years. Generally, these leases are based on minimal rental payments in U.S. dollars, plus maintenance fees and recoverable expenses.

Future minimum lease payments from base rent on leases with lease periods greater than one year, as of December 31, 2023 and 2022, exchange rate in Mexican pesos, are as follows:

in thousands Mexican Pesos	2023	2022
Rental revenues:		
Less than one year	$ 5,572,953	$ 5,473,399
One to two years	4,800,778	5,111,049
Two to three years	3,827,054	3,805,638
Three to four years	3,129,083	2,864,495
Four to five years	2,590,260	2,193,852
More than five years	5,151,216	4,907,230
Total	**$ 25,071,344**	**$ 24,355,663**

17. Segment reporting

Operating segment information is presented based on how management analyzes the business, which includes information aggregated by market. The assets and liabilities, and results for these operating segments are presented as of December 31, 2023, and 2022, and for the years then ended. FIBRAPL operates in six geographic markets that represent its reportable operating segments under IFRS 8.

	For the year ended December 31, 2023						
in thousands Mexican pesos	Mexico City	Guadalajara	Monterrey	Tijuana	Reynosa	Juarez	Total
Revenues:							
Rental income	$ 2,177,066	$ 627,336	$ 633,142	$ 726,863	$ 480,595	$ 356,053	$ **5,001,055**
Rental recoveries	216,687	44,671	79,845	61,538	50,520	57,022	**510,283**
Other property income	24,803	8,969	21,717	13,033	23,296	3,184	**95,002**
	2,418,556	**680,976**	**734,704**	**801,434**	**554,411**	**416,259**	**5,606,340**
Operating expenses, other income and expenses:							
Operating and maintenance	(183,157)	(50,253)	(48,754)	(55,091)	(46,142)	(46,046)	**(429,443)**
Utilities	(17,767)	(3,986)	(5,348)	(6,637)	(1,612)	(2,873)	**(38,223)**
Property management fees	(65,882)	(16,383)	(21,497)	(21,064)	(17,908)	(13,241)	**(155,975)**
Real estate taxes	(57,618)	(11,530)	(5,429)	(16,452)	(16,058)	(13,688)	**(120,775)**
Non-recoverable operating expenses	(25,535)	(10,187)	(2,316)	(6,003)	(5,580)	(9,602)	**(59,223)**
	$ 2,068,597	**$ 588,637**	**$ 651,360**	**$ 696,187**	**$ 467,111**	**$ 330,809**	**$ 4,802,701**

in thousands Mexican pesos	Mexico City	Guadalajara	Monterrey	Tijuana	Reynosa	Juarez	Total
	For the year ended December 31, 2022						
Revenues:							
Rental income	2,076,219	633,969	596,390	701,596	547,738	399,789	**4,955,701**
Rental recoveries	223,391	53,434	78,236	67,976	58,767	61,415	**543,219**
Other property income	13,489	3,488	9,883	6,233	9,020	1,986	**44,099**
	2,313,099	**690,891**	**684,509**	**775,805**	**615,525**	**463,190**	**5,543,019**
Operating expenses and other income and expenses:							
Operating and maintenance	(158,443)	(46,731)	(41,853)	(40,802)	(38,864)	(40,488)	**(367,181)**
Utilities	(22,572)	(4,390)	(6,144)	(4,332)	(1,057)	(1,762)	**(40,257)**
Property management fees	(66,332)	(14,212)	(20,895)	(19,741)	(19,647)	(14,057)	**(154,884)**
Real estate taxes	(61,071)	(6,674)	(5,217)	(12,130)	(6,273)	(11,610)	**(102,975)**
Non-recoverable operating expenses	(28,401)	(4,435)	(5,062)	(2,046)	(8,252)	(6,094)	**(54,290)**
	1,976,280	**614,449**	**605,338**	**696,754**	**541,432**	**389,179**	**4,823,432**

The following table corresponds to items of the statement of comprehensive income that are not assigned to a specific reporting segment:

	For the year ended December 31, 2023	2022
	$ 4,802,701	**$ 4,823,432**
Gain on valuation of investment properties	12,354,217	4,942,535
Asset management fees	(550,991)	(561,574)
Incentive fee	(1,028,451)	(655,488)
Professional fees	(78,768)	(89,397)
Finance cost	(680,287)	(880,809)
Interest income	286,291	14,193
Loss on early extinguishment of debt	(19,067)	-
Unused credit facility fee	(25,919)	(23,927)
Unrealized loss on exchange rate hedge instruments	(47,116)	(18,912)
Realized loss on exchange rate hedge instruments	(31,281)	(25,407)
Net exchange gain	74,603	21,279
Other general and administrative expenses	(23,976)	1,806
Net income	**$ 15,031,956**	**$ 7,547,731**

in thousands Mexican pesos	Mexico City	Guadalajara	Monterrey	Tijuana	Reynosa	Juarez	Unsecured debt	Total
	As of December 31, 2023							
Investment properties:								
Land	$ 7,071,040	$ 1,630,206	$ 2,270,486	$ 2,616,263	$ 1,414,493	$ 1,678,876	$ -	$ 16,681,364
Buildings	28,284,148	6,520,823	9,081,946	10,465,050	5,657,971	6,715,504	-	66,725,442
Investment properties	**$ 35,355,188**	**$ 8,151,029**	**$ 11,352,432**	**$ 13,081,313**	**$ 7,072,464**	**$ 8,394,380**	**$ -**	**$ 83,406,806**
Other investment properties	**$ 58,658**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 58,658**
Debt	**$ 405,867**	**$ 889,798**	**$ 1,022,836**	**$ 611,191**	**$ -**	**$ -**	**$ 12,605,598**	**$ 15,535,290**

in thousands Mexican pesos	Mexico City	Guadalajara	Monterrey	Tijuana	Reynosa	Juarez	Unsecured debt	Total
								As of December 31, 2022
Investment properties:								
Land	$ 6,103,550	$ 1,776,979	$ 2,101,304	$ 2,461,476	$ 1,301,286	$ 1,202,156	$ -	$ 14,946,751
Buildings	24,414,200	7,107,917	8,405,214	9,845,906	5,205,146	4,808,622	-	59,787,005
Investment properties	**$ 30,517,750**	**$ 8,884,896**	**$ 10,506,518**	**$ 12,307,382**	**$ 6,506,432**	**$ 6,010,778**	**$ -**	**$ 74,733,756**
Assets held for sale	**$ -**	**$ -**	**$ -**	**$ -**	**$ 421,113**	**$ 118,105**	**$ -**	**$ 539,218**
Other investment properties	**$ 55,994**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 55,994**
Debt	**$ 464,926**	**$ 1,029,370**	**$ 1,171,673**	**$ 724,939**	**$ -**	**$ -**	**$ 14,509,871**	**$ 17,900,779**

18. Finance cost

Finance cost of FIBRAPL were as follows:

in thousands Mexican Pesos	December 31, 2023	December 31, 2022
Interest expense	$ (671,838)	$ (865,897)
Amortization of debt premium	15,690	18,581
Amortization of deferred finance cost	(24,139)	(33,493)
Finance cost	**$ (680,287)**	**$ (880,809)**

19. Commitments and contingencies

FIBRAPL had no significant commitments or contingencies other than those described in these notes as of December 31, 2023.

20. Subsequent Events

On February 22, 2024, FIBRAPL declared a cash distribution to its CBFI holders, in the amount of $0.1105 Mexican pesos per CBFI ($0.0065 U.S. dollars per CBFI), for a total of $130.2 million Mexican pesos ($7.6 million U.S. dollars) and a distribution in kind of 4,076,000 CBFIs, equivalent to $303.7 million Mexican pesos ($17.8 million U.S. dollars) considering the average CBFI price for the last 60 days of trading. The distribution is payable on March 6, 2024, to CBFI holders.

On February 1, 2024, FIBRAPL distributed cash to its CBFI holders, which was dividends, in the amount of $0.6128 Mexican pesos per CBFI, for a total of $708.0 million Mexican pesos ($41.0 million U.S. dollars) and a distribution in kind of 22,556,562 CBFIs, equivalent to $1,652.1 million Mexican pesos ($95.7 million U.S. dollars) considering the average CBFI price for the last 60 days of trading.

On January 31, 2024, FIBRAPL acquired a building located in Mexico City with a leasable area of 50,335 square feet for $4.9 million U.S. dollars ($85.0 million Mexican pesos).

21. Financial statements approval

On February 26, 2024, the issuance of these financial statements was authorized by Jorge Roberto Girault Facha, Finance SVP.

* * * * * * * * * *

ANNEX C

Unaudited Interim Consolidated Condensed Financial Statements of FIBRA Prologis as of and for the Three and Nine Months Ended September 30, 2025 and 2024

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Independent Auditors' Report on Review of Interim Consolidated Condensed Financial Statements

To the Technical Committee and Trustors
Fideicomiso Irrevocable 1721 Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria

Introduction

We have reviewed the accompanying September 30, 2025 interim consolidated condensed financial statements of Fideicomiso Irrevocable 1721 Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, which comprises:

- the interim consolidated condensed statement of financial position as of September 30, 2025;
- the interim consolidated condensed statement of comprehensive income for the three and nine-month period ended September 30, 2025;
- the interim consolidated condensed statement of changes in equity for the nine-month period ended September 30, 2025;
- the interim consolidated condensed statement of cash flows for the nine-month period ended September 30, 2025; and
- notes to the interim consolidated condensed financial statements.

Management is responsible for the preparation and presentation of this interim consolidated condensed financial statements in accordance with IAS 34, '*Interim Financial Reporting*'. Our responsibility is to express a conclusion on these interim consolidated condensed financial statements based on our review.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*". A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

(Continued)

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying September 30, 2025 interim consolidated condensed financial statements are not prepared, in all material respects, in accordance with IAS 34, '*Interim Financial Reporting*'.

Alejandro Ruiz

KPMG CARDENAS DOSAL, S. C.

C. P. C. Alejandro Ruiz Luna

Mexico City, October 24th, 2025

Interim consolidated condensed statement of financial position

in thousands of Mexican pesos	Note	September 30, 2025	December 31, 2024
Assets			
Current assets:			
Cash and cash equivalents	4	$ 2,179,016	$ 2,283,274
Trade receivables		530,636	500,218
Value added tax and other receivables		658,520	1,105,754
Prepaid expenses		162,703	25,945
Exchange rate options		4,189	30,889
		3,535,064	**3,946,080**
Non-current assets:			
Investment properties	5 & 12	140,710,034	155,982,612
Other investment properties	5 & 12	27,698,915	29,066,073
Investments accounted using equity method	6	3,270,101	3,623,727
Exchange rate options		57,340	148,415
Other assets		20,942	31,932
		171,757,332	**188,852,759**
Total assets		**$ 175,292,396**	**$ 192,798,839**
Liabilities and equity			
Current liabilities:			
Accounts payable and accrued expenses		$ 523,837	$ 852,997
Deferred income		55,441	74,738
Due to related parties	6	21,120	17,746
Current portion of debt	7	12,312,090	11,025,184
		12,912,488	**11,970,665**
Non-current liabilities:			
Debt	7	28,474,957	35,397,332
Security deposits		920,182	980,619
		29,395,139	**36,377,951**
Total liabilities		**42,307,627**	**48,348,616**
Equity:			
CBFI holders' capital	8	66,014,471	67,172,474
Other equity accounts and retained earnings		62,748,572	72,803,187
Equity attributable to consolidated FIBRAPL's CBFI holders		**128,763,043**	**139,975,661**
Non-controlling interests		4,221,726	4,474,562
Total equity		**132,984,769**	**144,450,223**
Total liabilities and equity		**$ 175,292,396**	**$ 192,798,839**

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

Interim consolidated condensed statement of comprehensive income

in thousands of Mexican pesos, except per CBFI amounts	Note	For the three months ended September 30, 2025	2024	For the nine months ended September 30, 2025	2024
Revenues:					
Rental income	12	$ 2,782,419	$ 2,116,314	$ 8,545,773	$ 4,795,670
Rental recoveries	12	193,729	197,142	726,508	469,462
Other property income	12	49,828	30,492	138,966	103,017
		3,025,976	**2,343,948**	**9,411,247**	**5,368,149**
Operating expenses and other income and expenses:					
Operating and maintenance	12	(182,287)	(166,514)	(521,772)	(386,747)
Utilities	12	(21,529)	(22,074)	(46,645)	(61,761)
Property management fee	6 & 12	(81,135)	(49,260)	(249,768)	(134,410)
Real estate taxes	12	(67,262)	(49,079)	(219,534)	(114,427)
Non-recoverable operating expense	12	(38,118)	(76,764)	(99,754)	(99,770)
(Loss) gain on valuation of investment properties and other investment properties	5 & 12	(122,246)	7,915,668	2,240,571	14,980,936
Asset management fee	6	(268,128)	(248,521)	(824,060)	(574,088)
Incentive fee	6	-	-	-	(716,392)
Professional fees		(43,041)	(70,137)	(125,152)	(109,405)
Interest income		17,725	78,400	46,580	316,802
Finance costs	9	(544,471)	(387,147)	(1,661,444)	(723,021)
Unrealized (loss) gain on exchange rate hedge instruments		(14,402)	38,633	(112,022)	86,262
Realized loss on exchange rate hedge instruments		(9,175)	(10,406)	(26,735)	(26,073)
Net exchange (loss) gain		(23,215)	(349,834)	49,611	(395,455)
Other general and administrative expenses, net		(28,215)	(81,486)	(4,754)	(109,994)
Share of gain from equity accounted investments		21,451	562,737	30,153	562,737
		(1,404,048)	**7,084,216**	**(1,524,725)**	**12,495,194**
Profit for the period		**$ 1,621,928**	**$ 9,428,164**	**$ 7,886,522**	**$ 17,863,343**
Other comprehensive (loss) income:					
Items that are not reclassified subsequently to profit for the period:					
Translation (loss) gain from functional currency to reporting currency		(3,301,099)	6,878,324	(15,861,960)	14,078,180
Items that are or may be reclassified subsequently to profit for the period:					
Unrealized gain on interest rate hedge instruments		223	206	699	631
Other comprehensive (loss) income		**(3,300,876)**	**6,878,530**	**(15,861,261)**	**14,078,811**
Total comprehensive income for the period		**$ (1,678,948)**	**$ 16,306,694**	**$ (7,974,739)**	**$ 31,942,154**
Profit for the period attributable to:					
Consolidated FIBRAPL's CBFI holders		1,610,007	9,359,629	7,746,123	17,794,808
Non-controlling interests		11,921	68,535	140,399	68,535
		$ 1,621,928	**$ 9,428,164**	**$ 7,886,522**	**$ 17,863,343**
Total comprehensive income for the period attributable to:					
Consolidated FIBRAPL's CBFI holders		(1,605,881)	16,105,966	(7,758,497)	31,741,426
Non-controlling interests		(73,067)	200,728	(216,242)	200,728
Total comprehensive income for the period		**$ (1,678,948)**	**$ 16,306,694**	**$ (7,974,739)**	**$ 31,942,154**
Earnings per CBFI	10	**$ 1.00**	**$ 6.44**	**$ 4.82**	**$ 13.41**

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

Interim consolidated condensed statement of changes in equity

For the nine months ended September 30, 2025 and 2024

in thousands	Note	Number of CBFIs	CBFI holders' capital	Other equity accounts	Retained earnings	Equity attributable to FIBRAPL's CBFI holders	Non-controlling interests	Total Equity
Balance as of January 1, 2024		**1,155,323,953**	**$ 38,885,136**	**$ (3,682,058)**	**$ 36,271,942**	**$ 71,475,020**	**$ -**	**$ 71,475,020**
Dividends	8	26,632,414	1,955,832	-	(4,621,277)	(2,665,445)	-	(2,665,445)
CBFIs issued	8	355,092,999	23,087,167	-	-	23,087,167	-	23,087,167
CBFIs to be issued	8	-	716,392	-	-	716,392	-	716,392
Non-controlling interests on acquisition of subsidiary		-	-	-	-	-	9,350,285	9,350,285
Other comprehensive income:								
Translation gain from functional to reporting currency		-	-	13,945,987	-	13,945,987	132,193	14,078,180
Unrealized gain on interest rate hedge instruments		-	-	631	-	631	-	631
Profit for the period		-	-	-	17,794,808	17,794,808	68,535	17,863,343
Total comprehensive income for the period		**-**	**-**	**13,946,618**	**17,794,808**	**31,741,426**	**200,728**	**31,942,154**
Balance as of September 30, 2024		**1,537,049,366**	**$ 64,644,527**	**$ 10,264,560**	**$ 49,445,473**	**$ 124,354,560**	**$ 9,551,013**	**$ 133,905,573**
Balance as of January 1, 2025		**1,605,627,494**	**$ 67,172,474**	**$ 15,603,876**	**$ 57,199,311**	**$ 139,975,661**	**$ 4,474,562**	**$ 144,450,223**
Return of equity	8	-	(1,158,003)	-	-	(1,158,003)	-	(1,158,003)
Dividends	8	-	-	-	(2,296,118)	(2,296,118)	-	(2,296,118)
Acquisition of non-controlling interests without a change in control		-	-	-	-	-	(36,594)	(36,594)
Other comprehensive income:								
Translation loss from functional to reporting currency		-	-	(15,505,319)	-	(15,505,319)	(356,641)	(15,861,960)
Unrealized gain on interest rate hedge instruments		-	-	699	-	699	-	699
Profit for the period		-	-	-	7,746,123	7,746,123	140,399	7,886,522
Total comprehensive income for the period		**-**	**-**	**(15,504,620)**	**7,746,123**	**(7,758,497)**	**(216,242)**	**(7,974,739)**
Balance as of September 30, 2025		**1,605,627,494**	**$ 66,014,471**	**$ 99,256**	**$ 62,649,316**	**$ 128,763,043**	**$ 4,221,726**	**$ 132,984,769**

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

Interim consolidated condensed statement of cash flows

		For the nine months ended September 30,	
in thousands of Mexican pesos	Note	2025	2024
Operating activities:			
Profit for the period		$ 7,886,522	$ 17,863,343
Adjustments for:			
Gain on valuation of investment properties and other investment properties	5 & 12	(2,240,571)	(14,980,936)
Allowance for uncollectible trade receivables		30,596	6,356
Finance costs	9	1,661,444	717,937
Interest income		(46,580)	(316,802)
Realized loss on exchange rate hedge instruments		26,735	26,073
Unrealized loss (gain) on exchange rate hedge instruments		112,022	(86,262)
Net unrealized exchange (gain) loss		(43,768)	390,687
Straight-line of lease rental revenue		(204,630)	(28,001)
Insurance receivable		(160,428)	-
Share of gain from equity accounted investments		(30,153)	(562,737)
Incentive fee	6 & 8	-	716,392
Change in:			
Trade receivables		(46,079)	(270,680)
Value added tax and other receivables		199,986	(391,171)
Prepaid expenses		(239,220)	(125,512)
Other assets		16,993	(63,690)
Accounts payable and accrued expenses		(277,683)	563,616
Due to related parties		6,514	(2,616)
Security deposits		28,205	503,387
Deferred income		(22,370)	(14,615)
Net cash generated from operating activities		**6,657,535**	**3,944,769**
Investing activities:			
Cash paid in TERRA's acquisition		-	(11,782,140)
Acquisition of investment properties	5	-	(4,208,357)
Proceeds from disposal of investment properties	5	175,243	-
Capital expenditures on investment properties	5	(623,561)	(571,039)
Interest received		46,580	316,802
Equity contributions to joint ventures		(231,657)	(212,923)
Net cash used in investing activities		**(633,395)**	**(16,457,657)**
Financing activities:			
Dividends paid	8	(2,296,118)	(2,665,445)
Return of equity	8	(1,158,003)	-
Proceeds from rights offering	8	-	9,660,000
Rights offering issuance costs	8	-	(267,060)
Acquisition of non-controlling interests without a change in control	1	(36,594)	-
Proceeds from debt		18,894,154	5,836,548
Repayments of debt		(19,577,434)	(3,033,335)
Interest paid		(1,696,646)	(491,665)
Acquisition of exchange rate options		(38,159)	-
Net cash (used in) generated from financing activities		**(5,908,800)**	**9,039,043**
Net increase (decrease) in cash and cash equivalents		**115,340**	**(3,473,845)**
Effect of foreign currency exchange rate changes on cash and cash equivalents		(219,598)	1,316,111
Cash and cash equivalents at the beginning of the period	4	2,283,274	3,322,815
Cash and cash equivalents at the end of the period		**$ 2,179,016**	**$ 1,165,081**
Non-cash transactions:			
CBFIs issued, related to TERRA's acquisition		$ -	$ 13,694,227
CBFIs issued, related to the incentive fee		-	716,392
Dividends in CBFIs	8	-	1,955,832
Total non-cash transactions		**$ -**	**$ 16,366,451**

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

Notes to the interim consolidated condensed financial statements

As of September 30, 2025, and December 31, 2024, and for the three and nine months ended September 30, 2025 and 2024
In thousands of Mexican pesos, except per CBFI (acronym for trust certificates in Spanish)

1. Reporting Entity Overview

Fideicomiso Irrevocable 1721 Banco Actinver, S. A. Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria or FIBRA Prologis ("FIBRAPL" or the "Trust") is a trust formed according to the Irrevocable Trust Agreement 1721 dated August 13, 2013 ("Date of Inception").

