

INFORMATION MEMORANDUM ON CORPORATE RESTRUCTURING
SUBMITTED IN TERMS OF ARTICLE 35 OF THE GENERAL REGULATIONS
APPLICABLE TO SECURITIES ISSUERS AND OTHER MARKET PARTICIPANTS



Fibra Uno Administración, S.C.
SETTLOR

Actinver

Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, as
trustee of trust number 1401 ("Fibra Uno")
ISSUING TRUSTEE

Trustee's Address: Montes Urales 540, Piso 3, Col. Lomas de Chapultepec, Alcaldía
Miguel Hidalgo, Ciudad de México, México, 11000.

Settlor's Address: Antonio Dovalí Jaime 70 Torre B, Piso 11, Col. Santa Fe, Alcaldía Álvaro
Obregón, Ciudad de México, México, 01219.

Ticker: FUNO 11.

All capitalized terms used on this cover and not specifically defined herein shall have the meanings ascribed to them in the glossary included in Section "1. Glossary of Terms and Definitions" of this information memorandum on corporate restructuring (the "Information Memorandum" or the "Memorandum").

Fibra Uno published on June 7, 2024, in the newspaper "El Economista" and on June 10 in the Official Federal Gazette a call for a general ordinary holders' meeting, to be held on June 21, 2024 (the "FUNO Holders' Meeting"). The purpose of the meeting is to submit for consideration by its holders the approval of the Transaction described in this Information Memorandum, which, as explained herein, represents a corporate restructuring in accordance with the provisions of the Securities Market Law, the General Regulations Applicable to Securities Issuers and Other Market Participants, and their respective terms and conditions.

Brief Summary of the Transaction

The Transaction involves executing various transactions to consolidate Fibra Uno's industrial assets with those of Terrafina and the Jupiter Portfolio Assets, directly or indirectly, in one act or a succession of acts over time, in any manner permitted by applicable law and deemed feasible, efficient, and appropriate by Fibra Uno, its Technical Committee, and/or its authorized agents or special delegates for such purposes. The Final Portfolio Assets are expected to comprise approximately 487 assets.

Fibra Uno's proposal to Terrafina, which will be submitted to our holders at the upcoming meeting, can be summarized as follows: (i) the consolidation, directly or indirectly, in one or more transactions, of three portfolios of industrial sector assets, rights, and related liabilities, described herein as the FUNO Portfolio, the Jupiter Portfolio, and the Terra Portfolio; (ii) the contribution to Terrafina and/or the acquisition by Terrafina of the Jupiter Portfolio and a preferential acquisition right; and (iii) the subsequent delivery by Terrafina through real estate trust certificates. **Fibra Uno's proposal considers valuations at equal multiples of the portfolios to be consolidated at a minimum value per Terrafina CBFÍ of Ps.\$49.63 (forty-nine Pesos 63/100 Mexican currency), which may include improvements, changes, or additions, including a cash component (favoring Terrafina holders), at the discretion of Fibra Uno and Nearshoring Experts & Technology S.C., or agreements reached between the parties.**

The characteristics of the Transaction described herein, the asset portfolios, and the implementation methodology may vary and depend largely on analysis, negotiations, different situations and circumstances, authorizations, and acts of different nature. Therefore, Fibra Uno will request broad authorization from its holders so that its Technical Committee and/or its authorized agents or special delegates have wide-ranging authorization to design, negotiate, agree, implement, and perfect any necessary or convenient options and alternatives, thereby carrying out the Transaction by consolidating the Portfolios of the Parties in the Transaction.

At the upcoming holders' meeting, holders will be requested to extend the resolutions approved at the holders' meeting dated October 9, 2023 in order to carry out the Transaction and to instruct Fibra Uno's bodies and representatives to negotiate, agree upon, modify, execute, terminate, ratify, without the need for further approvals, all agreements, contracts, instruments, and/or documents required for the implementation and perfection of the Transaction, in terms resulting from the agreements between the parties.

To execute the Transaction, it is proposed to value the Portfolios and their Assets by applying an equal or equivalent capitalization rate, based on the Net Operating Income (NOI) generated by each of them. However, in pursuit of a favorable outcome, it is proposed that this methodology considers several components, improvements, and changes deemed necessary and/or convenient by Fibra Uno's representatives or special delegates. It is even suggested to consider the possibility that certain Assets may not be included in the Transaction, as deemed necessary or convenient by Fibra Uno.

If the Transaction is consummated, the Final Portfolio would consist of the approximately 487 mentioned Assets, covering 11.6 million square meters of gross leasable area (GLA), representing approximately 17.9% of the GLA of industrial properties in Mexico. Additionally, this Final Portfolio would include a land reserve of around 1.5 million square meters and a pipeline for acquiring assets with industrial potential or use, which would benefit the growth potential of the vehicles and/or trusts consolidating the Assets. Further details on this will be described later in this Information Memorandum.

Characteristics of the Instruments

The Transaction outlined in this Information Memorandum on Corporate Restructuring will not in any way affect the number or characteristics of the real estate trust certificates with the ticker symbol FUNO 11 (the “FUNO 11 CBFIs”) or the rights conferred by them to their Holders.

As of the date of this Information Memorandum there are, as of December 31, 2023, 3,807,288,235 FUNO 11 CBFIs outstanding. The FUNO 11 CBFIs are registered in the National Securities Registry (“RNV”) maintained by the CNBV in accordance with: (i) official communication number 153/30424/2011 dated February 2, 2011, pursuant to which the CNBV authorized the registration of the CBFIs in the RNV under number 2679-1.81-2011-001; (ii) official communication number 153/8150/2012 dated March 8, 2012, pursuant to which the CNBV decided to update the registration of the CBFIs in the RNV, under number 2679-1.81-2012-002; (iii) official communication number 153/8172/2012 dated March 15, 2012, pursuant to which the CNBV authorized, among others, the update of the registration of the CBFIs in the RNV under number 2679-1.81-2012-003; (iv) official communication number 153/8815/2012 dated August 28, 2012, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2012-004; (v) official communication number 153/6244/2013 dated January 28, 2013, the CNBV authorized, among other things, the update of the registration of the CBFIs in the RNV under number 2679-1.81-2013-007; (vi) official communication number 153/6337/2013 dated February 15, 2013, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2013-008; (vii) official communication number 153/6875/2013 dated June 7, 2013, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2013-011; (viii) official communication number 153/6837/2013 dated June 24, 2013, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2013-012; (ix) official communication number 153/106308/2014 dated February 4, 2014, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2014-015; (x) official communication number 153/106789/2014 dated June 6, 2014, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2014-018; (xi) official communication number 153/4977/2015 dated January 16, 2015, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2015-023; (xii) official communication number 153/6091/2015 dated December 17, 2015, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 2679-1.81-2015-025; (xiii) official communication number 153/10791/2017 dated October 2, 2017, the CNBV authorized: (a) the provisional registration of CBFIs in the RNV, under the placement program modality, with registration number 2679-1.81-2017-031 and (b) the update of the registration of the CBFIs in the RNV under number referred to in item (a) above; (xiv) official communication number 153/12100/2018 dated July 30, 2018, the CNBV authorized the update of the registration of the CBFIs in the RNV, under number 3265-1.81-2018-006; (xv) official communication number 153/11841/2019 dated September 17, 2019, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 3265-1.81-2019-012, (xvi) official communication number 153/12313/2019 dated December 13, 2019, the CNBV authorized the update of the registration of the CBFIs in the RNV under number 3265-1.81-2019-013 and (xvii) official communication number 153/2769/2022 dated April 11, 2022, the CNBV authorized the update of the registration of the CBFIs in the RNV under number

Data relating to Fibra Uno

The information related to this section is incorporated by reference to the annual report published by Fibra Uno on April 26, 2024.

THE INFORMATION ABOUT TERRAFINA, INCLUDING ITS ADMINISTRATIVE, FINANCIAL, OPERATIONAL, AND/OR LEGAL SITUATION CONTAINED IN THIS INFORMATION MEMORANDUM, WAS EXTRACTED FROM TERRAFINA'S ANNUAL REPORTS FROM PREVIOUS YEARS, QUARTERLY REPORTS, MATERIAL EVENTS, AND OTHER INFORMATION PREPARED, DISSEMINATED, AND OTHERWISE MADE AVAILABLE TO THE PUBLIC BY TERRAFINA ON ITS WEBSITE [HTTPS://WWW.TERRAFINA.MX/](https://www.terrafina.mx/) AND THE WEBSITES OF THE CNBV ([WWW.GOB.MX/CNBV](http://www.gob.mx/cnbv)) AND THE BMV ([WWW.BMV.COM.MX](http://www.bmv.com.mx)). IT IS UNDERSTOOD THAT SUCH WEBSITES (OR THEIR CONTENT) DO NOT FORM PART OF THIS INFORMATION MEMORANDUM.

THE INFORMATION PROVIDED ABOUT FIBRA UNO IN THIS MEMORANDUM AIMS TO OFFER ITS HOLDERS DETAILS RELATED TO THE TRANSACTION. FOR COMPREHENSIVE INFORMATION, WE KINDLY REQUEST THAT YOU CONSULT ITS ANNUAL REPORT, QUARTERLY REPORTS, MATERIAL EVENTS, AND OTHER INFORMATION PREPARED, DISSEMINATED, AND OTHERWISE MADE AVAILABLE TO THE PUBLIC BY FIBRA UNO ON ITS WEBSITE [HTTPS://FUNO.MX/](https://funo.mx/) AND THE WEBSITES OF THE CNBV ([WWW.GOB.MX/CNBV](http://www.gob.mx/cnbv)) AND THE BMV ([WWW.BMV.COM.MX](http://www.bmv.com.mx)). IT IS UNDERSTOOD THAT SUCH WEBSITES (OR THEIR CONTENT) ARE NOT PART OF THIS INFORMATION MEMORANDUM.

FIBRA UNO MADE THE DECISION TO SUBMIT THE TRANSACTION TO ITS HOLDERS' MEETING SOLELY BASED ON RELEVANT INFORMATION PREPARED, DISSEMINATED, AND MADE AVAILABLE TO THE INVESTING PUBLIC BY TERRAFINA.

AS A RESULT, NEITHER FIBRA UNO, NOR THE TRUSTEE, NOR THE ADMINISTRATOR OF FIBRA UNO HAVE OR SHALL ASSUME, NOR SHALL IT BE CONSTRUED THAT THEY WILL HAVE OR ASSUME, ANY RESPONSIBILITY REGARDING TERRAFINA'S INFORMATION, INCLUDING, WITHOUT LIMITATION, ANY LIABILITY THAT TERRAFINA MAY INCUR DUE TO THE DISSEMINATION OF FALSE, INACCURATE, OR MISLEADING INFORMATION TO THE INVESTING PUBLIC.

THE *PRO FORMA* FINANCIAL INFORMATION OF FIBRA UNO INCLUDED IN THIS INFORMATION MEMORANDUM WAS PREPARED CONSIDERING THAT THE TRANSACTION DESCRIBED HEREIN WAS CARRIED OUT IN THE TERMS DESCRIBED HEREIN. SIMILARLY, THIS *PRO FORMA* FINANCIAL INFORMATION OF FIBRA UNO IS SUBJECT TO VARIATIONS DERIVED FROM THE ACTUAL RESULTS OF ITS FUTURE OPERATIONS, AS WELL AS THE EFFECTS OF OTHER FACTORS THAT ARE BEYOND THE CONTROL OF FIBRA UNO'S MANAGEMENT. CONSEQUENTLY, THE *PRO FORMA* FINANCIAL INFORMATION MAY NOT

REFLECT THE FINANCIAL POSITION OR ACTUAL OPERATING RESULTS OF FIBRA UNO AS A RESULT OF THE TRANSACTION.

REGISTRATION IN THE NATIONAL SECURITIES REGISTRY DOES NOT ENTAIL CERTIFICATION OF THE QUALITY OF THE SECURITIES, THE SOLVENCY OF THE ISSUER, OR THE ACCURACY OR TRUTHFULNESS OF THE INFORMATION CONTAINED IN THIS DOCUMENT, NOR DOES IT VALIDATE ANY ACTS THAT MAY HAVE BEEN PERFORMED IN CONTRAVENTION OF THE LAWS.

Mexico City, Mexico, on June 10, 2024

The information provided in this Information Memorandum includes certain general information as of the date regarding Fibra Uno, as well as public information about Terrafina. The information is submitted in a summarized manner and is not intended to be comprehensive. There is no representation or warranty, express or implied, regarding the accuracy, impartiality, or completeness of this information.

The information related to this Information Memorandum was obtained from reliable public sources, and Fibra Uno makes no representation or warranty as to the accuracy of such information. This document does not constitute an offer, in whole or in part.

This document may contain certain forward-looking statements and information regarding Fibra Uno and the Transaction that reflect Fibra Uno's current opinions and management's views regarding its performance, business management, and future events. Forward-looking statements include, but are not limited to, any statements that may predict, forecast, indicate, or imply future results, performance, or achievements and may contain words such as "believe," "anticipate," "consider," "expect," "foresee," or any other word or phrase of similar meaning. Such statements are subject to a number of risks, uncertainties, and assumptions. We caution that a significant number of factors could cause actual results to differ materially from the plans, objectives, expectations, estimates, and intentions expressed in this document regarding the Transaction. In no event shall Fibra Uno or its subsidiaries or related companies be liable to third parties (including investors) for any investments or business decisions made or actions taken based on the information and statements contained in this document.

This document does not constitute an offer or invitation, or a solicitation of an offer to subscribe to or purchase any security. Neither this document nor anything contained therein shall constitute the basis of any contract or commitment for the parties to the Transaction.

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GLOSSARY OF TERMS AND DEFINITIONS

Capitalized terms used in this Information Memorandum and not otherwise defined herein shall have the meanings assigned to such terms in this section or, if not defined herein, in the Fibra Uno Trust, and shall be used in the singular or plural form as applicable.

<u>Term</u>	<u>Meaning</u>
GLA	Means gross leasable area.
Assets	Means, collectively, investments and assets that meet the requirements set forth in the Tax Regulations Regarding FIBRAs, including: (i) Real Estate (including, without limitation, industrial Real Estate), along with all their legal or <i>de facto</i> entitlements (including the beneficiary rights of the trusts whose assets consist of such Real Estate); (ii) the buildings and constructions on such Real Estate; (iii) the financings granted for the acquisition or construction of Real Estate, with mortgage guarantees on such Real Estate; (iv) Lease Agreements; (v) Lease Rights; and (vi) beneficiary rights over Subsidiary Trusts.
Administrator	Means F1 Management, S.C., or the company that replaces it from time to time as provided in the Fibra Uno Trust, which provides us with the Administration Services; provided that the Trustee, for the benefit of the Fibra Uno Trust, will hold and control as a partner at least 99.99% of the corporate and social rights of the Administrator of the Fibra Uno Trust, including the power to appoint its administration body, and whose corporate purpose is the administration, operation and maintenance of the Fibra Uno Trust and its properties, activities to be carried out in accordance with the terms of the Administration Agreement entered into with the Trustee.
Lessee	Means any Person who, in such capacity, is a party to a Lease Agreement.
Advisor	Means Fibra Uno Administración, S.C.
External Auditor	Means Galaz, Yamazaki, Ruiz Urquiza, S.C., or other external auditor engaged under the terms of the Fibra Uno Trust; it being understood that such auditor must be a public accounting firm of recognized international standing and independent of the Administrator, the Settlor, the Joining Settlers and the Trustee.
Real Estate	Means, collectively, the Real Estate intended for lease.

BMV	Means Bolsa Mexicana de Valores, S.A.B. de C.V.
FUNO 11 CBFIs or CBFIs	Means the real estate trust certificates with the ticker symbol "FUNO 11" issued by the Trustee in accordance with the Fibra Uno Trust, the LMV, the Issuers Regulations, and other applicable legal provisions.
TERRA 13 CBFIs	Means the real estate trust certificates with the ticker symbol "TERRA 13" issued by Terrafina in accordance with the Terrafina Trust, the LMV, the Issuers Regulations, and other applicable legal provisions.
Issuers Regulations	Means the General Regulations Applicable to Securities Issuers and Other Market Participants (<i>Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a otros Participantes del Mercado de Valores</i>), published in the Official Federal Gazette on March 19, 2003, as they may have been or may be amended from time to time.
CNBV	Means the National Banking and Securities Commission.
Contribution Agreements	Means, collectively, the FUNO Industrial Portfolio Contribution Agreements, the Jupiter Portfolio Contribution Agreements and the Terrafina Portfolio Contribution Agreements.
FUNO Industrial Portfolio Contribution Agreements	Means the agreements through which Fibra Uno will contribute the FUNO Industrial Portfolio to the vehicles and/or trusts to be established for this purpose (if applicable, with the Right of Reacquisition).
Jupiter Portfolio Contribution Agreements	Means the agreements through which the Jupiter Portfolio would be contributed directly or indirectly to the assets of the vehicles and/or trusts entered into for this purpose (if applicable, with the Right of Reacquisition).
Terrafina Portfolio Contribution Agreements	Means the agreements through which Terrafina would contribute, directly or indirectly, the Terrafina Portfolio to the assets of the vehicles and/or trusts entered into for such purpose (if applicable, with the Right of Reacquisition).
Lease Rights	means the rights consisting of the right to collect and the income under the Lease Agreements entered into in relation to any Real Estate.
Preferential Acquisition Right over E-Group Assets	Means the preferential right that, according to the agreement or agreements to be executed for this purpose, certain members of the Relevant Families would grant to Terrafina,

consisting of the right to preferentially acquire, under the same terms and conditions negotiated or to be negotiated related to assets belonging to the industrial sector.

Right of Reacquisition	Means the right, if applicable, and in accordance with the vehicles and/or trusts entered into for the purpose of consolidating the Assets of the Final Portfolio and the Contribution Agreements respectively held by Fibra Uno and Terrafina, to reacquire ownership of the Assets contributed by each of them to the estate of the vehicles and/or trusts established for this purpose.
Beneficiary Rights	Means the rights granted to the beneficiaries of the trusts entered into in connection with the Transaction, under the terms thereof, including, in addition, those rights provided for in Article 390 of the LGTOC.
Initial Debt at Completion of Transaction	Means the debt that, if any, is intended to be assumed in the vehicles and/or trusts entered into for such purpose derived from the contribution of the FUNO Industrial Portfolio, the Jupiter Portfolio and the Terrafina Portfolio to the estate of such vehicles and/or trusts.
E-Group	Means the Group of Persons consisting of Mexican individuals and legal entities, including trusts, dedicated to the acquisition, development, rental, and operation of real estate developments in Mexico, including industrial, commercial, tourist, office, and mixed-use developments related to the Relevant Families.
E-group Grantor	Means certain members of the Relevant families.
Relevant Families	Has the meaning attributed to such term in the Fibra Uno Trust.
Fibras	Means real estate trusts registered in the trust registry dedicated to the acquisition or construction of Real Estate intended for leasing, subject to the tax regime established in Articles 187 and 188 of the LISR and the corresponding rules of the current Miscellaneous Tax Resolution.
Fibra Uno Trust, Issuer, Fibra Uno or Fibra	Means our real estate investment trust agreement.
Terrafina Trust	Means the real estate investment trust identified with number F/00939 and originally executed on January 29, 2013, as amended from time to time and currently executed between PLA Administradora Industrial, S. de R.L. de C.V. as settlor,

CIBanco, S.A., Institución de Banca Múltiple as trustee and advisor, Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero as common representative of the holders of the TERRA 13 CBFIs, PLA Administradora Industrial, S. de R.L. de C.V. as advisor, and TF Administradora, S. de R.L. de C.V. as subsidiary.

