

Corporación Inmobiliaria Vesta, S. A.B. de C.V.

General Ordinary Shareholders' Meeting

Mexico, D.F. March 25th, 2015

- I. Presentation and in its case, approval of the report by the chief executive officer prepared pursuant to Article 172 of the Law of Commercial Companies and 44, section XI of the Securities Market Law and opinion of the Board of Directors, resolutions on such regard.
- II. Presentation and in its case, approval of the audited and consolidated financial statements of the Company prepared for the fiscal year ended on December 31st, 2014, resolutions on such regard.
- III. Report on compliance of the tax obligations of the Company.
- IV. Presentation and in its case, approval of the declaration and payment of a dividend in cash, considering the current dividend policy and the recommendation of the board of directors, resolutions on such regard.
- V. Presentation and in its case, approval, of the report by the board of directors referred to in paragraph e) of section IV of article 28 of the Securities Market Law and section b) article 172 of the Law of Commercial Companies containing the main policies and accounting and information criteria followed in the preparation of the financial information of the Company and on the operations and activities in which the board of directors intervened pursuant to the Securities Market Law, resolutions on such regard.
- VI. Presentation and in its case, approval of the audit, corporate practices, investment, ethics, debt and equity, and environmental and social responsibility committees reports, for fiscal year ended on December 31st, 2014, resolutions on such regard.

- VII. Discussion, and in its case ratification or appointment of members of the board of directors of the Company, as well as appointment of the presidents of the audit and corporate practices committee for fiscal year 2015, resolutions on such regard.
- VIII. Report on the outcome of the public offering of shares of the Company completed on January 29th, 2015, as well as the cancellation of shares, single series, representing the variable portion of the capital stock of the Company which were not subscribed and paid at said public offering, in accordance with resolutions approved at the shareholders meeting of January 21st, 2015, resolutions on such regard.
- IX. Discussion, and in its case, approval of a program to repurchase shares of the Company as complement of the incentive plan approved for the executives of the Company, resolutions in such regard.
- X. Appointment of special delegates of the shareholders meeting.

- I. **Presentation and in its case, approval of the report by the chief executive officer prepared pursuant to Article 172 of the Law of Commercial Companies and 44, section XI of the Securities Market Law and opinion of the Board of Directors, resolutions on such regard.**

See Report Attached

**ANNUAL REPORT OF THE CHIEF EXECUTIVE OFFICER ("CEO")
CORPORACIÓN INMOBILIARIA VESTA, S.A.B DE C.V.**

Fiscal Year 2014

Based on article 44 of the Securities Market Law, the undersigned as Chief Executive Officer of Corporación Inmobiliaria Vesta, S.A.B. de C.V., (the "Company"), I hereby present to the board of directors, a report corresponding to fiscal year ended on December 31st, 2014.

I. Business Strategy

The business of the Company and its subsidiaries during the fiscal year 2014 was conducted in accordance with the organizational objectives matrix established by the management to that end. Copy of such matrix is attached hereto as Annex "1".

For the fiscal year ending December 31st, 2015 a new organizational objectives matrix has been set as well as business strategy, which will serve as a guideline for the actions of the Company and its subsidiaries during said fiscal year.

II. Compliance with the Resolutions of the Shareholders and the Board of Directors.

In this regard, it is hereby informed that all agreements and resolutions adopted by the shareholders and the board of directors during the fiscal year 2014 were duly completed and executed, except for those which due to their own nature require more time to execute; however, for the latter the Company and its subsidiaries have taken appropriate actions to ensure its fulfillment.

III. Internal Audit

During June 2014, the Company was recertified by Lloyd's Register Quality Assurance (LRQA), under the standard of ISO 9001:2008 "Quality Administration System".

In addition, during the fiscal year 2014, the Company has trained staff members to perform internal audit work to ensure the full implementation and control of the procedures of the Company.

In addition the external auditor has reviewed the information reporting procedures of the Company, without any issue or comment in such regard.

IV. Information and Relevant Events

All the information and relevant events of the Company and its subsidiaries have been duly filed and reported to the corporate bodies of the Company and to the relevant authorities in terms of the applicable laws and in compliance with the requirements of the correspondent authorities.

As of this date there is no relevant information being withheld in terms of the Securities Market Law.

V. Operations Related to the Acquisition of its Own Shares

During the fiscal year ended December 31st, 2014, the Company did not carry out any operation related to the acquisition of own shares.

VI. Corrective Actions and Responsibility Actions

During the fiscal year ended on December 31st, 2014 and as of this date, there has not been the need to execute any corrective action in the administration, nor to initiate any responsibility action for those involved in the administration of the Company.

VII. Capital Contributions

All capital contributions by the shareholders of the Company have been duly executed as of this date and there are no contributions outstanding.

VIII. Dividend Payments

Dividends declared by the Company from previous fiscal years, were paid in full in accordance with the resolutions adopted by the shareholders of the Company and in compliance with applicable laws.

IX. Accounting and Information System

The accounting and reporting systems of the Company and its subsidiaries are maintained in a complete and correct manner and in compliance with the applicable information, rulings, and internal procedures.

X. Financial Information

For purposes of complying with the provisions of Article 44, section XI of the Securities Market Law and Article 172 of the Law of Commercial Companies, it is hereby reported that the business strategy of the Company and its subsidiaries, has been at all times, within the strategic goals and objectives established by the administration at the beginning of each calendar year.

As Annex "2" of this report, it is hereby attached (i) the audited consolidated financial statements of the Company and its subsidiaries, which reflect the true, complete and correct financial position of the Company and its subsidiaries, (ii) the consolidated income statement of the Company and its subsidiaries, (iii) a statement of changes in the financial position of the Company and its subsidiaries during the fiscal year ended December 31, 2014, (iv) a statement of changes in the items comprising the company's assets expressed on a consolidated basis during

the fiscal year ended December 31, 2014, (v) the notes needed to complete and clarify information, and (vi) the report of the external auditor of the Company with respect to its review to the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2014.

XI. Responsibility Actions Against Third Parties

During the fiscal year ended on December 31st, 2014 none of the Company or its subsidiaries was in the need to initiate any legal proceedings against third parties due to any damage caused to the Company and / or any of its subsidiaries.

Mexico City on February 11, 2015

Ing. Lorenzo Manuel Berho Corona
Chief Executive Officer
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

Organizational Objectives 2015

1

2

| | Objetives | Goals 2015 | Responsibility |
|---|---|--|-----------------------|
| 1 | Become part of the IPC | 1.Improve Vesta's position in index from position 39 to 35 (annual) | LB/JS/IW |
| 2 | Improve portfolio NOI | Revenues - Millones de Pesos 2014 Delta 2015 69.3 14.5% - 15.5% 79.3 - 80.0 | TODOS |
| | | NOI - Millones de Pesos 2014 Delta 2015 66.57 94% 74.6 - 75.2 | RB/DR |
| | | | RB/DR |
| | | EBITDA - Millones de Pesos 2014 Delta 2015 57.43 81.75% 64.9 - 65.4 | AI,/LdB/DR |
| 3 | Improve Debt / Capital Structure in order to optimize Shareholders return | 1. Close Deal with Metlife in 1Q 2. Get S&P and Moodys rating in 3Q 3. Execute FO2 in 1Q | JS |
| 4 | Become a "Best In Class" Real Estate Co in Mexico | 1. Stock Price Appreciation Ps\$29.28 a Ps\$33.10 2. Best Real Estate Co (Fibras) be better than statistical median (among top four Company) | LB/LDB/AI/JS |
| 5 | Keep High Client Retention | Improve from 77% to 87% in Lease Roll Over | RB/DR |
| 6 | Become part of the "Sustainable IPC / Social Responsibility Projects | 1. Obtain LEED certificate in 5% of total portfolio for 2020 2. Guarantee that 100% of the new Inventory Buildings become "Eco-efficient" 3. Increment the installed capacity of fotovoltaic energy by 70% 4. Implement at least 1 Social Responsiobiolity Project in each region 5. Improve in at least 4pts the ESG score in Bloomberg | ALL, RT |
| 7 | Continual improvement of internal processes | 1. Use 100% of SADI & CRM by 31 march 2015 2. Update Internal Procedures in Commercial / Development / Project Valuation / Treasury & Accounting | RB / RT / AI / JS /IR |
| 8 | Client Relations | 1.Apply client survey in May 2015 to 100% of all clients 2. Improve Client Satisfaction Index from 76% to 90% | RB/ DR/ RT |

- II. Presentation and in its case, approval of the audited and consolidated financial statements of the Company prepared for the fiscal year ended on December 31st, 2014, resolutions on such regard.**

See Document Attached

**Corporación Inmobiliaria Vesta, S. A. B.
de C. V. and Subsidiaries**

Consolidated Financial Statements for
the Years Ended December 31, 2014
and 2013, and Independent Auditors'
Report Dated February 16, 2015

Corporación Inmobiliaria Vesta, S. A.B. de C. V. and Subsidiaries

Independent Auditors' Report and Consolidated Financial Statements for 2014 and 2013

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Independent Auditors' Report to the Board of Directors and Stockholders of Corporación Inmobiliaria Vesta, S. A. B. de C.V.

Auditors' Report of the consolidated financial statements

We have audited the accompanying consolidated financial statements of Corporación Inmobiliaria Vesta, S. A. B. de C. V. and subsidiaries (the "Entity"), which comprise the consolidated statements of financial position as of December 31, 2014 and 2013, and the consolidated statements of profit and other comprehensive income, consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the years ended December 31, 2014 and 2013, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation and fair presentation of the consolidated financial statements 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 Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Corporación Inmobiliaria Vesta, S. A. B. de C. V. and subsidiaries as of December 31, 2014 and 2013 and their financial performance and their cash flows for the years then ended in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

Galaz, Yamazaki, Ruiz Urquiza, S. C.
Member of Deloitte Touche Tohmatsu Limited

C. P. C. Erick J. Calvillo Rello

February 16, 2015

Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

Consolidated Statements of Financial Position

As of December 31, 2014 and 2013

(In US dollars)

| Assets | Notes | 31/12/2014 | 31/12/2013 |
|---|--------------|-------------------------|-------------------------|
| Current assets: | | | |
| Cash and cash equivalents | 4 | \$ 10,674,770 | \$ 8,297,797 |
| Financial assets held for trading | 5 | 95,025,988 | 233,052,020 |
| Recoverable taxes | 6 | 27,712,294 | 16,546,275 |
| Operating lease receivables | 7 | 7,505,226 | 6,706,759 |
| Prepaid expenses | | <u>447,152</u> | <u>323,987</u> |
| Total current assets | | 141,365,430 | 264,926,838 |
| Non-current assets: | | | |
| Investment property | 8 | 1,101,352,822 | 951,884,585 |
| Office furniture – Net | | 421,340 | 344,540 |
| Guarantee deposits made | | <u>2,883,972</u> | <u>2,967,835</u> |
| Total non-current assets | | <u>1,104,658,134</u> | <u>955,196,960</u> |
| Total assets | | <u>\$ 1,246,023,564</u> | <u>\$ 1,220,123,798</u> |
| Liabilities and stockholders' equity | | | |
| Current liabilities: | | | |
| Current portion of long-term debt | 9 | \$ 8,629,108 | \$ 8,222,341 |
| Accrued interest | | 3,068,412 | 3,170,268 |
| Accounts payable | | 14,222,235 | 9,484,863 |
| Taxes payable, mainly income taxes | | 1,274,395 | 1,145,743 |
| Accrued expenses | | <u>1,636,361</u> | <u>1,668,000</u> |
| Total current liabilities | | 28,830,511 | 23,691,215 |
| Non-current liabilities: | | | |
| Long-term debt | 9 | 298,109,960 | 309,805,405 |
| Guarantee deposits received | | 5,706,109 | 5,523,169 |
| Deferred income taxes | 13.3 | <u>115,641,120</u> | <u>91,518,603</u> |
| Total non-current liabilities | | <u>419,457,189</u> | <u>406,847,177</u> |
| Total liabilities | | <u>448,287,700</u> | <u>430,538,392</u> |
| Litigation and other contingencies | 16 | | |
| Stockholders' equity: | | | |
| Capital stock | 10 | 370,368,712 | 370,368,712 |
| Additional paid-in capital | | 211,869,157 | 211,869,157 |
| Retained earnings | | 211,640,460 | 204,265,028 |
| Share-based payments reserve | | 323,764 | - |
| Foreign currency translation | | <u>3,533,771</u> | <u>3,082,509</u> |
| Total stockholders' equity | | <u>797,735,864</u> | <u>789,585,406</u> |
| Total liabilities and stockholders' equity | | <u>\$ 1,246,023,564</u> | <u>\$ 1,220,123,798</u> |

See accompanying notes to consolidated financial statements.

Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

Consolidated Statements of Profit and Other Comprehensive Income

For the years ended December 31, 2014 and 2013
(In US dollars)

| | Notes | 31/12/2014 | 31/12/2013 |
|--|-------|----------------------|----------------------|
| Revenues: | | | |
| Rental income | | \$ 69,332,889 | \$ 58,522,064 |
| Property operating costs: | | | |
| Related to properties that generate rental income | 12.1 | (2,761,265) | (2,540,720) |
| Related to properties that did not generate rental income | 12.1 | <u>(838,684)</u> | <u>(910,616)</u> |
| Gross profit | | 65,732,940 | 55,070,728 |
| Administration expenses | 12.2 | (8,302,946) | (6,799,948) |
| Depreciation | | (40,536) | (78,485) |
| Other Income and Expenses: | | | |
| Interest income | | 5,712,082 | 6,951,568 |
| Other (expense) income | | (290,063) | (62,365) |
| Interest expense | | (22,186,990) | (23,441,300) |
| Exchange (loss) gain | | (19,433,700) | 1,187,010 |
| Gain on revaluation of investment property | | <u>29,955,242</u> | <u>95,054,246</u> |
| Total other income and expenses | | (6,243,429) | 79,689,159 |
| Profit before income taxes | | 51,146,029 | 127,881,454 |
| Income tax expense | 13.1 | <u>(26,924,032)</u> | <u>(38,447,937)</u> |
| Profit for the year | | <u>24,221,997</u> | <u>89,433,517</u> |
| Other comprehensive income (loss): | | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | | |
| - Exchange differences on translating other functional currency operations | | <u>451,262</u> | <u>(76,795)</u> |
| Total comprehensive income for the year | | <u>\$ 24,673,259</u> | <u>\$ 89,356,722</u> |
| Basic and diluted earnings per share | 11 | <u>\$ 0.05</u> | <u>\$ 0.20</u> |

See accompanying notes to consolidated financial statements.

Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

Consolidated Statements of Changes in Stockholders' Equity

For the years ended December 31, 2014 and 2013

(In US dollars)

| | Capital Stock | Additional Paid-in Capital | Retained Earnings | Share-based payments reserve | Foreign Currency Translation | Total Stockholders' Equity |
|----------------------------------|-----------------------|-------------------------------|-----------------------|---------------------------------|---------------------------------|-------------------------------|
| Balances as of January 1, 2013 | \$ 286,868,218 | \$ 101,900,964 | \$ 125,299,684 | \$ - | \$ 3,159,304 | \$ 517,228,170 |
| Equity issuance | 83,500,494 | 109,968,193 | - | - | - | 193,468,687 |
| Dividends declared | - | - | (10,468,173) | - | - | (10,468,173) |
| Comprehensive income (loss) | <u>-</u> | <u>-</u> | <u>89,433,517</u> | <u>-</u> | <u>(76,795)</u> | <u>89,356,722</u> |
| Balances as of December 31, 2013 | 370,368,712 | 211,869,157 | 204,265,028 | - | 3,082,509 | 789,585,406 |
| Share-based payments | - | - | - | 323,764 | - | 323,764 |
| Dividends declared | - | - | (16,846,565) | - | - | (16,846,565) |
| Comprehensive income | <u>-</u> | <u>-</u> | <u>24,221,997</u> | <u>-</u> | <u>451,262</u> | <u>24,673,259</u> |
| Balances as of December 31, 2014 | <u>\$ 370,368,712</u> | <u>\$ 211,869,157</u> | <u>\$ 211,640,460</u> | <u>\$ 323,764</u> | <u>\$ 3,533,771</u> | <u>\$ 797,735,864</u> |

See accompanying notes to consolidated financial statements.

Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2014 and 2013
(In US dollars)

| | 31/12/2014 | 31/12/2013 |
|---|----------------------|----------------------|
| Cash flows from operating activities: | | |
| Profit before income taxes | \$ 51,146,029 | \$ 127,881,454 |
| Adjustments: | | |
| Depreciation | 40,536 | 78,485 |
| Gain on revaluation of investment property | (29,955,242) | (95,054,246) |
| Effect of foreign exchange rates | 10,243,391 | (114,297) |
| Interest income | (5,712,082) | (6,951,568) |
| Gain on sale of investment properties | (731,326) | - |
| Interest expense | 22,186,990 | 23,441,300 |
| Expense recognized in respect of share-based payments | 323,764 | - |
| Working capital adjustments: | | |
| (Increase) decrease in: | | |
| Operating lease receivables – Net | (798,467) | (2,421,757) |
| Recoverable taxes | (13,967,534) | (10,650,158) |
| Prepaid expenses | (123,165) | (323,987) |
| Guarantee deposits made | 83,863 | (194,003) |
| Increase (decrease) in: | | |
| Accounts payable | (180,055) | (684,684) |
| Guarantee deposits received | 182,940 | 445,234 |
| Accrued expenses | (31,639) | 1,367,482 |
| Income taxes paid | 128,652 | (4,295,313) |
| Net cash generated by operating activities | <u>32,836,655</u> | <u>32,523,942</u> |
| Cash flows from investing activities: | | |
| Purchases of investment property | (118,513,768) | (102,936,169) |
| Acquisition of office furniture | (117,336) | (125,185) |
| Financial assets held for trading | 138,026,032 | (112,706,999) |
| Proceeds from sale of investment property | 4,649,526 | - |
| Interest received | 5,712,082 | 6,951,568 |
| Net cash used in investing activities | <u>29,756,536</u> | <u>(208,816,785)</u> |
| Cash flows from financing activities: | | |
| Proceeds from equity issuance | - | 191,551,233 |
| Interest paid | (22,288,846) | (23,642,514) |
| Repayments of borrowings | (11,288,678) | (9,834,501) |
| Dividends paid | (16,846,565) | (10,468,173) |
| Net cash generated by financing activities | <u>(50,424,089)</u> | <u>147,606,045</u> |
| Effects of exchange rates changes on cash | <u>(9,792,129)</u> | <u>37,501</u> |
| Net (decrease) increase in cash and cash equivalents | 2,376,973 | (28,649,297) |
| Cash and cash equivalents at the beginning of year | <u>8,297,797</u> | <u>36,947,094</u> |
| Cash and cash equivalents at the end of year | <u>\$ 10,674,770</u> | <u>\$ 8,297,797</u> |

See accompanying notes to consolidated financial statements.

Corporación Inmobiliaria Vesta, S. A.B. de C. V. and Subsidiaries

Notes to Consolidated Financial Statements

For the years ended December 31, 2014 and 2013

(In US dollars)

1. General information

Corporación Inmobiliaria Vesta, S. A. B. de C. V. (“Vesta”) is a corporation incorporated in Mexico. The address of its registered office and principal place of business is Bosques de Ciruelos 304, 7th floor, Mexico City.

Vesta and subsidiaries (collectively, the “Entity”) are engaged in the development, acquisition and operation of industrial buildings and distribution facilities that are rented to corporations in eleven states throughout Mexico.

On June 25, 2013, the Entity issued equity through a follow-on public offering of shares in the Mexican stock market for a total number of shares of 114,573,661.

2. Significant accounting policies

2.1 *Statement of compliance*

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board (“IASB”).

2.2 *Basis of measurement*

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

i. Historical cost

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

ii. Fair value

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Entity takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of International Financial Reporting Standards (IFRSs) 2 Share-based payments.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 *Basis of consolidation*

The consolidated financial statements incorporate the financial statements of Vesta and entities (including structured entities) controlled by Vesta and its subsidiaries. Control is achieved when the Entity:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Entity reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Entity obtains control over the subsidiary and ceases when the Entity loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Entity gains control until the date when the Entity ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Entity's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Entity are eliminated in full on consolidation.

| Subsidiary/entity | Ownership percentage | | Activity |
|---|----------------------|----------|--|
| | 31/12/2014 | 31/12/13 | |
| QVC, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| QVC II, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| WTN Desarrollos Inmobiliarios de México, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| Vesta Baja California, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| Vesta Bajío, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| Vesta Querétaro, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| Proyectos Aeroespaciales, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| CIV Infraestructura, S. de R.L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| Vesta DSP, S. de R. L. de C.V. | 99.99% | 99.99% | Holds investment properties |
| Vesta Management, S.de R.L. de C.V. | 99.99% | 99.99% | Provides administrative services to the Entity |

2.4 Foreign currencies

The U.S. dollar is the functional currency of Vesta and all of its subsidiaries except for WTN Desarrollos Inmobiliarios de México, S. de R. L. de C. V. (“WTN”), which considers the Mexican peso to be its functional currency and is considered to be a “foreign operation” under IFRS. However, Vesta and its subsidiaries keep their accounting records in Mexican pesos. In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the exchange rates in effect on the dates of each transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the exchange rates in effect at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the exchange rates in effect on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of WTN are translated into U.S. dollars using the exchange rates in effect on the last business day of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates in effect on the dates of the transactions are used. Exchange differences arising, if any, are recorded in other comprehensive income.

2.5 Cash and cash equivalents

Cash and cash equivalents consist mainly of bank deposits in checking accounts and short-term investments, highly liquid and easily convertible into cash, maturing within three months as of their acquisition date, which are subject to immaterial value change risks. Cash is carried at nominal value and cash equivalents are valued at fair value; any fluctuations in value are recognized in interest income of the period. Cash equivalents are represented mainly by investments in treasury certificates (CETES) and money market funds.

2.6 Financial instruments

Financial assets and financial liabilities are recognized when Vesta or its subsidiaries become a party to the contract governing such financial instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities 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 at fair value through profit or loss are recognized immediately in profit or loss.

2.6.1 Effective interest method on financial assets

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows expected to be received (including all fees and expenses paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

2.6.2 Loans and receivables

Loans and receivables are non-derivative financial assets with fixed payments or payments that may be determined and are not quoted in an active market. Loans and receivables (including operating lease receivables and others) are measured at amortized cost using the effective interest method, less any impairment.

2.6.3 Financial assets at fair value through profit or loss (FVTPL)

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the 'interest income' line item. Financial assets at FVTPL consist mainly of holdings in investment funds. The Entity has not designated any asset as at FVTPL.

2.6.4 Derecognition of financial assets

The Entity derecognizes a financial asset only when the contract granting the Entity the right to receive cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity. If the Entity neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Entity recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Entity retains substantially all the risks and rewards of ownership of a transferred financial asset, the Entity continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

2.7 ***Investment property***

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including 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.

An investment property is derecognized upon sale or when the investment property is permanently withdrawn from use and no future economic benefits are expected to be received from such investment property. Any gain or loss arising on derecognition of the property (calculated as the difference between the net sale proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

2.8 Office furniture

Office furniture is stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. An item of office furniture is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of the asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in profit or loss.

2.9 Provisions

Provisions are recognized when the Entity has a present obligation (legal or constructive) as a result of a past event, when it is probable that the Entity will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties associated with the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.10 Financial liabilities

2.10.1 Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss (“at FVTPL”) or other financial liabilities.

2.10.2 Other financial liabilities

Other financial liabilities (including borrowings) are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and expenses paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2.10.3 Derecognition of financial liabilities

The Entity derecognizes financial liabilities only when its obligations are discharged or cancelled or when they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

2.11 Direct employee benefits

Direct employee benefits are calculated based on the services rendered by employees, considering their most recent salaries. The liability is recognized as it accrues. These benefits include mainly statutory employee profit sharing (“PTU”) payable, compensated absences, such as vacation and vacation premiums, and incentives.

2.12 Employee benefits for termination

Employee benefits for termination are recorded in the results of the year in which they are incurred.

2.13 Share-based payment arrangements

Share-based payment transactions of the Entity

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 16.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight line basis over the vesting period, based on the Entity’s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Entity revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity settled employee benefits reserve.

2.14 Leasing

Leases are classified as finance leases whenever the terms of the lease agreement transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Entity, as a lessor, retains substantially all of the benefits and risks of ownership of the properties and accounts for its leases as operating leases. Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease agreement.

As a lessee, the Entity recognizes operating lease payments as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2.15 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.15.1 Current tax

Income tax (“ISR”), and through 2013 the Business Flat Tax (“IETU”), are recorded in the results of the year they are incurred. Taxable profit differs from profit as reported in the consolidated statement of profit and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Entity’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

2.15.2 Deferred tax

Deferred taxes are then calculated by applying the tax rate to temporary differences resulting from comparing the accounting and tax bases of assets and liabilities and including, if any, future benefits from tax loss carryforwards and certain tax credits. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recorded only when there is a high probability of recovery. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Entity expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

The Mexican income tax law does not provide different tax bases or tax rates with respect to the use of investment properties (i.e. whether investment properties are used to generate rental income or are whether they are held to recover their value through sale).

2.15.3 Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.16 Impairment of long-lived assets other than goodwill

At the end of each reporting period, the Entity reviews the carrying amounts of its long-lived assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

2.17 Earnings per share

Basic earnings per common share are calculated by dividing net income of the controlling interest by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share are determined by adjusting consolidated net income and common shares on the assumption that the Entity's commitments to issue or exchange its own shares would be fulfilled. However, as the Entity does not have any dilutive instruments, basic and diluted earnings per share are the same.

2.18 Application of new and revised IFRSs and interpretations that are mandatorily effective for the current year

In the current year, the Entity has applied a number of a new and revised IFRSs issued by the IASB that are mandatorily effective for an accounting period that begins on or after January 1, 2014.

Amendments to IAS 32 *Offsetting Financial Assets and Financial Liabilities*

The Entity has applied the amendments to IAS 32 *Offsetting Financial Assets and Financial Liabilities* for the first time in the current year. The amendments to IAS 32 clarify the requirements relating to the offset of financial assets and financial liabilities. Specifically, the amendments clarify the meaning of 'currently has a legally enforceable right of set-off' and 'simultaneous realization and settlement'. As the Entity does not have any financial assets and financial liabilities that qualify for offset, the application of the amendments has had no impact on the disclosures or on the amounts recognized in the Entity's consolidated financial statements.

