

FIBRA Macquarie México

Presentation to FIBRA Macquarie and Terrafina Investors

June 17, 2024



Important information





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The FIBRAMQ securities 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 securities 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 United Kingdom 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



FIBRA Macquarie México

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FIBRA Macquarie proposes non-binding tender and exchange offer for Terrafina certificates



The Transaction represents a compelling proposal that provides for long-term value creation for all security holders:

- As a vertically integrated, independent FIBRA, FIBRA Macquarie represents the best alternative for Terrafina
 investors to remain invested in the Mexican industrial real estate opportunity and to continue to create
 value
- The proposal is structured so that it is **AFFO / CBFI accretive** to both sets of investors taking into account expected synergies, such that no holder group will suffer dilution as FIBRA Macquarie focuses on delivering long term value to all investors
- FIBRA Macquarie Management have a proven track record of efficient property management as well as accretive development deployment
- That track record has translated to consistent CBFI price growth and total returns, both of which should only
 be enhanced by the increase in scale and liquidity following the merger
- The additional scale and liquidity will enable the merged FIBRA to capture more growth opportunities and fund them accretively, compounding long term growth for all holders



01

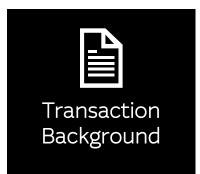
Overview of FIBRA Macquarie Non-Binding Offer



FIBRAMQ's non-binding offer to acquire 100% of Terrafina CBFIs in a stock-for-stock transaction







- Fideicomiso Irrevocable F/1622 ("FIBRA Macquarie" or "FIBRAMQ") is proposing to acquire 100% of Fideicomiso Irrevocable F/00939 ("Terrafina" or "Terra") outstanding CBFIs in a stock-for-stock transaction through a public tender and exchange offer (the "Transaction")
 - The non-binding offer is based on an exchange ratio of 1.125x FIBRA Macquarie CBFIs for each Terrafina CBFI calculated based on Terrafina's and Fibra Macquarie's prospective publicly disclosed Net Asset Value ("NAV") per CBFI. This ratio may be modified by FIBRAMQ's Management prior to the closing of the Offer
- The Transaction would represent a true merger of equals, creating a leading industrial real estate platform in Mexico
- FIBRAMQ has presented a competitive offer and the most attractive transaction proposal to Terrafina certificate holders compared to other publicly disclosed offers to date



- Significant milestones in connection with the proposed Transaction have been achieved:
 - Received approval from Terrafina's Technical Committee to acquire more than 10% of Terrafina's publicly outstanding CBFIs
 - Filed the request for tender and exchange offer authorization before the Mexican Securities Commission ("CNBV") and the Mexico Stock Exchange ("BMV")
 - Filing before anti-trust authority ("COFECE") has been submitted jointly with Terrafina



- FIBRAMQ continues to dedicate all the necessary time and resources and is moving expeditiously to complete relevant milestones ahead:
 - Seek authorization from FIBRAMQ certificate holders to carry out the Transaction and to issue CBFIs to Terrafina certificate holders to complete the proposed Transaction
 - Launch a public tender and exchange offer within the contemplated timeframe indicated by Terrafina

Establish the most compelling FIBRA that is well positioned to benefit from Mexico market dynamics









- True merger of equals resulting in the creation of a leading industrial and nearshoring platform in Mexico
- Scalability strong presence in Mexico's most attractive logistics and manufacturing hubs
- Enhanced trading liquidity profile, expanding access to institutional investors with pro forma float of ~98%
- Strong synergy potential to create additional value for investors
- Increased firepower capacity on the back of a larger platform, enabling accretive growth potential
- Accretive transaction for all certificate holders

The proposed stock-for-stock transaction represents a true merger of equals

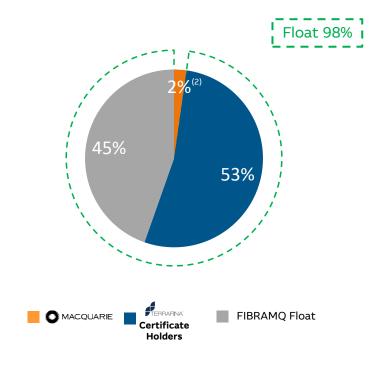


Proposed Exchange Ratio(1)

Pro Forma Ownership Structure

1.125x

Assuming CBFIs for current Terrafina certificate holders are issued at an exchange ratio calculated based upon the reported NAV per CBFI for both FIBRAMQ and Terrafina



