

**Holders' Meeting Resolutions****Grupo BMV**

DATE: 10/10/2023

**BOLSA MEXICANA DE VALORES, S.A.B. DE C.V., REPORTS:**

<b>TICKER SYMBOL</b>	FUNO
<b>SERIES</b>	11
<b>TYPE OF MEETING</b>	HOLDERS
<b>DATE OF MEETING</b>	10/09/2023
<b>TIME</b>	09:00
<b>ATTENDANCE PERCENTAGE</b>	89.01 %

**RESOLUTIONS**

From Item I. of the Agenda.

First Resolution – The proposal presented to this Meeting regarding the establishment of a Special Independent Ad Hoc Committee, to be created by and for this Meeting, is received with interest and no objections. The Committee will present to the owners of Fibra Uno Administración, S.C. (the “Advisor”) and F2 Services, S.C. (the “Real Estate Representative”) an offer for the internalization of the real estate services currently provided externally to the Trust, either through the acquisition of entities, assets (including, wholly or partially, tangible and intangible assets, rights, and/or obligations), or in any other manner. Negotiations will be carried out with the aforementioned owners with the aim of reaching satisfactory agreements for the parties, and, if applicable, the internalization of the real estate services will be concluded, either through the acquisition of entities, assets, rights, or in any other way, as described to this Meeting (the “Proposal”).

Second Resolution – It is resolved to establish a Special Independent Ad Hoc Committee, so that the Committee, in the context of the Proposal, will perform the functions and activities related to corporate practices referred to by the Trust and the Securities Market Law, as well as any other tasks assigned by this Meeting.

The Special Independent Ad Hoc Committee will be composed of Mr. Antonio Hugo Franck Cabrera (Chairman), Mr. Herminio Blanco Mendoza, and Mr. Rubén Goldberg Javkin, selected for their experience, recognized ability, and professional reputation, and, with respect to whom, this Meeting ratifies their status of independence.

The mandate granted by the Meeting to the Special Independent Ad Hoc Committee is primarily to present an offer to the owners of the Advisor and the Real Estate Representative for the acquisition, as negotiated, of these entities, their tangible or intangible assets, rights, and obligations, either wholly or partially, in any form. The ultimate goal is for the Trust to internalize the real estate services currently provided by these entities externally. If the offer is received with interest, the Committee may negotiate and has the express right to reject the terms and conditions of a potential internalization by the Trust of the aforementioned real estate services, whether through the acquisition of entities, assets, rights, or in any other manner. This may include compensation that should be within a range between \$9,500,000,000.00 (Nine billion five hundred million pesos 00/100 Mexican currency) and \$10,500,000,000.00 (Ten billion five hundred million pesos 00/100 Mexican currency), or its equivalent in any other legal currency in any other jurisdiction. In the event that satisfactory agreements are reached between the Special Independent Ad Hoc Committee and the owners of the Advisor and the Real Estate Representative, the Committee will carry out all necessary and/or convenient actions to consummate the acquisition. Without limiting the generality of the above, the Special Independent Ad Hoc Committee will have the following functions, for which it is granted the broadest powers as legally appropriate:

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(i) Monitor the work performed by the independent experts and/or advisors previously contracted, ensuring that they have sufficient information to carry out their functions. Additionally, the Committee has the authority to hire additional advisors and/or replace those already hired, if necessary; (ii) Present the Proposal to the owners of the Advisor and the Real Estate Representative; engage in negotiations with these owners aimed at reaching satisfactory agreements for both parties; and carry out all necessary and/or convenient actions to consummate the internalization, whether through the acquisition of entities, assets, rights, or in any other way, by the Trust for the real estate services that these entities provide externally. This, prioritizing the best interests of the Trust; provided that the Special Independent Ad Hoc Committee may base its decisions on information provided by relevant executives of the Trust, the entity providing external audit services, and/or the independent experts engaged by this Committee, the Trust, or any other corporate body of the Trust, whose capability and credibility offer no reasonable doubt. The Special Independent Ad Hoc Committee will have broad authority to select the most appropriate alternatives, to the best of its knowledge and understanding, always with the support of the independent experts contracted by this Committee, or when negative financial effects could not have been foreseen, in both cases based on the available information at the time the decision is made. Without limiting the generality of the foregoing, the Special Independent Ad Hoc Committee may, at its discretion: (a) define and agree on the compensation to be paid by the Trust, within a range between \$9,500,000,000.00 (Nine billion five hundred million pesos 00/100 Mexican currency) and \$10,500,000,000.00 (Ten billion five hundred million pesos 00/100 Mexican currency), or its equivalent in any other lawful currency in any jurisdiction, considering, among other factors that the Special Independent Ad Hoc Committee deems relevant, and without limiting its full decision-making autonomy, the granting to the Trust of affirmative and/or negative covenants, not currently included in the existing service contracts as of this date that document the real estate services provided externally to the Trust by the Advisor and the Real Estate Representative, such as, for example, non-compete agreements, rights of first refusal, business opportunities, non-sale agreements for CBFIs, minimum stay periods, dedication commitments, brand licensing; as well as extending the range of services to include, among others, institutional relationships and with parties interested in Fibra Uno, promotion, strategic communication, active search for business and strategy opportunities, among others; (b) define and agree on the structure of the internalization, form, and payment methodology deemed most appropriate, including the currency to be used for payment, whether in cash, real estate assets, rights, obligations, or all or part of the ongoing business; and (c) in general, negotiate and agree on the terms and conditions of all types of agreements, including but not limited to affirmative and/or negative covenants, indemnifications, safeguards, and limitations of liability; timelines; conditions precedent and/or subsequent; applicable laws and jurisdiction, among others common to asset acquisition transactions. It is expressly noted that the Special Independent Ad Hoc Committee has the power to reject alternatives and is under no obligation to reach agreements and/or take actions that, in its judgment, are not deemed appropriate for the Trust.

(ii) Keep the Technical Committee updated on significant developments in the negotiation of the Proposal and provide any opinions it deems necessary. The Special Independent Ad Hoc Committee may also request that individuals with an actual or perceived conflict of interest refrain from participating in or voting on any resolutions of the Technical Committee related to the Proposal or any associated actions.

(iii) Review and, if applicable, conduct or coordinate with the Trust's management any communication and/or disclosure to third parties related to the Proposal and/or acts associated with it;

(iv) Negotiate, execute, modify, and/or terminate any mandate, agreement, document, and/or information that the Special Independent Ad Hoc Committee deems appropriate in connection with, or for the implementation and consummation of, the Proposal and, if applicable, the acquisition and internalization of the real estate services currently provided externally by the Advisor and the Real Estate Representative to the Trust, without requiring additional approval from the Trust;

(v) Submit all requests, carry out all procedures, and obtain all necessary authorizations from any authorities, entities, or governmental bodies, including any national or foreign stock exchanges, that the Special Independent Ad Hoc Committee deems necessary or convenient for implementing and, if applicable, consummating the Proposal, which involves the internalization, whether through the acquisition of entities,

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assets, rights, or in any other manner, of the real estate services currently provided externally by the Advisor and the Real Estate Representative to the Trust;

(vi) Carry out any procedures or actions, execute, subscribe, and/or appear at the execution of all kinds of documents, agreements, contracts, certifications, and perform all kinds of payments, deposits, records, notifications, notices, transfers, and other activities and acts before any authority or person in Mexico and/or abroad; and

(vii) In general, carry out any act related to, or derived from, the Proposal and the internalization, whether through the acquisition of entities, assets, rights, or in any other manner, of the real estate services provided externally by the Advisor and the Real Estate Representative to the Trust. The Special Independent Ad Hoc Committee will have the authority to delegate and grant powers and authority. The standards of conduct, limitations of liability, and safeguards applicable under the Securities Market Law to members of the boards of directors of publicly traded companies will apply to the members of the Special Independent Ad Hoc Committee. The Special Independent Ad Hoc Committee will meet as frequently as it deems appropriate and will operate as a collegial body. It is approved that the Special Independent Ad Hoc Committee will designate the person to act as secretary.