Settlor	Means Fibra Uno Administración, S.C.
Joining Settlor	Means any person who contributes Assets to the Estate of the Fibra Uno Trust, by whose contribution he/she/it acquires the rights and obligations set forth in the Fibra Uno Trust and in the respective joinder agreement.
Trustee or Issuer	Means Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, or its successors, assigns, or whoever is subsequently appointed as trustee pursuant to the Fibra Uno Trust.
Real Estate	Means, in accordance with the provisions of Article 750 of the Federal Civil Code: (i) real estate by nature, consisting of constructions and buildings, as well as the land on which they are built and the real rights over them; (ii) real estate by use, which are integral parts of the constructions and buildings because they are fixed in such a way that they cannot be separated without deteriorating the real estate or the object to which they are attached, and (iii) all those assets that, although they do not have physical incorporation into the building, acquire the status of Real Estate by the owner's will to keep them attached to it and are indispensable for its operation.
ISR	Means the tax provided for in the LISR.
IVA	Means the tax provided for in the LIVA.
Applicable Law	Means the federal, state and/or municipal laws, statutes, regulations, decrees, circulars and other legal provisions in force in Mexico.
LIVA	Means the Value Added Tax Law (<i>Ley del Impuesto al Valor Agregado</i>).
LISR	Means the Income Tax Law (<i>Ley del Impuesto sobre la Renta</i>).
LMV	Means the Securities Market Law (<i>Ley del Mercado de Valores</i>).
México	Means the United Mexican States.

Fibra Uno Trust Estate	Shall have the meaning assigned to such term in Article IV of the Fibra Uno Trust.
Pesos or Ps. \$.	Means the lawful currency of Mexico.
Final Portfolio	Means, collectively, the 182 (one hundred eighty-two) Assets comprising the FUNO Industrial Portfolio, the 18 (eighteen) Assets comprising the Jupiter Portfolio, and the 287 (two hundred eighty-seven) Assets comprising the Terrafina Portfolio, totaling 487 (four hundred eighty-seven) Assets, as well as the debt related to such portfolios.
FUNO Industrial Portfolio	Means the 182 (one hundred eighty-two) Assets to be contributed, with the Right of Reacquisition, by Fibra Uno to the assets of the vehicles and/or trusts to be established for this purpose, including approximately 1.1 million square meters of land available for developing over 500 thousand square meters of leasable area (GLA), as well as the debt related to such Assets.
Jupiter Portfolio	Means the 18 (eighteen) Assets that must be acquired by Terrafina, among others, from the E-Group.
Terrafina Portfolio	Means the 287 (two hundred eighty-seven) Assets held by Terrafina (directly or indirectly through trusts or other vehicles).
Owner	Means the Joining Settlers who contributed Assets to the Estate of the Fibra Uno Trust, in accordance with the provisions of Article II, section 2.4 of the Fibra Uno Trust.
Rents	Means the income obtained from the granting of the use or enjoyment of the Real Estate related to the Assets and derived from the Lease Agreements.
Common representative	Means CI Banco, S.A., Institución de Banca Múltiple, who will act as the common representative of the CBFH Holders, or any subsequently appointed common representative of the Holders.
RNV	Means the National Securities Registry.
Holdings	Means the holders of one or more CBFHs.
Terrafina	Means CIBanco, S.A., Institución de Banca Múltiple, as trustee of trust F/00939.
Transaction	Means the act or series of acts over time, through which the

Assets of the FUNO Industrial Portfolio would be consolidated with the Terrafina Portfolio and the Assets of the Jupiter Portfolio, as described in this Information Memorandum.

1. EXECUTIVE SUMMARY

Below is an executive summary that you should read along with the more detailed information contained in this document, regarding us, the historical and *pro forma* financial statements included herein, as well as the information included in the “Risk Factors” section of this document. References in this document to “Fideicomiso Fibra Uno”, “FIBRA UNO”, “Trust”, “we”, “our”, “us”, and “our company” refer to the irrevocable administration trust identified with number 1401, along with the *Administrator of Fideicomiso Fibra Uno*.

a) *Brief Description of Fibra Uno Trust*

We are a FIBRA and we are primarily engaged in the acquisition, development, construction, leasing, and operation of industrial, commercial, and office properties. As of March 31, 2024, we remain the largest FIBRA in Mexico in terms of number of properties, gross leasable area, annual revenues, and market capitalization, and we believe that our real estate portfolio represents one of the largest and highest quality portfolios of industrial, commercial, and office properties in Mexico. Our goal is sustained long-term value creation primarily through the appreciation of our properties and the generation of stable cash flows. We achieve this by executing our strategy focused on maintaining a diversified portfolio, high occupancy levels, competitive rents, premium locations, and high-quality assets, oriented towards long-term relationships with our clients.

We are a Mexican trust and conduct our business to qualify as a FIBRA in accordance with articles 187 and 188 of the LISR. In order to qualify fiscally as a FIBRA, we must annually distribute at least 95% (ninety-five percent) of our net taxable income and at least 70% (seventy percent) of our assets must be invested in real estate and developments intended for lease, among other requirements.

In order for Fibra Uno Trust to remain as a FIBRA, it has invested its resources only in Real Estate intended for leasing, as well as in the right to receive the flows generated by Real Estate when such flows come from leasing Real Estate.

Fibra Uno develops, acquires, owns, operates, and leases real estate assets intended for leasing in Mexico. Fibra Uno is designed to generate attractive long-term risk-adjusted returns for Holders through the appreciation of its Assets.

Fibra Uno’s main offices are located at Antonio Dovalí Jaime No 70 Zedec Santa Fe, Mexico City, 01210, phone (55) 4170 7070.

For more information on Fibra Uno, please consult the annual reports of Fibra Uno published, as well as all the information disclosed by Fibra Uno in terms of what is established in the Securities Market Law and the Circular Unica, including quarterly reports and relevant events, all of which can be consulted on its website <https://www.funo.mx/> and the CNBV and BMV websites mentioned above, understanding that such pages (or their content) are not part of this Information Memorandum.

b) *Terrafina*

Terrafina is a real estate investment trust identified with number F/00939 whose trustee is CIBanco, S.A., Institución de Banca Múltiple.

Terrafina is the issuer of the TERRA 13 CBFIs, which are registered in the National Securities Registry under number 3239-1.81-2013-001 and trade on the BMV with the ticker symbol "TERRA 13".

Terrafina is located at Paseo de la Reforma 115, floor 5, Col. Lomas de Chapultepec, C.P. 11000, Mexico City, Mexico.

For more information on Terrafina, it is suggested to consult Terrafina's annual report from previous years, as well as all the information disclosed by Terrafina in terms of what is established in the Securities Market Law and the Unique Circular, including quarterly reports and relevant events, all of which can be consulted on its website <https://www.terrafinamx.com> and the CNBV and BMV websites mentioned above, understanding that such pages (or their content) are not part of this Information Memorandum.

c) Key Aspects of the Transaction

The Transaction consists of carrying out several operations with the aim of consolidating industrial assets of Fibra Uno with those of Terrafina and the Assets of the Jupiter Portfolio, directly or indirectly, in one act or in a succession of acts over time, in any manner permitted by applicable law and that is efficient and convenient in the opinion of Fibra Uno, its Technical Committee and/or its authorized representatives or delegates for such purposes. It is expected that the Assets of the Final Portfolio will represent approximately 487 Assets.

Fibra Uno's proposal to Terrafina, which will be submitted to our holders at the next shareholder's meeting, is summarized as follows: (i) the consolidation, directly or indirectly, in one or more transactions, of three portfolios of assets in the industrial sector, rights, and related liabilities, described herein, as FUNO Portfolio, Jupiter Portfolio, and Terra Portfolio; (ii) the contribution to Terrafina and/or the acquisition by it of the Jupiter Portfolio, and a preferential acquisition right; and (iii) the consequent delivery by Terrafina, through real estate trust certificates. **Fibra Uno's proposal considers valuations at equal multiples of the portfolios to be consolidated at a minimum value per CBFi of Terrafina of Ps.\$49.63 (forty-nine Pesos 63/100 Mexican currency), which could include improvements, changes, or additions, including a cash component (in favor of Terrafina holders), at the discretion of Fibra Uno and Nearshoring Experts and Technology S.C. or the agreements reached between the parties.**

We believe that if the consolidation of the Assets of the FUNO Industrial Portfolio, the Jupiter Portfolio, and the Terrafina Portfolio is achieved, one of the best options for investors seeking a liquid vehicle with growth and direct exposure to nearshoring, logistics, and *e-commerce* trends in Mexico would be created. Likewise, said consolidation reaffirms Fibra Uno's conviction in the industrial segment and lays the groundwork for continuing to grow and invest in said segment, taking advantage of this new platform and the extensive inventory of industrial assets of E-Group.

It is important to mention that the information submitted in this Information Memorandum assumes the consolidation of the three portfolios described in the document simultaneously; however, we could carry out the Transaction through partial consolidation operations and not necessarily in a single act simultaneously depending on the final agreements obtained from the different parties involved in the Transaction.




The characteristics of the Transaction described herein, the asset portfolios, and implementation methodology may vary and depend largely on analysis, negotiations, different situations and circumstances, authorizations, and acts of different nature, so Fibra Uno will request broad authorization from its holders for its Technical Committee and/or its authorized representatives or delegates to have broad authorization to design, negotiate, agree, implement, and perfect any options and alternatives that are necessary or convenient and thereby carry out the Transaction consolidating the Parties' Portfolios in the Transaction.

At the upcoming holders' meeting, holders will be requested to extend the resolutions approved at the holders' meeting dated October 9, 2023 in order to carry out the Transaction and to instruct Fibra Uno's bodies and representatives to negotiate, agree upon, modify, execute, terminate, ratify, without the need for further approvals, all agreements, contracts, instruments, and/or documents required for the implementation and perfection of the Transaction, in terms resulting from the agreements between the parties.

Among other things, it is expected to agree with Terrafina changes to its corporate structure considered as consistent with our proposal, as well as the completion of the Terrafina advisor internalization process. In addition, it is intended that the vehicles and/or trusts executed for this purpose will launch various exchange offers with respect to certain senior bonds issued by Fibra Uno and Terrafina. There can be no assurance that such offers will be successful.

While it is expected that Terrafina's corporate bodies will approve all elements proposed at their upcoming meetings regarding the Transaction, Fibra Uno and Terrafina may agree to implement the Transaction, regardless of whether all or some of the elements described in this Memorandum materialize. We do not expect to request further or subsequent authorizations from our holders to implement the Transaction.

Fibra Uno's proposal considers valuations at equal multiples of the portfolios to be consolidated at a minimum value per CBFÍ of Terrafina of Ps.\$49.63 (forty-nine Pesos 63/100 Mexican currency), which could include improvements, changes, or additions, including a cash component (in favor of Terrafina holders), at the discretion of Fibra Uno and Nearshoring Experts & Technology or the agreements reached between the parties.

Portfolio	NOI MXN mm	Cap Rate	Value of the Portfolio	Net Debt (Fully Diluted)	Equity	CBFIs (millions)	\$/CBFI
	\$7,664		\$108,556	\$47,568	\$60,988	1,228.9	\$49.63
	\$2,200	7.06%	\$31,158	\$2,475	\$28,683	577.9	\$49.63
	\$4,003		\$56,707	\$18,368	\$38,339	772.5	\$49.63
TOTAL	\$13,867	7.06%	\$196,421	\$68,411	\$128,010	2,579.3	\$49.63

Source: Information about FUNO and the company. Estimates based on the numbers on the report published for 1Q2024 annualized including the proportional participation of the sidecar and the JV by Terrafina.
Note: Numbers converted using an Exchange rate of MXN \$17.84 per \$US.

If the Transaction were to be completed, the Final Portfolio would consist of the approximately 487 mentioned Assets, with 11.6 million square meters of Gross Leasable Area (GLA), representing approximately 17.9% of the GLA of industrial properties in Mexico. Additionally, this Final Portfolio would have a land reserve of around 1.5 million square meters and a pipeline to acquire assets with industrial vocation or use that would favor the growth potential of the vehicles and/or trusts that consolidate the Assets, which will be described in more detail later in this Information Memorandum.

- **It is intended that Fibra Uno will control Terrafina and the Assets of the Transaction.**

As part of the documents to be executed on the occasion of the Transaction, Fibra Uno intends to obtain direct and/or indirect control of both the Assets that make up the FUNO Industrial Portfolio, the Terrafina Portfolio, and the Jupiter Portfolio as well as Terrafina, which, if carried out, would imply, among other things, consolidating its information for accounting purposes and in turn, Fibra Uno controlling and consolidating the vehicles and/or trusts, directly or indirectly, that are entered into for this purpose.

- **It is intended that the vehicle(s) and/or trusts through which the Assets of the portfolios are consolidated acquire different liabilities related to the FUNO Industrial Portfolio, the Jupiter Portfolio, and the Terrafina Portfolio through various operations.**

For more information related to the liabilities that would be assumed by the vehicles and/or trusts in which the Assets of the portfolios would be consolidated, please refer to section “(ii) Initial Debt upon Completion of the Transaction” of subsection “e) Additional Information regarding the Transaction” of section “3. Detailed Information about the Transaction” of this Information Memorandum.

- **Participation percentages.**

Fibra Uno intends that the documents to be executed in relation to the Transaction reflect the individual participation percentage in the Transaction and the resulting vehicles and/or trusts, in the following proportions that have been estimated and that could be modified once the definitive terms of the Transaction are agreed upon between the parties: (i) Fibra Uno would hold approximately 48% (forty-eight percent) of the participation, and (ii) Terrafina would hold approximately 52% (fifty-two percent), once the consolidation of the Assets that make up the Final Portfolio is carried out.

Fibra Uno's proposal considers valuations at equal multiples of the portfolios to be consolidated at a minimum value per CBFI of Terrafina of Ps.\$49.63 (forty-nine Pesos 63/100 Mexican currency), which could include improvements, changes or additions, including a cash component (in favor of the Terrafina holders), at the discretion of Fibra Uno and Nearshoring Experts & Technology or the agreements reached between the parties.

- **Various Agreements**

The possibility of entering into one or more agreements between the parties is contemplated, with the purpose that Terrafina acquires the Preferential Acquisition Right over E-Group Assets granted exclusively on industrial real estate originally granted by certain members of the Relevant Families in favor of Fibra Uno.

Likewise, it is planned that certain members of the Relevant Families grant the Preferential Acquisition Right over E-Group Assets originally granted by them to Fibra Uno. It is expected that said right will remain valid, under certain assumptions to be negotiated and agreed upon by the agents of Fibra Uno.

- **Internalization of Terrafina and Fibra Uno**

Currently, procedures have been initiated for the internalization of the administration of Terrafina and the external administration of Fibra Uno.

With regard to the internalization of Terrafina, during February 2024, Terrafina announced that it would seek options to terminate the administration agreement it currently has with PLA Administradora Industrial, S. de R.L. de C.V., an entity belonging to the PGIM Real Estate group. This with the aim of initiating a process of internalizing its management.

On the other hand, on October 9, 2023, the Holders Meeting of Fibra Uno, with a historic attendance record of 89%, and the favorable vote of 100% of those present, authorized, among other things, the constitution of an independent Ad Hoc committee (the "Committee"), composed by three independent members of the technical committee of Fibra Uno, so that, among other matters, the Committee submits to the owners of the Advisor and F2 Services, S.C. (the "Real Estate Representative") an offer of internalization of the real estate services that these entities render externally to the Trust.

In the event that the internalization of Fibra Uno mentioned above is completed prior to the

conclusion of the Transaction, there would be no payment of fees or commissions to the Advisor for the operations related to the Transaction. Similarly, in the event that the Transaction is carried out after the conclusion of the described internalization, the Advisor has authorized a waiver and consequently will not charge any commission to which it is entitled under the current service provision contract. Consequently, there will be no acquisition fees or administration fees or any other fees generated with the Fibra Uno Advisor by this Transaction.

- **Corporate Governance**

We intend that once the Transaction is completed, there will be corporate governance provisions acceptable to Fibra Uno in the vehicles, trusts, and companies resulting from the Transaction.

- ***Pro forma* Financial Information**

Galaz, Yamazaki, Ruiz Urquiza, S.C., (Member of Deloitte Touche Tohmatsu Limited), as external auditors of Fibra Uno, carried out an assurance engagement on the unaudited *pro forma* consolidated condensed financial statements as of December 31, 2023, and for the year ended on that date in accordance with International Standard on Assurance Engagements 3420 - "Assurance Engagements on the Compilation of *Pro forma* Financial Information Included in a Prospectus", issued by the International Auditing and Assurance Standards Board.

In addition, Fibra Uno's management has prepared unaudited *pro forma* condensed consolidated interim financial statements as of March 31, 2024, and 2023, and the three months ended on those dates. These financial statements have not been reviewed by our external auditors.

For detailed information regarding the financial information submitted in this Information Memorandum, see section "6. *SELECTED FINANCIAL INFORMATION*," of this Information Memorandum.

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2. DETAILED INFORMATION ABOUT THE TRANSACTION

a) Detailed Description of the Transaction

Background:

On October 9, 2023, the meeting of Fibra Uno's holders, with a record attendance and voting quorum, authorized, among other things, the proposal to carry out the segregation of the Industrial Assets (as defined in the minutes of the meeting held for this purpose), from the rest of the assets comprising the Trust's Heritage and their contribution to a newly created vehicle under the terms set out whose primary purpose will be to carry out investments or co-investments in real estate, including industrial properties, with the intention or industrial use to be leased to third parties, as well as the operation and administration of such assets.

It was also approved that the vehicle to which the Industrial Assets would be contributed, carry out the direct or indirect contracting of financing, credit lines, as well as any means of financing, including the direct or indirect issuance of public or private debt, national or foreign, with or without guarantee, as long as the parameters established in the Trust or the applicable current legislation are met, as well as, if applicable, obtain the required authorizations in accordance with the current obligations of the Trust, to carry out the transfer or assignment of part of the Trust's debt, linked to the Industrial Assets and their accessories, to said vehicle.

Likewise, it was authorized to carry out all procedures and/or acts before any governmental authorities or persons in order to obtain all the authorizations that correspond according to the applicable current legislation.

Among other activities and exchanges with Terrafina, on May 24, 2024, Nearshoring, Experts and Technology, S.C., with the support of Fibra Uno, submitted to all Terrafina holders and its Technical Committee, a firm offer, which is available for consultation at www.bmv.com and https://funo.mx/site_media/uploads/documentos/documento-m5sGK-1716592613.pdf.

The Transaction:

The Transaction consists of carrying out various operations with the purpose of consolidating Fibra Uno's industrial assets with those of Terrafina and the Assets of the Jupiter Portfolio, directly or indirectly, in one act or in a succession of acts over time, in any manner permitted by applicable law and that is efficient and convenient in the judgment of Fibra Uno, its Technical Committee and/or its authorized representatives or delegates. It is expected that the Final Portfolio Assets will represent approximately 487 Assets.

