

**ACTA DE COMITÉ DE AUDITORIA DEL
CONTRATO DE FIDEICOMISO IRREVOCABLE
NÚMERO 1721**

**AUDIT COMMITTEE ACT OF THE IRREVOCABLE
TRUST AGREEMENT NUMBER 1721**

En la Ciudad de México, en las oficinas ubicadas en la calle de Prolongación Paseo de los Tamarindos 90, Torre 2, Piso 22, 03240, Bosques de las Lomas en la Ciudad de México, a las 12:00 horas del día 12 de enero del 2023, se reunieron las personas cuyos nombres aparecen en la lista que se adjunta a la presente Acta como Anexo A, mismos que integran la mayoría de los miembros del Comité de Auditoría del Fideicomiso Irrevocable Número "1721" (según el mismo ha sido y sea modificado de tiempo en tiempo) de fecha 13 de agosto de 2013 (en lo sucesivo el "Contrato de Fideicomiso"), celebrado entre Prologis Property México, S.A. de C.V., como fideicomitente y administrador (el "Fideicomitente", o el "Administrador"), Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria (fiduciario sustituto de Deutsche Bank México, S.A., Institución de Banca Múltiple, División Fiduciaria) (el "Fiduciario"), y Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero, como representante común (el "Representante Común") de los Tenedores (según dicho término se define en el Contrato de Fideicomiso).

Los términos que inician con mayúscula y que no estén expresamente definidos en la presente acta tendrán el significado que se les asignó en el Contrato de Fideicomiso.

Presidió la Sesión el señor Jorge Roberto Girault Facha, en su carácter de Presidente del Comité de Auditoría en términos de la cláusula 5.8 del Contrato de Fideicomiso, nombrando los presentes al Sr. Mariano José Riva Palacio Leal para actuar como Secretario en la presente sesión.

En virtud de que estaban presentes la mayoría de los miembros del Comité de Auditoría, según se señala en el Anexo A de la presente Acta, y que fueron debidamente convocados en términos de la Cláusula 5.8 del Contrato de Fideicomiso, el Presidente declaró la Sesión legalmente instalada y, en consecuencia, como válidas las resoluciones que se adopten durante la misma.

Una vez expuesto lo anterior, el Secretario procedió a dar lectura al siguiente:

Mexico City, in the offices located at Paseo de los Tamarindos 90, Torre 2, Piso 22, 03240, Bosques de las Lomas in Mexico City, at 12:00hrs of the 12th day of January, 2023, the individuals listed in Exhibit A attached to this act met, individuals that comprise the majority of the members of the Audit Committee of the Irrevocable Trust Agreement number 1721 (as modified from time to time) dated on August 13th, 2013 (the "Trust Agreement") entered by and between Prologis Property México, S.A. de C.V., as trustor and manager (the "Trustor" or the "Manager"), Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria (substitute trustee to Deutsche Bank México, S.A., Institución de Banca Múltiple, División Fiduciaria (the "Trustee"), and Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero, as common representative (the "Common Representative") of the Holders (as such term is defined in the Trust Agreement).

Capitalized terms not expressly defined herein shall have the meanings assigned to them in the Trust Agreement.

The Meeting was conducted by Mr. Jorge Roberto Girault Facha as President of the Audit Committee in terms of Clause 5.8 of the Trust Agreement and Mr. Mariano José Riva Palacio Leal was appointed Secretary for the present meeting.

By virtue that the majority of the members of the Audit Committee were present, as established in Exhibit A herein, and that they were duly called in accordance with Clause 5.8 of the Trust Agreement, the President declared the Session as validly installed and, as a consequence, all resolutions adopted on the same will be valid.

