

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



## General Ordinary Shareholders Meeting

Mexico City, March 13, 2020



## AGENDA

- I. Presentation, discussion, modification or in its case, approval of the annual report by the chief executive officer prepared pursuant to Article 172 of the General Corporation Law and 44, section XI of the Securities Market Law, for the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.
- II. Presentation, discussion, modification or in its case, approval of the annual report of the board of directors referred to in paragraph e) of section IV of article 28 of the Securities Market Law and section b) of the article 172 of the General Corporations Law for the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.
- III. Presentation, discussion, modification or in its case, approval of the annual reports by the audit committee, corporate practices committee, investment committee, ethics committee, debt and equity committee, and social and environmental responsibility committee, for the fiscal year between January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.
- IV. Report on the compliance with the tax obligations by the Company and its subsidiaries within the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.



## AGENDA

- V. Presentation, discussion, modification, or in its case, approval of the audited and consolidated financial statements of the Company and its subsidiaries prepared for the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019, including the report by the external auditor of the Company.
- VI. Presentation, discussion and in its case, approval of the declaration of a cash dividend, considering the current dividend policy and the recommendation of the board of directors.
- VII. Proposal, discussion, and in its case, approval of the long-term incentive plan for the executives of the Company applicable during the period from 2021 to 2025.
- VIII. Presentation, discussion and, in its case, approval of the report regarding the shares repurchase program for the fiscal year 2019.
- IX. Proposal, discussion and, in its case, authorization to extend the shares repurchase program of the Company for the fiscal year 2020 and the revolving amount that may be used for such purposes.



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## AGENDA

- X. Proposal, discussion, and in its case, approval to delegate in the board of directors the authority to determine the annual budget of the Company for social and environmental responsibility actions.
- XI. Appointment, or in its case, ratification of the members comprising the board of directors of the Company, the presidents of the audit and corporate practices committees, and applicable compensations for fiscal year 2020.
- XII. Proposal, discussion, and in its case, approval to cancel 10,840,000 of unsubscribed shares representative of the capital stock of the Company.
- XIII. Appointment of special delegates of the shareholders meeting.





- I. Presentation, discussion, modification or in its case, approval of the annual report by the chief executive officer prepared pursuant to Article 172 of the General Corporation Law and 44, section XI of the Securities Market Law, for the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.

- 1) *For the report on the shares repurchase program. See Item VII.*
- 2) *For the audited and consolidated financial statements. See Appendix 1.*





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

### Fiscal Year 2019

In a highly complex geopolitical and economic scenario in Mexico, and throughout the world, in 2019 the Company was able to achieve strong financial results and set solid foundations for our new, long-term Level 3 Strategy. The plan underscores not just a strong conviction in our ability to build long-term shareholder value, but mainly enhancing and accelerating our strategic initiatives to better encompass all of Vesta's stakeholders.

Regarding the execution of our strategic plan, we were able to accomplish the following in 2019:

- Successfully completed a portfolio sale of 8 buildings comprising 1.6 million square feet, for US\$109.3 million, which we continue managing on behalf of the acquiring institutional investor.
- Entered into new markets such as Guadalajara and Monterrey through the acquisition of strategically located land with strong attributes that support last-mile e-commerce operations.
- Refinance Vesta's debt, resulting in no material debt maturities within the next five years and extending weighted average maturity to 7.2 years.
- Repurchased of 14.8 million shares under Vesta's share repurchase program
- Launched 4 new industrial parks: Vesta Park Alamar, Vesta Park Juárez Sur, Vesta Park San Luis Potosí and Vesta Park Aguascalientes.
- Broaden our commitment to Vesta's ESG platform.
- Organize and celebrate our first *Vesta Challenge*, in which 491 cyclists participated and collected more than US\$ 100,000 in sponsorships that have benefited 5,000 people in communities where Vesta operates.
- Joined the Dow Jones Sustainability Mila Pacific Alliance Index and receive a *Great Place to Work* (GPTW®) award
- Hosted our second annual Vesta Day, where we proudly announced the conclusion and successful implementation of our Vesta Vision 20/20 growth plan, which enabled us to increase our stabilized GLA at a 15% CAGR, FFO per share at a 24% CAGR and NAV per share at a 7% CAGR.
- Were again recognized within the *Institutional Investor 2019* awards: Vesta's CFO, Juan Sottit, and our IR Team, IR program and ESG program were ranked at first place within the Latin America mid-cap Real Estate category.
- Completed a successful company-wide *Ethics Code Workshop* as well as refreshed Vesta's corporate image and brand positioning; and
- Elevated the team-work standards by fine-tuning processes, and through a concerted effort to successfully complete the first stages of the Oracle system implementation, for which design we were awarded the *Construction and Engineering Oracle Excellence Award*.

For the coming year, we are reinforcing our ESG efforts to contribute towards bettering the community. We have aligned our ESG initiatives with Vesta's Level 3 Strategic Plan, reinforcing alliances with social programs that benefit a vast range of stakeholders by building on the success of the *Vesta Challenge* in raising charitable funds, in order to strengthen our social impact. To



accomplish this, we also involved clients and suppliers within these high impact initiatives, through Vesta's *Commitment Program with Stakeholders*.

Remaining cyber-safe, leading change in Vesta's sector through disruptive innovation and elevating our strategic standards are just some of the challenges we face for 2020 and the years to come. In the economic context, experts agree that the China and USMCA trade agreements will bring more certainty to international trade, although not necessarily more growth, while Mexico will more likely continue struggling with political decisions that cannot be expected to produce long-term economic benefits for the country.

Today Vesta is a company that is setting the highest standards in owning, managing, acquiring, selling, developing and redeveloping industrial properties in Mexico. Our challenge is to continue delivering solid and sustainable financial performance by building upon our deep market knowledge to foresee trends and effectively seize opportunities, such as rapid e-commerce growth and by remaining among the best managers of industrial property in our country. The continued trust and support of our stakeholders and the devoted and focused work of the team reinforces my belief that together we can even go beyond our own expectations.

Having said that, and based on article 44 of the Securities Market Law, the undersigned as Chief Executive Officer of the Company, hereby submit the annual report in connection with the fiscal year ended on December 31<sup>st</sup>, 2019.

I. Business Strategy

The business of the Company and its subsidiaries during the fiscal year 2019, was conducted in accordance with the organizational objectives' matrix established by the management to that end and according to the program Vesta Vision 20/20, obtaining the above-mentioned results.

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

In this regard, I am pleased to inform that all agreements and resolutions adopted by the shareholders and the board of directors during the fiscal year 2019 were duly completed and executed, except for those which due to their own nature require more time for completion or require of a series of actions; however, for the latter, the Company and its subsidiaries have taken appropriate actions to ensure their fulfillment.

III. Internal Control and Audit

During this fiscal year, the internal audit department of the Company worked according to the internal audit statute approved by the Board of Directors and reviewed projects and specific areas of the Company. The findings were periodically submitted to the audit committee and the management is adopting the necessary measures to attend the findings and ensure that the internal processes of the Company are duly complied with.

Additionally, during the fiscal year 2019, the Company monitored the Company's certification ISO 9001: 2015 and worked to update these processes in order to get the recertification during fiscal year 2020.





#### 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.

#### V. Operations Related to the Repurchase of Shares

The shareholders' meeting held on March 13<sup>th</sup>, 2019, approved to maintain the shares repurchase program of the Company then in effect, with the unused balance of the program, for the amount of US\$48,461,876.00.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the Company did acquire 14'813,505 shares.

Likewise, it is hereby informed that according to the resolutions adopted by the board of directors of the Company on July 26<sup>th</sup>, 2019, the Company is in the process of cancelling a total of 25'000,000 single series, nominative shares, without nominal value and representative of the variable portion of the capital stock of the Company.

As Annex "1" hereto, is a report of the transactions made under said share repurchase program.

#### VI. Corrective and Responsibility Actions

During the fiscal year ended on December 31<sup>st</sup>, 2019 and as of this date, the Company has applied corrective measures to its internal processes, derived from the findings of the revisions made by our internal audit department.

Notwithstanding the foregoing, none of the findings by the internal audit department had required the initiation of responsibility actions against the persons involved in the administration of the Company, since none of said findings constitutes a loss for the Company.

#### VII. Capital Contributions

All capital contributions by the shareholders of the Company have been duly paid, and as of this date and there are no pending contributions.

#### VIII. Payment of Dividends

Dividends declared by the Company from previous fiscal years had been fully paid. Dividends declared by the shareholders' meeting of March 13<sup>th</sup>, 2019 were paid in four installments, three in 2019 and the last on January 2020, in strict compliance of that resolved by the shareholders of the Company at the recommendation of the board of directors.



IX. Accounting and Information System

The accounting and reporting systems of the Company and its subsidiaries are kept in a complete and correct manner and in compliance with the International Financial Information Rules issued by the International Accounting Rules Bureau and legal rules applicable to the Company and other rules and legal provisions applicable to the Company.

X. Financial Information

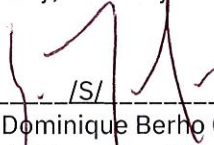
In compliance with the provisions of Article 44, section XI of the Securities Market Law and Article 172 of the General Corporations Law, it is hereby reported that the business strategy of the Company and its subsidiaries, has been at all times, within the strategic goals and objectives established by the administration at the beginning of each calendar year and according to the Plan Vesta Vision 20/20.

Attached hereto as Annex "2" are: (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 for the fiscal year ended December 31<sup>st</sup>, 2019, (ii) the consolidated income statement of the Company and its subsidiaries for the fiscal year ended December 31<sup>st</sup>, 2019, (iii) a statement of changes in the financial position of the Company and its subsidiaries during the fiscal year ended December 31<sup>st</sup>, 2019, (iv) a statement of changes in the items comprising the Company's patrimony expressed on a consolidated basis during the fiscal year ended December 31<sup>st</sup>, 2019, (v) the notes necessary to complete and clarify the 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 prepared for the fiscal year ended December 31<sup>st</sup>, 2019, which contains a clean opinion without conditions or exceptions with respect to the above-mentioned financial statements by the external auditor of the Company.

XI. Responsibility Actions Against Third Parties

During the fiscal year ended on December 31<sup>st</sup>, 2019 none of the Company or its subsidiaries was in the need to initiate any legal proceedings against third parties due to damages caused to the Company and/or any of its subsidiaries, except for those litigation and collection procedures incurred in the ordinary course of business of the Company and its subsidiaries.

Mexico City, February 12<sup>th</sup>, 2020

  
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/S/  
Lorenzo Dominique Berho Carranza  
Chief Executive Officer  
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

II. Presentation, discussion, modification or in its case, approval of the annual report of the board of directors referred to in paragraph e) of section IV of article 28 of the Securities Market Law and section b) of the article 172 of the General Corporations Law for the fiscal year from January 1st to December 31st, 2019.

- 1) *For the audited and consolidated financial statements, See Appendix 1.*
- 2) *For activity reports of the committees of the Company. See Appendix 2 to 7.*
- 3) *For the report of the CEO. See Item I above.*







*Translation for Informational Purposes Only*

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

**Fiscal year 2019**

Dear shareholders of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned, acting as executive chairman of the Board of Directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the “Company”), and in compliance with the provisions of article 28 section IV of the Securities Market Law and article 172 section b) of the General Corporations Law, hereby submit to your consideration the annual report of the board of directors corresponding to the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year ended 2019, the board of directors was integrated as follows:

<b>Propietario</b>	<b>Carácter</b>	<b>Suplente</b>	<b>Carácter</b>	<b>Cargo</b>
Lorenzo Manuel Berho Corona	Patrimonial	Lorenzo Dominique Berho Carranza	Patrimonial	President
Stephen B. Williams	Independent	Douglas M. Arthur	Independent	Member
José Manuel Domínguez Díaz Ceballos	Independent	José Humberto López Niederer	Independent	Member
Craig Wieland	Independent	Enrique Carlos Lorente Ludlow	Independent	Member
Thomas J. McDonald	Patrimonial	Daniela Berho Carranza	Patrimonial	Member
Wilfrido Castillo Sánchez Mejorada	Independent	Luis Javier Solloa Hernández	Independent	Member
John Andrew Foster	Independent	José Antonio Pujals Fuentes	Independent	Member
Oscar Francisco Cázares Elías	Independent	Rocío Ruiz Chávez	Independent	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	No Member	Claudia Alejandra Márquez Rueda	No Member	Secretary

The performance of the Board of Directors during the fiscal year 2019 was according the provisions in the Securities Market Law, General Corporations Law, General Provisions Applicable



to Issuers of Securities and Other Participants in the Stock Market, the code of principles and best practices of corporate governance and other laws, regulations and rules applicable to the Company.

During fiscal year ended on December 31<sup>st</sup>, 2019, the board of directors met 4 (four) times, and therefore, submits this:

## **ANNUAL REPORT**

### **I. Report of the Corporate Practices Committee**

Attached hereto as Annex "1", is the report of the corporate practices committee of the Company, issued pursuant to the provisions of article 43 section I of the Securities Market Law, with respect to the fiscal year ended on December 31<sup>st</sup>, 2019.

In this regard, the board of directors of the Company confirms that it has reviewed said report and agrees with its terms; therefore, recommends its approval by the shareholders.

### **II. Report of the Audit Committee**

Attached hereto as Annex "2" is the report of the audit committee of the Company, issued pursuant to the provisions of article 43 section II of the Securities Market Law, with respect to the fiscal year ended on December 31<sup>st</sup>, 2019.

In this regard, the board of directors of the Company confirms that it has reviewed said report and agrees with its terms; therefore, recommends its approval by the shareholders.

### **III. Opinion on the Report by the Chief Executive Officer**

Attached hereto as Annex "3" is the report of the Chief Executive Officer of the Company, issued pursuant to the provisions of article 44 section XI of the Securities Market Law, and which includes a copy of the report of the external auditor of the Company regarding to the audited and consolidated financial statements of the Company and its subsidiaries prepared for the fiscal year ended on December 31<sup>st</sup>, 2019.

In connection with the report of the chief executive officer, after completing its review, this board of director is of the opinion that: (i) it complies with the provisions of the Securities Market Law, (ii) confirms the application of the internal controls related to information and records of the transactions of the Company and its subsidiaries, (iii) clearly expresses matters related to the business of the Company; and (iv) includes the financial information that the Company and its subsidiaries shall submit for the approval of the shareholders.

Likewise, according to the report of the external auditor of the Company and the report of the chief executive officer, it is hereby concluded that: (1) the policies and criteria of information of the Company are adequate and sufficient, considering the particular circumstances of the Company, (2) said policies and criteria have been consistently applied in the information submitted





by the chief executive officer, and (3) the report presented by the chief executive officer reflects reasonably the financial situation and results of the Company and its subsidiaries for the fiscal year ended on December 31<sup>st</sup>, 2019.

Therefore, this board of directors issues a favorable opinion and recommends the shareholders to approve the report of the chief executive officer in the terms of the document attached herein.

#### IV. Report of the Investment Committee

Attached hereto as Annex "4" is the annual activity report of the investment committee of the Company for the fiscal year ended on December 31<sup>st</sup>, 2019.

In this regard, the board of directors of the Company has reviewed and approved said report, since its approval falls within the authority of the board of directors.

#### V. Report of the Ethics Committee

Attached hereto as Annex "5" is the annual activity report of the ethics committee of the Company for the fiscal year ended on December 31<sup>st</sup>, 2019.

In this regard, the board of directors of the Company has reviewed and approved said report, since its approval falls within the authority of the board of directors.

#### VI. Report of the Environmental and Social Responsibility Committee

Attached hereto as Annex "6" is the annual activity report of the environmental and social responsibility committee of the Company for the fiscal year ended on December 31<sup>st</sup>, 2019.

In this regard, the board of directors of the Company has reviewed and approved said report, since its approval falls within the authority of the board of directors.

#### VII. Report of the Debt and Equity Committee

Attached hereto as Annex "7" is the annual activity report of the debt and equity committee of the Company for the fiscal year ended on December 31<sup>st</sup>, 2019.

In this regard, the board of directors of the Company has reviewed and approved said report, since its approval falls within the authority of the board of directors.



VIII. Principal Accounting and Administration Policies and Criteria

For purposes of the provisions of section b) of Article 172 of the General Law of Commercial Companies, this board of directors confirms that the main accounting and administration policies and criteria are:

a) The audited and consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Rules Bureau ("IFRS"), as well as other legal rules and provisions applicable to the Company.

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) When carrying out acquisitions, the assets and liabilities 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. Notwithstanding the foregoing, the accounting records are kept in Pesos, national currency. The differences on monetary assets are recognized as profit or loss in the period in which they occur.

g) Labor responsibilities are registered as they occur.

h) The financial assets and liabilities are recognized at fair market value and when the Company or the subsidiaries 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, and thereafter 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, since the Company and its subsidiaries have all the benefits and risks of ownership of their property.

k) Rental income is recognized along the term of the respective lease.



l) Rental income tax is recognized within the annual results of the year when incurred;  
and

m) The deferred tax income is recognized only when there is a high probability of being recovered.

IX. Transactions in which the Board of Directors Participated.

During the fiscal year from January 1<sup>st</sup>, 2019 to December 31<sup>st</sup>, 2019, the board of directors attended the ordinary matters related to the administration of the Company and adopted the specific resolutions in connection with the following topics, which do not correspond to the ordinary course of the administration of the Company.

- Approval of the terms and conditions applicable to the refinancing of the Company's debt, resulting in no material debt maturities within the next five years and extending weighted average maturity to 7.2 years.
- Approval of the cancellation of shares representative of the capital stock of the Company, acquired under the share repurchase program of the Company, held in treasury.
- Successfully completed a portfolio sale of 8 buildings comprising 1.6 million square feet, for US\$109.3 million, which buildings, the Company stills managing on behalf of the institutional investor.
- Enter new markets such as Guadalajara and Monterrey through the acquisition of strategically located land; and
- Launch 4 new industrial parks: Vesta Park Alamar, Vesta Park Juárez Sur, Vesta Park San Luis Potosí and Vesta Park Aguascalientes.

X. Board Achievements

- Implementation of Advanced Board Leadership Training and Tactics for all Vesta board members, alternates and executive participants.
- Implementation of new board process to make board and committee meetings more efficient, effective and focused on driving shareholder value.
- Conducted Vesta's first board strategy retreat that was a collaboration of the board members and executive team to refine and approve the new Vesta 2025 strategy; and
- Implemented Vesta's first board evaluation protocol.

Mexico City, February 12<sup>th</sup>, 2020

/s/

Mr. Lorenzo Manuel Berho Corona  
Executive Chairman of the Board of Directors of  
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

- III. Presentation, discussion, modification or in its case, approval of the annual reports by the audit committee, corporate practices committee, investment committee, ethics committee, debt and equity committee, and social and environmental responsibility committee, for the fiscal year between January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.

*For annual reports of the committees. See Appendix 2 to 7*



- IV. Report on the compliance with the tax obligations by the Company and its subsidiaries within the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019.



It is hereby informed that as of the date hereof Corporación Inmobiliaria Vesta, S.A.B. de C.V. and its subsidiaries, have timely and duly filed every one of their tax returns, have complied with their respective tax obligations, as direct taxpayer and as withholder, and have done each and all payments for taxes and contributions which they are obliged to pay under applicable law.

As of the date hereof there is no legal or administrative proceeding opened by any tax authority against any of Corporación Inmobiliaria Vesta, S.A.B. de C.V. nor against any of its subsidiaries, by reason of any breach to any tax obligation.

