



FIBRA Prologis Announces Tender Offer and Reciprocal Subscription

MEXICO CITY, May 17, 2024-- FIBRA Prologis (BMV: FIBRAPL 14), a leading owner and operator of Class-A logistics real estate in Mexico, announces that it has launched a tender offer and reciprocal substitution, subject to the terms and conditions set forth in the tender offer prospectus (the "Offer"), for up to 100% of the outstanding *certificados bursátiles fiduciarios inmobiliarios* ("CBFIs") Terrafina with ticker symbol "TERRA 13" (the "Terrafina CBFIs"), at an exchange factor of 0.580x for each Terrafina CBFI, through the subscription and reciprocal delivery of up to 448,038,838 outstanding CBFIs issued by Fibra Prologis with ticker symbol "FIBRAPL 14" (the "Exchange CBFIs"), which, assuming 100% acceptance of the Offer, represent approximately 34% of the outstanding Fibra Prologis CBFIs.

Key terms:

Offer Registration Date: 17 June 2024.

Offer Expiration Date: June 14, 2024 at 12:00 Mexico City time, unless the Offer Expiration Date is extended pursuant to the terms of the tender offer prospectus .

Settlement Date: The first Business Day following the Offer Registration Date, i.e. June 18, 2024, subject to the process set forth in the tender offer prospectus.

Conditions: *Minimum Participation*

Holders of Terrafina CBFIs representing at least 51% of Terrafina CBFIs validly participate in the Offer and have not withdrawn their offer on or before the Offer Expiration Date.

Government Approvals & Authorizations

All approvals and authorizations from any Governmental Authority required in connection with the Offer shall have been obtained, including, but not limited to, the CNBV's authorization of the Offer, the authorization by the Anti-Trust Commission (*Comisión Federal de Competencia Económica*) ("COFECE") and other authorizations that may be required by the CNBV or any other authority; provided that, in the event that all the authorizations from the corresponding Governmental Authorities required for the consummation of the Offer, including the COFECE authorization, are not obtained on or before September 15, 2024, the Offer will be cancelled by Fibra Prologis.

The Exchange CBFIs have not been, nor will be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States absent registration or pursuant to an applicable exemption from the registration requirements under the Securities Act and any applicable state securities laws.

PROFILE OF FIBRA PROLOGIS

FIBRA Prologis is one of the leading real estate investment trusts in the investment and management of Class A industrial real estate in Mexico. As of March 31, 2024, FIBRA Prologis consisted of 236 logistics and manufacturing properties located in six industrial markets in Mexico, with a total gross leasable area of 46.9 million square feet (4.4 million square meters).

FORWARD-LOOKING STATEMENTS

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 the Offer, including the timing and conditions relating to the Offer – are forward-looking 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 Mexican National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*, the "CNBV") 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. Neither the CNBV nor any other authority has approved or disapproved the content of the information of this release, or the accuracy, adequacy or truthfulness of the information contained herein.

INVESTOR RELATIONS CONTACT INFORMATION

Alexandra Violante, Tel: +52 55 1105 2955, aviolante@prologis.com