Due to the abovementioned, the Secretary proceeded to read the following:

ORDEN DEL DÍA

AGENDA

- | | |
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| <p>I. PROPUESTA, DISCUSION Y EN SU CASO APROBACIÓN RESPECTO DEL NOMBRAMIENTO DEL NUEVO SOCIO DEL AUDITOR EXTERNO Y DE LA FIRMA QUE COMO AUDITOR EXTERNO REALICE LA AUDITORIA DE LOS ESTADOS FINANCIEROS DEL FIDEICOMISO 1721 (FIBRA PROLOGIS) POR EL PERIODO DEL 1 DE ENERO AL 31 DE DICIEMBRE DEL 2023 CONFORME A LA CIRCULAR ÚNICA DE AUDITORES EXTERNOS EMITIDA POR LA CNBV EL 26 DE ABRIL DEL 2018.</p> <p>II. PROPUESTA, DISCUSIÓN Y EN SU CASO APROBACIÓN DE LOS HONORARIOS A SER CUBIERTOS AL AUDITOR EXTERNO POR LOS SERVICIOS DE AUDITORIA EXTERNA DE LOS ESTADOS FINANCIEROS DEL FIDEICOMISO 1721 (FIBRA PROLOGIS) POR EL PERIODO DEL 1 DE ENERO AL 31 DE DICIEMBRE DEL 2023.</p> <p>III. PROPUESTA, DISCUSION Y EN SU CASO APROBACIÓN DEL PLAN DE AUDITORIA Y LA METODOLOGIA QUE SE UTILIZARÁ PARA LLEVAR A CABO LA REVISIÓN PARA EFECTOS DE LA EMISIÓN DE LOS ESTADOS FINANCIEROS 2023.</p> <p>IV. OTROS</p> | <p>I. PROPOSAL DISCUSSION AND IF APPLICABLE APPROVAL ON THE APPOINTMENT OF THE NEW PARTNER OF THE EXTERNAL AUDITOR AND THE EXTERNAL AUDITOR FIRM TO AUDIT THE FINANCIAL STATEMENTS OF THE TRUST AGREEMENT 1721 (FIBRA PROLOGIS) FROM JANUARY 1 TO DECEMBER 31TH 2023 AS PER THE REQUIREMENTS FOR THE APPOINTMEN OF EXTERNAL AUDITORS ISSUED BY THE CNBV ON APRIL 26, 2018.</p> <p>II. PROPOSAL, DISCUSSION AND IF APPLICABLE APPROVAL OF THE FEES TO BE PAID TO THE EXTERNAL AUDITOR IN CONNECTION WITH THE AUDIT OF THE FINANCIAL STATEMENTS OF THE TRIST AGREEMENT 1721 (FIBRA PROLOGIS) FOR THE PERIOD FROM JANUARY 1 TO DECEMBER 31, 2023.</p> <p>III. PROPOSAL, DISCUSSION AND IF APPLICABLE APPROVAL OF THE AUDIT PLAN AND USED METHODOLOGY TO BE USED DURING THE DUE DILIGENCE REGARDING THE ISSUANCE OF THE 2023 FINANCIALS.</p> <p>IV. OTHERS</p> |
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Los miembros presentes del Comité de Auditoria, por unanimidad de votos, aprobaron la declaratoria del Presidente y el Orden del Día antes transcrito, el cual se desahogó de la siguiente forma:

The attending members of the Audit Committee, by a unanimous vote, approved the declaration of the President and the Agenda abovementioned, which was carried out on the following manner:

I.- PROPUESTA, DISCUSION Y EN SU CASO APROBACIÓN RESPECTO DEL NOMBRAMIENTO DEL NUEVO SOCIO DEL AUDITOR EXTERNO Y DE LA FIRMA QUE COMO AUDITOR EXTERNO REALICE LA AUDITORIA DE LOS ESTADOS FINANCIEROS DEL FIDEICOMISO 1721 (FIBRA PROLOGIS) POR EL PERIODO DEL 1 DE ENERO AL 31 DE DICIEMBRE DEL 2023 CONFORME A LA CIRCULAR ÚNICA DE AUDITORES EXTERNOS EMITIDA POR LA

I.- PROPOSAL DISCUSSION AND IF APPLICABLE APPROVAL ON THE APPOINTMENT OF THE NEW PARTNER OF THE EXTERNAL AUDITOR AND THE EXTERNAL AUDITOR FIRM TO AUDIT THE FINANCIAL STATEMENTS OF THE TRUST AGREEMENT 1721 (FIBRA PROLOGIS) FROM JANUARY 1 TO DECEMBER 31TH 2023 AS PER THE REQUIREMENTS FOR THE APPOINTMEN OF EXTERNAL AUDITORS ISSUED BY THE CNBV ON APRIL 26, 2018.

