

August 30, 2022



Preferential Rights to subscribe Additional CBFIs

Mexico City (August 30, 2022) FIBRA Prologis (BMV: FIBRAPL 14), announces that, pursuant to the Eighth Resolution of the Ordinary Holders Meeting held on April 26, 2021 (the "Holdings Meeting"), by virtue of which it was resolved to (i) use the CBFIs registered in the Mexican National Securities Registry, approved by the Holders' Meeting on February 20, 2020, to carry out additional issuances of CBFIs through public or private offerings, within or outside of Mexico, pursuant to or outside the Program, pursuant to Clause 3.2 of the Trust Agreement and authorized the Manager to decide the use of the proceeds of such additional issuances, and (ii) authorize the Manager to determine the terms and conditions of such additional issuances, including without limitation, determining whether the CBFIs Holders will have a preferential right and, if applicable, the mechanism for the allocation of the additional issuances among the existing Holders of the CBFIs, the Manager, in compliance with the resolutions of the Holders Meeting, has determined to instruct the Trustee to carry out an additional issuance of up to 255,000,000 additional CBFIs (the "Additional Issuance") at a subscription price of Ps.\$52 per additional CBFIs (the "Subscription Price"), which may be subscribed by those Holders who are qualified and authorized to do so in accordance with the applicable securities legislation and regulation in each jurisdiction, in accordance with the provisions of the section titled "Important Notice" of this Relevant Event and who are Holders of CBFIs at the close of market operations on September 14, 2022 (the "Record Date"), and grant to such Holders a preferential right to subscribe the CBFIs of the Additional Issuance (the "Additional CBFIs") in accordance with the following:

A. Preferential Right. Holders that are qualified and authorized to subscribe the Additional CBFIs as of the Record Date shall subscribe and pay the Additional CBFIs on a pro-rata basis with respect to the number of CBFIs held by each Holder at the close of market operations as of the Record Date (the "Preferential Right"). Such Preferential Right may be exercised by the Holders during a period that will start on September 15, 2022 and conclude at 11:59 p.m. (Mexico City, Mexico time) on September 29, 2022, as may be extended by the Manager (the "Subscription Period"). The Manager may terminate the subscription and the Preferential Right at its sole discretion at any time by the publication of a relevant event. The Preferential Rights will be non-transferable and non-tradeable.

Such Preferential Right may be exercised as follows:

A. Subscription Process. During the Preferential Period, the Manager will make available to all qualified Holders on the Record Date a subscription agreement (the "Subscription Agreement") to be completed, signed and delivered to the Manager by the Holders that desire to acquire CBFIs pursuant to the Preferential Right accompanied by a deposit certificate issued by Indeval evidencing the ownership of CBFIs as of the Record Date, directly or through their respective custodians, with a binding, unconditional and irrevocable offer to purchase (i) all or part of the Additional CBFIs that correspond pro rata to such

Holder's CBFIs held as of the Record Date (the "Pro Rata CBFIs"), and (ii) in the event that any Holders of CBFIs do not subscribe all of their corresponding Pro Rata CBFIs, up to an additional specified number of Additional CBFIs (the "Excess CBFIs").

B. Allocation Process. The Manager will carry out the allocation of the Additional CBFIs that will be issued in connection with the Preferential Right in accordance with the following procedures:

(1) *Receipt of Purchase Offers.* During the Preferential Period, the binding, unconditional and irrevocable purchase offers submitted by each Holder will be received by the Manager. The Manager will determine, in its sole discretion, all questions as to the proper form of documents and the validity and eligibility and acceptance of any subscriptions, and the Manager reserves the right to reject any subscriptions determined by it not to be in proper form, or the acceptance of which may, in its opinion, be unlawful.

(2) *Allocation.* On the business day following the end of the Subscription Period (such date, the "Allocation Date"), the Additional CBFIs will be allocated by the Manager among the Holders in accordance with the following procedures, provided that, if a Holder fails to validly submit its respective Subscription Agreement during the Subscription Period, it will be deemed that such Holder waived its Preferential Right:

(i) *First*, the Additional CBFIs will be allocated among the Holders who have validly submitted their Subscription Agreements based on the number of Pro Rata CBFIs specified in their Subscription Agreements (and excluding any offer to subscribe for Excess CBFIs), up to the maximum number of Additional CBFIs that they have a right to subscribe based on their pro-rata ownership of CBFIs as of the Record Date; and

(ii) *Second*, if after the allocation referred to in subparagraph (i) above, any Additional CBFIs have not been allocated, the remaining Additional CBFIs will be allocated to those Holders that have included in their Subscription Agreements an offer to acquire Excess CBFIs, based on the number of Excess CBFIs that they offered to subscribe; provided that, in the event the aggregate number of Excess CBFIs specified in the Subscription Agreements exceeds the number of Additional CBFIs available, the remaining Additional CBFIs will be allocated among such Holders pro-rata based on the number of Excess CBFIs specified by each Holder in its respective Subscription Agreement using the following formula:

$$\text{Excess CBFIs to be allocated to each Holder} = \frac{\text{remaining Additional CBFIs after the allocation of the Pro Rata CBFIs} \times \text{Excess CBFIs specified in the Subscription Agreement of the corresponding Holder}}{\text{Total aggregate number of Excess CBFIs included by the Holders in all Subscription Agreements}}$$

and provided, further, that the Manager shall verify that no Holder (except for Prologis or any of its affiliates, as applicable) acquires ownership, directly or indirectly, of 9.9% or more of FIBRA Prologis' outstanding CBFIs, without the previous and written authorization of the Technical Committee. The foregoing, provided, that in the event that at the time the Manager calculates the allocation in accordance with the provisions above, the number of

CBFIs to be subscribed is not a whole number, such amount will be rounded up by the Manager to the nearest lower whole number.