Fibra Uno's proposal to Terrafina, which will be submitted to our holders at the next meeting, is summarized as follows: (i) the consolidation, directly or indirectly, in one or more operations, of three portfolios of assets in the industrial sector, rights, and related liabilities, described herein as the FUNO Portfolio, the Jupiter Portfolio, and the Terra Portfolio; (ii) the contribution to Terrafina and/or the acquisition by it of the Jupiter

Portfolio, and a preferential acquisition right; and (iii) the consequent delivery by Terrafina, through real estate trust certificates. **The Proposed Transaction considers valuations at equal multiples of the portfolios to be consolidated at a minimum value per Terrafina CBFÍ of Ps.\$49.63 (forty-nine Pesos 63/100 Mexican currency), which could include improvements, changes or additions, including a cash component (in favor of Terrafina holders), at the discretion of Fibra Uno and Nearshoring or the agreements reached between the parties. The characteristics of the Transaction described here, the portfolios of assets and implementation methodology may vary and depend largely on analysis, negotiations, different situations and circumstances, authorizations and acts of different nature, so Fibra Uno will request its holders for broad authorization so that its Technical Committee and/or its authorized representatives or delegates have broad authorization, to design, negotiate, agree, implement and perfect any options and alternatives that are necessary or convenient and thereby carry out the Transaction consolidating the Parties' Portfolios in the Transaction.**

At the upcoming holders' meeting, holders will be requested to extend the resolutions approved at the holders' meeting dated October 9, 2023 in order to carry out the Transaction and to instruct Fibra Uno's bodies and representatives to negotiate, agree upon, modify, execute, terminate, ratify, without the need for further approvals, all agreements, contracts, instruments, and/or documents required for the implementation and perfection of the Transaction, in terms resulting from the agreements between the parties.

Among other things, it is expected to agree with Terrafina changes to its corporate structure considered as consistent with our proposal, as well as the completion of the Terrafina advisor internalization process. In addition, it is intended that the vehicles and/or trusts executed for this purpose will launch various exchange offers with respect to certain senior bonds issued by Fibra Uno and Terrafina. There can be no assurance that such offers will be successful.

Although it is expected that Terrafina's corporate bodies will approve all the proposed elements at their upcoming meetings related to the Transaction, Fibra Uno and Terrafina may agree to implement the Transaction, regardless of the realization of all or some of the elements described in this Information Memorandum. We do not expect to request further or subsequent authorizations from our holders to implement the Transaction.

Fibra Uno Holders' Meeting

Fibra Uno published a call in the newspaper "El Economista" on June 7, 2024 and on June 10 in the Official Federal Gazette, to hold the FUNO Holders' Meeting, on June 21, 2024, to submit to the consideration of its holders the approval of the Transaction and its terms and conditions, including the segregation of its industrial real estate assets for investment or industrial use in a co-investment with an existing or newly created vehicle such as, without limitation, Terrafina.

Fibra Uno is seeking broad authorization to extend the resolutions approved in the holders' meeting dated October 9, 2023, in order to carry out the Transaction and that said holders instruct Fibra Uno's bodies and representatives to negotiate, agree, modify, celebrate, terminate, ratify, without the need for further approvals, all agreements, contracts,

instruments and/or documents required for the implementation and perfection of the Transaction (including the assignment of the right to preferentially acquire any Asset belonging to the industrial sector that the certain members of the Relevant Families intends to sell or acquire) and consequently consolidate the Industrial FUNO Portfolio Assets with the Terrafina Portfolio and the Jupiter Portfolio Assets, in one act or in a succession of acts over time, in any manner permitted by applicable law and that is viable, and convenient in the judgment of Fibra Uno, for which the Technical Committee and/or representatives should be authorized extensively for negotiation, agreement, modification, celebration, termination, ratification, without the need for further approvals, all agreements, contracts, instruments and/or documents required for the implementation and perfection of the Transaction including the capacity to modify the value at which the Transaction would take place.

Authorization from COFECE

In accordance with the provisions of applicable law, in the event that the FUNO Holders' Meeting approves the Transaction mentioned in this Information Memorandum, Fibra Uno and Terrafina will require obtaining the corresponding authorization from the Federal Economic Competition Commission in order to consummate the Transaction.

b) Objective of the Transaction

The main objective of the Transaction is to achieve a consolidation of Assets with the purpose of creating the best option for investors seeking a liquid vehicle, with growth and direct exposure to nearshoring, logistics, and e-commerce trends in Mexico, through the implementation of the Transaction.

Considering the average life of the Lease Contracts of the Industrial FUNO Portfolio, the Jupiter Portfolio, and the Terrafina Portfolio, which is 3.7 years, we believe it could result in the potential revaluation of the average rent of the Assets that will be part of the Industrial FUNO Portfolio, the Jupiter Portfolio, and the Terrafina Portfolio in the short and medium term, having the opportunity to take advantage of the rental expansion in the market and reflect it in positive leasing spreads in the coming quarters, especially in the markets where we have a greater discount compared to the market average. Below is a chart showing the Rents of the five main markets against the Rents of the Industrial FUNO Portfolio, the Jupiter Portfolio, and the Terrafina Portfolio, in which it is observed that in the main markets there is room for rental growth.

The 5 Main Markets	GLA	Current Rent (US\$ 000)	Average Rent on Site (US\$)	Average Market Rent (US\$)	Margin
Mexico city and Metropolitan area	4,171,571	\$26,452	\$6.51	\$8.99	38.13%
Ciudad Juarez	1,151,509	\$5,805	\$5.10	\$6.90	35.17%
Monterrey Metropolitan area	964,987	\$5,720	\$6.00	\$6.75	12.45%
Toluca - Lerma	892,269	\$5,026	\$5.63	\$6.95	23.37%
Guadalajara	479,565	\$2,840	\$5.93	\$6.55	10.38%

Total	7,659,901	\$45,843	\$5.98	\$7.99	33.48%
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c) Sources of Financing and Expenses Derived from the Transaction:

(i) Sources of Financing

As of this date, there are no plans to obtain any financing to execute the Transaction, and we anticipate that the expenses of the Transaction to be covered by Fibra Uno will be paid with its own resources.

(ii) Expenses Derived from the Transaction:

Expenses related to the negotiation and consummation of the Transaction, such as financial, legal, and tax advisory fees, will be paid with Fibra Uno and Terrafina's own resources. It is expected that the expenses derived from the Transaction for Fibra Uno will be approximately Ps.\$500,000,000.00 (five hundred million Mexican currency).

d) Date of Approval of the Transaction

It is expected that the FUNO holders' meeting to be held on June 21, 2024, will resolve, among other things, to expand the resolutions approved at the meeting on October 9, 2023, so that the Trustee carries out all necessary acts for the segregation of our industrial real estate assets or for their contribution to a public or private vehicle, directly or through co-investments, considering for these purposes, all necessary and convenient acts, including approval to carry out a "corporate restructuring" and approval to authorize the Administrator to instruct the Trustee to carry out the acts, negotiations, and execute all documents necessary and/or convenient to carry out the operation described here.

It is expected that said holders' meeting will resolve on the submission, discussion, and, if applicable, approval of the Transaction including the segregation of its industrial real estate assets (including the right to preferentially acquire any Asset belonging to the industrial sector that certain members of the Relevant Families intend to sell or acquire) in a co-investment with an existing or newly created vehicle such as, without limitation, Terrafina.

Likewise, Fibra Uno is seeking to obtain the broad authorization of its holders to carry out the Transaction (including the assignment of the right to preferentially acquire any Asset belonging to the industrial sector that certain members of the Relevant Families intend to sell or acquire) and consequently consolidate the Assets of the Industrial FUNO Portfolio with the Terrafina Portfolio and the Jupiter Portfolio Assets, in one act or in a succession of acts over time, in any manner permitted by applicable law and that is viable and efficient in the judgment of Fibra Uno. Such authorizations and approvals contemplate the empowerment and/or delegation of broad powers to the Technical Committee and/or representatives to design, negotiate, agree, implement, and perfect the Transaction and any options and alternatives that are necessary or convenient and thereby carry out the Transaction, consolidating the Final Portfolio.

To carry out the Transaction, Terrafina's corporate bodies will need to carry out the

necessary acts to approve and execute the Transaction, which we estimate could occur in the second half of 2024; however, we cannot assure that this will occur within said period or that such approvals will ultimately be obtained.

e) *Further Information About the Transaction*

(i) *Initial Debt Upon Completion of the Transaction*

It is intended that the vehicle(s) consolidating the Final Portfolio will acquire various liabilities related to the FUNO Industrial Portfolio, the Jupiter Portfolio and the Terrafina Portfolio as a consequence and effect of the Transaction, through various transactions, which could be executed partially, simultaneously or successively.

Debt Related to the FUNO Industrial Portfolio

Below are the contracts and amounts that we estimate would be assumed by the trusts and/or vehicles through which the Transaction is carried out as a result of the contribution of the FUNO Industrial Portfolio.

Fibra UNO Industrial	Currency	Rate	Interest Rate	Maturity	Balance (MXN)	Balance (USD)	Balance (MXN)
Mettlife (Doña Rosa)	MXN	Fixed	11.58%	Nov-28	737,729	-	737,779
Syndicated Loan (Titan & Vermont)	USD	Variable	SOFR+2.10%	Sep-27	-	750,000	13,380,000
Senior Note due 2026	USD	Fixed	5.25%	Jan-26	-	400,000	7,136,000
Senior Note due 2030	USD	Fixed	4.87%	Jan-30	-	387,500	6,913,000
Senior Note due 2034	USD	Fixed	7.38%	Feb-34	-	300,000	5,352,000
Senior Note due 2050	USD	Fixed	6.39%	Jan-50	-	437,500	7,805,000
Senior Note due 2044	USD	Fixed	6.95%	Jan-44	-	350,000	6,244,000
Subtotal					737,729	2,625,000	47,567,779

* Figures as of March 31, 2024.

The assumption of the debt previously mentioned as a result of the contribution of the FUNO Industrial Portfolio will subsequently be identified as “FUNO Bank Loan Assumption.”

Debt Related to the Terrafina Portfolio

Below are the contracts and amounts that we estimate would be assumed by the trusts and/or vehicles through which the Transaction is carried out as a result of the contribution of the Terrafina Portfolio:

Fibra Terrafina	Currency	Rate	Interest Rate	Maturity	Balance (MXN)	Balance (USD)	Balance (MXN)
Mettlife	USD	Fixed	4.75%	Jul-27	-	150,000	2,676,000
New BBVA Term Loan	USD	Variable	SOFR+1.70%	Jul-27	-	202,900	3,619,736
New BBVA RCF	USD	Variable	SOFR+1.50%	Jul-27	-	183,300	3,264,720
BBVA Promisionary Note 2023	USD	Variable	SOFR+0.95%	Dec-24	-	50,000	892,000
Senior Notes due 2029	USD	Fixed	4.95%	Jul-29	-	486,200	8,673,808
Subtotal					-	1,072,100	19,126,264

* Figures as of March 31, 2024.

The assumption of the previously mentioned debt due to the contribution of the Terrafina Portfolio will henceforth be referred to as “Terrafina Debt Assumption.”

Jupiter Portfolio

Below are the contracts and amounts that we estimate would be assumed by the trusts and/or vehicles through which the Transaction is carried out as a result of the contribution of the Jupiter Portfolio.

Jupiter Portfolio	Currency	Rate	Interest Rate	Maturity	Balance (MXN)	Balance (USD)	Balance (MXN)
Jupiter Credit	MXN	Variable	TIE + 2.25%	Feb-29	1,877,593	-	1,877,593
Santin Credit	MXN	Fixed	7.46%	Mar-31	597,850	-	597,850
Subtotal					2,475,443	-	2,475,443

* Figures as of March 31, 2024.

The assumption of the previously mentioned credits due to the contribution of the Jupiter Portfolio will henceforth be referred to as “Jupiter Debt Assumption,” and together with the FUNO Debt Assumption and the Terrafina Debt Assumption, constitute the Initial Debt at the Conclusion of the Transaction.

We intend for Terrafina to fully consolidate the trusts and vehicles through which the Transaction is carried out, including the Initial Debt at the Conclusion of the Transaction, which amounted to Ps. \$69,169,436 as of March 31, 2024. Depending on the final negotiations between the parties involved in the Transaction, a smaller amount of the Initial Debt at the Conclusion of the Transaction may be consolidated.

(ii) Liens on Assets Involved in the Transaction

Below is a table with the liens related to the Initial Debt at the Conclusion of the Transaction:

Mortgages	Interest Rate	Maturity	Balance (MXN)
Metlife (Doña Rosa)	11.58%	Nov-28	737,729
Jupiter Credit	TIE + 2.25%	Feb-24	1,877,593
Subtotal			2,615,322

* Figures as of March 31, 2024.

(iii) Valuation Report:

The economic valuation of the Transaction has been proposed by Fibra Uno, considering the annual net operating income (NOI) of the portfolios of each party involved at a uniform cap rate. Based on the agreements reached upon the conclusion of the Transaction, there may be dilutive effects for any of the parties when comparing the contribution of the portfolios to their book value with the percentages that finally prevail.

For the purposes of the Transaction, obtaining a valuation report or a fairness opinion from a third party does not apply.

(iv) Description of the Assets:

FUNO Industrial Portfolio

FUNO Industrial Portfolio consists of 182 assets, divided into 97 in the logistics category, 79 in the light manufacturing category, and 6 in the business parks category. All the assets that make up the FUNO Industrial Portfolio are stabilized.

The assets of the FUNO Industrial Portfolio are strategically located in 19 states, including Mexico City, the State of Mexico, Puebla, Hidalgo, Morelos, Jalisco, Querétaro, Guanajuato, Aguascalientes, Zacatecas, Nuevo León, Baja California, Chihuahua, Coahuila, Tamaulipas, Durango, Sonora, Quintana Roo, and Chiapas. These markets are the most dynamic and largest in Mexico. As of March 31, 2024, the GLA of the FUNO Industrial Portfolio amounted to 6,110,844 m². 49.1% of the total GLA of the FUNO Industrial Portfolio is located in the metropolitan area of Mexico City, which we consider one of the strongest competitive advantages. Mexico City represents around 7.3% of the Mexican population and 15.3% of the country's real GDP. The growing demand for industrial properties with strategic locations, due to the country's logistical centralization, availability of electrical energy, and skilled labor, has made Mexico City and its metropolitan area the main destination for foreign direct investment. In addition to the metropolitan area of Mexico City, the main industrial markets where our assets are located include Nuevo León, Toluca, Ciudad Juárez, Querétaro, Tamaulipas, Guadalajara, and Tijuana, among others.

We notice that the detailed composition of the FUNO Industrial Portfolio referred to in this Information Memorandum may vary as reviews and negotiations between the parties progress.

The following table provides a summary of the evolution of the FUNO Industrial Portfolio:

	2022	2023	March 2024
Number of Properties	181	181	182
Gross Leasable Area (millions of m ²)	6.07	6.11	6.11
Occupancy Rate	97.9%	98.5%	98.3%
Average Remaining Lease Term (years)	3.7	3.6	3.7
Rental Income (Ps. millions)	7,342.92	7,626.21	7,667.6

The assets of the FUNO Industrial Portfolio represent approximately 6.1 million square meters of GLA. Additionally, the FUNO Industrial Portfolio includes a portfolio of approximately 1.1 million square meters of land available to develop over 500 thousand square meters of additional GLA.

The top ten tenants in terms of GLA and NOI represented approximately 17.8% of the GLA or 17.7% of the NOI of the Stabilized Portfolio. No tenant individually represented more than 1.3% of the GLA of the FUNO Industrial Portfolio or more than 1.1% of the NOI of the FUNO Industrial Portfolio.

The following table shows the distribution of tenants in the FUNO Industrial Portfolio by business sector as of March 31, 2024:

Industries	ABR Ocupado	% ABR Ocupado
Distribution Logistics	1,984,051	32.6%
Aeronautics and Automotive	1,043,258	17.4%
Food and Beverages	583,062	9.9%
Goods	582,396	9.6%

Professional Services	498,378	8.4%
Health and Pharmaceuticals	377,749	6.3%
Supermarkets	342,886	5.7%
Technology, Electronics, and Communications	277,624	4.7%
Fashion (Clothing, Footwear, and Accessories)	161,387	2.7%
Commercial Services	64,186	1.0%
Department Stores	50,435	0.9%
Entertainment	19,896	0.3%
Education	16,520	0.3%
Government	7,585	0.1%
TOTAL	6,009,412	100.0%

Terrafina Portfolio

According to the latest publicly available information for the first quarter of 2024 in its quarterly report, Terrafina has an industrial portfolio comprising 287 assets.

The assets of the Terrafina Portfolio are strategically located across 30 cities in 15 states, primarily in the northern, Bajío, and central regions of Mexico, with 66.7% of the portfolio in the north, 19.2% in the Bajío, and 14.1% in central Mexico. As of March 31, 2024, the GLA of the Terrafina Portfolio amounted to 3,905,642 square meters.

20.5% of the total GLA of the Terrafina Portfolio is located in Ciudad Juárez. In addition to Ciudad Juárez, the main industrial markets where the assets of the Terrafina Portfolio are located include Mexico City, Saltillo, Tijuana, Guadalajara, Nuevo León, Toluca, Querétaro, and Tamaulipas, among others.

The Terrafina Portfolio benefits from leases that expire at different times, with an average remaining term of 3.7 years as of March 31, 2024. The developed properties in the portfolio had an annualized base rent of US\$5.38 per square meter per year as of that date.

We notice that the detailed composition of the Terrafina Portfolio referred to in this Information Memorandum may vary as reviews and negotiations between the parties progress.

The following table provides a summary of the evolution of the Terrafina Portfolio:

	2022	2023	March 2024
Number of Properties	276	291	287
Gross Leasable Area (millions of m ²)	3.66	3.98	3.91
Occupancy Rate	96.4%	98.1%	97.1%
Average Remaining Lease Term (years)	3.6	3.7	3.7
Rental Income (Ps. millions)	3,944.30	3,841.90	3,804.6

Terrafina Portfolio currently has 4 properties under development, which are planned to be completed during 2024 and will represent a total of approximately 73 thousand square meters of GLA once finished. Additionally, the Terrafina Portfolio includes four properties with approximately 200 thousand square meters of GLA available for development.

The top ten tenants in terms of GLA and NOI represented approximately 17.8% of the GLA or 17.7% of the total income of the Terrafina Portfolio.

The following table shows the distribution of tenants in the Terrafina Portfolio by industry as of March 31, 2024:

Industries	Occupied GLA	% Occupied GLA
Automotive	1,308,371	34.50%
Industrial Goods	785,022	20.70%
Goods	568,857	15.00%
Logistics	420,954	11.10%
Aerospace	345,106	9.10%
Electronics	347,003	9.15%
Non-durable Consumer Goods	17,066	0.45%
TOTAL	3,792,378	100.00%

For more information on the evolution of the assets that make up the Terrafina Portfolio, it is suggested to consult Terrafina’s annual report, as well as all information disclosed by Terrafina in accordance with the provisions of the Securities Market Law and the Single Circular, including quarterly reports and relevant events, all of which can be found on their website <https://www.terrafina.mx/> and the websites of the CNBV and the BMV mentioned above, with the understanding that these websites (or their content) are not part of this Information Memorandum.

