

# FIBRA PROLOGIS

**UBS** Round Table

March 26, 2019



### Forward-Looking Statements / Non Solicitation

This presentation includes certain terms and non-IFRS financial measures that are not specifically defined herein. These terms and financial measures are defined and, in the case of the non-IFRS financial measures, reconciled to the most directly comparable IFRS measure, in our third quarter Earnings Release and Supplemental Information that is available on our website at <a href="https://www.fibraprologis.com">www.fibraprologis.com</a> and on the BMV's website at <a href="https://www.bmv.com.mx">www.bmv.com.mx</a>.

The statements in this release that are not historical facts are forward-looking statements. These forward-looking statements are based on current expectations, estimates and projections about the industry and markets in which FIBRA Prologis operates, management's beliefs and assumptions made by management. Such statements involve uncertainties that could significantly impact FIBRA Prologis financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," variations of such words and similar expressions are intended to identify such forward-looking statements, which generally are not historical in nature. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future — including statements relating to rent and occupancy growth, acquisition activity, development activity, disposition activity, general conditions in the geographic areas where we operate, our debt and financial position, are forwardlooking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained and therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some of the factors that may affect outcomes and results include, but are not limited to: (i) national, international, regional and local economic climates, (ii) changes in financial markets, interest rates and foreign currency exchange rates, (iii) increased or unanticipated competition for our properties, (iv) risks associated with acquisitions, dispositions and development of properties, (v) maintenance of real estate investment trust ("FIBRA") status and tax structuring, (vi) availability of financing and capital, the levels of debt that we maintain and our credit ratings, (vii) risks related to our investments (viii) environmental uncertainties, including risks of natural disasters, and (ix) those additional factors discussed in reports filed with the "Comisión Nacional Bancaria y de Valores" and the Mexican Stock Exchange by FIBRA Prologis under the heading "Risk Factors." FIBRA Prologis undertakes no duty to update any forward-looking statements appearing in this release.

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## FIBRA Prologis Key Differentiators



### FIBRA Prologis Key Differentiators

#### **Focused Investment Strategy**

- Own irreplaceable industrial real estate in Mexico
- Investing in the six most dynamic markets
- Consumption and e-commerce driving incremental growth
- Proprietary access to acquire Prologis development pipeline

#### Irreplaceable Portfolio<sup>(1)</sup>

- Average age of 15 years
- 93% Class-A/A+ buildings
- 82% of buildings located in master-planned parks

#### Solid Track Record

- Leadership team with over 27-years of experience
- ~71% total stock return since IPO<sup>(2)</sup> or 11.9% CAGR <sup>(2)</sup>
- ~41% growth in FMV of total operating portfolio (including acquisitions) and over 15% growth in FMV of just the IPO portfolio<sup>(3)</sup>

#### **Strong Balance Sheet**

- Conservative leverage
- Liquidity emphasis provides increased flexibility







Data as of December 31, 2018



<sup>2.</sup> IPO was June 4, 2014; total return and CAGR calculated in Mexican Pesos on February 28, 2019

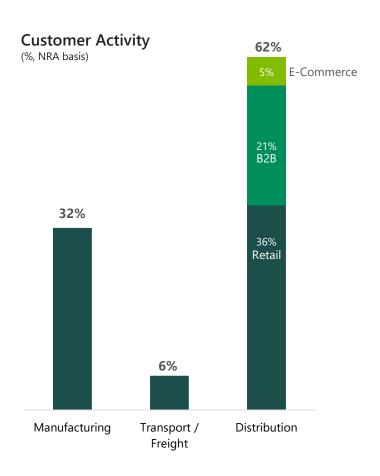
Comparison of fair market value of the portfolio between June 4, 2014 and December 31, 2018

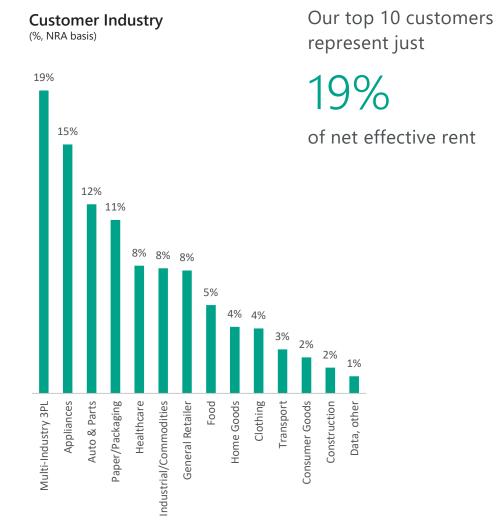
### Unmatched Portfolio Focused in the Top Consumption and Manufacturing Markets





