

BMV/Press Release

FIBRA MACQUARIE MÉXICO ANNOUNCES HOLDERS' APPROVAL FOR THE ACQUISITION OF TERRAFINA AND LAUNCHES TENDER AND EXCHANGE OFFER

MEXICO CITY, July 8th, 2024 – FIBRA Macquarie México (FIBRA Macquarie) (BMV: FIBRAMQ) today announced the results of the Holders' Meeting held on July 8, 2024, at which approval for the acquisition of the Irrevocable Trust Agreement number F/00939, also known as "Terrafina" (BMV: TERRA 13), was obtained. Concurrently, FIBRAMQ is launching a tender and exchange offer (the "Offer") for Terrafina Trust Certificates, or *certificados bursátiles fiduciarios inmobiliarios* (the "Terrafina CBFIs").

A quorum of approximately 75% of certificate holders was present at the Holders' Meeting where the majority of FIBRAMQ CBFIs represented at the meeting voted in favor of the following proposals:

- Authorization to carry out the combination of the portfolios of FIBRA Macquarie with FIBRA Terrafina through the acquisition of up to 100% of FIBRA Terrafina's CBFIs by launching one or more tender and exchange offers; and
- Authorization to issue up to 1,200,000,000 FIBRAMQ CBFIs to be allocated in the Offer and to delegate to the Manager the authority to decide the terms and conditions of such additional issuance.

Tender and Exchange Offer for Terrafina CBFIs

FIBRAMQ has today launched a tender and exchange offer, subject to the terms and conditions set forth in the tender offer prospectus, for up to 100% of the outstanding Terrafina CBFIs, at an exchange ratio of 1.125x FIBRAMQ CBFIs for each Terrafina CBFIs, through the subscription and reciprocal delivery of up to 869,040,849¹ outstanding CBFIs issued by FIBRA Macquarie with ticker symbol "FIBRAMQ12" (the "Exchange CBFIs"), which, assuming 100% acceptance of the Offer, represent approximately 109% of the FIBRAMQ CBFIs that are currently outstanding.

¹ Considers 772,480,755 outstanding Terrafina CBFIs as of 1Q'24.

<u>Key Terms</u>	
Exchange Ratio:	1.125x FIBRA Macquarie CBFIs for each Terrafina CBFi
Offer Expiration Date:	August 5, 2024 at 12:00 Mexico City time, unless the Offer Expiration Date is extended pursuant to the terms of the tender and exchange offer prospectus.
Main Conditions:	<p>Minimum Participation</p> <p>Holders of Terrafina CBFIs representing at least 50% plus one of Terrafina CBFIs validly participate in the Offer and have not withdrawn their acceptances on or before the Offer Expiration Date.</p> <p>Other Approvals & Authorizations</p> <p>All approvals and authorizations from any governmental authority required in connection with the offer shall have been obtained, including, but not limited to, the authorization by the Anti-Trust Commission (“<i>Comisión Federal de Competencia Económica</i>” or “COFECE”) and other authorizations that may be required by any other authority.</p>

The full set of terms and conditions of the tender and exchange offer are set forth in the *Prospecto y Folleto Informativo* filed before the Mexican Banking and Securities Commission (“*Comisión Nacional Bancaria y de Valores*” or “CNBV”).

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.

Contacts

Investor relations contact:

Contact: Nikki Sacks
Tel: +52 (55) 9178 7751
Tel: +1 203 682 8263
Email:
nikki.sacks@icrinc.com

For press inquiries, please contact:

FleishmanHillard México
Contact: Zaira Correa
Tel: +52 55 3017 0260
Email:
zaira.correa@fleishman.com