Jupiter Portfolio

Jupiter Portfolio consists of 18 properties, all in the logistics category. Seventeen of the properties in the Jupiter Portfolio are stabilized, and one is in the development stage.

The properties of the Jupiter Portfolio are strategically located in 5 states, including Mexico City, State of Mexico, Jalisco, Querétaro, and Quintana Roo.

The stabilized assets of the Jupiter Portfolio represent approximately 1.1 million square meters of GLA. One asset in the Jupiter Portfolio is in the development stage and, once completed, will represent a total of approximately 300 thousand square meters of GLA. Additionally, three assets are in the process of expansion, totaling approximately 84 thousand square meters of additional GLA, which are planned to be completed and leased during 2024.

We notice that the detailed composition of the Jupiter Portfolio referred to in this

Information Memorandum may vary as reviews and negotiations between the parties progress.

The following table shows the breakdown of properties under development and expansion:

Property	Market	GLA Under Development
Olimpo	Guadalajara	300,000
El Salto II	Guadalajara	10,000
Los Reyes	Mexico City and Metropolitan Area	46,703
Chiquihuite	Mexico City and Metropolitan Area	27,500
TOTAL		384,203

The following table provides a summary of the evolution of the Jupiter Portfolio:

	2022	2023	March 2024
Number of Properties	18	18	18
Gross Leasable Area (m ²)	892,263	1,073,377	1,073,377
Occupancy Rate	95.2%	97.1%	97.3%
Average Remaining Lease Term (years)	4.58	4.30	4.10
Rental Income (Ps. millions)	822.7	1,098.2	1,357.1
Square Meters Under Construction	565,317	384,203	384,203

The top five tenants in terms of GLA and NOI represented approximately 39.3% of the GLA or 39.1% of the NOI of the Jupiter Portfolio. No individual tenant represented more than 4.5% of the GLA or 4.5% of the NOI of the Jupiter Portfolio.

The following table shows the distribution of tenants in the Jupiter Portfolio by business sector as of March 31, 2024:

Industries	Occupied GLA	% Occupied GLA
Distribution Logistics	378,178	36.2%
Consumer Goods	212,717	20.4%
Supermarkets	160,613	15.4%
Food and Beverages	101,663	9.7%
Automotive	79,374	7.6%
Health and Pharmaceuticals	49,907	4.8%
Technology, Electronics, and Communications	47,344	4.5%
Entertainment	14,418	1.4%
TOTAL	1,044,212	100%

Final Portfolio Description

If the Transaction is consummated, the Final Portfolio would consist of approximately 487 assets with 11.6 million square meters of GLA (of which 7.1 million belong to the logistics category, 4.2 million to the light manufacturing category, and 0.2 million to the business parks category, representing approximately 17.9% of the industrial property GLA in Mexico) and would have a land reserve of around 1.5 million square meters.

We notice that the detailed composition of the asset portfolios referred to in this Information Memorandum may vary as reviews and negotiations between the parties progress.

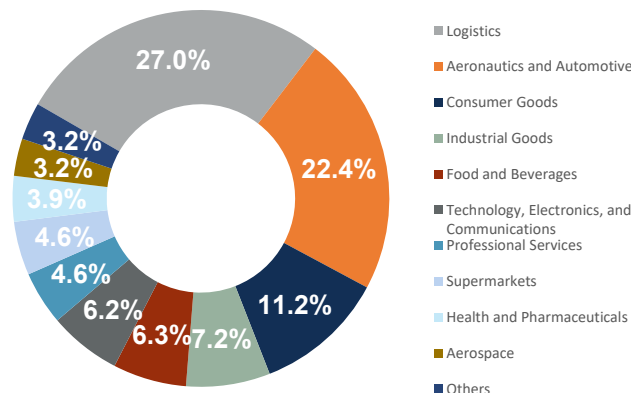
The assets that would form part of the Final Portfolio, mostly class A, are located in Mexico's main industrial markets. The average lease term of the Final Portfolio would be 3.7 years, which we consider adequate and compares favorably with other industrial portfolios in Mexico. The top five markets include Mexico City, Ciudad Juárez, Nuevo León, Toluca, and Querétaro, comprising approximately 66.9% of the total GLA of the Final Portfolio, representing nearly 37.9% of Mexico's GDP.

Markets	Total m ² (1)	Occupied m ²	Occupancy	RFA Total (Ps. millions)	No. of Properties
Mexico City Metropolitan Area	4,171,571	4,064,387	97.4%	5,662.9	66
Ciudad Juarez	1,151,509	1,137,110	98.7%	1,242.7	61
Monterrey Metropolitan Area	964,987	952,895	98.7%	1,224.5	21
Toluca - Lerma	892,269	892,119	100.0%	1,075.9	22
Querétaro	498,431	476,236	95.5%	572.3	83
Reynosa/Matamoros	312,209	293,876	94.1%	327.2	14
Guadalajara Metropolitan Area	479,565	478,646	99.8%	608.1	23
Tijuana	466,529	463,596	99.4%	616.3	33
Saltillo/Ramos Arizpe	687,000	672,577	97.9%	759.3	47
Puebla	100,994	100,994	100.0%	131.6	9
Secondary Markets	1,364,800	1,309,443	95.9%	1,433.9	108
Total	11,089,863	10,841,878	97.8%	13,654.7	487

(1) Excludes 384,202 m² of GLA under development in 4 properties

The top ten tenants in terms of RFA represented approximately 23.0% of the RFA of the Final Portfolio.

Another characteristic that strengthens the Final Portfolio is its diversification, not only by location but also by the number and quality of its tenants across different industries.



(v) Performance of the Involved Assets:

FUNO Industrial Portfolio

The revenue for the three months ended March 31, 2024, was Ps. \$2,022.6 million, and the NOI was Ps. \$1,881.9 million, with an NOI margin of 93.0%.

Terrafina Portfolio

The revenue for the three months ended March 31, 2024, was Ps. \$956.7 million, and the NOI was Ps. \$901.3 million, with an NOI margin of 93.2%.

For more information on the performance of the assets that make up the Terrafina Portfolio, it is suggested to consult Terrafina's annual reports, as well as all information disclosed by Terrafina in accordance with the provisions of the Securities Market Law and the Single Circular, including quarterly reports and relevant events. All of this information can be found on their website <https://www.terrafinamx/> and the websites of the CNBV and the BMV mentioned above, with the understanding that these websites (or their content) are not part of this Information Memorandum.

Jupiter Portfolio

The revenue for the three months ended March 31, 2024, was Ps. \$342.0 million, and the NOI was Ps. \$319.4 million, with an NOI margin of 93.4%.

Portfolio Resulting from the Transaction

The revenue for the three months ended March 31, 2024, was Ps. \$8,123.5 million, and the NOI was Ps. \$6,295.0 million, with an NOI margin of 77.4%.

(vi) Consequences on the fulfillment of the business plan, investment schedule, and expected returns

Fibra Uno considers that it has fulfilled the business plan described in the first quarterly report of 2024, where it closed the period with a stabilized occupancy of 95.0%, remaining

stable compared to the previous quarter, led by the industrial portfolio with an occupancy of 98.4% and “others” with an occupancy of 99.2%. The impact of nearshoring has been seen mainly in the industrial segment. Fibra Uno closed the first quarter of 2024 with over 10 million square meters occupied. There were increases in lease renewals of 1,250 basis points for contracts denominated in pesos and 840 basis points for contracts denominated in dollars, along with continued expansion requests from tenants.

Regarding financial results, in the first quarter of 2024, total revenues increased by Ps. \$446 million, reaching Ps. \$6,823.8 million, or 7.0% compared to the first quarter of 2023, and the NOI increased by Ps. \$186 million, or 3.7% compared to the same period in 2023. The FFO for this period rose by 0.5%, despite the increase in interest rates and their effect on our variable rate debt.

At the end of 2023, Fibra Uno had met all sustainable financing commitments.

(2) Significant Difference Between the Rights of the Titles Before the Transaction

We believe that, as a result of the Transaction, there would be no changes in the rights of the CBFIs before and after the Transaction.

(3) Accounting Treatment of the Transaction

This section has been prepared assuming that the Transaction will take place considering all its relevant aspects. The attached unaudited *pro forma* condensed consolidated financial statements assume that the initial portfolio of real estate assets described above has been contributed by all parties and that all the preconditions subject to the structuring of the Transaction have been met. At this date, it is unknown if all these conditions will be fulfilled. Furthermore, it is anticipated that as part of the agreements reached, Terrafina will be controlled by Fibra Uno, which would become its holding entity, and in turn, the vehicles and/or trusts resulting from the Transaction would be controlled by Terrafina. Therefore, unaudited *pro forma* condensed consolidated statements of financial position and comprehensive income have been prepared, assuming that the portfolios, debts, revenues, expenses, and operating assets and liabilities were under common control throughout that period.

The unaudited *pro forma* condensed consolidated statement of financial position as of March 31, 2024, and December 31, 2023, and the unaudited *pro forma* condensed consolidated statement of comprehensive income for the year ended December 31, 2023, and for the three months ended March 31, 2024 and March 31, 2023, have been prepared in compliance with CNBV rules that require the application of International Financial Reporting Standards (IFRS).

The *pro forma* adjustments included in the unaudited *pro forma* condensed consolidated financial statements, described in the body of this document, represent adjustments to Fibra Uno’s historical financial position and performance that include the effects related to the Transaction. Additionally, after an evaluation conducted by management that considered various factors, including the concentration analysis described in Note 3 to the attached *pro*

forma financial statements, it has been concluded that the incorporation of the initial portfolio qualifies as an asset acquisition under International Financial Reporting Standard (IFRS) 2 “Share-based Payment,” and not as a business combination.

(4) Tax Consequences of the Transaction

This section contains a description of certain tax aspects under Mexican laws that may be applicable to holders resulting from the operation described in this Information Memorandum, but it should not be considered as an exhaustive description of all tax considerations that may be relevant to you in making your decisions. This analysis does not constitute and should not be considered as legal or tax advice for our holders and is intended solely to provide general information. This description is based on Mexican tax laws in effect as of this date. The tax treatment described below may not be applicable to some of the holders, and therefore, each holder is recommended to consult their tax advisors for a complete understanding of the tax consequences of their participation in the conversion. We assume no responsibility for the tax effects or obligations that may result for the holders.

In general terms, we estimate that the operation described in this Information Memorandum should not generate direct adverse tax consequences for the holders of the CBFIs issued by the Issuer.

3. INFORMATION CONCERNING EACH OF THE PARTIES INVOLVED IN THE TRANSACTION

a) *Information of the Fibra Uno Trust*

The information related to this section is incorporated by reference to the annual report published by Fibra Uno on April 26, 2024.

(i) Structure of the Fibra Uno Trust's Assets:

Fibra Uno ended the first quarter of 2024 with cash and cash equivalents of Ps. \$1,793.7 million and a value in investment properties and financial assets of properties of Ps. \$316,319.1 million. Total debt reached a total of Ps. \$129,832.0 million. The trust's estate, including the non-controlling interest, reached a total of Ps. \$194,811.6 million compared to Ps. \$189,029.6 million in March 2023, an increase of Ps. \$5,782.0 million.

(ii) Relevant changes in the financial statements of the Fibra Uno Trust:

The relevant changes in the financial statements of the Fibra Uno Trust are detailed in the Financial Statements attached to this document.

b) *Terrafina information*

(i) Trust Agreement:

Real estate investment trust identified with number F/00939, originally executed on January 29, 2013, as it has been and may be amended at any time, and currently held between PLA Administradora Industrial, S. de R.L. de C.V. as settlor, CIBanco, S.A., Institución de Banca Múltiple as trustee and advisor, Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero as common representative of the holders of the TERRA 13 CBFIs, PLA Administradora Industrial, S. de R.L. de C.V. as advisor, and TF Administradora, S. de R.L. de C.V. as subsidiary.

(ii) Trustee:

CIBanco, S.A., Institución de Banca Múltiple.

(iii) Settlor:

PLA Administradora Industrial, S. de R.L. de C.V.

(iv) Administrator:

PLA Administradora Industrial, S. de R.L. de C.V.

(v) Common Representative:

Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero.

(vi) Purposes of the Terrafina trust:

As provided in Article 187, section II, of the LISR (subject to amendments from time to time), the primary objective of the Fibra Uno Trust is to acquire and/or construct Real Estate intended for leasing or to acquire the right to receive income from leasing such Real Estate. Additionally, it aims to provide financing with mortgage guarantees of the leased Real Estate for the purposes mentioned above.

(vii) Description of the evolution of Terrafina's trust in the last year:

In the first quarter of 2024, Terrafina sold industrial properties located in the Villahermosa, Chihuahua and San Luis Potosi markets for a total of US\$34.9 million and 0.8 million square feet.

During 2023, Terrafina added a total of 3.3 million new square feet to its portfolio as part of its growth strategy.

In the third quarter of 2023, Terrafina completed the acquisition of two Class A portfolios in the Tijuana (9 properties) and State of Mexico (2 properties) markets for a total of US\$221 million, comprising 2.6 million square feet. The acquisition includes US\$209 million in stabilized assets and US\$12 million in land reserves.

In the fourth quarter of 2023, Terrafina completed the acquisition of a Class A property in the Monterrey market for a total of US\$54 million, integrating 548 thousand square feet to the portfolio, with a cap rate of 6.8%.

(viii) Structure of Terrafina's trust estate:

Terrafina ended the first quarter of 2024 with cash and cash equivalents of Ps. \$758.3 million and investment property of Ps. 51,643.8 million. Total debt totaled Ps. \$17,879.8 million and net debt of Ps. \$17,121.5 million. Terrafina's estate, including non-controlling interest, totaled Ps. 36,586.7 million compared with Ps. 2,193.7 million in the same period of 2023.

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4. RISK FACTORS

Fibra Uno has identified the following risk factors related to the corporate restructuring that could significantly affect its performance and profitability and influence the price of the CBFIs. Additionally, risk factors regarding Fibra Uno and the industry included in previous annual reports submitted to the CNBV and BMV should be considered, which can be consulted on the Trustee's website, CNBV's website, and BMV's website at www.actinver.com, www.gob.mx/cnbv, and www.bmv.com.mx, respectively.

We also suggest consulting the risk factors related to Terrafina's real estate assets disclosed in Terrafina's annual report, as well as all information disclosed by Terrafina in accordance with the Securities Market Law and the Issuers Regulations, including quarterly reports and material events, all of which can be accessed on its website <https://www.terrafina.mx/> and the websites of the CNBV and the BMV mentioned earlier. Please note that these websites (or their content) are not part of this Information Memorandum.

The proposal made by Fibra Uno to Terrafina regarding the potential Transaction is non-binding, and there is no guarantee that such Transaction will be completed in its entirety or that it will take place under the precise terms outlined in this Information Memorandum.

On May 24, 2024, Fibra Uno communicated to Terrafina its intention to carry out the Transaction described in this document by formally submitting a binding offer to the members of Terrafina's Technical Committee. This allowed them to submit the offer to the holders of TERRA 13 CBFIs for the consolidation of Fibra Uno's industrial assets into a common investment vehicle.

As communicated, this proposal will remain valid for 45 (forty-five) calendar days from May 24, 2024. Therefore, if circumstances in and for Terrafina change significantly, Fibra Uno would reconsider its own interests and focus on other alternatives that would not share value with Terrafina's holders.

The Proposal and its implementation are subject to review processes, conditions, approvals, and agreements that we may reach. However, as long as the parties act in good faith, we do not anticipate significant execution risks.

The proposed corporate restructuring could affect the price of Fibra Uno's CBFIs.

As a consequence of the completion of the Transaction described in this Information Memorandum, Fibra Uno and Terrafina would consolidate the Assets of the FUNO Industrial Portfolio, the Jupiter Portfolio and the Terrafina Portfolio, respectively, which could be perceived negatively by Fibra Uno's investors, which, in turn, could have an impact on the market price of Fibra Uno's CBFIs.

Refusals or delays in consenting to carry out the Transaction.

The Transaction needs to be approved by various governing bodies of Fibra Uno and Terrafina, for which various internal authorization processes must be carried out by both parties and formal requirements must be met in accordance with their respective trust

agreements. Failure to meet the necessary requirements to authorize the Transaction could result in either the Transaction not being approved or its approval being delayed beyond the intended timeframe, which could be perceived negatively by the Holders, potentially adversely affecting the price of the CBFIs.

Additionally, we depend on a variety of factors that could hinder or make the Transaction, or part of it, less favorable from the perspective of our Holders. Therefore, it should be considered that, although we carry out all necessary or convenient acts to execute the agreements of our Holders' Meeting regarding the Transaction, it is possible that the Transaction may not be completed or executed differently and at a different time.

The Transaction would be subject to the fulfillment of certain conditions and requirements.

As of the date of this Information Memorandum, it cannot be confirmed that the Transaction will indeed take place. The Transaction is subject to obtaining various corporate and regulatory authorizations, including approval from COFECE, which are not under Fibra Uno's control, as well as other customary conditions in this type of transaction. If such risk materializes, or if for any other reason Fibra Uno cannot consummate the Transaction, Fibra Uno will have incurred unrecoverable expenses and costs, and the results and/or financial situation could be adversely and significantly affected.

The Transaction would involve various negotiations and agreements between the parties.

The execution of the Transaction is subject to the negotiation of a variety of contracts and agreements between the parties involved in the Transaction, so we cannot guarantee that we will have the ability to execute each and every one of them or within the expected timeframe by our investors.

The Transaction involves Fibra Uno taking control of Terrafina.

As part of the proposal, we have made to Terrafina to carry out the Transaction, taking control of Terrafina under certain assumptions is contemplated. To achieve this, a series of acts and operations must be carried out. We cannot guarantee that such acts and agreements will materialize on the terms and timelines estimated by us, which if not executed in that manner could affect the interests of Fibra Uno and its Holders.

Information about Terrafina

The information about the administrative, financial, operational, and/or legal situation of Terrafina contained in this Information Memorandum was extracted from Terrafina's annual reports, quarterly reports, material events, and other information prepared, disseminated, and otherwise made available to the public by Terrafina on its website <https://www.terrafina.mx/> and the websites of the CNBV (www.gob.mx/cnbv) and the BMV (www.bmv.com.mx). Please note that these websites (or their content) are not part of this Information Memorandum. Fibra Uno proposed the Transaction considering solely and exclusively the relevant information of Terrafina that it has prepared, disseminated, and made available to the investing public.

Consequently, neither Fibra Uno nor the Administrator have or assume, nor shall it be construed that they will have or assume, any responsibility regarding the information of Terrafina, including, without limitation, any liability that Terrafina may incur due to the dissemination of false, inaccurate, or misleading information to the investing public.

The costs of the Transaction may be higher than expected.

Fibra Uno will incur costs related to the Transaction, mainly stemming from accounting, tax, legal, and other professional services. These costs, whether incurred before or after the Transaction, may be higher than expected and could have an adverse effect on Fibra Uno's business, financial position, operating results, and cash flows.