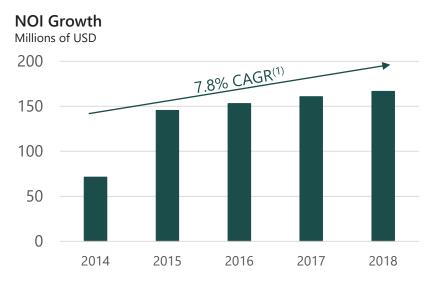
### Diversified Customer Base





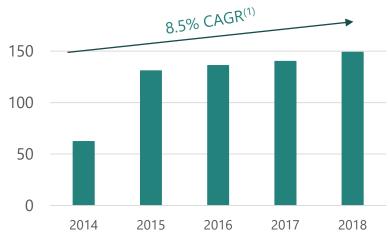


### Consistent Growth



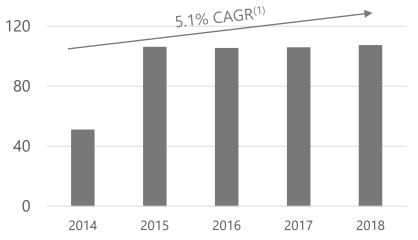
#### **Adjusted EBITDA Growth**

Millions of USD



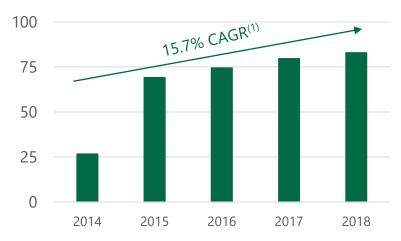
#### **FFO Growth**

Millions of USD



#### **AFFO Growth**

Millions of USD



Data as of December 31, 2018

Note: For comparative purposes, incentive fees paid to FIBRAPL's sponsor in 2017 and 2018 have been excluded, as has the impact on realized exchange losses from VAT in 2015. Additionally, FIBRAPL's initial public offering was June 4, 2014, therefore 2014 data is only for the period between June 4 through December 31, 2014.

1. 2014 actuals are annualized for the purposes of calculating the four-year compound annual growth rate (CAGR).

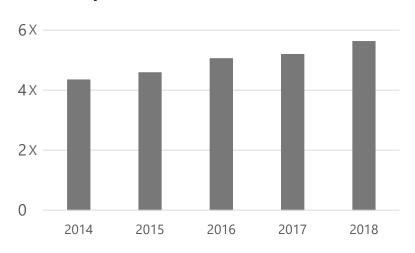


### Strong Credit Metrics

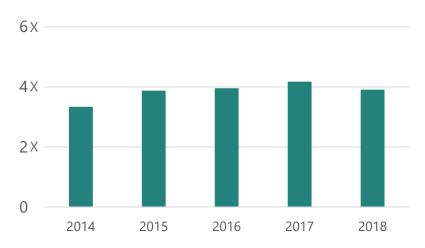
#### **Debt % of Investment Properties**



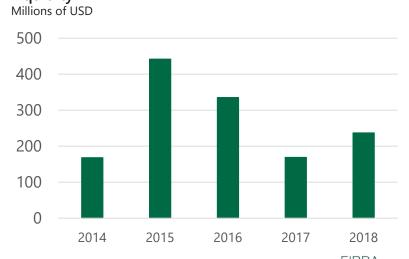
#### **Debt to Adjusted EBITDA**



#### **Fixed Charge Coverage Ratio**



#### Liquidity





### Corporate Governance

### Alignment with Certificate Holders

#### Philosophy

Our governance structure reflects a market-leading approach to corporate governance which takes into account the interests of our CBFI holders while leveraging our relationship with Prologis, which maintains a strong record of best-in-class governance

#### Committees

- The following committees consist of at least three independent members
  - Audit Committee
  - Practices Committee
  - Indebtedness Committee

#### Shared Ownership

 Prologis' 47% ownership of FIBRA Prologis, demonstrates alignment with certificate holders

#### **Technical Committee Members**

Technical Committee members are ratified annually by certificate holders

5 Independent Members	3 Prologis Members
Pablo Escandón Cusi	• Luis Gutiérrez
<ul> <li>Luis F. Cervantes</li> </ul>	<ul> <li>Eugene F. Reilly</li> </ul>
<ul> <li>Alberto Saavedra</li> </ul>	• Edward S. Nekritz
<ul> <li>Armando Garza Sada</li> </ul>	
<ul> <li>Xavier de Uriarte Berron</li> </ul>	

#### **Related-Party Transactions**

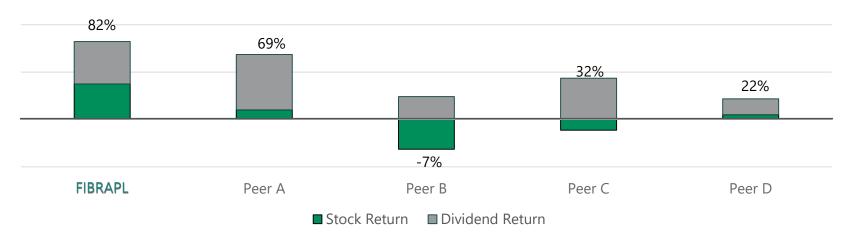
 Only independent members of the Technical Committee may vote for related-party transactions, such as purchasing stabilized assets from our sponsor, Prologis

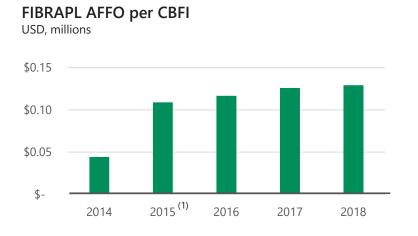


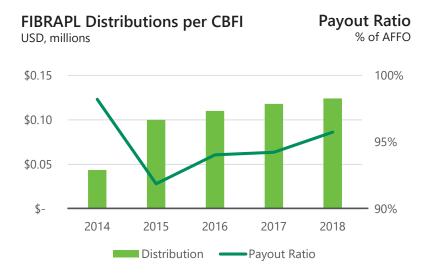
### Creating Value for Certificate Holders

