



**FIBRA Prologis announces an increased exchange ratio in its public offer for Terrafina CBFIs of 0.63x and announces an option for investors to tender their CBFIs for cash, as well as an Extension of the Tender Offer Period to July 12, 2024**

MEXICO CITY (June 28, 2024) - FIBRA Prologis (BMV: FIBRAPL 14), a leading owner and operator of Class A industrial real estate in Mexico, is pleased to present a revised exchange ratio of 0.63 Prologis CBFIs for each Terrafina CBFI in its tender and reciprocal subscription offer for up to 100% of Terrafina's CBFIs and is pleased to present an option to Terrafina investors to tender their CBFIs for cash in lieu of CBFIs of FIBRA Prologis on the terms described herein.

Each Terrafina holder will now have the option to tender their Terrafina CBFIs for FIBRA Prologis CBFIs at either an exchange ratio of 0.63 FIBRA Prologis CBFIs for each Terrafina CBFI, or for cash at a price of MXN\$45 pesos per Terrafina CBFI; provided, that the total amount in cash being offered by FIBRA Prologis is MXN\$3,538,180,283, which is the equivalent of 10% of the total amount of the offering (the "Maximum Offered Cash Amount"). Therefore, should Terrafina holders on aggregate elect to tender their Terrafina CBFIs for cash in excess of the Maximum Offered Cash Amount, those Terrafina holders electing cash will be ratably scaled back and receive the Maximum Offered Cash Amount on a pro rata basis. The balance of their bid would be paid in FIBRA Prologis CBFIs at the exchange ratio described above, as adjusted for the percentage that will be paid in cash. For the avoidance of doubt, those Terrafina holders electing FIBRA Prologis CBFIs will receive their consideration entirely in FIBRA Prologis CBFIs consistent with their election.

FIBRA Prologis concurrently announces the extension of its offer period until July 12, 2024, and reiterates that its offer has no conditions outstanding beyond the requirement that Terrafina holders tender 50% plus one or more of the outstanding Terrafina CBFIs.

The FIBRA Prologis CBFIs offered in the tender offer 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.

## **ABOUT FIBRA PROLOGIS**

FIBRA Prologis is a leading owner and operator of Class-A industrial real estate in Mexico. As of March 31, 2024, FIBRA Prologis was comprised of 236 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.

## **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 results. Words such as "expects," "anticipates," "intends," "will," "believes," "potential," "estimates," "should" and 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 the terms of the tender offer, the expected benefits of the proposed business combination, the potential downside of making cash election in the tender offer or events or developments that we expect or anticipate will occur in the future, 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) competing bids for the acquisition of Terrafina, (ii) varying interpretations of regulations by governing authorities, (iii) national, international, regional and local economic climates, (iv) changes in financial markets, interest rates and foreign currency exchange rates, (v) increased or unanticipated competition for our properties, (vi) risks associated with acquisitions, dispositions and development of properties, (vii) maintenance of real estate investment trust (FIBRA) status and tax structuring, (viii) availability of financing and capital, the levels of debt that we maintain and our credit ratings, (ix) risks related to our investments, (x) risks related to the coronavirus pandemic, and (xi) those additional factors discussed in Tender Offer Prospectus and 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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