Annual Improvements to IFRSs 2010-2012 Cycle

The Annual Improvements to IFRSs 2010-2012 Cycle include a number of amendments to various IFRSs, which are summarized below.

The amendments to IFRS 2 (i) change the definitions of 'vesting condition' and 'market condition'; and (ii) add definitions for 'performance condition' and 'service condition' which were previously included within the definition of 'vesting condition'. The amendments to IFRS 2 are effective for share-based payment transactions for which the grant date is on or after July 1, 2014.

The amendments to the basis for conclusions of IFRS 13 clarify that the issue of IFRS 13 and consequential amendments to IAS 39 and IFRS 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial. As the amendments do not contain any effective date, they are considered to be immediately effective.

The amendments to IAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The application of these amendments did not have a significant impact on the Entity's consolidated financial statements.

Annual Improvements to IFRSs 2011-2013 Cycle

The Annual Improvements to IFRSs 2011-2013 Cycle include a number of amendments to various IFRSs, which are summarized below.

The amendments to IFRS 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, IAS 39 or IFRS 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within IAS 32.

The amendments to IAS 40 clarify that IAS 40 and IFRS 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

- (a) The property meets the definition of investment property in terms of IAS 40; and
- (b) The transaction meets the definition of a business combination under IFRS 3.

The application of these amendments did not have a significant impact on the Entity's consolidated financial statements.

2.19 New and revised IFRSs in issue but not yet effective

The Entity has not applied the following new and revised IFRSs that have been issued but are not yet effective:

| | |
|---------|--|
| IFRS 9 | Financial Instruments ² |
| IFRS 15 | Revenue from Contracts with Customers ¹ |

1 Effective for annual periods beginning on or after January 1, 2016, with earlier application permitted.

2 Effective for annual periods beginning on or after January 1, 2018, with earlier application permitted.

IFRS 9 Financial Instruments

IFRS 9 issued in November 2009 introduced new requirements for the classification and measurement of financial assets. IFRS 9 was subsequently amended in October 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition and in November 2013 to include the new requirements for general hedge accounting. Another revised version of IFRS 9 was issued in July 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a 'fair value through other comprehensive income' (FVTOCI) measurement category for certain simple debt instruments.

Key requirements of IFRS 9:

- All recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement are required to be subsequently measured at amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognized in net income (loss).
- With regard to the measurement of financial liabilities designated as of fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.

- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognized.
- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The Entity's management anticipates that the application of IFRS 9 in the future may have a material impact on amounts reported in respect of the Entity's financial assets and financial liabilities. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 9 until the Entity undertakes a detailed review.

IFRS 15 Revenue from Contracts with Customers

In May 2014, IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The Entity's management anticipates that the application of IFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Entity's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Entity performs a detailed review.

3. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Entity's accounting policies, which are described in Note 2, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Valuation of investment properties

As described in Note 8, the Entity uses external appraisers in order to determine the fair value of its investment properties. Such appraisers use several valuation methodologies that include assumptions that are not directly observable in the market to estimate the fair value of its investment properties. Note 8 provides detailed information about the key assumptions used in the determination of the fair value of the investment properties.

In estimating the fair value of an asset or a liability, the Entity uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Entity engages third party qualified valuers to perform the valuation. The valuation committee works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the valuation committee's findings to the board of directors of the Entity every quarter to explain the cause of fluctuations in the fair value of the assets and liabilities. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 8 and 14.

The Entity's management believes that the chosen valuation methodologies and assumptions used are appropriate in determining the fair value of the Entity's investment properties.

4. Cash and cash equivalents

For purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statements of financial position as follows:

| | 31/12/2014 | 31/12/2013 |
|------------------------|----------------------|---------------------|
| Cash and bank balances | \$ 6,848,378 | \$ 3,766,015 |
| Restricted cash | <u>3,826,392</u> | <u>4,531,782</u> |
| | <u>\$ 10,674,770</u> | <u>\$ 8,297,797</u> |

Restricted cash represents balances held by the Entity that are only available for use under certain conditions pursuant to the loan agreements entered into by the Entity. Such conditions include payment of monthly debt service and compliance with certain covenants set forth in the loan agreement.

5. Financial assets held for trading

The portfolio of financial assets that the Entity has classified as held for trading relates to investments used by the Entity to manage its cash surplus. Such financial assets were acquired in active markets and are principally comprised of investment funds with no maturity date and which mainly invest in AAA debt instruments, such as government bonds.

6. Recoverable taxes

| | 31/12/2014 | 31/12/2013 |
|-------------------------------------|----------------------|----------------------|
| Recoverable value-added tax ("VAT") | \$ 22,043,687 | \$ 14,899,233 |
| Recoverable income taxes | 5,602,192 | 1,591,518 |
| Other receivables | <u>66,415</u> | <u>55,524</u> |
| | <u>\$ 27,712,294</u> | <u>\$ 16,546,275</u> |

7. Operating lease receivables

7.1 The aging profile of operating lease receivables as of the dates indicated below are as follows:

| | 31/12/2014 | 31/12/2013 |
|--------------|---------------------|---------------------|
| 0-30 days | \$ 6,392,749 | \$ 6,580,998 |
| 30-60 days | 861,273 | 103,202 |
| 60-90 days | 87,726 | 22,559 |
| Over 90 days | <u>163,478</u> | <u>-</u> |
| Total | <u>\$ 7,505,226</u> | <u>\$ 6,706,759</u> |

Pursuant to the lease agreements, rental payments should be received within 30 days following their due date; thereafter the payment is considered past due. As shown in the table above, 85% and 97% of all operating lease receivables are current at December 31, 2014 and 2013, respectively.

All rental payments past due are monitored by the Entity; for receivables outstanding from 30 to 90 days efforts are made to collect payment from the respective client. Operating lease receivables outstanding for more than 30 days but less than 60 days represent 11% and 1.8% of all operating lease receivables at December 31, 2014 and 2013, respectively. Operating lease receivables outstanding for more than 60 and less than 90 days represent 1% and 1.4% of all operating lease receivable at December 31, 2014 and 2013. Accounts receivable outstanding greater than 90 days represent 2% as of December 31, 2014.

7.2 Movement in the allowance for doubtful accounts receivable

The Entity individually reviews each of its operating lease receivables and according to the aging report determines the need to create an allowance for the recoverability of such receivables. During 2014 there were no increases to the allowance for doubtful accounts.

7.3 Client concentration risk

As of December 31, 2014 and 2013, one of the Entity's client accounts for 74% or \$5,646,339 and 89% or \$5,991,674, respectively, of the operating lease receivables balance. The same client accounted for 17% and 20% of the total rental income of Entity for the years ended December 31, 2014 and 2013, respectively.

7.4 Leasing agreements

Operating leases relate to non-cancellable lease agreements over the investment properties owned by the Entity, which generally have terms ranging between 5 to 15 years, with options to extend the term up to a total term of 20 years. Rents are customarily payable on a monthly basis, and are adjusted annually according to applicable inflation indices (US and Mexican inflation indices). Security deposits are typically equal to one or two months' rent. Obtaining property insurance (third party liability) and operating maintenance are obligations of the tenants. All lease agreements include a rescission clause that entitles the Entity to collect all unpaid rents during the remaining term of the lease agreement in the event that the client defaults in its rental payments, vacates the properties, terminates the lease agreement or enters into bankruptcy or insolvency proceedings. All lease agreements are classified as operating leases and do not include purchase options, except for two lease agreements which contain a purchase option at market conditions at the end of the lease term.

7.5 Non-cancellable operating lease receivables

Future minimum lease payments receivable under non-cancellable operating lease agreements are as follows:

| | 31/12/2014 | 31/12/2013 |
|--|-----------------------|-----------------------|
| Not later than 1 year | \$ 70,629,698 | \$ 67,282,095 |
| Later than 1 year and not later than 3 years | 122,117,261 | 118,549,785 |
| Later than 3 year and not later than 5 years | 115,421,411 | 117,861,367 |
| Later than 5 years | <u>118,579,372</u> | <u>120,904,109</u> |
| | <u>\$ 426,747,742</u> | <u>\$ 424,597,356</u> |

8. **Investment property**

The Entity uses external appraisers in order to determine the fair value for all of its investment properties. The independent appraisers, who hold recognized and relevant professional qualifications and have vast experience in the types of investment properties, owned by the Entity, use valuation techniques such as the discounted cash flows approach, replacement cost approach and income cap rate approach. The techniques used include assumptions, the majority of which are not directly observable in the market, to estimate the fair value of the Entity's investment property such as discount rates, long-term NOI, inflation rates, absorption periods and market rents.

The values, determined by the external appraisers annually, are recognized as the fair value of the Entity's investment property at the end of each reporting period. The appraisers use a discounted cash flow approach to determine the fair value of land and buildings (using the expected net operating income ("NOI") of the investment property) and a market approach to determine the fair value of land reserves. Gains or losses arising from changes in the fair values are included in the consolidated statements of profit and other comprehensive income in the period in which they arise.

The Entity's investment properties are located in México and they are classified as Level 3 in the IFRS fair value hierarchy. The following table provides information about how the fair values of the investment properties are determined (in particular, the valuation technique(s) and inputs used).

| Property | Fair value hierarchy | Valuation techniques | Significant unobservable inputs | Value/range | Relationship of unobservable inputs to fair value |
|--------------------|----------------------|-----------------------|---------------------------------|--|---|
| Buildings and land | Level 3 | Discounted cash flows | Discount rate | 9.75% | The higher the discount rate, the lower the fair value. |
| | | | Long-term NOI | Based on contractual rent and then on market related rents | The higher the NOI, the higher the fair value. |
| | | | Inflation rates | Mexico: 3.5% U.S.: 2.3% | The higher the inflation rate, the higher the fair value. |
| | | | Absorption period | From 3 to 9 months | The shorter the absorption period, the higher the fair value. |
| | | | Market related rents | Depending on the park/state | The higher the market rent the higher the fair value |
| Land reserves | Level 3 | Market value | Price per acre | Weighted average price per acre \$248,206 | The higher the price, the higher the fair value. |

The table below sets forth the aggregate values of the Entity's investment properties for the years indicated:

| | 31/12/2014 | 31/12/2013 |
|---|-------------------------|-----------------------|
| Buildings and land | \$ 1,092,424,983 | \$ 928,935,606 |
| Advances for acquisition of land | 395,921 | - |
| Land reserves | <u>64,740,000</u> | <u>57,990,000</u> |
| | 1,157,560,904 | 986,925,606 |
| Less: Cost to complete construction in-progress | <u>(56,208,082)</u> | <u>(35,041,021)</u> |
| Balance at end of year | <u>\$ 1,101,352,822</u> | <u>\$ 951,884,585</u> |

The reconciliation of investment property is as follows:

| | 31/12/2014 | 31/12/2013 |
|--|-------------------------|-----------------------|
| Balance at beginning of year | \$ 951,884,585 | \$ 744,761,666 |
| Additions | 123,431,195 | 112,068,673 |
| Investment properties sold | (3,918,200) | - |
| Gain on revaluation of investment property | <u>29,955,242</u> | <u>95,054,246</u> |
| Balance at end of year | <u>\$ 1,101,352,822</u> | <u>\$ 951,884,585</u> |

A total of \$14,049,930 additions to investment property related to a land reserved which was acquired from a third party, were not paid as of December 31, 2014. As of December 31, 2013, a total of \$9,132,503 additions to investment property, which were acquired from a third party, were not paid; these additions were paid during the year ended December 31, 2014.

During 2007, the Entity entered into an agreement to build the Querétaro Aerospace Park, which consists of a trust created by the Government of the State of Querétaro, as grantor (*fideicomitente*), Aeropuerto Intercontinental de Querétaro, S. A. de C. V., as a participant for the purposes of granting its consent, Bombardier Aerospace México, S.A. de C.V., as beneficiary (*fideicomisario*), and BBVA Bancomer, S.A., as trustee (*fiduciario*), to which the Entity, through its subsidiary, Proyectos Aeroespaciales, adhered as grantee and beneficiary. The Government of the State of Queretaro contributed certain rights to the trust, including rights to use the land and the infrastructure built by the state of Queretaro, allowing Proyectos Aeroespaciales to build and lease buildings for a total period equivalent to the term of the concession granted to the Aerospace Park; the remaining term is approximately 44 year as of December 31, 2014.

Proyectos Aeroespaciales is the only designated real estate developer and was granted the right to use the land and infrastructure to develop industrial facilities thereon, lease such industrial facilities to companies in the aerospace and related industries and to collect the rents derived from the lease of the industrial facilities, for a period of time equivalent to the remaining term of the airport concession (approximately 44 years as of December 31, 2014). With respect to such rights, all construction, addition and improvements made by Proyectos Aeroespaciales to the contributed land (including without limitation, the industrial facilities) will revert in favor of the Government of the State of Queretaro at the end of the term of the trust, for zero consideration.