#### **Total Return of CBFIs in Mexican Pesos**

June 4, 2014 - March 19, 2019







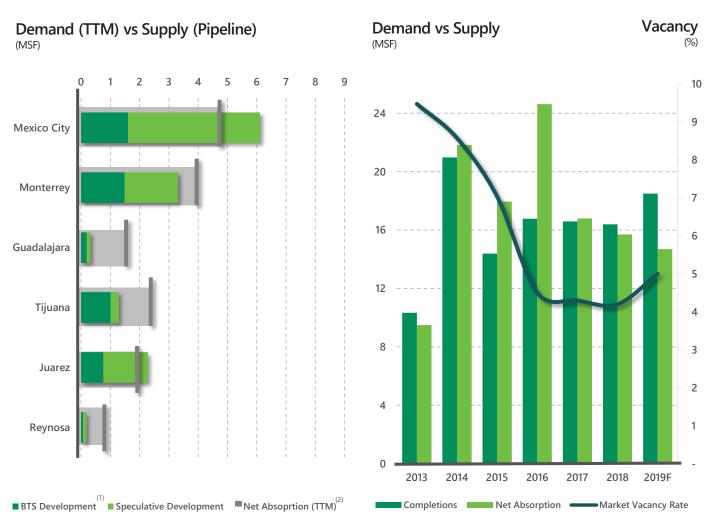




## Why Industrial Real Estate



### Real Estate Fundamentals



- Balanced supply and demand in 2017 and 2018 with historical low market vacancies
- Political uncertainty impacting development cycle more so than customer demand
- Mexico City's market vacancy for Class-A product below 2.0%
- Scarcity of available modern product is driving customers to sign preleases on speculative supply currently under construction in Mexico City

Sources: CBRE, NAI, Prologis Research

Sources: CBRE, Prologis Research



- BTS is defined as build to suit
- . TTM is defined as trailing twelve months



### Structural Drivers Build Logistics Real Estate Demand

#### **Robust Retail Sales Growth**

Index, 2008 = 100, 2008 Pesos



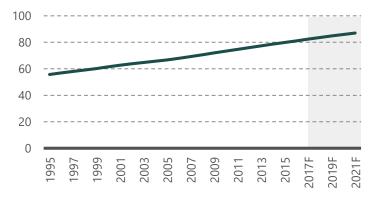
#### **Rising Consumer Class**

Personal Disposable Income, Index, 2008 = 100, 2008 Pesos



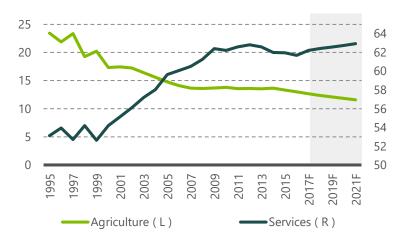
#### **Young & Growing Population**

Working Age Population, Millions of People



#### Growth in Higher Wage Sectors

%, Ag. Jobs as a % of Total %, Services Jobs as a % of Total





### Mexico Economy Strongly Linked to U.S. Performance

#### Mexico-U.S. Economies Intertwined

%, Real GDP Growth

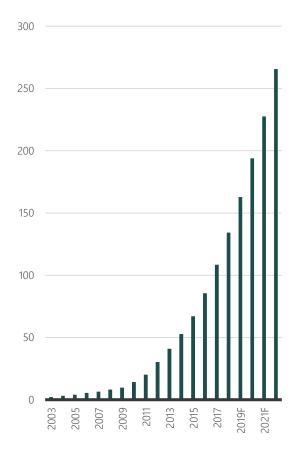


- Mexican economy buoyed by U.S. throughout the cycle
- North American value chains are deeply intertwined, with parts often crossing the border multiple times prior to product completion
- Share of U.S. value added in Mexican exports is high and more than 1/3 of gross exports

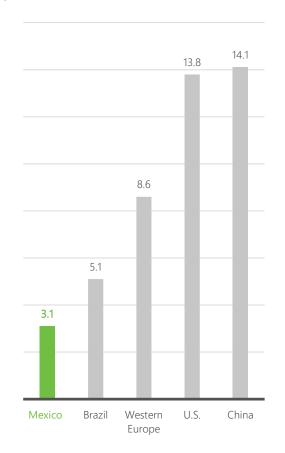


### E-Commerce Becoming an Added Demand Driver

### Significant E-Commerce Sales, Mexico Billions, MXN, Constant 2017 Prices



### Positive Upside in Internet Penetration %, Internet Sales as a Share of Total Retail Sales



- E-commerce becoming an added tailwind for logistics real estate demand, especially in Mexico City
- Mexican e-commerce sales grew 25% year-over-year in 2017
- E-commerce penetration in Mexico still in nascent development stage relative to global market peers
- Intensive users of logistics space;
   ~3X traditional brick & mortar



# E-Commerce Requires ~3X the Distribution Space of Traditional Retail

	Sales US\$, B	Facilities SF, M	Productivity US\$ / SF	Efficiency SF / \$1B	E-fulfillment requires 3X the logistics space used of brick-and-mortar retailers due to:
Online	\$228B	286	\$799	1,251 KSF	<ul> <li>Shipping parcels versus pallets</li> <li>High inventory level</li> </ul>
				+3x	<ul> <li>Broader product variety (ie increased SKUs)</li> </ul>
Brick & Mortar	\$1,068B	510	\$2,091	478 KSF	Reverse logistics