CNBV EL 26 DE ABRIL DEL 2018.

En desahogo del primer punto del orden del día, el Presidente, Jorge Roberto Girault Facha presento a los miembros del comité a los licenciados José Alejandro Ruiz Luna y Alejandro Villalobos para la selección del nuevo socio del auditor externo en términos de la presentación que se agrega a la presente como Anexo A, posteriormente solicitó a los miembros presentes del Comité su votación y aprobación para; (i) seleccionar al nuevo socio del auditor externo y (ii) el nombramiento de KPMG Cárdenas Dosal, S.C. del auditor externo que realice la auditoria de los estados financieros del fideicomiso 1721 (FIBRA PROLOGIS) por el periodo del 1 de enero al 31 de diciembre del 2023 conforme a la circular única de auditores externos emitida por la CNBV el 26 de abril de 2018.

Tras deliberar al respecto y una vez resueltas de manera satisfactoria las preguntas planteadas y de breves presentaciones a cargo de cada uno de las personas propuestas como nuevos socios, los miembros del Comité de Auditoria presentes en la sesión adoptaron por unanimidad las siguientes resoluciones:

RESOLUCIONES

PRIMERA.- Se vota a favor y aprueba el nombramiento del señor José Alejandro Ruiz Luna como el nuevo socio KPMG Cárdenas Dosal, S.C. del auditor externo para que realice la auditoria de los estados financieros del fideicomiso 1721 (FIBRA PROLOGIS) por el periodo del 1 de enero al 31 de diciembre del 2023 y subsecuentes conforme a la circular única de auditores externos emitida por la CNBV el 26 de abril de 2018.

PRIMERA.- Se aprueba el nombramiento de KPMG Cárdenas Dosal, S.C. del auditor externo que realice la auditoria de los estados financieros del fideicomiso 1721 (FIBRA PROLOGIS) por el periodo del 1 de enero al 31 de diciembre del 2023 conforme a la circular única de auditores externos emitida por la CNBV el 26 de abril de 2018.

Se toma nota y se presentará la autorización respectiva al Comité Técnico de Fibra Prologis para los efectos respectivos.

II.- PROPUESTA, DISCUSIÓN Y EN SU CASO APROBACIÓN DE LOS HONORARIOS A SER CUBIERTOS AL AUDITOR EXTERNO POR LOS SERVICIOS DE AUDITORIA EXTERNA DE LOS ESTADOS FINANCIEROS DEL FIDEICOMISO 1721 (FIBRA PROLOGIS) POR EL PERIODO DEL 1

As provided by item I the Agenda, the President, Jorge Roberto Girault Facha introduced to the members of the committee both accountants mrss. José Alejandro Ruiz Luna y Alejandro Villalobos in terms of the presentation hereto attached as Exhibit A and the proceed to requested the assisting members of the audit committee to; (i) vote and approve on the new appointment of the new partner of the external auditor and (ii) to approve the appointment of KPMG Cárdenas Dosal, S.C. as the external auditor to audit the financial statements of the trust agreement 1721 (Fibra Prologis) from January 1 to December 31th 2023 as per the requirements for the appointment of external auditors issued by the CNBV on April 26, 2018.

After deliberating, and once resolved satisfactory the questions raised and after brief presentations by the proposed new partners, the attending members of the session adopted unanimously the following resolutions:

RESOLUTIONS

FIRST.- It is hereby voted in favor and approved the appointment of Mr. José Alejandro Ruiz Luna as the new parter of KPMG Cárdenas Dosal, S.C. of the external auditor to audit the financial statements of the trust agreement 1721 (Fibra Prologis) from January 1 to December 31th 2023 and subsequent as per the requirements for the appointment of external auditors issued by the CNBV on April 26, 2018.