Achieves All of FIBRA Macquarie and Terrafina Certificate Holders' Objectives

Institutionalization	\checkmark
Relevant float	√
No control group (true public company)	✓
Strong corporate governance	\checkmark
Internal operating and development capabilities	✓
Aligned fee structure with investors	\checkmark
Accretive transaction to holders, including expected synergies	✓
Enhanced trading liquidity profile	\checkmark
Re-rating potential	√

Capture of relevant synergies from the combination expected to represent further upside for all certificate holders

FIBRAMQ's offer is competitive against other public Macquarie stock-for-stock offers received



Our offer envisions a stock-for-stock transaction, representing a true merger of equals				
	Both Companies at NAV (1) FIBRA Macquarie Offer			
Terrafina NAV per CBFI (Ps.)	\$43.91			
FIBRAMQ NAV per CBFI (Ps.)	42.51			
Proposed Exchange Ratio	1.125x			
Pro Forma Outstanding CBFIs (m)				
Terrafina Outstanding CBFIs	786.3 ⁽²⁾			
Proposed Exchange Ratio	1.125x			
Issued CBFIs	884.5			
(+) FIBRAMQ Current CBFIs Oustanding	797.3			
Pro Forma CBFIs Outstanding	1,681.9			
Terrafina Ownership in New Combined Vehicle	52.6%			
FIBRAMQ Ownership in New Combined Vehicle	47.4%			
Key Financial Metrics 1Q'24 (Ps.m)				
Terrafina AFFO (Exc. Management Fee)	Reported AFFO of Ps. 1,916.5m plus Management Fee of Ps. 262.9m			
FIBRAMQ AFFO (Exc. Management Fee)	Reported AFFO of Ps. 1,935.9m plus Management Fee of Ps. 238.1m 2,174.0			
Pro Forma Management Fee	Considers Pro Forma Management Fee in line with FIBRAMQ's Reduced Fee Structure (477.5)			
Pro Forma AFFO	\$3,875.9			
Accretion / (Dilution) Analysis 1Q'24 (Ps.)				
Terrafina AFFO per CBFI (as reported) ⁽²⁾	\$2.44			
Pro Forma AFFO per CBFI (Considering Pro Forma Fee Structure)	2.59			

Accretion / (Dilution) Exc. Synergies

Source: Companies' filings and FactSet as of June 17, 2024.

^{..} Considers reported NAV per CBFI for both Terrafina and FIBRAMQ.

^{2.} Considers 772.5m CBFIs as reported by Terrafina as of 10'24 and 13.8m CBFIs in connection with performance fee payable and long-term incentive plan.



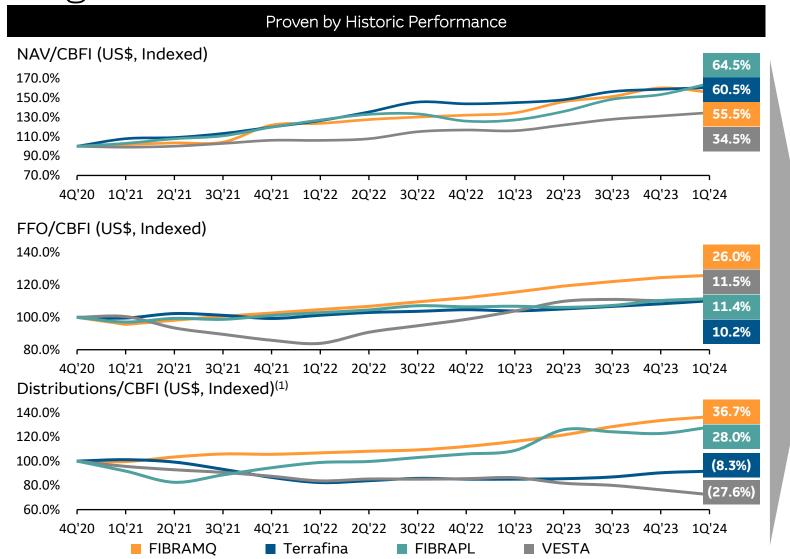
02

Transaction Fundamentals



FIBRAMQ has a demonstrated track record of long-term value creation





Terrafina certificate
holders will have
access to a platform
with history of
continuous,
profitable growth:

FIBRAMQ organic, inhouse developments at

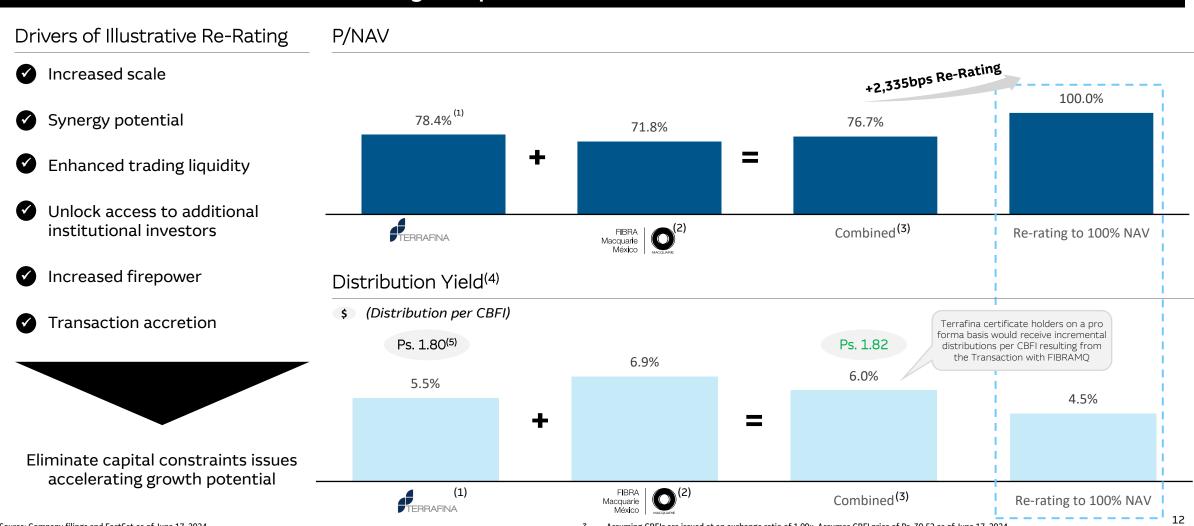
9% - **11%** yields

Transaction creates opportunity for re-rating, unlocking embedded value for all certificate holders





Long-term potential to unlock embedded value



Source: Company filings and FactSet as of June 17, 2024. Note: Considers FIBRAMQ's and Terrafina's 1Q'24 reported NAV.

Assumes unaffected price per CBFI of Ps. 32.97 as of January 18, 2024 (60-day VWAP).

Assumes CBFI price of Ps. 30.52 as of June 17, 2024.

Assuming CBFIs are issued at an exchange ratio of 1.09x. Assumes CBFI price of Ps. 30.52 as of June 17, 2024.

Latest announced annualized ordinary cash distributions. Includes 13.1m CBFIs issued to PGIM in connection with the performance fee payable and 0.6m CBFIs issued for the management team in connection with the long-term incentive plan, in line with TERRA's certificate holders' meeting approvals.

Tax consequences of the Business Combination⁽¹⁾



FIBRA Macquarie considers that the Business Combination will not affect the tax treatment of FIBRAMQ certificate holders under the terms of the applicable laws. In this regard, it is relevant to mention that the tax authorities have issued in the past a ruling to FIBRA Macquarie, for a similar case, from which it follows that, from a harmonic interpretation of the tax regime applicable to real estate investment trusts, the Business Combination will not affect the compliance with the requirements set forth in the Income Tax Law. This means that FIBRA Macquarie should receive distributions of taxable income by a FIBRA, without compromising its FIBRA status, and that such distribution should not be subject to any withholding tax.

In addition, FIBRA Macquarie has performed a detailed tax analysis and considers that the Business Combination should not generate any taxes, including value added tax or real estate transfer taxes, given that pursuant to the applicable laws, the acquisition of the real estate investment trust certificates should not trigger such taxes.

It is worth clarifying that, as set forth in Section V of the Folleto de Reestructura Societaria published by FIBRA Macquarie, <u>after</u> the Offering Period⁽¹⁾ and <u>as an independent action</u> from the Business Combination described in the Folleto de Reestructura Societaria, once such Business Combination is consummated, if approved by holders representing at least 95% (ninety-five percent) of the TERRA Certificates, TERRAFINA, is expected to request the CNBV to approve the cancellation of the registration of the TERRA Certificates in the Registro Nacional de Valores ("RNV") and in the listing of the BMV. We believe that such cancellation of the registration of the TERRA Certificates in the RNV and in the listing of the BMV should also not trigger value added tax or real estate transfer taxes, since the applicable laws do not consider such action to be subject to these type of taxes.

FIBRAMQ has published a tax opinion from its tax advisors confirming the implications that would derive from FIBRAMQ's proposal of a stock-for-stock transaction through a public tender and exchange offer of FIBRA Terrafina. A copy of such tax opinion is available on FIBRA Macquarie's website.