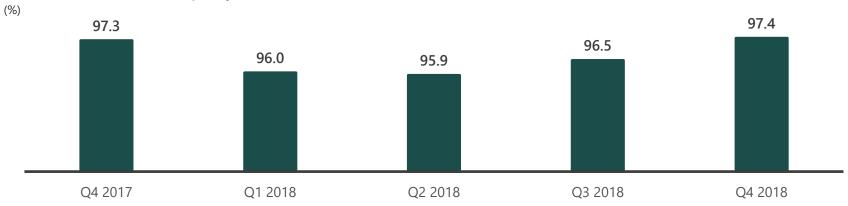


# Why FIBRA Prologis

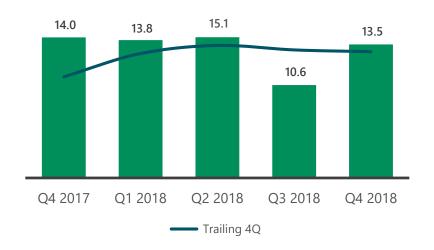


### Solid Operating Performance

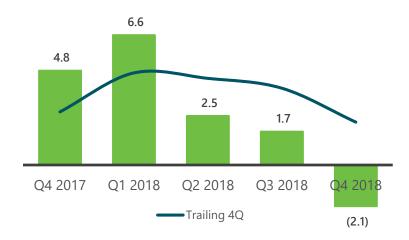
#### **Elevated Period-End Occupancy**



Positive Rent Change on Rollover Expected to Continue



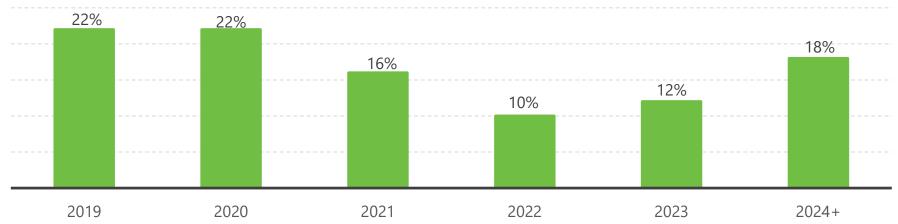
Cash Same Store NOI Growth Driven by Occupancy and Rent Growth





# Embedded Earnings Potential from Harvesting the Gap between In-place Rents and Market Rents

#### Lease Expiry Profile by Annualized NER



#### Average In-Place NER Rate of Lease Expiry Profile

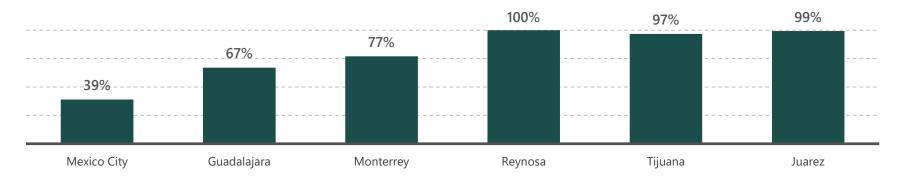
(Overall Portfolio Avg. in Place Rent of US\$5.20) US\$/SF/Yr





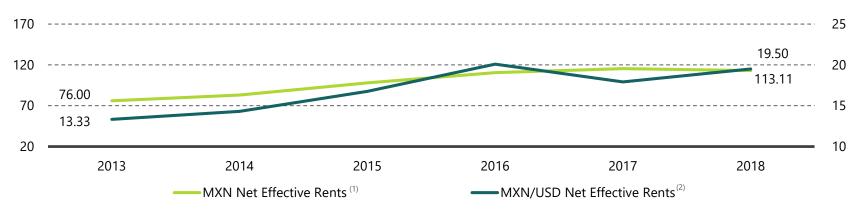
### 69% of Revenues are in U.S. Dollars

#### % of FIBRA Prologis USD Revenue by Market



#### Avg. Lease Rents Signed in Mexico City

MXN Rents/SF/Year



Data as of December 31, 2018



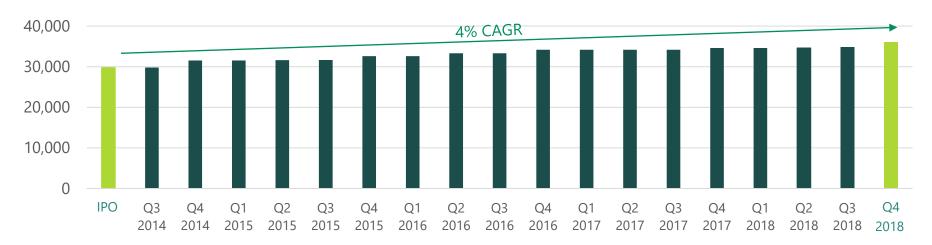
<sup>1.</sup> MXN net effective rent per square foot per year for prime assets which are defined as a Class-A building with best-in-class design in the best submarket. An example of prime assets are those located at Prologis Park Tres Rios

<sup>2.</sup> Net effective rents signed in Mexico City in Mexican pesos and U.S dollars for prime assets

