

BMV/Press Release

FIBRA MACQUARIE MÉXICO ANNOUNCES ORDINARY HOLDERS' MEETING TO APPROVE THE ACQUISITION OF TERRAFINA

MEXICO CITY, May 22, 2024 – FIBRA Macquarie México (FIBRA Macquarie or the Trust) (BMV: FIBRAMQ) announced today by means of the publication of a call notice (the “Call Notice”) that it will convene an ordinary holders’ meeting (the “Meeting”) of holders of the real estate trust certificates identified with ticker “FIBRAMQ 12” (Certificados Bursátiles Fiduciarios Inmobiliarios or CBFIs), on June 10, 2024, at 11:00 am (Mexico City time) at the offices of the Common Representative located at Av. Paseo de la Reforma No. 284, Piso 9, Col. Juárez, Alcaldía Cuauhtémoc, C.P. 06600, Mexico City, to attend the matters set forth in the agenda (the “Agenda”).

As announced on April 22, 2024, FIBRA Macquarie submitted an indicative non-binding proposal in respect of a tender offer to acquire up to 100% of the real estate trust certificates (“CBFIs”) of Terrafina. The aforementioned announcement followed an authorization from the Technical Committee of Terrafina for FIBRA Macquarie to acquire more than 10% of the outstanding CBFIs of Terrafina.

The proposed transaction represents a strategic acquisition for FIBRA Macquarie and provides both sets of investors the opportunity to crystalize a true merger of equals and form the largest institutional FIBRA (Real Estate Investment Trust) in Mexico. Some of the compelling reasons for a combination of FIBRA Macquarie and Terrafina are the following:

- Ability to achieve relevant scale in the Mexican industrial real estate sector;
- Enhanced CBFIs trading liquidity;
- Complementary portfolios that would create a more compelling footprint, allowing the combined entity to serve additional demand coming from the favorable tailwinds including nearshoring;
- Ability to leverage FIBRA Macquarie’s scalable, vertically integrated property administration platform, which provides services internally and at cost in functions such as property management, leasing, construction, development, sustainability, health and safety, accounting, finance, legal, and information technologies; an
- Potential to realize synergies through the combination of portfolios, scale, and a reduction in overlapping listed entity administration compliance costs.

Meeting Agenda:

- I. Proposal, discussion and, if applicable, approval to carry out the combination of the portfolios of FIBRA Macquarie with the portfolios of the trust identified with the number F/00939 known as “FIBRA Terrafina”, whose trustee is CIBanco, S.A., Institución de Banca Múltiple (the “Combination of Portfolios”), and all acts necessary or advisable in connection with or arising from the Combination of Portfolios, including, without limitation, the launching of one or more voluntary tender and exchange offers for up to 100% of Terrafina’s real estate trust certificates (certificados bursátiles fiduciarios inmobiliarios) (the “Offers”); the payment of the consideration for such Combination of Portfolios by FIBRA Macquarie; through real estate trust certificates issued by FIBRA Macquarie; to delegate to the Manager the authority to determine the terms and conditions of each such Offers, including, without limitation, the exchange ratio applicable thereto; and to authorize the Manager to carry out all acts that may be deemed necessary or convenient to consummate the Offers, including, without limitation, to carry out the preparation, negotiation and execution of all contracts, agreements, certifications and other documents that may be deemed necessary or convenient for the implementation and consummation of the Offers, as well as the preparation, presentation and filing of all applications, authorizations, notifications and permits, if any, required to carry out the Offers before any governmental authority or autonomous body, including, without limitation, before the Mexican Banking and Securities Commission (Comisión Nacional Bancaria y de Valores), the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.), the Mexican Economic Competition Commission (Comisión Federal de Competencia Económica), the S.D. INDEVAL, Institución para el Depósito de Valores, S.A. de C.V., and other authorities or entities and participants in the securities market whose involvement is necessary. Actions and resolutions in such regard.
- II. Proposal, discussion and, if applicable, approval of an additional issuance of up to 1,200,000,000 Trust Certificates (CBFIs), in accordance with Section 3.2 and other applicable provisions of the Trust Agreement and, in due course, in accordance with applicable law, the corresponding update of the registry in the National Securities Registry (Registro Nacional de Valores) of the Mexican Banking and Securities Commission, to be allocated in the Offer; and delegate the Manager the authority to decide the terms and conditions of such additional issuance for such purposes. Actions and resolutions in such regard.
- III. Designation of delegates that, as needed, formalize and give effect to the resolutions adopted at the Meeting with respect to the aforementioned points.