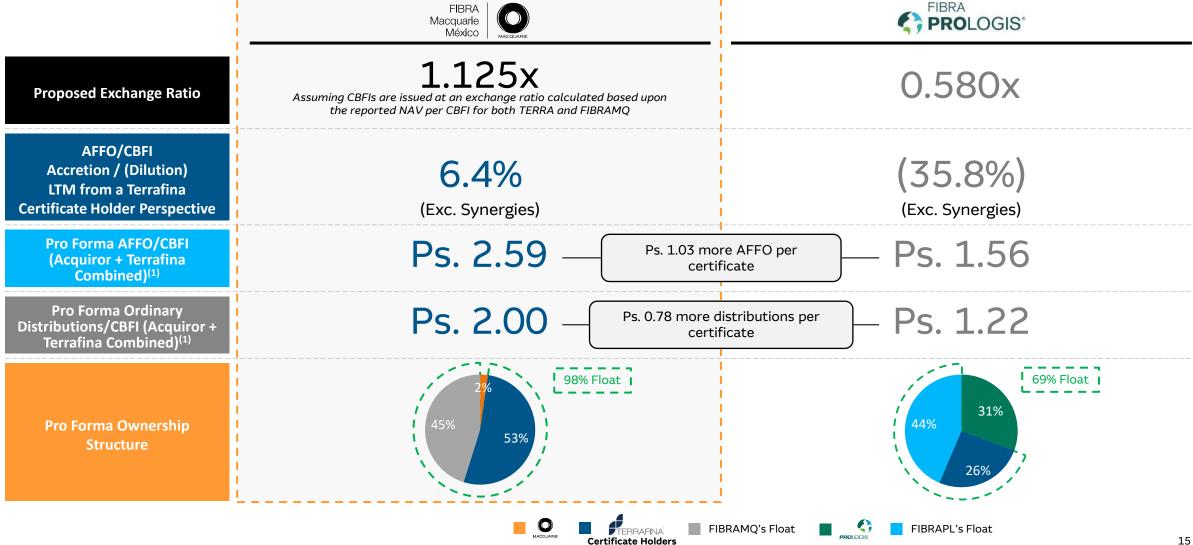
03

Competitive Landscape



FIBRAMQ's offer is well-positioned to deliver AFFO/CBFI accretion





Source: Companies' filings and FactSet as of June 17, 2024.

A combination with FIBRAMQ represents a compelling re-rating opportunity



With much more upside potentia

91.3% of NAV would represent a

15.9% premium to FIBRAPL's offer



	Terrafina	FIBRAMQ	FIBRAPL
Current CBFI price (Ps.)	\$37.31	\$30.52	\$62.12
Current P/NAV	85.0%	71.8%	95.6%
Exchange ratio		1.125x	0.58x
Implied Terrafina price per CBFI (Ps.)		\$34.34	\$36.03
Implied combined P/NAV upon combination		A 75.0%	91.3%

Re-Rating Scenarios of FIBRAMQ + Terrafina Combination

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Combined P/NAV	75.0%	78.7%	85.0%	90.0%	91.3%	100.0%
Implied Terrafina Price	\$34.34	\$36.03	\$38.90	\$41.19	\$41.77	\$45.76
Premium / (Discount) vs. FPL Offer	(4.7%)	0.0%	8.0%	14.3%	15.9%	27.0%
CBFI price uplift (Ps.)	\$0.00	\$1.69	\$4.56	\$6.85	\$7.43	\$11.43
	With only a re-rating	g of 3.7%,		Re-rating of FIBRAMQ +	Terrafina to	

Source: Company filings and FactSet as of June 17, 2024.

FIBRAMO offer is at breakeven

with FIBRAPL

AFFO/CBFI accretion/(dilution) analysis



Our offer envisions a stock-for-stock transaction, representing a true merger of equals

	Both Companies at NAV ⁽¹⁾	Stock-for-Stock Public Indications of Interest
	FIBRA Macquarie Offer	FIBRA Prologis
Terrafina NAV per CBFI (Ps.) ⁽³⁾	\$43.91	n.a.
Acquiror NAV per CBFI (Ps.)	42.51	n.a.
Proposed Exchange Ratio	1.125x	0.58x
Pro Forma Outstanding CBFIs (m)		
Terrafina Outstanding CBFIs	786.3 ⁽²⁾	786.3 ⁽²⁾
Proposed Exchange Ratio	1.125x	0.58x
Issued CBFIs	884.5	456.0
(+) Acquiror Current CBFIs Oustanding	797.3	1,320.0
Pro Forma CBFIs Outstanding	1,681.9	1,776.0
Terrafina Ownership in New Combined Vehicle	52.6%	25.7%
Acquiror Ownership in New Combined Vehicle	47.4%	74.3%
Key Financial Metrics 1Q'24 (Ps.m)	Reported AFFO of Ps. 1,916.5m plus	
Terrafina AFFO (Exc. Management Fee)	Management Fee of Ps. 262.9m \$2,179.4	\$2,179.4
Acquiror AFFO (Exc. Management Fee)	2,174.0	Considers 3,681.3
Pro Forma Management Fee	Considers Pro Forma Management Fee in line (477.5)	Announced (1,071.7)
Pro Forma AFFO	with FIBRAMQ's Reduced Fee Structure \$3,875.9	Management Fee \$4,789.0 Reduction
Accretion / (Dilution) Analysis 1Q'24 (Ps.)		
Terrafina AFFO per CBFI (as reported) ⁽²⁾	\$2.44	\$2.44
Pro Forma AFFO per CBFI (Considering Pro Forma Fee Structure)	2.59	1.56
Accretion / (Dilution) Exc. Synergies	6.4%	(35.8%)