FIBRAPL is a Mexican real estate investment trust authorized by Mexican law (Fideicomiso de Inversión en Bienes Raices, or FIBRA, as per its name in Spanish) with its address at Paseo de los Tamarindos No. 90, Torre 2, Piso 22, Bosques de las Lomas, Cuajimalpa de Morelos, Mexico City, C. P. 05120. The primary purpose of FIBRAPL is the generation of revenue through the leasing of acquired or developed real estate assets in Mexico to third parties under long-term operating leases.

The term of FIBRAPL is indefinite in accordance with the Trust Agreement. FIBRAPL does not have employees, hence, it does not have labor obligations. All administrative services are provided by Prologis Property México, S. A. de C. V. ("Manager"), a wholly owned subsidiary of Prologis, Inc. ("Prologis").

Structure – FIBRAPL's parties are:

Trustor:	Prologis Property México, S. A. de C. V.
First beneficiaries:	CBFI holders
Trustee:	Banco Actinver, S. A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria
Common representative:	Monex Casa de Bolsa, S. A. de C. V., Monex Grupo Financiero
Manager:	Prologis Property México, S. A. de C. V.

According to the Mexican Credit Institutions Law, a trust must name a technical committee under the rules set forth in its trust agreement. In this regard, prior to its initial public offering, FIBRAPL named its technical committee (the "Technical Committee"), which, among other things: (i) oversees compliance with guidelines, policies, internal controls and audit practices, reviews and approves auditing and reporting obligations of FIBRAPL and its subsidiaries ("consolidated FIBRAPL"), (ii) makes certain decisions relating to governance, particularly in the event of a potential conflict with managers or its related parties, and (iii) monitors the establishment of internal controls and mechanisms to verify that each incurrence of indebtedness by consolidated FIBRAPL is compliant with applicable rules and regulations of the Mexican Stock Exchange. The Technical Committee currently has eleven members, a majority of whom are independent.

Acquisition of Terrafina – On August 6, 2024, FIBRAPL acquired a controlling interest of 77.13% and began consolidating CI Banco, S. A. Institución de Banca Múltiple, Fideicomiso F/00939 or FIBRA TERRAFINA ("TERRA") and subsidiaries. TERRA is a Mexican trust created pursuant to trust agreement F/00939 dated January 29, 2013 (as amended on March 15, 2013), authorized by Mexican law with its address at Presidente Masaryk 61, piso 7, Chapultepec Morales, Miguel Hidalgo, Mexico City, C. P. 11570. TERRA is a trust with 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.

On November 26, 2024, FIBRAPL acquired an additional 58,167,850 CBFIs of TERRA, increasing its ownership to 89.88%.

During March and April 2025, FIBRAPL carried out an open market acquisition program to increase its ownership in TERRA, purchasing a total of 1,017,427 CBFIs with a total payment of $36.6 million Mexican Pesos (equivalent to $1.8 million U. S. dollars), at an average price of $36.36 Mexican pesos per CBFI.

The financial results for the three and nine-month period ended September 30, 2025, include the consolidation of TERRA, whereas the comparative figures for the three and nine-month period ended September 30, 2024, only include TERRA activity for 55 days. Hence, the financial information presented is not directly comparable.

As of September 30, 2025, FIBRAPL's ownership in TERRA was 90.01%.

Terrafina´s trustee replacement - On July 11, 2025, the Ordinary and Extraordinary Holders' Meeting of TERRA approved the removal and replacement of CIBanco, S. A. Institución de Banca Múltiple ("CIBanco") as trustee of the relevant Trust Agreement, authorizing TERRA to carry out all necessary actions to formalize such replacement, including the execution of a replacement agreement and the assignment of CIBanco's rights and obligations as the outgoing trustee. On August 5, 2025, TERRA completed the trustee replacement to Banco Actinver, S. A., Institución de Banca Múltiple, Grupo financiero Actinver, División Fiduciaria ("Actinver"). As a result, the trust identification changed from F/00939 to 6274. The modification was limited to the trustee replacement and trust reference number; it did not affect TERRA's legal name or structure.

2. Basis of presentation

Interim financial reporting – The interim consolidated condensed financial statements as of September 30, 2025, and December 31, 2024, and for the three and nine months ended September 30, 2025, and 2024, have been prepared in accordance with the International Accounting Standard No. 34 ("IAS no. 34"), interim financial reporting. Therefore, these Interim consolidated condensed financial statements do not include all the information required in a complete annual report prepared in accordance with IFRS Accounting Standards ("IFRS"). The interim consolidated condensed financial statements should be read in conjunction with the consolidated annual financial statements as of December 31, 2024 and for the year then ended, prepared in accordance with IFRS.

FIBRAPL management believes that all adjustments and reclassifications that are required for a proper presentation of the financial information, are included in these interim consolidated condensed financial statements.

Presentation error – During 2024, FIBRAPL identified an error in the interim consolidated condensed financial statements as of September 30, 2024 and for the three and nine months then ended. The nature of the error consists of the incorrect inclusion of a portion of the functional currency to reporting currency translation effect as part of the increases in the equity item "CBFI holders' capital", instead of being included as part of the other comprehensive.

The increase of the equity item "CBFI holders' capital" labeled "CBFIs issued" in the Interim consolidated condensed statement of changes in equity was overstated by $11.8 billion of Mexican pesos, while the item of other comprehensive income "Translation gain from functional currency to reporting currency" was understated by the same amount in the Interim consolidated condensed statement of comprehensive income; consequently:

- The items "Other comprehensive income" and "Total comprehensive income" were understated by $11.8 billion of Mexican pesos in the Interim consolidated condensed statement of comprehensive Income, as well as the items "Other equity accounts and retained earnings" and "Other equity accounts" in the Interim consolidated condensed statement of financial position and Interim consolidated condensed statement of changes in equity, respectively, and

- The balance of the item “CBFI holders' capital” was overstated by the same amount in the Interim consolidated condensed statement of financial position and Interim consolidated condensed statement of changes in equity.

The error has been corrected by restating the comparative information in the accompanying Interim consolidated condensed statement of changes in equity for the nine months ended September 30, 2024, and in the Interim consolidated condensed statement of comprehensive income for the three and nine months ended September 30, 2024.

Management evaluated the nature and magnitude of this correction and concluded that it is immaterial to all periods presented.

3. Summary of material accounting policies

The material accounting policies, judgments and estimates applied in the preparation of the interim consolidated condensed financial statements are consistent with those followed in the preparation of, and disclosed in, consolidated FIBRAPL's audited financial statements as of December 31, 2024.

The new accounting standards or amendments applicable as of January 1, 2025, did not have a material impact on the interim consolidated condensed financial statements as of September 30, 2025 of consolidated FIBRAPL.

IFRS 18 Presentation and disclosure in Consolidated financial statements

IFRS 18 will replace IAS 1 ("Presentation of financial statements") and applies for the annual reporting periods beginning on or after January 1, 2027. The new accounting standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly-defined operating profit subtotal. Entities’ net profit will not change.
- Management-defined performance measures ("MPMs") are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.

In addition, all entities are required to use the operating profit subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

FIBRAPL is still in the process of assessing the impact of the new accounting standard, particularly with respect to the structure of the FIBRAPL’s statement of profit or loss, the statement of cash flows and the additional disclosures required for MPMs. FIBRAPL is also assessing the impact on how information is grouped in the financial statements, including for items currently labelled as “other”.

4. Cash and cash equivalents

Cash and cash equivalents were as follows:

in thousands of Mexican pesos	September 30, 2025	December 31, 2024
Cash	$ 1,077,988	$ 1,835,726
Cash equivalents	1,101,028	447,548
Cash and cash equivalents	**$ 2,179,016**	**$ 2,283,274**

The restricted cash balance as of September 30, 2025 and December 31, 2024 was $5.0 million Mexican pesos and included in Other assets in the consolidated statement of financial position.

Restricted cash represents a reserve for repurchase of CBFIs on the open market or in privately negotiated transactions. See note 8.

5. Investment properties and other investment properties

The reconciliation of investment properties and other investment properties is as follows:

	For the nine months ended September 30,	
in thousands of Mexican pesos	2025	2024
Beginning balance	$ 185,048,685	$ 83,465,464
Translation effect from functional currency (*)	(19,598,272)	15,256,914
TERRA's real estate properties acquisition	-	54,169,899
Acquisitions (**)	-	4,208,357
Dispositions (***)	(174,853)	-
Insurance receivable	160,428	-
Capital expenditures, leasing commissions and tenant improvements	623,561	571,039
Straight-line of lease rental revenue	108,829	124,620
Gain on valuation of investment properties and other investment properties (1)	2,240,571	14,980,936
Investment properties and other investment properties	**$ 168,408,949**	**$ 172,777,229**
Less: Other investment properties (****)	**$ (27,698,915)**	**$ (27,606,357)**
Investment properties	**$ 140,710,034**	**$ 145,170,872**

(1) Includes a reduction in the value of an investment property located in Apodaca, Nuevo León, damaged by a fire.

* The fair value of the Investment properties and other investment properties are translated from U. S. dollar to Mexican peso. The U. S. dollar to Mexican peso exchange rate were as follows:

	September 30, 2025	December 31, 2024	September 30, 2024	December 31, 2023
Exchange rate	18.3507	20.5103	19.6697	16.8935

** Acquisitions of investment properties during the period ended September 30, 2024, excluding the acquisition of TERRA, were as follows:

in millions, except lease area square feet	Date	Market	Lease area square feet	Acquisition value including acquisition costs	
				Mexican pesos	U. S. dollars
Acquisitions:					
Vallejo DC 4	Jan 31, 2024	Mexico City	50,335	$ 101.5	$ 5.9
Villa Florida II Building #4	Jul 9, 2024	Reynosa	274,047	480.9	26.7
El Puente Building #1	Sep 23, 2024	Mexico City	324,134	710.4	36.7
El Puente Building #2	Sep 23, 2024	Mexico City	197,968	431.7	22.3
El Puente Building #3	Sep 23, 2024	Mexico City	145,800	382.2	19.7
El Puente Building #4	Sep 23, 2024	Mexico City	104,628	255.9	13.2
El Puente Building #5	Sep 23, 2024	Mexico City	224,755	561.7	29.0
El Puente Building #6	Sep 23, 2024	Mexico City	131,665	338.4	17.5
El Puente Building #7	Sep 23, 2024	Mexico City	233,417	554.1	28.6
El Puente Building #8	Sep 23, 2024	Mexico City	153,359	391.6	20.2
Acquisitions			**1,840,108**	**$ 4,208.4**	**$ 219.8**

*** Dispositions during the period ended September 30, 2025 were as follows:

in millions, except lease area square feet	Date	Market	Lease area square feet	Assets sale price	
				Mexican pesos	U. S. dollars
Dispositions:					
Querétaro Industrial Center 11	Mar 11, 2025	Other markets	53,563	$ 99.4	$ 4.9
San Luis Potosí 5	Mar 24, 2025	Other markets	74,357	75.4	3.8
Dispositions			**127,920**	**$ 174.8**	**$ 8.7**

**** Includes non-strategic real estate assets acquired that consolidated FIBRAPL does not intend to operate long-term.

Consolidated FIBRAPL obtained valuations from independent appraisers to determine the fair value of the Investment properties and Other investment properties.

Disclosed below is the valuation technique used to measure the fair value of the investment properties and other investment properties, along with the significant unobservable inputs used.

i) Valuation technique

The valuation model considers the present value of net cash flows to be generated by the property, taking into account the expected rental growth rate, vacancy periods, occupancy rate, lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location, tenant credit quality and lease terms.

ii) Significant unobservable inputs

	September 30, 2025	September 30, 2024
Occupancy rate (operating portfolio only)	98.0%	97.3%
Risk adjusted discount rates	From 8.00% to 13.00%; weighted average 9.23%	From 8.00% to 13.00%; weighted average 9.22%
Risk adjusted capitalization rates	From 6.25% to 10.75%; weighted average 7.43%	From 6.25% to 10.75%; weighted average 7.41%

iii) Interrelationship between key unobservable inputs and fair value measurement

The estimated fair value would increase (decrease) if:

a. Expected market rental income per market were higher (lower)
b. Vacancy periods were shorter (longer)
c. The occupancy rate was higher (lower)
d. Rent-free periods were shorter (longer) or
e. The risk adjusted discount rate were lower (higher)

6. Related party information

Due to related parties

The outstanding balances due to related parties were as follows:

in thousands of Mexican pesos		September 30, 2025		December 31, 2024
Property management fee payable	$	21,120	$	17,746
Due to related parties	**$**	**21,120**	**$**	**17,746**

Transactions with related parties

TERRA portfolio was externally managed by PLA Administradora Industrial, S. de R. L. de C. V. through December 31, 2024. Effective January 1, 2025, the management of the portfolio transitioned to Prologis Property México, S. A. de C. V., aligning its oversight with the rest of the managed assets.

Transactions with related parties were as follows:

	For the three months ended September 30,				For the nine months ended September 30,			
in thousands of Mexican pesos		2025		2024		2025		2024
Asset management fee	$	268,128	$	192,900	$	824,060	$	518,467
Property management fee	$	81,135	$	47,174	$	249,768	$	132,324
Leasing commission	$	6,517	$	1,992	$	30,793	$	27,228
Development fee	$	3,477	$	4,126	$	9,958	$	12,189
Maintenance cost	$	1,676	$	2,055	$	8,892	$	6,815
Incentive fee (see note 8)	$	-	$	-	$	-	$	716,392

Investments accounted using equity method

The Trust holds interests, through TERRA, in certain joint ventures that are considered related parties under IAS 24. These entities are accounted for using the equity method in the interim consolidated condensed financial statements. Transactions with these joint ventures, are carried out in the ordinary course of business and on terms equivalent to those prevailing in arm's length transactions.

7. Debt

The following table summarizes the debt, all denominated in U. S. dollars:

in thousands	Maturity date (1)	September 30, 2025 Rate	U. S. dollars	Mexican pesos	December 31, 2024 Rate	U. S. dollars	Mexican pesos
Senior Notes (Unsecured)	Jul, 2029	4.96%	$ 500,000	$ 9,175,358	4.96%	$ 500,000	$ 10,255,150
Green bond (Unsecured)	Nov, 2032	4.12%	375,000	6,881,513	4.12%	375,000	7,691,363
Private Placement (Unsecured)(2)	Jul, 2039	3.48%	300,000	5,505,210	3.48%	300,000	6,153,090
Green bond (Unsecured)	Apr, 2031	3.73%	70,000	1,284,549	3.73%	70,000	1,435,721
Metropolitan Life Insurance Company (Secured)(2)	Dec, 2026	5.18%	63,128	1,158,443	5.18%	64,706	1,327,139
Prudential Insurance Company and Metropolitan Life Insurance Co. (The Pru-Met Loan) 1st. Section (Secured)	Feb, 2026	4.67%	50,397	924,820	4.67%	51,337	1,052,937
Prudential Insurance Company and Metropolitan Life Insurance Co. (The Pru-Met Loan) 2nd. Section (Secured)	Feb, 2026	4.67%	50,397	924,820	4.67%	51,337	1,052,937
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México - Term Loan (Unsecured)(3)	Jul, 2027	-	-	-	3 months SOFR (4.69%) + 165 bps	200,000	4,102,060
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México - New Revolver (Unsecured)(3)	Jul, 2026	-	-	-	3 months SOFR (4.69%) + 145 bps	31,200	639,921
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México - Promissory Note (Unsecured)(4)	Nov, 2025	-	-	-	1 month SOFR (4.53%) + 95 bps	67,000	1,374,190
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México - Promissory Note (Unsecured)(5)	Sep, 2025	-	-	-	1 month SOFR (4.53%) + 100 bps	50,000	1,025,515
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured)(5)	Sep, 2025	-	-	-	1 month SOFR (4.53%) + 100 bps	75,000	1,538,273
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured)(5)	Sep, 2025	-	-	-	1 month SOFR (4.53%) + 100 bps	75,000	1,538,273
BBVA México, S. A., Institución de Banca Múlitple, Grupo Financiero BBVA México - Promissory Note (Unsecured)(6)	Sep, 2025	-	-	-	SOFR (4.53%) + 80 bps	100,000	2,051,030
Citibank N. A. Credit facility (Unsecured)(7)	May, 2028	-	-	-	1 month SOFR (4.53%) + 133 bps	95,000	1,948,479
Scotiabank, CIBanco, S. A. I. B. M. Fideicomiso F/00939 (Unsecured) (8)	Apr, 2025	-	-	-	1 month SOFR (4.53%) + 99 bps	100,000	2,051,030
Scotiabank Inverlat, S. A., Institución de Banca Múltiple, Grupo Financiero Scotiabank Inverlat (Unsecured)(8)	Mar, 2025	-	-	-	SOFR (4.53%) + 90 bps	50,000	1,025,515
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México – Term Loan (Unsecured)	May, 2026	1 month SOFR (4.24%) + 125 bps	300,000	5,505,210	-	-	-
Scotiabank Inverlat, S. A., Institución de Banca Múltiple, Grupo Financiero Scotiabank Inverlat - Term Loan (Unsecured)	Sep, 2026	3 months SOFR (4.24%) + 165 bps	250,000	4,587,675	-	-	-
BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México (Promissory Note) (Unsecured)	Dec, 2026	1 month SOFR (4.24%) + 110 bps	267,000	4,899,637	-	-	-
		Total	**2,225,922**	**40,847,235**		**2,255,580**	**46,262,623**
Debt interest accrued			17,091	313,635		23,533	482,705
Debt premium (discount), net			(9,109)	(167,157)		(10,435)	(214,025)
Deferred financing cost			(11,262)	(206,666)		(5,304)	(108,787)
		Total debt	**2,222,642**	**40,787,047**		**2,263,374**	**46,422,516**
Less: Current portion of debt			670,933	12,312,090		537,544	11,025,184
Total long term debt			**$ 1,551,709**	**$ 28,474,957**		**$ 1,725,830**	**$ 35,397,332**

(1) The Maturity date of Green Bond and Private Placement is considering the last due date of the Notes and USPP notes, respectively.
(2) Weighted average interest rate considering all contracts under this loan.
(3) This term loan and this outstanding balance were fully paid on September 18, 2025.
(4) This promissory note was fully paid on August 1, 2025.
(5) These promissory notes were fully paid on July 31, 2025.
(6) This promissory note was fully paid on May 29, 2025.
(7) This line of credit was fully paid on May 29, 2025.
(8) These promissory notes were paid at maturity.