It cannot be assured that Fibra Uno will achieve the business growth opportunities outlined, the benefits related to earnings, cost savings, synergies, and other anticipated benefits with respect to the Transaction.

Fibra Uno cannot guarantee that it will achieve the business growth opportunities, profit benefits, cost savings, synergies, and other anticipated benefits as a result of the Transaction. Fibra Uno believes that the Transaction is justified by the contemplated benefits; however, the expected benefits may not materialize, and other considerations under which the Transaction was determined to proceed may prove incorrect, as these considerations were primarily based on publicly available information.

Estimates and associated risks.

The information included in this Information Memorandum reflects Fibra Uno's perspective regarding future events and may contain information about financial results, economic situations, trends, and uncertain facts. When evaluating such provisions or estimates, the factors described in this section and other warnings contained in this Information Memorandum or in any other document disclosed to the public regarding the Transaction should be taken into account.

The unaudited pro forma financial information included in this Information Memorandum may not be representative of the operating results or financial position, and therefore, you have limited financial information on which to evaluate the financial projections.

Prior to the consummation of the Transaction, we had no prior history of the Assets comprising the entire Final Portfolio, and our operations had not previously been managed in a combined manner. The unaudited *pro forma* financial information is not necessarily indicative of the financial position or operating results that would have occurred if the acquisition of the Final Portfolio had been completed on the dates indicated, nor is it indicative of our future operating results or financial position. The *pro forma* financial information does not reflect future non-recurring expenses resulting from the consolidation of the Final Portfolio or likely changes in our accounting methodologies. It also does not reflect future events that may occur after the consolidation of the Final Portfolio, including the likely realization of operational cost savings, the incurrence of costs related to planned contributions, the termination or renegotiation of terms and conditions of some significant Lease Agreements, without considering the likely impacts of current market conditions on

revenues or expenses.

Additionally, the *pro forma* financial information submitted herein is based in part on certain assumptions regarding the consolidation of the Final Portfolio that we consider reasonable given the circumstances, but we cannot guarantee that our assumptions will remain accurate over time. For example, we may incur transaction costs higher than anticipated, and general economic and business conditions could negatively impact on our financial position or operating results.

The completion of the transactions related to the Transaction, through which the Final Portfolio will be consolidated, would be subject to certain conditions, including those of due diligence, closing, and others, and are based on publicly available information.

The ability to complete the transactions through which the Final Portfolio would be consolidated depends on many factors, including conducting due diligence audits and meeting standard closing conditions.

Furthermore, considering that each decision regarding the Terrafina Portfolio is based on public information, we may not have the capacity to identify risks, breaches, and situations that could imply greater burdensomeness in the execution of the Transaction, the presence of unidentified risks, and a detriment in the value of the Transaction. Consequently, additional risks for our investors that have not been within our knowledge could arise.

The contribution of some of the Assets of the Final Portfolio may be subject to the right of first refusal of the respective Lessees to acquire such Assets, in terms of the Lease Agreements or the Applicable Law. For example, the acquisition of some of the real estate properties may be subject to obtaining waivers from lessees who may have rights of first refusal to acquire the property in accordance with their respective Lease Agreements. We intend to notify each of the Lessees and comply with all applicable notification provisions before the contribution. Although such rights of first refusal of the Lessees are common in Mexico and, based on our experience, are not frequently exercised, we cannot guarantee that the Lessees will not exercise their right to acquire these Assets.

Before or at the time of consummating the Transaction, it is intended for the established vehicles and/or trusts to initiate several exchange offers concerning specific senior bonds issued by both Fibra Uno and Terrafina. However, the success of these offers cannot be guaranteed. If the bondholders of either Fibra Uno or Terrafina fail to participate in these offers, do not meet the required percentage of participation, or request terms and conditions different from those proposed by the respective vehicle and/or trust for the bonds offered in exchange, the Transaction may not be consummated or may be consummated on terms different and less favorable than those proposed.

The definitive structure under which the Transaction would be consummated has not been defined as of the date of this Information Memorandum.

There are various options and alternatives for structuring the Transaction. We cannot guarantee that our decisions regarding the definitive structure of the Transaction will be the most suitable from the perspective of some of our Holders. In general, all or any of the

elements of the Transaction could vary. We cannot foresee or assure the outcome of negotiations between the parties, nor the final terms of the Transaction implementation. One or more Holders may not be satisfied with the results of the negotiations and/or the implementation of the Transaction, as applicable.

Transactions related to the Transaction could involve potential conflicts of interest.

In the transactions related to the Transaction, various parties currently associated with us will participate, particularly the Jupiter Portfolio, which would be contributed by related persons. While the Transaction has been previously approved to be carried out with the participation of related persons with Fibra Uno, we cannot guarantee that there will be no perception of or conflicts of interest in the execution of the transactions related to the Transaction.

The consummation of the Transaction would involve the management of the Assets comprising the Final Portfolio, including Assets that have been managed by entities other than us.

The Transaction involves the consolidation of assets that are currently under a different management than ours, so we cannot guarantee that the terms under which they are administered in combination with our industrial assets will be efficient and produce the same anticipated results as those considered by us as reasonable in terms of the Transaction.

The transactions related to the Transaction may have significant tax implications for Fibra Uno and its Holders.

We cannot guarantee that all possible options and alternatives for structuring the Transaction have been considered. Likewise, we cannot assure that our decisions regarding the final structure of the Transaction are the most suitable from the perspective of some of our Holders. Therefore, any decisions regarding the Transaction structure and its tax consequences could be more burdensome than others that, in the opinion of our investors, are considered more efficient.

There are other offers and proposals from some of our competitors and third parties that could hinder or prevent the Transaction from being carried out.

Currently, we are in a competitive environment for the execution of the Transaction. There are different bidders who, according to Terrafina, have expressed interest in acquiring its business and/or assets. Although our Holders' Meeting empowers us with sufficient authority to efficiently address any situation related to the Transaction, we cannot guarantee that it will be executed by us or in the most beneficial manner according to some of our investors.

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5. SELECTED FINANCIAL INFORMATION

The purpose of this section is to provide *pro forma* financial information of Fibra Uno in terms of the unaudited *pro forma* condensed consolidated financial statements as of and for the year ended December 31, 2023, and report of independent public accountants dated June 3, 2024 (the “*Pro forma* Financial Information”).

Galaz, Yamazaki, Ruiz Urquiza, S.C., (Member of Deloitte Touche Tohmatsu Limited), as external auditors of Fibra Uno, performed assurance engagement on the unaudited *pro forma* consolidated financial statements as of December 31, 2023 and for the year ended on such date in accordance with International Standard on Assurance Engagements 3420 - “Assurance Engagements on the Compilation of *Pro forma* Financial Information Included in a Prospectus”, issued by the International Auditing and Assurance Standards Board.

In addition, Fibra Uno’s management has prepared unaudited *pro forma* condensed consolidated interim financial statements as of March 31, 2024, and 2023, and the three months ended on those dates. These financial statements have not been reviewed by our external auditors.

For further information and a detailed description of how the *Pro forma* financial information was prepared, please refer to note 2 of the *pro forma* financial statements attached to this Information Memorandum.

The *pro forma* financial information submitted herein has been prepared assuming that the Transaction is carried out considering a scenario in which, as a result of the Transaction, Fibra Uno consolidates Terrafina and the latter consolidates the vehicle entered into for such purpose (the “Vehicle”).

Below is a description of the operations related to the Transaction considering the above paragraph that would be carried out in order to consummate the Transaction. As a first step, holders of the Jupiter Portfolio Assets would contribute them directly to Terrafina in exchange for a proportion of the current outstanding TERRA 13 CBFIs placed among the investing public in Mexico. Terrafina, in turn, would contribute its own property portfolio in addition to the Jupiter Portfolio to a Vehicle, in exchange for trust rights with reversionary clauses, which would represent an estimated 52% of the combined value of the Vehicle, considering the assets contributed by Fibra Uno described in the following paragraph.

Fibra Uno would contribute FUNO’s Industrial Portfolio to the Vehicle, together with a portion of its financial debt. Such contribution would be made with reversion right clauses. It has been considered that Fibra Uno would have control of Terrafina as described in this Information Memorandum. Fibra Uno would own 48% of the Vehicle.

The attached unaudited *pro forma* condensed consolidated financial statements assume that the Final Portfolio of real estate assets described above has been contributed and integrated by all parties and that all conditions precedent to which the structuring of the Transaction explained above are subject will have been fulfilled. As of this date, it is not known whether all of these conditions will be fulfilled. It is also anticipated that as part of the agreements

reached, Terrafina will be controlled by Fibra Uno, which would become its holding entity, and in turn, the Vehicle would be controlled by Terrafina. Therefore, unaudited *pro forma* condensed consolidated financial statements and comprehensive income have been prepared assuming that the portfolios, debts, revenues, expenses and operating assets and liabilities would have been under common control during the entire period.

The economic valuation of the Transaction has been made considering the annualized Net Operating Income (NOI) generated by each of the portfolios (or expected to be generated once some properties under development are stabilized) and considering an exactly equal cap rate for each of them. The Transaction would be carried out at equal multiples in such a manner that Fibra Uno estimates that the equivalent price per TERRA 13 CBF1 will be around \$49.63 (forty-nine point sixty-three pesos, Mexican pesos) once the Transaction is completed. The foregoing is in the understanding that the value proposal described above could be modified as the final agreement between the parties involved in the Transaction is reached.

The *pro forma* financial position statement as of March 31, 2024 is an annex to this document.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE RESULTS OF OPERATIONS AND FINANCIAL CONDITION OF THE FIBRA

This section has been prepared assuming that the Transaction, as described in this Information Memorandum, will take place considering all relevant aspects of the Transaction. The attached unaudited *pro forma* condensed consolidated financial statements assume that the Final Portfolio of real estate assets described above has been contributed and integrated by all the parties and that all the conditions precedent to which the structuring of the Transaction explained above is subject will have been fulfilled. At this date, it is unknown whether all of these conditions will be fulfilled. It is also anticipated that as part of the agreements reached, Terrafina will be controlled by Fibra Uno, which would become its holding entity, and in turn, the Vehicle would be controlled by Terrafina. Therefore, unaudited *pro forma* condensed consolidated statements of financial position and comprehensive income have been prepared assuming that the portfolios, debts, revenues, expenses and operating assets and liabilities would have been under common control during the entire period.

The information and comments made in this section should be read in conjunction with the consolidated financial statements of Fibra Uno and Subsidiaries and those of Terrafina and Subsidiaries as of March 31, 2024 and 2023, and as of December 31, 2023 are intended solely to facilitate analysis and understanding of the unaudited *pro forma* condensed consolidated financial information contained herein.

The unaudited *pro forma* condensed consolidated statement of financial position as of March 31, 2024 and December 31, 2023, as well as the unaudited *pro forma* condensed consolidated statement of comprehensive income for the three months ended March 31, 2024 and 2023, and for the fiscal year ended as of December 31, 2023, have been prepared in compliance with CNBV rules requiring the application of International Financial Reporting Standards (IFRS).

The unaudited *pro forma* condensed consolidated financial statement of comprehensive income include the financial information of Fibra Uno and subsidiaries as if its incorporation and the Transaction had taken place on January 1, 2023. The unaudited *pro forma* condensed consolidated financial statement of financial position reflect the financial information of Fibra Uno and Subsidiaries as if its incorporation and the Transaction had taken place as of the date of such financial statement. The financial statements are referred to as consolidated because it is anticipated that Fibra Uno will control Terrafina, as well as the subsidiaries that are incorporated and carry out administrative activities.

The *pro forma* adjustments included in the unaudited *pro forma* condensed consolidated financial statements, described throughout the body of this document, represent adjustments to Fibra Uno's historical financial position and performance that include the effects related to the Transaction. In addition, after an evaluation performed by the management that contemplated several factors, including the concentration analysis described in Note 3 to the attached financial statements, it has been concluded that the incorporation of the Final Portfolio qualifies as an asset acquisition under International

Financial Reporting Standard (IFRS) 2 “Share-Based Payment”, and not as a business combination.

The unaudited *pro forma* condensed consolidated financial information does not intend to represent Fibra Uno’s operating results or financial position as if the related Transaction had occurred on the dates stated; nor is the information intended to project Fibra Uno’s comprehensive income and financial position for any future period or at any future date. All *pro forma* adjustments are based on preliminary estimates and assumptions made by management and are subject to revision. The unaudited *pro forma* condensed consolidated financial information does not include adjustments related to the acquisition or contribution of real estate assets other than the Transaction mentioned above.

The unaudited *pro forma* condensed consolidated financial statements illustrate that Terrafina and Fibra Uno are incorporated as a FIBRA and are not subject to entity-level income taxes in Mexico and, therefore, in accordance with current tax legislation, Fibra Uno and Terrafina are required to distribute at least 95% of their annual net taxable income in order to comply with the requirements of this tax regime. Therefore, no income tax (ISR) has been included during such period.

The unaudited *pro forma* condensed consolidated statement of financial position as of March 31, 2024 and December 31, 2023 reflect the financial information of Fibra UNO and subsidiaries as if the Transaction had taken place as of the date of such financial statement and was prepared using the following:

- Unaudited consolidated statement of financial position as of March 31, 2024, of Fibra UNO, which was prepared in accordance with International Financial Reporting Standards (“IFRS”) and audited consolidated statement of financial position as of December 31, 2023, prepared in accordance with IFRS.
- Unaudited consolidated statement of financial position as of March 31, 2024, of Terrafina and audited consolidated statement of financial position as of December 31, 2023.
- Unaudited *pro forma* combined statements of financial position as of March 31, 2024, and December 31, 2023, of the Jupiter Portfolio.

The unaudited *pro forma* condensed consolidated statement of comprehensive income for the three months ended March 31, 2024, and 2023 and for the year ended December 31, 2023, reflect the financial information of Fibra UNO and subsidiaries as if the Transaction had taken place on January 1st of the immediately preceding period and was prepared using the following:

- Unaudited consolidated statements of income and other comprehensive income for the three months ended March 31, 2024, and 2023 in accordance with IFRS and audited consolidated statements of income and other comprehensive income for the year ended December 31, 2023, of Fibra UNO, which were also prepared in accordance with IFRS.

- Unaudited consolidated statements of income and other comprehensive income for the three months ended March 31, 2024 and 2023 and audited consolidated statements of income and other comprehensive income for the year ended December 31, 2023, of Terrafina.
- Unaudited *pro forma* combined statements of income for the three-month periods ended March 31, 2024 and 2023 and for the year ended December 31, 2023 for the Jupiter Portfolio.

Since the historical financial information of Terrafina and the Jupiter Portfolio as of December 2023, has not been audited by Fibra Uno's external auditors, it is not possible to determine whether there could be material impacts on the *pro forma* financial information.

Fibra Uno and Portafolio Jupiter's management have concluded that their functional currency is the Mexican peso. Terrafina's functional currency is the U.S. dollar, and its reporting currency is the Mexican peso. For the purpose of this exercise, no adjustments have been made in this regard, since it has not been possible to conclude whether, as a result of the Transaction, the conclusions with respect to the functional currency could be modified.

Amounts generated at the inception of the leases, rental income collected in advance, tenant receivables and prepayments, primarily for insurance and property taxes existing at the date of consummation of the Transaction, will form part of Fibra Uno's assets or liabilities. However, potential effects of economies of scale in operating expenses, administration, access to financing with lower rates and insurance costs have not been reflected in the unaudited *pro forma* condensed financial statements due to the impossibility of a reasonable estimate of them until the completion of the transaction, including due diligence processes and agreements between holders that may potentially be entered into.

It is our understanding that the material accounting policies followed by Terrafina, Portafolio Jupiter and Fibra UNO are in accordance with IFRS, since this has been stated, however, and based on what we have been able to identify from the sources of information consulted, there are certain inconsistencies in the policies applied by the parties in the preparation of their financial information. Given the impossibility of determining the effects that might be necessary to homologate such policies, we are unable to determine whether there are any material effects on the *pro forma* financial information. Among those we have identified are the recognition at fair value of Terrafina's financial debt, which in Fibra Uno and Portafolio Jupiter is maintained at amortized cost. The recognition in operating expenses of leasing commissions in Terrafina, the treatment of deferred rent receivable (as it would be necessary to evaluate whether it is already implicitly considered in the fair value exercise of investment properties), among other.

Furthermore, it has been necessary to make certain reclassifications to Terrafina's financial information in order to bring the presentation in line with that of Fibra Uno and the Jupiter Portfolio. Likewise, certain reclassifications have also been made for a condensed presentation.

In the event the Transaction is consummated, Fibra UNO will evaluate the nature and enforceability of all items, including the caption “Net assets attributable to investors” shown in Terrafina’s consolidated statement of financial position as of March 31, 2024 and December 31, 2023.

Principal changes in the unaudited *pro forma* condensed consolidated financial statements as of and for the period ended March 31, 2024 and December 31, 2023, are as follows:

i) *Operating results*

Total Revenues: Total revenues in Terrafina Portfolio decreased by Ps. \$9.5 million, or 1.0%, to Ps. \$957.7 million for the year ended March 31, 2024, from Ps. \$967.2 million for the same period of 2023. This decrease was primarily due to a 9% appreciation of the Mexican peso offset by the inflationary increase in rents for the year. It is important to remember that Terrafina’s functional currency is the U.S. dollar. In the case of the Jupiter Portfolio, revenues increased 6.4% mainly due to the stabilization and leasing of GLA developed during the period. Fibra Uno’s total revenues during the first quarter of 2024 increased by Ps. \$446.2 million reaching Ps. \$6,823.8 million or 7.0% compared to the same period in 2023. This is mainly due to: (i) an increase in the gross leasable area occupied of the portfolio by 0.8%, mainly in the occupancy of the other segment, (ii) the effect of inflationary increases in current contracts, (iii) the effect of increases in contract renewals, and (iv) offset by the appreciation of the average exchange rate and its impact on rents in U.S. dollars.

Operating, property and insurance expenses: In the case of Terrafina, operating, property and insurance expenses showed a decrease of Ps. \$0.6 million between the first three months of 2024 and 2023, accounting for approximately 0.95%, explained by the appreciation of the Mexican peso and at the same time higher inflationary increases in its services. During the period of 2022 and 2023, expenses for the Jupiter Portfolio increased 13.6% mainly due to the stabilization and leasing of GLA developed over the course of the period. Fibra Uno’s operating, property and insurance expenses increased Ps. \$137.7 million or 13.7% compared to the first quarter of 2023, mainly due to higher-than-inflationary increases in some of our inputs and services, as well as updates in the portfolio’s insurance policy.

Net Operating Income (NOI): For Terrafina, net operating income increased by Ps. \$216.5 million, or 0.2%, to Ps. \$901.3 million for the year ended March 31, 2024, from Ps. \$899.2 million for the same period of 2023. This increase was mainly due to the reduction in operating expenses, mostly with local inflation. On the other hand, during the first quarter of 2024 and 2023, the operating income of the Jupiter Portfolio increased 6.8% mainly due to the stabilization and leasing of GLA developed during the period. Fibra Uno’s net operating income during the first quarter of 2024 increased by Ps. \$186.5 million or 3.7% compared to the same period of 2023 to Ps. \$5,186.7 million. This implies a margin of 84.2% on property revenues and 76.0% compared to total revenues.

ii) *Financial position, liquidity and capital resources*

Investment Properties: In Terrafina, the value of investment properties increased by Ps.