During 2013, the Company entered into an agreement with Nissan Mexicana, S.A. de C.V. ("Nissan") to build and lease to Nissan the Douki Seisan Park ("DSP Park") located in Aguascalientes, Mexico. The land where the DSP Park is located is owned by Nissan. On July 5, 2012, Nissan created a trust (trust No. F/1704 with Deutsche Bank México, S.A. as trustee) to which the Company (through one of its subsidiaries, Vesta DSP, S. de R.L. de C.V), is beneficiary and was granted the use of the land for a period of 40 years. The infrastructure and all the related improvements were built by and are managed by the Company.

As of December, 2014 and 2013, the Entity's investment properties have a gross leasable area (unaudited) of 16,791,931 square feet (or 1,560,021 square meters) and 14,378,670 square feet (or 1,335,822 square meters), respectively and they were 87% and 91% occupied by tenants, respectively. As of December 31, 2014 and 2013, investment properties with a gross leasable area of 1,960,548 square feet (or 182,141 square meters) and 2,060,958 square feet (or 191,469 square meters), respectively, were under construction, representing an additional 11.68% and 14.33% of the Entity's total leasable area.

Most of the Entity's investment properties have been pledged as collateral to secure its long-term debt.

9. Long-term debt

Long-term debt is represented by the following notes payable to GE Real Estate de México, S. de R. L. de C. V. ("GERE"):

| Issue date | Original amount | Annual interest rate | Monthly amortization | Maturity | 31/12/2014 | 31/12/2013 |
|-----------------------|-----------------|----------------------|----------------------|-------------|-----------------------|-----------------------|
| September 2003 | 7,637,927 | 7.17% | \$ 11,736 | August 2016 | \$ 5,134,727 | \$ 5,268,740 |
| April 2005 | 2,000,000 | 7.17% | 3,281 | August 2016 | 1,433,480 | 1,470,949 |
| August 2005 | 6,300,000 | 7.17% | 10,441 | August 2016 | 4,566,048 | 4,685,269 |
| August 2005 | 14,500,000 | 7.17% | 24,146 | August 2016 | 10,544,502 | 10,820,214 |
| November 2005 | 32,000,000 | 7.17% | 274,440* | August 2016 | 21,807,521 | 22,336,748 |
| March 2006 | 15,000,000 | 7.17% | 25,336 | August 2016 | 8,079,295 | 11,434,933 |
| July 2006 | 50,000,000 | 7.17% | 99,961 | August 2016 | 48,487,816 | 49,629,220 |
| July 2006 | 12,000,000 | 7.17% | 23,991 | August 2016 | 10,905,370 | 11,179,306 |
| September 2006 | 10,800,000 | 7.17% | 19,948 | August 2016 | 9,207,363 | 9,435,138 |
| October 2006 | 8,300,000 | 7.17% | 15,330 | August 2016 | 7,076,029 | 7,251,078 |
| November 2006 | 12,200,000 | 7.17% | 17,717 | August 2016 | 8,224,187 | 8,591,656 |
| November 2006 | 28,091,497 | 7.17% | 25,234 | August 2016 | 11,653,920 | 11,942,061 |
| May 2007 | 6,540,004 | 7.17% | 12,182 | August 2016 | 5,625,506 | 5,764,612 |
| September 2007 | 8,204,039 | 7.17% | 15,359 | August 2016 | 7,094,132 | 7,269,509 |
| April 2008 | 32,811,066 | 6.47% | 73,846 | August 2016 | 29,193,227 | 30,055,305 |
| April 2008 | 867,704 | 6.47% | 3,756 | August 2016 | 1,484,686 | 1,528,529 |
| April 2008 * | 7,339,899 | 6.62% | 183,115* | August 2016 | 12,097,602 | 12,451,855 |
| August 2008 | 3,372,467 | 6.47% | 11,936 | August 2016 | 4,719,073 | 4,858,416 |
| August 2008 | 6,286,453 | 6.47% | 14,187 | August 2016 | 5,608,491 | 5,774,105 |
| April 2009 | 19,912,680 | 7.17% | 36,436 | August 2016 | 16,615,833 | 17,031,879 |
| December 2009 | 30,000,000 | 7.17% | 56,729 | August 2016 | 24,870,114 | 25,517,873 |
| July 2012 | 19,768,365 | 7.17% | 39,521 | August 2016 | 17,264,976 | 17,716,254 |
| July 2012 | 27,960,333 | 7.17% | 55,899 | August 2016 | 25,080,968 | 25,719,248 |
| July 2012 | 5,000,000 | 6.15% | 13,145 | August 2016 | 4,526,111 | 4,678,376 |
| March 2013 | 5,918,171 | 5.80% | 15,008 | August 2016 | 5,438,091 | 5,616,473 |
| | | | | | 306,739,068 | 318,027,746 |
| Less: Current portion | | | | | (8,629,108) | (8,222,341) |
| | | | | | <u>\$ 298,109,960</u> | <u>\$ 309,805,405</u> |

* These notes payable have bi-annual amortization.

Most of the Entity's investment properties and rental payments derived from the lease agreements relating to such investment properties have been pledged as collateral to secure the loans under the Entity's credit agreement with GERE. Additionally, without the written consent of GERE, the Entity may not directly or indirectly, sell, convey, mortgage, pledge or assign all or part of the rights it has on the whole or any part of its existing properties.

The GERE credit agreement requires the Entity to maintain certain financial ratios (such as Cash-on-Cash and debt service coverage ratios) and to comply with certain affirmative and negative covenants. The Entity was in compliance with covenants under the GERE credit agreement as of December 31, 2014.

The credit agreement also entitles GERE to withhold certain amounts deposited by the Entity in a separate fund as guarantee deposits for the debt service and maintenance of the Entity's investment properties. Such amounts are presented as guarantee deposit assets in the statement of financial position.

Scheduled maturities and periodic amortization of long-term debt are as follows:

| | |
|------|-----------------------|
| 2015 | \$ 8,629,108 |
| 2016 | <u>298,109,960</u> |
| | <u>\$ 306,739,068</u> |

10. Capital stock

10.1 Capital stock as of December 31, 2014 and 2013 is as follows:

| | 2014 | | 2013 | |
|------------------|--------------------|-----------------------|--------------------|-----------------------|
| | Number of shares | Amount | Number of shares | Amount |
| Fixed capital | | | | |
| Series A | 5,000 | \$ 3,696 | 5,000 | \$ 3,696 |
| Variable capital | | | | |
| Series B | <u>507,447,012</u> | <u>370,365,016</u> | <u>507,447,012</u> | <u>370,365,016</u> |
| Total | <u>507,452,012</u> | <u>\$ 370,368,712</u> | <u>507,452,012</u> | <u>\$ 370,368,712</u> |

Stockholders' equity, except restated paid-in capital and tax retained earnings will be subject to ISR payable by the Entity at the rate in effect upon distribution. Any tax paid on such distribution may be credited against annual and estimated income taxes of the year in which the tax on dividends is paid and the following two fiscal years.

On June 25, 2013, the Entity issued a total of 114,573,661 shares through a follow-on public offering of shares in the Mexican Stock Exchange. The net proceeds of this offering were \$193,468,687 (net of direct issuance costs of \$4,474,060, net of tax) consisting of an increase in capital stock of \$83,500,494 and an increase in additional paid-in capital of \$109,968,193.

10.2 Fully paid ordinary shares

| | Number of shares | Amount | Additional paid-in capital |
|--|--------------------|-----------------------|----------------------------|
| Balance as of January 1, 2013 | 392,878,351 | \$ 286,868,218 | \$ 101,900,964 |
| Capital stock increase of June 25, 2013 | 114,573,661 | 87,974,554 | 109,968,193 |
| Direct equity issuance costs | - | (6,391,514) | - |
| Income taxes related to direct equity issuance costs | <u>-</u> | <u>1,917,454</u> | <u>-</u> |
| Balance as of December 31, 2014 and 2013 | <u>507,452,012</u> | <u>\$ 370,368,712</u> | <u>\$ 211,869,157</u> |

10.3 Dividend payments

Pursuant to a resolution of the general ordinary stockholders meeting on March 13, 2014, the Entity declared a dividend of approximately \$0.033 per share, for a total dividend of \$16,846,565 which was paid via cash distributions on April 4, 2014. The payment was applied against the Entity's net tax income account.

Pursuant to a resolution of the general ordinary stockholders' meeting on March 19, 2013, the Entity declared a dividend of \$0.027 per share for a total dividend of \$10,468,173 which was paid via cash distributions on April 1, 2013. The payment was applied against the Entity's net tax income account.

11. **Earnings per share**

The amounts used to determine earnings per share are as follows:

| | 2014 | | |
|---------------------|----------------------|-----------------------------------|-------------------|
| | Earnings | Weighted-average number of shares | Dollars per share |
| Profit for the year | <u>\$ 24,221,997</u> | <u>507,452,012</u> | <u>\$ 0.05</u> |
| | 2013 | | |
| | Earnings | Weighted-average number of shares | Dollars per share |
| Profit for the year | <u>\$ 89,433,517</u> | <u>452,368,521</u> | <u>\$ 0.20</u> |

12. **Property operating costs and administration expenses**

12.1 Property operating costs consist of the following:

12.1.1 Direct property operating costs from investment properties that generate rental income during the year:

| | 31/12/2014 | 31/12/2013 |
|---------------------------------|-------------------|-------------------|
| Real estate tax | \$ 881,644 | \$ 810,893 |
| Insurance | 312,383 | 301,997 |
| Maintenance | 484,080 | 382,576 |
| Other property related expenses | <u>1,083,158</u> | <u>1,045,254</u> |
| | <u>2,761,265</u> | <u>2,540,720</u> |

12.1.2 Direct property operating costs from investment property that did not generate rental income during the year:

| | 31/12/2014 | 31/12/2013 |
|---------------------------------|---------------------|---------------------|
| Real estate tax | \$ 269,412 | \$ 286,687 |
| Insurance | 47,606 | 44,211 |
| Maintenance | 43,648 | 56,007 |
| Other property related expenses | <u>478,018</u> | <u>523,711</u> |
| | <u>838,684</u> | <u>910,616</u> |
| Total property operating costs | <u>\$ 3,599,949</u> | <u>\$ 3,451,336</u> |

12.2. Administration expenses consist of the following:

| | 31/12/2014 | 31/12/2013 |
|---|---------------------|---------------------|
| Marketing expenses | \$ 48,676 | \$ 61,344 |
| Auditing, legal and consulting expenses | 873,927 | 723,108 |
| Property appraisal and other fees | 214,986 | 195,001 |
| Direct employee benefits and other benefits | 6,921,734 | 5,630,566 |
| Indirect equity issuance and trading costs | 241,284 | 187,609 |
| Other | <u>2,339</u> | <u>2,320</u> |
| | <u>\$ 8,302,946</u> | <u>\$ 6,799,948</u> |

13. Income taxes

The Entity is subject to ISR and through December 31, 2013, to ISR and IETU. Therefore, the income tax payable was the higher between ISR and IETU through 2013.

ISR -The rate was 30% in 2014 and 2013 and as a result of the new 2014 ISR law (2014Tax Law), the rate will continue at 30% in 2014 and thereafter.

IETU – IETU was eliminated as of 2014; therefore, up to December 31, 2013, this tax was incurred both on revenues and deductions and certain tax credits based on cash flows from each year. The respective rate was 17.5%.

13.1 Income taxes are as follows:

| | 31/12/2014 | 31/12/2013 |
|---------------------------------|----------------------|----------------------|
| ISR expense: | | |
| Current | \$ 2,801,516 | \$ 6,947,623 |
| Expired ISR credit on dividends | | 580,701 |
| Deferred | <u>24,122,516</u> | <u>30,919,613</u> |
| Total income taxes | <u>\$ 26,924,032</u> | <u>\$ 38,447,937</u> |

13.2 The effective ISR rate for fiscal 2014 and 2013 differ from the statutory rate as follows:

| | 31/12/2014 | 31/12/2013 |
|--|------------|------------|
| Statutory rate | 30% | 30% |
| Effects of exchange rates on tax balances | 33% | (1)% |
| Effects of inflation | (12)% | (4)% |
| Effects of change in ISR rate (2014 Tax Law) | | 3% |
| Other | <u></u> | <u>2%</u> |
| Effective rate | <u>53%</u> | <u>30%</u> |

13.3 The main items originating the deferred ISR liability are:

| | 31/12/2014 | 31/12/2013 |
|---------------------------------------|-------------------------|------------------------|
| Deferred ISR assets (liabilities): | | |
| Investment property | \$ (124,338,843) | \$ (107,817,334) |
| Effect of tax loss carryforwards | 7,670,338 | 15,398,333 |
| Other provisions and prepaid expenses | <u>1,027,384</u> | <u>900,398</u> |
| Deferred income taxes – Net | <u>\$ (115,641,120)</u> | <u>\$ (91,518,603)</u> |

To determine deferred ISR the Entity applied the applicable tax rates to temporary differences based on their estimated reversal dates.

13.4 The benefits of restated tax loss carryforwards for which the deferred ISR asset has been recognized can be recovered subject to certain conditions. Restated amounts as of December 31, 2013 and expiration dates are:

| Year of Expiration | Tax Loss Carryforwards |
|--------------------|------------------------|
| 2020 | \$ 2,128,531 |
| 2023 | 11,076,323 |
| 2024 | <u>12,362,941</u> |
| | <u>\$ 25,567,795</u> |

14. Financial instruments

14.1 Capital management

The Entity manages its capital to ensure that the Entity will be able to continue as a going concern while maximizing the return to partners through the optimization of the debt and equity balance.