On May 29, 2025, consolidated FIBRAPL entered into a term loan with a syndicate of thirteen banks for $300.0 million U. S. dollars ($5,505.2 million Mexican pesos), with an initial term of one year, extendable for up to two additional years. This loan carries a margin of 125-basis points.

On May 29, 2025, consolidated FIBRAPL recast its unsecured revolving credit facility, increasing the total commitment from $400.0 million U. S. dollars to $500.0 million U. S. dollars. The facility is with a syndicate of nine banks ("Credit Facility") and includes an option to further increase the commitment up to $1,000.0 million U. S. dollars, subject to lender approval. The facility carries a spread of 125 basis points over the benchmark rate. Additionally, the interest rate is subject to adjustments of ±2 basis points based on key performance indicators (KPIs). The unused portion of the facility carries a commitment fee of 25 basis points. The Credit Facility matures May 29, 2028, with two one-year at the borrower’s discretion, subject to the payment of an extension fee. As of September 30, 2025, consolidated FIBRAPL has no outstanding balance and as of December 31, 2024, the outstanding balance was $95.0 million U. S. dollars ($1,948.5 million Mexican pesos).

On July 31, 2025, consolidated FIBRAPL entered into a new short-term promissory note agreement with BBVA México for an amount of $267.0 million U. S. dollars (equivalent to $4,899.6 million Mexican pesos), with a maturity date of December 15, 2025. Subsequently, on September 11, 2025, BBVA México granted consolidated FIBRAPL the right to automatically renew this promissory note for a period of up to 12 months following the original maturity date.

On September 18, 2025, consolidated FIBRAPL entered into a new term loan agreement with Scotiabank Inverlat, S. A ., Institución de Banca Múltiple, Grupo Financiero Scotiabank Inverlat for an amount of $250.0 million U. S. dollars (equivalent to $4,587.7 million Mexican pesos), with a maturity date of September 18, 2026, with an option to extend for up two additional one-year periods if certain conditions are met.

On September 18, 2025, consolidated FIBRAPL entered into an unsecured sustainable syndicated line of credit of $100.0 million U. S. dollars with BBVA México, S. A., Institución De Banca Múltiple, Grupo Financiero BBVA México, which includes an option to further increase the line of credit facility commitment up to $350.0 million U. S. dollars, subject to lender approval. As of September 30, 2025, consolidated FIBRAPL has no outstanding balance.

As of September 30, 2025, consolidated FIBRAPL was in compliance with all of its covenants.

8. Equity

Reserve for repurchase of CBFIs

Consolidated FIBRAPL has a reserve for repurchase of CBFIs of $5.0 million Mexican pesos ($212.9 thousand U. S. dollars) on the open market or in privately negotiated transactions. As of September 30, 2025, no CBFIs have been repurchased.

Return of equity

Consolidated FIBRAPL's return of equity was as follows:

in millions, except per CBFI

		For the nine months ended September 30, 2025			
		In cash			
Approval date	Return of equity payment date	Mexican pesos	U. S. dollars	Mexican pesos per CBFI	U. S. dollars per CBFI
Jan 24, 2025	Feb 7, 2025	$ 1,158.0	$ 56.6	0.7212	0.0352
Total Return of equity		**$ 1,158.0**	**$ 56.6**		

Dividends

Consolidated FIBRAPL distributed dividends as follows:

in millions, except per CBFI

		For the nine months ended September 30, 2025			
		In cash			
Decree date	Distribution payment date	Mexican pesos	U. S. dollars	Mexican pesos per CBFI	U. S. dollars per CBFI
Apr 29, 2025	May 13, 2025	$ 1,178.9	$ 60.2	$ 0.7342	$ 0.0375
Jul 28, 2025	Aug 12, 2025	1,117.2	60.2	0.6958	0.0375
Total Distributions		**$ 2,296.1**	**$ 120.4**		

in millions, except per CBFI

		For the nine months ended September 30, 2024					
		In cash		In CBFIs			
Decree date	Distribution payment date	Mexican pesos	U. S. dollars	Mexican pesos	U. S. dollars	Mexican pesos per CBFI	U. S. dollars per CBFI
Jan 17, 2024	Feb 1, 2024	$ 708.0	$ 41.0	$ 1,652.1	$ 95.7	$ 2.0428	$ 0.1183
Feb 22, 2024	Mar 6, 2024	130.2	7.6	303.7	17.8	0.3684	0.0215
Apr 17, 2024	May 2, 2024	777.7	46.5	-	-	0.5892	0.0353
Aug 7, 2024	Aug 20, 2024	1,049.5	54.2	-	-	0.6828	0.0352
Total Distributions		**$ 2,665.4**	**$ 149.3**	**$ 1,955.8**	**$ 113.5**		

Rights offerings

On March 6, 2024, consolidated FIBRAPL issued 120,000,000 CBFIs at $70.0 Mexican pesos per certificate through an offering price. The offering consists of (a) a public offering in Mexico of CBFIs and (b) a concurrent international offering of CBFIs to qualified institutional buyers as defined under Rule 144A under the U. S. Securities Act of 1933, as amended, in transactions exempt from registration thereunder. In connection with this offering, on March 7, 2024, the representatives of the underwriters and initial purchasers exercised the over-allotment option to purchase an additional 18,000,000 CBFIs at same price of offering per CBFI. Proceeds from the subscription offering were $9,660.0 million Mexican pesos less issuance costs of $0.3 million Mexican pesos.

Annual incentive fee

On June 4, 2024, consolidated FIBRAPL accrued $716.4 million Mexican pesos based on the calculation of the incentive fee, approved in the ordinary holders meeting held on September 4, 2024, for 10.4 million CBFIs. Consolidated FIBRAPL issued the certificates on December 18, 2024.

No incentive fee was recognized in 2025, as the required conditions were not fulfilled.

9. Finance costs

Finance costs were as follows:

in thousands of Mexican pesos	For the three months ended September 30, 2025	2024	For the nine months ended September 30, 2025	2024
Interest expense	$ 514,044	$ 377,991	$ 1,583,819	$ 700,838
Unused credit facility fee	7,114	7,744	18,139	18,276
Amortization of deferred finance cost	14,983	5,593	29,677	15,690
Amortization of debt premium, net	8,330	(4,181)	25,863	(11,783)
Loss on early extinguishment of debt	-	-	3,946	-
Finance costs	**$ 544,471**	**$ 387,147**	**$ 1,661,444**	**$ 723,021**

10. Earnings per CBFI

The calculated basic and diluted earnings per CBFI and the weighted-average number of ordinary CBFIs (basic) are presented as follows:

amounts in thousands	For the three months ended September 30, 2025	2024	For the nine months ended September 30, 2025	2024
Profit for the period attributable to consolidated FIBRAPL's CBFI holders	$ 1,610,007	$ 9,359,629	$ 7,746,123	$ 17,794,808
Weighted average number of CBFIs	1,605,627	1,453,013	1,605,627	1,327,062
Basic and diluted earnings per CBFI	$ 1.00	$ 6.44	$ 4.82	$ 13.41

11. Fair Value of Assets and Liabilities

Consolidated FIBRAPL has established a control framework in relation to the measurement of fair value. This includes supervision from an internal specialist of all significant fair value measurements, including the fair value of Level 3 inputs (disclosed below).

Consolidated FIBRAPL's management regularly reviews the significant unobservable inputs and valuation adjustments. If third party information is used, such as broker quotes or pricing services to measure fair values, management evaluates the evidence from third parties to support the conclusion that these valuations satisfy the requirements of IFRS, including the level within the fair value hierarchy (discussed below) within which those valuations should be classified.

When the fair value of an asset or liability is measured, consolidated FIBRAPL uses observable market data whenever possible. The fair values are classified into different levels within a fair value hierarchy based on the variables used in the valuation techniques as follows:

- Level 1: (Unadjusted) quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly (i.e. prices.) or indirectly (i.e. derived from prices).
- Level 3: Data for the asset or liability that are not based on observable market data (unobservable inputs).

If the variables used to measure the fair value of an asset or liability can be classified into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety on the same level of the fair value hierarchy as lowest level that is meaningful to the overall measurement.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. Trade receivables, other receivables and accounts payable and accrued expenses are considered short-term financial instruments as their carrying amount approximates fair value:

					September 30, 2025
	Carrying amount				Fair value
in thousands of Mexican pesos	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investment properties	$ 141,676,205	$ -	$ -	$ 141,676,205	$ 141,676,205
Other investment properties	26,732,744	-	-	26,732,744	26,732,744
Exchange rate options	61,529	-	61,529	-	61,529
	$ 168,470,478	**$ -**	**$ 61,529**	**$ 168,408,949**	**$ 168,470,478**
Financial assets not measured at fair value					
Cash and cash equivalents	$ 2,179,016	$ -	$ -	$ -	$ -
Trade receivables	530,636	-	-	-	-
Other receivables	10,753	-	-	-	-
	$ 2,720,405	**$ -**	**$ -**	**$ -**	**$ -**
Financial liabilities not measured at fair value					
Accounts payable and other accrued expenses	$ 523,837	$ -	$ -	$ -	$ -
Security deposits	920,182	-	-	-	-
Due to related parties	21,120	-	-	-	-
Debt	40,787,047	-	39,698,842	-	39,698,842
	$ 42,252,186	**$ -**	**$ 39,698,842**	**$ -**	**$ 39,698,842**

					December 31, 2024
	Carrying amount				Fair value
in thousands of Mexican pesos	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value					
Investment properties	$ 155,982,612	$ -	$ -	$ 155,982,612	$ 155,982,612
Other investment properties	29,066,073	-	-	29,066,073	29,066,073
Exchange rate options	179,304	-	179,304	-	179,304
	$ 185,227,989	**$ -**	**$ 179,304**	**$ 185,048,685**	**$ 185,227,989**
Financial assets not measured at fair value					
Cash and cash equivalents	$ 2,283,274	$ -	$ -	$ -	$ -
Trade receivables	500,218	-	-	-	-
Other receivables	8,321	-	-	-	-
	$ 2,791,813	**$ -**	**$ -**	**$ -**	**$ -**
Financial liabilities not measured at fair value					
Accounts payable and other accrued expenses	$ 852,997	$ -	$ -	$ -	$ -
Security deposits	980,619	-	-	-	-
Due to related parties	17,746	-	-	-	-
Debt	46,422,516	-	43,794,285	-	43,794,285
	$ 48,273,878	**$ -**	**$ 43,794,285**	**$ -**	**$ 43,794,285**

Consolidated FIBRAPL recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change occurred. There have been no transfers between fair value levels during these periods.

Liquidity risk

As of September 30, 2025, consolidated FIBRAPL current liabilities exceed current assets by $9,377.4 million Mexican pesos. Management ensures, through the forecasting and budgeting of cash needs, that it maintains sufficient short-term liquidity to meet its immediate payment requirements. To meet this payment requirements FIBRAPL has an available $600.0 million U. S. dollars ($11,010.4 million Mexican pesos) of approved and unused credit lines, as well as operational cash inflows to meet short-term debt obligations. Furthermore, the promissory note owed to BBVA México, maturing in 2025 and amounting to $267.0 million U. S. dollars ($4,899.6 million Mexican pesos), can be automatically renewed for up to 12 months at the client's discretion. The right to renew this promissory note was granted on September 11, 2025.

12. Segment financial information

Segment financial information is presented based on how management analyzes the business, which includes information aggregated by market. The assets, liabilities and results for these operating segments are presented as of September 30, 2025, and December 31, 2024, and for the three and nine months ended September 30, 2025, and 2024, respectively. Consolidated FIBRAPL operates in six geographic markets that represents its reportable operating segments and an additional segment of non-strategic markets that are included in Other investment properties (see note 5), incorporated in "Other markets" segments, under IFRS 8. The other markets segment encompasses non-strategic properties that do not align with our core business objectives and are slated for divestment. These assets are managed to maximize their value during the holding period, with the intent to liquidate them opportunistically. This segment allows us to streamline our portfolio, focus on strategic investments, and enhance overall operational efficiency while generating additional liquidity for future growth initiatives. The information below shows the reconciliation of Revenues and Expenses by market to arrive at Net operating income, including the different concepts to get to Profit.

	For the three months ended September 30, 2025							
in thousands of Mexican pesos	Mexico city	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other markets (*)	Total
Revenues:								
Rental income	$ 875,106	$ 268,709	$ 300,061	$ 226,651	$ 168,332	$ 363,359	$ 580,201	$ **2,782,419**
Rental recoveries	88,100	26,841	16,390	16,670	15,523	18,819	11,386	**193,729**
Other property income	17,022	5,232	5,385	4,094	5,826	10,112	2,157	**49,828**
	980,228	**300,782**	**321,836**	**247,415**	**189,681**	**392,290**	**593,744**	**3,025,976**
Expenses:								
Operating and maintenance	(69,913)	(18,398)	(24,515)	(18,631)	(14,488)	(18,933)	(17,409)	**(182,287)**
Utilities	(11,923)	(3,557)	(1,405)	(3,570)	(936)	221	(359)	**(21,529)**
Property management fee	(28,626)	(7,828)	(9,866)	(5,590)	(5,539)	(10,632)	(13,054)	**(81,135)**
Real estate taxes	(20,911)	(1,964)	(6,182)	(2,878)	4,953	(22,297)	(17,983)	**(67,262)**
Non-recoverable operating expenses	(5,183)	(8,065)	8,807	(7,665)	(5,388)	(17,967)	(2,657)	**(38,118)**
Net operating income, by segment	**$ 843,672**	**$ 260,970**	**$ 288,675**	**$ 209,081**	**$ 168,283**	**$ 322,682**	**$ 542,282**	**$ 2,635,645**

in thousands of Mexican pesos	Mexico city	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other markets (*)	Total
								For the three months ended September 30, 2024
Revenues:								
Rental income	$ 696,514	$ 224,098	$ 244,801	$ 204,313	$ 164,869	$ 252,979	$ 328,740	$ **2,116,314**
Rental recoveries	70,095	24,997	23,861	13,782	16,379	31,173	16,855	**197,142**
Other property income	10,090	2,910	3,780	2,996	(4,108)	7,365	7,459	**30,492**
	776,699	**252,005**	**272,442**	**221,091**	**177,140**	**291,517**	**353,054**	**2,343,948**
Expenses:								
Operating and maintenance	(63,058)	(17,662)	(20,301)	(20,804)	(12,802)	(17,144)	(14,743)	**(166,514)**
Utilities	(7,575)	(3,043)	(2,343)	1,135	(461)	(8,752)	(1,035)	**(22,074)**
Property management fee	(19,651)	(2,973)	(6,798)	(4,081)	(5,432)	(4,522)	(5,803)	**(49,260)**
Real estate taxes	(17,685)	(3,002)	(5,371)	(2,674)	(3,906)	(11,337)	(5,104)	**(49,079)**
Non-recoverable operating expenses	(34,828)	(4,515)	(6,989)	(4,327)	(852)	(29,749)	4,496	**(76,764)**
Net operating income, by segment	**$ 633,902**	**$ 220,810**	**$ 230,640**	**$ 190,340**	**$ 153,687**	**$ 220,013**	**$ 330,865**	**$ 1,980,257**

Reconciliation of Net operating income to Profit for the period:

in thousands of Mexican pesos	For the three months ended September 30, 2025	2024
Net operating income	**$ 2,635,645**	**$ 1,980,257**
(Loss) gain on valuation of investment properties and other investment properties	(122,246)	7,915,668
Asset management fee	(268,128)	(248,521)
Incentive fee	-	-
Professional fees	(43,041)	(70,137)
Interest income	17,725	78,400
Finance costs	(544,471)	(387,147)
Unrealized (loss) gain on exchange rate hedge instruments	(14,402)	38,633
Realized loss on exchange rate hedge instruments	(9,175)	(10,406)
Net exchange loss	(23,215)	(349,834)
Other general and administrative expenses, net	(28,215)	(81,486)
Share of gain from equity accounted investments	21,451	562,737
Profit for the period	**$ 1,621,928**	**$ 9,428,164**

in thousands of Mexican pesos	Mexico city	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other markets (*)	Total
								For the nine months ended September 30, 2025
Revenues:								
Rental income	$ 2,663,690	$ 801,060	$ 920,933	$ 697,249	$ 530,715	$ 1,151,277	$ 1,780,849	$ **8,545,773**
Rental recoveries	270,924	84,282	97,057	48,951	50,121	80,001	95,172	**726,508**
Other property income	49,660	13,933	17,303	15,593	19,306	22,628	543	**138,966**
	2,984,274	**899,275**	**1,035,293**	**761,793**	**600,142**	**1,253,906**	**1,876,564**	**9,411,247**
Expenses:								
Operating and maintenance	(202,005)	(47,121)	(60,810)	(56,067)	(41,947)	(58,345)	(55,477)	**(521,772)**
Utilities	(21,151)	(8,720)	(5,893)	(4,223)	(2,107)	1,437	(5,988)	**(46,645)**
Property management fee	(81,068)	(24,302)	(27,824)	(17,263)	(17,295)	(35,810)	(46,206)	**(249,768)**
Real estate taxes	(62,732)	(5,892)	(18,546)	(8,633)	(4,176)	(67,314)	(52,241)	**(219,534)**
Non-recoverable operating expenses	(21,304)	(10,969)	(4,769)	(7,839)	(19,132)	(14,302)	(21,439)	**(99,754)**
Net operating income, by segment	**$ 2,596,014**	**$ 802,271**	**$ 917,451**	**$ 667,768**	**$ 515,485**	**$ 1,079,572**	**$ 1,695,213**	**$ 8,273,774**

in thousands of Mexican pesos	Mexico city	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other markets (*)	Total
	For the nine months ended September 30, 2024							
Revenues:								
Rental income	$ 1,822,850	$ 602,426	$ 605,522	$ 513,747	$ 429,063	$ 491,800	$ 330,262	$ **4,795,670**
Rental recoveries	178,936	66,606	63,695	38,333	46,410	58,520	16,962	**469,462**
Other property income	38,718	9,265	10,688	9,156	12,896	18,482	3,812	**103,017**
	2,040,504	**678,297**	**679,905**	**561,236**	**488,369**	**568,802**	**351,036**	**5,368,149**
Expenses:								
Operating and maintenance	(145,522)	(47,029)	(52,354)	(49,968)	(34,402)	(42,817)	(14,655)	**(386,747)**
Utilities	(30,144)	(9,101)	(5,963)	(4,001)	(1,511)	(10,006)	(1,035)	**(61,761)**
Property management fee	(55,858)	(19,940)	(18,481)	(11,505)	(14,768)	(11,862)	(1,996)	**(134,410)**
Real estate taxes	(47,173)	(3,634)	(15,407)	(7,287)	(10,934)	(23,155)	(6,837)	**(114,427)**
Non-recoverable operating expenses	(42,812)	(3,996)	(12,422)	(9,016)	(3,028)	(31,952)	3,456	**(99,770)**
Net operating income, by segment	**$ 1,718,995**	**$ 594,597**	**$ 575,278**	**$ 479,459**	**$ 423,726**	**$ 449,010**	**$ 329,969**	**$ 4,571,034**

(*) Other markets consist of industrial properties located primarily in Chihuahua, Saltillo and San Luis Potosí. None of these markets individually exceed 10% of total value of the investment properties portfolio, 10% of the total revenue, nor 10% of total net operating income.