Source: Companies' filings and FactSet as of June 17, 2024.

1. Considers reported NAV per CBFI for both Terrafina and FIBRAMQ.

^{2.} Considers 772.5m CBFIs as reported by Terrafina as of 1Q'24 and 13.8m CBFIs in connection with performance fee payable and long-term incentive plan.



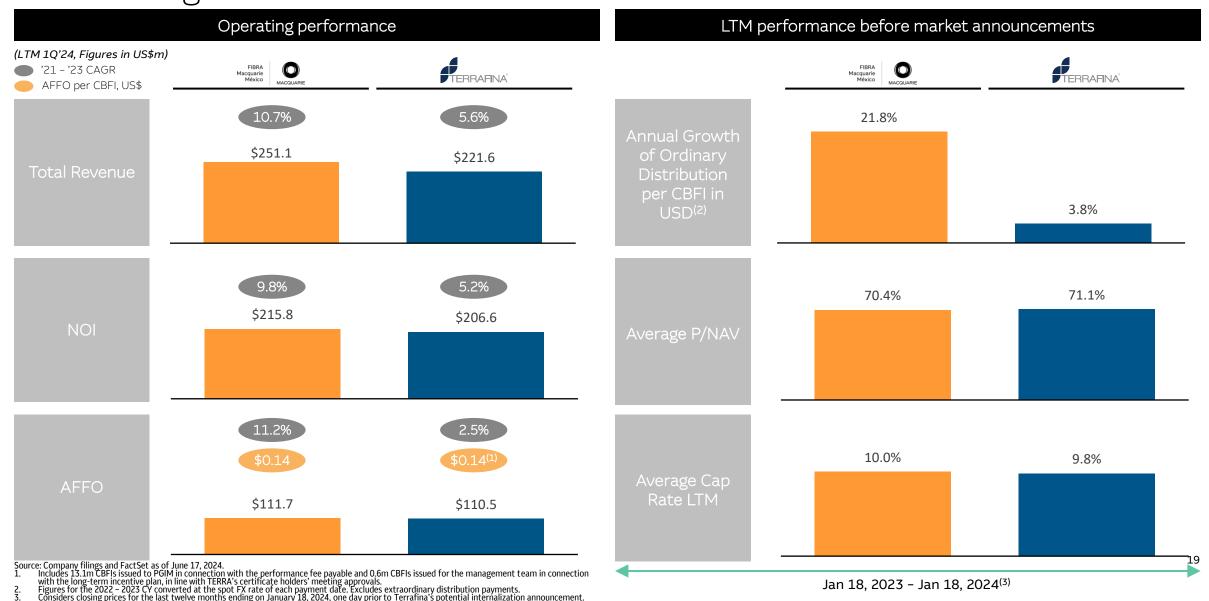
04

Combined Platform Ideally Positioned for Growth



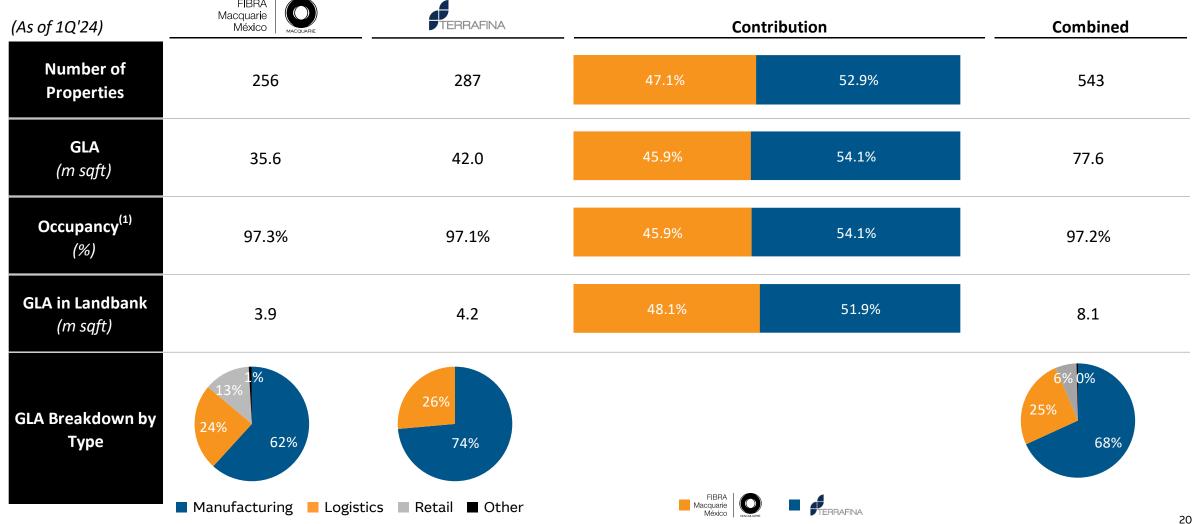
Strong operating and financial performance of both FIBRAMQ and Terrafina provides a solid platform for continued growth





True merger of equals | Complementary portfolio combination creates a stronger platform





True merger of equals | Increased scale well positioned to enable accretive growth



(US\$m as of 1Q'24)	FIBRA Macquarie México	TERRAFINA	Contr	Combined	
Revenue 1Q'24 LTM	\$251	\$222	53.1%	46.9%	\$473
NOI 1Q'24 LTM	\$216	\$207	51.1%	48.9%	\$422
AFFO 1Q'24 LTM	\$112	\$111	50.3%	49.7%	\$222
Investment Properties	\$3,137	\$3,097	50.3%	49.7%	\$6,233
Unaffected Market Cap ⁽¹⁾	\$1,374	\$1,401	49.5%	50.5%	\$2,775
Net Debt	\$986	\$1,027	49.0%	51.0%	\$2,012
LTV	32.6%	32.6%			32.6%
Unaffected Enterprise Value ⁽¹⁾	\$2,501	\$2,551	49.5%	50.5%	\$5,053

Scalability | Establishment of the most important industrial real estate platform in Mexico





	MergeCo	F U N O Industrial	FIBRA PROLOGIS*	∨est∧
Market Cap (US\$bn) ⁽¹⁾	\$2.9	n.a.	\$4.4	\$2.6
Float	97.7% ⁽³⁾	n.a.	58.7%	93.6%
P/NAV	< 100%	n.a.	95.6%	90.6%
Number of Properties	543	181	236	214
GLA (m sqft)	77.6 1st	65.1	46.9	37.3
Gross Asset Value 1Q'24 (US\$bn)	\$6.6	n.a.	\$6.1	\$3.9
Net Asset Value 1Q'24 (US\$bn)(2)	\$4.5	n.a.	\$5.2	\$3.0
Revenue LTM 1Q'24 (US\$m)	\$473	\$438	\$328	\$225
NOI LTM 1Q'24 (US\$m)	\$422	\$408	\$280	\$211
Development Capabilities	Internal	External	External	Internal
Operating Capabilities	Internal	External	External	Internal