A copy of the presentation to be provided to the Meeting will be published in the upcoming days. The Call Notice and materials to be presented at the Meeting will be available in FIBRA Macquarie’s website at www.fibramacquarie.com

Attendance and Voting Instructions

Holders who wish to attend the Meeting must deliver no later than on the business day immediately preceding to the date of the Meeting: (i) the depositary certificate issued by the S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V., (ii) the Holders' list issued by the relevant financial intermediary, as the case may be, and (iii) if applicable, the proxy letter executed before two witnesses to be represented at the Meeting or, as the case may be, the sufficient general or special mandate, granted in terms of the applicable law, at the offices of the Common Representative, located at. Av. Paseo de la Reforma No. 284, Piso 9, Col. Juárez, Cuauhtémoc, C.P. 06600, Mexico City, to the attention of Mrs. Claudia Alicia García Ramírez and/or Mrs. Karla Estrada Jiménez from 11:00 to 15:00 and from 16:30 to 17:30 (Mexico City time), from Monday to Friday, as of the date on which this summon of this call has been published.

Likewise, the Holders are welcome to contact the Common Representative, whether via email (claudiagarcia@monex.com.mx) or telephone (+52 (55) 5231 0134 in case they have any queries related to the scope of the matters that comprise the Agenda of the Meeting.

CBFI holders must contact their custodian to make the necessary arrangements. Please refer to FIBRA Macquarie's website at www.fibramacquarie.com for further information.

About FIBRA Macquarie

FIBRA Macquarie México (FIBRA Macquarie) (BMV:FIBRAMQ), is a real estate investment trust (fideicomiso de inversión en bienes raíces), or FIBRA, listed on the Mexican Stock Exchange (*Bolsa Mexicana de Valores*) targeting industrial, retail and office real estate opportunities in Mexico, with a primary focus on stabilized income-producing properties. FIBRA Macquarie's portfolio consists of 239 industrial properties and 17 retail properties, located in 20 cities across 16 Mexican states as of March 31, 2024. Nine of the retail properties are held through a 50/50 joint venture. For additional information about FIBRA Macquarie, please visit www.fibramacquarie.com.

Cautionary Note Regarding Forward-looking Statements

This release may contain forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ significantly from these forward-looking statements and we undertake no obligation to update any forward-looking statements.

Other than Macquarie Bank Limited ABN 46 008 583 542 (“Macquarie Bank”), any Macquarie Group entity noted in this document is not an authorized deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these other Macquarie Group entities do not represent deposits or liabilities of Macquarie Bank. Macquarie Bank does not guarantee or otherwise provide assurance in respect to the obligations of these other Macquarie Group entities. In addition, if this document relates to an investment (a) the investor is subject to investment risk including possible delays in repayment and loss of income and principal invested, and (b) none of Macquarie Bank or any other Macquarie Group entity guarantees any particular rate of return on or the performance of the investment, nor do they guarantee repayment of capital in respect to the investment.

Important Notice

No offering or any related document has been or will be filed with or reviewed by any federal or state securities commission or regulatory authority of any country, other than Mexico. No authority has passed upon the accuracy or adequacy of the offering or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary. Any FIBRA Macquarie tender and exchange offer will be made in reliance on exemptions from the registration requirements of the United States Securities Act of 1933, as amended (the “Securities Act”).

Any FIBRA Macquarie tender and exchange offer will be made, and the FIBRAMQ CBFIs will be offered and issued, only (a) in the United States to holders of Terrafina CBFIs who are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) in reliance upon the exemption from the registration requirements of the Securities Act, and (b) outside the United States to holders of Terrafina CBFIs who are persons other than “U.S. persons” (as defined in Rule 902 under the Securities Act) in reliance upon Regulation S under the Securities Act.

This release does not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The FIBRAMQ CBFIs will not be registered under the Securities Act or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws.

The FIBRAMQ CBFIs are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any persons in member states of the European Economic Area except (i) to persons who are qualified investors for the purposes of Regulation (EU) 2017/1129, as amended (the “EU Prospectus Regulation”), or (ii) in any other circumstances falling within Article 1(4) of the EU Prospectus Regulation; provided that, no such offer of securities shall require FIBRAMQ to publish a prospectus pursuant to Article 3 of the EU Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the EU Prospectus Regulation.

The FIBRAMQ CBFIs are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any persons in the United Kingdom (the “UK”) except (i) to persons who are qualified investors for the purposes of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “UK Prospectus Regulation”) or (ii) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation; provided that, no such offer of securities shall require FIBRAMQ to publish a prospectus pursuant to Section 85 of the Financial Services and Markets Act 2000 or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

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