Reconciliation of Net operating income to Profit for the period:

in thousands of Mexican pesos	For the nine months ended September 30, 2025	2024
Net operating income	**$ 8,273,774**	**$ 4,571,034**
Gain on valuation of investment properties and other investment properties	2,240,571	14,980,936
Asset management fee	(824,060)	(574,088)
Incentive fee	-	(716,392)
Professional fees	(125,152)	(109,405)
Interest income	46,580	316,802
Finance costs	(1,661,444)	(723,021)
Unrealized (loss) gain on exchange rate hedge instruments	(112,022)	86,262
Realized loss on exchange rate hedge instruments	(26,735)	(26,073)
Net exchange gain (loss)	49,611	(395,455)
Other general and administrative expenses, net	(4,754)	(109,994)
Share of gain from equity accounted investments	30,153	562,737
Profit for the period	**$ 7,886,522**	**$ 17,863,343**

in thousands of Mexican pesos	Mexico City	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other Markets	Unsecured debt	Total
	As of September 30, 2025								
Investment properties:									
Land	$ 13,342,977	$ 3,131,547	$ 3,738,772	$ 2,655,163	$ 1,794,515	$ 3,720,237	-	$ -	$ 28,383,211
Buildings	53,238,304	11,937,497	14,748,823	10,343,189	7,178,060	14,880,950	-	-	112,326,823
Investment properties	**$ 66,581,281**	**$ 15,069,044**	**$ 18,487,595**	**$ 12,998,352**	**$ 8,972,575**	**$ 18,601,187**	**$ -**	**$ -**	**$ 140,710,034**
Other investment properties	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 27,698,915**	**$ -**	**$ 27,698,915**
Number of properties	**103**	**38**	**60**	**33**	**32**	**82**	**167**	**-**	**515**
Debt	**$ 736,608**	**$ 1,112,045**	**$ 697,200**	**$ 980,248**	**$ -**	**$ -**	**$ -**	**$ 37,260,946**	**$ 40,787,047**

in thousands of Mexican pesos	Mexico City	Monterrey	Tijuana	Guadalajara	Reynosa	Ciudad Juárez	Other Markets	Unsecured debt	Total
									As of December 31, 2024
Investment properties:									
Land	$ 14,245,785	$ 3,480,557	$ 4,479,081	$ 2,832,841	$ 2,045,410	$ 4,676,963	$ -	$ -	$ 31,760,637
Buildings	54,973,131	13,576,014	17,725,985	11,057,349	8,181,641	18,707,855	-	-	124,221,975
Investment properties	**$ 69,218,916**	**$ 17,056,571**	**$ 22,205,066**	**$ 13,890,190**	**$ 10,227,051**	**$ 23,384,818**	**$ -**	**$ -**	**$ 155,982,612**
Other investment properties	**$ 72,877**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 28,993,196**	**$ -**	**$ 29,066,073**
Number of properties	**106**	**40**	**62**	**36**	**33**	**81**	**166**	**-**	**524**
Debt	**$ 493,009**	**$ 1,242,446**	**$ 714,677**	**$ 1,069,566**	**$ -**	**$ -**	**$ -**	**$ 42,902,818**	**$ 46,422,516**

13. Commitments and contingencies

Consolidated FIBRAPL had no significant commitments or contingencies other than those described in these notes as of September 30, 2025.

14. Interim consolidated condensed financial statements approval

On October 24, 2025, the issuance of these interim consolidated condensed financial statements was authorized by Jorge Roberto Girault Facha, Finance SVP.

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ANNEX D

Audited Consolidated Financial Statements of Terrafina and its subsidiaries as of and for the Years Ended December 31, 2024 and 2023

FIBRA TERRAFINA

Fideicomiso Irrevocable number F/00939 and subsidiaries

Consolidated financial statements as of December 31, 2024 and 2023

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Independent Auditor's Report

To the Holders Assembly of Real Estate Certificates of
Fideicomiso Irrevocable número F/00939 and subsidiaries

Opinion

We have audited the consolidated financial statements of Fideicomiso Irrevocable número F/00939 and subsidiaries (the Trust), which comprise the consolidated statement of financial position as at December 31, 2024, and the consolidated statements of income and other comprehensive income, of changes in net assets attributable to the investors and of cash flows for the year then ended and the notes to the consolidated financial statements, comprising the material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Trust as at December 31, 2024, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Trust in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code") and the ethical requirements of the Professional Code of Ethics of Mexican Institute of Public Accountants that are relevant to our audit of the financial statements in Mexico. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the ethical requirements of the Professional Code of Ethics of Mexican Institute of Public Accountants. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key audit matter	How our audit addressed the key audit matter
Fair value of investment properties	
As mentioned in notes 4E. and 7a. to the consolidated financial statements, the Trust recognizes its investment properties at its fair value in the consolidated statement of financial position. Changes in fair value from year to year are recognized as a profit or loss in the consolidated statement of income and other comprehensive income. The relevant assumptions and the corresponding valuation method are disclosed in the same Note 7a. We have focused on this item in our audit, due to: 1) the importance of the value of the investment properties for $64,187,025 thousands of Mexican pesos, which represent 91% of the total assets, 2) for being the asset from which the main activity of the Trust derives and 3) because the assumptions used in the determination of fair value require judgments from the Management. In particular, we focused on the process to determine the cash flows and the following significant assumptions that the Trust considered to estimate the valuation of financial projections: discount rate, terminal capitalization rate, direct capitalization rate and rental prices used for income projections of non-stabilized properties.	We analyzed the investment portfolio of the Trust, evaluating any relevant variation in the significant assumptions and particular characteristics of each investment, as follows: • With the support of our valuation specialists, we evaluate the discount rate, terminal capitalization rate, and direct capitalization rate against comparable market rates for the investments of the Trust. • For properties with occupancy less than 80% (non-stabilized properties), we compared the rental prices of properties used as a basis for income projections, with information available in the market for comparable properties. • We compared against the previous year of the fair value of the year, the performance of the net operating income of the financial projection's base year, and the occupancy rate of the investment properties. • To evaluate the financial projections of the cash flows of investment properties, we performed on a selective basis: - We compared historical and current year income and expenses, considered for the preparation of cash flow projections, against the terms of current contracts, including the consideration of adjustments for inflation. - Evaluation of the assumptions used in projected revenues, comparing the rental prices of properties used as a basis, with information available in the market for comparable properties.

pwc

Key audit matter	How our audit addressed the key audit matter
	- Evaluation of the assumptions used in the projected figures considered in the calculations of the determination of cash flows, evaluating the consistent application of these assumptions in the determination of the fair value of the properties. - Test arithmetic accuracy of the model used for the determination and projection of cash flows. - We compared the model applied in the determination of fair values of the assets against methods used and recognized in the industry in the valuation of assets of similar characteristics. Additionally, we evaluated the consistency of the valuation information disclosed in the footnotes to the financial statements with the information provided by the Trust Management as described in the preceding paragraphs.

Other Information

Management is responsible for the other information. The other information comprises the annual report presented to CNBV, which is expected to be made available to us after the date of this auditor's report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we will not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information not yet received, we will issue the report required by the CNBV and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and, if required, describe the issue in our report.

Responsibilities of Management and Those Charged with Governance for the Consolidated **Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Trust's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Trust or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Trus's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Trust's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Trust to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business unit within the group to forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is stated below.

PricewaterhouseCoopers, S. C.

C.P.A. Nicolás Germán Ramírez
Audit Partner

México City, April 9, 2025.

FIBRA Terrafina

Fideicomiso Irrevocable Trust number F/00939 and subsidiaries
Consolidated statements of financial position
(Expressed in thousands of Mexican Pesos)

	Note	December 31, 2024	December 31, 2023
Assets			
Non-current assets			
Investment properties	7 and 18	$ 64,187,025	$ 50,732,940
(Cost: 12/31/2024 - $43,369,481; 12/31/2023 - $43,680,371)			
Investments accounted using equity method	7 and 8	3,627,602	2,010,024
Recoverable taxes	10	355,795	-
Deferred rents receivable	13	256,512	224,729
Other accounts receivable	9	149,727	48,951
Restricted cash	13	-	26,588
Total non-current assets		**68,576,661**	**53,043,232**
Current assets			
Other accounts receivable	9	327,088	99,994
Recoverable taxes	10	18,743	239,262
Prepaid expenses		10,190	35,239
Derivative financial instruments	11	-	28,874
(Cost: 12/31/2024 - $0; 12/31/2023 - $48,086)			
Deferred rents receivable	13	43,166	40,769
Accounts receivable	12 and 13	204,566	75,036
(Net of allowance for doubtful accounts: 12/31/2024 - $39,453; 12/31/2023 - $88,421)			
Cash and cash equivalents	13 and 17	1,207,506	635,618
Total current assets		**1,811,259**	**1,154,792**
Total assets		**70,387,920**	**54,198,024**
Net assets attributable to the investors			
Contributions, net		18,402,436	17,828,573
Retained earnings (losses)		16,657,897	15,080,636
Translation from functional to reporting currency	5	11,397,075	3,325,588
Own credit risk reserve		261,390	215,261
Total net assets attributable to the investors	5 and 16	**46,718,798**	**36,450,058**
Liabilities			
Non-current liabilities			
Borrowings	5, 7, 13, 14 and 17	14,505,192	15,630,289
(Cost: 12/31/2024 - $14,997,131; 12/31/2023 - $16,048,825)			
Tenant deposits	5 and 13	386,861	309,474
Accounts payable	5, 13 and 15	210,449	91,804
Total non-current liabilities		**15,102,502**	**16,031,567**
Current liabilities			
Borrowings	5, 7, 13, 14 and 17	7,851,276	1,107,417
(Cost: 12/31/2024 - $7,851,276; 12/31/2023 - $1,107,417)			
Tenant deposits	5 and 13	120,889	89,816
Other Accounts Payable		-	235,966
Accounts payable	5, 13 and 15	594,455	283,200
Total current liabilities		**8,566,620**	**1,716,399**
Total liabilities (excluding net assets attributable to the investors)		**23,669,122**	**17,747,966**
Total liabilities and net assets attributable to the investors		**$ 70,387,920**	**$ 54,198,024**

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

FIBRA Terrafina

Fideicomiso Irrevocable Trust number F/00939 and subsidiaries
Consolidated statements of income and other comprehensive income
(Expressed in thousands of Mexican Pesos)

	Note	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Rental revenues	18 y 19	$ 4,108,595	$ 3,814,861
Other operating income	19	90,881	40,224
Real estate operating expenses	20	(662,209)	(625,114)
Other real estate expenses net	21	(2,379)	51,417
Fees and other expenses	22	(1,726,386)	(471,480)
Realized gain (loss) from disposal of investment properties	7	9,141	7,629
Loss on other accounts receivable from disposal of investment properties		-	(30,549)
Net unrealized gain (loss) from fair value adjustment on investment properties	7	2,624,454	4,143,540
Net unrealized gain (loss) from fair value adjustment on borrowings		(58,967)	377,576
Net unrealized gain (loss) from fair value adjustment on derivative financial instruments		(19,959)	(47,790)
Net realized gain (loss) from derivative financial instruments		(12,396)	-
Foreign exchange gain		114,807	161,718
Foreign exchange loss		(139,815)	(163,730)
Operating profit (loss)		**4,325,767**	**7,258,302**
Finance income	23	34,783	30,062
Finance costs	23	(1,120,412)	(1,018,022)
Finance costs - net		**(1,085,629)**	**(987,960)**
Share of profit from equity accounted investments	8	604,626	413,106
Profit (loss) for the period		**3,844,764**	**6,683,448**
Other comprehensive income:			
Items that can be reclassified subsequently to gain (loss) for the period			
Translation gain (loss) from functional to reporting currency		8,071,487	(4,795,178)
Items that can not be reclassified subsequently to gain (loss) for the period			
Changes in the fair value adjustment on borrowings at fair value through other comprehensive income		46,129	(683,689)
Comprehensive income (loss)		**8,117,616**	**(5,478,867)**
Total comprehensive income (loss) for the period		**$ 11,962,380**	**$ 1,204,581**
Earnings per CBFI			
Basic earnings per CBFI (Pesos)		$ 4.9384	$ 8.6519
Diluted earnings per CBFI (Pesos)		$ 4.9384	$ 8.6519

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

FIBRA Terrafina

Fideicomiso Irrevocable Trust number F/00939 and subsidiaries
Consolidated statements of changes in net assets attributable to the investors
For the periods ended Dicember 31, 2024 and December 31, 2023
(Expressed in thousands of Mexican Pesos)

	Note	Attributable to investors				
		Net contributions	Translation from functional to reporting currency	Own credit risk reserve	Retained earnings (losses)	Total net assets
Balance at January 1, 2023		$ 17,871,392	$ 8,120,766	$ 898,950	$ 9,709,610	$ 36,600,718
Transactions with investors						
Distributions to investors	16	(42,819)	-	-	(1,312,423)	(1,355,242)
Total transactions with investors		**(42,819)**	**-**	**-**	**(1,312,423)**	**(1,355,242)**
Comprehensive income						
Profit for the period		-	-	-	6,683,448	6,683,448
Other comprehensive income						
Translation from functional to reporting currency		-	(4,795,178)	-	-	(4,795,178)
Changes in the fair value adjustment on borrowings		-	-	(683,689)	-	(683,689)
Total comprehensive (loss) income		**-**	**(4,795,178)**	**(683,689)**	**6,683,448**	**1,204,581**
Net assets attributable to the investors at December 31, 2023		**$ 17,828,573**	**$ 3,325,588**	**$ 215,261**	**$ 15,080,635**	**$ 36,450,057**
Balance at January 1, 2024		$ 17,828,573	$ 3,325,588	$ 215,261	$ 15,080,636	$ 36,450,058
Transactions with investors						
Capital contribution, net of issuing costs	16	573,863	-	-	-	573,863
Distributions to investors	16	-	-	-	(2,267,503)	(2,267,503)
Total transactions with investors		**573,863**	**-**	**-**	**(2,267,503)**	**(1,693,640)**
Comprehensive income						
Profit for the period		-	-	-	3,844,764	3,844,764
Other comprehensive income						
Translation from functional to reporting currency		-	8,071,487	-	-	8,071,487
Changes from fair value adjustment on borrowings		-	-	46,129	-	46,129
Total comprehensive income (loss)		**-**	**8,071,487**	**46,129**	**3,844,764**	**11,962,380**
Net assets attributable to the investors at December 31, 2024		**$ 18,402,436**	**$ 11,397,075**	**$ 261,390**	**$ 16,657,897**	**$ 46,718,798**

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

FIBRA Terrafina

Fideicomiso Irrevocable Trust number F/00939 and subsidiaries
Consolidated statements of cash flows
(Expressed in thousands of Mexican Pesos)

	Note	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Cash flows from operating activities:			
Profit (loss) for the period		$ 3,844,764	$ 6,683,448
Adjustments:			
Net unrealized gain (loss) from fair value adjustment on investment properties	7	(2,624,454)	(4,143,540)
Net unrealized gain (loss) from fair value adjustment on borrowings	7	58,967	(377,576)
Net unrealized gain (loss) from fair value adjustment on derivative financial instruments	7	19,959	47,790
Net realized gain (loss) from derivative financial instruments		12,396	-
Realized gain (loss) from disposal of investment properties		(9,141)	(7,629)
Loss on other accounts receivable from disposal of investment properties		-	30,549
Bad debt expense		(14,633)	8,543
Accrued interest expense	23	1,104,079	929,523
Interest income on bank accounts	23	(34,783)	(30,062)
Accrued fees and other expenses		573,863	-
Share of profit from equity accounted investments	8	(604,626)	(413,106)
(Increase) decrease in:			
Deferred rents receivable		(34,180)	66,779
Accounts receivable		(114,897)	(18,572)
Recoverable taxes		(60,598)	(94,109)
Prepaid expenses		25,049	(8,699)
Other acconts receivable		(323,897)	244,653
Increase (decrease) in:			
Tenant deposits		108,460	(10,215)
Accounts payable		355,221	(144,539)
Net cash generated from operating activities		**2,281,549**	**2,763,238**
Cash flows from investing activities:			
Acquisition of investment properties	7	-	(2,969)
Improvements of investment properties	7	(492,980)	(1,082,341)
Advances from disposition of investment properties		-	235,966
Proceeds from disposition of investment properties	7	452,220	45,948
Interest income on bank accounts		34,783	30,062
Investments accounted using equity method	7 y 8	(225,834)	(1,111,726)
Net cash used in investing activities		**(231,811)**	**(1,885,060)**
Cash flows from financing activities:			
Acquisition of derivative financial instruments	13	(14,879)	(48,086)
Proceeds from derivative financial instruments	13	2,828	-
Proceeds from borrowings		8,351,407	5,570,736
Principal payments on borrowings		(6,770,625)	(4,157,913)
Interest paid on borrowings		(1,035,121)	(935,207)
Restricted cash		32,281	-
Distributions to investors	16	(2,267,503)	(1,355,241)
Net cash used in financing activities		**(1,701,612)**	**(925,711)**
Net increase (decrease) in cash and cash equivalents		348,126	(47,533)
Cash and cash equivalents at the beginning of the period		635,618	733,100
Exchange rate effects on cash and cash equivalents		223,762	(49,949)
Cash and cash equivalents at the end of the period		**$ 1,207,506**	**$ 635,618**

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

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

1. GENERAL INFORMATION

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. On November 19, 2024, the trust agreement was amended so that TF Adminitradora, S.R.L de C.V. (the "Manager") acts as the Trustor of the Trust and Prologis Property México, S.A. de C.V. acts as the new advisor to the Trust (the "Prologis Advisor"), effective January 1, 2025.

The Prologis Advisor is the trustor and manager of the irrevocable Trust 1721 Banco Actinver, S. A. Institución de Banca Múltiple, Grupo Financiero Actinver, Fiduciary division or "FIBRA Prologis", a Mexican real estate investment trust, which has acquired during 2024 a significant majority of Terrafina's CBFI's, representing 89.88% of the outstanding CBFI's. As the controlling entity, FIBRA Prologis has the ability to direct financial and operational decisions of Terrafina.

Terrafina is a Mexican trust with 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 Paseo de los Tamarindos No 90, torre 2, Piso 22, Col Bosques de las Lomas, CP 05120.

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 provides advisory and real estate investment management services, as well as other related services. On November 19, 2024, the termination agreement to the advisory contract was signed, and the contractual relationship between the Trust and the Advisor was terminated.

(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. On November 19, 2024, a second amendment to the management agreement was entered into, with the purpose of, among others, modifying the services to be provided by the Manager in favor of the Trust as of the date of the second amendment agreement. As of that date, the Manager's employees relationship was terminated.

(iii) A temporary transition of services agreement with the Advisor and the Manager, signed on September 18, 2024, to execute the transition of the administration and operation of the services provided to the Trust, which will be concluded between January 1, 2025 and the date that all fees have been paid subject to the terms defined in the transition of services agreement.

(iv) A new advisory agreement entered into with Prologis Property México, S.A. de C.V. (the "Prologis Advisor"), effective January 1, 2025, as the new advisor and the trustee of the Trust, which will provide advisory and real estate investment management services, as well as related services.