Source: Company filings as of 1Q'24 and FactSet as of June 17, 2024.

Note: Balance Sheet items converted at the FX rate of Ps.\$16.62 as of March 31, 2024. Other figures in US\$ as reported by the companies or converted at the FX rate of Ps.\$18.50 per US\$.

Companies' market cap as of June 17, 2024. Figures converted at the exchange rate of Ps. 18.50 per US\$.

Computed as gross assets minus debt.

Assuming CBFIs are issued at an exchange ratio of 1.125x.

Strong synergy potential to create additional value driven by FIBRAMQ's vertically integrated platform, "MPA"



Internalized Operating and Development Platform



 Combined platform would leverage FIBRAMQ's internal property administration platform with development capabilities, boosting cost efficiencies and preserving value creation within the combined FIBRA

Corporate SG&A



• Savings in SG&A expenditure due to in-house corporate and administrative capabilities that lead to economies of scale

Capex, Repairs & Maintenance



• Scalable platform with capacity to integrate additional properties with low marginal cost over incremental GLA and increased purchasing power with suppliers

Credit Rating



 Increased scale would result in a more robust credit profile resulting in expected enhancement of credit metrics

FIBRAMQ's in-house development platform will drive enhanced growth for the combined FIBRA





FIBRA Macquarie's Development Program

- 1.5m sqft of growth GLA under development or stabilization
- LTD US\$254m of expansions and development completed or committed at ~11.0% yield, totaling 3.8m sqft of GLA

Targeting stabilized NOI yield of 9% to 11%

Locations: Reynosa (143k sqft of GLA) MCMA (734k sqft of GLA) Tijuana (406k sqft of GLA) Ciudad Juárez (267k sqft of GLA) Monterrey (410k sqft of GLA)



Land Bank Potential GLA (m sqft)







Source: Companies filings.