Mexico City, February 20<sup>th</sup>, 2020

/S/

Juan Felipe Sottit Achutegui  
CFO





- V. Presentation, discussion, modification, or in its case, approval of the audited and consolidated financial statements of the Company and its subsidiaries prepared for the fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2019, including the report by the external auditor of the Company.

*For the audited and consolidated financial statements. See Appendix 1.*



- VI. Presentation, discussion and in its case, approval of the declaration of a cash dividend, considering the current dividend policy and the recommendation of the board of directors.





All Figures are in USD\$	2018 ( 2017 Results)	2019 (2018 Results)	2020 (2019 Results)
<b>Dividend Calculation</b>			
Plus (Loss) / Minus (Profit)	157,561,418	128,043,600	185,199,467
Depreciacion	356,727	573,177	1,494,778
Foreign Exchange Loss (Profit)	(2,897,256)	719,007	(2,156,930)
Non cash Share Compensation Plan	773,382	1,942,810	2,788,939
Loss (Gain) on revaluation	(84,058,105)	(52,822,802)	(86,062,112)
Gain in sell properties			(17,920,717)
Non Cash Adjustements	(85,825,252)	(49,587,808)	(101,856,042)
Available Cash	71,736,166	78,455,792	83,343,425
Principal Repayment	(3,474,806)	(4,516,248)	(794,905)
Taxes Paid	(2,397,385)	(412,853)	(1,458,209)
Mintanence, Broker Reserve	(2,000,000)	(2,000,000)	(3,750,000)
Cash Adjustment	(7,872,191)	(6,929,101)	(6,003,114)
Distributable Profit	63,863,975	71,526,691	77,340,311
<b>Dividend Recomendation</b>	<b><u>47,897,981</u></b>	<b><u>52,214,000</u></b>	<b><u>54,138,218</u></b>
Dividend Ratio	75.0%	73.0%	70.0%
Dividends per Share (US\$/Share)	0.0798	0.0883	0.0944
		10.6%	6.9%
Outstanding Shares	600,267,388	591,414,572	573,454,946
F.X. 31-Dec	19.7354	19.6829	19.6829
Vesta Share Price	24.3600	26.3000	34.0000
<u>Dividend Yield 31- Dec</u>	<u>6.46%</u>	<u>6.61%</u>	<u>5.47%</u>



VII. Proposal, discussion, and in its case, approval of the long-term incentive plan for the executives of the Company applicable during the period from 2021 to 2025.

*For the long-term incentive plan. See Appendix 8*



VIII. Presentation, discussion and, in its case, approval of the report regarding the shares repurchase program for the fiscal year 2019.



Period	# of Shares	Avg. Price	Pesos	Dollar
4Q2016	10,603,349	23.5226	249,418,322	12,136,303
2016	10,603,349	23.5226	249,418,322	12,136,303

1Q2017	8,883,790	23.5242	208,984,097	10,180,160
2Q2017	1,998,800	26.0831	52,134,861	2,786,848
3Q2017	2,861,295	25.7783	73,759,193	4,134,266
4Q2017	7,592,893	23.9988	182,220,332	9,676,238
2017	21,336,778	24.2351	517,098,484	26,777,511

1Q2018	1,561,484	24.1731	37,745,848	1,972,896
2Q2018	2,228,986	25.3992	56,614,396	2,872,462
3Q2018	-	-	-	-
4Q2018	5,030,062	24.9196	125,347,152	6,190,530
2018	8,820,532	24.9086	219,707,396	11,035,887

1Q2019	1,514,681	25.6904	38,912,836	2,043,985
2Q2019	13,135,796	28.6338	376,127,439	19,474,287
3Q2019	4,285,548	28.8745	123,743,230	6,348,976
4Q2019	-	-	-	-
2019	18,936,025	28.4528	538,783,505	27,867,248

LTI Grant	(7,051,719)	-	(99,967,214)	(5,158,453)
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Total	52,644,965	28.9678	1,525,007,707	77,816,949
	8.33%			

Balance of Repurchase Prg by Year				
Year	# of Shares	% of Oust.	Cummulative	Shares Outs
				631,726,123
2016	10,603,349	1.7%	1.7%	621,122,774
2017	21,336,778	3.4%	5.1%	599,785,996
2018	8,820,532	1.4%	6.5%	590,965,464
2019	18,936,025	3.0%	9.4%	572,029,439
LTI Grant	(7,051,719)	-1.1%	8.3%	579,081,158
	52,644,965	8.3%		

Period	Stock Purchases				% Total Shares
	# of Shares	Avg. Price	Pesos	USD	
2016	10,603,349	23.5226	249,418,322	12,136,303	1.7%
2017	23,574,727	24.2050	570,625,306	29,588,523	3.7%
2018	8,820,532	24.9086	219,707,396	11,035,887	1.4%
1Q2019	1,514,681	25.6904	38,912,836	2,043,985	0.2%
2Q2019	13,135,796	28.6338	376,127,439	19,474,287	2.1%
3Q2019	4,285,548	28.8745	123,743,230	6,348,976	0.7%
4Q2019	-	-	-	-	0.0%
2019	18,936,025	28.4528	538,783,505	21,518,272	3.0%
Total	61,934,633	4.0271	249,418,323	74,278,985	9.8%

Note: **Stock Purchases** includes purchases for Management Compensation

**Outstanding Shares** means Maximum Share Approved -> 631,726,123



IX. Proposal, discussion and, in its case, authorization to extend the shares repurchase program of the Company for the fiscal year 2020 and the revolving amount that may be used for such purposes.



The board of directors, during the meeting held on January 29, 2020, which continued and end on February 14, 2020, resolved to recommend to the shareholders of the Company to (i) ratify the existing shares repurchase program of the Company, (ii) authorize the Company to used the existing balance of the program, and (iii) increase the available amount of said program to a total of US\$75,000,000.00 (seventy-five million 00/100) dollars, to be use as a revolving amount for operating the shares repurchase program of the Company.

In connection with the foregoing, the management confirms that said amount does not exceed the total net profits of the Company, including those retained earnings from past years.

The repurchase program will continue operating according to the existing rules approved by the board of directors.



- X. Proposal, discussion, and in its case, approval to delegate in the board of directors the authority to determine the annual budget of the Company for social and environmental responsibility actions.





At the general ordinary shareholders meeting of March 19, 2013:

- The strategy of the Company to be a “*Socially Responsible Company*” was approved
- The management was instructed to include a line of social responsibility actions within the annual budget, considering an annual amount resulting from the product of US\$0.01 (one cent of a Dollar) times the number of square feet of leasable area of the Company and its subsidiaries
- From said date, the budget was exercised for the amounts described below:



Social and Environmental Responsibility Budget			
Year	Amount in Dollars according to the policy	Additional Amounts	
2012	\$50,000		
2013	\$ 39,473		
2014	\$ 149,399		
2015	\$146,667		
2016	\$165,489		
2017	\$230,047	\$50,000	Earthquake
2018	\$234,049		
2019	\$269,086		
2020	\$317,412	\$43,968	Vesta Challenge

- The approval of the shareholders meeting is hereby requested to modify the approved policy; hence, from 2020, the board of directors will be responsible for determining the amount to be invested for the social and environmental activities on each fiscal year



XI. Appointment, or in its case, ratification of the members comprising the board of directors of the Company, the presidents of the audit and corporate practices committees, and applicable compensations for fiscal year 2020.

*For the CV of each of the proposed members of the board of directors. See Appendix 9*



## **INTEGRATION OF THE BOARD OF DIRECTORS DURING 2019**

<b>Proprietary</b>	<b>Character</b>	<b>Alternate</b>	<b>Character</b>	<b>Position</b>
<b>Lorenzo Manuel Berho Corona</b>	Patrimonial	Lorenzo Dominique Berho Carranza	Patrimonial	President
<b>Stephen B. Williams</b>	Independent	Douglas M. Arthur	Independent	Member
<b>Jose Manuel Dominguez Díaz Ceballos</b>	Independent	José Humberto López Niederer	Independent	Member
<b>Craig Wieland</b>	Independent	Enrique Carlos Lorente Ludlow	Independent	Member
<b>Thomas J. McDonald</b>	Patrimonial	Daniela Berho Carranza	Patrimonial	Member
<b>Wilfrido Castillo Sánchez Mejorada</b>	Independent	Luis Javier Solloa Hernández	Independent	Member
<b>John Andrew Foster</b>	Independent	José Antonio Pujals Fuentes	Independent	Member
<b>Oscar Francisco Cazares Elias</b>	Independent	Rocío Ruiz Chávez	Independent	Member
<b>Francisco Uranga Thomas</b>	Independent	Jorge Alberto de Jesús Delgado Herrera	Independent	Member
<b>Luis de la Calle Pardo</b>	Independent	Javier Mancera Arrigunaga	Independent	Member
<b>Alejandro Pucheu Romero</b>	Non-member	Claudia Alejandra Márquez Rueda	Non-member	Secretary

## **PROPOSED INTEGRATION OF THE BOARD OF DIRECTORS FOR THE FISCAL YEAR 2020**

<b>Proprietary</b>	<b>Character</b>	<b>Alternate</b>	<b>Character</b>	<b>Position</b>
<b>Lorenzo Manuel Berho Corona</b>	Patrimonial	Lorenzo Dominique Berho Carranza	Patrimonial	President
<b>Stephen B. Williams</b>	Independent	Douglas M. Arthur	Independent	Member
<b>Jose Manuel Dominguez Díaz Ceballos</b>	Independent	José Humberto López Niederer	Independent	Member
<b>Craig Wieland</b>	Independent	Enrique Carlos Lorente Ludlow	Independent	Member
<b>Thomas J. McDonald</b>	Patrimonial	Daniela Berho Carranza	Patrimonial	Member
<b>Luis Javier Solloa Hernández</b>	Independent	Viviana Belauzarán Barrera	Independent	Member
<b>John Andrew Foster</b>	Independent	José Antonio Pujals Fuentes	Independent	Member
<b>Oscar Francisco Cazares Elias</b>	Independent	Rocío Ruiz Chávez	Independent	Member
<b>Francisco Uranga Thomas</b>	Independent	Jorge Alberto de Jesús Delgado Herrera	Independent	Member
<b>Luis de la Calle Pardo</b>	Independent	Javier Mancera Arrigunaga	Independent	Member
<b>Alejandro Pucheu Romero</b>	Non-member	Navil Rosario Marín Escamilla	Non-member	Secretary

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***PROPOSED INTEGRATION OF THE BOARD OF DIRECTORS FOR THE  
FISCAL YEAR 2020***

Those board members designated as “*independents*”. As of the date hereof, do not fall in any of the situations provided by article 26 of the Securities Market Law



## **INTEGRATION OF THE AUDIT AND CORPORATE PRACTICES COMMITTEES DURING 2019**

<b>Audit Committee</b>		<b>Corporate Practices Committee</b>	
Luis Javier Solloa Hernández	President	Javier Mancera Arrigunaga	President
Stephen B. Williams	Member	Stephen B. Williams	Member
Jose Humberto López Niederer	Member	José Antonio Pujals Fuentes	Member
José Manuel Domínguez Díaz Ceballos	Member	Oscar Francisco Cázares Elías	Member
Lorenzo Manuel Berho Corona	Permanent Invitee	Lorenzo Manuel Berho Corona	Permanent Invitee



## **INTEGRATION OF THE AUDIT AND CORPORATE PRACTICES COMMITTEES FOR 2020**

<b>Audit Committee</b>		<b>Corporate Practices Committee</b>	
Luis Javier Solloa Hernández	President**	Javier Mancera Arrigunaga	President**
Stephen B. Williams	Member	Stephen B. Williams	Member
Jose Humberto López Niederer	Member	José Antonio Pujals Fuentes	Member
José Manuel Domínguez Díaz Ceballos	Member	Oscar Francisco Cázares Elías	Member
Lorenzo Manuel Berho Corona	Permanent Invitee	Lorenzo Manuel Berho Corona	Permanent Invitee

*\*\* Require the approval of the shareholders*





## ***INTEGRATION OF THE COMMITTEES FOR THE YEAR 2020***

### ***(FOR INFORMATIVE PURPOSES)***

<b>Ethics Committee</b>	
José Antonio Pujals Fuentes	President
Elías Laniado Laborin	Member
Alejandro Pucheu Romero	Member
Alfredo Paredes Calderón	Member
Lorenzo Manuel Berho Corona	Member

<b>Investment Committee</b>	
John Andrew Foster	President
Stephen B. Williams	Member
Lorenzo Manuel Berho Corona	Member
Craig Wieland	Member
Thomas J. McDonald	Member



## ***INTEGRATION OF THE COMMITTEES FOR THE YEAR 2020***

### ***(FOR INFORMATIVE PURPOSES)***

<b>Debt and Equity Committee</b>	
José Manuel Domínguez Díaz Ceballos	President
Stephen B. Williams	Member
John Andrew Foster	Member
Lorenzo Manuel Berho Corona	Member

<b>Social and Environmental Responsibility Committee</b>	
Jorge Alberto de Jesús Delgado Herrera	President
José Manuel Domínguez Díaz Ceballos	Member
Daniela Berho Carranza	Member
Lorenzo Manuel Berho Corona	Member



## **COMPENSATION FOR THE MEMBERS OF THE BOARD AND COMMITTEES FOR THE FISCAL YEAR 2020**

Entity	Compensation per Session
Members of the Board of Directors	US\$3,800.00
Presidents of the Committees	US\$4,000.00
Members of the Committees	US\$3,000.00

1. All the members of the board of directors shall have the right to receive compensation for participating in the board of directors and in the committees of the Company.
2. Compensations will be added with the income tax to be withheld by the Company.
3. Compensations may be paid in Pesos at the Exchange rate published by Banco de México in the payment date.
4. Compensations will only be paid with respect to meetings to which the member was effectively present.
5. In case that the proprietary and the alternate attend to a meeting, only the proprietary will have the right to receive compensation, unless the board of the executive chairman determines that the presence of the alternate member was required for a specific item.
6. Employees of the Company participating in the board of directors and/or in the committees, will not have the right to receive compensation.
7. The executive chairman of the board of directors will only receive the compensation approved by the board of directors on January 29, 2020.

XII. Proposal, discussion, and in its case, approval to cancel 10,840,000 of unsubscribed shares representative of the capital stock of the Company.



- The general extraordinary shareholders meeting held on January 21, 2015, approved an increase to the variable portion of the capital stock in the amount of US\$19,300,000, through the issuance of 10,840,000 only series, ordinary, nominative and without par value shares
- Said shares were destined to be offered for subscription and payment to the employees of the Company appointed by the board of directors at the recommendation of the corporate practices committee
- The shares used for payment of the long-term incentive plan for the executives of the Company, came from the shares repurchased by the Company under the shares repurchase program, and that were not cancelled
- Since the 10,840,000 shares were never subscribed, the management request authorization to cancel said shares
- As of the date hereof, the capital stock of the Company is distributed as follows:



	Número de Acciones	Capital Social	Valor Teórico
Capital Mínimo Fijo	5,000	\$50,000.00	\$10.00
Capital Variable	606,452,078	\$6,064,520,780.00	\$10.00
Total	606,457,078	\$6,064,570,780.00	\$10.00
Acciones pendientes de suscripción	10,840,000	\$108,400,000.00	\$10.00
Gran Total:	617,297,078	\$6,172,970,780.00	\$10.00

XIII. Appointment of special delegates of the shareholders meeting.



The persons listed below are proposed to be the special delegates of the meeting for them to acting jointly or severally, issued the certifications that related to the minutes of this meeting be necessary or convenient, as well as to, in the same manner appear before the notary public of their choice and protocolize the minutes of this meeting and to record the relevant originals at the public registry of commerce:

Lorenzo Manuel Berho Corona  
Alejandro Pucheu Romero  
Claudia Alejandra Márquez Rueda  
Navil Rosario Marín Escamilla





# Appendix 1

*Audited and consolidated financial statements and opinion of the External Auditor*



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

Consolidated Financial Statements  
for the Years Ended December 31,  
2019, 2018 and 2017, and  
Independent Auditors' Report  
Dated February 12, 2020



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

## **Independent Auditors' Report and Consolidated Financial Statements for 2019, 2018 and 2017**

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## Independent Auditors' Report to the Board of Directors and Stockholders of Corporación Inmobiliaria Vesta, S. A. B. de C. V. (in US dollars)

### **Opinion**

We have audited the 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, 2019, 2018 and 2017, and the consolidated statements of profit and other comprehensive income (loss), consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Entity as of December 31, 2019, 2018 and 2017 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB).

### **Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in Mexico, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have concluded that the following Key Audit Matters should be communicated in our report.





## **Investment properties**

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. The Entity uses external appraisers in order to determine the fair value for all of its investment properties. The independent appraisers 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 net operating income, inflation rates, absorption periods and market rents. The audit procedures performed to test investment properties were significant for our audit, for this reason, in order to test the reasonableness of the fair value of the investment properties, we involved an internal expert in valuation. As a result, our audit procedures included among others: i) testing the Entity's internal controls related to the approval of construction of new investment properties as well as cash disbursements related to such construction; ii) performing detail substantive testing of the additions in investment properties made during the year; iii) performing physical inspection of some of the Entity's investment properties; iv) using the work of our internal expert on valuation to test the fair value as determined by the Entity's expert of a sample of investment properties; v) performing an analytical substantive test of the fair value of the investment properties. Our procedures also included reviewing the appropriateness of the Entity's disclosures regarding the assumptions and accounting policies for the recognition of investment properties, which are included in the Note 9 to the consolidated financial statements.

## ***Information other than the Financial Statements and Auditor's Report***

Management is responsible for the other information. The other information comprises two documents, the Entity's Annual Report and the information that will be incorporated in the Annual Report which the Entity is required to prepare in accordance with Article 33Ib) of Title Four, Chapter One, of the General Provisions Applicable to Issuers of Securities and Other Participants in the Securities Market in Mexico. As of the date of our auditor's report we have not yet obtained these documents and they will be available only after the issuance of this Audit Report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

## ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with IFRS, as issued by the IASB, 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.

In preparing the consolidated financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.