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 PREPARATION

(a) Compliance statement

The enclosed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and its interpretations, issued by the International Financial Reporting Interpretations Committee ("IFRIC"), applicable at December 31, 2024.

The consolidated financial statements have been prepared under the assumption of going concern and on a historical cost basis, except for the real estate investments included within the scope of the definition provided under International Accounting Standard ("IAS") 40 ("Investment Properties"), derivative financial instruments, investments under the equity method of accounting and borrowings, which have been measured at fair value.

(b) Criteria and estimates

Preparation of consolidated financial statements in accordance with IFRS requires to make certain critical accounting estimates. It also requires management to exercise 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 areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant for the consolidated financial statements are disclosed in Note 6.

(c) Standards and amendments to existing standards effective from January 1, 2024

The Trust has applied for the first time to its annual financial statements that began on January 1, 2024, the amendment to the IAS 1 Classification of liabilities as current or non-current and has therefore made disclosures thereon in Note 14.

In addition to the modification mentioned in the previous paragraph, there were other rules and modifications:

- Lease Liability in a Sale and Leaseback – Amendments to IFRS 16; and
- Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7

These modifications, were not applicable to the Trust and therefore have no impact to these consolidated financial statements.

(d) New standards, modifications, and interpretations to existing standards effective after December 31, 2024, and that have not been adopted in advance

Other new standards and amendments to standards effective for annual periods beginning after January 1, 2025, that have not been early adopted include:

- Amendments to IAS 21: Lack of Exchangeability.
- Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and 7).
- IFRS 18 'Presentation and Disclosure in Financial Statements'.

Management is evaluating these new standards and amendments to the consolidated financial statements; however, these standards are not expected to have a material impact on the Trust in future reporting periods and on foreseeable future transactions.

3. SIGNIFICANT TRANSACTIONS

On May 5, 2023, Terrafina made a disposition of $250,684 ($14 million dollars) from the BBVA RCF revolving credit facility (see Note 14).

On June 26, 2023, Terrafina completed the sale of a land located in Apodaca, Nuevo Leon for $9,769 ($560,671 dollars) as part of the capital recycling strategy.

On July 12, 2023, the Trust refinanced the sustainability-linked credit line BBVA México, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA México BBVA Term Loan and BBVA México, S.A Institución de Banca Múltiple, Grupo Financiero BBVA México BBVA RCF through a new sustainable unsecured syndicated credit line of $500 million Dollars composed of two tranches: (i) US$200 million Term Loan ("New BBVA Term Loan") and (ii) US$300 million Revolving Credit Facility ("New BBVA RCF") with BBVA as sole lead arranger and other financial institutions. The new credit line includes the following terms: (1) it is sustainability-linked with a Key Performance Indicators ("KPI") to the Green Building Certifications, (2) up to 5 basis points increase (premium) or decrease (discount) to the applicable margin if the Trust complies with the KPI, (3) principal payment at the maturity (see Note 14).

On July 17, 2023, Terrafina made a disposition of $3,378,100 ($200 million dollars) and another of $979,649 ($58 million dollars) from the new credit line New BBVA Term Loan and New BBVA RCF, respectively, and used the proceeds to prepay and fully liquidate the previous credit line, BBVA Term Loan and BBVA RCF, of $3,124,743 ($185 million dollars) and $776,963 ($46 million dollars), respectively.

On July 28, 2023, Terrafina made a disposition for $962,302 ($57 million dollars) of the New BBVA RCF revolving credit facility (see Note 14).

During August 2023, Terrafina, through its joint venture partner Monarch Member LLC ("Monarch Member"), acquired two Class A industrial portfolios located in Tijuana and the State of Mexico for $3,644,628 ($217 million Dollars) (see Note 8).

On September 21, 2023, Terrafina prepaid $256,207 ($15 million dollars) of the New BBVA RCF revolving credit facility (see Note 14).

On December 20, 2023, Terrafina renewed the one-year unsecured promissory note for a total amount of $50 million dollars with BBVA México, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA México ("BBVA"). The cost of the $50 million was SOFR plus a margin of 95 basis points, which represents 55 basis points less than the current margin of the New BBVA RCF revolving credit facility (see Note 14).

On December 21, 2023, Terrafina, through its joint venture with Monarch Member LLC ("Monarch Member"), acquired a Class A industrial property, located in Monterrey for $883,405 ($52 million dollars) (see Note 8).

On January 24, 2024, Terrafina completed the sale of two properties located in Villahermosa, Tabasco for $452,295 ($26 million Dollars) as part of the capital recycling strategy.

On February 8, 2024, Terrafina completed the sale of one property located in San Luis Potosí, San Luis Potosí for $41,824 ($2 million Dollars) as part of the capital recycling strategy.

On March 15, 2024, Terrafina completed the sale of property located in Chihuahua, Chihuahua for $106,543 ($6 million Dollars) as part of the capital recycling strategy.

On March 20, 2024, Terrafina provided a performance fee to the Advisor and the incentive derived from the compensation plan for the Trust's directors, which were paid on July 27, 2024, through an issuance and delivery of 13,140,040 and 641,466 CBFIs, respectively, corresponding to $547,152 and $26,711, respectively (see Notes 16 and 24).

3. SIGNIFICANT TRANSACTIONS (continued)

On June 28, 2024, Terrafina completed the sale of one property located in Saltillo, Coahuila, for $107,142 ($6 million Dollars) as part of the capital recycling strategy.

On July 24, 2024, Terrafina reported the payment of the performance fee to the Advisor and Terrafina's executives incentive plan through the issuance and grant of 13,140,064 CBFI's and 641,466 CBFI's, respectively.

On August 6, 2024, FIBRA Prologis acquired a majority stake in Terrafina's CBFIs, thereby gaining control of the Trust. As a result of this acquisition, and in addition to certain relevant changes in the corporate structure of the Trust, Terrafina paid a success fee to Goldman Sachs & Co. LLC ("Financial Advisor") in the amount of $323,335 (equivalent to $16.9 million dollars). The Financial Advisor provided advisory services related to the public tender offer process for Terrafina's certificates. The success fee was recorded under fees and other expenses in the consolidated statements of income and other comprehensive income.

On August 20, 2024, Terrafina contributed two lands located in Apodaca, Nuevo León through its joint venture agreement with Monarch Member LLC in the amount of $199,263 (US$10.7 million).

On November 26, 2024, FIBRA Prologis acquired an additional controlling interest of 12.75% in Terrafina, increasing its ownership from 77.13% to 89.88%.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies adopted in preparing these consolidated financial statements are set out below, these policies have been consistently applied to all the years presented:

A. CONSOLIDATION BASIS

These consolidated financial statements include net assets and results of operations of the entities listed below controlled by Terrafina as of December 31, 2024 and 2023. All significant intercompany balances and transactions have been eliminated from the consolidated 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.

Contributions to the subsidiaries have been made with the purpose of investing in investment properties, as well as the management of these investment properties.

As of December 31, 2024 and 2023, the Trust has 100% interest participation in all the subsidiaries mentioned below:

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 trust:

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

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

A. CONSOLIDATION BASIS (continued)

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

- Trust F/128
- Trust F/129
- Trust F/824
- Trust F/666
- Trust F/2989
- Trust F/2991
- Trust F/2996
- Trust F/3275
- Trust F/3276
- Trust F/3277
- Trust F/3457 (1)
- Trust F/3458 (1)
- Trust F/3459

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

- Trust F/3186
- Trust F/3230
- Trust F/3231
- Trust F/3232 (2)
- Trust F/3233
- Trust F/3234 (3)
- Trust F/3235
- Trust F/3236
- Trust F/4581 (4)
- Trust F/4582
- Trust F/4583

(1) Trusts liquidated on June 29, 2023
(2) Trust liquidated on April 08, 2024
(3) Trust liquidated on September 28, 2023
(4) Trust liquidated on September 4, 2023

TF Administradora, S. de R.L. de C.V. (“the Manager”). All related party transactions between the Manager and the Trust have been eliminated in these consolidated financial statements, to comply with the requirements of accounting standards and for other business information purposes; other transactions of the Manager are included in the consolidated financial statements (see Note 24).

B. INVESTMENTS IN JOINT VENTURES

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 whenever 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.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

B. INVESTMENTS IN JOINT VENTURES (continued)

As of December 31, 2024, and 2023, the Trust's interest participation in joint ventures is 50% for both periods.

Investment in joint ventures, in its interest 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

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

- Trust F/3927
- Trust F/4090 (5)

(5) Trust created on May 8, 2023

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

- Trust F/5456 (6)

(6) Trust created on June 2, 2023

Terrafina is entitled to receive an incentive fee once the performance returns on the investments have been met, in accordance with the provisions of the beneficiary agreement, and it is paid until the liquidation of such investments. Terrafina recognizes the incentive fee as if the investments were realized at the fair value at the date of this consolidated financial statements. The accrued incentive fee is recognized in the statement of income and other comprehensive income (see Note 8).

C. FOREIGN CURRENCY TRANSLATION

a. Functional and reporting currency

Items included in these consolidated financial statements are measured using the United States dollar ("Dollar" or "USD") which is the Trust's functional currency, since its cash sources and uses environment, a representative percentage of its income and costs, as well as various operating expenses are denominated in Dollars. The Mexican Peso ("Peso") is the Trust's reporting currency. This functional currency applies to all consolidated and non-consolidated project trusts.

b. Transactions and balances in foreign currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses arising from the settlement of these transactions and from the translation of the monetary items in foreign currency at the exchange rate at the date of the consolidated statement of financial position are included in foreign exchange gain (losses) in the consolidated statements of income and other comprehensive income, as part of the results of operations.

Non-monetary items are not translated using the end of period exchange rate but are measured at historical cost (using the exchange rates in effect at the date of the transaction), except for non-monetary items measured at fair value, which are translated using the exchange rates on the date on which the fair value was determined.

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

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

C. FOREIGN CURRENCY TRANSLATION (continued)

c. Conversion from functional currency to reporting currency

The Trust's consolidated financial statements as of December 31, 2024 and 2023 were translated as follows:

(i) All assets and liabilities were translated using the exchange rate at the date of the consolidated financial position.

(ii) Net assets components were translated at the historical exchange rate.

(iii) Income and expenses of the consolidated statements of income and comprehensive income are translated at a monthly average exchange rate (corresponding to the days in which operations were carried out, unless that average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the transaction dates.); and

(iv) All exchange differences resulting from net assets translation to their historical amounts are recognized in other comprehensive income.

The exchange rates used for preparation of these consolidated financial statements were as follows:

Reporting period	Year-end rate	Average rate (*)
December 31, 2024 USD/MXN	**20.5103**	**18.3047**
December 31, 2023 USD/MXN	**16.8935**	**17.7512**

(*) For the years from January 1 to December 31, 2024 and 2023.

D. LEASES

Leases in which a significant portion of the property risks and benefits are retained by the lessor are classified as operating leases (see Note 25). Operating lease income where the Trust operates as a lessor is recognized in consolidated statements of income and other comprehensive income on a straight-line basis during the term of the lease. When the Trust offers incentives to tenants ("free months"), these costs are recognized throughout the lease life, on a straight-line basis, as a reduction in lease income. These incentives are presented in the deferred rents receivable in the consolidated statement of financial position.

The other components that are not leasing (maintenance and other services) are recognized in accordance with IFRS 15 "*Revenue from Contracts with Customers*" (see Note 4L and Note 19).

Properties leased under operating leases are included on Investment Properties in the consolidated statement of financial position (see Note 7a).

The Trust makes payments (leasing commissions) to certain agents for services related to lease agreement negotiations with the lessees. The initial leasing commissions are capitalized as part of the carrying amount of the related investment property; subsequent leasing fees are expensed.

E. INVESTMENT PROPERTIES

Investment Properties held for long-term rental yields or for capital appreciation or both, that are not used by the owners, are classified as Investment Properties. Investment Properties are comprised of freehold land, freehold industrial buildings, and properties under construction or development for future use as Investment properties. Investment properties are initially measured at acquisition cost, including related transaction costs. After initial recognition, the Investment properties are measured at fair value.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

E. INVESTMENT PROPERTIES (continued)

As of November 19, 2024, the Chief Real Estate Appraiser of PGIM, Inc., an affiliate company of the Advisor and Administrator, was responsible for ensuring that the valuation process provided independent and reasonable fair values estimated. On November 20, 2024 going forward, the Prologis Advisor, is responsible for ensuring that the valuation process provides fair value estimates, through an internal specialist, based on appraisal reports prepared by independent real estate appraisers (members of the Appraisal Institute or an equivalent organization). The purpose of an appraisal is to estimate the fair value of a property as of a specific date. Fair value estimates require the exercise of significant judgment.

The fair value of Investment Properties is subject to numerous and various assumptions and limitations as of the valuation date. Many different individual assumptions may be supportable and reasonable, and the interplay and compounding of different assumptions, or the use of different accepted methodologies, may produce very different estimates of value for the same property.

The fair value of Investment Properties is an estimate of value and not a measure of realizable value. In addition, such valuations may be viewed as subject to change with the simple passage of time.

The fair value of Investment Properties reflects, among other things, rental income from current leases and assumptions about rental income from future leases in light of current market conditions. Fair value also reflects, on a similar basis, any cash outflows that could be expected in relation to the property.

The fair value measurement of investment property under construction is only applied if the fair value can be reliably measured. It may sometimes be difficult to reliably determine the fair value of the investment property under construction. In order to evaluate whether the fair value of an investment property under construction can be reliably determined, management considers the following factors, among others:

- The terms and conditions of the construction contract.
- The percentage of completion.
- Whether the project/property is standard (typical for the market) or non-standard.
- The level of reliability of cash inflows after completion.
- The development risk specific to the property.
- Past experience with similar constructions.
- The status of construction permits.

Subsequent expenditure is added to the investment property’s carrying value only when it is probable that future financial benefits associated with the item will flow to the Trust and the cost of the item can be measured in a reliable manner. All other repairs and maintenance costs are charged to the consolidated statement of income and other comprehensive income during the financial period in which they are incurred.

Changes in fair value are recorded as net unrealized gain (loss) from fair value adjustment on investment properties in the consolidated statement of income and other comprehensive income.

Investment Properties are derecognized either when they have been disposed of or when the investment property is permanently withdrawn from use and no future financial benefit is expected from its disposal.

Gains or losses from sales or dispositions of investment properties are recorded as realized gain (loss) from disposal of investment properties in the consolidated statement of income and other comprehensive income.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

F. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in banks and short-term investments with initial maturity of less than three months and that are subject to insignificant risk of change in value. Interest income on short term investments is recognized as it is earned.

G. RESTRICTED CASH

Restricted cash represents funds held in guaranty trusts for payment of maintenance, interest and long-term principal related to borrowings.

Reserves included in restricted cash are required by the lenders under loan documents, in order to cover interest payments in an event of default.

H. FINANCIAL INSTRUMENTS

a. Recognition, initial measurement and derecognition of financial instruments

Financial assets and liabilities are recognized when the Trust is part of the contractual clauses of a financial instrument.

Financial assets are derecognized when the contractual rights over the financial asset cash flows is expired or when the asset and substantially all its risks and benefits are transferred. A financial liability is derecognized when it is extinguished, canceled or expired.

<u>Classification and initial measurement of financial assets</u>

All financial assets are measured initially at their fair value.

Financial assets are classified in the following categories:

- Amortized cost.
- Fair value through profit or loss ("FVTPL").
- Fair value through other comprehensive income ("FVOCI").

During presented periods, the Trust does not have financial assets categorized as amortized cost and FVOCI.

The above classification is determined by:

- The business model within which the entity holds the financial asset, also by,
- The contractual characteristics of the cash flows arising from the financial asset.

All income related to financial assets are recognized in the consolidated statements of comprehensive income.

b. Subsequent measurement of financial assets

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

H. FINANCIAL INSTRUMENTS (continued)

Financial assets at amortized cost

Financial assets are measured at amortized cost if the following conditions are met (and are not designated at VRCR):

- The financial asset is held within a business model which objective is to collect the contractual cash flows.
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest.

After the initial recognition, these are measured at amortized cost using the effective interest method. The discount is omitted when the effect is not material. Cash and cash equivalents and accounts receivable are included in this category of financial instruments.

Impairment of accounts receivable and other accounts receivable

The Trust uses a simplified approach to book the accounts receivable and recognizes the estimated impairment as credit losses expected in the lifetime of the instrument. These are the expected deficits in the contractual cash flows, considering the potential default at any time during the life of the financial instrument. When calculating, the Trust uses its historical experience, external indicators and future information to calculate expected credit losses using a provision matrix.

Trust assesses the impairment of accounts receivable on a collective basis, since they have shared credit risk characteristics that have been grouped based on days past due (see Note 12).

c. Classification and measurement of financial liabilities

Financial liabilities are measured initially at their fair value.

Subsequently, they are measured at amortized cost using the effective interest method. Tenant deposits and accounts payable are included as financial liabilities. Accounts payable are liquidated within a period of 60 days. These are included in current liabilities, except when their maturities are greater than 12 months after the closing date of the year, in which case they are classified as non-current liabilities.

Borrowings are subsequently measured at fair value (FVTPL) and recognized in net unrealized gain (loss) from fair value adjustment on borrowings. Borrowings include one bond as of December 31, 2024.

For most loans, the fair values are equal to their cost basis, since the interest rates are very close to current market; however, there is a significant difference in the bonds, whose rates are related to changes in their own credit risk, these effects are recognized as a reserve in the consolidated statements of changes in net assets and, changes in the reserve, are recognized in other comprehensive income (FVOCI). The own credit risk reserve is derecognized when the bonds are liquidated, and the derecognition effect is reclassified to retained earnings.

Since the Trust manages and evaluates performance based on fair value in accordance with its investment strategy (Investment Properties), the use of the fair value option to measure borrowings is a practice that is consistent with the risk management and investment strategy of the Trust.

All charges related to interest and changes in the fair value of financial liabilities are recognized in statements of income and other comprehensive income.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

H. FINANCIAL INSTRUMENTS (continued)

d. Derivative financial instruments

Derivative financial instruments (DFI) are accounted at fair value through profit or loss (FVTPL), except for derivatives designated as hedging instruments in cash flow hedging relationships, which require a specific accounting treatment. During the reporting periods, the Trust has not made any designation as a hedge relationship.

All DFI are recognized and subsequently measured at fair value, the changes in fair value are recognized as net unrealized gain (loss) from fair value adjustment on derivative financial instruments in the consolidated statement of income and other comprehensive income.

DFI are derecognized when they no longer meet the recognition criteria, whether due to extinction, transfer, substantial modification, or early termination. The difference between the carrying amount of the derivative financial instrument and the amount received (paid) in the derecognition transaction is immediately recognized in net realized gain (loss) from DFI in the consolidated statements of income and other comprehensive income.

I. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, or construction of a qualifying asset are capitalized during the period that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period to be ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred.

J. TENANT DEPOSITS

Tenant deposits are recognized when received in accordance with the relevant lease terms and they are retained by the Trust until the lease expiration under certain circumstances established in the respective lease agreements.

According to IFRS 9, these items are recognized as financial liabilities with initial recognition at fair value, and subsequently at their cost, which approximates their nominal value.

K. REVENUE RECOGNITION

Lease agreements include lease revenues, variable revenues from insurance and property taxes. Lease revenues are recognized on a straight-line basis over the lease term as described in the leases policy previously mentioned.