### Portfolio Expansion Since IPO

#### **Gross Leasable Area**

Thousands of SF, June 4, 2014 through December 31, 2018



#### Total Real Estate Portfolio Value<sup>(1)(2)(3)</sup>

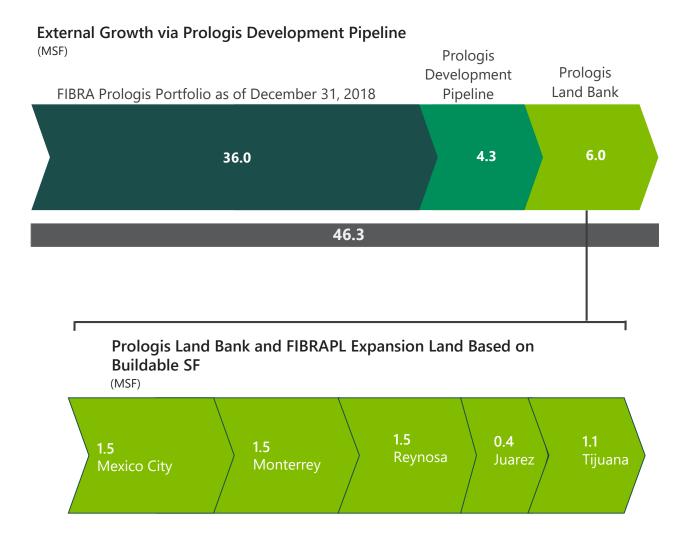
Thousands of USD, June 4, 2014 through December 31, 2018



- . Based on 3<sup>rd</sup> party appraisals
- . Includes acquisitions made since IPO
- Excluding acquisitions the IPO portfolio has increased in value by ~15%



### External Growth: Identified Future Growth Acquisitions



#### **Unique Competitive Advantage**

- Proprietary access to Prologis development pipeline at market values
- Exclusive right to third-party acquisitions sourced by Prologis
- 29% growth potential in the next 3 to 4 years

#### **Prologis Development Pipeline**

	GLA (MSF)	% Leased
Mexico City	3.5	97%
Monterrey	0.6	100%
Ciudad Juarez	0.2	100%
Total	4.3	97%



### Potential Future Investments

#### **Prologis Park Grande**

• Location: Mexico City

• Land Size: 212.3 acres, 9.3 MSF

• Potential Build Out: 3.9 MSF

Fully leased: Buildings 1, 2, 3, 4, 5, 7 and 8 (3.6 MSF)

• Built: Buildings 1, 3, 4, 5, 6, 7 and 8 (**2.93 MSF**)

• Built and partially leased: Building 6 (**0.3 MSF**)

• Under construction: Building 2 (1.0 MSF).

#### **Unique Competitive Advantage:**

- State of the art logistics park focused on ecommerce customers and consolidation of 3PL customers
- Strategically located in the land constrained premier Class-A building corridor of Mexico City





### Serving the World's Best Brands

#### **Consumption Markets**





























#### Manufacturing Markets





























236

customers in Mexico have

321 leases with FIBRA Prologis

81% of FIBRA Prologis' customers are multinational companies<sup>(1)</sup>



### Sustainability & Social Responsibility

All New Construction by Sponsor, Prologis, Built to LEED Certification Over 10% of FIBRA Prologis' Portfolio is LEED Certified





### WE CARE!











### Disciplined Balance Sheet Management

\$842M

**100%** USD

Total Debt Wtd Avg Rate<sup>(1)</sup>

4.1%

*y* . . . .

3.7 years

denominated Wtd Avg Term

3.9X

Fixed Charge Coverage

5.6X

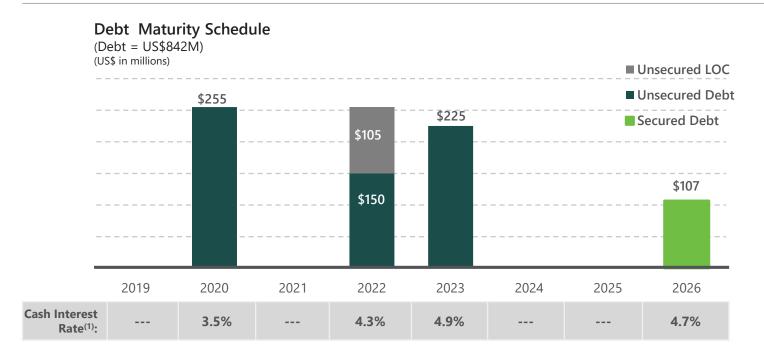
Debt-to-Adjusted EBITDA

35.2%

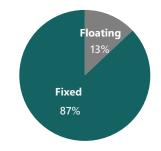
Loan-to-Value

\$387M

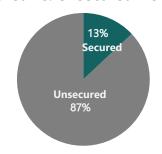
Available Liquidity in USD (2)



Fixed vs. Floating Debt



Secured vs. Unsecured Debt



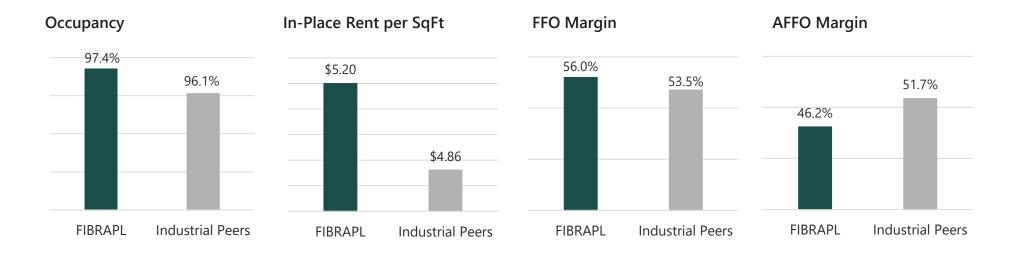
Data as of December 31, 2018



<sup>1.</sup> Weighted average rate and cash interest rate include the interest swap effective on April 16, 2018 and contracted for the term loan of US\$225M borrowed on March 15, 2018

<sup>2.</sup> Liquidity is comprised of US\$17M of cash, US\$220M undrawn from unsecured credit facility and US\$150M from the accordion feature

### Compelling Valuation



FIBRA Prologis shares represent an attractive entry point trading at a:

- Discount to NAV
- FFO Multiple slightly below its peers

Certificates are undervalued despite our superior portfolio quality, desirable market concentrations, market leading performance (i.e. occupancy, in-place rent per sq ft and FFO margin), growth profile and total return since IPO



### Distribution Growth Potential

#### **Internal Growth Drivers**

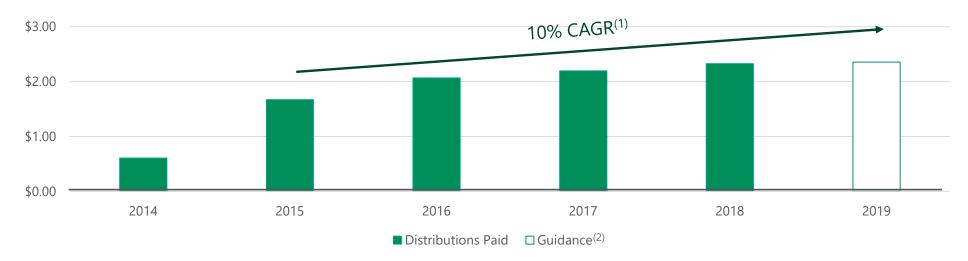
- Positive demand / supply imbalance and low vacancy of ~2.6%
- Market rents forecast to grow between 3% and 4% in 2019 and should continue to grow given favorable operating conditions
- Portfolio is ~6.4% under rented with ~20% expiring annually

#### **External Growth Drivers**

• Exclusive right to 4.3MSF of Prologis development, at appraised value, plus access to potential, incremental 6.0MSF upon completion of Prologis held land bank

#### Distributions per CBFI

Mexican Pesos



<sup>1. 10%</sup> CAGR from 2015 through 2018 as FIBRA Prologis was only a public company for seven months in 2014

<sup>2.</sup> Guidance introduced on January 25, 2019 for 2019 distributions of USD\$0.1240 per CBFI (at 20 pesos per USD) or Ps\$2.480 per CBFI. Guidance represents management's best estimate at a specific point in time and no assurances can be given that this distribution level can be attained





### **Location and Quality Matter**

- 71% Total Return Since IPO<sup>(1)</sup>
- Raised the distribution four consecutive years
- Superior organic growth
- Reliable and sustainable cash flow
- Access to Prologis development pipeline
- Disciplined balance sheet management
- Strong corporate governance