## ***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.







We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

C. P. C. Pedro Luis Castañeda Herrera

February 12, 2020



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

## Consolidated Statements of Financial Position

As of December 31, 2019, 2018 and 2017

(In US dollars)

	Notes	31/12/2019	31/12/2018	31/12/2017
<b>Assets</b>				
Current assets:				
Cash, cash equivalents and restricted cash	5	\$ 75,063,593	\$ 64,483,395	\$ 91,001,709
Financial assets held for trading	6	804,967	724,399	677,828
Recoverable taxes	7	10,365,121	26,340,810	26,678,697
Operating lease receivables	8	8,272,093	8,130,553	5,221,517
Prepaid expenses		<u>1,267,893</u>	<u>537,428</u>	<u>369,675</u>
Total current assets		95,773,667	100,216,585	123,949,426
Non-current assets:				
Investment property	9	1,989,131,091	1,884,621,430	1,701,006,371
Office furniture – Net		3,063,650	2,490,902	1,868,778
Right-of-use asset	10	1,104,036	-	-
Derivative financial instruments	15.8	163,530	2,380,863	827,251
Guarantee deposits made and restricted cash		<u>4,461,865</u>	<u>4,376,105</u>	<u>4,440,163</u>
Total non-current assets		<u>1,997,924,172</u>	<u>1,893,869,300</u>	<u>1,708,142,563</u>
Total assets		<u>\$ 2,093,697,839</u>	<u>\$ 1,994,085,885</u>	<u>\$ 1,832,091,989</u>
<b>Liabilities and stockholders' equity</b>				
Current liabilities:				
Current portion of long-term debt	11	\$ 794,905	\$ 4,513,388	\$ -
Finance leases payable - short term	10	435,177	-	-
Accrued interest		2,996,611	5,315,332	3,772,187
Accounts payable and client advances		2,539,117	2,788,387	4,082,166
Taxes payable, mainly income taxes		1,458,209	412,853	344,599
Accrued expenses		<u>4,452,725</u>	<u>3,663,962</u>	<u>3,821,201</u>
Total current liabilities		12,676,744	16,693,922	12,020,153
Non-current liabilities:				
Long-term debt	11	713,632,678	695,284,034	581,994,879
Finance leases payable - long term	10	729,069	-	-
Guarantee deposits received		13,255,463	13,053,383	11,539,472
Dividend payable	12.4	13,371,920	-	-
Deferred income taxes	14.3	<u>228,906,984</u>	<u>215,350,973</u>	<u>204,205,361</u>
Total non-current liabilities		<u>969,896,114</u>	<u>923,688,390</u>	<u>797,739,712</u>
Total liabilities		<u>\$ 982,572,858</u>	<u>\$ 940,382,312</u>	<u>\$ 809,759,865</u>
Litigation and other contingencies	18			





	Notes	31/12/2019	31/12/2018	31/12/2017
Stockholders' equity:				
Capital stock	12	426,300,951	435,613,239	439,843,107
Additional paid-in capital	12.3	303,741,438	321,021,039	327,270,539
Retained earnings		416,230,463	333,833,754	288,671,405
Share-based payments reserve	17	7,828,591	5,507,719	3,300,560
Foreign currency translation		(43,090,933)	(43,938,783)	(37,332,563)
Valuation of derivative financial instruments	15.8	<u>114,471</u>	<u>1,666,605</u>	<u>579,076</u>
Total stockholders' equity		<u>1,111,124,981</u>	<u>1,053,703,573</u>	<u>1,022,332,124</u>
Total liabilities and stockholders' equity		<u>\$ 2,093,697,839</u>	<u>\$ 1,994,085,885</u>	<u>\$ 1,832,091,989</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 (Loss)

For the years ended December 31, 2019, 2018 and 2017  
(In US dollars)

	Notes	31/12/2019	31/12/2018	31/12/2017
<b>Revenues:</b>				
Rental income		\$ 144,365,079	\$ 132,669,266	\$ 109,427,282
<b>Property operating costs:</b>				
Related to properties that generated rental income	13.1	(7,266,490)	(4,848,618)	(4,106,403)
Related to properties that did not generate rental income	13.1	(874,128)	(828,082)	(886,688)
Gross profit		136,224,461	126,992,566	104,434,191
Administration expenses	13.2	(17,630,342)	(16,094,364)	(13,911,938)
Depreciation		(1,494,778)	(573,177)	(356,727)
<b>Other income and expenses:</b>				
Interest income		70,394	434,427	55,171
Other income (expense)- net		1,051,904	476,240	449,193
Transaction costs on debt issuance		-	(139,062)	(395,559)
Interest expense		(39,161,931)	(35,156,825)	(19,668,274)
Exchange gain (loss)- net		2,156,930	(719,007)	2,897,256
Gain in sale of investment property		17,920,717	-	-
Gain on revaluation of investment property	9	86,062,112	52,822,802	84,058,105
Total other income and expenses		68,100,126	17,718,575	67,395,892
Profit before income taxes		185,199,467	128,043,600	157,561,418
Income tax expense	14.1	(50,588,758)	(34,983,270)	(31,531,237)
Profit for the year		134,610,709	93,060,330	126,030,181
Other comprehensive income (loss) - net of tax:				
<i>Items that may be reclassified subsequently to profit –</i>				
Fair value gains on derivative instruments	15.8	(1,552,134)	1,087,529	579,076
Exchange differences on translating other functional currency operations		847,850	(6,606,220)	924,539
Total other comprehensive income (loss)		(704,284)	(5,518,691)	1,503,615
Total comprehensive income for the year		\$ 133,906,425	\$ 87,541,639	\$ 127,533,796
Basic and diluted earnings per share	12.5	\$ 0.229	\$ 0.155	\$ 0.207

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, 2019, 2018 and 2017  
(In US dollars)

	Capital Stock	Additional Paid-in Capital	Retained Earnings	Share-Based Payments Reserve	Foreign Currency Translation	Valuation of Derivative financial instruments	Total Stockholders' Equity
Balances as of January 1, 2017	\$ 450,880,150	\$ 343,037,228	\$ 201,751,251	\$ 1,973,372	\$ (38,257,102)	\$ -	\$ 959,384,899
Share-based payments	-	-	-	1,477,158	-	-	1,477,158
Vested shares	58,201	91,769	-	(149,970)	-	-	-
Dividends declared	-	-	(39,110,027)	-	-	-	(39,110,027)
Repurchase of shares	(11,095,244)	(15,858,458)	-	-	-	-	(26,953,702)
Comprehensive income	-	-	126,030,181	-	924,539	579,076	127,533,796
Balances as of December 31, 2017	439,843,107	327,270,539	288,671,405	3,300,560	(37,332,563)	579,076	1,022,332,124
Share-based payments	-	-	-	2,984,358	-	-	2,984,358
Vested shares	297,786	479,413	-	(777,199)	-	-	-
Dividends declared	-	-	(47,897,981)	-	-	-	(47,897,981)
Repurchase of shares	(4,527,654)	(6,728,913)	-	-	-	-	(11,256,567)
Comprehensive income (loss)	-	-	93,060,330	-	(6,606,220)	1,087,529	87,541,639
Balances as of December 31, 2018	435,613,239	321,021,039	333,833,754	5,507,719	(43,938,783)	1,666,605	1,053,703,573
Share-based payments	-	-	-	3,631,933	-	-	3,631,933
Vested shares	507,966	803,095	-	(1,311,061)	-	-	-
Dividends declared	-	-	(52,214,000)	-	-	-	(52,214,000)
Repurchase of shares	(9,820,254)	(18,082,696)	-	-	-	-	(27,902,950)
Comprehensive income (loss)	-	-	134,610,709	-	847,850	(1,552,134)	133,906,425
Balances as of December 31, 2019	<u>\$ 426,300,951</u>	<u>\$ 303,741,438</u>	<u>\$ 416,230,463</u>	<u>\$ 7,828,591</u>	<u>\$ (43,090,933)</u>	<u>\$ 114,471</u>	<u>\$ 1,111,124,981</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, 2019, 2018 and 2017

(In US dollars)

	31/12/2019	31/12/2018	31/12/2017
<b>Cash flows from operating activities:</b>			
Profit before income taxes	\$ 185,199,467	\$ 128,043,600	\$ 157,561,418
Adjustments:			
Depreciation	1,035,538	573,177	356,727
Depreciation by lease	459,240	-	-
Gain on revaluation of investment property	(86,062,112)	(52,822,802)	(84,058,105)
Unrealized effect of foreign exchange rates	(2,156,930)	719,007	(2,897,256)
Interest income	(70,394)	(434,427)	(55,171)
Interest expense	39,161,931	35,156,825	19,668,274
Expense recognized in respect of share-based payments	2,788,939	1,942,810	1,477,158
Profit from property sales and investment	(17,920,717)	-	-
<b>Working capital adjustments:</b>			
(Increase) decrease in:			
Operating lease receivables - Net	(141,540)	(2,909,036)	1,807,458
Recoverable taxes	(4,558,054)	(8,943,673)	(14,325,040)
Prepaid expenses	(730,465)	(167,753)	(332,484)
Increase (decrease) in:			
Accounts payable and client advances	684,301	(2,227,350)	3,363,652
Accrued expenses	1,631,757	884,309	1,839,939
Income taxes paid	(16,091,649)	(12,542,218)	(2,242,043)
Net cash generated by operating activities	<u>103,229,312</u>	<u>87,272,469</u>	<u>82,164,527</u>
<b>Cash flows from investing activities:</b>			
Purchases of investment property	(106,376,406)	(137,897,718)	(196,210,053)
Sale of investment property	109,260,000	-	-
Acquisition of office furniture	(1,608,286)	(1,195,300)	(260,314)
Financial assets held for trading	(80,568)	(46,571)	(64,813)
Interest received	70,394	434,427	55,171
Net cash generated by (used in) investing activities	<u>1,265,134</u>	<u>(138,705,162)</u>	<u>(196,480,009)</u>
<b>Cash flows from financing activities:</b>			
Guarantee deposits made	(85,760)	64,058	(1,519,688)
Guarantee deposits collected	202,080	1,513,911	2,670,811
Interest paid	(41,334,634)	(33,613,680)	(15,907,052)
Loans obtained	225,000,000	-	-
Repayments of borrowings	(210,948,263)	(123,019)	-
Dividends paid	(39,444,748)	(47,897,981)	(39,110,027)
Repurchase of treasury shares	(27,902,950)	(11,256,567)	(26,953,702)
Proceeds from borrowings	7,302,578	116,600,000	243,000,000
Repayments of finance leases	(545,048)	-	-
Debt issuance costs	(6,724,154)	1,325,562	(3,474,806)
Net cash (used in) generated by financing activities	<u>(94,480,899)</u>	<u>26,612,284</u>	<u>158,705,536</u>
Effects of exchange rates changes on cash	<u>566,651</u>	<u>(1,697,905)</u>	<u>(4,109,096)</u>
Net increase in cash, cash equivalents and restricted cash	10,580,198	(26,518,314)	40,280,958
Cash, cash equivalents and restricted cash at the beginning of year	<u>65,218,707</u>	<u>91,737,021</u>	<u>51,456,063</u>
Cash, cash equivalents and restricted cash at the end of year - Note 5	<u>\$ 75,798,905</u>	<u>\$ 65,218,707</u>	<u>\$ 91,737,021</u>

See accompanying notes to consolidated financial statements.





## Notes to Consolidated Financial Statements

For the years ended December 31, 2019, 2018 and 2017

(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 Paseo de los Tamarindos 90, 28<sup>th</sup> 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 April 21, 2017, the Entity renewed, in advance, the Nestle and Nestle related Cereal Partners Worldwide lease agreements for a combined leasable area of 1,713,600 square feet. The leases were extended for 7 and 8 years, beginning on January 1, 2017 to December 31, 2023 and December 31, 2024, respectively. The lease agreements will remain indexed to Mexican investment units (UDIS for its acronym in Spanish) having monthly rent increases according to the increase in the value of UDIS.

### 2. Adoption of new and revised International Financial Reporting Standards

In the current period, the Entity has applied a number of amendments to IFRSs issued by the International Accounting Standards Board ("IASB") that are mandatorily effective for an accounting period that begins on or after January 1, 2019

#### 2.1 *New and amended IFRSs that are mandatorily effective for the current year*

##### **IFRS 16, Leases**

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 was issued in January 2016 and will supersede the current lease guidance including IAS 17 Leases and the related interpretations when it becomes effective.

IFRS 16 distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. "Distinctions of operating leases (off balance sheet) and finance leases (on balance sheet) are removed for lessee accounting and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognized for all leases by lessees (i.e. all on balance sheet) except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payment as well as the impact of lease modifications, among the others. Furthermore, the classification of cash flows will also be affected as operating lease payments under IAS 17 are presented as operating cash flows, whereas under the IFRS 16 model, the lease payments will be split into a principal and interest portion which will be presented as financing and operating cash flows respectively.



Furthermore, extensive disclosures are required by IFRS 16.

However, a lessee may elect to account for lease payments as an expense on a straight-line basis over the lease term for leases with a lease term of 12 months or less and containing no purchase options (this election is made by class of underlying asset); and leases where the underlying asset has a low value when new, such as personal computers or small items of office furniture (this election can be made on a lease-by-lease basis).

#### Impact on Lessee Accounting

IFRS 16 changes how the Entity accounts for leases previously classified as operating leases under IAS 17, which were off balance sheet.

Applying IFRS 16, for all leases (except as noted below), the Entity:

- Recognizes right-of-use assets and lease liabilities in the consolidated statement of financial position, initially measured at the present value of the future lease payments;
- Recognizes depreciation of right-of-use assets and interest on lease liabilities in profit or loss;
- Separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within financing activities) in the consolidated statement of cash flows.

Lease incentives (e.g. rent-free period) are recognized as part of the measurement of the right-of-use assets and lease liabilities whereas under IAS 17 they resulted in the recognition of a lease incentive, amortized as a reduction of rental expenses generally on a straight-line basis.

Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36.

For short-term leases (lease term of 12 months or less) and leases of low-value assets (such as tablet and personal computers, small items of office furniture and telephones), the Entity has opted to recognize a lease expense on a straight-line basis as permitted by IFRS 16. This expense is presented within 'other expenses' in profit or loss.

#### Impact on Lessor Accounting

IFRS 16 does not change substantially how a lessor accounts for leases. Under IFRS 16, a lessor continues to classify leases as either finance leases or operating leases and account for those two types of leases differently.

However, IFRS 16 has changed and expanded the disclosures required, in particular with regard to how a lessor manages the risks arising from its residual interest in leased assets.

Under IFRS 16, an intermediate lessor accounts for the head lease and the sub-lease as two separate contracts. The intermediate lessor is required to classify the sub-lease as a finance or operating lease by reference to the right-of-use asset arising from the head lease (and not by reference to the underlying asset as was the case under IAS 17).

IFRS 16 establishes different transitional provisions, including retrospective application or the modified retrospective application where the comparative periods are not restated.

The Entity has adopted this standard in its consolidated financial statements, the impacts derived from the adoption can be observed in Note 10.





## **Impact of application of other amendments to IFRS Standards and Interpretations**

In the current year, the Entity has applied a number of amendments to IFRS Standards and Interpretations issued by the International Accounting Standards Board (IASB) that are effective for an annual period that begins on or after 1 January 2019. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

### ***IAS 12 Income Taxes***

The amendments clarify that an entity should recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized the transactions that generated the distributable profits. This is the case irrespective of whether different tax rates apply to distributed and undistributed profits.

### ***IAS 23 Borrowing Costs***

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

### ***IFRS 3 Business Combinations***

The amendments to IFRS 3 clarify that when an entity obtains control of a business that is a joint operation, the entity applies the requirements for a business combination achieved in stages, including remeasuring its previously held interest (PHI) in the joint operation at fair value. The PHI to be remeasured includes any unrecognized assets, liabilities and goodwill relating to the joint operation.

### ***IFRIC 23 Uncertainty over Income Tax Treatments***

IFRIC 23 sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. The Interpretation requires an entity to:

- determine whether uncertain tax positions are assessed separately or as an entity; and
- assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings:
  - If yes, the entity should determine its accounting tax position consistently with the tax treatment used or planned to be used in its income tax filings.
  - If no, the entity should reflect the effect of uncertainty in determining its accounting tax position.

At the date of authorization of these financial statements, the Entity has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

IFRS 17	Insurance Contracts
IFRS 10 e IAS 28 (amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendments to IFRS 3	Definition of a business
Amendments to IAS 1 e IAS 8	Definition of material
Conceptual Framework	Conceptual Framework Amendments to References to the Conceptual Framework in IFRS Standards



Management do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods.

### 3. Significant accounting policies

#### a. *Statement of compliance*

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

#### b. *Basis of preparation*

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 IFRS 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.

#### c. *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 (loss) and other comprehensive income from the date the Entity gains control until the date when the Entity ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Entity and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Entity and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

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
	2019	2018	2017	
QVC, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
QVC II, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
WTN Desarrollos Inmobiliarios de México, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Baja California, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Bajío, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Queretaro, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Proyectos Aeroespaciales, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
CIV Infraestructura, S. de R.L. de C.V.	(1)	(1)	99.99%	Holds investment properties
Vesta DSP, S. de R. L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Management, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Provides administrative services to the Entity
Servicio de Administración y Mantenimiento Vesta, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Provides administrative services to the Entity
Enervesta S. de R.L. de C.V.	99.99%	99.99%	99.99%	Provides administrative services to the Entity
Trust CIB 2962	(2)	(2)	-	Vehicle to distribute shares to employees under the Long Term Incentive plan.

(1) On April 26, 2018, the board of directors of the Entity, unanimously approved the merger of CIV Infraestructura, S. de R. L. de C. V., with Proyectos Aeroespaciales, S. de R. L. of C. V., as a merged company.

(2) Employee share trust established in conjunction with the 20-20 Long Term Incentive Plan over which the Entity exercise control.

#### d. *Financial instruments*

Financial assets and financial liabilities are recognized in Vesta's statement of financial position when the Entity becomes a party to the contractual provisions of the instrument.



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.

e. *Financial assets*

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

*Classification of financial assets*

Debt instruments that meet the following conditions are measured subsequently at amortized cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the Entity may make the following irrevocable election / designation at initial recognition of a financial asset:

- the Entity may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Entity may irrevocably designate a debt investment that meets the amortized cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Financial assets at FVTPL are stated 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 incorporates any dividend or interest earned on the financial asset and is included in the 'other income (expenses) - Net' line item.

*Impairment of financial assets*

The Entity always recognizes lifetime ECL for operating lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Entity's historical credit loss experience, adjusted for factors that are specific to the debtors.





Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

#### *Write-off policy*

The Entity writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner.

#### **f. Financial liabilities**

All financial liabilities are measured subsequently at amortized cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Entity, are measured in accordance with the specific accounting policies set out below.

#### *Financial liabilities at FVTPL*

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Entity manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.
- A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:
  - such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
  - the financial liability forms part of an Entity of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Entity's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
  - it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognized in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in profit or loss.

However, for financial liabilities that are designated as at FVTPL, 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 recognized 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. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.



Gains or losses on financial guarantee contracts issued by the Entity that are designated by the Entity as at FVTPL are recognized in profit or loss.

*Financial liabilities measured subsequently at amortized cost*

Financial liabilities (including borrowings) that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently 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.

*Derecognition of financial liabilities*

The Entity derecognizes financial liabilities when, and only when, the Entity's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

g. *Derivative financial instruments*

The Entity enters into a variety of derivative financial instruments to manage its exposure to interest and foreign exchange rate risk, including interest rate swaps. Further details of derivative financial instruments are disclosed in Note 15.

Derivatives are recognized initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognized as a financial asset whereas a derivative with a negative fair value is recognized as a financial liability. Derivatives are not offset in the financial statements unless the Entity has both legal right and intention to offset. The impact of the Master Netting Agreements on the Entity's financial position is disclosed in Note 15.8. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realized or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

h. *Hedge accounting*

The Entity designates certain hedging instruments, which include derivatives in respect of interest rate risk as cash flow hedges.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Entity documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.





### Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in other comprehensive income and accumulated under the heading of cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognized immediately in profit or loss, and is included in the 'other income (expenses) - Net' line item.

Amounts previously recognized in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognized hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognized in other comprehensive income and accumulated in equity are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued when the Entity revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognized in other comprehensive income and accumulated in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognized immediately in profit or loss.

i. ***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.

j. ***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.

k. ***Restricted cash***

Restricted cash represents cash and cash equivalents balances held by the Entity that are only available for use under certain conditions pursuant to the long-term debt agreements entered into by the Entity (as discussed in Note 11). These restrictions are classified according to their restriction period: less than 12 months and over one year, considering the period of time in which such restrictions are fulfilled, whereby the short-term restricted cash balance was classified within current assets under cash and cash equivalents and the long-term restricted cash was classified within guarantee deposits made.