The non-leasing components are recognized in accordance with IFRS 15. To determine the recognition of these revenues, the Trust follows a 5-step process:

1. Identify the contract with a customer
2. Identifying performance obligations
3. Determining the transaction price
4. Allocating the transaction price to separate performance obligations
5. Recognizing revenue as the performance obligations are fulfilled

Revenues are recognized at a specific time or over time, when the Trust fulfills performance obligations by transferring the promised goods or services to its customers. In the case of revenues from non-lease components, being the maintenance income, the main revenue related to this concept, the Trust satisfies the performance obligation as customers receive the corresponding services during the term of the contract, therefore the revenue is recognized over time. The transaction price for revenue from non-lease components is identified in each of the contracts and corresponds to the market sale prices, and they do not include variable payments, financing or any other.

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

K. REVENUE RECOGNITION (continue)

The Trust obtains other income that mainly includes reimbursable costs such as water supply, electricity, which are billed to the tenants. The Trust recognizes this revenue as an agent, so the income, if any, corresponds to the differential between the expense incurred by the client and the amount invoiced for this concept by the Trust and is presented in the consolidated statement of income as other operating income.

L. FEES AND OTHER EXPENSES

Fees and other expenses include legal fees, accounting fees, audit fees and other professional fees. They are recognized in the consolidated statement of income and comprehensive income in the period in which they are incurred (on an accruals basis).

M. TAXATION

The Trust's intention is to operate in a manner enabling it to maintain its tax status as a Real Estate Investment Trust or FIBRA. The Trust will not be subjected to Income Tax ("ISR") to the extent that it distributes taxable income to its shareholders and complies with certain other requirements. The Trust meets the requirements of the LISR for the FIBRAs. Based on this, income tax provision is not accrued in the accompanying consolidated financial statements.

Recoverable taxes include recoverable income tax withholdings ("ISR") and value added taxes ("VAT") paid to suppliers of goods and services and declared to the tax authority periodically in compliance with applicable law. The current VAT rate throughout the national territory is 16%, with limited number of exceptions.

N. NET ASSETS

The net assets comprise: (i) the CBFI's, that are classified as net contributions and recognized at the fair value based on the consideration received (issuance proceeds) by Terrafina, the transaction costs arising from the issuance of CBFI's attributable to investors, that are recognized in net assets as a reduction in the proceeds from CBFI's related to such costs; (ii) the own credit risk reserve, described previously in section H; and (iii) the retained earnings (losses).

All cash distributions reduce the net assets and will be made at the sole discretion of the Technical Committee based on the results of the Trust's operations, the economic situation of the Trust and other factors considered as relevant by the Technical Committee.

Any consideration paid in the purchase of CBFIs issued by the Trust, including costs directly attributable to such acquisition, is recognized as a decrease in net assets until the CBFIs are canceled or reissued.

O. CONSOLIDATED STATEMENTS OF INCOME AND OTHER COMPREHENSIVE INCOME

The Trust elected to present the statement of income and other comprehensive income in a single financial statement. Costs and expenses were classified according to their function and not to their nature as this presentation is considered to provide more relevance and value to the users of these consolidated financial statements.

P. EARNINGS PER CBFI

The result or earnings by basic CBFI is calculated by dividing the Trust's profits attributable to CBFI holders by the weighted average number of CBFI's outstanding during the financial period.

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

4. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

P. EARNINGS PER CBFI

The basic and diluted earnings per CBFI are as follows:

	2024	2023
Basic and diluted earnings per CBFI (Pesos)	$ 4.94	$ 8.65
Profit for the period	3,844,764	6,683,448
Weighted average number of CBFI´s	778,543,122	772,480,755

Q. ASSET ACQUISITION CLASSIFIED AS INVESTMENT PROPERTIES

It is necessary to carry out an in-depth analysis and determine whether, an acquisition of investment properties should be reflected in accounting as the acquisition of an asset or group of assets or, as the case may be, a business combination in accordance with IFRS 3 Business Combinations ("IFRS 3"). According to the analysis carried out by the management of the Trust, it determined to account the acquisitions of the investment properties as an asset acquisition.

Management determines the acquisitions did not meet the definition of a Business as required under IFRS 3 in order to qualify for business combination treatment since no substantive business processes, employees or operational systems from the sellers were retained by the Terrafina to be able to operate the Property Investments after the acquisition was executed.

R. INFORMATION BY SEGMENTS

Segment information is presented in a manner consistent with the internal reports provided to the highest authority responsible for operational decision-making, resource allocation, and evaluation of the performance of the operating segments. The highest authority responsible for operational decision-making has been identified as the Strategic Committee, appointed by the Technical Committee.

5. FINANCIAL RISK MANAGEMENT

The Trust's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, cash flow risk and interest rate risk), credit risk, liquidity risk, financial risk, fair value estimation and net assets management risk. There are no changes to the risk management policies during the period ended December 31, 2024 and 2023.

a. Market risk

Foreign exchange risk

The Trust is exposed to foreign exchange risk arising from different currency exposures considering the functional currency used in its operations, primarily with respect to Investment Properties, leasing agreements and borrowings, which are mostly denominated in Dollar. Foreign exchange risk also arises from services provided by foreign vendors.

The Trust has not contracted hedging instruments to offset the effect of currency rate changes, mainly because its investments and revenues are denominated in Dollar.

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

5. FINANCIAL RISK MANAGEMENT (continued)

a. Market risk (continued)

The effect on net assets resulting from converting Dollar denominated assets and liabilities to Mexican Pesos for the periods ended December 31, 2024 and 2023 were as follows:

	December 31, 2024	December 31, 2023
Translation from functional currency to reporting currency	$ 11,397,075	$ 3,325,588

A sensitivity analysis prepared by management illustrates how changes in the currency rates affect the net assets in Mexican Pesos at December 31, 2024 and 2023 as a result of the conversion of functional currency to reporting currency, is shown as follows:

Sensitivity analysis	10% (+) (-) December 31, 2024	10% (+) (-) December 31, 2023
Exchange rate of mexican peso	20.5103	16.8935
Weakening of mexican peso	22.5613	18.5829
Strengthening of mexican peso	18.4593	15.2042
Net assets attributable to the investors	$ 46,718,798	$ 36,450,058
Adjusted Net Assets attributable to the investors (weakness)	51,390,610	40,095,171
Adjusted Net Assets attributable to the investors (strength)	42,046,987	32,805,160

Price risk

The Trust is exposed to Investment Properties price and market rental risks. The Trust uses local knowledge and experience plus local property managers to minimize these risks (see Note 7a).

The future rental income was estimated depending on the location, type and quality of the properties, and taking into account market data and projections at the valuation date.

Cash flow and interest rate risk

As the Trust has no significant interest-bearing assets, its income and operating cash flows are substantially independent from changes in market interest rates except for items related to its borrowings. Borrowings issued at variable rates expose the Trust to interest rate risk. The Trust's exposure to risk due to changes in interest rates is mostly related to the long-term loans contracted by them.

The Trust manages its interest rate risk through a combination of fixed rate and variable rate loans. In general, short-term loans can be subject to a floating rate, while longer-term loans are usually subject to a fixed rate. The risk of changes in variable interest rates related to loans payable contracted was reduced due to the use of DFI contracted during 2024 and 2023. Credit agreements are not subject to DFI contracts for coverage or protection. Any decision on the use of DFI is made at the discretion of the Trust's management based on market conditions and the financial strategy adopted..

As of December 31, 2024, and 2023, 44.7% and 64.2% of the borrowings are contracted at fixed interest rate and the remaining at variable interest rate, respectively. All borrowings are denominated in Dollar.

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

5. FINANCIAL RISK MANAGEMENT (continued)

a. Market risk (continued)

In order to cover this risk, during the years 2024 and 2023 the Trust held DFI, which were liquidated before their maturity (see Note 11).

The Trust's exposure to changes in interest rates and the contractual revaluation at the end of the reporting period are shown below:

		December 31, 2024	%		December 31, 2023	%
Borrowings at variable rates	$	12,364,271	55%	$	5,986,860	36%
Borrowings at fixed rates – maturity date:						
Less than 1 year		-	0%		188,607	1%
1 – 2 years		-	0%		-	0%
More than 2 years		9,992,197	45%		10,562,239	63%
Borrowings	**$**	**22,356,468**	**100%**	**$**	**16,737,706**	**100%**

Risk of instruments used

The Trust has an unhedged exposure to floating-rate indexed loans payable of 55.3% as of December 31, 2024, due to the early termination of the DFI. The unhedged exposure of the DFI refers to the lack of protection against risks associated with rising interest rates that could affect the financial stability of the Trust.

The notional amount of the DFI entered into by the Trust, plus the principal amount indexed to a fixed rate, represents approximately 97% of the outstanding loan balance as of December 31, 2023. For 2023, the CAP strike price was 4.5%, and the floating rate of the loans is 83 basis points above the reference rate (3-month SOFR).

b. Credit risk

The Trust has no significant concentrations of credit risk. Policies have been implemented to ensure that rental agreements are made with customers with an adequate credit history. To reduce such risk, the Trust has security deposits or bonds. Cash transactions are limited to high-credit-quality financial institutions, these institutions are selected taking into account certain corporate criteria and are monitored every quarter. The Trust aims at limiting the amount of credit exposure to any financial institution. In addition, the Trust covers its credit risk through detailed analysis of clients with whom it has entered into lease agreements focusing on triple "A" customers, which ensure the return on investment. Accounts receivables are written off when there is no reasonable expectation of recovery, which include, among others, that the client does not suggest a payment plan and the impossibility of making contractual payments.

c. Liquidity risk

Liquidity risk is managed by maintaining sufficient cash and cash equivalents, availability of funding through an adequate amount of committed credit facilities and the ability to close out or settle market positions.

In the normal course of business, the Trust enters into loan agreements with certain lenders to finance its real estate investment transactions. Unfavorable economic conditions could increase borrowing-related costs, limit access to the capital markets or result in a decision by lenders to not extend credit to the Trust.

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

5. FINANCIAL RISK MANAGEMENT (continued)

c. Liquidity risk (continue)

There is no guarantee that the Trust's loan arrangements or ability to obtain leverage will continue to be available, or if available, will be available on terms and conditions acceptable to the Trust. Further, these loan agreements include, among other conditions, events of default and various covenants and representations. As of December 31, 2024, and December 31 2023, the Trust had no past due/callable loans.

A decline in market value of the Trust's assets may also have adverse consequences in instances where the Trust borrowed money based on the fair value of specific assets. A decrease in fair value of such assets may result in the lender requiring the Trust to post additional securities or otherwise repay the loans.

In the event the Trust's current portfolio and investment obligations are not refinanced or extended when they become due and/or the Trust is required to repay such borrowings and obligations, management anticipates that operating cash flow, investor´s contributions, new debt refinancing, and real estate investment sales will provide the repayment of these obligations.

If the Trust finds it necessary to sell its investments expeditiously to comply with the above commitments, the Trust may sell them at their fair value on the date on which a value considerably lower than the value at which such investments were recorded in the past may be required.

The following table shows the analysis of liabilities, presented for the periods between the date of the consolidated statement of financial position and their maturity date. Amounts shown in the following table correspond to non-discounted cash flows, including interests.

	December 31, 2024					
	3 months	1 year	1-2 years	2-7 years	Total contractual cash flows	Book value
Borrowings	$ 3,744,023	$ 4,107,253	$ 4,741,981	$ 10,255,150	$ 22,848,407	$ 22,356,468
Tenant deposits	61,728	59,161	81,812	305,049	507,750	507,750
Accounts payable	-	594,455	210,449	-	804,904	804,904
Total	**$ 3,805,751**	**$ 4,760,869**	**$ 5,034,242**	**$ 10,560,199**	**$ 24,161,061**	**$ 23,669,122**

	December 31, 2023					
	3 months	1 year	1-2 years	2-7 years	Total contractual cash flows	Book value
Borrowings	$ 262,742	$ 844,675	$ -	$ 16,048,825	$ 17,156,242	$ 16,737,706
Tenant deposits	30,694	59,122	67,333	242,141	399,290	399,290
Accounts payable	-	283,200	-	91,804	375,004	375,004
Total	235,966	-	-	-	235,966	235,966
	$ 529,402	**$ 1,186,997**	**$ 67,333**	**$ 16,382,770**	**$ 18,166,502**	**$ 17,747,966**

As of December 31, 2024 and 2023, borrowings include short term interest payable of $323,996 and $$262,742, respectively.

d. Net assets risk

The Trust defines the managed contributions as the Trust's total net assets. The Trust's objectives when managing net assets are:

- Safeguarding the Trust's ability to continue as a going concern, so that it can continue carrying out multiple investments in exchange for returns from capital appreciation, investment income (such as "rental income", "dividends" or "interest"), or both.
- Providing an adequate return to investors based on the level of undertaken risk.
- Ensuring the necessary financial resources to allow the Trust to invest in areas that may deliver future benefits.

5. FINANCIAL RISK MANAGEMENT (continued)

d. Net assets risk

- Maintaining enough financial resources to mitigate risks and unforeseen events.

Management reviews on a quarterly basis if the Trust complies with the covenants related to current borrowings.

e. Risk related to Environmental, Social and Governance (ESG)

Investment properties could be physically affected by extreme weather events and natural disasters, which may impact the operations and cause a negative effect on the Trust's financial condition and results. The main risks include events derived from extreme climate changes such as: heat waves, water stress, fires, and floods. These events can generate damage to the infrastructure that could result in a temporary closure, partial or total loss of the property, causing impacts on the operation of the tenants and financial losses for the business due to the costs of repairs.

The Trust has insurance policies with comprehensive insurance coverage in investment property, casualty and business interruption for all properties that could be affected by natural disasters, accidents and other similar events. These climate changes effects, even if anticipated, could have a material impact on the Trust's cash flows, performance and future financial condition. As of December 31, 2024, no material impacts derived from these risks have been identified that should be added to the assumptions already used in the preparation of the Trust's consolidated financial statements.

6. CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Management prepares estimates and assumptions based on historical experience adjusted for current market conditions and other factors. Actual results could differ from those estimates and assumptions.

<u>Estimate of fair value of Investment Properties</u>

The best evidence of fair value is current prices in an active market for similar Investment Properties. Management determines the fair value of Investment Properties based on appraisal reports prepared by independent third-party real estate appraisers in accordance with international valuation standards based on comparable prices in the local market or of net cash inflows to present value using a discounted cash flow method. Valuations are made based on estimated future cash flows supported by the term of existing leases or other contracts and current market leases of similar properties in similar locations and conditions, related property operating expenses and discount rates that reflect market assessments on the uncertainty in the amount and timing of cash flows (see Note 7a for further details on assumptions).

<u>Fair value of DFI and other financial instruments</u>

The fair value of DFI that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Trust determines the fair value of DFI and other financial instruments based on valuations prepared by a third party (see Note 7d for further details on assumptions).

<u>Fair value of borrowings</u>

The fair value of borrowings is determined by using valuation techniques. The Trust determines the fair value of borrowings based on valuations prepared by a third party. The Trust has been using generally accepted valuation methods (see Note 7c for further details on assumptions).

7. 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 within 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.

For the years ending December 31, 2024 and 2023, there were no transfers between categories.

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 the operating properties. Acquisitions are carried at purchase price and valued within a reasonable amount of time following the acquisition (typically within 3 months). As of November 19, 2024, the Chief Real Estate Appraiser of PGIM, Inc., an affiliated company of the Advisor and the Manager, was responsible for ensuring that the valuation process provides independent and reasonable property fair value estimates. On November 20, 2024 going forward, the Advisor Prologis oversees, through an internal specialist, all significant fair value measurements to ensure that the valuation process provides independent and reasonable 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 projections of rental income and expense, 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.

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

7. 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 December 31, 2024 and 2023, was 9.48% (ranges between 8.00% and 13.00%) and 9.50% (ranges between 8.00% and 12.75%), respectively.

- Capitalization Rate: Based on the location, size, and quality of the properties, and taking into account market data at the valuation date. The capitalization rates used as of December 31, 2024, and 2023 were 7.78% (ranges between 6.25% and 10.75%) and 7.73% (ranges between 6.25% and 10.75%), respectively.

- Projected rental income and expenses: These are based on the actual location, type and quality of the properties, and supported by the terms of any existing leases, other contracts, or external evidence, such as current market rents for similar properties. The annual growth rate for revenue projections as of December 31, 2024, and 2023, ranges from 1% to 3% for both periods.

If the discount rates and capitalization rates used in the analysis increase or decrease by 25 basis points, the carrying amount of the Investment Properties would change as of December 31, 2024 as follows:

As of December 31, 2024:							
			Capitalization Rate				
			-25 bps		Actual		+25 bps
	-25 bps	$	2,324,029	$	1,135,673	$	23,876
Discount Rate	Actual	$	1,160,903	$	-	$	(1,087,085)
	+25 bps	$	24,099	$	(1,111,027)	$	(2,173,024)

As of December 31, 2023:							
			Capitalization Rate				
			-25 bps		Actual		+25 bps
	-25 bps	$	1,811,387	$	887,779	$	18,664
Discount Rate	Actual	$	907,503	$	-	$	(849,798)
	+25 bps	$	18,838	$	(868,513)	$	(1,698,699)

For the purposes of the lease income projections, if the market rents assumed in the discounted cash flow analysis increase or decrease by 25 cents of Dollar per square foot, the carrying amount of the Investment Properties would change as of December 31, 2024 and 2023 as follows:

		Market Rents		
		-$0.25 US/sqft/yr		+$0.25 US/sqft/yr
Change in Investment Property value as of december 2024	$	(2,000,636)	$	1,999,615
Change in Investment Property value as of december 2023	$	(1,649,791)	$	1,649,790

It is probable that significant increases (decreases) in the discount rate, vacancy and collection loss assumptions would result in a significantly lower (higher) fair value measurement. However, an increase (decrease) in the market yield growth would result in a higher (lower) fair value measurement.

Unrealized gains (losses) from fair value adjustments on Investment Properties is included in the consolidated statements of income and other comprehensive income.

b. Investments under the equity method of accounting

Joint venture agreements are accounted for using the equity method, which approximates the fair value because their main assets and liabilities are recognized, in the financial statements of these investments, at fair value, in accordance with IFRS guidance on fair value measurements and disclosures.

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

7. FAIR VALUE MEASUREMENTS (continued)

c. Borrowings

The valuations of the borrowings 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 third-party appraiser at least once per year.

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

- Reference 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 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 reference rate the credit risk of comparable debts, as of December 31, 2024, and 2023, ranges between 1.30% and 2.65%, and 3.75% and 8.77%, respectively.

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

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

d. Derivative financial instruments

Until September 26, 2024 the Trust had DFI to cover the potential impacts of fluctuations in interest rates on the borrowings described in Note 13. The DFI included interest rate Caps and stated that if the SOFR rate was higher than the strike price, the counterparty would pay to the Trust an amount equal to the difference between the strike price and the SOFR rate. These DFI were handled over the counter ("OTC") and were classified at Level 2 of the fair value hierarchy.