Third Resolution - It is approved and authorized that the Trust cover all expenses, costs, fees, and compensations incurred in connection with the resolutions of this Meeting, including, but not limited to, the fees of any independent advisors hired, as well as the compensations for the members of the Special Independent Ad Hoc Committee for the fulfillment of their duties.

Fourth Resolution - It is authorized and instructed that the Trustee ensure that the Trust holds each of the members of the Special Independent Ad Hoc Committee, as well as any other officers, employees, advisors, or agents of the Trust and/or the Special Independent Ad Hoc Committee, the Corporate Practices Committee, and the Technical Committee, and any delegates appointed by these resolutions, harmless from any claim or liability they may incur before any person or authority, as a result of the compliance and execution of the agreements made in accordance with these resolutions. The Trust expressly undertakes to respond without limitation to such persons for any claims or liabilities they may incur for any reason, and, if applicable, the Trust will reimburse each of them for all amounts they have expended for such reason, including attorney fees and other expenses.

Fifth Resolution - The Trustee is hereby released from all liability and is notified that the Trust undertakes to indemnify and hold the Trustee harmless from any claim and/or lawsuit that may arise from the execution of any action instructed in these resolutions.

Sixth Resolution - All actions taken prior to the date of these resolutions by the executives, members of the corporate bodies of the Trust, advisors, delegates, and representatives appointed in accordance with the previous resolutions, are hereby expressly ratified.

Seventh Resolution - It is approved that the agents, executives, and officers of the Administrator and the Trust, in the exercise of their powers, previously granted in any manner, shall carry out any actions and sign any instruments and/or agreements, including but not limited to those related to the internalization and/or any acquisition related thereto, that are necessary or convenient, in their judgment, to implement the resolutions adopted at this Meeting. All prior actions taken in relation to the same are expressly ratified. Furthermore, the Special Delegates designated by this Meeting are authorized to instruct the Trustee to enter into any act, contract, agreement, or instrument necessary or convenient to formalize the aforementioned internalization and/or any acquisition related thereto, as well as to determine the terms and conditions of the act, contract, agreement, or instrument in question, including but not limited to agreeing on statements, affirmative and negative covenants, indemnity and contribution clauses, and any other necessary clauses, leaving the Trustee free from any responsibility for the execution or management of any of the acts referred to herein.

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From Item II. of the Agenda

Eighth Resolution - The proposal to carry out the segregation of the Industrial Assets is approved, in such a manner as the Delegates of this Meeting consider most appropriate, from the remaining assets that make up the Trust's estate, and their contribution to a newly created vehicle under the terms outlined, without constituting a sale for tax purposes. The primary purpose of this new vehicle will be to make investments or co-investments in real estate, including with related parties, with industrial vocation or use, to be leased to third parties, as well as the operation and management of said assets.

Ninth Resolution - It is approved that the vehicle to which the Industrial Assets will be contributed may carry out direct or indirect financing arrangements, credit facilities, and any other means of financing, including the direct or indirect issuance of public or private debt, whether domestic or foreign, secured or unsecured, provided that the parameters established in the Trust or the applicable current legislation are met. Additionally, where applicable, the necessary authorizations must be obtained in accordance with the Trust's current obligations, to carry out the transfer or assignment of part of the Trust's Corporate Bonds, using any structure that makes it possible to transfer such debt to the vehicle referred to in the previous resolution, as well as the bank debt linked to the Industrial Assets and its accessories to that vehicle.

Tenth Resolution - To approve the direct or indirect establishment of a trust that meets the characteristics of "real estate investment trusts" or "FIBRAs," to carry out the issuance of real estate trust certificates, the registration of such securities in the National Securities Registry, their listing on the Mexican Stock Exchange (Bolsa Mexicana de Valores, S.A.B. de C.V.), their offering in Mexico, and, if necessary, their public or private offering in the United States of America under Rule 144A of the Securities Act of 1933, as well as in other countries in accordance with Regulation S of the Securities Act of 1933 and the applicable provisions of the other countries where the offering is made in foreign markets.