1. ***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.

m. ***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.

n. ***Leases***

1) The Entity as lessor

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

2) The Entity as lessee

The Entity assesses whether a contract is or contains a lease, at inception of the contract. The Group recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Entity recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.





Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

o. ***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”) and Vesta Management, S. de R.L. de C.V. (VM), which consider the Mexican peso to be their functional currency and are considered to be “foreign operations” 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 and VM 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.

p. ***Employee benefits***

Employee benefits for termination

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

Short-term and other long-term employee benefits and statutory employee profit sharing (“PTU”)

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.



Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Entity in respect of services provided by employees up to the reporting date.

#### Statutory employee profit sharing (“PTU”)

PTU is recorded in the results of the year in which it is incurred and is presented in administration expenses line item in the consolidated statement of profit (loss) and other comprehensive income.

As result of the 2014 Income Tax Law, as of December 31, 2019, 2018 and 2017, PTU is determined based on taxable income, according to Section I of Article 9 of the that Law.

### q. *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 17.

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.

### r. *Income taxes*

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

#### 1. Current tax

Current income tax (“ISR”) is recognized in the results of the year in which is incurred.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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.

A provision is recognized for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Entity supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.





2. Deferred income tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

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 liabilities and assets 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.

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.

s. ***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.



#### 4. *Critical accounting judgments and key sources of estimation uncertainty*

In the application of the Entity's accounting policies, which are described in Note 3, management of the Entity 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.

##### – *Valuation of investment properties*

As described in Note 9, 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 9 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 valuation experts. The valuation committee works closely with the qualified external valuation experts 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 9 and 15.

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.

#### 5. *Cash, cash equivalents and restricted cash*

For purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, including restricted cash. 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:

	2019	2018	2017
Cash and cash equivalents	\$ 75,031,869	\$ 64,434,016	\$ 90,415,448
Current restricted cash	<u>31,724</u>	<u>49,379</u>	<u>586,261</u>
	75,063,593	64,483,395	91,001,709
Non-current restricted cash	<u>735,312</u>	<u>735,312</u>	<u>735,312</u>
Total	<u>\$ 75,798,905</u>	<u>\$ 65,218,707</u>	<u>\$ 91,737,021</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. These restrictions are classified according to their restriction period: less than 12 months and over one year, considering the period of time in which such restrictions are fulfilled. Non-current restricted cash was classified within guarantee deposits made in the accompanying consolidated statements of financial position.





## 6. *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. These are classified as at fair value through profit (loss).

## 7. **Recoverable taxes**

	2019	2018	2017
Recoverable value-added tax ("VAT")	\$ 1,958,949	\$ 11,008,204	\$ 15,100,478
Recoverable income taxes	7,855,714	7,000,756	425,808
Recoverable dividend tax	109,781	8,202,066	10,719,907
Other receivables	440,677	129,784	432,504
	<u>\$ 10,365,121</u>	<u>\$ 26,340,810</u>	<u>\$ 26,678,697</u>

## 8. **Operating lease receivables**

- i. The aging profile of operating lease receivables as of the dates indicated below are as follows:

	2019	2018	2017
0-30 days	\$ 7,438,454	\$ 6,944,766	\$ 4,508,045
30-60 days	313,014	373,514	223,456
60-90 days	259,434	229,724	229,591
Over 90 days	<u>261,191</u>	<u>582,549</u>	<u>260,425</u>
Total	<u>\$ 8,272,093</u>	<u>\$ 8,130,553</u>	<u>\$ 5,221,517</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, 90%, 86% and 86% of all operating lease receivables are current at December 31, 2019, 2018 and 2017, 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 4%, 5% and 4% of all operating lease receivables at December 31, 2019, 2018 and 2017, respectively. Operating lease receivables outstanding for more than 60 and less than 90 days represent 3%, 3% and 4% of all operating lease receivable at December 31, 2019, 2018 and 2017. Operating lease receivables outstanding greater than 90 days represent 3%, 7% and 5% as of December 31, 2019, 2018 and 2017, respectively.

- ii. Movement in the allowance for doubtful accounts receivable

The Entity recognizes lifetime ECL for operating lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Entity's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.



Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of the operating lease receivable. The balance as of December 31, 2019, 2018 and 2017 is \$908,699, \$350,314 and \$283,538, respectively.

iii. Client concentration risk

As of December 31, 2019, 2018 and 2017 one of the Entity's clients account for 36% or \$2,997,680, 23% or \$1,883,826 and 40% or \$2,093,433, respectively, of the operating lease receivables balance. The same client accounted for 6%, 7% and 11% of the total rental income of Entity for the years ended December 31, 2019, 2018 and 2017, respectively.

iv. 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.

v. Non-cancellable operating lease receivables

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

	2019	2018	2017
Not later than 1 year	\$ 135,776,309	\$ 131,017,926	\$ 126,991,489
Later than 1 year and not later than 3 years	236,689,312	230,133,415	226,252,896
Later than 3 year and not later than 5 years	215,670,367	239,526,395	266,140,992
Later than 5 years	<u>113,092,864</u>	<u>128,475,873</u>	<u>161,262,380</u>
	<u>\$ 701,228,852</u>	<u>\$ 729,153,609</u>	<u>\$ 780,647,757</u>

9. **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 or loss and other comprehensive (loss) 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 techniques 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	2019: 9.20% to 10.15% 2018: 9.35% 2017: 9.35%	The higher the discount rate, the lower the fair value.
			Exit cap rate	2019: 8.56% to 8.7% 2018: 8.25 % 2017: 8.75 %	The higher the exit cap 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: 4% to 4.1% in 2019, 4.00% in 2018 and 4.10% in 2017 U.S.: 2.2% to 2.3% in 2019, 2.2% in 2018 and 2.1% in 2017	The higher the inflation rate, the higher the fair value.
			Absorption period	12 months on average	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
			Exchange rate - Mexican pesos per \$1	2019: 19.5 to 20.48 2018: 20.35 2017: 18.80	The higher the exchange rate the lower the fair value
Land reserves	Level 3	Market value	Price per acre	Weighted average price per acre is \$141,819 in 2019, \$107,599 in 2018 and \$111,786 in 2017.	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:

	2019	2018	2017
Buildings and land	\$ 1,841,395,000	\$ 1,817,308,000	\$ 1,679,059,000
Land improvements	23,743,778	28,193,736	18,815,371
Land reserves	<u>142,979,000</u>	<u>92,523,000</u>	<u>87,631,000</u>
	2,008,117,778	1,938,024,736	1,785,505,371
Less: Cost to complete construction in-progress	<u>(18,986,687)</u>	<u>(53,403,306)</u>	<u>(84,499,000)</u>
Balance at end of year	<u>\$ 1,989,131,091</u>	<u>\$ 1,884,621,430</u>	<u>\$ 1,701,006,371</u>





The reconciliation of investment property is as follows:

	2019	2018	2017
Balance at beginning of year	\$ 1,884,621,430	\$ 1,701,006,371	\$ 1,415,714,762
Additions	105,442,836	138,831,289	195,132,819
Foreign currency translation effect	4,343,996	(8,039,032)	6,100,685
Disposal of investment property	(91,339,283)	-	-
Gain on revaluation of investment property	<u>86,062,112</u>	<u>52,822,802</u>	<u>84,058,105</u>
Balance at end of year	<u>\$ 1,989,131,091</u>	<u>\$ 1,884,621,430</u>	<u>\$ 1,701,006,371</u>

A total of \$933,571 additions to investment property related to land reserves and new buildings that were acquired from third parties, were not paid as of December 31, 2018 and were therefore excluded from the consolidated statements of cash flows for that year. Such additions were paid during 2019 and were included in the 2019 consolidated statement of cash flows, no other unpaid amounts existed as of December 31, 2019 and 2017.

During 2019, the Entity reached an agreement to sell eight industrial properties located in Queretaro and Toluca totaling 1.6 million square feet for \$109,260,000, the cost associated with the sale was \$91,339,283, generating a gain in sale of investment property of \$17,920,717.

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, S. de R. L. de C. V. (PAE), 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 PAE 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 35 years as of December 31, 2019.

PAE 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 35 years as of December 31, 2019). 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 Entity 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 Entity (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 Entity.

As of December 31, 2019, 2018 and 2017, the Entity's investment properties have a gross leasable area (unaudited) of and 29,792,047 square feet (or 2,767,772 square meters), 29,867,577 square feet (or 2,774,789 square meters) and 26,721,171 square feet (or 2,482,478 square meters), respectively, and they were 91.7%, 91.8% and 92.3% occupied by tenants (unaudited), respectively. As of December 31, 2019, 2018 and 2017, investment properties with a gross leasable area (unaudited) of 884,655 square feet (or 82,188 square meters), 1,041,753 square feet (or 96,782 square meters) and 2,330,549 square feet (or 216,515 square meters), respectively, were under construction, representing an additional 3.0%, 3.4% and 8.7% 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.



## 10. Entity as lessee

### 1. *Rights to use:*

Rights to use	January 1, 2019	Additions	Disposals	December 31, 2019
Property	\$ 1,260,626	\$ -	\$ -	\$ 1,260,626
Vehicles and office equipment	<u>302,650</u>	<u>-</u>	<u>-</u>	<u>302,650</u>
Cost of rights to use	<u>\$ 1,563,276</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,563,276</u>
<b>Depreciation of rights to use</b>				
Property	\$ -	\$ (365,208)	\$ -	\$ (365,208)
Vehicles and office equipment	<u>-</u>	<u>(94,032)</u>	<u>-</u>	<u>(94,032)</u>
Accumulated Depreciation	<u>-</u>	<u>(459,240)</u>	<u>-</u>	<u>(459,240)</u>
Total	<u>\$ 1,563,276</u>	<u>\$ (459,240)</u>	<u>\$ -</u>	<u>\$ 1,104,036</u>

### 2. *Lease obligations:*

	January 1, 2019	Additions	Disposals	Interests paid	Repayments	December 31, 2019
Lease liabilities	<u>\$1,563,276</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 146,018</u>	<u>\$ (545,048)</u>	<u>\$1,164,246</u>

### 3. *Analysis of maturity of liabilities by lease:*

Finance lease liabilities	2019
Not later than 1 year	\$ 534,924
Later than 1 year and not later than 5 years	804,131
Later than 5 years	<u>-</u>
	1,339,055
Less: future finance cost	<u>(174,809)</u>
Total lease liability	<u>\$ 1,164,246</u>
Finance lease - short term	435,177
Finance lease - long term	<u>729,069</u>
Total lease liability	<u>\$ 1,164,246</u>

## 11. Long-term debt

On August 2, 2019, the Entity entered into a new five-year credit agreement with various financial institutions for an aggregated amount of \$80,000,000, due on August 2, 2024. This loan bears quarterly interest at a rate of LIBOR plus 2.15 percentage points. The proceeds were received on the same date ("New Syndicated Loan").





On June 25, 2019, the Entity entered into a 10-year senior notes series RC and 12-year senior notes series RD with various financial institutions, for and aggregated amounts of \$70,000,000 and \$15,000,000, respectively. Each Series RC notes and Series RD notes bear interest on the unpaid balance at the rates of 5.18% and 5.28%, respectively.

On May 31, 2018 the Entity entered into an agreement for the issuance and sale of Series A Senior Notes of \$45,000,000 due on May 31, 2025, and Series B Senior Notes of \$45,000,000 due on May 31, 2028. Each Series A Note and Series B Note bear interest on the unpaid balance at the rates of 5.50% and 5.85%, respectively.

On November 1, 2017, the Entity entered into a loan agreement with Metropolitan Life Insurance Company for \$118,000,000 due on December 1, 2027. This loan bears monthly interest at a rate of 4.75%.

On September 22, 2017, the Entity entered into an agreement for an issuance and sale Series A Senior Notes of \$65,000,000 due on September 22, 2024, and Series B Senior Notes of \$60,000,000 due on September 22, 2027. Each Series A Note and Series B Note bear interest on the unpaid balance of such Series A Note and Series B Note at the rates of 5.03% and 5.31%, respectively, per annum payable semiannually on the September 22 and March 22 of each year.

On July 22, 2016, the Entity entered into a new five-year credit agreement with various financial institutions for an aggregated amount of \$150,000,000; the proceeds were received on the same date (the “Syndicated Loan”). This loan was paid in advance in June 24, 2019.

On July 27, 2016, the Entity entered into a 10-year loan agreement with Metropolitan Life Insurance Company (“MetLife”) for a total amount of \$150,000,000 due on August 2026. The proceeds of both of the aforementioned credit facilities were used to settle the Entity’s debt with Blackstone which matured on August 1, 2016.

The long-term debt is comprised by the following notes:

Loan	Amount	Annual interest rate	Monthly amortization	Maturity	31/12/2019	31/12/2018	31/12/2017
		Variable rate					
Syndicated Loan	\$ 150,000,000	plus margin	(1)	July 2021	\$ -	\$ 150,000,000	\$ 150,000,000
MetLife 10-year	150,000,000	4.55%	(2)	August 2026	150,000,000	150,000,000	150,000,000
MetLife 7-year	47,500,000	4.35%	(3)	April 2022	46,551,737	47,376,981	47,500,000
Series A Senior Note	65,000,000	5.03%	(5)	September 2024	65,000,000	65,000,000	65,000,000
Series B Senior Note	60,000,000	5.31%	(5)	September 2027	60,000,000	60,000,000	60,000,000
Series A Senior Note	45,000,000	5.50%	(5)	May 2025	45,000,000	45,000,000	-
Series B Senior Note	45,000,000	5.85%	(5)	May 2028	45,000,000	45,000,000	-
MetLife 10-year	118,000,000	4.75%	(4)	December 2027	118,000,000	118,000,000	118,000,000
MetLife 8-year	26,600,000	4.75%	(2)	August 2026	26,600,000	26,600,000	-
Series RC Senior Note	70,000,000	5.18%	(6)	June 2029	70,000,000	-	-
Series RD Senior Note	15,000,000	5.28%	(7)	June 2031	15,000,000	-	-
		Variable rate					
Syndicated Loan (New)	80,000,000	plus margin	(8)	August 2024	80,000,000	-	-
					721,151,737	706,976,981	590,500,000
Less: Current portion					(794,905)	(4,513,388)	-
Less: Direct issuance cost					(6,724,154)	(7,179,559)	(8,505,121)
Total Long-term debt					\$ 713,632,678	\$ 695,284,034	\$ 581,994,879





- (1) Five-year Syndicated Loan, interest is paid on a quarterly basis and calculated using LIBOR (London interbank offered rate) plus an applicable margin. The applicable margin varies depending on the Entity's leverage ratio (higher or lower than 40%) and the number of months that the Syndicated Loan has been outstanding. Currently the applicable margin is 200 basis points; if leverage ratio is higher than 40% the margin would increase to 225 basis points. Principal amortization will commence on July 22, 2019; thereafter the Syndicated Loan will have quarterly principal payments equal to 1.25% of the loan amount. This loan was paid in advance on June 24, 2019.
- (2) On July 22, 2016 the Entity entered into a 10-year loan agreement with MetLife, interest on this loan is paid on a monthly basis and calculated using an annual fixed rate of 4.55%. On March 2019, under this credit facility, an additional loan was contracted for \$26,600,000 bearing interest on a monthly basis at an annual fixed rate of 4.75%. Principal amortization over the two loans will commence on September 1, 2023. This credit facility is guaranteed with 48 of the Entity's properties, which expires on August 1, 2026.
- (3) On March 9, 2015, the Entity entered into a 7-year loan with MetLife, interest on this loan is paid on a monthly basis and calculated using an annual rate of 4.35%. The loan has monthly interest only payments for 42 months and thereafter monthly amortizations of principal and interest until it matures on April 1, 2022. The loan is secured by 6 of the Entity's investment properties.
- (4) On November 1, 2017, the Entity entered into a 10-year loan agreement with MetLife, interest on this loan is paid on a monthly basis and calculated using an annual rate of 4.75%. The loan bears monthly interest only for 60 months and thereafter monthly amortizations of principal and interest until it matures on December 1, 2027. The loan is secured by 21 of the Entity's investment properties.
- (5) Series A Senior Notes and Series B Senior Notes are not secured by investment properties of the Entity. The interest on these notes are paid on a semiannually basis and calculated using an annual rates established in the table above.
- (6) On June 25, 2019, the Entity entered into a 10-year senior notes series RC to financial institutions, interest on these loans are paid on a semiannual basis and calculated using an annual rate of 5.18%. The loan bears semiannual interest only beginning December 14, 2019. The notes payable matures on June 14, 2029. Five of its subsidiaries are joint obligors under these notes payable.
- (7) On June 25, 2019, the Entity entered into a 12-year notes payable to financial institutions, interest on these loans are paid on a semiannual basis and calculated using an annual rate of 5.28%. The loan bears semiannual interest only beginning December 14, 2019. The notes payable matures on June 14, 2031. Five of its subsidiaries are joint obligors under these notes payable.
- (8) Five-year Syndicated Loan, interest is paid on a quarterly basis and calculated using LIBOR (London interbank offered rate) plus an applicable margin. The applicable margin varies depending on the Entity's leverage ratio (higher or lower than 40%) and the number of months that the Syndicated Loan has been outstanding. Currently the applicable margin is 215 basis points. Principal amortization will commence payable on August 2, 2024 (maturity date).

These credit agreements require 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 is in compliance with these covenants as of December 31, 2019.

The credit agreements with MetLife request to withhold certain amounts deposited by the Entity in a separate fund as guarantee deposits for the debt service. 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:

As of December 2020	\$ 794,905
As of December 2021	1,713,376
As of December 2022	47,657,231
As of December 2023	4,608,725
Thereafter	666,377,500
Less: direct issuance cost	<u>(6,724,154)</u>
Total long-term debt	<u>\$ 714,427,583</u>

## 12. Capital stock

1. Capital stock as of December 31, 2019, 2018 and 2017 is as follows:

	2019		2018		2017	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Fixed capital						
Series A	5,000	\$ 3,696	5,000	\$ 3,696	5,000	\$ 3,696
Variable capital						
Series B	<u>573,449,946</u>	<u>426,297,255</u>	<u>591,409,572</u>	<u>435,609,543</u>	<u>600,262,388</u>	<u>439,839,411</u>
Total	<u>573,454,946</u>	<u>\$ 426,300,951</u>	<u>591,414,572</u>	<u>\$ 435,613,239</u>	<u>600,267,388</u>	<u>\$ 439,843,107</u>

2. Shares in treasury

As of December 31, 2019, 2018 and 2017 total shares in treasury area as follows:

	2019	2018	2017
Shares in treasury (1)	27,735,920	37,831,460	31,458,735
Shares in long term incentive plan trust (2)	<u>5,626,212</u>	<u>2,480,091</u>	<u>-</u>
Total share in treasury	<u>33,002,132</u>	<u>40,311,551</u>	<u>31,458,735</u>

- (1) The Board of Directors approved on October 25, 2018 the cancellation of 25,269,045 shares that had been repurchased by the Entity under the stock repurchase program. On December 10, 2019, the entity filed a request with the National Banking and Exchange Commission (CNBV) to update the number of shares issued in the National Securities Records.
- (2) An employee share trust was established in 2018, in conjunction with the 20-20 Long Term Incentive Plan. Such trust was created by the Entity as a vehicle to distribute shares to employees under the mentioned incentive plan (see Note 17) and is consolidated by the Entity. The shares granted to the eligible executives and deposited in the trust accrue dividends any time the ordinary shareholders receive dividends and those dividends do not need to be returned to the Entity if the executive forfeits the granted shares.