The tables below present a summary of the assets and liabilities measured at fair value on a recurring basis, except for investments using the equity method, since these are accounted for using the equity method, which approximates the fair value of investments in non-consolidated subsidiaries and their respective level in the fair value hierarchy:

Fair Value Measurementes at December 31, 2024

	Cost	Amounts measured at fair value	Level 1	Level 2	Level 3
Assets:					
Investment properties	$ 43,369,481	$ 64,187,025	$ -	$ -	$ 64,187,025
Investment accounted using equity method	1,806,761	3,627,602	-	-	3,627,602
Total assets	**$ 45,176,242**	**$ 67,814,627**	**$ -**	**$ -**	**$ 67,814,627**
Liablilities:					
Borrowings	$ 22,848,407	$ 22,356,468	$ -	$ 22,356,468	$ -
Total liabiities	**$ 22,848,407**	**$ 22,356,468**	**$ -**	**$ 22,356,468**	**$ -**

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

7. FAIR VALUE MEASUREMENTS (continued)

Fair Value Measurementes at December 31, 2023

	Cost	Amounts measured at fair value	Level 1	Level 2	Level 3
Assets:					
Investment properties	$ 43,680,371	$ 50,732,940	$ -	$ -	$ 50,732,940
Investment accounted using equity method	1,270,945	2,010,024	-	-	2,010,024
Derivative financial instruments	48,086	28,874	-	28,874	-
Total assets	**$ 44,999,402**	**$ 52,771,838**	**$ -**	**$ 28,874**	**$ 52,742,964**
Liablilities:					
Borrowings	$ 17,156,242	$ 16,737,706	$ -	$ 16,737,706	$ -
Total liabiities	**$ 17,156,242**	**$ 16,737,706**	**$ -**	**$ 16,737,706**	**$ -**

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 December 31, 2024 and 2023:

Fair value measurements using significant unobservable inputs (Level 3)

	Beginning balance 01/01/2024	Realized and unrealized net gain (loss)	Currency translation	Acquisitions and improvements of investment properties	Dispositions	Ending balance 12/31/2024	Unrealized gain (loss) for the twelve months ended 12/31/2024
Assets:							
Investment properties	$ 50,732,940	$ 2,736,207	$ 11,028,766	$ 371,575	$ (682,463)	$ 64,187,025	$ 2,624,454
Investment accounted using equity method	2,010,024	604,626	585,887	499,436	(72,371)	3,627,602	495,876
Total assets	**$ 52,742,964**	**$ 3,340,833**	**$ 11,614,653**	**$ 871,011**	**$ (754,834)**	**$ 67,814,627**	**$ 3,120,330**

i. Net realized and unrealized gain (loss) is recorded in the line items "Net unrealized gain (loss) on adjustment to fair value of investment property" and "Realized gain (loss) on sale of investment property" for an amount of $2,624,454 and $9,141 respectively in the Consolidated Statements of Income and Other Comprehensive Income.

ii. Net realized and unrealized income (loss) from investments accounted for using the equity method is recorded in the "Share of results from investments accounted for using the equity method" line item in the Consolidated Statements of Income and Other Comprehensive Income of $604,626 in the Consolidated Statements of Income and Other Comprehensive Income.

Fair value measurements using significant unobservable inputs (Level 3)

	Beginning balance 01/01/2023	Realized and unrealized net gain (loss)	Currency translation	Acquisitions and improvements of investment properties	Dispositions	Ending balance 12/31/2023	Unrealized gain (loss) for the twelve months ended 12/31/2023
Assets:							
Investment properties	$ 52,411,408	$ 4,250,975	$ (6,846,544)	$ 974,981	$ (57,880)	$ 50,732,940	$ 4,143,540
Investment accounted using equity method	539,639	413,106	(83,168)	1,236,366	(95,919)	2,010,024	400,332
Total assets	**$ 52,951,047**	**$ 4,664,081**	**$ (6,929,712)**	**$ 2,211,347**	**$ (153,799)**	**$ 52,742,964**	**$ 4,543,872**

i. The net realized and unrealized gain (loss) is recorded under "Net unrealized gain (loss) on adjustment to fair value of investment property" and "Realized gain (loss) on sale of investment property" for $4,143,540 and ($30,549), respectively, in the Consolidated Statements of Income and Other Comprehensive Income.

ii. The net realized and unrealized gain (loss) on equity method investments is recorded under "Equity in earnings" of equity method investments for $413,106 in the Consolidated Statements of Income and Other Comprehensive Income.

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

7. FAIR VALUE MEASUREMENTS (continued)

Investments accounted using equity method are considered in the measurements at fair value using unobservable inputs due to the investment properties held in the joint ventures.

As of December 31, 2024 and 2023, there were no transfers between the hierarchy levels, neither from level 3 to other levels.

8. INVESTMENTS ACCOUNTED USING EQUITY METHOD

On June 16, 2015, the Trust signed a joint venture agreement with Controladora and Parques American Industries, S.A. de C.V. ("American Industries") to invest through the Trust F/2717 in the acquisition, development and lease of commercial properties in Mexico.

On December 20, 2016, the Trust signed a joint venture agreement with Avante Parques Industriales, S.A. de C.V. ("Avante Parques") and Avante Naves Industriales S.A de C.V. ("Avante Naves") (Avante Naves and Avante Parques collectively named ("Avante") to invest through the Trust F/3485 in the acquisition, development and leasing of commercial properties in Mexico.

On December 7, 2022, Terrafina signed a joint venture agreement with Monarch Member to invest through the Trust F/3927 ("Sidecar") in the acquisition, development and leasing of commercial properties in Mexico. At December 31, 2024 and 2023, the accrued incentive fee were $37,306 y $15,791, respectively, and were recognized in the consolidated statement of income and other comprehensive income.

At December 31, 2024, and 2023, the Trust had a 50% interest participation in the joint venture agreements signed with American Industries, Avante and Monarch Member for both years.

The tables below present a reconciliation of the ending balances at December 31, 2024 and December 31, 2023:

	December 31, 2024				December 31, 2023			
	Fid. 2717	Fid. 3485	Fid. 3927	Total	Fid. 2717	Fid. 3485	Fid. 3927	Total
Begining Balance	$ 340,001	$ 379,536	$ 1,290,487	$ 2,010,024	$ 288,442	$ 250,861	$ 336.00	$ 539,639
Contributions (distributions) [1]	(12,703)	91,106	348,662	427,065	(11,463)	123,710	1,028,199	1,140,446
Share of profit from equity accounted investments	59,976	185,885	358,765	604,626	102,092	44,634	266,380	413,106
Currency translation	82,678	122,674	380,535	585,887	(39,070)	(39,669)	(4,428)	(83,167)
Ending balance	**$ 469,952**	**$ 779,201**	**$ 2,378,449**	**$ 3,627,602**	**$ 340,001**	**$ 379,536**	**$ 1,290,487**	**$ 2,010,024**

[1] On August 20, 2024, Terrafina made a non cash contribution through its joint venture agreement with Monarch Member LLC in the amount of $199,263 (US$10.7 million) that did not require cash flow.

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

8. INVESTMENTS ACCOUNTED USING EQUITY METHOD (continued)

The following information summarizes financial data and principal activities of the Trust’s unconsolidated joint ventures:

	December 31, 2024				December 31, 2023			
Condensed financial position	**Fid. 2717**	**Fid. 3485**	**Fid. 3927**	**Total**	**Fid. 2717**	**Fid. 3485**	**Fid. 3927**	**Total**
Assets								
Cash and cash equivalents	$ 44,994	$ 1	$ 54,114	$ 99,109	$ 36,941	$ 4,815	$ 37,707	$ 79,463
Accounts receivables	16,402	24,040	29,706	70,148	2,062	4,844	12,105	19,011
Deferred rents receivable	18,336	13,900	34,421	66,657	15,385	2,159	3,300	20,844
Derivative financial instruments	-	-	19,156	19,156	14,048	-	40,406	54,454
Other assets and advances for acquisition	-	9,884	327,260	337,144	788	53,920	857,329	912,037
Total assets -current	79,732	47,825	464,657	592,214	69,224	65,738	950,847	1,085,809
Investments properties	1,906,637	1,724,301	8,013,472	11,644,410	1,479,533	837,574	5,390,716	7,707,823
Total assets -non current	1,906,637	1,724,301	8,013,472	11,644,410	1,479,533	837,574	5,390,716	7,707,823
Total assets	**1,986,369**	**1,772,126**	**8,478,129**	**12,236,624**	**1,548,757**	**903,312**	**6,341,563**	**8,793,632**
Liabilities								
Borrowings	1,023,634	145,426	3,557,660	4,726,720	854,630	121,633	3,364,514	4,340,777
Accounts payable	12,732	13,785	69,980	96,497	6,009	13,577	344,782	364,368
Total liabilities - current	1,036,366	159,211	3,627,640	4,823,217	860,639	135,210	3,709,296	4,705,145
Tenant deposits	10,102	54,513	93,588	158,203	8,116	9,030	51,294	68,440
Total liabilities -non current	10,102	54,513	93,588	158,203	8,116	9,030	51,294	68,440
Total liabilities	**1,046,468**	**213,724**	**3,721,228**	**4,981,420**	**868,755**	**144,240**	**3,760,590**	**4,773,585**
Net assests	**$ 939,901**	**$ 1,558,402**	**$ 4,756,901**	**$ 7,255,204**	**$ 680,002**	**$ 759,072**	**$ 2,580,973**	**$ 4,020,047**
Trust share (%)	50%	50%	50%	50%	50%	50%	50%	50%
Trust share ($)	**$ 469,951**	**$ 779,201**	**$ 2,378,451**	**$ 3,627,602**	**$ 340,001**	**$ 379,536**	**$ 1,290,487**	**$ 2,010,024**

	Twelve months ended December 31, 2024				Twelve months ended December 31, 2023			
Condensed comprehensive income	**Fid. 2717**	**Fid. 3485**	**Fid. 3927**	**Total**	**Fid. 2717**	**Fid. 3485**	**Fid. 3927**	**Total**
Income:								
Rental revenues	$ 113,947	$ 80,788	$ 391,052	$ 585,787	$ 104,549	$ 20,914	$ 110,519	$ 235,982
Net unrealized (gain) loss from fair value adjustment on investment properties	89,606	302,509	650,401	1,042,516	180,900	80,644	577,728	839,272
Net unrealized gain (loss) from fair value adjustment on derivative financial instruments	(9,583)	-	(31,690)	(41,273)	(17,207)	-	(28,493)	(45,700)
Other income	998	6,036	53,093	60,127	397	1,298	2,732	4,427
Total revenues	**194,968**	**389,333**	**1,062,856**	**1,647,157**	**268,639**	**102,856**	**662,486**	**1,033,981**
Expenses:								
Real estate operating expenses	10,004	3,991	60,377	74,372	13,338	4,021	7,091	24,450
Fees and other expenses	2,834	4,754	77,793	85,381	3,340	3,533	54,931	61,804
Financial income	(856)	(67)	(4,609)	(5,532)	(806)	(11)	(2,615)	(3,432)
Interest expenses	63,035	8,885	211,764	283,683	48,582	4,114	70,319	123,015
Borrowing expenses	-	-	-	-	-	1,932	-	1,932
Total expenses	**75,017**	**17,562**	**345,325**	**437,904**	**64,454**	**13,589**	**129,726**	**207,769**
Total operating (loss) profit	**$ 119,951**	**$ 371,771**	**$ 717,532**	**$ 1,209,252**	**$ 204,185**	**$ 89,267**	**$ 532,760**	**$ 826,212**
Trust share (%)	50%	50%	50%	50%	50%	50%	50%	50%
Trust share ($)	**$ 59,976**	**$ 185,885**	**$ 358,765**	**$ 604,626**	**$ 102,092**	**$ 44,634**	**$ 266,380**	**$ 413,106**

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

9. OTHER ACCOUNTS RECEIVABLE

The other accounts receivable is broken down as follows:

	December 31, 2024	December 31, 2023
Accounts receivable from sale of investment properties	$41,021	$59,127
Payments in advance for construction	20,431	45,170
Outstanding recoverable VAT	57,771	12,550
Security deposits paid	1,210	1,269
Promote Sidecar	149,727	15,164
Others [(1)]	206,655	15,665
Total	**$476,815**	**$148,945**
Other accounts receivable – Non-current	149,727	48,951
Other accounts receivable – Current	327,088	99,994

[(1)] Payments pending to be applied in the following periods

10. RECOVERABLE TAXES

Recoverable taxes consist of the following:

	December 31, 2024	December 31, 2023
Recoverable VAT	$ 364,260	$ 237,420
Federal income tax witheld	10,278	1,842
Total	**$ 374,538**	**$ 239,262**
Recoverable taxes – Non-current	$ 355,795	$ -
Recoverable taxes – Current	$ 18,743	$ 239,262

For the years ended December 31, 2024, and 2023, there were no refunds for VAT to the Trust.

11. DERIVATIVE FINANCIAL INSTRUMENTS

The Trust held economic hedges into interest rate derivatives contracts in order to manage the potential impact of interest rate fluctuations on the borrowings described in Note 14. The DFI include interest rate Caps and states that in the case the underlying reference rate becomes higher than the strike price; the counterparty will pay the Trust an amount equal to the difference between the strike price and the reference rate on a monthly or quarterly basis.

On August 29, 2024, Terrafina terminated before the maturity date all DFI. The settlement amount received was $2,828, resulting a realized loss on DFI of $12,396, recognized in the consolidated statement of income and other comprehensive income.

For the periods ended December 31, 2024, and 2023, the difference between the strike price and the reference rate resulted in an interest reimburse by the counterparty to the Trust of $29,874 and $43,288, respectively. Interest reimburses are recognized in finance costs net in the consolidated statement of income and other comprehensive income (see Note 23).

On September 26, 2024, the Trust early terminated the DFI contracts it had in force at the discretion of Trust management. As a result, a loss of $19,959 was recognized in the consolidated statement of income and other comprehensive income.

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

11. DERIVATIVE FINANCIAL INSTRUMENTS (continue)

DFI held as of December 31, 2023, are summarized as follows:

December 31, 2023							
Derivative Type	**Bank**	**National amount USD**	**Underlying variable rate**	**Strike price**	**Fair Value**	**Inception date**	**Maturity date**
Caps	BBVA	258,000,000	3M SOFR	4.5%	$ 23,836	July 17, 2023	July 17, 2024
Caps	BBVA	57,000,000	3M SOFR	4.5%	5,038	July 28, 2023	July 29, 2024
Total					**$ 28,874**		

12. ACCOUNTS RECEIVABLES

At December 31, 2024 and 2023, the aging of accounts receivables are presented as follows:

	< 3 months	**3 – 6 months**	**> 6 months**	**Total**
December 31, 2024	$ 204,564	$ 22,136	$ 17,319	**$ 244,019**
December 31, 2023	$ 71,483	$ 5,619	$ 86,355	**$ 163,457**

At December 31, 2024 and 2023, allowance for doubtful accounts are shown as follows:

	December 31, 2024	**December 31, 2023**
Beginning balance	$ 88,421	$ 101,069
Increases	109,656	72,940
Decreases	(124,290)	(64,397)
Write offs	(48,369)	(41,307)
Currency translation	14,035	20,116
Ending Balance	**$ 39,453**	**$ 88,421**

The accounts receivables are an approximate to the fair value as they are short-term. Accounts receivables are mostly denominated in Dollars.

13. FINANCIAL INSTRUMENTS

The details of financial instruments at December 31, 2024 and 2023 are presented as follows:

Assets	**Classification**	**December 31, 2024**	**December 31, 2023**
Non-current assets			
Deferred rents receivable	amortized cost	$ 256,512	$ 224,729
Other accounts receivable	amortized cost	149,727	48,951
Restricted cash	amortized cost	-	26,588
Total non-current financial assets		**$ 406,239**	**$ 300,268**
Current assets			
Other accounts receivable	amortized cost	$ 327,088	$ 99,994
Derivative financial instruments	FVTPL	-	28,874
Deferred rents receivable	amortized cost	43,166	40,769
Accounts receivable	amortized cost	204,566	75,036
Cash and cash equivalents	amortized cost	1,207,506	635,618
Total current financial assets		**$ 1,782,326**	**$ 880,291**

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

13. FINANCIAL INSTRUMENTS (continue)

Liabilities	**Classification**	**December 31, 2024**	**December 31, 2023**
Non-current liabilities			
Borrowings	FVTPL / Own credit risk in other comprehensive income	$ 14,505,192	$ 15,630,289
Tenant deposits	amortized cost	386,861	309,474
Accounts payable	amortized cost	210,449	91,804
Total non-current financial liabilities		**$ 15,102,502**	**$ 16,031,567**
Current liabilities			
Borrowings	FVTPL/ Own credit risk in other comprehensive income	$ 7,851,276	$ 1,107,417
Tenant deposits	amortized cost	120,889	89,816
Other Accounts payable	amortized cost	-	235,966
Accounts payable	amortized cost	594,455	283,200
Total current financial liabilities		**$ 8,566,620**	**$ 1,716,399**

14. BORROWINGS

Borrowings includes mortgage loans payable as summarized below:

	December 31, 2024		December 31, 2023				
Credit entity / Instrument	**Principal balance at cost**	**Fair value**	**Principal balance at cost**	**Fair value**	**Interest rate (p.a.)** [1], [2]	**Maturity date**	**Terms** [3]
BONO 2029	$ 10,484,137	$ 9,992,197	$ 8,635,357	$ 8,216,821	Fixed - 4.962%	July, 2029	I
Metlife	-	-	2,534,025	2,534,025	Fixed - 4.75%	January, 2027	I
BBVA Promissory Note 2023	-	-	846,303	846,303	1 month SOFR + 0.95%	December, 2024	I
BBVA Promissory Note 2024	1,030,708	1,030,708	-	-	1 month SOFR + 1.00%	September, 2025	I
New BBVA Term Loan	4,155,728	4,155,728	3,428,697	3,428,697	3 month SOFR + 1.65% [4]	July, 2027	I
New BBVA RCF [5]	649,278	649,278	1,711,860	1,711,860	3 month SOFR + 1.45% [4]	July, 2026 [6]	I
BBVA Promissory Note (August 2024)	1,380,888	1,380,888			1 month SOFR + 0.95%	February, 2025	I
BBVA Promissory Note (A)	1,544,890	1,544,890			1 month SOFR + 1.00%	June, 2025	I
BBVA Promissory Note (B)	1,544,890	1,544,890			1 month SOFR + 1.00%	June, 2025	I
Scotiabank	2,057,889	2,057,889			1 month SOFR + 0.99%	April, 2025	I
Total borrowings	**$ 22,848,407**	**$ 22,356,468**	**$ 17,156,242**	**$ 16,737,706**			

[1] p.a. = per year.
[2] At December 31, 2024 and December 31, 2023, the 3 months SOFR was 4.69% and 5.59%, respectively, and the 1 month SOFR was 4.53% and 5.35%,respectively.
[3] I = Interest.
[4] The applicable margin may vary according to the Loan to Value ("LTV") ratio.
[5 Unsecured committed revolving credit, up to an amount of US $100 million Dollars
[6] Maturity date: July 2026 – with an option to extend two additional years.

On May 5, 2023, Terrafina made a disposition of $250,684 ($14 million) from the BBVA RCF revolving credit facility.

14. BORROWINGS (continued)

On July 12, 2023, the Trust refinanced the sustainability-linked credit line BBVA Term Loan and BBVA RCF through a new sustainable unsecured syndicated credit line of $500 million Dollars composed of two tranches: (i) US$200 million Term Loan (“New BBVA Term Loan”) and (ii) US$300 million Revolving Credit Facility (“New BBVA RCF”) with BBVA as sole lead arranger and other financial institutions and used the resources to prepay and fully liquidate the previous lines of credit, BBVA Term Loan and BBVA RCF, for $3,124,743 ($185 million Dollars) and $776,963 ($46 million Dollars), respectively. The new credit line includes the following terms: (1) it will be sustainability-linked with a Key Performance Indicators (“KPI”) to the Green Building Certifications, (2) up to 5 basis points increase (premium) or decrease (discount) to the applicable margin if the Trust complies with the KPI, (3) principal payment at the maturity.

On July 17, 2023, Terrafina made a disposition for $3,378,100 ($200 million) and another $979,649 ($58 million) of the New BBVA Term Loan and New BBVA RCF credit lines, respectively.