Accretive growth through development to deliver enhanced returns

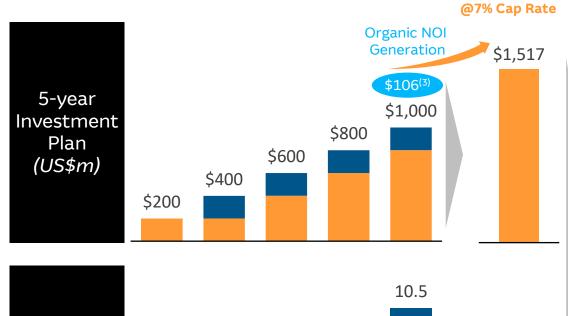
FIBRA Macquarie México

Value Creation **Re-Rating**

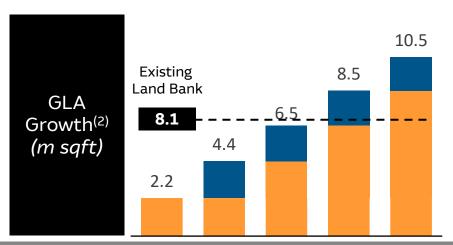


Investment Plan Goals

- Combined platform with access to FIBRAMQ's in-house development capabilities and without fees
 - ✓ US\$200m of development capex deployment per year
 - √ 8.1m sqft combined land bank for GLA expansion
 - ✓ Strong NAV/CBFI growth
 - ✓ Target development yield of 9-11%⁽¹⁾
 - ✓ Value creation captured within the **FIBRA**
 - ✓ Leverage neutral growth plan with stable LTV @35%



Year 1 Year 2 Year 3 Year 4 Year 5



Value Creation

+US\$517m +Ps. 5.41 per CBFI⁽⁴⁾

NOI Contribution

US\$106m +17.8%(5)

GLA Growth

10.5m sqft +13.5%(6)

NAV Growth

+US\$862m⁽⁷⁾ +Ps. 9.03 per CBFI⁽⁴⁾

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Strong value creation through unique organic growth plan with further upside from potential acquisitions

- Assumes 1,681.9m outstanding CBFIs. Assumes 1Q'24 LTM combined NOI of US\$422m grows at a 3.0% p.a.

- Considers growth over 1Q'24 combined GLA of 77.6m sqft.
- Assumes developments are funded 25% with cash flow from operations and the remaining portion is funded with debt, resulting in incremental debt balance of US\$655m by Year 5.

Assumes development capex per soft of ~US\$90 escalated at 3.0% p.a.