FIRST.- It is hereby voted and approved the appointment of KPMG Cárdenas Dosal, S.C. as the external auditor to audit the financial statements of the trust agreement 1721 (Fibra Prologis) from January 1 to December 31th 2023 as per the requirements for the appointment of external auditors issued by the CNBV on April 26, 2018.

The appointment is hereto acknowledged and will be presented to the Technical Committee for the required effects.

II.- PROPOSAL, DISCUSSION AND IF APPLICABLE APPROVAL OF THE FEES TO BE PAID TO THE EXTERNAL AUDITOR IN CONNECTION WITH THE AUDIT OF THE FINANCIAL STATEMENTS OF THE TRIST AGREEMENT 1721 (FIBRA PROLOGIS) FOR THE

DE ENERO AL 31 DE DICIEMBRE DEL 2023.

En desahogo del segundo punto del orden del día, el Presidente, Jorge Roberto Girault Facha presento a los miembros del comité para su aprobación la propuesta de honorarios presentada por KPMG Cárdenas Dosal, S.C. en su carácter de auditor externo de los estados financieros del fideicomiso 1721 (FIBRA PROLOGIS) por el periodo del 1 de enero al 31 de diciembre del 2023 contenida en la presentación que se agrega a la presente como Anexa B, conforme a la circular única de auditores externos emitida por la CNBV el 26 de abril de 2018.

Tras deliberar al respecto y una vez resueltas de manera satisfactoria las preguntas planteadas, los miembros del Comité de Auditoria presentes en la sesión adoptaron por unanimidad la siguiente resolución:

RESOLUCIÓN

ÚNICA.- Se votan a favor y aprueban los honorarios presentados por KPMG Cárdenas Dosal, S.C. en términos de la presentación que se agrega a la presente como Anexo B, para actuar como auditor externo y realice la auditoria de los estados financieros del fideicomiso 1721 (FIBRA PROLOGIS) por el periodo del 1 de enero al 31 de diciembre del 2023 y subsecuentes conforme a la circular única de auditores externos emitida por la CNBV el 26 de abril de 2018.

III.- PROPUESTA, DISCUSION Y EN SU CASO APROBACIÓN DEL PLAN DE AUDITORIA Y LA METODOLOGIA QUE SE UTILIZARÁ PARA LLEVAR A CABO LA REVISIÓN PARA EFECTOS DE LA EMISIÓN DE LOS ESTADOS FINANCIEROS 2023.

En desahogo del tercer punto del orden del día, el Presidente, Jorge Roberto Girault Facha cedió la palabra al equipo de auditoría externa de la empresa KPMG Cárdenas Dosal, S.C. para que presentara el plan de auditoria y la metodología a ser utilizada para llevar a cabo la revisión de los Estados Financieros de Fibra Prologis al 31 de diciembre de 2023 en términos de la presentación que se agrega a la presente como Anexa B.

Tras deliberar al respecto y una vez resueltas de manera satisfactoria las preguntas planteadas, los miembros del Comité de Auditoria presentes en la sesión adoptaron por unanimidad la siguiente resolución:

PERIOD FROM JANUARY 1 TO DECEMBER 31, 2023.

As provided by item II the Agenda, the President, Jorge Roberto Girault Facha presented to the members of the committee for their approval, the fees submitted by KPMG Cárdenas Dosal, S.C. as the external auditor to audit the financial statements of the trust agreement 1721 (Fibra Prologis) from January 1 to December 31th 2023 in terms of the presentation hereto attached as exhibit B, as per the requirements for the appointment of external auditors issued by the CNBV on April 26, 2018.

After deliberating, and once resolved satisfactory the questions raised and after brief presentations by the proposed new partners, the attending members of the session adopted unanimously the following resolution:

RESOLUTION

ONLY.- There are hereby voted and approved the fees submitted by KPMG Cárdenas Dosal, S.C. in terms of the presentation attached as Exhibit B hereto, to act as the external auditor to audit the financial statements of the trust agreement 1721 (Fibra Prologis) from January 1 to December 31th 2023 as per the requirements for the appointment of external auditors issued by the CNBV on April 26, 2018.