\$2,191.2 million, or 4.4%, to Ps. \$51,643.8 million for the year ended March 31, 2024, from Ps. \$49,452.6 million for the same period of 2023. This increase was mainly due to inflation and the goodwill generated in the portfolios. Fibra Uno's property values, including financial assets of investment properties in associates increased by Ps. \$9,403.7 million or 3.0% compared to the first quarter of 2023, as a result of: (i) the fair value adjustment of our investment properties, financial assets of properties and investment in associates, (ii) the progress in the construction of the projects under development, and (iii) the CAPEX invested in the portfolio of operating properties.

Debt: Terrafina's total debt as of March 31, 2024 was US\$1,072.1 million, equivalent to Ps. 17,879.8 at an exchange rate of 16.6780 pesos per dollar. The average cost of long-term debt was 5.64%. An increase of US\$183.7 million from US\$888.4 million, equivalent to Ps.16,085.5 at an exchange rate of 18.1052 pesos per dollar, for the same period of 2023 and an average cost of long-term debt of 5.08%. All debt is denominated in U.S. dollars. Moreover, total Jupiter Portfolio debt decreased 0.6%, since, during the course of the period, payments were made on the outstanding balance of the Jupiter and Santín loans. Fibra Uno's debt at March 31, 2024 reached Ps.\$129,832.0 million versus Ps.\$134,654.5 million at March 31, 2023, which represents a reduction of Ps.\$4,822.5 million or 3.6%, mainly due to: (i) the effect of the appreciation of the exchange rate at the end of the quarter, which went from Ps. 18.1052 to Ps. \$16.7032, (ii) prepayment of mortgage loans of PIQ and La Presa for Ps. \$559.7 million, (iii) increase in the drawdown of bank lines of credit for US \$30 million and Ps. \$950 million, and (iv) drawdown of the Portal Norte mortgage loan for Ps. \$1.1 billion.

Equity: In the case of Terrafina, the trust's equity grew by Ps. \$2,135.2 million, or 6.2%, to Ps. \$36,586.7 million for the year ended March 31, 2024, from Ps. \$34,451.5 million for the same period of 2023. This increase was primarily due to a higher foreign currency translation effect and a higher income. Fibra UNO trust equity as of the first quarter of 2024 showed an increase of Ps. \$5,782.0 million or 3.1% (including controlled and non-controlled interest) compared to the same period in 2023, mainly as a result of: (i) profits generated from the result of the quarter, (ii) valuation of derivative financial instruments, (iii) the payment of dividends corresponding to the result of the fourth quarter of 2023, and (iv) the Executive Compensation Plan Provision (ECP).

The following are the leverage metrics measured in accordance with CNBV's FIBRA regulation as of March 31, 2024:

Metric Amounts in millions of Pesos		FUNO	Limit	Status
Liquid assets ⁽²⁾	3,023.9			
Operating income after distributions	15,389.1			
Credit lines	22,848.3			
Subtotal	41,261.3			
Debt service	29,342.0			
CapEx	530.8			
Subtotal	29,872.8			
Loan to Value (LTV)	37.0%	Less than or equal to 50%	Comply	✓
Debt service ratio ⁽¹⁾	1.38x	Greater than or equal to 1.0x	Comply	✓

(1) Liquid Assets + Operating Income + Credit Lines / Debt Service + Estimated CapEx for the next 12 months.

Regarding the effects on our level of indebtedness, we believe that as a result of the Transaction we will continue to comply with the applicable legal provisions.

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7. MATERIAL AGREEMENTS

As of today, the necessary contracts and agreements to carry out the Transaction have not been negotiated or executed. However, it has been identified that the following or similar ones could be executed, among others:

I. Master Agreement

The main purpose of this Agreement is to definitively agree on the terms and conditions under which the Transaction is to be consummated and to identify the execution of the set of actions and various agreements, contracts, instruments, and documents necessary to implement and perfect the Transaction.

II. Trusts and/or Vehicles

Vehicle(s) and/or trust(s) through which the assets of the FUNO Industrial Portfolio, the Jupiter Portfolio, and the Terrafina Portfolio are consolidated. These vehicle(s) and/or trust(s) would be controlled by Terrafina, which in turn would be controlled by Fibra Uno.

Through these vehicles and/or trusts, provisions should be included, among others, regarding the granting of the Right of Reacquisition in favor of Fibra Uno and Terrafina to reacquire the ownership of the assets contributed by each of them to their respective estates.

III. Contribution Agreements

To achieve the consolidation of the assets into the estates of the aforementioned trust(s) and vehicle(s), it is provided that Contribution Agreements will be executed. These agreements will be negotiated and agreed upon by the participating parties in the Transaction.

IV. Administration Agreements

It is contemplated that, once the Transaction is authorized and as a condition, an administration agreement will be executed that meets the necessary characteristics for Terrafina to have internalized management. Additionally, it is contemplated that one or more administration agreements necessary for the administration and operation of the assets contributed to the mentioned trusts and vehicles will be executed.

V. Terrafina Trust Amendment Agreement

Amendment of the Terrafina Trust, among other purposes, to acknowledge the control of Fibra Uno.

VI. Miscellaneous agreements

The execution of one or several agreements between the parties is contemplated, with the purpose of Terrafina exclusively acquiring the Preferential Acquisition Right over E-Group Assets, originally granted by certain members of the Relevant Families in favor of Fibra Uno,

regarding industrial real estate.

Furthermore, it is anticipated that certain members of the Relevant Families will grant the Preferential Acquisition Right over E-Group Assets, which was originally conferred upon Fibra Uno by them. It is expected that this right will remain in effect, subject to certain conditions to be negotiated and agreed upon by Fibra Uno's representatives.

At the next holders' meeting, a broad authorization will be requested from the bondholders regarding the Transaction, allowing the bodies and representatives of Fibra Uno to negotiate, agree upon, modify, execute, terminate, ratify, without the need for further approvals, all agreements, contracts, instruments, and/or documents necessary for the implementation and perfection of the Transaction.

8. RESPONSIBLE PERSONS

a) *Administrator*

We, the undersigned, declare under penalty of perjury that, within the scope of our respective duties, we prepared the information about the issuer contained in this Memorandum, which, to the best of their knowledge, reasonably reflects its situation. We also state that we have no knowledge of any relevant information that has been omitted or falsified in this Memorandum, nor does it contain any information that could mislead investors.

By: André El-Mann Arazi
Chief Executive Officer

By: Fernando Álvarez Toca
VP Finance ¹

By: Alejandro Chico Pizarro
VP Legal ²

¹ The VP Finance performs functions equivalent to those of the Chief Financial Officer.

² The VP Legal performs functions equivalent to those of the General Counsel.

b) *Trustee-*

We, the undersigned, declare under penalty of perjury that, within the scope of our respective duties, we prepared the information about the issuer contained in this Memorandum, which, to the best of their knowledge, reasonably reflects its situation. We also state that we have no knowledge of any relevant information that has been omitted or falsified in this Memorandum, nor does it contain any information that could mislead investors.

Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, as Trustee
of the trust identified with the number 1401

Name: [*]
Title: Trust Delegate

Name: [*]
Title: Trust Delegate

c) *Common Representative*

We, the undersigned, declare under penalty of perjury that, within the scope of our respective duties, we prepared the information about the issuer contained in this Memorandum, which, to the best of their knowledge, reasonably reflects its situation. We also state that we have no knowledge of any relevant information that has been omitted or falsified in this Memorandum, nor does it contain any information that could mislead investors.

CIBanco, Institución de Banca Múltiple

Name: [*]

Title: Representative

Name: [*]

Title: Representative

9. EXHIBITS

Proforma Financial Statements

**Fideicomiso Fibra Uno and
Subsidiaries**

Unaudited Consolidated
Condensed Pro Forma Financial
Statements as of December 31,
2023 and for the year then ended
and Independent Public
Accountants' Report as of June 3,
2024

Fideicomiso Fibra Uno and Subsidiaries

2023 Financial Statements

Unaudited Consolidated Condensed Pro Forma Financial Statements as of December 31, 2023 and for the year then ended

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Unaudited Consolidated Condensed Pro Forma Statement of Income and Comprehensive Income for the Year Ended December 31, 2023	5
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Independent Public Accountants' Assurance Report on the Compilation of Unaudited Consolidated Condensed Pro Forma Financial Information included in a Brochure to the Technical Committee and Trustors of Fideicomiso Fibra Uno

We have completed our assurance engagement to report on the compilation of pro forma financial information by the Management of Fideicomiso Fibra Uno and Subsidiaries (the "Trust"). The pro forma financial information consists of the unaudited consolidated condensed pro forma statement of financial position as of December 31, 2023, and the unaudited consolidated condensed pro forma statement of income and other comprehensive income for the year then ended, and related notes. The applicable criteria on the basis of which the Trust's Management has compiled the pro forma financial information are specified in the "General provisions applicable to securities issuers and other participants in the securities market" (the "Provisions") and described in Note 2 to the unaudited consolidated condensed pro forma financial statements.

The pro forma financial information has been compiled by the Trust's Management to illustrate the impact of the events or transactions set out in the Notes to the unaudited consolidated condensed pro forma financial statements on the Trust's financial position as at December 31, 2023 and its financial performance for the year then ended as if the events had taken place at December 31, 2023 for the purposes of the unaudited consolidated condensed pro forma statement of financial position, and at January 1, 2023, for the purposes of the unaudited consolidated condensed pro forma statement of income and comprehensive income for the year ended December 31, 2023. As part of this process, the unaudited consolidated condensed pro forma financial information as of December 31, 2023 and for the year then ended was taken by Management from: (i) the Trust's audited consolidated financial information as of December 31, 2023 and for the year then ended, of which we issued an audit report dated February 29, 2024, (ii) the unaudited combined pro forma financial information as of December 31, 2023 and for the year then ended of the portfolio denominated Jupiter Portfolio, as is described in the notes to the unaudited consolidated condensed pro forma financial statements attached, and (iii) the audited consolidated financial information of CI Banco, S.A. Institución de Banca Múltiple, Fideicomiso F/00939 and Subsidiaries ("Fibra Terrafina") as of December 31, 2023 and for the year then ended, that was audited by other auditors who expressed an unqualified opinion on February 21, 2024.

Trust's Management's Responsibility for the Compilation of Pro Forma Financial Information

The Trust's Management is responsible for compiling the unaudited consolidated condensed pro forma financial statements on the basis described in Note 2 to the unaudited consolidated condensed pro forma financial statements. This responsibility includes the design, implementation and maintenance of relevant internal controls for the preparation of pro forma financial information that is free from material misstatements due to fraud or error.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") and with the Code of Ethics issued by the Mexican Institute of Public Accountants ("IMCP Code"), which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

We have applied the requirements of the International Standard on Quality Management 1, implementing and operating a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Independent Public Accountants' Responsibilities

Our responsibility is to express an opinion, on the basis of the requirements set forth by the Provisions, about whether the pro forma financial information has been compiled, in all material respects, on the basis of criteria described in Note 2 to the unaudited consolidated condensed pro forma financial statements.

We conducted our engagement in accordance with International Standard on Assurance Engagements (“ISAE”) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board (“IAASB”). This standard requires that the practitioner plan and perform procedures to obtain reasonable assurance about whether the Trust’s Management has compiled, in all material respects, the pro forma financial information on the basis of the Provisions and the criteria described in Note 2 to the unaudited consolidated condensed pro forma financial statements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of including unaudited consolidated condensed pro forma financial information in a brochure is solely to illustrate the impact of a significant event or transaction on the Trust’s unadjusted financial information as if the event had occurred or the transaction had been undertaken at an earlier dated selected for the purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as of December 31, 2023 and the year then ended would have been as presented.

An assurance engagement to report on whether the unaudited consolidated condensed pro forma financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether (i) the criteria used by the Trust’s Management in the compilation of the unaudited consolidated condensed pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the main transaction and (ii) to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the independent accountants’ judgement, having regard to their understanding of the nature of the Trust, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited consolidated condensed pro forma financial information as a whole.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Qualified Opinion

In our opinion, except for the possible effects of the matters mentioned in the paragraph titled *Basis for Qualified Opinion*, the pro forma financial information has been compiled, in all material respects, on the basis of the Provisions and the criteria described in Note 2 to the unaudited consolidated condensed pro forma financial statements.

Basis for Qualified Opinion

Some of the accounting policies that Fibra Terrafina reported to have applied in the preparation of its consolidated financial information differ from those used by the Trust. Likewise, the consolidated financial information of Fibra Terrafina as of December 31, 2023 and for the year then ended, which was dictated on February 21, 2024 and approved by the Holder's Meeting on April 17, 2024, could need pro forma adjustments regarding events or situations occurred during 2023 or after the date of issuance. Due to the impossibility of determining the effects that could be necessary to equalize the policies or those related with events susceptible to needing pro forma adjustments, we cannot determine if material effects to the pro forma financial information exist.

Emphasis Paragraph

As is mentioned in Note 2, both the Trust and Fibra Terrafina have announced relevant events that describe the possibility of the internalization of certain advisory functions. Since these processes have not been concluded yet and, in the opinion of Management, their effects cannot yet be determined; the pro forma financial information does not include adjustments related with these events. Our opinion has not been modified in regard to this matter.

Galaz, Yamazaki, Ruiz Urquiza, S.C.
Affiliated to a Member Firm of Deloitte Touche Tohmatsu Limited

C.P.C. Miguel Ángel del Barrio Burgos
June 3, 2024

Fideicomiso Fibra Uno and Subsidiaries

Unaudited Consolidated Condensed Pro Forma Statement of Financial Position

As of December 31, 2023

(In thousands of pesos)

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Assets							
Current assets:							
Cash and cash equivalents	\$ 2,826,642	\$ 635,618	\$ -	\$ 3,462,260	\$ -		\$ 3,462,260
Lease receivables and other accounts receivable, net	5,218,021	215,799	-	5,433,820	-		5,433,820
Recoverable taxes, mainly Value-Added Tax	1,227,392	239,262	-	1,466,654	-		1,466,654
Other current assets	1,133,310	64,113	18,772	1,216,195	-		1,216,195
Total current assets	10,405,365	1,154,792	18,772	11,578,929			11,578,929
Non-current assets:							
Deferred lease receivables	-	224,729	-	224,729	-		224,729
Investment properties and non-current financial assets	314,968,087	50,732,940	22,664,984	388,366,011	-		388,366,011
Investments in associates and joint ventures	9,892,099	2,010,024	-	11,902,123	-		11,902,123
Other non-current assets and derivative financial instruments	3,368,214	75,539	52,449	3,496,202	(5,586)	[3]	3,490,616
Total non-current assets	328,228,400	53,043,232	22,717,433	403,989,065	(5,586)		403,983,479
Total assets	\$ 338,633,765	\$ 54,198,024	\$ 22,736,205	\$ 415,567,994	\$ (5,586)		\$ 415,562,408
Liabilities and Trustors'/ Beneficiaries' Equity							
Short-term liabilities:							
Borrowings	\$ 23,253,195	\$ 1,107,417	\$ 1,927,940	\$ 26,288,552	\$ (11,623,608)	[3]	\$ 14,664,944
Other short-term liabilities	8,587,724	608,982	26,025	9,222,731	2,106,627	[1 and 3]	11,329,358
Total short-term liabilities	31,840,919	1,716,399	1,953,965	35,511,283	(9,516,981)		25,994,302
Long-term liabilities:							
Borrowings	105,302,400	15,630,289	559,943	121,492,632	12,558,626	[3]	134,051,258
Other long-term liabilities	2,546,292	401,278	126,464	3,074,034	778,053	[1]	3,852,087
Derivative financial instruments	4,181,535	-	-	4,181,535	-		4,181,535
Total long-term liabilities	112,030,227	16,031,567	686,407	128,748,201	13,336,679		142,084,880
Total liabilities	143,871,146	17,747,966	2,640,372	164,259,484	3,819,698		168,079,182
Net assets attributable to investors (non-controlling interest)	-	36,450,058	-	36,450,058	22,081,323	[1, 2 and 3]	58,531,381
Trustors'/Beneficiaries' Equity:							
Controlling Equity	188,037,417	-	20,095,833	208,133,250	(25,906,607)	[1, 2 and 3]	182,226,643
Non-Controlling interest	6,725,202	-	-	6,725,202	-		6,725,202
Total trustors'/beneficiaries' equity	194,762,619	-	20,095,833	214,858,452	(25,906,607)		188,951,845
Total net assets and trustors'/beneficiaries' equity	194,762,619	36,450,058	20,095,833	251,308,510	(3,825,284)		247,483,226
Total liabilities, net assets and trustors'/beneficiaries' equity	\$ 338,633,765	\$ 54,198,024	\$ 22,736,205	\$ 415,567,994	\$ (5,586)		\$ 415,562,408

Fideicomiso Fibra Uno and Subsidiaries

Unaudited Consolidated Condensed Pro Forma Statement of Income and Other Comprehensive Income

For the year ended December 31, 2023
(In thousands of pesos)

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Revenue from investment properties	\$ 22,969,791	\$ 3,814,861	\$ 1,098,170	\$ 27,882,822	\$ -		\$ 27,882,822
Maintenance, service and other operating revenue	2,384,602	40,224	71,142	2,495,968	-		2,495,968
Other revenue	702,944	-	-	702,944	-		702,944
	<u>26,057,337</u>	<u>3,855,085</u>	<u>1,169,311</u>	<u>31,081,734</u>	<u>-</u>		<u>31,081,734</u>
Fees and administrative expenses	(1,438,018)	(420,063)	(19,534)	(1,877,615)	-		(1,877,615)
Investment properties operating expenses	(5,892,135)	(625,114)	(85,744)	(6,602,993)	(19,136)	[A]	(6,622,129)
	<u>(7,330,153)</u>	<u>(1,045,177)</u>	<u>(105,278)</u>	<u>(8,480,608)</u>	<u>(19,136)</u>		<u>(8,499,744)</u>
	<u>18,727,184</u>	<u>2,809,908</u>	<u>1,064,034</u>	<u>22,601,126</u>	<u>(19,136)</u>		<u>22,581,990</u>
Interest, cost of debt and valuation of loans and financial instruments, net	(10,025,637)	(658,174)	(191,721)	(10,875,532)	(605,700)	[C]	(11,481,232)
Foreign exchange gain (loss), net	7,454,408	(2,012)	-	7,452,396	74,769	[C]	7,527,165
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	2,164,140	4,556,646	964,803	7,685,589	-		7,685,589
Other revenues (expenses), net	23,970	(22,920)	-	1,050	-		1,050
Consolidated net income	<u>\$ 18,344,065</u>	<u>\$ 6,683,448</u>	<u>\$ 1,837,116</u>	<u>\$ 26,864,629</u>	<u>\$ (550,067)</u>		<u>\$ 26,314,562</u>
Other comprehensive income:							
Items to be subsequently reclassified to profit or loss:							
Gain in the valuation of financial instruments and others	\$ 219,130	\$ -	\$ (20,234)	\$ 198,896	\$ -		\$ 198,896
Effect of the conversion of functional currency to reporting currency	-	(4,795,178)	-	(4,795,178)	-		(4,795,178)
Items that will not be subsequently reclassified to profit or loss:							
Changes in the fair value of debt	-	(683,689)	-	(683,689)	-		(683,689)
Consolidated comprehensive income	<u>\$ 18,563,195</u>	<u>\$ 1,204,581</u>	<u>\$ 1,816,882</u>	<u>\$ 21,584,658</u>	<u>\$ (550,067)</u>		<u>\$ 21,034,591</u>
Consolidated net income:							
Controlling Interest	\$ 17,833,355	\$ 6,683,448	\$ 1,837,116	\$ 26,353,919	\$ (11,308,368)	[B]	\$ 15,045,551
Non-Controlling Interest	510,710	-	-	510,710	10,758,301	[A] and [B]	11,269,011
	<u>\$ 18,344,065</u>	<u>\$ 6,683,448</u>	<u>\$ 1,837,116</u>	<u>\$ 26,864,629</u>	<u>\$ (550,067)</u>		<u>\$ 26,314,562</u>
Consolidated comprehensive income:							
Controlling Interest	\$ 18,075,553	\$ 1,204,581	\$ 1,816,882	\$ 21,097,016	\$ (8,471,804)	[B]	\$ 12,625,112
Non-Controlling Interest	487,642	-	-	487,642	7,921,837	[A] and [B]	8,409,479
	<u>\$ 18,563,195</u>	<u>\$ 1,204,581</u>	<u>\$ 1,816,882</u>	<u>\$ 21,584,658</u>	<u>\$ (550,067)</u>		<u>\$ 21,034,591</u>
Basic income per CBFi (pesos) of the controlling interest*	\$ 4.7419	\$ 0.3160	\$ 0.4766	\$ 5.5346	\$ (2.2225)		\$ 3.3121
Diluted income per CBFi (pesos) of the controlling interest*	\$ 3.5673	\$ 0.2377	\$ 0.3586	\$ 4.1636	\$ (1.6720)		\$ 2.4916

*This figure assumes that the controlling interest will not be modified. However, it could change depending on the percentages of participation that each investor holds at the end of negotiations.