The capital structure of the Entity consists of net debt (total borrowings, including the current portion, as detailed in Note 9 offset by cash and bank balances) and equity of the Entity (comprising issued capital, additional paid-in capital, retained earnings and other comprehensive income as detailed in Note 10). The Entity is not subject to any externally imposed capital requirements.

14.2 Leverage ratio

The Board reviews the capital structure of the Entity on a regular basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

The leverage ratio at end of following reporting periods was as follows:

| | 31/12/2014 | 31/12/2013 |
|-----------------------------------|---------------------|----------------------|
| Debt | \$ 306,739,068 | \$ 318,027,746 |
| Cash and bank balances | (10,674,770) | (8,297,797) |
| Financial assets held for trading | <u>(95,025,988)</u> | <u>(233,052,020)</u> |
| Net debt | 201,038,310 | 76,677,929 |
| Equity | 797,735,864 | 789,585,406 |
| Net debt to equity ratio | <u>25%</u> | <u>10%</u> |

14.3 Categories of financial instruments

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the consolidated financial statements.

The Entity's principal financial assets are bank balances, cash equivalents and restricted cash as disclosed in Note 4, recoverable taxes and operating lease receivables as disclosed in Notes 6 and 7, respectively and financial assets held for trading in Note 5. The Entity's principal financial liability is long-term debt as disclosed in Note 9.

14.4 Financial risk management objectives

The Entity seeks to minimize the effects of market risk (including fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk (although currently the Entity only has fixed rate debt instruments with varying maturity profiles). No significant interest rate hedges or trading financial instruments were entered into during the period of the accompanying consolidated financial statements.

14.5 Market risk

The Entity's activities expose it primarily to the financial risks of changes in interest rates (see 14.8 and 14.9 below) and foreign currency exchange rates (see 14.6 and 14.7 below). The Entity may enter into derivative financial instruments to manage its exposure to foreign currency risk. There has been no change to the Entity's exposure to market risks or the manner in which these risks are managed and measured.

14.6 Foreign currency risk management

The Entity is exposed to foreign exchange risk, primarily with respect to the Mexican peso and to the US dollar in respect of one of its subsidiaries whose functional currency is the Mexican peso. Foreign exchange risk arises from future commercial transactions and recognized monetary assets and liabilities.

The carrying amounts of the Entity's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period as well as the relevant exchange rates are as follows:

| | 31/12/2014 | 31/12/2013 |
|--|---------------|---------------|
| Exchange rates: | | |
| Mexican pesos per US dollar at the end of the period | 14.7180 | 13.0765 |
| Mexican pesos per US dollar average during the year | 13.2996 | 12.7681 |
| Monetary assets | | |
| Mexican pesos | 1,592,246,030 | 3,354,707,083 |
| US dollars | \$ 229,640 | \$ 261,858 |
| Monetary liabilities | | |
| Mexican pesos | 22,085,067 | 16,307,237 |
| US dollars | \$ 39,820,378 | \$ 40,874,151 |

Foreign currency sensitivity analysis

The following table details the Entity's sensitivity to a 10% appreciation or depreciation in the US dollar against the Mexican peso. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel, and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency exchange rates. A positive number below indicates an increase in profit or equity where the US dollar appreciates 10% against the relevant currency. For a 10% depreciation of the US dollar against the Mexican peso, there would be a comparable impact on the profit or equity, and the balances below would be negative.

| | 31/12/2014 | 31/12/2013 |
|--|----------------|-----------------|
| Profit or loss impact | | |
| Mexican peso – 10% appreciation – gain | \$ (9,698,458) | \$ (23,208,878) |
| Mexican peso – 10% depreciation – loss | 11,853,671 | 28,366,407 |
| U.S. dollar - 10% appreciation – loss | 4,381,318 | 4,061,229 |
| U.S. dollar - 10% depreciation – gain | (4,381,318) | (4,061,229) |

14.7 Interest rate risk management

The Entity minimizes its exposure to interest rate risk by borrowing funds at fixed rates, because investment properties owned by the Entity generate a fixed income in the form of rental income which is indexed to inflation.

14.8 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Entity. The Entity has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Entity's exposure and the credit ratings of its counterparties are monitored, and the transactions consummated are entered into with approved counterparties.

The Entity's clients operate in a variety of industries. Its real estate portfolio is primarily concentrated in the food and beverage, automotive, aerospace, medical, logistics and plastics industries. The Entity's exposure to these industries subjects it to the risk of economic downturns in such industrial sectors to a greater extent than if its properties were more diversified across other industries.

The Entity currently leases two distribution facilities to a single customer, which represent 10.8% of its total portfolio's gross leasable area (unaudited), and 75% and 89% of its operating lease receivable balance and 17% and 20% its annualized rents as of and for the year ended December 31, 2014 and 2013, respectively. If this customer were to terminate its lease agreements with the Entity, the Entity may experience a material loss with respect to future rental income.

14.9 Liquidity risk management

If the Entity is unable to raise additional debt or equity, its results of operations could suffer. The Entity closely monitors the maturity of its liabilities and the cash needs of its operations. It prepares and provides a detailed cash flow analysis on a quarterly basis and presents it to its board of directors. Decisions are made to obtain new financing or limit cash investments in order to maintain a healthy projected cash balance.

The maturity of the long-term, its current portion and the accrued interest at December 31, 2014 is as follows:

| | Weighted average interest rate % | Less than 1 month | 1-3 months | 3 months to 1 year | 1-2 years | Total |
|------------------|---|----------------------|---------------------|-----------------------|----------------------|----------------------|
| Long-term debt | 7.02 | \$ 625,125 | \$ 1,708,713 | \$ 6,295,270 | \$198,109,960 | \$306,739,068 |
| Accrued interest | | <u>1,807,921</u> | <u>3,599,598</u> | <u>16,000,378</u> | <u>12,206,488</u> | <u>33,614,385</u> |
| | | <u>\$ 2,433,046</u> | <u>\$ 5,308,311</u> | <u>\$22,295,648</u> | <u>\$210,316,448</u> | <u>\$340,353,453</u> |

14.10 Fair value of financial instruments

14.10.1 Fair value of financial assets that are measured at fair value on a recurring basis

The Entity's financial assets held for trading are classified as level 1 in the IFRS 13 fair value hierarchy since they are traded in an active market.

14.10.2 Fair value of financial instruments carried at amortized cost

The fair value of long-term debt and its related current portion as of December, 31, 2014 and 2013 is \$328,637,868 and \$325,471,021, respectively. This measurement is classified as level 2, since management uses an adjusted observable discount rate to determine fair value of debt.

Management considers that the carrying amounts of financial assets and other financial liabilities recognized in the consolidated financial statements approximate their fair values.

15. **Transactions and balances with related parties**

15.1 Compensation of key management personnel

The remuneration of Entity's management and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The remuneration of members of key management personnel during the year was as follows:

| | 2014 | 2013 |
|----------------------|---------------------|-----------------------------|
| Short-term benefits | \$ 3,386,779 | \$ 2,770,884 |
| Share-based payments | <u>323,764</u> | <u> </u> |
| | <u>\$ 3,710,543</u> | <u>\$ 2,770,884</u> |

16. Share-based payments

16.1 Employee share option plan of the Entity

Details of the employee share option plan of the Entity

The Entity has a restricted stock scheme for certain executives of the Entity. In accordance with the terms of the plan, as approved by the board of directors at a previous board meeting, based on certain performance metrics, the Entity granted certain executives a long-term incentive plan that will be settled using the Entity's own shares. Under this plan, eligible executives will receive compensation settled in shares and delivered over a three-year period. Using a cash amount determined based on performance metrics, the Entity will purchase its own shares in the market, place them in a trust, and deliver them in three equal settlement dates to the executives after 26, 38 and 50 months from the grant date, provided that the eligible executives remain in the employment of the Entity.

The fair value of the awards granted was \$954,749. Cumulative compensation expense in respect of this plan for the year ended December 31, 2014 is \$323,764. Compensation expense related to this plan will continue to be accrued through the periods until the last of the three tranches is settled in February 2018.

The following share-based payment arrangements were in existence during the current year:

Fair value of share awards granted in the year

The fair value of the share awards granted during the financial year was determined based on a fixed amount of cash determined as per the Entity's plan. It is assumed that executives would exercise the awards after vesting date.

17. Litigation, other contingencies and commitments

Litigation

In the ordinary course of business, the Entity is party to various legal proceedings. The Entity is not involved in any litigation or arbitration proceeding for which the Entity believes it is not adequately insured or indemnified, or which, if determined adversely, would have a material adverse effect on the Entity or its financial position, results of operations or cash flows.

Commitments

As mentioned in Note 8, all rights to construction, improvements and infrastructure built by the Entity in the Queretaro Aerospace Park and in the DSP Park automatically revert back to the government of the State of Queretaro and to Nissan at the end of the concessions, which is approximately in 44 and 38 years, respectively.

During November 2014, the Entity entered into letters of intent to acquire land reserves. The amount of the commitment for the purchase of the land totals \$10,785,417.

On December 18, 2014, the Entity entered into a letter of intent to obtain a credit facility with Metropolitan Life Insurance Company Real Estate Investments ("Metlife") for up to \$50,000,000. This loan, if obtained by the Entity, will accrue interest at an annual rate of the greater of (a) the sum of (i) the yield on securities having a maturity equal to the "on the run" 7 year U.S. Treasury rate plus (ii) 250 basis points or (b) 4.35%. The loan will have monthly interest only payments for 40 months and thereafter monthly amortizations of principal and interest.

18. Events after the reporting period

In January 28, 2015, the Entity issued a total of 124,274,111 shares, including the overallotment option, through a follow-on public offering of shares in the Mexican Stock Exchange and through a private offering of shares in international markets under the Rule 144A of the United States of America and Regulation S under the Securities Act of 1933. The offering price was 27 Mexican pesos per share and the net proceeds of this offering were received on February 4, 2015.

19. Financial statements issuance authorization

On February 16, 2015 the issuance of the consolidated financial statements was authorized by Juan Sottit, the Entity's Chief Financial Officer; consequently, they do not reflect events occurred after that date. These consolidated financial statements are subject to approval at the General Ordinary Shareholders' Meeting, where the stockholders may decide to modify such consolidated financial statements according to the Mexican General Corporate Law.

* * * * *

III. Report on compliance of the tax obligations of the Company.

It is hereby informed that as of the date hereof Corporación Inmobiliaria Vesta, S.A.B. de C.V. and its subsidiaries, have submitted in due form and time each and all of the tax returns corresponding to each of them, and have made each and all of the tax payments and contributions to which they were bound according to applicable law.

As of the date hereof, there is no legal or administrative proceeding opened by the tax authorities against Corporación Inmobiliaria Vesta, S.A.B. de C.V. and its subsidiaries, due to any omission of any tax obligation.

Juan Felipe Sottit Achutegui
Director of Finance and Human Resources

IV. Presentation and in its case, approval of the declaration and payment of a dividend in cash, considering the current dividend policy and the recommendation of the board of directors, resolutions on such regard.

All Figures are in USD\$

31/12/2014

31/12/2013

Dividend Calculation

| | | |
|----------------------------------|-------------------|-------------------|
| Plus (Loss) / Minus (Profit) | 51,146,029 | 127,881,454 |
| Depreciacion | 40,536 | 78,485 |
| Foreign Exchange Loss (Profit) | 19,433,700 | (114,297) |
| Loss (Gain) on revaluation | (29,955,242) | (95,054,246) |
| Non Cash Adjustements | (10,481,006) | (95,090,058) |
| Available Cash | 40,665,023 | 32,791,395 |
| Principal Repayment | (8,629,108) | (8,222,341) |
| Taxes Paid in Cash | (1,274,395) | (1,145,743) |
| Mintanence, Broker Reserve | (1,000,000) | (1,000,000) |
| Cash Adjustment | (10,903,503) | (10,368,084) |
| Distributable Cash | 29,761,520 | 22,423,311 |
| Dividend Recomendation | <u>22,321,140</u> | <u>16,817,483</u> |
| Dividend Ratio | 75% | 75% |
| Dividends per Share (US\$/Share) | 0.035334 | 0.033141 |
| # of Shares | 631,726,123 | 507,452,012 |

- V. Presentation and in its case, approval, of the report by the board of directors referred to in paragraph e) of section IV of article 28 of the Securities Market Law and section b) article 172 of the Law of Commercial Companies containing the main policies and accounting and information criteria followed in the preparation of the financial information of the Company and on the operations and activities in which the board of directors intervened pursuant to the Securities Market Law, resolutions on such regard.**

See Report Attached

**ANNUAL REPORT OF THE BOARD OF DIRECTORS OF
CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.**

FISCAL YEAR 2014

Based on article 28 fraction IV of the Securities Market Law and article 172 (b) of the Law of Commercial Companies, the board of directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V., (the "Company"), by this means present to the General Shareholders Meeting of the Company the following:

ANNUAL REPORT

I. Report of the Corporate Practices Committee.

As Annex "1" of this document, attached is the report presented by the corporate practices committee of the Company in terms of article 43 fraction I of the Securities Market Law.

In this regard, the Board of Directors of the Company has reviewed the report and agreed to the content of it in all of its parts, and therefore recommends to the Shareholders Meeting of the Company its approval.