III.- PROPOSAL, DISCUSSION AND IF APPLICABLE APPROVAL OF THE AUDIT PLAN AND USED METHODOLOGY TO BE USED DURING THE DUE DILIGENCE REGARDING THE ISSUANCE OF THE 2023 FINANCIALS.

As provided by item II in the Agenda, the President, Jorge Roberto Girault Facha requested KPMG Cárdenas Dosal, S.C. as External Auditor to present to the committee the audit plan and the methodology to be used for the review of the Financial Statements of Fibra Prologis for 2023 as detailed in the presentation attached hereto as Exhibit B.

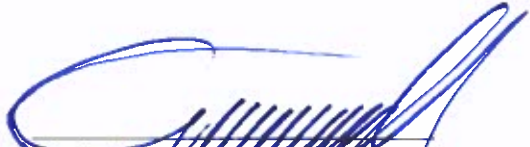
After deliberating, and once resolved satisfactory the questions raised, the attending members of the session adopted unanimously the following resolution:

RESOLUCIÓN

ÚNICA.- Se votan a favor y aprueba el Programa de Auditoría y la Metodología presentados por KPMG Cárdenas Dosal, S.C. en términos de la presentación que se agrega a la presente como Anexo B, realizar la auditoría de los estados financieros del fideicomiso 1721 (FIBRA PROLOGIS) por el periodo del 1 de enero al 31 de diciembre del 2023 y subsecuentes conforme a la circular única de auditores externos emitida por la CNBV el 26 de abril de 2018.

VIII. OTROS

No habiendo otro asunto que tratar se dio por terminada la presente Sesión de Comité de Auditoría, levantándose para constancia la presente Acta, que, leída y aprobada por unanimidad de votos, fue suscrita por el Presidente y Secretario del Comité presentes en dicha Sesión.



Por/by: Jorge Roberto Chirault Facha
Cargo/Title: Presidente del Comité de Auditoría/President of the Audit Committee


Ciudad de México, Distrito Federal, a 12 de enero del 2023.

RESOLUTION

ONLY.- There are hereby voted and approved the Audit Plan and Methodology presented by KPMG Cárdenas Dosal, S.C. in terms of the presentation attached as Exhibit B hereto, to audit the financial statements of the trust agreement 1721 (Fibra Prologis) from January 1 to December 31th 2023 as per the requirements for the appointment of external auditors issued by the CNBV on April 26, 2018.

VIII. OTHERS.

Without further affairs to be discussed, the meeting of the Audit Committee was finished, and to document the meeting, this act was prepared, that read and approved unanimously was signed by the attending President and Secretary



Por/by: Mariano José Riva Palacio Leal
Cargo/Title: Secretario del Comité de Auditoría/Secretary of the Audit Committee

Mexico City, Federal District, January 12th, 2023.

ANEXO A/ EXHIBIT A

Lista de Asistencia a la sesión del Comité de Auditoria del Fideicomiso Irrevocable número 1721, celebrada el 12 de enero de 2023/ Attending List to the Audit Committee Meeting of the Irrevocable Trust Agreement 1721, celebrated on January 12, 2023.

<u>Nombre/Name</u>	<u>Cargo/Title</u>
Carlos Elizando Sierra-Mayer	Miembro / Member
Miguel Alvarez del Río	Miembro / Member
Alberto Guillermo Saavedra Olavarrieta	Miembro / Member

Con la comparecencia de/ with the presence of:

Por parte del Administrador/ on behalf of the Manager

Jorge Robero Girault Facha

Mariano José Riva Palacio Leal

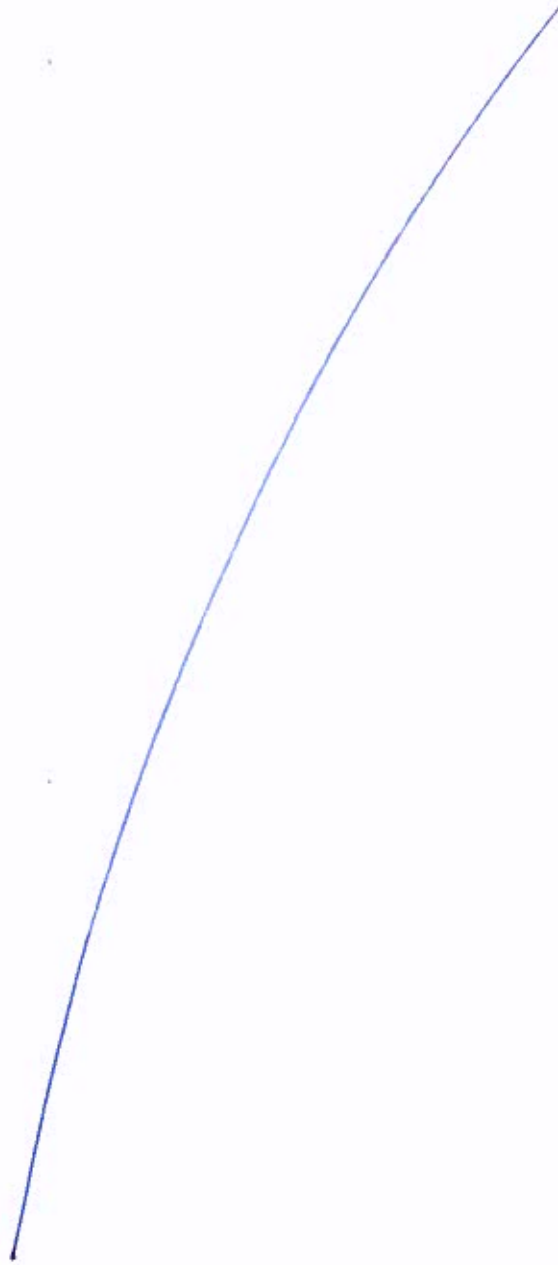
Hector Cabrera

Con la comparecencia de/ On behalf of KPMG:

 Alejandro Villalobos

Alejandro Ruiz

EXHIBIT B. Presentación



FIBRA Prologis



Audit Committee Proposals for 2023

January 12, 2023

This presentation to the Audit Committee of Fibra Prologis (FP) is only for the use and information of the Audit Committee and FP Administration. In the context of the audit and should not be used by any other party not included or specified or for any other purpose. This presentation is not intended for general use, its circulation or publication should not be circulated, reproduced or used for any purpose other than that indicated, without our prior written consent.

Content

- 1** Proposed Candidates as New Audit Partner for the 2023 YE Audit
- 2** Proposed 2023 Audit Fees
- 3** Proposed 2023 Audit Plan



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Candidates as new Audit Partner

Alejandro



Ruiz
Socio en México
Audit TMT



Alejandro has a degree in Accounting from the Universidad Nacional Autónoma de México, with more than 20 years of experience in the Audit area, two of which were in the United States. Previously, he collaborated for three years as Corporate Director of Professional Standards and Practices for Corporación Geo, coordinating the implementation of IFRS, participating in structured and stock market debt issuances, as well as different real estate investment vehicles. Previously, he worked for several years in national and international audit firms in the construction, hotel and real estate areas, mainly serving Grupo Presidente, Las Brisas, Grupo Plan (EI Tamarindo, Careyes and Haciendas in Mérida and Campeche), Paraíso de La Bonita, W Polanco, Compañía Mexicana de Aviación, G Accion (now Prologis), Nadro, Impulsa Infraestructura (FCC Subsidiary), Geo Corporation, Ingenieros Civiles Asociados, Accel, Helvex; among others.



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Candidates as New Audit Partner



Alejandro Villalobos Socio en México Audit TMT

Alejandro has more than 25 years of experience and has the degree of certified public accountant in Mexico (CPC). He is one of our most experienced partners in coordinating multidisciplinary work teams, with knowledge and experience in audits in the construction, hotel, and real estate industries. He is distinguished by his ability to anticipate problems and provide suggestions that translate into tangible benefits for our clients. Among the clients he has served are: Grupo Palace, Grupo Sidek, Inmobiliaria Casa Magna, S.A. de C.V. (Marriott), Hotel la Amada, Hotelera HM, Hotel Excellence.