3. Fully paid ordinary shares

	Number of shares	Amount	Additional paid-in capital
Balance as of December 31, 2016	621,097,663	\$ 450,880,150	\$ 343,037,228
Vested shares	118,670	58,201	91,769
Repurchase of shares	<u>(20,948,945)</u>	<u>(11,095,244)</u>	<u>(15,858,458)</u>
Balance as of December 31, 2017	600,267,388	439,843,107	327,270,539
Vested shares	567,788	297,786	479,413
Repurchase of shares	<u>(9,420,604)</u>	<u>(4,527,654)</u>	<u>(6,728,913)</u>
Balance as of December 31, 2018	591,414,572	435,613,239	321,021,039
Vested shares	976,400	507,966	803,095
Repurchase of shares	<u>(18,936,025)</u>	<u>(9,820,254)</u>	<u>(18,082,696)</u>
Balance as of December 31, 2019	<u>573,454,947</u>	<u>\$ 426,300,951</u>	<u>\$ 303,741,438</u>

4. Dividend payments

Pursuant to a resolution of the general ordinary stockholders meeting on March 15, 2019, the Entity declared a dividend of \$1,007,986,049 Mexican pesos, approximately \$0.089 per share, equivalent to \$52,214,000. The dividend will be paid in four equal installments of \$251,996,512 Mexican pesos due on April 15, 2019, July 15, 2019, October 15, 2019 and January 15, 2020 in cash. As of December 31, 2019, the unpaid dividends are \$13,371,920.

The first installment due during the second quarter was paid for approximately \$0.425 Mexican pesos per share, for a total dividend of \$13,466,408.

The second installment due during the third quarter was paid for approximately \$0.429 Mexican pesos per share, for a total dividend of \$13,100,942.

The third installment due during the fourth quarter was paid for approximately \$0.435 Mexican pesos per share, for a total dividend of \$12,877,398.

Pursuant to a resolution of the general ordinary stockholders' meeting on March 21, 2018, the Entity declared a dividend of approximately \$0.079 per share, for a total dividend of \$47,897,981. The dividend was paid on April 13, 2018 in cash.

Pursuant to a resolution of the general ordinary stockholders' meeting on March 2, 2017, the Entity declared a dividend of approximately \$0.064 per share, for a total dividend of \$39,110,027. The dividend was paid on March 30, 2017 in cash.

Stockholders' equity, except restated common stock and tax-retained earnings, will incur income tax payable by the Entity at the rate in effect at the time of its distribution. Any tax paid on such distribution may be credited against income for the year in which the dividend tax is paid and, in the subsequent two years, against tax for the year and the related estimated payments.

Dividends paid from tax profits generated from January 1, 2014 to residents in Mexico and to nonresident stockholders may be subject to an additional tax of up to 10%, which will be withheld by the Entity.



Pursuant temporary provisions of the Income Tax Law of 2016, a tax benefit was granted to individual taxpayers that are subjects to 10% withholding tax on dividends received from legal entities, which come from earnings generated in 2014, 2015 and 2016, subject to compliance with specific requirements. The tax benefit consists in a tax credit equivalent to 5% of the distributed dividend (applicable only to dividends distributed in 2019 and onwards). Such tax credit will be credited only against the aforementioned 10% withholding tax.

Retained earnings that may be subject to withholding of up to 10% on distributed dividends is as follows:

Period	Amount	Reinvested earnings	Distributed earnings (1)	Amount that may be subject to withholding	Amount not subject to withholding
Retained earnings through December 31,					
2013	\$204,265,028	\$204,265,028	\$155,001,403	\$ 49,263,625	\$ -
2014	24,221,997	24,221,997	24,221,997	-	-
2016	45,082,793	45,082,793	15,425,752	29,657,041	-
2017	126,030,181	126,030,181	-	126,030,181	-
2018	93,060,330	93,060,330	-	93,060,330	-

- (1) Dividend paid in 2019, were distributed from earnings generated in 2014 and 2016, which were reinvested until the days in which the dividends were paid.

#### 5. Earnings per share

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

	2019	2018	2017
<b>Basic Earnings per shares</b>			
Earnings attributable to ordinary share outstanding (1)	\$ 133,320,977	\$ 92,675,577	\$ 126,030,181
Weighted average number of ordinary shares outstanding	581,587,442	597,380,020	609,850,516
Basic Earnings per share	0.229	0.155	0.207
<b>Diluted Earnings per shares</b>			
Earnings attributable to ordinary shares outstanding and shares in Incentive Plan Trust (1)	\$ 134,610,709	\$ 93,060,330	\$ 126,030,181
Weighted average number of ordinary shares plus shares in Incentive Plan trust	587,213,654	599,860,111	609,850,516
Diluted earnings per share	0.229	0.155	0.207
(1) Total earnings		\$ 134,610,709	\$ 93,060,330
Less: Earnings attributable to shares in Incentive Plan trust		<u>1,289,732</u>	<u>384,753</u>
Earnings attributable to ordinary shares outstanding		<u>\$ 133,320,977</u>	<u>\$ 92,675,577</u>



Shares held in the Incentive Plan trust accrue dividends which are irrevocable, regardless if the employee forfeits the granted shares. Earnings used for basic and diluted EPS are adjusted for such dividends.

### 13. Property operating costs and administration expenses

#### 1. Property operating costs consist of the following:

- a. Direct property operating costs from investment properties that generated rental income during the year:

	2019	2018	2017
Real estate tax	\$ 1,701,347	\$ 1,322,097	\$ 1,285,697
Insurance	416,089	392,293	366,613
Maintenance	1,186,630	1,030,590	873,367
Structural maintenance accrual	111,360	167,253	168,502
Other property related expenses	<u>3,851,064</u>	<u>1,936,385</u>	<u>1,412,224</u>
	<u>\$ 7,266,490</u>	<u>\$ 4,848,618</u>	<u>\$ 4,106,403</u>

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

	2019	2018	2017
Real estate tax	\$ 225,236	\$ 302,280	\$ 268,448
Insurance	28,907	48,972	53,731
Maintenance	75,181	111,412	100,440
Other property related expenses	<u>544,804</u>	<u>365,418</u>	<u>464,069</u>
	<u>874,128</u>	<u>828,082</u>	<u>886,688</u>
Total property operating	<u>\$ 8,140,618</u>	<u>\$ 5,676,700</u>	<u>\$ 4,993,091</u>

#### 2. Administration expenses consist of the following:

	2019	2018	2017
Employee direct benefits	\$ 10,551,704	\$ 8,798,898	\$ 7,849,558
Auditing, legal and consulting expenses	1,511,179	1,957,828	1,282,256
Property appraisal and other fees	443,587	448,965	359,832
Indirect equity issuance and trading costs	-	109,592	209,168
Marketing expenses	962,862	1,020,523	1,328,200
Other	<u>1,372,071</u>	<u>1,815,748</u>	<u>1,405,893</u>
	14,841,403	14,151,554	12,434,907
Long-term incentive - Note 17.3	<u>2,788,939</u>	<u>1,942,810</u>	<u>1,477,031</u>
Total	<u>\$ 17,630,342</u>	<u>\$ 16,094,364</u>	<u>\$ 13,911,938</u>





## 14. Income taxes

The Entity is subject to ISR. The statutory ISR rate is 30%.

### 14.1 Income taxes are as follows:

	2019	2018	2017
ISR expense:			
Current	\$ 37,670,744	\$ 21,892,031	\$ 15,137,320
Deferred	<u>12,918,014</u>	<u>13,091,239</u>	<u>16,393,917</u>
Total income taxes	<u>\$ 50,588,758</u>	<u>\$ 34,983,270</u>	<u>\$ 31,531,237</u>

### 14.2 The effective ISR rates for fiscal 2019, 2018 and 2017 differ from the statutory rate as follows:

	2019	2018	2017
Statutory rate	30%	30%	30%
Effects of exchange rates on tax balances	(3)%	(1)%	(6)%
Effects of inflation	0%	(2)%	(5)%
Other	<u>-</u>	<u>-</u>	<u>1%</u>
Effective rate	<u>27%</u>	<u>27%</u>	<u>20%</u>

### 14.3 The main items originating the deferred ISR liability are:

	2019	2018	2017
Deferred ISR assets (liabilities):			
Investment property	\$ (229,597,974)	\$ (215,221,274)	\$ (207,074,235)
Effect of tax loss carryforwards	-	598,913	4,097,337
Other provisions and prepaid expenses	<u>690,990</u>	<u>(728,612)</u>	<u>(1,228,463)</u>
Deferred income taxes - Net	<u>\$ (228,906,984)</u>	<u>\$ (215,350,973)</u>	<u>\$ (204,205,361)</u>

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

### 14.4 A reconciliation of the changes in the deferred tax liability balance is presented as follows:

	2019	2018	2017
Deferred tax liability at the beginning of the period	\$ (215,350,973)	\$ (204,205,361)	\$ (185,733,064)
Movement included in profit or loss	(12,918,014)	(13,091,239)	(16,393,916)
Movement included in other comprehensive income	<u>(637,997)</u>	<u>1,945,627</u>	<u>(2,078,381)</u>
Deferred tax liability at the end of the year	<u>\$ (228,906,984)</u>	<u>\$ (215,350,973)</u>	<u>\$ (204,205,361)</u>



## 15. Financial instruments

### 15.1 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 11 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 12). The Entity is not subject to any externally imposed capital requirements.

### 15.2 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:

	2019	2018	2017
Debt	\$ 714,427,583	\$ 699,797,422	\$ 581,994,879
Cash, cash equivalents and restricted cash	(75,063,593)	(64,483,395)	(91,001,709)
Financial assets held for trading	(804,967)	(724,399)	(677,828)
Net debt	638,559,023	634,589,628	490,315,342
Equity	1,111,124,981	1,053,703,573	1,022,332,124
Net debt to equity ratio	57%	60%	48%

### 15.3 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 3 to the consolidated financial statements.

The Entity's principal financial assets are bank balances, cash equivalents and restricted cash as disclosed in Note 5, operating lease receivables as disclosed in Note 8, derivative financial instruments disclosed within this note, and financial assets held for trading in the Note 6. The Entity's principal financial liability is long-term debt as disclosed in Note 11.

### 15.4 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. The use of financial derivatives is governed by the Entity's policies approved by the board of directors. The Entity does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

### 15.5 Market risk

The Entity's activities expose it primarily to the financial risks of changes in interest rates (see 15.8 below) and foreign currency exchange rates (see 15.6 below). The Entity enters into an interest rate swaps to mitigate the risk of rising interest rates.

Market risk exposures are measured using value-at-risk (VaR) supplemented by sensitivity analysis.





## 15.6 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:

	2019	2018	2017
<b>Exchange rates:</b>			
Mexican pesos per US dollar at the end of the period	18.8452	19.6829	19.7354
Mexican pesos per US dollar average during the year	19.2619	19.2371	18.9302
<b>Monetary assets:</b>			
Mexican pesos	\$ 428,678,974	\$ 592,340,267	\$ 651,151,481
US dollars	512,762	347,594	445,751
<b>Monetary liabilities:</b>			
Mexican pesos	\$ 158,652,308	\$ 25,320,881	\$ 51,171,796
US dollars	38,817,667	31,782,583	26,992,726

## 15.7 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:

	2019	2018	2017
<b>Profit or loss impact:</b>			
Mexican peso - 10% appreciation - gain	\$ (1,302,606)	\$ (2,618,883)	\$ (2,763,745)
Mexican peso - 10% depreciation - loss	1,592,075	3,200,857	3,377,910
U.S. dollar - 10% appreciation - loss	(74,118,981)	(61,873,174)	(52,391,517)
U.S. dollar - 10% depreciation - gain	74,118,981	61,873,174	52,391,517

## 15.8 Interest rate risk management

The Entity minimizes its exposure to interest rate risk by borrowing funds at fixed rates, or entering into interest rate swap contracts where funds are borrowed at floating rates. This minimizes interest rate risk together with the fact that properties owned by the Entity generate a fixed income in the form of rental income which is indexed to inflation.



### *Interest rate swap contracts*

Under interest rate swap contracts, the Entity agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Entity to mitigate the risk of changing interest rates on the fair value of issued fixed rate debt and the cash flow exposures on the issued variable rate debt. The fair value of interest rate swaps at the end of the reporting period is determined by discounting the future cash flows using the curves at the end of the reporting period and the credit risk inherent in the contract, and is disclosed below. The average interest rate is based on the outstanding balances at the end of the reporting period.

The following table detail the notional principal amounts and remaining terms of interest rate swap contracts outstanding at the end of the reporting period.

### **Cash flow hedges**

	Contracted fixed interest rate 2019	Notional principal value 2019	Fair value assets (liabilities) 2019
Outstanding receive floating pay fixed contracts	1.645	\$ 80,000,000	\$ 163,530
	Contracted fixed interest rate 2018	Notional principal value 2018	Fair value assets (liabilities) 2018
Outstanding receive floating pay fixed contracts	1.944	\$ 150,000,000	\$ 2,380,863

### 15.9 Credit risk management

Credit risk refers to the risk that 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 maximum credit risk is the total of its financial assets included in its statement of financial position.

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 5% of its total portfolio's gross leasable area (unaudited), and 26%, 23% and 40% of its operating lease receivable balance and 5.8%, 6% and 7% its annualized rents as of and for the years ended December 31, 2019, 2018 and 2017, 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.

### 15.10 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, 2019 is as follows:

	Weighted average interest rate %	1 to 3 months	3 months to 1 year	1 to 4 years	5 or more years	Total
Long-term debt		\$ 198,232	\$ 596,673	\$ 53,979,332	\$ 666,377,500	\$ 721,151,737
Accrued interest	5.05%	<u>5,607,312</u>	<u>17,736,285</u>	<u>80,128,580</u>	<u>28,966,482</u>	<u>132,438,659</u>
		<u>\$ 5,805,544</u>	<u>\$ 18,332,958</u>	<u>\$ 134,107,912</u>	<u>\$ 695,343,982</u>	<u>\$ 853,590,396</u>

#### 15.11 Fair value of financial instruments

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

The Entity's investments are classified as level 1 in the IFRS 13 fair value hierarchy since they are traded in an active market.

The interest rate swap held by the Entity is classified as level 2 in the IFRS 13 fair value hierarchy as it derives from market inputs and prices. Other disclosures required by the standards are not deemed material.

##### 15.11.2 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, 2019, 2018 and 2017 is \$701,480,932, \$707,100,000 and \$590,500,000, 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 all other financial assets and other financial liabilities recognized in the consolidated financial statements approximate their fair values.

## 16. **Transactions and balances with related parties**

### 16.1 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:

	2019	2018	2017
Short-term benefits	\$ 5,455,377	\$ 4,955,056	\$ 3,804,628
Share-based compensation expense	<u>2,788,939</u>	<u>1,942,810</u>	<u>1,477,031</u>
	<u>\$ 8,244,316</u>	<u>\$ 6,897,866</u>	<u>\$ 5,281,659</u>





## 17. Share-based payments

### 17.1 Details of the share-based plans of the Entity

The Entity has granted shares to its executives and employees under two different plans as follows:

- i. Under the Vesta 20-20 Long-term Incentive Plan (the Vesta 20-20 Incentive Plan or LTI), as approved by the Board of Directors, the Entity will use a “Relative Total Return” methodology to calculate the total number of shares to be granted. The shares granted each year will vest over the three years following the grant date.
- ii. The total number of shares to be granted during the six-year period is 10,428,222 shares at the expected performance. The shares to be used to settle this plan were issued by the Entity during January 2015; no awards will be paid in cash. The granted shares are contributed to a trust and delivered in three equal settlement dates to the executives after 12, 24 and 36 months from the grant date, provided that the eligible executives remain in the employment of the Entity.

From 2015 to 2020 the plan consists on awarding the eligible executives of the company (15 executives during 2019). The actual grant ranges from a minimum threshold level, an expected amount and a maximum potential grant. The actual grant is determined based on these levels are determined at the beginning of each fiscal year by the Corporate Practice Committee.

Grant Year	Shares granted in LTI	Cumulative Exercised Shares	Shares granted	Plan Parameters		
				MIN	TARGET	MAX
2015	-	-	-	-	1,738,037	2,600,000
2016	1,347,325	(898,217)	449,109	695,215	1,738,037	2,607,056
2017	1,581,874	(527,291)	1,054,583	695,215	1,738,037	2,607,056
2018	<u>4,176,478</u>	<u>-</u>	<u>4,176,478</u>	1,000,000	2,500,000	3,750,000
Total	<u>7,105,677</u>	<u>(1,425,508)</u>	<u>5,680,170</u>			

- iii. The total number of shares to be granted in each of the six years’ ranges from 695,215 to 1,738,037 shares, at the expected performance level, to a maximum of 2,607,055 shares, plan parameters changed beginning 2018 to ranges from 1,000,000 to 2,500,000 shares, to a maximum of 3,750,000 shares, if the Entity’s shares perform at peak performance compared to other publicly traded entities in each year.
- iv. Under the 2014 Long-term Incentive Plan (the 2014 Incentive Plan), the Entity has a share-based plan for 12 top executives of the Entity. In accordance with the terms of the plan, as approved by the board of directors, based on certain performance metrics, the Entity executed a long-term incentive plan that will be settled by the Entity with its own shares which have been repurchased in the market. Under this plan, eligible executives will receive compensation, based on their performance during 2014, settled in shares and delivered over a three-year period. For this plan shares are kept in treasury and may be placed in a trust; they will be delivered to the executives in three equal settlement dates to the executives after 24, 36 and 48 months from the grant date, provided that the eligible executives remain in the employment of the Entity.

### 17.2 Fair value of share options granted in the year

- i. Vesta 20-20 Incentive plan - Based on the performance of the Entity’s shares for the years ended December 31, 2019, 2018 and 2017, the shares granted were 5,680,169, 3,379,720 and 637,200, respectively.



- ii. 2014 Incentive Plan - The fair value of the share awards granted under the 2014 Plan, was determined based on a fixed amount of cash determined as per the Entity's plan. It is assumed that executives will receive the awards after vesting date. The expense under this plan affects the cash position of the Entity.

#### 17.3 Compensation expense recognized

The long-term incentive expense for the years ended December 31, 2019, 2018 and 2017 was as follows:

	2019	2018	2017
Vesta 20-20 Incentive Plan	\$ 2,788,939	\$ 1,933,246	\$ 1,430,143
2014 Incentive Plan	-	9,564	46,888
Total long-term incentive expense	<u>\$ 2,788,939</u>	<u>\$ 1,942,810</u>	<u>\$ 1,477,031</u>

Compensation expense related to these plans will continue to be accrued through the end of the service period.

#### 17.4 Share awards outstanding at the end of the year

As of December 31, 2019, there are 5,680,169 shares outstanding with a weighted average remaining contractual life of 13 months.

### 18. **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 9, 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 42 and 35 years, respectively.

### 19. **Financial statements issuance authorization**

On February 12, 2020 the issuance of the consolidated financial statements was authorized by the Board of Directors, 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.

