

February 13, 2024



# **FIBRA Prologis Proposes non-binding Tender Offer and Exchange to members of the Technical Committee of Terrafina**

MEXICO CITY, Feb. 13, 2024 /PRNewswire/ -- FIBRA Prologis (BMV:FIBRAPL 14), a leading owner and operator of Class-A industrial real estate in Mexico, announced today that, in furtherance of conversations between FIBRA Prologis and management of the Irrevocable Trust Agreement number F/00939, also known as Terrafina ("Terrafina", BMV: TERRA13), which commenced in December 2023 and have continued amicably since then, FIBRA Prologis hereby announces that it has submitted to the members of the technical committee of Terrafina a non-binding proposal in respect of a potential tender offer and exchange transaction for up to 100% of the real estate trust certificates ("CBFIs") of Terrafina, which would be launched by FIBRA Prologis, subject to obtaining all necessary approvals, at a proposed fixed exchange ratio of 0.580x for each outstanding CBFI issued by Terrafina.

The proposal for a potential tender offer and exchange transaction for CBFIs of Terrafina is an indicative, non-binding proposal, that does not bind FIBRA Prologis, Terrafina, or their respective CBFI holders to carry out the transaction, and does not constitute a public offering of securities. Any potential tender offer to be launched by FIBRA Prologis will be subject to obtaining all necessary approvals, including the prior approval of the Mexican Banking and Securities Commission.

FIBRA Prologis has informed the management of Terrafina of the contents of this release prior to its being made public and appreciates their willingness to provide diligence information. FIBRA Prologis looks forward to collaboratively and expediently working towards commencing a tender offer and exchange transaction for Terrafina CBFIs at its proposed exchange ratio and will welcome the support and recommendation of Terrafina's technical committee at the appropriate juncture in this process.

## **FORWARD-LOOKING STATEMENTS**


This Relevant Event may contain forward-looking statements. Examples of such statements include but are not limited to: (i) statements regarding our financial condition and results of operations; (ii) statements regarding our plans, objectives or goals, including with respect to our operations; and (iii) explanations of the assumptions on which such statements are based. Forward-looking statements contain words such as "intends," "anticipates," "believes," "may," "could," "estimates," "expects," "forecasts," "guidance," "intends," "plans," "possible," "predicts," "seeks" and similar expressions, although such words are not the only expressions that identify such statements. By their very nature, forward-looking statements involve risks and uncertainties of both a general and specific nature, and predictions, forecasts, projections, and other forward-looking statements may not be realized. There can be no assurance that we will achieve the plans, intentions or expectations expressed or

implied by the forward-looking statements contained in this Relevant Event.

#### ABOUT FIBRA PROLOGIS

FIBRA Prologis is a leading owner and operator of Class-A industrial real estate in Mexico. As of December 31, 2023, FIBRA Prologis was comprised of 235 logistics and manufacturing facilities in six industrial markets in Mexico totaling 46.9 million square feet (4.4 million square meters) of gross leasable area.



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