Fideicomiso Fibra Uno and Subsidiaries

Notes to the Unaudited Consolidated Condensed Pro Forma Financial Statements

As of and for the year ended December 31, 2023

(In thousands of Mexican pesos, except for the income per CBFI)

1. Activity and significant event

Fideicomiso Fibra UNO (“Fibra UNO”) started operations in March of 2011 and was established mainly to acquire and own real estate properties with the purpose of leasing and developing commercial, industrial and mixed-use properties, as well as office buildings and land in the Mexican market.

On the other hand, Fideicomiso Irrevocable F/00039 managed by CI Banco, S.A., Institución de Banca Múltiple and Subsidiaries (“Terrafina”), is a Mexican trust created by PLA Administradora Industrial, S. de R.L. de C.V. as trustor and beneficiary and CI Banco S.A., Institución de Banca Múltiple, as trustee and Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero, as representative to the holders of Real Estate Stock (“CBFI’s”, for the acronym in Spanish). Terrafina is a trust with an industrial portfolio constituted mainly to acquire, own, develop and manage industrial real estate properties in Mexico, as well as to give financing for those purposes. Along with Fibra UNO, Terrafina must comply with regulations applicable to FIBRAS.

Additionally, Fibra UNO’s Initial Investors (the “Initial Investors”), have an industrial portfolio that includes stabilized properties (with 80% occupancy rates) and properties in development, land reserves and financing, known as the “Jupiter Portfolio”.

The three business groups are evaluating the contribution of their respective industrial portfolios via different investment vehicles to form the biggest conglomerate of investment properties dedicated to the industrial sector in the country.

Next are described the operations (together the “Transaction”) which will have to take place to fulfill the previously mentioned objective. In the first place, the Initial Investors of the assets in the Jupiter Portfolio will contribute the assets directly to Terrafina in exchange for a portion of the CBFI’s currently circulating in the Mexican market. At the same time, Terrafina would contribute its own property portfolio and the Jupiter Portfolio to a proposed vehicle called Fideicomiso Irrevocable No. 7401 de Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver (“JV Vehicle”), in exchange for rights to the trust along with reversion rights, which are estimated to represent 52% of the combined value of the JV Vehicle, considering the assets contributed by Fibra UNO, which are described in the following paragraph.

On the other hand, Fibra UNO would contribute the rights to its industrial properties along with a portion of its financial debt to the JV Vehicle. Such contribution would be affected with certain reversion clauses. Fibra UNO is expected to hold 48% of said vehicle.

The percentages attributed to the rights to the trust for the different contributors to the JV Vehicle were determined taking as a base the current and future net operating income (NOI) of each real estate portfolio, as estimated by Fibra UNO’s Management, valued at the same *cap rate* and could be subject to change once negotiations are finished. Consequently, it is anticipated that differences between participation rates currently reflected in accounting records and those that will result from this allocation.

Fibra UNO would have control of Terrafina by contractually assuming control over its Technical Committee through the cession of certain rights of first offer (ROFO) and rights of first refusal (ROFR) and other conditions which would allow it to control Terrafina. Likewise, Fibra UNO considers negotiating the provision of certain services with a variable component. Due to the above, these unaudited consolidated condensed pro forma financial statements have been prepared under the assumption that the portfolios, debt, revenue, expenses, operating assets and liabilities were under common control throughout the period.

2. Basis of presentation

The unaudited consolidated condensed pro forma financial statements attached assume that the initial portfolio of real estate assets described before has been contributed by all parties and that the conditions to which the Transaction is subject have been fulfilled. To this date it is unknown if all these conditions will be met or if they could be modified.

The unaudited consolidated condensed pro forma statement of financial position as of December 31, 2023 presents the financial information of Fibra UNO and subsidiaries as if the Transaction had taken place on the date of said statement and was prepared using the following:

- Consolidated Statement of Financial Position as of December 31, 2023 of Fibra UNO, which was prepared in accordance with International Financial Reporting Standards (“IFRS”).
- Consolidated Statement of Financial Position as of December 31, 2023 of Terrafina.
- Unaudited Combined Pro Forma Statement of Financial Position as of December 31, 2023 of the Jupiter Portfolio.

The unaudited consolidated condensed pro forma statement of comprehensive income for the year ended December 31, 2023 presents the financial information of Fibra UNO and subsidiaries as if the Transaction had taken place on January 1, 2023 and was prepared using the following:

- Consolidated Statement of Income and Other Comprehensive Income for the year ended December 31, 2023 of Fibra UNO, which was prepared in accordance with IFRS.
- Consolidated Statement of Income and Other Comprehensive Income for the year ended December 31, 2023 of Terrafina.
- Unaudited Combined Pro Forma Statement of Income and Other Comprehensive Income for the year ended December 31, 2023 of the Jupiter Portfolio.

The historical figures presented in the pro forma financial information were obtained, in the case of Fibra UNO and subsidiaries from the audited financial statements and their notes, prepared by Fibra UNO’s Management, of which the external auditors issued an unqualified report on February 29, 2024. For Terrafina and subsidiaries, of the audited financial statements and their notes, prepared by Terrafina’s Management, of which another Firm of external auditors issued an unqualified report on February 21, 2024. The figures for the Jupiter Portfolio were taken by internally generated information by Jupiter Portfolio’s Management.

The proforma adjustments included in the unaudited consolidated condensed pro forma financial statements described below, represent adjustments to the financial position and historical financial performance of Fibra UNO that include the effects of the Transaction. Also, after a thorough analysis of several factors, including the concentration analysis described later, Fibra UNO's Management has concluded that the incorporation of the Terrafina and the Jupiter Portfolio will be accounted in accordance with IFRS 2 *Share-Based Payments* and not as a business combination in accordance with IFRS 3 *Business Combinations*.

The unaudited consolidated condensed pro forma financial information is not intended to represent the results of operations or financial position of Fibra UNO as if the Transaction had occurred on the above dates; nor is the information intended to project the results of operations and financial position of Fibra UNO for any future period or at any future date. All Pro Forma adjustments are based on preliminary estimates and assumptions made by Management and are subject to review. The unaudited consolidated condensed pro forma financial information does not include adjustments related to the acquisition or contribution of real estate assets other than those of the Transaction mentioned above.

Management of Fibra UNO and the Jupiter Portfolio have concluded that their functional currency is the Mexican peso. Terrafina's functional currency is the U.S. Dollar and its reporting currency is the Mexican peso. For the effects of this unaudited consolidated condensed pro forma financial information no conversion adjustments have been made, due to the available information is not enough to conclude if, as a result of the Transaction, the conclusions regarding the functional currency could be subject to change.

Amounts generated at the start of leases, rental income collected in advance, accounts receivable with tenants and advanced payments, primarily for insurance and property tax accrued on the contribution date of the property, will be part of Fibra UNO's assets or liabilities. However, the potential effects of economies of scale in operating expenses, administrative expenses, access to financing with lower rates and insurance costs have not been reflected in these unaudited consolidated condensed pro forma financial statements due to the impossibility to determine a reasonable estimate of these effects, until the culmination of the Transaction, including *due diligence* processes and agreements that may be had by the shareholders.

We have knowledge that the accounting policies that Terrafina, the Jupiter Portfolio and Fibra UNO are in accordance with IFTS, because it has been stated as so by the different Managers: however, based on what we could identify through the consulted sources of information, there are certain accounting policy choices that have been adopted by each part in the preparation of its financial statements that are different. Due to the impossibility to determine the effects that could be necessary to standardize these policies, we cannot determine whether there are material effects to the pro forma financial information. We have identified some differences, such as the fact that Terrafina recognizes its financial debt at fair value, while Fibra UNO and the Jupiter Portfolio use amortized cost. There are also differences in the recognition of operating expenses in relation with leasing fees and in the treatment of deferred lease receivables (we would have to evaluate if they are considered in the fair value of investment properties), among others.

On the other hand, certain reclassifications to the financial information of Terrafina had to be made, with the purpose of standardizing the presentation with that of Fibra UNO and the Jupiter Portfolio. Likewise, certain grouping of information has been made for the condensed presentation. Such effects are shown below, starting with Terrafina's information that was audited by another firm.

Terrafina

Consolidated Statements of Financial Position
(In thousands of pesos)

	As of December 31, 2023	Proposed reclassifications	As of December 31, 2023 Reclassified
Assets			
<i>Non-current assets</i>			
Investment properties	\$ 50,732,940	\$ -	\$ 50,732,940
Investments held through the equity method	2,010,024	-	2,010,024
Deferred lease receivables	224,729	-	224,729
Other non-current assets		75,539	75,539
Other receivables	48,951	(48,951)	-
Restricted cash	26,588	(26,588)	-
Total non-current assets	53,043,232	-	53,043,232
<i>Current assets</i>			
Other receivables	99,994	(99,994)	-
Recoverable taxes	239,262	-	239,262
Other current assets		64,113	64,113
Prepayments	35,239	(35,239)	-
Derivative financial instruments	28,874	(28,874)	-
Lease receivables and other receivables	-	215,799	215,799
Deferred lease receivables	40,769	(40,769)	-
Accounts receivable	75,036	(75,036)	-
Cash and cash equivalents	635,618	-	635,618
Total current assets	1,154,792	-	1,154,792
Total assets	54,198,024	-	54,198,024
Total net assets attributable to investors	\$ 36,450,058	\$ -	\$ 36,450,058
Liabilities			
<i>Non-current liabilities</i>			
Loans payable	\$ 15,630,289	\$ -	\$ 15,630,289
Lease deposits	309,474	(309,474)	-
Other long-term liabilities		401,278	401,278
Accounts payable	91,804	(91,804)	-
Total non-current liabilities	16,031,567	-	16,031,567
<i>Current liabilities</i>			
Loans payable	1,107,417	-	1,107,417
Other short-term liabilities		608,982	608,982
Lease deposits	89,816	(89,816)	-
Other accounts payable	235,966	(235,966)	-
Accounts payable	283,200	(283,200)	-
Total current liabilities	1,716,399	-	1,716,399
Total	17,747,966	-	17,747,966
Total liabilities and net assets attributable to investors	\$ 54,198,024	\$ -	\$ 54,198,024

Consolidated Statement of Income
(In thousands of pesos)

	For the year ended December 31, 2023	Proposed reclassifications	For the year ended December 31, 2023 Reclassified
Lease income	\$ 3,814,861	\$ -	\$ 3,814,861
Other operating income	40,224	-	40,224
Investment property operating expenses	(625,114)		(625,114)
Other net operating expenses related to investment properties	51,417	(51,417)	-
Fees and administrative expenses		(420,063)	(420,063)
Fees and miscellaneous expenses	(471,480)	471,480	-
Gain on sale of investment properties	7,629	(7,629)	-
Other expenses, net		(22,920)	(22,920)
Loss on other accounts receivable for the sale of investment properties	(30,549)	30,549	-
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	-	4,556,646	4,556,646
Unrealized income due to the fair value adjustments to investment properties	4,143,540	(4,143,540)	-
Unrealized loss due to the fair value adjustments to loans	377,576	(377,576)	-
Unrealized loss due to the fair value adjustments to financial derivative instruments	(47,790)	47,790	-
Interest, cost of debt and valuation of financial instruments and loans, net	-	(658,174)	(658,174)
Net Exchange loss	-	(2,012)	(2,012)
Net Exchange gain	161,718	(161,718)	-
Exchange loss	(163,730)	163,730	-
Financial income	30,062	(30,062)	-
Financial expenses	(1,018,022)	1,018,022	-
Share in the profits of Investments in held through the equity method	413,106	(413,106)	-
Net income	<u>\$ 6,683,448</u>	<u>\$ -</u>	<u>\$ 6,683,448</u>

If the Transaction takes place, Fibra UNO will evaluate the nature of all concepts, including “*Net assets attributable to investors*” shown in Terrafina’s statement of financial position as of December 31, 2023.

Income per CBFI: International Accounting Standard (“IAS”) 33 – *Earnings per share* requires that earnings per share information is presented in the consolidated financial statements of a group with its holding company (and in the unconsolidated or individual statements of Fibra UNO) when it falls in one of the following scenarios:

- The ordinary CBFI’s or potential ordinary CBFI’s are traded in a public market (be it a national or international exchange, or a non-organized market, including local and regional markets), or
- It registers, or is in the process of registering, its financial statements in a securities commission or other regulatory organization, with the purpose of issuing some kind of instrument in a public market.

Basic income per CBFI was calculated by dividing the period's income attributable to the controlling interest by the weighted average of CBFIs with economic rights that amounts to 3,811,846,177; CBFIs in 2023 and diluted net income per CBFI consider the dilutive events as if they had occurred since the issuance of the CBFIs with those characteristics and whose weighted average is 5,066,974,585 CBFIs.

The calculation does not consider potential future net income related to real estate in development or additional compensation once certain dates and stabilization objectives are met in regards with those properties. Likewise, as is mentioned in the unaudited consolidated condensed pro forma statement of income and comprehensive income, it is not possible to determine whether income per CBFI will have additional changes as a result of the Transaction.

Acquisition and contribution of the portfolios to the JV Vehicle

After the closing of the Transaction, Fibra UNO's Management will decide if there is a need to continue with certain processes that generate "outputs". However, it considers that they would not be material or relevant. Substantially all of the fair value of the gross assets is concentrated in a group of similar identifiable assets, and therefore, the Transaction will be accounted for as an asset acquisition. Likewise, the consideration for the transfer of the rights to the trusts to the entities that, directly or indirectly, are owners of the real estate assets that would make up the JV Vehicle, will be paid to the entities in the form of participation in the JV Vehicle. The value of the assets contributed by Terrafina and Fibra UNO is clearly identifiable and has been determined based on Management's estimates, which, as we were informed, are supplemented by appraisals obtained from independent experts, and it is estimated to be similar to the value of the adjusted participation that each group will have. Simultaneously, Fibra UNO will contribute only its industrial portfolio to the JV Vehicle, while Terrafina will also contribute its own assets and those of the Jupiter Portfolio (in all cases real estate at fair value) and which will integrate the non-controlling interest of Fibra UNO. Consequently, Fibra UNO will maintain control over a total of 490 stabilized properties (unaudited), plus land under development and assets in the process of stabilization. A summary is presented below (unaudited):

Market	No. of Pro Forma Properties (unaudited)
Mexico City, Metropolitan Area	66
Monterrey	61
Toluca /Lerma	21
Querétaro	22
Ciudad Juárez	83
Guadalajara, Metropolitan Area	14
Reynosa/Matamoros	23
Tijuana	33
Saltillo/Ramos Arizpe	47
Puebla	9
Secondary Markets	111
Total as of December 31, 2023	490

In accordance with what was mentioned above, Transaction that will integrate the initial consolidated portfolio, will include the contribution of the trust rights in which the real estate assets of the three business groups are contributed.

Acquisition of the Jupiter Portfolio and Terrafina's net assets

The management of Fibra UNO has carried out the asset concentration test established in IFRS 3 - *Business Combinations* that came into effect on January 1, 2020, to determine the type of contribution transferred to Fibra UNO. Based on its evaluations, Fibra UNO's Management concluded that the entire contribution of the Jupiter Portfolio and Terrafina's real estate assets qualify as asset acquisitions as a result of the asset concentration test.

To carry out this test, the following was considered:

- a) Terrafina's total investment properties represent 94% of said entity's assets. In the case of the Jupiter Portfolio, the contribution will exclude the rest of the operating assets and liabilities of the original contributors; that is, cash, accounts receivable and payable, and taxes will remain with the original investor and will not be transferred to Terrafina or the JV Vehicle.
- b) The fair value of the gross assets acquired will include any consideration transferred (plus the fair value of any non-controlling interest and the fair value of any interest previously held), which exceeds the fair value of the identifiable net assets acquired. The fair value of the gross assets acquired can normally be determined as the total obtained by adding the fair value of the consideration transferred (plus the fair value of any non-controlling interest and the fair value of any interest previously held) to the fair value of the liabilities assumed (other than deferred tax liabilities) and then excluding the items identified in subparagraph (a). However, if the fair value of the gross assets acquired is greater than that total, a more precise calculation may sometimes be necessary.
- c) A single identifiable asset will include any asset or group of assets that would be recognized and measured as a single identifiable asset in a business combination.
- d) If a tangible asset is attached to, and cannot be physically removed and used separately from, another tangible asset (or from an underlying asset subject to a lease, as defined in IFRS 16 - *Leases*), without incurring a cost or a significant decrease in profit or fair value for any of the assets (for example, land and buildings), such assets will be considered a single identifiable asset.
- e) When evaluating whether assets are similar, Fibra UNO will consider the nature of each identifiable asset and the risks associated with the managing and creating of results from the assets (i.e., risk characteristics).

Through the acquisition of the Jupiter Portfolio, it is estimated that Terrafina will grant the Initial Investors a minority portion of the TERRA 13 CBFIs in circulation. Because Terrafina is a FIBRA, it does not have an equity structure, but rather net assets in which the holders of the CBFIs participate. In turn, Terrafina and Fibra UNO will receive only trustee rights of the JV Vehicle, which represent the participation of each of the parties in the net assets of the JV Vehicle. It is expected that neither party will receive cash consideration, but rather participation in the JV Vehicle for the contribution of their portfolios. The consideration for the contribution of the portfolios is classified as a share-based payment according to IFRS 2, *Share-based Payments*, which establishes that this payment must be recognized at the fair value of the assets. It is expected that during the negotiations the parties will agree to make the contribution of the portfolios considering the annual NOI of the portfolios of each of the parties involved at a homogeneous *cap rate*. The result of this valuation may differ from the fair value of said assets.