\* \* \* \* \*



# Appendix 2

*Report of the Audit Committee*







*Translation for informational purposes only*

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

**Fiscal Year of 2019**

Dear shareholders and members of the board of directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned in my character of chairman of the audit committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), in compliance to the provisions of article 43 of the Securities Market Law, I hereby submit to your consideration the annual report of the committee that I chaired during the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year of 2019, the audit committee was integrated as follows:

Member	Title	Character
Luis Javier Solloa Hernández	President	Independent Member
José Humberto López Niederer	Member	Independent Member
Stephen B. Williams	Member	Independent Member
José Manuel Domínguez Díaz Ceballos	Member	Independent Member
Loreno Manuel Berho Corona	Permanent Invitee	Executive Chairman of the Board

The activities of the audit committee during the fiscal year of 2019 were carried out according to the provisions of the Securities Market Law, the General Provisions Applicable to Issuers and other Participants in the Securities Market, the code of principles and best practices of corporate governance as well as other laws, regulations and rules applicable to the Company.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the audit committee met 4 times, (i) February 11<sup>th</sup>, (ii) April 23<sup>rd</sup>, (iii) July 23<sup>th</sup> and (iv) October 22<sup>nd</sup>, of 2019.

The relevant matters attended on which this committee issued an opinion and/or recommendation to the board of directors of the Company, were the following:

- I. Review and analysis of the audited and consolidated financial statements of the Company and its subsidiaries, prepared for the fiscal year ended on December 31<sup>st</sup>, 2018; as well as the consolidated financial statements of the Company and its subsidiaries, prepared for the closing of the each quarter of the fiscal year of 2019.
- II. The committee reviewed the audited and consolidated financial statements of the Company and its subsidiaries prepared by the external auditor for the fiscal year ended on December 31<sup>st</sup>, 2019, it is important to point out that such external auditor issued a clean opinion without exceptions as to said financial statements; therefore, the committee recommended to the board of directors to approve said financial statements, for them to be thereafter submitted for definitive approval of the shareholders.

All financial information mentioned before, was prepared based on the International Financial Reporting Standards, in compliance with the regulations issued by the National Banking and Securities Commission.

- III. The audit committee confirmed compliance by Corporación Inmobiliaria Vesta, S.A.B. de C.V. and each of its subsidiaries of their respective tax obligations either as direct payee and as receiver.
- IV. Evaluation of the external audit plan, the services proposal and recommendation to engage Galaz, Yamazaki, Ruiz Urquiza, S.C. member of Deloitte Touche (Tomatsu Limited), as external auditor of the Company and its subsidiaries for the fiscal year of 2019 and the first 2 quarters of 2020.
- V. Evaluation and determination of the additional services to the audit of the basic financial statements of the Company, that may be required from Galaz, Yamazaki, Ruiz Urquiza, S.C. member of Deloitte Touche (Tomatsu Limited) during the fiscal year of 2019, as well as determining the maximum amount payable therefor.
- VI. Analysis and follow up of the operating budget of the Company for the fiscal year 2019.
- VII. Review of the quarterly reports issued by the internal auditor of the Company, according to the working plan of the internal audit area and follow up of its findings.
- VIII. Election of the independent property valuation suppliers for the Company during the year of 2019 and 2020.
- IX. Follow up of the resolutions adopted by the shareholders and by the board of directors of the Company; and
- X. Approval of the operating budget for 2020.

Likewise, audit committee has had, at all times, direct access and free communication with the external and internal auditors of the Company, when deemed necessary and without intervention or presence of the management.

#### Company's Internal Control

The Company and its subsidiaries, have policies and procedures for internal control, designed to ensure the correct recordation and report of transactions according to the information standards adopted by the Company, which are the "*International Financial Information Rules*", issued by the International Accounting Standards Bureau.

Due to the foregoing, and according to the evaluation performed to the information issued by the administration, the internal audit reports, the audited financial statements and other documents received and analyzed, this committee concluded that the internal control system of Corporación Inmobiliaria Vesta, S.A.B. de C.V. is in a stage of definitive consolidation.

The Company has an internal audit area, which verifies the application of said internal control policies and procedures, according to a duly approved internal auditing plan.



#### Preventive and Corrective Measures

During the fiscal year of 2019, the management developed and applied corrective and preventive actions with respect to the findings of the internal audit area of the Company, to establish adequate controls.

#### Evaluation of the External Auditor

The external auditor of the Company during the fiscal year ended on December 31<sup>st</sup>, 2019 was Galaz, Yamasaki, Ruiz Urquiza, S.C. (member of Deloitte Touche Tomatsu Limited) acting through its auditing partner Mr. Pedro Luis Castañeda Herrera, whose offices are located at Paseo de la Reforma 489, Piso 6, Colonia Cuauhtémoc, Ciudad de Mexico, C.P. 06500.

As of the date hereof, the performance of the appointed external auditor has been acceptable and according to what was expected from, and agreed with said external auditor; therefore, the audit committee express no objection to the performance of the external auditor during the fiscal year ended on December 31<sup>st</sup>, 2019, it is important to point out that within the interviews and audit committee sessions with the external auditors, the committee confirmed the requirements of independence and rotation of supervising personnel of the external auditor.

#### Additional Services by the External Auditor

During the fiscal year ended on December 31<sup>st</sup> 2019, the external auditor provided services related to the study of the long term incentive plan for 2019, the study of the long term incentive plan for 2020, transfer pricing for 2019, annual adjustment of inflation, review of internal controls, which were provided under the previously agreed terms and conditions, and corresponded to the services that the board of directors determined when approving the hiring of the external auditor.

All services provided by other advisors of the Company, were hired in the ordinary course of business, and under market terms and conditions.

#### Modifications to the Accounting Policies.

During the fiscal year ended on December 31<sup>st</sup>, 2019, this committee performed periodical reviews to the quarterly and annual consolidated financial statements of the Company and its subsidiaries, without noting modifications to the accounting policies followed by the Company.

The "*International Financial Information Rules*", issued by the International Accounting Standards Bureau; have been consistently applied by the Company and its subsidiaries in the preparation of its internal and audited financial statements.

#### Complaints

During the fiscal year subject matter of this report, the audit committee did not receive any comment or complaint from shareholders, board members, relevant directors, employees or third parties in connection with the internal controls of the Company or any related matters, nor any accusations regarding any irregularity or transactions with related parties, other than those that the Company normally carries out with its subsidiaries, which were duly reviewed by the external auditor.

#### Differences with Management

As of the date of the report, there have been no differences of opinion between the audit committee and the relevant officers of the Company or with the internal and external auditors.

With respect to the annual report of the CEO to be submitted to the shareholders of the Corporación Inmobiliaria Vesta, S.A.B. de C.V. and that was previously distributed among the governance bodies of the Company, it is important to note that clearly and timely summarizes what occurred during the fiscal year of 2019. Due to the foregoing, the report to be submitted by the CEO truly and sufficiently reflects the operation and results of the Company.

Mexico City, February 10<sup>th</sup>, 2020

/s/

Luis Javier Solloa Hernández

# Appendix 3

*Report of the Corporate Practices Committee*







*Translation for Informational Purposes Only*

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

**Fiscal Year of 2019**

Dear shareholders and members of the board of directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned in my character of chairman of the corporate practices committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), and according to the provisions of article 43 of the Securities Market Law, hereby submit the annual report of the committee presided by the undersigned during the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the committee was comprised as follows:

Member	Title	Character
Javier Mancera Arrigunaga	President	Independent Board Member
Oscar Francisco Cázares Elías	Member	Independent Board Member
Stephen B. Williams	Member	Independent Board Member
José Antonio Pujals Fuentes	Member	Independent Board Member
Lorenzo Manuel Berho Corona	Permanent Invitee	Executive Chairman of the Board

The activities of the corporate practices committee during the fiscal year of 2019 were carried out according to the provisions of the Securities Market Law, the General Provisions Applicable to the Issuers and other Participants in the Market, the code of principles and best practices of corporate governance, and other laws, regulations and rules applicable to the Company.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the corporate practices committee met 4 times (i) January 22<sup>nd</sup>, (ii) July 10<sup>th</sup>, (iii) October 3<sup>rd</sup> and (iv) December 10<sup>th</sup>.

The relevant matters attended and with respect to which this corporate practice committee issued resolved and/or issued a recommendation to the board of directors of the Company, were the following:

- I. Performance of the executives of the Company during 2018.
- II. Review of the objectives for the executives of the Company for 2019.
- III. Salaries review and short-term incentive for 2019.
- IV. Hiring of an external consultant for preparing a compensations study of the executives of the Company, and for analyzing the long-term incentive plan for the executives of the Company.
- V. Review of the long-term incentive bonus for the executives for 2019.



- VI. Performance bonus for the period of 2019-2020.
- VII. Compensation of the CEO for 2019.
- VIII. Integration of the board and committees for 2019.
- IX. Review of the study prepared by the external consultant with respect to the executives' compensation.
- X. Review of the compensations budget for 2020.
- XI. Review and recommendation to the board to approve the new policy for transactions of securities of the Company by persons having access to confidential or privileged information.
- XII. Commencement of the work for preparing a policy for transactions by related parties to the executives of the Company.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the committee did not receive any notice on transactions with parties related to the executives of the Company and did not grant any waiver for the executives of the Company to benefit from business opportunities corresponding to the Company.

Mexico City, January 13<sup>th</sup>, 2020.

/s/

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

# Appendix 4

*Report of the Investment Committee*





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

**Fiscal Year 2019**

Dear shareholders and members of the Board of Directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned in my character of president of the investment committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), hereby submit to your consideration, the annual activity report of the committee that I chaired during the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year of 2019, the investment committee was integrated as follows:

Member	Position	Quality
John Andrew Foster	President	Independent Board Member
Stephen B. Williams	Member	Independent Board Member
Lorenzo Manuel Berho Corona	Member	Patrimonial Board Member
Craig Wieland	Member	Independent Board Member
Thomas J. McDonald	Member	Patrimonial Board Member

The performance of the investment committee during the fiscal year of 2019 it was according to the applicable rules set forth by the board of directors.

During the fiscal year ended December 31<sup>st</sup>, 2019, the investment committee met 8 (eight) times (i) March 8<sup>th</sup>, (ii) May 17<sup>th</sup>, (iii) May 29<sup>th</sup>, (iv) June 24<sup>th</sup>, (v) July 9<sup>th</sup>, (vi) September 4<sup>th</sup>, (vii) October 7<sup>th</sup> and (viii) November 26<sup>th</sup>.

At said meetings the following projects and investment amounts were approved

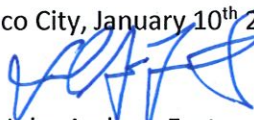
	Project	Approved Investment
1	Inventory building at Alamar, Tijuana	US\$7,784,074
2	Inventory building at Vesta Park SLP I	US\$ 7,290,000
3	Expansion BRP in Ciudad Juárez	US\$1,249,338
4	Remodeling of vacant building in Naucalpan	US\$2,002,930
5	Acquisition of land at Parque Industrial Pacífico, Tijuana	US\$10,302,985
6	Expansion Building Q1, Vesta Park Juárez	US\$6,775,564
8	Inventory building Q4, Vesta Park Juárez	US\$4,273,735



	Project	Approved Investment
9	Land Acquisition in El Salto, Jalisco	US\$23,600,000
10	Land Acquisition in Apodaca, Nuevo León	US\$15,900,000
11	Built to Suit building at Vesta Park Puebla	US\$18,686,346
12	Inventory Building at Vesta Park Puebla	US\$6,358,131
13	Inventory Building at San Martín Obispo	US\$2,424,505
14	Expansion to BRP building in Querétaro	US\$2,100,000
15	Acquisition of 2 additional plots of land in Aguascalientes	US\$859,897
16	Completion of infrastructure at Vesta Park Aguascalientes	US\$6,176,492
17	Infrastructure and 2 inventory buildings at Vesta Park Guadalajara	US\$12,770,000
18	Infrastructure and 2 inventory buildings at Vesta Park Guadalupe, Monterrey	US\$15,130,967
	<b>Total Investment</b>	<b>US\$168,984,964</b>

Likewise, the committee also discussed on the alternatives of capitalization available to the Company in order to continue with the development of the Company's projects, and made some recommendations to the relevant corporate bodies of the Company.

Mexico City, January 10<sup>th</sup> 2020



John Andrew Foster

President of the investment committee of  
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

# Appendix 5

*Report of the Ethics Committee*





*Translation for Informational Purposes Only*

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

**Fiscal Year of 2019**

Dear members of the board of directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned in my character of chairman of the ethics committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), hereby submit to your consideration the annual report of the committee that I chaired during the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the committee was comprised as follows:

Member	Title	Character
José Antonio Pujals Fuentes	President	Independent Board Member
Lorenzo Manuel Berho Corona	Member	Executive President of the Board
Elías Laniado Laborin	Member	Executive
Alfredo Marcos Paredes Calderón	Member	Executive
Alejandro Pucheu Romero	Member	Executive

The activities of the ethics committee during the fiscal year of 2019 were carried out in accordance to the resolutions of the board of directors incorporating this committee.

Within the fiscal year ended on December 31<sup>st</sup>, 2019, the ethics committee formally met once, to analyze and resolve on several items subject matters of complaints sent to the members of this committee either directly or through the corresponding complaint line. Notwithstanding, the members of the ethics committee were in close communication along the year and participated in the workshops referred to below.

The resolutions adopted by this committee with respect to the matters brought to its attention resulted in the following actions:

- I. Laying off an employee due to actions outside the Company's Ethics Code regarding a supplier, without having a material effect in the Company.
- II. Adjustment by human resources of the policies related to the reimbursement to the employees at the corporate offices for the expenses of parking fees of their vehicles.
- III. Clarification conversations with 2 employees.



- IV. Support to an employee who was affected by a personal issue, that was reflected in his conduct at work.

Likewise, the members of the ethics committee participated during the year in several workshops organized by the human resources department in connection with compliance, risks, surveillance and anti-corruption matters, as well as in several meetings with the members of the "ambassadors" program of the Company, whom serve as a bridge between the employees and the top management.

Finally, on December 13<sup>th</sup>, 2019, took place the bi-annual workshop of the ethics committee where the majority of the employees participated, as well as external consultants in order to update the ethics code of the Company to incorporate the best corporate practices at said code, especially those derived from the workshops on compliance, risks, surveillance and anti-corruption.

Mexico City, January 10<sup>th</sup>, 2020.

/s/

Mr. Jose Antonio Pujals Fuentes  
Chairman of the Ethics Committee of  
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

A handwritten signature in blue ink, appearing to read "Pujals Fuentes", written over a horizontal line.



# Appendix 6

*Report of the Debt and Equity Committee*





**Translation for Informational Purposes**

**CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.  
ANNUAL REPORT OF THE DEBT & EQUITY COMMITTEE**

**Fiscal Year of 2019**

Dear shareholders and members of the Board of Directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned in my character of president of the Debt & Equity Committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), hereby submit the annual activity report of the committee I chaired during the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the Debt & Equity was integrated as follows:

Member	Position	Quality
José Manuel Domínguez Díaz Ceballos	President	Independent Member
Stephen B. Williams	Member	Independent Member
John Andrew Foster	Member	Independent Member
Lorenzo Manuel Berho Corona	Member	Patrimonial Member
Wilfrido Castillo Sánchez Mejorada	Member	Independent Member

The debt and equity committee acted in accordance with the guidelines established by the Board of Directors of the Company when incorporating said committee, and during the fiscal year of 2019 met once.

During the fiscal year of 2019, we had no knowledge of any breach of the guidelines and financing policies of the Company or of its subsidiaries.

In accordance with the information provided by the Company's management and the meetings we held with the Company's officers and up to this date, there were no observations made by shareholders, directors, officers, employees and, in general, any third party, regarding issues related to financing of the Company and its subsidiaries.

During the year of 2019, the Company and some of its subsidiaries made relevant investments. On this regard, we ensured that financing thereof had been made in a manner consistent with the medium and long-term strategic plan of the Company. Likewise, we reviewed the budget for the fiscal year of 2019 together with the financial projections that were considered for its preparation, which included the main investments and financing operations of the Company, which we considered viable and consistent with the policies of investment and financing, and with the strategic vision proposed by the Company.

The relevant issues addressed by, and in respect to which this debt and equity committee issued an opinion and/or recommendation to the Board of Directors of the Company, were the following:

I. Refinancing of the existing syndicated loan for the amount of US\$150,000,000 scheduled to expire on 2021; and

II. Hiring of a new revolving line of credit for up to US\$125,000,000.

In case you have any question on this regard, please do not hesitate to contact me.

Mexico City, January 10<sup>th</sup>, 2020

/s/

José Manuel Domínguez Díaz Ceballos  
President of the Debt & Equity Committee of  
Corporación Inmobiliaria Vesta, S.A.B. de C.V.

# Appendix 7

*Report of the Social and Environmental Responsibility Committee*







***Translation for Informational Purposes***

**CORPORACIÓN INMOBILIARIA VESTA, S.A.B. DE C.V.  
ANNUAL REPORT OF THE SOCIAL AND ENVIRONMENTAL RESPONSIBILITY COMMITTEE**

**Fiscal Year of 2019**

Dear shareholders and members of the board of directors of Corporación Inmobiliaria Vesta, S.A.B. de C.V.:

The undersigned in my character of president of the Social and Environmental Responsibility Committee of Corporación Inmobiliaria Vesta, S.A.B. de C.V. (the "Company"), hereby submit the annual activity report of the committee I chaired during the fiscal year ended on December 31<sup>st</sup>, 2019.

During the fiscal year of 2019, the Social and Environmental Responsibility Committee was integrated as follows:

<b>Member</b>	<b>Position</b>	<b>Quality</b>
Jorge Alberto de Jesús Delgado Herrera	President	Independent Member
José Manuel Domínguez Díaz Ceballos	Member	Independent Member
Daniela Berho Carranza	Member	Patrimonial Member
Lorenzo Manuel Berho Corona	Member	Patrimonial Member

The scope of the Social and Environmental Responsibility Committee during the fiscal year of 2019 was performed based on the commitment to the satisfaction of our customers and shareholders, the interest for our collaborators and the community in general, compliance with environmental laws in each of the regions in which we operate and strict ethical regulations with the aim of achieving economic, social and environmental development, as a fundamental part of our competitiveness.

Based on a high sense of social responsibility, efficiency and opportunity, we develop programs of education, employment, health, nutrition, social justice, culture, human development, support in natural disasters, economic development, protection and conservation of the environment, which contributed to improve the quality of life of the population of all ages in the regions where we have presence, promoting the formation of human capital and generating opportunities contributing to the integral development of people and their communities.

During the fiscal year ended on December 31<sup>st</sup>, 2019, the Social and Environmental Responsibility Committee had no opportunity to meet, but in January 10, 2020, gathered to hold the 2019 session and review all activities.

Below are some of the programs we developed during the fiscal year of 2019:



### Education

**Matematiza2:** Continue to evaluate teachers of elementary schools in Aguascalientes and were also trained to improve functional thinking.

**Walking Together:** To contribute to the development of abilities for life and to promote the healthy development of children of elementary level, as well as to prevent violence.

**A Better Future is Possible:** Training was given to young people between 15 and 29 years to develop social and business skills, for their integration or development of a productive activity for their economic self-sufficiency.

**Volunteering in San Luis Potosi.** The project consisted in the refurbishment of two schools to generate welfare in the study centers.