(3) **Subscription by Prologis.** Prologis, the Manager and any other Holders that are affiliates of Prologis intend to subscribe an aggregate number of CBFIs equal to 47.2% of the aggregate number of CBFIs acquired by all other Holders of CBFIs in the subscription who are not Prologis or affiliates of Prologis, so as to maintain their current 47.2% ownership of CBFIs.

(4) **Remaining CBFIs.** Once the allocations referred to in the previous paragraphs have been completed, the Manager will notify the Trustee and the Common Representative of the number of Additional CBFIs subscribed by the Holders, as well as the allocations made in accordance with the procedure described above. If less than all of the Additional CBFIs have been allocated, the remaining Additional CBFIs will be cancelled.

(5) **Announcement of Allocation.** On the next business day after the Allocation Date, the Manager will announce the end of the Preferential Period and the results of the allocation by issuing a press release and notify the Holders in accordance with the instructions included in the Subscription Agreements of their respective allocations and of the payment and settlement date and will instruct the Trustee to publish a material event (evento relevante).

(6) **Payment and Settlement Date.** The payment and settlement date will be at least six business days after the notification of such date pursuant to the previous paragraph. Payment of the Subscription Price for the subscribed CBFIs must be made in Pesos through Indeval. Settlement of the subscribed CBFIs will be made through the book-entry system of Indeval once payment of the Subscription Price is received. Any dividend or distribution by FIBRA Prologis with respect to its CBFIs will only accrue with respect to the Additional CBFIs if declared after the settlement date, and Holders will have no right to receive dividends or distributions declared on or prior to the settlement date with respect to Additional CBFIs.

C. **Allocation of Resources.** Assuming that all existing CBFI Holders fully exercise their Preferential Rights to subscribe for up to 255,000,000 CBFIs at a subscription price of Ps.\$52 (US\$2.57, at an exchange rate of Ps.\$20.25 per US\$1.00) per CBFI, Fibra Prologis intends to use the proceeds from the issuance of the Additional CBFIs to acquire additional properties during 2022 and the first quarter of 2023 for an approximate amount of USD\$400 million, and to repay debt for an approximate amount of USD\$230 million. In addition, FIBRA Prologis intends to use the proceeds of this placement for general corporate purposes.

D. **Estimated Timing.** The following table describes the timetable that the Manager expects to follow for the exercise of the Preferential Rights by the existing Holders, coordinate the subscription process and allocate the Additional CBFIs among the Holders that exercised their Preferential Rights, and settle any Additional CBFIs.

Date	Key Event
September 14, 2022	Record Date for subscription of Additional CBFIs
From September 15 to September 29, 2022	Subscription Period of Additional CBFIs

September 30, 2022	Additional CBFIs Allocation
October 3, 2022	Announcement of Allocation
October 11, 2022	Settlement Date

The Manager will make available to the Holders all necessary information through the Common Representative.

E. Advisors: Citigroup and BTG Pactual are acting as advisors to Fibra Prologis.

Important Notice

The Preferential Right for the subscription of Additional CBFIs described in this Relevant Event will only be available to Holders who are holders of CBFIs on the Record Date in those jurisdictions where such preferential right of CBFIs (or FIBRA Prologis, the Trustee or the Manager) is not required to be registered under applicable law. Therefore, it is possible that some Holders may not be able to participate in the subscription of CBFIs described in this relevant event. Each CBF Holder existing as of the Record Date should inform itself and inquire about the applicable legal requirements in the country of which it is a citizen, resident or has its domicile or place of business/operations, in connection with the subscription of the CBFIs. It is the responsibility of each CBFIs Holder to observe compliance with the laws of such country in connection with the subscription, including obtaining any required governmental or other consents and complying with any other applicable formalities. The Subscription Agreement will contain information about the legal requirements in certain countries to participate in the subscription. This communication does not constitute an offer to sell, or the solicitation of an offer to buy, any securities, and does not constitute an offer of, or an invitation to purchase, any of the CBFIs in any jurisdiction in which, or to any person to whom, such offer or sale would be unlawful. Securities may not be sold in the United States unless they are registered or are exempt from registration. FIBRA Prologis does not intend to register any portion of this subscription of Additional CBFIs in the United States or to conduct a public offering in the United States. Any public offering of securities to be made in the United States will be made by means of a prospectus that will contain detailed information about FIBRA Prologis and its management, as well as financial statements. Copies of this communication are not being, and should not be, distributed in or sent into the United States.

Forward-Looking Statements

This Relevant Event may contain forward-looking statements. Examples of such statements include but are not limited to: (i) statements regarding our financial condition and results of operations; (ii) statements regarding our plans, objectives or goals, including with respect to our operations; and (iii) explanations of the assumptions on which such statements are based. Forward-looking statements contain words such as "intends," "anticipates," "believes," "may," "could," "estimates," "expects," "forecasts," "guidance," "intends," "plans," "possible," "predicts," "seeks" and similar expressions, although such words are not the only expressions that identify such statements. By their very nature, forward-looking statements involve risks and uncertainties of both a general and specific nature and predictions, forecasts, projections and other forward-looking statements may not be realized. There can

be no assurance that we will achieve the plans, intentions or expectations expressed or implied by the forward-looking statements contained in this Relevant Event.