Eleventh Resolution - It is approved and instructed for the Special Delegates to, in turn, instruct the Trustee to execute any act, agreement, contract, or instrument necessary or convenient for compliance with the previous resolutions of this agenda item, which may include, among others, the assignment of the exclusivity rights referred to in section 11.3 of the Trust.

Twelfth Resolution - In order to carry out the acts approved in the previous resolutions, it is approved to carry out all necessary procedures and/or actions before any government authority or person in order to obtain all relevant authorizations according to the applicable current legislation, including but not limited to the authorizations from the National Banking and Securities Commission, the Mexican Stock Exchange, or any other stock exchange or quotation and/or trading system in Mexico, the Mexican Tax Administration Service, and the Federal Antitrust Commission.

Thirteenth Resolution - It is approved to engage professional services from external advisors, structuring agents, placement intermediaries, common representative, rating agencies, administrators or operators, and other service providers necessary and/or convenient to carry out the acts and issuances authorized herein; including, without limitation, the hiring of legal advisors who will issue their independent opinion regarding compliance with applicable legal and contractual provisions; this as determined by the Special Delegates of this meeting.

Fourteenth Resolution - It is approved to carry out any necessary procedures or actions, execute, sign, and/or appear for the execution of all types of documents, agreements, contracts, certifications, and the completion of all types of payments, deposits, entries, notifications, notices, transfers, and other activities and actions before any authority, department, or person in Mexico, necessary or convenient for carrying out any of the aforementioned acts.

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Fifteenth Resolution - The Special Delegates of this meeting are authorized and empowered, jointly or separately, to agree on the terms of the contracts, agreements, and instruments mentioned, including agreeing on statements, affirmative and negative covenants, indemnity and contribution clauses, and any other necessary clauses. These contracts or agreements may be governed by Mexican law or any foreign jurisdiction. The Trustee is hereby authorized to submit to the jurisdiction of any foreign courts.

From Item III. of the Agenda.

Sixteenth Resolution - Mr. Moussa El-Mann Arazi (who also goes by the name Moisés El-Mann Arazi), Mr. André El-Mann Arazi, Mr. Gonzalo Pedro Robina Ibarra, and Mr. Alejandro Chico Pizarro are hereby appointed as special delegates of this Meeting and are authorized, either jointly or separately, to instruct the Trustee on the terms and conditions of all acts that must be executed to fulfill the resolutions arising from this Meeting. These Minutes shall serve as an instruction letter for all legal purposes. Furthermore, Mr. Moussa El-Mann Arazi (who also goes by the name Moisés El-Mann Arazi), Mr. André El-Mann Arazi, Mr. Gonzalo Pedro Robina Ibarra, and Mr. Alejandro Chico Pizarro are also authorized, either jointly or separately, if necessary or deemed appropriate, to appear before the notary public of their choice to partially or fully formalize the Minutes resulting from this Meeting. In case of necessity, they are authorized to appear personally or through designated representatives before any public registry to register any of the resolutions adopted herein.

I, Laura Pizarro Lebrija, Expert Translator duly authorized by the *H. Tribunal Superior de Justicia de la Ciudad de México*, pursuant to Resolution 42-04/2024, issued by the *Consejo de la Judicatura de la Ciudad de México* at ordinary meeting held on February 13, 2024, pursuant to the List of Auxiliary Experts of the Administration of Justice, valid as of February 23, 2024, hereby certify that this Spanish to English translation, consisting of **5 pages**, is, to the best of my ability, true and complete.

Mexico City, on February 7, 2025

Yo, Laura Pizarro Lebrija, Perito Traductor debidamente autorizada por el H. Tribunal Superior de Justicia de la Ciudad de México, en cumplimiento al Acuerdo 42-04/2024, emitido por el Consejo de la Judicatura de la Ciudad de México, en sesión plenaria ordinaria celebrada el día 13 de febrero de 2024, según la Lista de Peritos Auxiliares de la Administración de Justicia, vigente a partir del día 23 de febrero de 2024, por medio del presente certifico que esta traducción del inglés al español, de **5 páginas**, es, a mi leal saber y entender, fiel y completa.

Ciudad de México, a 7 de febrero de 2025