On July 28, 2023, Terrafina made a disposition of $962,302 ($57 million dollars) from the new BBVA RCF revolving credit facility.

On September 21, 2023, Terrafina prepaid $256,207 ($15 million dollars) of the Nuevo BBVA RCF revolving credit facility.

On December 20, 2023, Terrafina renewed the one-year $50 million unsecured note with BBVA. The cost of the US$50 million is SOFR plus a margin of 95 basis points, which represents 55 basis points less than the current margin of the New BBVA RCF revolving credit facility.

On January 18, 2024, Terrafina made a disposition of $343,196 ($20 million dollars) from the New BBVA RCF revolving credit facility.

On February 1, 2024, Terrafina prepaid $343,864 ($20 million dollars) of the New BBVA RCF revolving credit facility.

On February 29, 2024, Terrafina made a disposition of $1,354,254 ($81.2 million dollars) from the New BBVA RCF revolving credit facility.

On August 29, 2024, Terrafina closed an unsecured promissory note with BBVA México, S.A. (“BBVA Promissory Note August 2024”) for a total amount of $1,317,836 ($67 million dollars).

On August 29, 2024, Terrafina prepaid $1,317,836 ($67 million dollars) of the New BBVA RCF revolving credit facility and elected to reduce the committed of the revolving credit facility to $131.2 million dollars.

On August 30, 2024, Terrafina made a disposition of $336,885 ($17 million dollars) of the Nuevo BBVA RCF revolving credit facility.

On October 9, 2024, Terrafina entered into a promissory note (unsecured) for a total amount of $1,921,270 ($100 million USD) with Scotiabank Inverlat, S.A.

On October 10, 2024, Terrafina prepaid $2,043,570 ($100 million) of the Nuevo BBVA RCF revolving credit facility and reduced the amount committed of the revolving credit facility to $100 million.

On December 3, 2024, Terrafina entered into a promissory note (unsecured) for a total amount of $1,532,678 ($75 million dollars) with BBVA México, S.A. ("BBVA Promissory Note A").

On December 3, 2024, Terrafina entered into a promissory note (unsecured) for a total amount of $1,532,678 ($75 million dollars) with BBVA México, S.A. ("BBVA Promissory Note B").

On December 4, 2024, Terrafina prepaid $3,065,355 ($150 million) of the credit facility with Metlife.

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

14. BORROWINGS (continued)

On December 20, 2024, Terrafina renewed the $50 million (unsecured) promissory note until September 2025 with BBVA. The cost for the $50 million was SOFR plus a margin of 100 basis points.

As of December 31, 2023, Metlife loans were secured by Investment Properties with an estimated aggregate fair value of $7,824,224.

As of December 31, 2024, and 2023, fair value borrowings are payable as follows:

	< 1 year	1 – 3 years	> 3 years	Total
December 31, 2024	$ 7,851,276	$ 4,741,981	$ 9,763,210	**$ 22,356,467**
December 31, 2023	$ 1,107,417	$ 1,689,350	$ 13,940,939	**$ 16,737,706**

All loans payable are denominated in Dollars and are not subject to principal amortizations until their respective maturity dates.

During 2024 and 2023, the Trust repaid principal amounts under the borrowings contracted as follows:

	December 31, 2024				
Bank	**Quarter 1**	**Quarter 2**	**Quarter 3**	**Quarter 4**	**Total**
New BBVA RCF	$ 343,864	$ -	$ 1,317,836	$ 2,043,570	$ 3,705,270
Metlife	-	-	-	3,065,355	3,065,355
	$ 343,864	**$ -**	**$ 1,317,836**	**$ 5,108,925**	**$ 6,770,625**

	December 31, 2023				
Bank	**Quarter 1**	**Quarter 2**	**Quarter 3**	**Quarter 4**	**Total**
BBVA Term Loan	$ -	$ -	$ 3,126,886	-	$ 3,126,886
BBVA RCF	-	-	777,496	-	777,496
New BBVA RCF	-	-	253,531	-	253,531
BBVA Promissory Note 2023	-	-	-	861,385	861,385
	$ -	**$ -**	**$ 4,157,913**	**$ 861,385**	**$ 5,019,298**

According to the terms of the agreements, only the New BBVA Term Loan and New BBVA RCF have financial covenants that the Trust is obligated to fulfill at the end of each annual and interim reporting period:

Leverage ratio <55%; this ratio was 32.5% and 33.3% as of December 31, 2024 and 2023, respectively.
Secured debt ratio <40%; this ratio was 3.3% and 8.2% as of December 31, 2024 and 2023, respectively.
Unsecured debt ratio <50%; this ratio was 32.6% and 36.4% as of December 31, 2024 and 2023, respectively.
Fixed-charge coverage ratio >1:60 to 1:00, this ratio was 3.2 and 3.5 as of December 31, 2024 and 2023, respectively.
Unencumbered debt service coverage ratio >1:60 to 1:00, this ratio was 2.6 and 2.6 as of December 31, 2024 and 2023, respectively.

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

14. BORROWINGS (continued)

Net Asset Value (Equity Value): Not less than USD $843.8 million plus 70% of the net proceeds from all offerings of principal interest borrowed after the Closing Date (excluding net proceeds to the extent such proceeds have been used for repurchases of any Equity Interests of the Trust. This ratio was USD $2,276.9 million and USD $2,157.6 million as of December 31, 2024 and 2023, respectively.

During the periods presented, the Trust has complied with the covenants, as well as with the payment of principal and/or interest, and has not encountered any causes of default. There are no indications that the Trust could have difficulties complying with its covenants in the next twelve months after the reporting date.

The component of fair value changes related to the Trust´s own credit risk is recognized in other comprehensive income. Amounts recorded in OCI related to credit risk are not subject recycling in profit or loss but are transferred to retained earnings when realized. Fair value changes relating to market risk are recognized in income and other comprehensive income as follows:

		December 31, 2024		December 31, 2023
Carrying amount	$	22,356,468	$	16,737,706
Includes:				
Cumulative change in fair value on borrowings attributable to changes in credit risk recognized in the FVOCI		261,390		215,261
Amount the Trust is contractually obligated to pay for borrowings		22,848,407		17,156,242
Difference between carrying amount and the amount that the Trust is contractually obligated to pay for borrowings	$	(491,939)	$	(418,536)

The details of borrowings are shown below:

		December 31, 2024		December 31, 2023
Beginning balance	$	16,737,706	$	17,203,117
Principal payment on borrowings [1]		(6,770,625)		(5,019,298)
Proceeds from borrowings [1]		8,351,407		6,432,121
Interest expenses net		61,253		(31)
Changes in the fair value adjustment on borrowings		12,838		306,113
Translation gain (los) from functional currency to reporting currenc		3,963,889		(2,184,316)
Ending balance	**$**	**22,356,468**	**$**	**16,737,706**
Borrowings - non-current	$	14,505,192	$	15,630,289
Borrowings - current	$	7,851,276	$	1,107,417

[1] During 2024 and 2023, there were $1,006,975 ($50 million Dollars) and $861,385 ($50 million Dollars), respectively, of the refinanced promissory note with BBVA not included as they did not require cash flow.

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

15. ACCOUNTS PAYABLE

Accounts payable are integrated as follows:

	December 31, 2024		December 31, 2023	
Accrued fees	$	251,941	$	130,975
Other deposits		208,250		-
Accrued management fee		229,931		75,858
Tax payable		64,137		51,012
Accounts payable to suppliers		28,422		30,546
Retainage payable		6,734		42,525
Payroll payable		-		38,470
Other		15,489		5,618
Total	**$**	**804,904**	**$**	**375,004**
Accounts payable – non-current	$	210,449	$	91,804
Accounts payable – current	$	594,455	$	283,200

16. NET ASSETS ATTRIBUTABLE TO THE INVESTORS

On July 27, 2024, Terrafina issued 13,140,064 CBFIs and 641,466 CBFIs, corresponding to $547,152 and $26,711 respectively, and were used for the payment of the performance fee to the Advisor (see Note 24) and for the payment of the incentive derived from the compensation plan to the Trust's directors, respectively.

As of December 31, 2024 and 2023, the total investor contribution amounts to $21,390,840 and $20,816,977, respectively, and are comprised of 786,262,285 and 772,480,755 CBFI's outstanding, respectively, integrated as shown below:

Details	**No. of CBFI's**	**Total contributions**	
As of December 31, 2022	**772,480,755**	**$**	**20,816,977**
No transactions during the year	-		-
As of December 31, 2023	**772,480,755**		**20,816,977**
CBFI's exercised on July 27, 2024	13,781,530		573,863
As of December 31, 2024	**786,262,285**	**$**	**21,390,840**

As of December 31, 2024 and 2023, the Trust's net contribution amounts to $18,402,436 and $17,828,573, respectively, which corresponds to total investor contributions of $21,390,840 and $20,816,977, respectively, net of capital returns amounting to $2,988,404 for both years.

Terrafina paid distributions to investors on the following dates and amounts, which were previously approved by the Technical Committee.

Distribution Date	**Amount**	
March 5, 2024	$	1,560,846
June 30, 2024		348,087
August 5, 2024		358,570
Total Distribution 2024	**$**	**2,267,503**

Distribution Date	**Amount**	
March 9, 2023	$	322,927
May 12, 2023		361,109
August 3, 2023		341,798
November 9, 2023		329,407
Total Distribution 2023	**$**	**1,355,241**

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

16. NET ASSETS ATTRIBUTABLE TO THE INVESTORS (continue)

The 2023 fiscal year distributions were considered a distribution of fiscal results, except for the distribution dated March 9, 2023, which was considered part as distribution of tax result, $280,107, and part as capital refund, $42,820.

17. CASH FLOW INFORMATION (continued)

Net debt reconciliation

Analysis of net debt and movements in the net debt for both periods are presented as follows:

	December 31, 2024		December 31, 2023	
Cash	$	1,207,506	$	635,618
Borrowings – payable within a year		(7,851,276)		(1,107,417)
Borrowings – payable more than a year		(14,505,192)		(15,630,289)
Net debt	**$**	**(21,148,962)**	**$**	**(16,102,088)**
Cash	$	1,207,506	$	635,618
Net debt – fixed rate		(9,992,198)		(10,750,846)
Net debt – variable rate		(12,364,270)		(5,986,860)
Net debt	**$**	**(21,148,962)**	**$**	**(16,102,088)**

	December 31, 2024		December 31, 2023	
Transactions that required cash				
Beginning balance	$	16,102,088	$	16,470,017
Proceeds from borrowings long term		1,822,850		5,320,052
Proceeds from borrowings short term		6,528,557		250,684
Principal payments on borrowings long term		(6,770,625)		(4,157,913)
Interest payments on borrowings		(1,035,121)		(935,207)
Cash transaction totals	**$**	**16,647,749**	**$**	**16,947,633**
Transactions that did not require cash				
Exchange rate effects and others	$	4,501,213	$	(845,545)
Transacciones totals	**$**	**21,148,962**	**$**	**16,102,088**

Other non-cash transactions

For the year ended December 31, 2024, the following were the payment of a performance-fee to the Advisor and an incentive derived from the compensation for the Trus´s directors plan of $547,152 and $26,711, respectively; an in-kind contribution to the joint venture with Monarch Member for $199,263 (USD $10.7 million); and a refinanced promissory note with BBVA for $1,006,975 (USD $50 million). For the year ended December 31, 2023, a refinanced promissory note with BBVA for $861,385 (USD $50 million).

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

18. CONCENTRATION OF RISK

Investment Properties from Terrafina are concentrated in the industrial sector; accordingly, the investment portfolio may be subject to more rapid change in value than would be the case if the Trust was to maintain a wide diversification among investment sectors. The Trust mitigates this risk by concentrating their investment in various regions of Mexico.

As of December 31, 2024 and 2023, the Trust maintains real estate investments in different states of Mexico. Below is the concentration based on reasonable values and established regions:

	2024		2023	
	Region	Estimated Fair Value	Region	Estimated Fair Value
North	63.3%	$ 40,649,643	63.2%	$ 32,063,218
Bajio	16.7%	10,693,558	17.3%	8,776,799
Central	20.0%	12,843,824	19.5%	9,892,923
Total	**100%**	**$ 64,187,025**	**100%**	**$ 50,732,940**

The concentration of rental income for the periods from January 1 to December 31, 2024 and 2023 based on the proportion by geographic area, was as follows:

	2024		2023	
	Region	Rental Revenues	Region	Rental Revenues
North	63.1%	$ 2,593,363	66.0%	$ 2,517,808
Bajio	18.2%	749,719	17.2%	656,156
Central	18.6%	765,513	16.8%	640,897
Total	**100%**	**$ 4,108,595**	**100%**	**$ 3,814,861**

The occupancy percentage of Investment Properties were on average 94.1% and 98.13%, during 2024 and 2023, respectively, the operating expenses that generate income are considered in that same proportion.

Gross leasable area concentration by segment at December 31, 2024 and 2023, is as follows:

	2024	2023
Automotive	36.9%	33.6%
Industrial properties	10.3%	11.3%
Consumer goods	19.6%	20.2%
Aviation	8.8%	9.1%
Logistics and retail	14.2%	15.1%
Electronics	9.7%	8.7%
Non-durable consumer goods	0.5%	2.0%
Total	**100%**	**100%**

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

19. REVENUES

Rental revenues were as follows:

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Rental revenues	$ 4,108,595	$ 3,814,861
Total	**$ 4,108,595**	**$ 3,814,861**

Rental revenues include variable payments for property insurance and property taxes.

Other operating income were as follows:

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Maintenance reimbursement	$ 22,689	$ 16,566
Recovery of expenses	3,115	14,266
Late charges	58,572	4,729
Other Income	6,505	4,663
Total	**$ 90,881**	**$ 40,224**

20. REAL ESTATE OPERATING EXPENSES

Real estate operating expenses were as follows:

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Repair, maintenance and facilities	$ 208,210	$ 224,989
Property tax and other taxes	185,329	102,641
Leasing commission	73,791	72,040
Property management fees	79,147	75,689
Broker fees	48,713	48,872
Bad debt expense	(14,634)	8,544
Property insurance	40,895	41,143
Security	14,674	18,497
Property appraisals	6,451	10,634
Electricity	4,070	3,362
Advertising	451	309
Bank commissions	2,363	2,427
Other expenses	12,749	15,967
Total	**$ 662,209**	**$ 625,114**

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

21. OTHER REAL ESTATE EXPENSES NET

Other real estate expenses net were as follows:

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Accrued property incentive fee	$ 2,379	$ (51,417)
Total	**$ 2,379**	**$ (51,417)**

22. FEES AND OTHER EXPENSES

Fees and other expenses were as follows:

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Performance fee	$ 553,073	$ -
Management fee	291,196	259,749
Service fee (1)	138,257	-
Administrative fee	438,185	73,600
Payroll	118,477	43,628
Professional fees	57,311	43,806
Legal fees	85,125	26,149
Trustee fees	8,975	9,225
Other expenses	35,787	15,323
Total	**$ 1,726,386**	**$ 471,480**

(1) Services of the Advisor to execute the transition of the administration and operation of the services provided to the Trust. Note 1 (iii).

23. FINANCE COSTS – NET

Net finance costs were as follows:

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Interest income on bank accounts	$ 34,783	$ 30,062
Total	**$ 34,783**	**$ 30,062**

	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Interest expense from borrowings	$ 1,133,952	$ 972,811
Interest reimburse	(29,874)	(43,288)
Borrowing costs	16,334	88,499
	$ 1,120,412	**$ 1,018,022**

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

24. 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 years ended December 31, 2024, and 2023 were $138,722 and $60,240, respectively, and were eliminated at consolidation.

At the end of the year, there was no outstanding balance to be paid.

Advisor

The payment of the commission to the Advisor was equivalent to 0.5% per annum of the fair value of the real estate assets plus VAT. The fee for the periods ended November 19, 2024 (date of termination of the advisory agreement) and December 31, 2023, was $291,196 and $259,749, respectively (see Note 1).

In accordance with the provisions of the advisory contract that was in place, Terrafina paid the advisor annually as of March 20, a performance commission. The performance fee was determined based on 10% of the surplus between Terrafina's market capitalization, considering an average price of the certificates in the 60 days prior to the calculation date, and the net capital including certificate issuances and historical distributions increased by a growth rate of 9% per year.

As indicated in note 16, Terrafina issued 13,140,064 CBFIs as part of the payment of the performance fee to the Advisor. This issuance was accounted for in accordance with the provisions of IFRS 2 - Share-Based Payments, which provides that any increase in equity must be recognized based on the date of grant of the certificates to the Advisor. Accordingly, the value of this issuance was reflected in the consolidated statements of changes in net assets attributable to investors, and the performance fee was recorded as an expense in the consolidated statement of income and other comprehensive income in the amount of $553,072.

25. LEASES

Agreements entered between the Trust and its tenants are classified as operating leases under IFRS 16. The Trust is therefore the lessor in many and varied operating leases on its Investment Properties. Some fixed-term leases include renewal options for tenants. These agreements, without considering renewal options, have expiration dates ranging from January 1, 2025 to July 31, 2036.

The minimum lease payments represent the net accumulated rent over the lease term or up to the earliest possible termination date by the lessee, regardless of the probability of the tenant terminating or not exercising an option to renew.

Minimum lease payments from existing leases that the Trust will receive in future years are as follows:

	< 1 year	1-5 years	> 5 years	Total
December 31, 2024	$ 4,127,011	$ 8,938,002	$ 1,823,700	**$ 14,888,713**
December 31, 2023	$ 3,356,144	$ 8,439,305	$ 1,125,137	**$ 12,920,586**

26. FINANCIAL INFORMATION BY SEGMENTS

The Strategic Committee ("SC") allocates resources on behalf of the Trust. The Trust has determined a single operating segment, called Industrial, based on reports reviewed by the SC, which are used to make decisions.

The SC's asset allocation decisions are based on a single, integrated investment strategy, and the Trust's performance is evaluated overall.

The Trust operates a portfolio of investment properties, with the objective of generating returns for its CBFI holders.

The internal reports provided to the SC on the Trust's assets, liabilities, and performance are prepared consistent with the measurement and recognition principles of IFRS.

There were no changes in the reportable segments during the year.

The Trust is domiciled in Mexico. All of the Trust's income comes from investment properties in Mexico. The Trust has no investment properties classified as non-current assets. The Trust has a diversified investment property portfolio, with no single investment representing more than 4% of the Trust's revenue.

The SC evaluates the performance of the operating segment primarily using the metrics of Net Operating Income, Earnings before Interest Expenses, Taxes, Depreciation and Amortization, and Funds for Operations. The Committee also receives information on the segment's revenue and assets on a monthly basis. This metric and information are consistent with the balances in the consolidated financial statements.

27. COMMITMENTS AND CONTINGENCIES

In the ordinary course of business there can be various legal actions related to properties of the Trust. At December 31, 2024 and 2023, 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.

28. SUBSEQUENT EVENTS

On January 10, 2025, FIBRA Prologis approved a contribution of $132,563 ($6.5 million dollars) to the business in conjunction with Monarch Member. The contribution was paid on January 24, 2025.

On February 12, 2025, BBVA Mexico granted Terrafina the right to automatically renew its short-term notes in the amount of $5,476,251 ($267.0 million dollars) for a period of up to 12 months after their maturity date in 2025.

29. AUTHORIZATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements of the Trust were authorized for issuance on April 9, 2025 by the Audit Committee and by Terrafina´s Technical Committee, which has power to modify the accompanying consolidated financial statements.