**Adopt a Talent.** Continued with the project to promote the study of science in children of elementary level in the *Sierra de Queretaro*, through workshops and science clubs.

### Community

**Sueño Mexa 2.0 + Plurales.** In partnership with municipal governments and civil associations; through the *Plurales* Foundation, using art as a tool, children and young people with drug and weapons problems were helped, fostering social awareness of individual and community responsibility.

**Birds without paradise 2.** In a binational program with the state of California, United States of America, along with governmental authorities, civil organizations and collaborators, promoting the cooperation between the Tijuana and San Diego region.

**Chichimequillas Community.** A participation planning method was implemented to create common projects and promote the local development of communities in the State of Guanajuato.

**Construction.** With the participation of employees, built a school classroom in the city of Toluca, State of Mexico.

**Waremalcomb.** Supported the construction of a house for a family in a vulnerable situation.

**Puebla.** In the municipality of Huejotzingo and through alliances with the municipal government, private associations and local universities, the Balloon Latam program was implemented, this program seeks to strengthen the territorial micro-development, as well as its cultural, socio-environmental, human and economic heritage. During this fiscal year, training of local entrepreneurs with sustainable development goals began.



#### Health and Nutrition

**Fundación Castro Limón.** Through the promotion of sports through a bicycle race, financial support was given to children with cancer.

**Vesta Challenge Bajío.** Through the promotion of sports through a bicycle race, an important amount was collected, both in cash and in kind, for supporting the Company's social responsibility projects.

#### Environmental

- Performed the diagnosis of several areas to generate an environmental management system.
- We were included within The Dow Jones Sustainability Indexes.
- The Company was awarded with the first place as Socially Responsible Company by the Expansion Magazine.
- We contributed to environmental awareness among employees, suppliers and customers to promote the protection and care of our environment.

Mexico City, January 14<sup>th</sup>, 2020

/s/

A handwritten signature in black ink, appearing to read "Jorge Alberto de Jesús Delgado Herrera".

Jorge Alberto de Jesús Delgado Herrera  
President of the Social and Environmental Responsibility Committee

# Appendix 8

*2021-2025 Long-Term Incentive Plan of the Executives*







Elevating  
Standards

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

*Executive Compensation Plan*  
*Long-term incentive plan 2021-2025*





# EXECUTIVE COMPENSATION PLAN 2021 - 2025

## Further Aligning of Interest between Shareholders and Management



### BACKGROUND:

- Alignment of incentives and interests between investors and management is key for the company's long term success and the creation of shareholder value.
  - Having management as shareholders of the company further aligns the incentives of all stakeholders.
  - Vesta is the only publicly listed industrial real estate company in Mexico without a fee structure to be paid to an external Advisor or Sponsor.
- Vesta, with the assistance of **Green Street Advisors**, a recognized leader in real estate and REIT capital markets, structured and developed and fine tuned the equity-based Employee Compensation Plan.
  - The plan reflects compensation best practices implemented by leading Real Estate companies, including REITs.
  - The plan incorporates a “pay-for-performance” structure, with a fixed number of shares to be granted over a period of 5 years



# EXECUTIVE COMPENSATION PLAN 2021 – 2025

**“Pay for performance”**



The compensation plan consists of 2 main components:

- A base salary and a short-term incentive (STI) with a cash component
  - Incorporates operating metrics, 1-yr total relative return, and other individual performance metrics
- A long-term incentive plan (LTI) with an equity component:
  - Based on three-year relative total returns
  - This component is paid in shares and includes a 3-year vesting period after grant

Component	Performance metric(s)	Weighting	Notes
Base salary	Market based	N/A	- Assessed yearly
Short-term incentive (STI) <sup>1</sup>	Operating metrics 1-yr Total relative return Individual Performance	Up to 40% Up to 40% Up to 70%	- Weighting of performance metrics varies by executive
Long-term incentive (LTI)	3-yr Total relative return	100%	- Paid in shares - 3-yr vesting period after grant

<sup>1</sup> Varies per executive type: 1- yr Total Relative Return C-Suite: CEO & Staff STI up to 40%, Operating Officers in C Suite & Other middle Management Up to 15%

**The “pay-for-performance” makes the plan best-in-class from an investor perspective**



**EXECUTIVE COMPENSATION PLAN**  
**Existing 2015 -2020 LTI Plan: Actual Grants**



2015 - 2020 PLAN ACTUAL						
Year	Shares granted	Shares delivered	Shares to deliver	MIN	Target	Max
2015	-	-	-	-	1,738,037	2,607,056
2016	874,478	- 582,985	291,493	0 to 695,215	1,738,037	2,607,056
2017	629,200	- 209,733	419,467	0 to 695,215	1,738,037	2,607,056
2018	3,423,106	-	3,423,106	0 to 1,000,000	2,500,000	3,750,000
2019	3,550,449	-	3,550,449	0 to 1,000,000	2,500,000	3,750,000
Total	8,477,233	- 792,719	7,684,514			





EXECUTIVE COMPENSATION PLAN 2021 - 2025  
Proposed LTI Plan



ECP Compensation Period:	<ul style="list-style-type: none"><li>2021-2025.</li><li>Corporate Practice Committee reviews ECP parameter and amounts</li><li>Board of Directors can extend the Compensation Period</li></ul>
Amount:  13.75 million shares	<ul style="list-style-type: none"><li><b>LTIP (Equity - Vests during 3 years after grant year):</b> Target: 2.75 mm shares per year Threshold: up to 1.1 mm shares per year Maximum: 4.12 mm shares (150%) per year</li></ul>
Stock Price Relative Total Return:	<ul style="list-style-type: none"><li>Eliminates the highest and lowest Stock Price Total Return performers from the Peer Set to correct for outliers.</li><li>The Board at its discretion sets the peer group and can include and eliminate other outliers.</li><li>At Threshold: up to 40% of the target award, must be approved by the Board.</li><li>Maximum award is 150% of LTI target.</li><li>Payout scales linearly for returns above threshold return</li></ul>
Peer set:	<ul style="list-style-type: none"><li>To measure Vesta’s relative total returns, the Company’s peer set includes companies public Real Estate Companies and FIBRAS during the full measurement period</li></ul>
Equity Plus Program	<ul style="list-style-type: none"><li>To encourage further alignment, CPC can grant STI in shares with a vesting period which would follow the LTIP vesting schedule</li></ul>

## Appendix 9

*CV of the proposed members of the board of directors*





**BOARD OF DIRECTORS OF VESTA / CONSEJO DE ADMINISTRACIÓN DE VESTA**  
**(Proprietary Members / Miembros Propietarios)**

**Lorenzo Manuel Berho Corona**

Mr. Berho is one of the founders of Vesta and was our Chief Executive Officer for 20 years and since August 1<sup>st</sup>, 2019 serves as Executive Chairman. From 2007 to 2009, he served as President of the Mexican Association of Industrial Parks. From 1991 to 1992, and from 1997 to 1998 he acted as Vice President of the Mexican Chamber of the Manufacturing Industry. He serves as President of the Mexico-Germany Business Committee of the Mexican Business Council for Foreign Trade. He was Regional Chair at the YPO/WPO Real Estate Network of Latin America. Mr. Berho holds a degree in Industrial Engineering at Universidad Anahuac and finished the Owner/President Management Program at Harvard Business School in 1994. He has more than 36 years of experience in the real estate industry.

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El Sr. Berho es uno de los fundadores de Vesta, fue nuestro Director General durante 20 años y desde el 1º de Agosto de 2019 es Presidente del Consejo de Administración. De 2007 a 2009, se desempeñó como Presidente de la Asociación Mexicana de Parques Industriales. De 1991 a 1992 y de 1997 a 1998, fue Vicepresidente de la Cámara Mexicana de la Industria Manufacturera. Se desempeña como Presidente del Comité Empresarial México-Alemania del Consejo Empresarial Mexicano para el Comercio Exterior. Ocupó también el cargo de Presidente Regional en la Red de Bienes Raíces YPO / WPO de América Latina. El Sr. Berho es Ingeniero Industrial de la Universidad Anáhuac y finalizó el Programa de Administración de Dueños/Presidentes de *Harvard Business School* en 1994. Tiene más de 36 años de experiencia en la industria de bienes raíces.

**Stephen B. Williams**

Mr. Williams is co-founder of Vesta and founder of SENTRE Partners, a real estate investment and services company which owns, manages and/or leases approximately 3 million square feet of commercial real estate with a portfolio of more that USD\$500,000,000 in San Diego and Orange County, California. From 1979 to 1998, Mr. Williams was a partner and responsible of the San Diego division at Trammell Crow Company. He holds a B.A. in Public Administration from University of California, Los Angeles and an MBA from the University of Southern California.

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El Sr. Williams es cofundador de Vesta y fundador de SENTRE Partners, una compañía de servicios e inversión inmobiliaria que posee, administra y/o arrienda aproximadamente 3 millones de pies cuadrados de propiedades comerciales con una cartera de más de USD\$500,000,000 en San Diego y el Condado de Orange, California. De 1979 a 1998, el Sr. Williams fue socio y responsable de la división de San Diego en Trammell Crow Company. Tiene un B.A. en Administración Pública de la Universidad de California en Los Ángeles y un MBA de la Universidad del Sur de California.

**Luis Javier Solloa Hernández**

Javier Solloa is Principal Partner at Solloa-Nexia since 1995. He is a Certified Public Accountant responsible for national and international due diligence projects, management of end-of-year audits and due diligence reporting. Among his experience, he has belonged to the following audit committees: INFONAVIT, Abastecedora Lumen, Promotora y Operadora de Infraestructura, and Gifan Internacional. He is member of the board of multiple national and international entities. He holds a bachelor degree in Accounting from Universidad Nacional Autónoma de México and a Masters of Business Administration



from Universidad Iberoamericana (UIA), he also has a diploma in Financial Engineering from the Colegio de Contadores Públicos de México and in Institutional Governance from Instituto Panamericano de Alta Dirección de Empresas (IPADE).

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Javier Solloa es el socio director de Solloa-Nexia desde 1995. Es Contador Público Certificado, responsable de los procesos de “due diligence”, administración de las auditorías de fin de año y el reporte de “due diligence”. Entre su experiencia, ha pertenecido a los siguientes comités de auditoría: INFONAVIT, Abastecedora Lumen, Promotora y Operadora de Infraestructura y Gifán Internacional. Es miembro del consejo de varias entidades nacionales e internacionales. Tiene una Licenciatura en Contabilidad por la Universidad Nacional Autónoma de México y una Maestría en Administración de Empresas por la Universidad Iberoamericana (UIA), así como un diplomado en Ingeniería Financiera por el Colegio de Contadores Públicos de México y en Gobierno Institucional por el Instituto Panamericano de Alta Dirección de Empresas (IPADE).

### **John Andrew Foster**

Mr. Foster co-founded Broadreach Capital Partners, LLC (“Broadreach”), where he oversees activities for a series of discretionary real estate investment funds and direct real estate investments of Broadreach. Formerly co-chief executive officer of Spieker Properties (“SPK”), Mr. Foster was responsible for overseeing the overall strategic direction of that company and its real estate operations, including more than 500 field and staff employees. He participated significantly in the USD\$7.20 billion merger and integration of SPK into Equity Office Properties Trust. He received the industry’s Outstanding CEO Award in 2000, in a poll that surveyed the largest institutional investors and Wall Street analysts. He had previously served as chief investment officer of SPK. Prior to SPK’s IPO in 1993, Mr. Foster was a partner in Spieker Partners and oversaw the Silicon Valley region. He began his real estate career with Trammell Crow Company in 1985, he also held positions at AT&T and Bain & Company. Mr. Foster received a Bachelor of Arts from Kalamazoo College and a Masters in Business Administration from Stanford University. He is currently a member of the Board of Directors of Dolce Hotels and Resorts and previously served as a member of the Board of Trustees of Equity Office Properties Trust.

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El Sr. Foster es cofundador de Broadreach Capital Partners, LLC (“Broadreach”), donde supervisa las actividades de una serie de fondos discrecionales de inversión inmobiliaria y las inversiones inmobiliarias directas de Broadreach. Anteriormente, como ejecutivo adjunto de Spieker Properties (“SPK”), el Sr. Foster fue responsable de supervisar la dirección estratégica general de esa empresa y sus operaciones inmobiliarias, incluidos más de 500 empleados de campo y personal. Participó significativamente en la fusión e integración valuada en USD \$ 7,20 billones de SPK en Equity Office Properties Trust. Recibió el Premio al Director Ejecutivo Destacado de la industria en 2000, según una encuesta a los mayores inversionistas institucionales y analistas de Wall Street. Anteriormente, se había desempeñado como director de inversiones de SPK. Antes de la salida a bolsa de SPK en 1993, el Sr. Foster fue socio de Spieker Partners y supervisaba la región de Silicon Valley. Comenzó su carrera en bienes raíces con Trammell Crow Company en 1985, ocupó también cargos en AT&T y Bain & Company. El Sr. Foster tiene una Licenciatura en Artes de Kalamazoo College y una Maestría en Administración de Empresas de la Universidad de Stanford. Actualmente es miembro de la Junta Directiva de Dolce Hotels and Resorts y anteriormente se desempeñó como miembro de la Junta de Consejeros de Equity Office Properties Trust.

### **Oscar F. Cázares Elías**

Mr. Cázares is the founder and current Chief Executive Officer of Duroplast de Mexico, S.A. de C.V., and was the President and Chief Executive Officer of PepsiCo de México and Pepsi-Cola Mexicana from 1999





- 2007. Mr. Cázares holds a bachelor's degree in Industrial Engineering at the Tecnológico de Chihuahua and a Masters in Business Direction (Medex) at the same institution. He is also a member of the Board of Directors of Bafar and Cultiba, public companies traded at the Mexican Stock Exchange.

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El Sr. Cázares es el fundador y actual director general de Duroplast de México, S.A. de C.V., y fue Presidente y Director General de PepsiCo de México y Pepsi-Cola Mexicana de 1999 a 2007. El Sr. Cázares tiene una licenciatura en Ingeniería Industrial del Tecnológico de Chihuahua y una Maestría en Dirección de Negocios (Medex) en la misma institución. También es miembro del Consejo de Administración de Bafar y Cultiba, compañías públicas cotizadas en la Bolsa Mexicana de Valores.

### **Francisco Uranga Thomas**

Mr. Uranga currently holds the position of Corporate Vice President and Chief Business Operations Officer for Latin America at Hon Hai Precision Industry Co., known as Foxconn, a Taiwanese conglomerate which is the largest electronic manufacturing services company in the world. Since joining Foxconn in January 2005, he has been responsible for government relationships at all levels as well as regulations, incentives, tax and duties, legal, customs, immigration and land and construction issues. In January 2007, Mr. Uranga was appointed to the Board of Directors of Superior Industries International, Inc., one of the largest wheel makers in the world, and serves on the Nominating and Corporate Governance Committee. From 1998 to 2004, he served as Secretary of Industrial Development for the state government of Chihuahua. Mr. Uranga holds a Bachelor's Degree in Business Administration in Marketing from the University of Texas at El Paso (UTEP) and completed the Stanford Directors' Forum, a joint program of the Stanford Graduate School of Business and the Stanford Law School.

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Francisco Uranga actualmente ocupa el cargo de Vicepresidente Corporativo y Director de Operaciones Comerciales para América Latina en Hon Hai Precision Industry Co., conocido como Foxconn, un conglomerado taiwanés que es la mayor empresa de servicios de fabricación electrónica en el mundo. Desde que se unió a Foxconn en enero de 2005, ha sido responsable de las relaciones gubernamentales en todos los niveles, así como de las reglamentaciones, incentivos, impuestos y derechos, temas aduaneros, de inmigración y cuestiones relacionadas con terrenos y construcción. En enero de 2007, el Sr. Uranga fue nombrado miembro del Consejo de Administración de Superior Industries International, Inc., uno de los fabricantes de ruedas más grandes del mundo y sirve en el Comité de Nominación y Gobierno Corporativo. De 1998 a 2004, se desempeñó como Secretario de Desarrollo Industrial para el gobierno estatal de Chihuahua. El Sr. Uranga tiene una Licenciatura en Administración de Empresas y Marketing de la Universidad de Texas en El Paso (UTEP) y completó el Foro de Directores de Stanford, un programa conjunto de la Stanford Graduate School of Business y la Stanford Law School.

### **Luis de la Calle Pardo**

Mr. Luis De la Calle is the managing director and founding partner of the consulting firm De la Calle, Madrazo and Mancera, S.C. and Chairman for Latin America of Hill + Knowlton Strategies. From 2000 to 2002, Mr. De la Calle served as Undersecretary of International Trade Negotiations for the Mexican Secretary of Economy. From 2002 to 2004, he acted as Managing Director of Public Strategies de Mexico Inc. He holds a BA in Economics from Instituto Tecnológico Autónomo de México (ITAM) and a Ph.D. in Economics from the University of Virginia.

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El Sr. Luis De la Calle es el director general y socio fundador de la firma de consultoría De la Calle, Madrazo y Mancera, S.C. y Presidente para América Latina de Hill + Knowlton Strategies. De 2000 a 2002 el Sr. De la Calle se desempeñó como Subsecretario de Negociaciones Comerciales Internacionales para la



Secretaría de Economía de México. De 2002 a 2004, se desempeñó también como Director General de Public Strategies de Mexico Inc. Tiene una licenciatura en Economía del Instituto Tecnológico Autónomo de México (ITAM) y un Doctorado en Economía de la Universidad de Virginia.

#### **José Manuel Domínguez Díaz Ceballos**

Mr. Domínguez is currently president of Fundacion CCB, a non-profit Mexican organization and treasurer of the Centro para el Desarrollo Integral del Campo since 2004. He was Vice President of Bank of America (Mexico's representation office) and Business Development Cash Management Officer at Citibank (Mexico Branch). He was Board Member of HSBC Bank in El Salvador, Honduras and Costa Rica 2010-2014, and since 2012 he has been a Board Member of HSBC Bank in Colombia, Peru, Paraguay, Uruguay and Chile. Mr. Domínguez holds a bachelor's degree in Administration and Finance from the Universidad Panamericana (UP) and a Master's Degree in Administration from the University of Wisconsin.

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El Sr. Domínguez es actualmente Presidente de la Fundación CCB, organización mexicana sin fines de lucro y tesorero del Centro para el Desarrollo Integral del Campo desde 2004. Fue Vicepresidente de Bank of America (oficina de representación de México) y Director de Gestión de Efectivo de Desarrollo Comercial en Citibank (Sucursal de México). Fue miembro del consejo de administración de HSBC Bank en El Salvador, Honduras y Costa Rica 2010-2014; desde 2012 ha sido miembro del consejo de administración de HSBC Bank en Colombia, Perú, Paraguay, Uruguay y Chile. El Sr. Domínguez cuenta con una licenciatura en Administración y Finanzas por la Universidad Panamericana (UP) y una maestría en Administración por la Universidad de Wisconsin.

#### **Craig Wieland**

Mr. Wieland, he joined his father's company, The Wieland-Davco Corporation in 1977, as a laborer, and moved up quickly through the ranks of Superintendent, Project Manager and within ten years was named Vice President. Upon the passing of his father in 1990 Craig assumed the role he still holds; President of The Wieland-Davco Corp. Under Craig's leadership the company has grown from a small family owned firm located in Northern Michigan with an annual sales volume of \$3 Million dollars to one of the largest General Contractors in the US with offices in Lansing Michigan, Orlando Florida, Shreveport, Louisiana, Newport Beach and San Diego California. He is the author of four books on topics from Economics, Conservative Thought, and fiction.