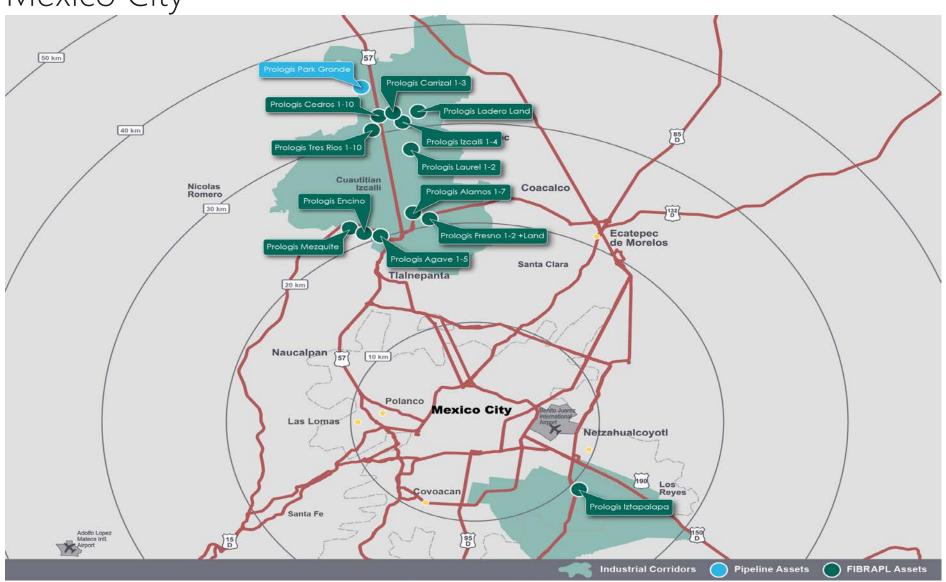




# Appendix

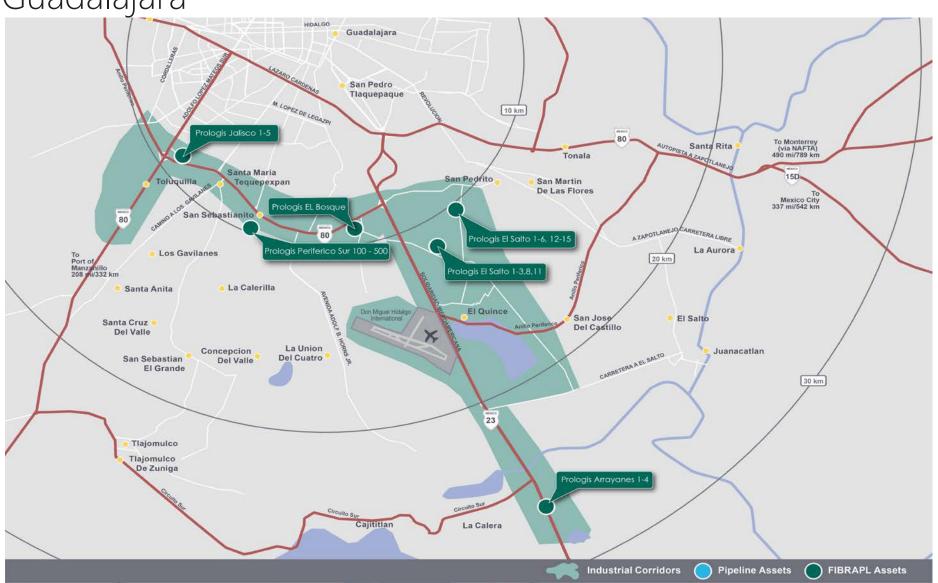


Mexico City



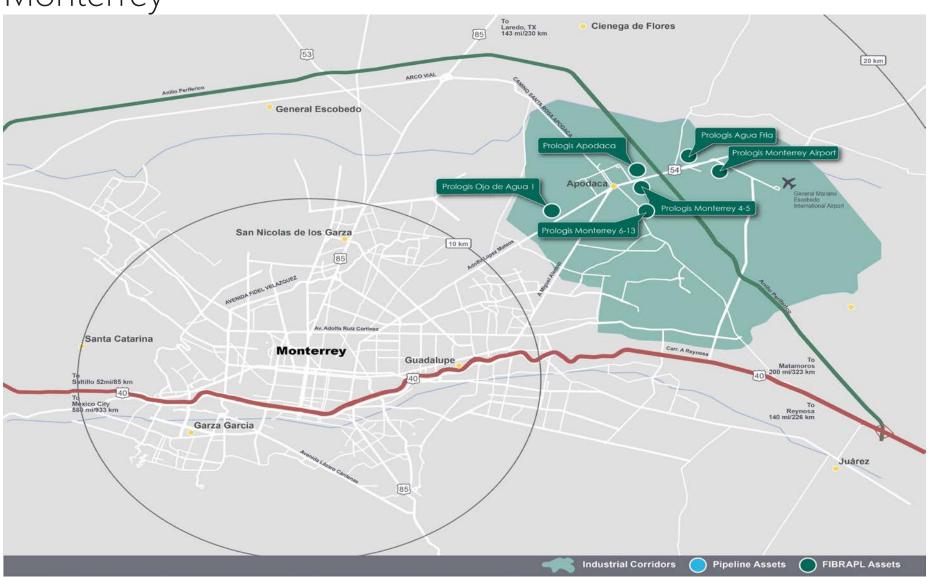


Guadalajara



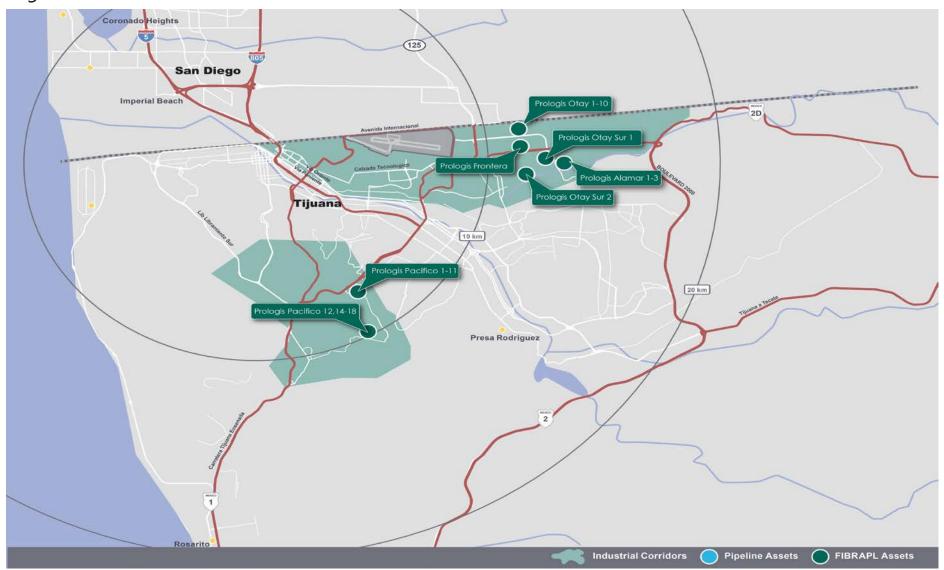


Monterrey



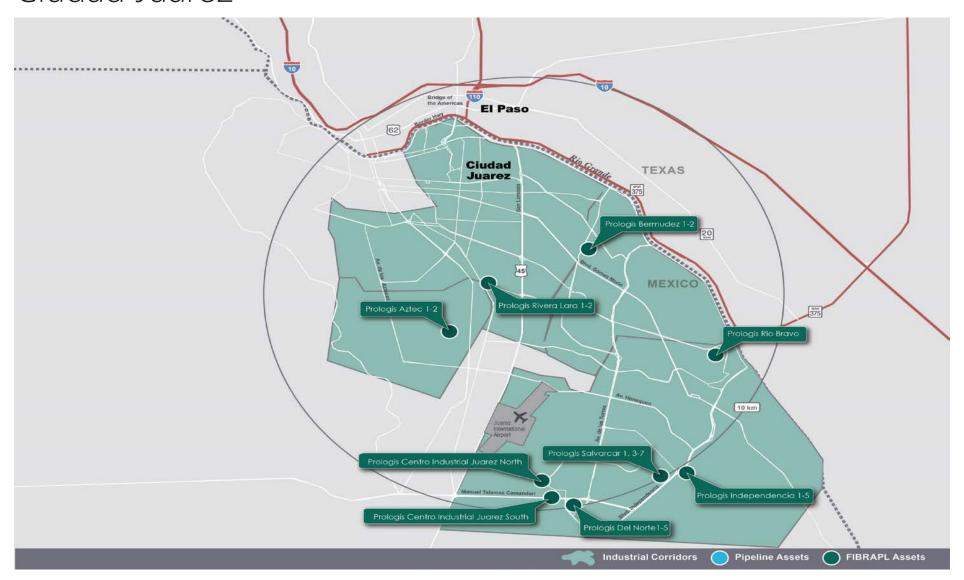


### Tijuana



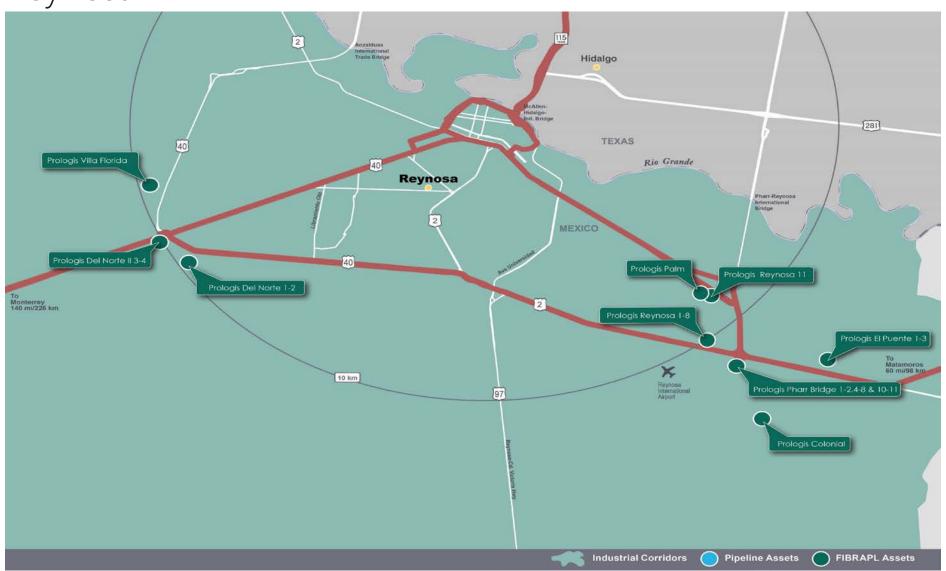


### Ciudad Juarez





Reynosa





### Prologis Tres Rios Industrial Park





### Fee Structure

### Transparent and Aligned

	Fee Type	Ca	llculation	Payment Frequency
	Property Management	3% x collected revenues		Monthly
Operating Fees	Leasing Commission  Only when no broker is involved	New leases: 5% x lease value for <5 yrs; 2.5% x lease value for 5-10 yrs; 1.25% x lease value for > 10 yrs Renewals: 50% of new lease schedule		½ at closing ½ at occupancy
Ope	Construction Fee / Development Fee	4% x property and tenant improvements and construction cost		Project completion
	Asset Management	0.75% annual × appraised asset value		Quarterly
Administration Fees		Hurdle rate	9%	Quarterly
	Incentive	High watermark	Yes	
		Fee	10%	Annually at IPO anniversary
		Currency	100% in CBFIs	
		Lock up	6 months	

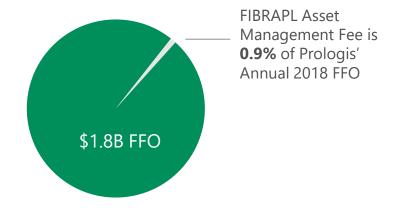


### Asset Management Fee

#### What does FIBRA Prologis receive?

- The support of approximately 100 personnel working exclusively on Mexican real estate