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New KPMG Audit Partner

Action Required: Vote for new partner.

Alejandro Ruiz

Alejandro Villalobos



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Proposed 2023 Audit Fees

Action Required.

Service provided	Proposed Fee 2023 \$MXN (+ VAT)	Actual Fee 2022 \$MXN (+VAT)	Variance
Financial Statements as of December 31, 2023 and 2022 and for the years then ended	\$5,773,288	\$5,375,000	\$398,288

Interim review procedures For the periods ended as of:

- March 31, 2023
- June 31, 2023
- September 30, 2023
- December 31, 2023

644,460	600,000	44,460	
644,460	600,000	44,460	
644,460	600,000	44,460	
Total audit fees	\$8,351,128	\$7,775,000	\$576,128*

- Increase mainly relates to the country's cumulative inflation rate (7.41%).
- Other considerations: Non-Audit fees are not considered (i.e. Services regarding Incentive Fee, Memorandum under rule 144-A, etc.)



Proposed 2023 Audit Plan - Introduction

To the Audit Committee of FIBRA Prologis

This report should be considered in conjunction with our audit plan. We will be please to elaborate on the matters covered in this report when we meet.

We expect to issue an unmodified auditor's report.



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How do we deliver audit quality



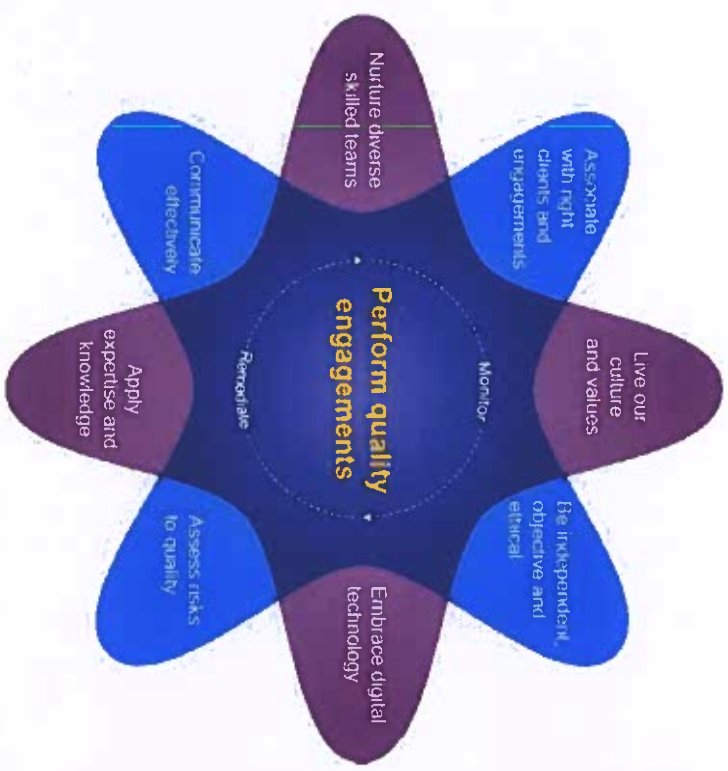
Quality essentially means doing the right thing and remains our highest priority. Our **Global Quality Framework** outlines how we deliver quality and how every partner and staff member contributes to its delivery.

✿ **'Perform quality engagements'** sits at the core along with our commitment to continually monitor and remediate to fulfil on our quality drivers.

✿ Our **quality value drivers** are the cornerstones to our approach underpinned by the **supporting drivers** and give clear direction to encourage the right behaviours in delivering audit quality.

We define 'audit quality' as being the outcome when:

- audits are **executed consistently**, in line with the requirements and intent of **applicable professional standards** within a strong **system of quality controls**; and
- all of our related activities are undertaken in an environment of the utmost level of **objectivity, independence, ethics, and integrity**.



Doing the right thing. Always.