II. Report of the Audit Committee.

As Annex "2" of this document, attached is the report presented by the audit committee of the Company in terms of article 43 fraction II of the Securities Market Law.

In this regard, the Board of Directors of the Company has reviewed the report and agreed to the content of it in all of its parts, and therefore recommends to the Shareholders Meeting of the Company its approval.

III. Report of the Chief Executive Officer.

As Annex "3" of this document, attached is the report presented by the chief executive officer of the Company, in terms of article 44 of the Securities Market Law, as well as copy of the report of the external auditor of the Company at the time of carrying out the audit of the financial statements of the Company prepared on the occasion of the fiscal year ended December 31, 2014.

In relation to the report, after completing its review, the board believes that the CEO: (i) meets the requirements of the Securities Market Law (ii) confirms the proper application of internal controls relating to information and records of the transactions of the Company and its subsidiaries, (iii) expresses clearly matters relating to the business of the Company, and (iv) includes the financial information that the Company and its subsidiaries must submit for the approval of the Shareholders Meeting.

Therefore, this board approves and recommends to the Shareholders Meeting to approve the report of the Chief Executive Officer under the terms of the attached document.

IV. Report of the Investment Committee.

As Annex "4" of this document, attached is the report prepared by the investment committee of the Company.

In this regard, the board of directors of the Company expresses to have reviewed this report and agrees with its content in its entirety, and submitted to the Shareholders Meeting for informational purposes, since the committee was formed by the board of directors and it must report on their activities to the board.

V. Report of the Ethics Committee

As Annex "5" of this document, attached is the report prepared by the ethics committee of the Company.

In this regard, the board of directors of the Company expresses to have reviewed this report and agrees with its content in its entirety, and submitted to the Shareholders Meeting for informational purposes, since the committee was formed by the board of directors and it must report on their activities to the board.

VI. Report of the Environmental and Social Responsibility Committee.

As Annex "6" of this document, is attached the report presented by the environmental and social responsibility committee of the Company.

In this regard, the Board of Directors of the Company expresses to have reviewed this report and agrees with its content in its entirety, and submitted to the shareholders Meeting for informational purposes, since the committee was formed by the board of directors and it must report on their activities to the board.

VII. Report of the Environmental and Social Responsibility Committee.

As Annex "7" of this document, is attached the report presented by the Debt and Equity committee of the Company.

In this regard, the Board of Directors of the Company expresses to have reviewed this report and agrees with its content in its entirety, and submitted to the shareholders Meeting for informational purposes, since the committee was formed by the board of directors and it must report on their activities to the board.

VIII. Principal Accounting and Administration Policies and Criteria.

For purposes of the provisions of paragraph b) of Article 172 of the General Law of Commercial Companies, the Board states that the accounting and administration policies and criteria are:

- a) The consolidated financial statements results of the Company and its subsidiaries are prepared in accordance with International Financial Reporting Standards ("IFRS") (for its acronym in English).

- b) The consolidated financial statements of the Company and its subsidiaries have been prepared on a historical cost basis, except for the investment in real estate and financial instruments, which are measured according to their fair market value.
- c) The financial statements of the Company consolidate the entities for which the Company has the power to impose financial and operating policies.
- d) All intercompany transactions are eliminated once they are financially consolidated.
- e) Carrying out acquisitions, the assets and responsibilities assumed are recognized based on their fair market values, except for deferred taxes or labor liability.
- f) The dollar of the United States of America has been established as the functional currency of the Company and its subsidiaries, except for WTN Desarrollos Inmobiliarios de Mexico, S. de RL de CV, whose currency is the Peso. Notwithstanding the above, the accounting records are kept in pesos, national currency. The differences on monetary assets are recognized in profit or loss in the period in which they occur.
- g) Labor responsibilities are registered as they occur.
- h) The assets and financial responsibilities are recognized at fair market value and when the Company or the subsidiaries in question are part of any agreement thereon.
- i) Real Estate properties of the Company and its subsidiaries are destined for lease. Investments in real estate are initially considered based on their cost, then considered based on their market value.
- j) Leases with respect to the real estate properties of the Company and its subsidiaries are considered as operating leases and the Company and its subsidiaries have all the benefits and risks of ownership of their property.
- k) Rental income is recognized in long term of the respective lease.
- l) The income tax is recognized in yearly results in the year incurred.
- m) The deferred tax income is recognized only when there is a high probability that they are recovered.

IX. Transactions in which the Board of Directors intervene.

During the fiscal year ended on December 31st, 2014, the board of directors intervene in ordinary matters relating to the administration of the Company and adopted specific resolutions regarding the issues that are listed below, which are not within the ordinary course management of the Company.

- The creation and cancel of the capital reserve by the Company for the Project of development of a suppliers park for Audi in Puebla, México.
- The creation and use of a capital reserve for the development of the build to suit Project for BRP México, S.A. de C.V. in Ciudad Juárez, Chihuahua.
- Appointment of provisional members of the Board, to cover the absence caused by Marks Wolter's resignation.
- Strategic plan "Vesta Visión 2020", related with the growth plan of the Company, for the following 6 years.

- The financing strategy (debt/equity) of the Company, which included recommendations of the board for: (i) the issuance of additional shares representing the capital stock of the Company, (ii) the negotiation and recruitment of debt with *Metropolitan Life Insurance* as creditor, which will be guarantee with certain assets of the Company; and (iii) the preparation of the Company for the stage of issuing public debt, authorizing to work with the rating agencies as may be necessary or desirable.
- Compensation plan for the executives of the Company, thorough shares representing the capital stock of the Company, based in the recommendations of the Corporate Practices Committee.

X. Subsequent Events

On January 29, 2015 the public offering of shares representing the capital stock of the Company, which was recommended by the Board of Directors and approved by the extraordinary shareholders meeting held on January 21, 2015, was completed by means of the Company offered shares by an equivalent amount in Pesos National Currency of US\$230 million dollars, legal currency of the United States of America.

México City on February 11, 2015

/S/

Ing. Lorenzo Manuel Berho Corona
President of the Board of Directors of
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

VI. Presentation and in its case, approval of the audit, corporate practices, investment, ethics, debt and equity, and environmental and social responsibility committees reports, for fiscal year ended on December 31st, 2014, resolutions on such regard.

See Reports Attached



CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.
ANNUAL REPORT OF THE AUDIT COMMITTEE
Fiscal Year 2014

Based on article 43 section II of the Securities Market Law, the undersigned as president of the audit committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), the undersigned hereby submits to the board of directors the annual activity report of the Committee I chaired during the fiscal year ended on December 31st 2014.

I. Activities

During the fiscal year ended on December 31, 2014, the audit committee gathered in the following dates and approved the following resolutions:

A. February 24, 2014, with the following resolutions:

1. To recommend to the board of directors approve the financial statements of the Company and its subsidiaries prepared for the end of fiscal year 2013 and approve that the same were used to report the fourth quarter and annual report to be presented at the Mexican Stock Exchange and the National Banking and Securities Commission.
2. Took note of the proposed payment of dividends to be distributed in 2014, from the results of the 2013.

B. April 22, 2014, with the following resolutions:

1. To recommend to the board of directors approve the financial statements of the Company and its subsidiaries prepared for the first quarter of 2014 and approve that the same were used to report the first quarter and to be presented at the Mexican Stock Exchange and the National Banking and Securities Commission.

C. July 22, 2014, with the following resolutions:

1. To recommend to the board of directors approve the financial statements of the Company and its subsidiaries prepared for the second quarter of 2014 and approve that the same were used to report the second quarter and to be presented at the Mexican Stock Exchange and the National Banking and Securities Commission.



2. Note was taken on the report of the Budget of the Company and its subsidiaries prepared by the administration of the Company for fiscal year 2014.

D. October 21, 2014, with the following resolutions:

1. To recommend to the board of directors approve the financial statements of the Company and its subsidiaries prepared for the third quarter of 2014 and approve that the same were used to report the third quarter and to be presented at the Mexican Stock Exchange and the National Banking and Securities Commission.
2. In process of negotiating to hire Galaz, Yamasaki, Ruiz Urquiza, S.C. (member of Deloitte Touche Tomatsu Limited) ("Deloitte") as external auditor for fiscal year of 2014, together with the description of the services to be provided by the external auditor.

Additionally, it is informed that the audit committee had at all times, access and direct communication with the external auditor of the Company, as and when considered appropriate.

II. Internal Control of the Company.

The Company has policies and internal control procedures designed to ensure the proper recording and reporting of transactions according to the accounting and reporting standards adopted by the Company. These internal controls and information policies have been reviewed by the Company's external auditor, who has not expressed any kind of deviation in such regard, deficiency or noncompliance, as per its audit report.

As of this date, there has not been identified any deviation or deficiency in internal control processes and registration of the information.

III. Preventive and Corrective Measures.

During fiscal year 2014, no deficiencies have been noted in the operating policies, of accounting registry and operation of the Company, or its subsidiaries; hence, no preventive or corrective measure was applied in such regard.

IV. Evaluation of the External Auditor.

The external auditor of the Company for the year ended on December 31st, 2014 was Galaz, Yamasaki, Ruiz Urquiza, S.C. (member of Deloitte Touche Tomatsu Limited), whose offices are located in Paseo de la Reforma 489, Piso 6, Colonia Cuauhtémoc, Mexico, D.F., C.P. 06500.



As of this date, the performance of the external auditor on the audit process of the Company and its subsidiaries, as well as in the preparation of the financial statements in accordance with the financial reporting standards adopted by the Company, has been acceptable and in accordance to what was expected and agreed with the external auditor.

In virtue of the above, this committee has no objection with respect to the performance of the external auditor during the year ended on December 31st 2014.

V. Additional Services by the External Auditor.

During the year ended on December 31st, 2014, the external auditor provided services related to the verification of numbers for the submission of certain fiscal reports to the appropriate authorities, which were provided under normal market conditions and according to the terms established in each case between the Company and the auditor.

Note is taken that the other services provided by other advisors to the Company, were hired in the ordinary course of business, scope and market conditions.

VI. Results of the Review of the Financial Statements.

The Company's external auditor submitted and audit report to the consolidated financial statements of the Company and its subsidiaries, without exceptions or observations, and the audit committee agrees with the report.

VII. Changes to the Accounting Policies.

During the fiscal year ended on December 31st, 2014, there were no changes to the accounting policies of the Company.

The international financial reporting standards have been consistently applied by the Company and its subsidiaries in the preparation of its financial statements and internal control of its operations.

VIII. Observations regarding the Internal and External Audits.

During the fiscal year covered by this report, this committee did not receive comments by the shareholders, directors, officers, employees or third parties relating to the internal controls and issues related to internal and external audits, nor receives any complaint from them of any irregular act.

IX. Compliance of Resolutions.

The resolutions adopted by the general shareholders meeting and the board of directors of the Company has been duly fulfilled and there is no pending resolution. The resolutions involving successive actions are in process and there are not delays in such regard.



X. Differences with the Management.

As of the date of this report there had been no differences of opinion between the audit committee and the management of the Company.

Mexico City on February 17, 2015

/s/

Karl Heinz Klöcker
President of the Audit Committee
Corporación Inmobiliaria Vesta, S.A.B. de C.V.



CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.
ANNUAL REPORT OF THE CORPORATE PRACTICES COMMITTEE
Fiscal Year 2014

As established in article 43 fraction I of the Securities Market Law, the undersigned as president of the corporate practices committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V., (the "Company"), I hereby present to the board of directors, the activities report of the committee for the fiscal year ended on December 31st 2014.

I. Activities

During the fiscal year ended on December 31, 2014, the Corporate Practices Committee, gathered on January 17, 2014, January 24, 2014, February 18, 2014, July 16, 2014, 5 May 2014, October 1, 2014, October 20, 2014 and December 22, 2014.

In such meetings the committee attended and resolved the issues listed below, the majority of which were analyzed along several of the sessions that were held in the year.

- a) Approval of evaluation matrices, goals, objectives and compensations for the executives for the year ended on December 31, 2013.
- b) Approval of goals and objectives for the year 2014.
- c) Analysis and recommendation of the terms of the negotiation related to the early separation of an executive of the Company.
- d) Analysis and approval of the salary reviews of the employees of the Company considering the market conditions and the cost of social security that corresponds to the payroll of the Company.
- e) Analysis and recommendation of the review of various agreements between the Company and the executives and the Company executed prior to the initial public offering of shares of the Company, considering the current conditions.
- f) Review and recommendations regarding the status issue of the formalization of labor relations between the Company and its executives.
- g) Analysis and recommendations to the board of directors and the general shareholders meeting, on the adoption of a long-term compensation plan for executives of the Company, to be structured based on shares of the capital stock and according to the recommendations of experts engaged by the management in preparation of the plan, in order to align the interests of the executives with those of the investors.
- h) Analysis and resolutions regarding the compensation applicable to the executives of the Company in the event of a change of control that results in a termination of the



employment relation with the Company or that causes important changes to their working conditions and compensation.

II. Performance by the Relevant Officers

This committee reviewed and approved the evaluation criteria that were used during the fiscal year 2014.

III. Related Parties Operations

During the fiscal year ended on December 31st, 2014, was not informed on transactions between related parties.

In virtue of the above, the transactions between the Company and its subsidiaries were made within the ordinary course of the business and were revealed and analyzed by the external auditor of the Company at the moment of carrying out the review of the correspondent financial statements, and such auditor did not informed the committee of any irregularity.