- Prologis logo, brand and reputation as global leader in industrial real estate
- Access to customized, proprietary systems
- Access to Yardi, PeopleSoft, Sales Force, Workday, etc
- Global view of customers' needs
- World-class research on global real estate trends as well as access to one individual focusing exclusively on Latin America trends

#### FIBRAPL Asset Management Fee % of PLD FFO



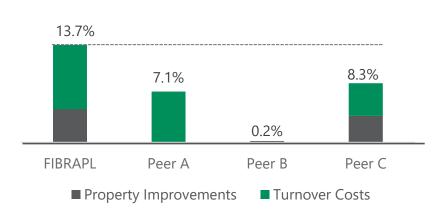
#### Prologis' Growth Not Driven by FIBRAPL Fees

- For every \$100M of assets that FIBRAPL acquires from Prologis, asset management fees increase by \$750K
- FIBRAPL's yearly incremental asset management fees related to acquisitions from its sponsor, represent 4 bps of Prologis' FFO

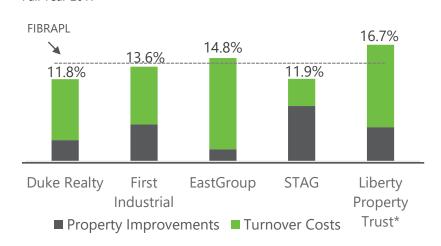


### Capital Expenditure

### Capex as Percentage of NOI: Mexican FIBRAs Full Year 2017



### Capex as Percentage of NOI: US REITs Full Year 2017



Leasing commissions and tenant improvements are turnover costs incurred every time a new lease is signed while property improvements occur periodically to refresh the building and extend its life.

- FIBRA Prologis' CAPEX is not capitalized
- Net Cash Flow, which we distribute 95%, is after expensing capital expenditures
- Resulting in sustainable and growing distribution per CBFI