Appendix





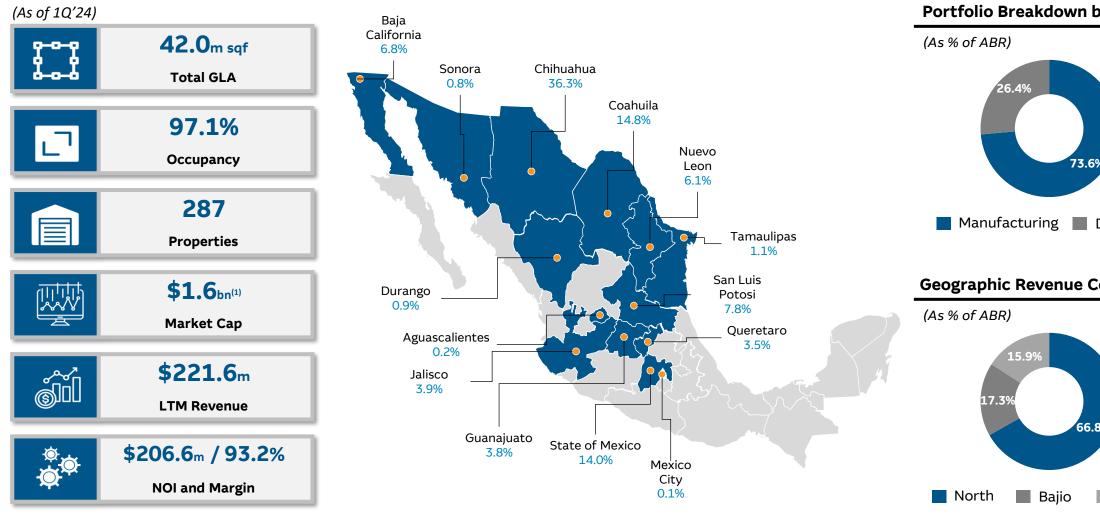


Terrafina At-A-Glance

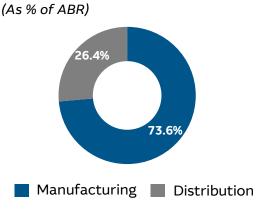


Terrafina, a leading player in the Mexican industrial real estate landscape

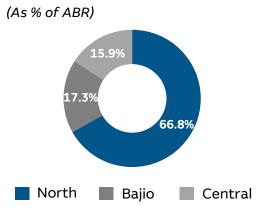




Portfolio Breakdown by GLA Type



Geographic Revenue Contribution



% of Total GLA



FIBRA Macquarie At-A-Glance



FIBRA Macquarie, a premier player in the Mexican real estate landscape with a high quality industrial-focused portfolio



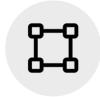




239 Industrial Properties



17 Retail Properties



35.6m **Total GLA**

256

Properties



US\$1.3bn Market Cap⁽²⁾



US\$3.3bn



Total Assets(3)

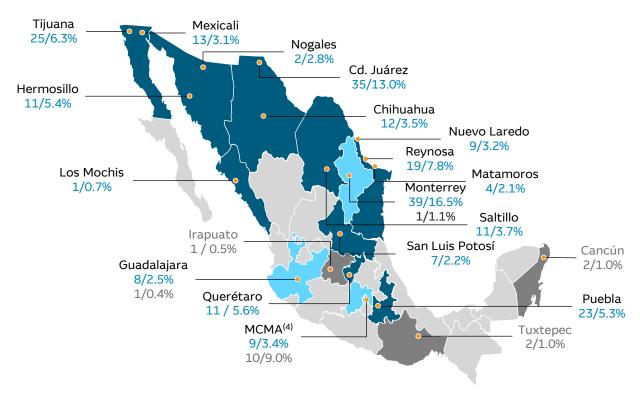


直

97.3% Occupancy⁽¹⁾



US\$216m 10'24 LTM NOI



■ Industrial ■ Retail ■ Industrial and Retail Properties / % of ABR

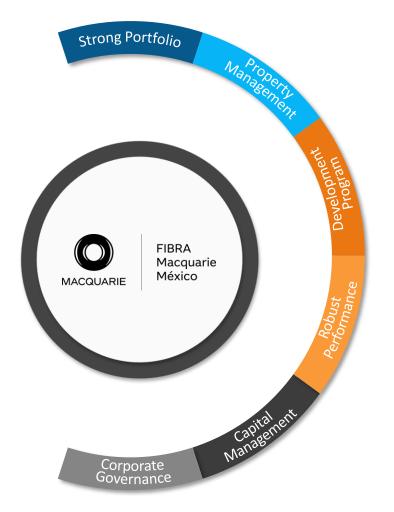
Source: Company filings and FactSet as of June 17, 2024. Note: Figures as of 10'24.

- Numbers are presented on a proportionally combined basis.
- As of June 17, 2024. Figures converted at the exchange rate of Ps. 18.50 per US\$. Figures converted at the exchange rate of Ps. 16.62 per US\$, as of March 31, 2024.
- Mexico City Metropolitan Area.

FIBRAMQ is well-positioned to leverage its scalable platform to create value for all certificate holders









High Quality Industrial Focused Portfolio



Vertically Integrated Property Administration Platform



Proprietary Development Program with Attractive Pipeline



Robust Financial and Operating Performance



Prudent Capital Management



Institutional Governance Model

MPA - FIBRAMQ's vertically-integrated property administration platform





- MPA is an integrated services platform consisting of a high-quality team of ~90 professionals
 - MPA is an employer of choice recognized as a Great Place to Work®
- Scalable platform with capacity to integrate additional properties
- Customer-centric platform with direct relationship with 280+ customers throughout the country

Capabilities





Leasing





Sustainability



Accounting and Finance



Legal



IT





On-the-ground presence in 10 markets across Mexico allows MPA to address customer needs 24/7

Value creation stays within the FIBRA

1 Scalability

- Low marginal cost with incremental GLA
- Direct relationship with tenants allows for new business opportunities
- Growth opportunities

2 Cost advantages

- Services paid at cost
- No leasing commissions
- Effective cost management
- Economies of scale

3 Investor alignment

- Internal capabilities at cost to investors
- No development fees



FIBRA Macquarie México

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