IV. Remuneration to Relevant Officers

Based on the information presented by the administration and the studies presented by the external advisors hired regarding the review of the compensation and long term incentive plans, it was determined that as of this date the compensation of executive officers for fiscal year 2014 were adequate.

V. Waivers

During the fiscal year ended on December 31st, 2014, this corporate practices committee did not grant any waiver to any director, officer, or relevant person with control in the Company and/ or in its subsidiaries, to exploit business opportunities corresponding to the Company and/ or its subsidiaries.

Mexico City on February 11, 2015

Javier Mancera Arrigunaga
President of the Corporate Practices Committee
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

Investment Committee in 2014

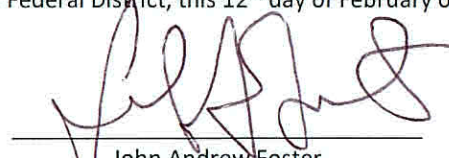
| Approval Date | Project | Amount USD | Surface | Mkt Report | Status |
|---------------------------------|--|----------------|--|------------|-------------------|
| January 14 th , 2014 | Report on the Suppliers Park for Audi | ---- | ---- | ---- | ---- |
| January 16 th , 2014 | Report on the Audi Bidding Process. | ---- | ---- | ---- | ---- |
| | Land Acquisition in Tlaxcala | \$1.2 million | 24 acres | Yes | Completed |
| | Update on Project "Jet" | --- | ---- | ---- | ---- |
| | Ruskin BTS in Juárez | --- | ---- | ---- | ---- |
| | Inventory in El Florido - Increase to approved investment | \$400,000 | ---- | ---- | ---- |
| March 31 st , 2014 | 3 Inventory Buildings in Vesta Park Tlaxcala I: H1, H2, and H3 | \$21.1 million | <ul style="list-style-type: none"> - H1 173,764 sf - H2 183,397 sf - H3 172,203 sf Total 529,364 SF | Yes | In Process |
| | 4 inventory Buildings in Vesta Park Toluca II: <ul style="list-style-type: none"> - Additional surface in S4 Building - Construction of Industrial Buildings, S1, S2, S5 and S6. | \$28.5 million | <ul style="list-style-type: none"> - Additional surface in S4 of 167,712 sf - S1 136,262 sf - S2 157,734 sf - S5 279,076 sf - S6 205,946 sf | Yes | In Process |
| | Update on Project "Jet": <ul style="list-style-type: none"> - Creation of reserve US\$38 million. - Acquisition of land - Development of Industrial Building. | \$33.2 million | 23 hectares land Building 650,000 sf | Yes | In Process |
| | Additional Investment in PIQ (BRP Suppliers) | \$565,000 | ---- | ---- | ---- |

| | | | | | |
|-------------------------------|---|---|---------------------------|-----|------------|
| April 16 th , 2014 | Report "El Florido", construction status and negotiation with authorities. | --- | --- | --- | --- |
| | S4 Building Vesta Park Toluca II | \$1.5 million | --- | Yes | Completed |
| | Report on Audi Project | --- | --- | --- | --- |
| | | | | | |
| June 26 th , 2014 | Cancel Reserve for Audi Project | --- | --- | --- | Completed |
| | Development of 2 inventory buildings in Queretaro | a. US\$4,443,000 b. US\$4,756,400 | 140,361 SF 151,125 SF, | Yes | Completed |
| | Land Reserve El Florido and development of Infrastructure. | US\$16,500,000.00 from which: a. US\$13,100,000.00 for land; b. US\$3,400,000.00 for infrastructure | 14.4 hectares | Yes | In process |
| | a. Update on the Chrysler lease in Toluca. b. Update on the DSP Project in Aguascalientes; and c. Update on Project JET and ratification of approvals in session March 31 st , 2014. | --- | --- | --- | --- |

| | | | | | |
|-----------------------------------|---|-------------------|---------------------|-----|---------------------------|
| | | | | | |
| September 4 th , 2014 | Toluca Vesta Park II Update and next steps | --- | --- | --- | --- |
| | Lease to Bomi of S3 Building; Ti's S3 building | USD\$550,000 | --- | --- | <i>Withdrew by Client</i> |
| | Lease to Grupo Antolin Building H1 ; Ti's to H1 building | US\$700,000.00 | --- | Yes | <i>Completed</i> |
| | Acquisition of additional Land in Tlaxcala and Infrastructure | US\$1,200,000.00 | --- | Yes | <i>Completed</i> |
| | Troubled Spaces Action Plan | --- | --- | --- | --- |
| | Tesla Project | --- | --- | --- | --- |
| | Tenant Improvements in Inventory I QAP | US\$2,450,000.00 | --- | --- | <i>Completed</i> |
| | | | | | |
| September 30 th , 2014 | Strategy for the acquisition of land reserve in Guanajuato | --- | --- | --- | --- |
| | Acquisition of Land Reserve "Puerto Interior" | US\$21,500,000.00 | <i>127 acres</i> | Yes | <i>Completed</i> |
| | | | | | |
| November 5 th , 2014 | Built to Suit building in Tlaxcala (Lear Corporation) | US\$5,400,000.00 | <i>125,183 sqft</i> | Yes | <i>In process</i> |
| | Update Brp Juarez | --- | --- | --- | --- |
| | Additional Investment Novem (Qro) | US\$515,000.00 | --- | --- | <i>Completed</i> |

| | | | | | |
|----------------------------------|---|-------------------|----------------------|------------|-------------------|
| | | | | | |
| November 14 th , 2014 | Acquisition of Land in Poligono Empresarial San Miguel de Allende | US\$11,000,000.00 | <i>87 acres</i> | <i>Yes</i> | <i>In process</i> |
| | Acquisition of BTS Stant | US\$4,800,000.00 | <i>121,696 sqft</i> | <i>Yes</i> | <i>Completed</i> |
| | Land Reserve in Aguascalientes | US\$6,800,000.00 | <i>66.7 hectares</i> | <i>Yes</i> | <i>In process</i> |

Mexico, Federal District, this 12th day of February of 2015



John Andrew Foster
President of the Investment Committee



CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.
ANNUAL REPORT OF THE ETHICS COMMITTEE
Fiscal Year 2014

The undersigned as President of the Ethics Committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), I hereby present to the Board of Directors the annual report of activities of the committee I chaired during the fiscal year 2014.

I. Activities

On November 19, 2014, the Ethics Committee gathered with the purpose of evaluating an internal restructuring of the committee and the ethics code with an external advisor of the company. Additionally it was resolved to eliminate the possibility of receiving anonymous complaints; so that any complaint must be signed by the person making it, describing the complaint and the responsible, and establish a confidential treatment to all complaints.

II. Responsibility Actions

During the fiscal year ended on December 31st, 2014 the Ethics Committee did not receive any communication regarding any breach to any of the contents of the Ethics Code of the Company, nor any claim against the behavior of any of the employees of the Company.

Mexico City on February 11, 2015

/s/

Ing. Jose Antonio Pujals Fuentes
President of the Ethics Committee



CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.
ANNUAL REPORT OF THE DEBT AND EQUITY COMMITTEE
Fiscal Year 2014

The undersigned as president of the Debt and Equity Committee of the Company Corporacion Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), I hereby present to the board of directors the annual report of activities of the committee I chaired during the fiscal year ended on December 31st, 2014.

I. Activities

During the fiscal year ended on December 31st, 2014, the debt and equity committee, gathered on: (i) October 20, 2014, December 2nd 2014, December 23rd, 2014.

In the above mentioned meetings the committee analyzed and recommended the board of directors to adopt with respect to the several scenarios for the Company to: issue and place in a public offering approximately 130,000,000 new common shares, ordinary, nominative, unique series and representative of the variable portion of the capital stock, (ii) to negotiate and get a secured loan guaranteed with certain assets of up to \$ 50,000.000.00 with a creditor other than GE Real Estate Mexico, S. de RL of C.V.; in order to restructure the total debt at a better interest rate.

Likewise, the committee analyzed the cost of anticipating the existing credit of GE Real Estate Mexico, S. de R.L. de C.V., concluding that conditions were not yet favorable to anticipate such credit.

And (iii) to take the necessary steps to prepare the Company for a possible issuance of debt in public markets, among which are working with rating companies to obtain the qualifications required for this purpose.

Additionally, the plan "Vesta Vision 20/20" was analyzed, with respect to the growth projected for the Company for the following 6 years.

II. Others

During the fiscal year ended on December 31st, 2014, the Debt and Equity Committee did not receive any notice and/or communication regarding its activities.

Mexico City on February 12, 2015

/s/

Javier Fernandez Guerra
President of the Debt and Equity Committee

| Project | Stakeholder | Description | Region |
|---|--|--|-----------|
| Mexican Stock Exchange Sustainability Index | Investors | Vesta is part of the 34 companies that integrate the Mexican Stock Exchange Sustainability Index with the following scores: 2013:28/60 y 7.12 2012:15/60 y 3.80/10 | Corporate |
| Bloomberg ESG | Investors | Vesta obtained for the first time its Bloomberg ESG (Environment, Social and Governance) disclosure scores. ESG Disclosure scores: 2013 – 32.64 2012 – 21.90 | Corporate |
| Responsible Investor | Investors | Vesta actively participated in 2 international conferences to potentially attract responsible investors. | Corporate |
| Green Real Estate Sustainability Benchmark | Investors | Vesta participated for the first time in an international sector sustainability index and scored: 2013: 32/100 | Corporate |
| Annual Integrated Report 2013 | Investors, employees, clients y media. | Vesta published its second integrated annual report following international sustainability guidelines (GRI) # of downloads: 3,699 # of countries reached: 21 | Corporate |

| Project | Stakeholder | Description | Region |
|--------------------------|----------------------|---|----------------|
| Sustainability microsite | Community, investors | The new corporate web page includes a complete sustainability section. | Corporate |
| Communication | Community, investors | Vesta publishes sustainability articles on magazines, news papers and specialized media. | Corporate |
| Corporate Governance | Investors | The Social and Environmental Committee has periodic sessions. | Corporate |
| Internship program | Employees, Board | Vesta celebrated its first internship program with 6 sons of board members and company directors. | Corporate |
| Training | Employees | Employees in Querétaro received training on the LEED office certification. | Bajío region |
| Investment committee | Employees | Participation of a member of the Social and Environmental Committee on the Investment Committee. | Corporate |
| LEED certifications | Environment | LEED certifications of the following buildings: BRP, MA-2 and Querétaro offices. | Bajío region |
| LED energy | Environment | Authorization to change all streetlight to LED at the VestaPark I. | Central region |

| Project | Stakeholders | Description | Region |
|---|------------------------|---|---------------|
| LED Energy | Environment | Authorization to change all streetlight to LED at the Vesta Park el Coesillo. | Center region |
| Energy for everyone at a community | Community, Environment | Installed solar panels in under privileged homes | Bajio region |
| “Adopta una Escuela” (Adopt a School) | Community | Vesta participates actively in the remodeling of a public school next to the VestaPark Toluca II. | Center region |
| Sustainability evaluation by tenant | Clients | Evaluation of our sustainability practices by a third independent party for our tenant Nestlé | Corporate |
| Global Compact | Community | Vesta supports the Global Compact and is signatory of its 10 principles. | Corporate |
| Social responsibility with tenant | Client, Community | Vesta together with one of its tenants supported 50 under privileged children | Corporate |
| Ethics | Employees, Community | Vesta’s employees complied with all of its code of ethics principles. | Corporate |
| “Distintivo ESR” Mexican sustainability award | Community | Vesta obtained for third year in a row the sustainability award “Distintivo ESR” | Corporate |

VII. Discussion, and in its case ratification or appointment of members of the board of directors of the Company, as well as appointment of the presidents of the audit and corporate practices committee for fiscal year 2015, resolutions on such regard.