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El Sr. Wieland ingresó en la empresa de su padre en 1977, The Wieland-Davco Corporation como obrero y ascendió rápidamente a los puestos de Superintendente, Gerente de Proyecto y en diez años fue nombrado Vicepresidente. Tras el fallecimiento de su padre en 1990, Craig asumió el cargo que aún mantiene, Presidente de *The Wieland-Davco Corp.* Bajo el liderazgo de Craig, la compañía ha pasado de ser una pequeña empresa familiar ubicada en el norte de Michigan con un volumen de ventas anual de \$3 millones de dólares a uno de los contratistas generales más grandes de los EE. UU. Con oficinas en Lansing Michigan, Orlando Florida, Shreveport Louisiana, Newport Beach y San Diego California. Es autor de cuatro libros sobre temas de economía, pensamiento conservador y ficción.

#### **Thomas McDonald**

Thomas McDonald is the managing partner and co-founder of Jaguar Growth Partners. Headquartered in New York with an office in Sao Paolo, Jaguar is a privately-held investment management firm specializing in real estate private equity in growth markets globally. Mr. McDonald is currently a Director of the Advisory Board of Jaguar Growth Partners and a director of Hoteles City Express (BMV: HCITY), Aliansce



Shopping Centers (BZ: ALSC3 ) and Latam Logistics Properties. He previously served as a Director of Gafisa (NYSE: GFA), BR Malls (BZ: BRML3), Tenda (BZ: TNDA3), Parque Arauco (SNSE: PARAUCO), Crédito Inmobiliario, AGV Logistics, Bracor, NH Hoteles Latinamericana and Brazilian Finance and Real Estate. He graduated from the University of Notre Dame and received an M.B.A. from the University of Chicago Booth School of Business.

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Thomas McDonald es socio director y cofundador de Jaguar Growth Partners. Con sede en Nueva York y con oficinas en Sao Paolo, Jaguar es una firma privada de gestión de inversiones de capital privado especializadas en negocios inmobiliarios en mercados en crecimiento a nivel mundial. El Sr. McDonald es actualmente consejero del Consejo Asesor de Jaguar Growth Partners, de Hoteles City Express (BMV: HCITY), Aliance Shopping Centers (BZ: ALSC3) y Latam Logistics Properties. Anteriormente fue consejero de Gafisa (NYSE: GFA), BR Malls (BZ: BRML3), Tenda (BZ: TNDA3), Parque Arauco (SNSE: PARAUCO), Crédito Inmobiliario, AGV Logística, Bracor, NH Hoteles Latinamericana y Finanzas Brasileñas y Bienes Raíces. Se graduó de la Universidad de Notre Dame y recibió una M.B.A. de la Escuela de Negocios Booth de la Universidad de Chicago.

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***(Alternate Members / Miembros Suplentes)***

**Lorenzo Dominique Berho Carranza**

Lorenzo Berho Carranza is our Chief Executive Officer since August 1<sup>st</sup>, 2018, previously he was our Operating Officer and was responsible for the performance of the business, including acquisitions of properties, valuation and analysis of investments, capital raising and financial efforts, as well as projects such as mergers, co-investments and structures of the Company. Previously, he held the office of asset manager within the Company. He also served as Vice- President of the Urban Land Institute in Mexico. He holds an industrial engineer degree by the Universidad Iberoamericana and received a masters degree in Real Estate Sciences from the University of San Diego. Mr. Lorenzo Berho Carranza is son of Mr. Lorenzo Manuel Berho Corona.

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Lorenzo Berho Carranza es nuestro Director General desde el 1° de Agosto de 2018, anteriormente se desempeñó como Director de Operaciones y está a cargo del desempeño de nuestro negocio, incluyendo adquisiciones de propiedades y carteras, valuación y análisis de inversiones, obtención de capital y esfuerzos financieros y proyectos tales como fusiones, co-inversiones y estructuras de sociedad. Previamente, desempeño el puesto de *Asset Manager* dentro de la Compañía. Fungió también como Vice-Presidente de Urban Land Institute en México. Se tituló como ingeniero industrial de la Universidad Iberoamericana y tiene una maestría en ciencias inmobiliarias de la Universidad de San Diego. El Sr. Lorenzo Dominique Berho Carranza es hijo del Sr. Lorenzo Manuel Berho Corona.

**Douglas M. Arthur**

Douglas Arthur, President & CEO of SENTRE, oversees the company's full service investment and development platform, sets the strategic vision for the firm and is active in the company's acquisitions, dispositions, development, joint ventures and capital markets activities. Doug also leads the company's Board of Directors and Investment Committee. He joined SENTRE in 2004. Prior to becoming President & CEO, Doug founded SENTRE Living, the company's multi-family platform, that focuses on acquiring and developing apartment communities throughout the West Coast and Mexico.

Doug graduated from Harvard Business School's OPM Executive Education program and received a Masters in Real Estate from the University of San Diego. Doug also graduated with honors from the



University of California, Santa Barbara. He is a licensed real estate broker in the State of California and has earned the CCIM (Certified Commercial Investment Member) and LEED AP (Leadership in Energy & Environmental Design) designations.

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Douglas Arthur, presidente y director general de SENTRE, supervisa la plataforma de inversión y desarrollo de servicio completo de la compañía; establece la visión estratégica de la empresa y participa activamente en las actividades de adquisiciones, disposiciones, desarrollo, joint ventures y mercados de capital de la compañía. Doug también dirige el consejo de administración y el Comité de Inversiones de la compañía. Se unió a SENTRE en 2004. Antes de convertirse en Presidente y CEO, Doug fundó SENTRE Living, la plataforma multifamiliar de la empresa, que se centra en la adquisición y el desarrollo de comunidades de departamentos en toda la costa Oeste y México.

Doug se graduó del programa de Educación Ejecutiva OPM de Harvard Business School y recibió una Maestría en Bienes Raíces de la Universidad de San Diego. Doug también se graduó con honores en la Universidad de California, Santa Bárbara. Es corredor de bienes raíces con licencia en el estado de California y ha obtenido las designaciones de CCIM (miembro de inversión comercial certificado) y LEED AP (liderazgo en diseño de energía y medio ambiente).

#### **José Humberto López Niederer**

Mr. José López is a partner of Cross Border Investments (CBI) since January 2018. Before Joining CBI he acted as independent advisor of Investment Banking and Mergers and Acquisitions from 2011 and until 2017. Before becoming independent he work for 18 years in Grupo Financiero Serfin in the areas of Investment Banking and Recovery, performing several mergers and acquisitions, as well as issuances of debt and equity (public and private) as well as structured financings and debt reestructures. Mr. José López holds a bachelors degree in Mechanical Engineering from Universidad Anáhuac, he also has a Finance degree from Instituto Tecnológico Autónomo de México (ITAM), and a Masters Degree of Science in Management at Stanford University.

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El Sr. José López es socio de Cross Border Investments (CBI) desde enero de 2018. Antes de unirse a CBI, se desempeñó como Asesor Independiente de Banca de Inversión y Fusiones y Adquisiciones desde el año 2001 y hasta fines del 2017. Previamente a independizarse, trabajó en Grupo Financiero Serfin 18 años en las áreas de Banca de Inversión y Banca de Recuperación, ejecutando numerosas transacciones de fusiones y adquisiciones así como colocaciones de capital y deuda (públicas y privadas) y financiamientos estructurados, así como reestructuras de deuda. El señor José López es Ingeniero egresado de la Universidad Anáhuac, con un Diplomado en Finanzas del ITAM y una maestría en ciencias de la administración por la Universidad de Stanford.

#### **Enrique Carlos Lorente Ludlow**

Enrique Lorente is founding partner of Woodhouse and Lorente Ludlow, a law firm in Mexico City, where he specializes in real estate and infrastructure projects. During his professional experience, he has participated in all stages of development required for these types of projects, including conceptualization and structuring; engagement through public bidding procedures or private contracting; development and construction; as well as financing and daily operation of projects once they have been developed. He holds a law degree from the *Escuela Libre de Derecho*.

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Enrique Lorente es socio fundador de Woodhouse y Lorente Ludlow, una firma de abogados en la Ciudad de México, donde se especializa en proyectos inmobiliarios y de infraestructura. Durante su experiencia





profesional, ha participado en todas las etapas de desarrollo requeridas para este tipo de proyectos, incluida la conceptualización y la estructuración; compromiso a través de procedimientos de licitación pública o contratación privada; desarrollo y construcción; así como el financiamiento y la operación diaria de los proyectos una vez que se hayan desarrollado. Es licenciado en Derecho por la Escuela Libre de Derecho.

#### **Viviana Belauzarán Barrera**

Es contador público graduada del Instituto Tecnológico Autónomo de México. Asimismo, cursó el Programa en Impuestos Internacionales impartido por la Universidad de Harvard, así como el diplomado de Impuestos en el Instituto Tecnológico Autónomo de México. Es miembro del Colegio de Contadores de México y del Instituto Mexicano de Contadores Públicos.

Trabajó por 15 años en Mancera, Ernst & Young en el área de consultoría fiscal como gerente senior en el área de impuestos internacionales de dicha firma. Ha participado como socio en otras firmas boutique especializadas en materia fiscal y actualmente se desempeña como socio de consultoría fiscal y cumplimiento en SKATT. Su experiencia abarca la asesoría de varias empresas en el sector financiero, compañías multinacionales, fondos privados y fondos públicos.

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She is a public accountant graduated from the Instituto Tecnológico Autónomo de México. Likewise she obtained a certificate in the International Tax Program at Harvard University, as well as a Diploma in the International Tax Program at Instituto Tecnológico Autónomo de México. She is a member of the College of Public Accountants of Mexico and of the Mexican Institute of Public Accountants.

She worked 15 years in the tax consulting area at Mancera, Ernst & Young, where she was senior manager in the international tax area of said firm. Has participated as partner in other boutique firms specialized in tax matters and currently is a partner at the tax consulting and compliance practice of SKATT. Her experience includes advising companies of the financial sector, multinational companies, private and public funds

#### **Daniela Berho Carranza**

Daniela Berho is CEO and founding partner of The Dailey Method Mexico. Previously she served as Marketing Manager of Corporación Inmobiliaria Vesta, where she focussed in the corporate image strategy of the Company. She currently serves also as a member of the Social and Environmental Responsibility Committee of the Company. Before joining the Company she served as marketing assistant at Condé Nast Mexico. She holds a bachelors degree in Administration by the Universidad Iberoamericana and obtained a MBA at Universidad Panamericana (IPADE). She also has a diploma in Strategic Negotiation at the Harvard Business School and on Real Estate Innovation at the Singularity University. Since 2014 she participates as board member of "*Reina Madre*", *clínicas de la mujer*. Daniela Berho is the daughter of Lorenzo Manuel Berho Corona.

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Daniela Berho es directora general y socia fundadora de The Dailey Method México. Antes de eso actuó como gerente de mercadotecnia de Corporación Inmobiliaria Vesta, donde se enfocó en la estrategia de imagen corporativa de la Compañía. También participa como miembro en el Comité de Responsabilidad Social y Ambiental de la Compañía. Antes de unirse a la Compañía también trabajó como asistente de mercadotecnia en Condé Nast México. Daniela Berho tiene una licenciatura en Administración de Empresas por la Universidad Iberoamericana, y obtuvo una maestría en administración por la Universidad Panamericana (IPADE). También tiene diplomas en Negociación Estratégica en la escuela de negocios de



Harvard y en Innovación en Bienes Raíces por Singularity University. Desde 2014 participa como miembro del consejo de administración de “Reina Madre”, *clínicas de la mujer*. Daniela Berho es hija de Lorenzo Manuel Berho Corona.

### **José Antonio Pujals Fuentes**

Mr. Pujals was Managing Director at Rassini Auto Parts Division from 1992 to 1999, formerly he was Managing Director of Moresa (TRW), General Manager of assembly plants and Vice President of Manufacturing at Chrysler de México, President and CEO of Barnes Group, Vice President of Manufacturing in General Mills toys division, among others. He was also Chairman of the Mexico-Germany Committee of COMCE, where he is currently Honorary President and he also has been a guest teacher and speaker in the Master Programs of Instituto Panamericano de Alta Dirección de Empresas (IPADE). Mr. Pujals is a Mechanical Engineer from the Instituto Politécnico Nacional (IPN) and a Bachelor's Degree in Administration from the Instituto Tecnológico Autónomo de México (ITAM) and he also has an Industrial Engineering course from the Massachusetts Institute of Technology (MIT).

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El Sr. Pujals fue Director General en Rassini División Autopartes de 1992 a 1999, previamente fue Director General de Moresa (TRW), Gerente General de Plantas de Ensamble y Vicepresidente de Manufactura en Chrysler de México, Presidente y Director General de Barnes Group, Vicepresidente de Manufactura en General Mills División Juguetes, entre otros. También fue Presidente del Comité México-Alemania del COMCE, en donde actualmente es Presidente Honorario y ha sido profesor invitado conferencista para los programas Master del IPADE. El Sr. Pujals es Ingeniero Mecánico por el Instituto Politécnico Nacional (IPN) y Licenciado en Administración por el Instituto Tecnológico Autónomo de México (ITAM), también cuenta con un curso de Ingeniería Industrial por el Instituto Tecnológico de Massachusetts (MIT).

### **Rocío Ruiz Chávez**

Rocío Ruíz acted as Undersecretary for Competitiveness and Regulation at the Secretary of Economy until 2018, where she was responsible of the policy for improvement of the business environment to facilitate the incorporation, operation and dissolution of companies in Mexico, as well as the issuance of public policies for normalization and metrology and to develop and implement innovative technological tools for eliminating procedures. Rocío Ruíz is economist by the *Universidad Nacional Autónoma de México* and has diplomas in foreign commerce and international businesses and in free trade agreements.

Rocío Ruíz also participates in the board of directors of entities such as: *Comisión Federal de Electricidad, Banco Nacional de Comercio Exterior S.N.C., ProMéxico, Instituto Mexicano de la Propiedad Industrial, Instituto Nacional del Emprendedor, Entidad Mexicana de Acreditación, A.C., Comisión Nacional de Vivienda and Comisión Nacional para el Desarrollo de los Pueblos Indígenas.*

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Rocío Ruíz se desempeñó como Subsecretaria de Competitividad y Normatividad Secretaría de Economía hasta el año 2018, en dónde fue responsable de la política de mejora del ambiente de negocios para facilitar la constitución, operación y disolución de empresas en México, así como la formulación de políticas públicas en materia de normalización y metrología; y el desarrollo e implementación de herramientas tecnológicas innovadoras para la eliminación de trámites presenciales. Rocío Ruíz es licenciada en economía por la Universidad Nacional Autónoma de México y cuenta con diplomados en comercio exterior y negocios internacionales y tratado de libre comercio.

Rocío Ruíz también participa en los consejos de administración de empresas, tales como: Comisión Federal de Electricidad, Banco Nacional de Comercio Exterior S.N.C., ProMéxico, Instituto Mexicano de la



Propiedad Industrial, Instituto Nacional del Emprendedor, Entidad Mexicana de Acreditación, A.C., Comisión Nacional de Vivienda y Comisión Nacional para el Desarrollo de los Pueblos Indígenas.

### **Jorge Alberto de Jesús Delgado Herrera**

Mr. Delgado is the president of the board of directors of Deltek, S.A. de C.V., a company involved in development of solar energy production and protection to the environment. He also served as Secretary of Economic Development of the State of Morelos, and was chief executive officer of Grupo Jet, S.A. He also acts as adviser for Nacional Financiera and is a member of the board of trustees of the Instituto Tecnológico de Estudios Superiores Monterrey. Mr. Delgado has a bachelors degree in Mechanical Engineering by the Instituto Politécnico Nacional, and a MBA from the Instituto Tecnológico de Estudios Superiores Monterrey.

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El Sr. Delgado es presidente del consejo de administración de Deltek, S.A. de C.V., una compañía dedicada al desarrollo de proyectos de producción de energía solar y protección al ambiente. También actuó como Secretario de Desarrollo Económico del Estado de Morelos y fue director general de Grupo Jet, S.A. También ha servido como asesor de Nacional Financiera y es miembro del patronato del Instituto Tecnológico de Estudios Superiores Monterrey. El señor Delgado es Ingeniero Mecánico por el Instituto Politécnico Nacional y tiene una maestría en administración por el Instituto de Estudios Superiores Monterrey.

### **Javier Mancera Arrigunaga**

Mr. Mancera is a founding partner at De la Calle, Madrazo, Mancera, S.C. He is responsible for the area of international trade, strategic planning, and government relations for the firm. Before founding CMM, Mr. Mancera was director at Public Strategies de México, an international public affairs company. Prior entering the private sector, Mr. Mancera held several high-level government posts. In 1999-2002 he was Trade and Nafta Minister at the Embassy of Mexico in Washington, D.C., where he defended and expanded Mexico's gains under Nafta and helped develop media, government, financial, and business alliances across the U.S. Mr. Mancera also served as senior Nafta counselor at the Mexican Embassy.

Mr. Mancera teaches seminars and conferences on Mexico-U.S. trade relations and on Mexico's democratic transition to democracy. He taught Political Philosophy at Georgetown University and has published several articles, including "The Trade and Environment Debate" in Greening the Americas. He holds a BA from Mexico's Universidad Nacional Autónoma de México, and obtained his Master's degree from Georgetown University, where he is also a Ph.D. Candidate in Government.

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El Sr. Mancera es socio fundador de De la Calle, Madrazo, Mancera, S.C., donde es responsable de las áreas de comercio internacional, planeación estratégica y relaciones con gobierno. Antes de fundar CMM, el Sr. Mancera era director de Public Strategies de México, una firma de asuntos públicos. Antes de participar en el sector privado, el Sr. Mancera ocupó diversos puestos de alto nivel en el gobierno. Entre 1999-2002, actuó como Ministro de Comercio y Tratado de Libre Comercio en la Embajada de México en Washington, D.C., en donde defendió y expandió las ganancias de México conforme al Tratado de Libre Comercio y ayudó en el desarrollo de alianzas mediáticas, gubernamentales, financieras y de negocios en los Estados Unidos de América. El Sr. Mancera también fue Consultor senior en materia del Tratado de Libre Comercio en la Embajada de México en Estados Unidos de América.

El Sr. Mancera participa en seminarios y conferencias sobre las relaciones comerciales México- EUA y en materia de transición democrática en México. Ha sido maestro de Filosofía Política en la Universidad de



Georgetown y ha publicado diversos artículos, incluyendo “El debate sobre Comercio y Medio Ambiente” en Greening the Americas. Es licenciado en economía por la Universidad Nacional Autónoma de México y obtuvo un grado de maestría en la Universidad de Georgetown, en dónde es candidato a doctor en Gobierno.

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The Vesta logo is displayed in a dark blue, sans-serif font. The letters are lowercase, with the 'v' and 'e' being slightly more rounded than the 's' and 't'. The 'a' is a simple, slightly tilted character. The logo is centered horizontally and vertically on the slide.

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The text '¡Thank you!' is written in a white, italicized, sans-serif font. It is centered within an orange rectangular box that has a slight 3D effect with a darker orange shadow on the right side. The box is tilted slightly to the right.

*¡Thank you!*

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