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Our Audit

Engagement Team

Name	Position/Role	Area of expertise
*****	Lead Partner	Audit
Ruben Méndez	Director	Audit
Diana Romero	Director	Audit
Gloria Maldonado	Manager	Audit
Alejandro, Bravo	Quality Partner	Audit
Vindiana Garcia	Supervising	Audit (In-Charge)
Francisco Mendoza	Partner	Capital Markets
Ruben Luengas	Partner	Valuations
Alejandro Aceves	Partner	Tax
Daniel Ortiz	Director	Financial instruments

Scope



Materiality
US\$5.1M



Reportable Differences
US\$255K

Information Technology General controls (ITGC)

Design and implementation
and effectiveness of
controls to be tested by
KPMG US



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Audit focus areas

Key audit matters

1

Valuation of investment properties

Focus areas

2

Investment property

3

Debt

4

Revenue

5

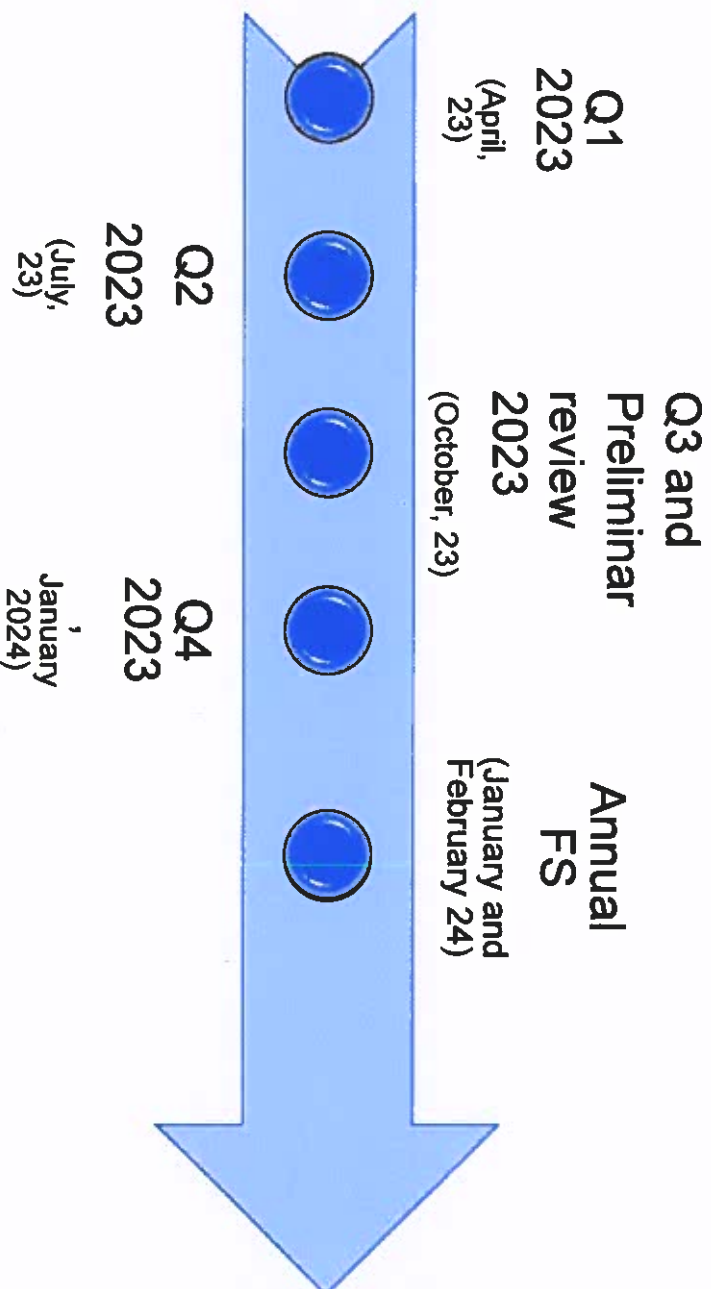
Equity transaction – incentive fee

6

Management override of controls



Timeline



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Action Required: Vote for approval of 2023 Audit Plan.



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