Alternate Members to be Substituted

| Member to be Substituted | Reason | Proposed Substitute |
|--------------------------|----------|---------------------------------------|
| | | |
| Karl Heinz Klöcker | Personal | José Manuel Domínguez Díaz Ceballos** |
| Stephan Blum | Duties | Luis Javier Solloa Hernández ** |

*****Independent Member***

Members to be Ratified

| Proprietary | Character | Alternate | Character | Office |
|---|-------------|--|-------------|-----------|
| Lorenzo Manuel Berho Corona | Patrimonial | Lorenzo Dominique Berho Carranza | Patrimonial | President |
| Stephen B. Williams | Independent | Michael Peckham | Independent | Member |
| Javier Fernández Guerra | Independent | José Humberto López Niederer | Independent | Member |
| Enrique Carlos Lorente Ludlow | Independent | ---- | Independent | Member |
| Marlene Hormes (antes Marlene Carvajal) | Independent | ---- | Independent | Member |
| Wilfrido Castillo Sánchez Mejorada | Independent | José Antonio Pujals Fuentes | Independent | Member |
| John Andrew Foster | Patrimonial | Craig Gladstone Vought | Patrimonial | Member |
| Oscar Francisco Cazares Elias | Independent | Daniela Berho Carranza | Patrimonial | Member |
| Francisco Uranga Thomas | Independent | Jorge Alberto de Jesús Delgado Herrera | Independent | Member |
| Luis de la Calle Pardo | Independent | Javier Mancera Arrigunaga | Independent | Member |
| Alejandro Pucheu Romero | Non-Member | Ana Luisa Arroyo Castellanos | Non- Member | Secretary |

Proposed Integration

| Proprietary | Character | Alternate | Character | Cargo |
|---|-------------|--|-------------|-----------|
| Lorenzo Manuel Berho Corona | Patrimonial | Lorenzo Dominique Berho Carranza | Patrimonial | President |
| Stephen B. Williams | Independent | Michael Peckham | Independent | Member |
| Javier Fernández Guerra | Independent | José Humberto López Niederer | Independent | Member |
| Enrique Carlos Lorente Ludlow | Independent | Luis Javier Solloa Hernández | Independent | Member |
| Marlene Hormes (antes Marlene Carvajal) | Independent | José Manuel Domínguez Díaz Ceballos | Independent | Member |
| Wilfrido Castillo Sánchez Mejorada | Independent | José Antonio Pujals Fuentes | Independent | Member |
| John Andrew Foster | Patrimonial | Craig Gladstone Vought | Patrimonial | Member |
| Oscar Francisco Cazares Elias | Independent | Daniela Berho Carranza | Patrimonial | Member |
| Francisco Uranga Thomas | Independent | Jorge Alberto de Jesús Delgado Herrera | Independent | Member |
| Luis de la Calle Pardo | Independent | Javier Mancera Arrigunaga | Independent | Member |
| Alejandro Pucheu Romero | Non Member | Ana Luisa Arroyo Castellanos | Non Member | Secretary |

Committees Proposed Integration

| Audit Committee | |
|---|-----------|
| José Humberto López Niederer | President |
| Stephen B. Williams | Member |
| Marlene Hormes (antes Marlene Carvajal) | Member |

| Corporate Practices Committee | |
|-------------------------------|-----------|
| Javier Mancera Arrigunaga | President |
| Stephen B. Williams | Member |
| José Antonio Pujals Fuentes | Member |
| Oscar Francisco Cázares Elías | Member |

Compensación

| Órgano Social | Compensación por Sesión |
|---|-------------------------|
| Consejo de Administración | US\$3,800.00 |
| Presidente del Comité de Prácticas Societarias | US\$4,000.00 |
| Presidente del Comité de Auditoria | US\$4,000.00 |
| Miembros del Comité de Prácticas Societarias | US\$3,000.00 |
| Miembros del Comité de Auditoria | US\$3,000.00 |
| Presidentes y miembros de otros comités | US\$3,000.00 |
| <p><i>Sólo los miembros independientes tienen derecho a recibir compensación.</i></p> <p><i>Las compensaciones se adicionan con el impuesto sobre la renta que será retenido por la Sociedad.</i></p> <p><i>Las compensaciones pueden ser pagadas en pesos al tipo de cambio publicado por el banco de México en la fecha de pago</i></p> <p><i>Las compensaciones se pagarán sólo respecto de las sesiones efectivamente atendidas</i></p> <p><i>En caso de asistencia de propietario y suplente, sólo el propietario tiene derecho a ser compensado</i></p> | |

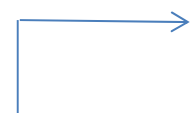
VIII. Report on the outcome of the public offering of shares of the Company completed on January 29th, 2015, as well as the cancellation of shares, single series, representing the variable portion of the capital stock of the Company which were not subscribed and paid at said public offering, in accordance with resolutions approved at the shareholders meeting of January 21st, 2015, resolutions on such regard.

| | Shares | P\$ | % of Over allotment option issued as shares |
|-------------------------|-------------|--------------------|---|
| Shares Before Follow on | 507,452,012 | | |
| Follow on Share Price | | \$ 27.0 | |
| Primary Offer | 108,064,445 | \$ 2,917,740,015.0 | |
| Green Shoe | 16,209,666 | \$ 437,660,982.0 | 100.0% |
| Total Follow on | 124,274,111 | \$ 3,355,400,997 | |

| Proceeds USD\$ |
|------------------|
| 14.5887 |
| \$ 200,000,002.0 |
| \$ 29,999,999.0 |
| \$ 230,000,001.0 |

| Shares | | | | |
|--|----------------------|---|--------------------|---------------|
| Before Follow On | | | After Follow On | |
| Shares | Offered as Secondary | | | |
| Total Shares Pre OPI | 507,452,012 | - | 507,452,012 | 80.3% |
| Secondary Offer | | | - | |
| Primary Offer Shares | | | 108,064,445 | 17.1% |
| Green Shoe over-allotment option | | | 16,209,666 | 2.6% |
| Final Post Follow on Shares | | | 631,726,123 | 100.0% |
| Total Shares Pre OPI | | | 507,452,012 | |
| Incremental Shares: Aproved Shares January 21 st 2015 | | | 129,950,000 | |
| Total Potential Shares as per Pre Follow on Shareholder Meeting | | | 637,402,012 | |
| Shares to be cancelled by Secretary | | | 5,675,889 | |
| | | | 631,726,123 | |

| Money (P\$) | | | |
|--|----------------------------|-------------------------|----------------------------|
| Before Follow on | | Follow on Capital Raise | |
| Capital | Additional paid in Capital | Capital | Additional paid in Capital |
| 5,074,520,120 | 1,377,884,457 | 1,242,741,110 | 2,112,659,887 |
| | | Total OPI P\$ | 3,355,400,997 |
| | | | - |
| Capital & Premio Post Follow On | | | |
| Cap. Social Total | | 6,317,261,230 | - |
| Additional Paid in Capital | | 3,490,544,344 | - |
| Total | | 9,807,805,574 | - |
| Valor Teorico | | 10.0000 | |



IX. Discussion, and in its case, approval of a program to repurchase shares of the Company as complement of the incentive plan approved for the executives of the Company, resolutions in such regard.

In order to be in possibility to instrument the long term incentive plans that for the benefit of the executives of the Company have been examined and approved by the corporate practices committee, the board of directors and this shareholders' meeting, and with the only purpose of complement any deficiency of shares that might happen, it is hereby proposed to the shareholders' meeting to approve a share repurchase program, by which the Company will destine an amount for the equivalent in Pesos, National Currency of US\$3,000,000 from the retained profits of the Company, to acquire single series, nominative, and representative of the variable portion of the capital stock of the Company up to its limit, against to the accounting capital of the Company.

It is also hereby requested to authorize the board of directors of the Company to appoint the persons that must carry out the share repurchase transactions to be destined to the long term incentive plan mentioned above, and to carry out the necessary actions related to this effect.

X. Appointment of special delegates of the shareholders meeting.

It is hereby proposed to appoint:

- 1) Lorenzo Manuel Berho Corona – President of the Board of Directors
- 2) Alejandro Pucheu Romero - Secretary of the Board of Directors
- 3) Ana Luisa Arroyo Castellanos – Alternate Secretary of the Board of Directors

Appendix

Luis Javier Solloa Hernández, C.P.A.

Principal Partner Solloa – Nexia, S.C.



Luis Javier Solloa Hernández



- Date of birth: September 3, 1966. Married. 2 daughters, 1 son.
- Home address: Club de Golf Bosques, Torre F-3, Depto. 602
- Office Phone: +52 (55) 2629 7230
- Mobile: +52 (1) 555409 3168
- Email: javier.solloa@solloacp.com.mx

Qualifications

- Certified Public Accountant .
- Bachelor of Accounting.
- Master of Senior Management.

Personal data:

- 1994 - Present Principal Partner at Solloa - Nexia, S.C.
- 1984 - 1989 CPA from UNAM.
- 1992 – 1993 Master of Financial Engineering from CCPM
- 1996 - 1998 Master of Senior Management from UIA

Project experience

- Responsible for national and international due diligence projects (manufacturing, professional services, etc.)
- Management of end-of-year audits
- Due diligence reporting.
- Audit based on International Financial Reporting Standards (IFRS) and Mexican Financial Information Standards.
- Tax compliance audits.
- Examination of Internal Control Matters.
- Government auditing.
- Litigation support.

Expertise and skills

- Board and audit committees member for private and public companies
- International accounting, including but not limited to US GAAP.

Language skills

- English as a Second Language.

Luis Javier Solloa Hernández, C.P.A.
Principal Partner Solloa – Nexia, S.C.



Board and audit committee member:

- **Pinfra, S.A. B. de C.V.**



- **Infonavit**



- **Papelerías Lumen**



- **Several private Companies**

SUMMARY

29 years of banking experience in international banks, having developed a strong commercial judgment, managerial skills, strategic thinking, and an in-depth knowledge of the Mexican and most Latin American markets. Prime interest today is Board memberships in either Corporates, Financial Institutions and Non-Profit organisations.

CAREER TO DATE

The HSBC Group

AUG92 – MAR14

- **CEO LAM International** (APR12- MAR14) Member of LATAM Management Committees (Manco, Risk, ALCO)

Reporting to CEO LAM, responsible for the banks in El Salvador, Honduras, Costa Rica, Colombia, Peru, Paraguay, Uruguay and Chile with an underlying PBT of USD126m in 2012 (USD37m in 2011); 6,500 FTE, USD6.5bn in assets, 210 branches, 500 ATM, 1.5m clients. Also responsible for the full divestiture and integration processes of these banks.

- **Regional Head of Commercial Banking, Latin America** (OCT06 – MAR12)

Reporting to CEO LAM & Global Head CMB, responsible for implementing strategy, and results of Commercial Banking operations in Latin America, involving 15 countries, 4,000 employees, c1m customers, USD30bn in assets and deposits, generating USD500m-USD900m in PBT (c40% of LAM PBT). Also regionally responsible for Payments & Cash Management, Trade and Receivable Finance. Member of LAM & Global EXCO. Top 150 HSBC Senior Executives (out of 300,000) and member of the Group Talent Pool.

- **Head of Commercial Banking, HSBC Mexico, S.A.** (MAR06-DEC07) Member of the Bank's Executive Committees.

Responsible for a team of 800 people covering 100,000 clients in 46 cities; from SMEs to large corporates; heading CRE, Public Sector and Agribusiness; PCM, Trade & RF.

- **Head of Corporate & Institutional Bank, HSBC Mexico, S.A.** (NOV02-FEB06)

Responsible for creating a Corporate Banking area at the acquired Mexican Bank "Bital" (Corporate Banking, Financial Institutions Group and Federal Government). Structured a team of 50 professionals in Mexico City and Monterrey, covering 250 clients, and growing assets during my tenure of USD5billion.

- **Head of Capital Markets Origination for Mexico, Head Office UK** (SEP97-AUG99)
HSBC Markets London, England

Responsible for fixed income business with targeted clients in Mexico, coordinating product specialists, the syndicate desk, sales, trading and research areas in London and NY.

- **Head of Business Origination, Mexico Rep. Office** (AUG92-JUL97 / SEP99-OCT02)

Responsible for developing the Corporate Bank, offering trade and term loan facilities, syndicated loans, debt capital market, asset securitisations, project finance and derivatives.

Bank of America NT&SA (Mexico Rep. Office)

OCT87 - AUG92

Vice President (May 1990)

- ❑ **Head of Corporate Finance** (JAN91-AUG92)

Responsible for the origination, structuring and negotiation of Investment Banking related transactions, including debt issues, derivatives, project finance, M&A and financial advisory.

- ❑ **Head of Tourism Project Unit** (JUN89-DEC90)
- ❑ **Head of Public Sector** (JUN88-JUN89)
- ❑ **Account Officer for Multinational Corporations** (OCT87-JUN88)

Citibank N.A. (Mexico Branch)

JUL85 - OCT87

- ❑ **Business Development Cash Management Officer**

Developing and selling electronic banking products and services, as a means to strengthen customer relationships. In-depth Cash-flow analysis to optimise companies' use of funds.

ACADEMIC BACKGROUND

- ❑ **Master Degree in Business Administration (MBA)**

AUG83 – JUN85

University of Wisconsin, Madison (USA)

Majors in Finance, Investment and Banking, & International Business

- ❑ **Bachelor in Business Administration**

AUG78 – DEC82

Universidad Panamericana, Mexico City

Major in Finance; Graduated with honours

OTHER

- ❑ **Board Member** of HSBC Bank in El Salvador, Honduras and Costa Rica 2010-2014
- ❑ **Board Member** of HSBC Bank in Colombia, Peru, Paraguay, Uruguay & Chile since '12
- ❑ **Board Member in Non-Profit organisations** in Mexico
Fundación CCB (since 1991). President since 2011
Centro para el Desarrollo Integral del Campo (since 1996). Treasurer since 2004.

OTHER COURSES

- ❑ **Driving a Sales & Relationship Management Organisation** (Duke/HSBC, 2007)
- ❑ **Business Strategy Programme** (Duke/HSBC, 2005), **China Int'l Business School**
- ❑ **Leading in a Global Environment** (HSBC, 2004)
- ❑ **Advanced Bank Lending and Cash-Flow Analysis**, Bank of America May '91
- ❑ **The World Banker Development Program**, BofA San Francisco, 6 months 1988
- ❑ **The Account Officer Program**, Citibank Feb '87

PERSONAL

Nationality: Mexican
Languages: Native Spanish. Fully proficient in English
Birth Date: 7th September, 1959
Marital Status: Married with 4 children (1 son & 3 daughters)
Sports & interests: Golf, Tennis & jogging; family, food & travel.