The unaudited consolidated condensed pro forma financial statements include the financial statements of Fibra UNO and subsidiaries, as well as those of Terrafina and the Jupiter Portfolio, which will be under Fibra UNO's control and include all assets and liabilities held by those trusts. The investment properties are recognized at their estimated fair value as of December 31, 2023 and the rest of the assets and liabilities are recognized at amortized cost (with the exception of Terrafina's financial debt, which is recognized at fair value).

Pro Forma Financial Debt

It is expected that the JV Vehicle assumes debt denominated in Mexican pesos and U.S. dollars and that is currently held by Fibra UNO and Terrafina and also debt associated with the Jupiter Portfolio conformed by the properties denominated Santín (“Santín Loan” together with the trust rights) and Lerma Park, Tultipark III III, Barrientos, Chiquihuite, Coacalco and Los Reyes (“Jupiter Portfolio Loans”). A summary of Fibra UNO’s consolidated pro forma debt in the current financial statements is as follows:

Fibra UNO	Currency	Interest Rate	Maturity	Warranty	Balance (MXN)	Balance (USD)	Balance (UDIS)	Balance in MXN (MXN)
Actinver	MXN	TIIE+1.80%	jun-24	Unsecured	600,000	-	-	600,000
Banamex	MXN	TIIE+0.95%	may-24	Unsecured	1,750,000	-	-	1,750,000
Banamex	MXN	TIIE+0.95%	jun-24	Unsecured	600,000	-	-	600,000
Banamex	USD	%	may-24	Unsecured	-	45,000	-	761,490
Banorte	MXN	TIIE+0.83%	apr-24	Unsecured	1,750,000	-	-	1,750,000
Banorte	MXN	TIIE+0.83%	feb-24	Unsecured	250,000	-	-	250,000
BBVA	MXN	TIIE+0.87%	mar-24	Unsecured	800,000	-	-	800,000
BBVA	MXN	TIIE+0.87%	mar-24	Unsecured	1,000,000	-	-	1,000,000
BBVA	MXN	TIIE+0.87%	feb-24	Unsecured	200,000	-	-	200,000
BBVA	MXN	TIIE+0.87%	mar-24	Unsecured	1,100,000	-	-	1,100,000
Santander	MXN	TIIE+1.00%	feb-24	Unsecured	1,850,000	-	-	1,850,000
Santander	MXN	TIIE+1.00%	feb-24	Unsecured	150,000	-	-	150,000
Scotiabank	MXN	TIIE+0.97%	feb-24	Unsecured	1,550,000	-	-	1,550,000
Scotiabank	MXN	TIIE+0.97%	feb-24	Unsecured	200,000	-	-	200,000
Scotiabank	MXN	TIIE+0.97%	feb-24	Unsecured	250,000	-	-	250,000
Metlife (Doña Rosa)	MXN	11.58%	dic-28	Doña Rosa	738,439	-	-	738,439
Sindicado (Titan y Vermont)	USD	%	sep-27	Unsecured	-	720,000	-	12,183,840
HSBC (Samara)	MXN	TIIE+2.75%	sep-26	Samara	2,028,024	-	-	2,028,024
Hércules Syndicated Loan (PIQ)	MXN	TIIE+2.25%	feb-24	Hércules (PIQ)	441,840	-	-	441,840
Hércules Syndicated Loan (La Presa)	MXN	TIIE+2.25%	feb-24	Hércules (La Presa)	117,824	-	-	117,824
Syndicated Loan (Mitikah)	MXN	TIIE+2.85%	nov-28	Mitikah	4,100,000	-	-	4,100,000
Inbursa Credit Facility (Portal Norte)	MXN	TIIE+2.85%	jun-30	Portal Norte	1,100,000	-	-	1,100,000
FUNO 15	MXN	6.99%	jul-25	Unsecured	7,484,414	-	-	7,484,414
FUNO 13U	UDIS	5.09%	nov-28	Unsecured	-	-	425,700	3,397,768
FUNO 16U	UDIS	4.60%	apr-27	Unsecured	-	-	457,878	3,654,602
FUNO 17	MXN	9.20%	nov-27	Unsecured	4,799,600	-	-	4,799,600
FUNO 21X	MXN	8.98%	oct-28	Unsecured	2,900,000	-	-	2,900,000
FUNO 21-2X	MXN	TIIE+0.90%	oct-25	Unsecured	5,200,000	-	-	5,200,000
FUNO 23L	MXN	11.30%	feb-33	Unsecured	4,970,000	-	-	4,970,000
FUNO 23-2L	MXN	TIIE+0.95%	mar-27	Unsecured	1,730,000	-	-	1,730,000
FUNO 23-3L	MXN	TIIE+0.95%	nov-26	Unsecured	1,500,000	-	-	1,500,000
Senior Notes due 2024	USD	5.25%	dic-24	Unsecured	-	586,600	-	9,926,445
Senior Notes due 2026	USD	5.25%	jan-26	Unsecured	-	761,860	-	12,892,195
Senior Notes due 2030	USD	4.87%	jan-30	Unsecured	-	717,900	-	12,148,304
Senior Notes due 2050	USD	6.39%	jan-50	Unsecured	-	808,914	-	13,688,443
Senior Notes due 2044	USD	6.95%	jan-44	Unsecured	-	688,800	-	11,655,874
Subtotal					49,160,141	4,329,074	883,578	129,469,101
Short-term loans								(23,253,195)
Total long-term loans								106,215,906
Transaction costs								(674,077)
Fair value valuation of debt due to derivative hedge accounting								(239,429)
Long-term								105,302,400

Jupiter Portfolio	Currency	Rate	Maturity	Warranty	Balance (MXN)	Balance in MXN (MXN)
Jupiter Loan	MXN	TIIE+2.25%	feb-24	Lerma Park,	1,880,977	1,880,977
Santín Loan	MXN	7.46%	mar-31	Unsecured	611,911	611,911
Subtotal					2,492,888	2,492,888
Short-term loans						(1,927,940)
Total long-term loans						564,948
Transaction costs						(5,005)
Long-term						559,943

Fibra Terrafina	Currency	Rate	Maturity	Warranty	Balance (USD)	Balance in MXN (MXN)
Metlife	USD	4.75%	ene-27		150,000	2,534,025
Nuevo BBVA Term Loan	USD	SOFR+1.70%	jul-27		203,000	3,428,697
Nuevo BBVA RCF	USD	SOFR+1.50%	jul-26		101,300	1,711,860
BBVA Promissory Note 2023	USD	SOFR+0.95%	dic-24		50,100	846,303
Senior Notes due 2029	USD	4.96%	jul-29	Unsecured	486,400	8,216,821
Subtotal					990,800.00	16,737,706
Total short-term						1,107,417
Total long-term						15,630,289

Short-term portion of pro forma debt	\$26,288,552
Long-term portion of pro forma debt	\$121,492,632

Likewise, interest payable accrued as of December 31, 2023 are shown as accounts payable and accumulated liabilities.

The pro forma financial information considers the calculation of the exchange result and the interests associated with these credits, based on historical figures determined with the current conditions. As mentioned in the pro forma adjustments section, the effects related to restructuring and obtaining new credits have been incorporated. Likewise, the estimated expenses for the exchange of bonds between Fibra UNO and the JV Vehicle that are expected as a result of the contribution and whose effects have been given pro forma effect are included. (See explanation in the proforma adjustments section). This figure does not include possible effects of considerations granted to debt holders for early exchange offers or extension of exchange periods.

Management adjustments and other effects not given pro forma effect

Terrafina and Fibra UNO Internalization Process

During February 2024, Terrafina announced that it would look for options to terminate the management contract it currently has with PLA Administradora Industrial, S. de R.L., de C.V., an entity belonging to the PGIM Real Estate group. The above with the objective of starting a process of internalization of its administration. To date, Terrafina is in the process of obtaining authorization from its governing bodies and defining the mechanism to carry out this process, as well as the costs associated with it. Due to the incipient nature of the project, it is not possible to estimate the costs and effects of internalization in these pro forma financial statements.

On the other hand, Fibra UNO has announced to the market that it will seek the internalization of its administration during the second half of 2024. At this time, Fibra UNO is structuring the appropriate mechanism to carry out this process. It is estimated that, at the next Annual Meeting in April 2024, a report will be submitted on the progress of this plan. Currently, Fibra UNO has not defined the payment method to settle the relationship with its current administrators or the amount thereof. The expense that will be incurred once management is internalized is also unknown. For this reason and given the current conditions, it is not possible to include pro forma adjustments to these financial statements.

Synergies and existing expenses once the structure is executed

Fibra UNO's Management considers it foreseeable and viable that there will be a series of benefits derived from the critical mass and the volume of operations that will be obtained, once the contributing parties are combined and the Transaction is completed. However, at this time there are no sufficient or reliable bases to be able to estimate the potential benefit generated by this project. In addition, it is likely that there will also be additional restructuring costs, which have not been quantified to date, in addition to those described in the pro forma adjustments section. Therefore, no adjustments have been incorporated for potential efficiencies or additional expenses once the Transaction is completed.

It is important to mention that Fibra UNO's Management plans to obtain a waiver from its Advisor (non-consolidated related party) so that it does not charge any commission to which it is entitled under the current service contract. Consequently, it has been considered that there will be no acquisition fees or administrative or any other fees or commissions generated with the Fibra Uno Advisor as a result of this Transaction.

Value Added Tax (VAT) and corresponding payment

When transferring ownership of the constructions over the properties that make up the Jupiter Portfolio, a tax on the added value of the properties would be generated that must be paid by the purchaser. The total value of VAT payable is estimated at \$3,196,287 (including VAT for the construction of projects under development). Given that this amount would be settled with own resources, and is intended to be recovered via refund, in the medium term, it is not presented as a pro forma adjustment either.

Additional disclosures related to tax matters

In order to qualify for the tax regime applicable to FIBRAS contemplated in local tax laws, Fibra UNO and Terrafina are required to distribute at least 95% of their tax income to the holders of the CBFIs annually. Consequently, the effects related to the ISR have not been included.

3. Adjustments to the unaudited consolidated condensed pro forma financial statements as of and for the year ended December 31, 2023:

Adjustments to the unaudited consolidated condensed pro forma financial statement of financial position

Adjustment 1.- To reflect the costs of the Transaction

As part of the execution of this integration scheme and as a result of the Transaction, Fibra UNO will pay an estimated amount (equivalent to 0.5% of the value of the consolidated industrial portfolio) that amounts to \$500,000 plus VAT for certain expenses directly related to this transaction and which correspond mainly to expenses for advisory services to various consultants and contractual commissions. On the other hand, Fibra UNO's Management estimates that Terrafina will incur expenses in the amount of \$507,329. Finally, the Jupiter Portfolio will generate expenses for this same concept for an approximate amount of \$300,000.

Considering the proposed international bond exchange scheme between Fibra UNO and the JV Vehicle, it is estimated that expenses related to said process could be incurred and the amount would amount to approximately \$179,326 plus VAT. For the purposes of these pro forma financial statements, the amount has been adjusted against equity and liabilities. As previously mentioned, this figure does not include possible effects of considerations granted to debt holders for early exchange offers or extension of exchange periods. Any potential costs that could be generated by the transfer of debt from Terrafina to the JV Vehicle are also not included.

At the time of transferring ownership of the properties that make up the Jupiter Portfolio in exchange for Terrafina CBFIs, a lien will be generated on the value of the real estate assets. The total value of the ISAI to be paid fluctuates, but it could represent around 2 or 3% of the value of the properties. Likewise, it will be necessary to cover some expenses directly related to the initial deed. Consequently, Terrafina will pay an estimated amount of \$1,129,824 and \$280,351 plus value added tax, respectively. Both amounts must form part of the value of the real estate assets. However, since these assets are presented at their estimated fair value in the attached pro forma information, they would be adjusted back to equity. Consequently, the amount described above is presented as a proposed adjustment directly to accounts payable against equity. Since the seller will obtain CBFIs in exchange for the sale of his properties, the ISAI payment will be made when the titles themselves are liquidated by the original owner, which is applicable in properties in Mexico City and the State of Mexico. Therefore, a portion of the account payable in the amount of \$778,053 has been classified as long-term based on the time of payment of this tax.

In those properties where ISAI is not generated based on the existence of reversion rights, they would be subject to certain future circumstances crystallizing that would give rise to the payment of the tax.

The liability for all transaction costs totals \$2,896,830. Of this amount, it is estimated that \$1,743,728 would be absorbed by the controlling interest and \$1,153,102 by the non-controlling interest.

The costs associated with this adjustment that were classified as short-term amount to \$2,118,777, while \$778,053 correspond to long-term costs.

Adjustment 2.- To reflect the effects in the controlling and non-controlling interest

Because the Jupiter Portfolio will be contributed in exchange for Terrafina CBFIs, the value of said portfolio, which amounts to \$20,095,833, has been reclassified to the line of net assets attributable to investors, for consistency purposes. As previously stated, this accounting would be analyzed if the Transaction is completed. Likewise, the net and comprehensive income of Terrafina and the Jupiter Portfolio was reclassified to the non-controlling interest.

As described in Note 1, the determination of the percentages attributable to the trustee rights of the different contributors to the JV Vehicle is estimated to be carried out based on certain criteria based on the net operating income (NOI) of each real estate portfolio. This has caused differences between the current accounting values of the participation of each of the trustees. Due to this, a reassignment of controlling and non-controlling interest has been made to an amount of \$3,138,592 at the level of the unaudited consolidated condensed pro forma statement of financial position.

Adjustment 3.- To reflect the effects of the restructuring of financial debt and the assumption of financial liabilities

After December 31, 2023, new financing was obtained, and various loan restructurings were carried out. These negotiations involved, among other things, the cancellation of a derivative financial instrument, whose value at the end of 2023 was an asset of \$5,586. Likewise, the liabilities that were restructured or replaced meant a reclassification from short to long term for an amount of \$12,521,604. Likewise, there are new credits that amount to a net effect of issuance expenses of approximately \$935,018, which is divided into \$897,996 in the short term and \$37,022 in the long term. Finally, the interest provision was also adjusted downward to consider the conditions of the new loans and restructurings for \$12,150.

Adjustments to the unaudited consolidated condensed pro forma financial statement of income and comprehensive income

Adjustment A.- To reflect the adjustment for the expense related to the property tax and insurance of the Jupiter Portfolio

There are concepts such as property tax and insurance, which usually undergo adjustments once the deeds are registered. These adjustments correspond only to the difference between the amounts estimated in the historical information of the Jupiter Portfolio properties and the expenses planned so that they are added to the FIBRA environment. The amount associated with this adjustment is estimated to be \$19,136.

Adjustment B.- To reflect the effects of the non-controlling interest

As a result of what is stated in adjustment 2 to the unaudited consolidated condensed pro forma statement of comprehensive income, it is estimated that reallocations of the controlling and non-controlling portion could be generated within the net income of \$10,758,301 and in the comprehensive income of \$7,921,837.

Adjustment C.- To reflect the effects of the restructuring of financial debt and assumption of liabilities in the results of the period

As mentioned above, after December 31, 2023, new financing was obtained, and various loan restructurings were carried out. For the preparation of the pro forma financial information, it was considered as if said loans had been in force since January 1, 2023. Consequently, the effects of interest charges were estimated considering current rates and conditions, which represented a higher expense for this concept of \$605,700. Likewise, because certain loans were contracted in US dollars for a value equivalent to 30 million, the exchange profit increased by \$74,769.

* * * * *

Fideicomiso Fibra Uno and Subsidiaries

Unaudited Condensed
Consolidated Pro Forma Financial
Statements as of March 31, 2024
and December 31, 2023, for the
three-month ended as of March
31, 2024 and 2023, and for the
year then ended and Independent
Public Accountants' Report as of
June 3, 2024

Fideicomiso Fibra Uno and Subsidiaries

Unaudited Condensed Consolidated Pro Forma Financial Statements as of March 31, 2024 and December 31, 2023, for the three-month ended as of March 31, 2024 and 2023, and for the year then ended and Independent Public Accountants' Report as of June 3, 2024

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Fideicomiso Fibra Uno and Subsidiaries

Unaudited Consolidated Condensed Pro Forma Statement of Financial Position as of March 31, 2024

(In thousands of pesos)

Assets	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted-see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Current assets:							
Cash and cash equivalents	\$ 1,793,657	\$ 758,333	\$ -	\$ 2,551,990	\$ -		\$ 2,551,990
Lease receivables and other accounts receivable, net	5,358,892	260,442	-	5,619,334	-		5,619,334
Recoverable taxes, mainly Value-Added Tax	1,177,013	258,925	-	1,435,938	-		1,435,938
Other current assets	<u>2,498,610</u>	<u>129,772</u>	<u>-</u>	<u>2,628,382</u>	<u>-</u>		<u>2,628,382</u>
Total current assets	10,828,172	1,407,472	-	12,235,644	-		12,235,644
Non-current assets:							
Deferred lease receivables	-	208,411	-	208,411	-		208,411
Investment properties and non-current financial assets	316,319,059	51,643,797	22,664,984	390,627,840	-		390,627,840
Investments in associates and joint ventures	9,896,867	2,483,160	-	12,380,027	-		12,380,027
Other non-current assets and derivative financial instruments	<u>2,618,592</u>	<u>87,466</u>	<u>48,214</u>	<u>2,754,272</u>	<u>-</u>		<u>2,754,272</u>
Total non-current assets	328,834,518	54,422,834	22,713,198	405,970,550	-	[3]	405,970,550
Total assets	\$ 339,662,690	\$ 55,830,306	\$ 22,713,198	\$ 418,206,194	\$ -		\$ 418,206,194
Liabilities and Trustors'/ Beneficiaries' Equity							
Short-term liabilities:							
Borrowings	\$ 13,699,852	\$ 994,526	\$ 68,531	\$ 14,762,909	\$ -		\$ 14,762,909
Other short-term liabilities	<u>8,773,659</u>	<u>1,032,699</u>	<u>28,309</u>	<u>9,834,667</u>	<u>2,118,777</u>	[3]	<u>11,953,444</u>
Total short-term liabilities	22,473,511	2,027,225	96,840	24,597,576	2,118,777	[1 and 3]	26,716,353
Long-term liabilities							
Borrowings	115,078,382	16,885,308	2,403,923	134,367,613	-	[3]	134,367,613
Other long-term liabilities	2,529,549	331,114	125,728	2,986,391	778,053	[3]	3,764,445
Derivative financial instruments	<u>4,769,637</u>	<u>-</u>	<u>-</u>	<u>4,769,637</u>	<u>-</u>	[1]	<u>4,769,637</u>
Total long-term liabilities	122,377,568	17,216,422	2,529,651	142,123,641	778,053		142,901,695
Total liabilities	144,851,079	19,243,647	2,626,491	166,721,217	2,896,830		169,618,048
Net assets attributable to investors	-	36,586,659	-	36,586,659	22,580,815	[1, 2 and 3]	59,167,474
Trustors'/Beneficiaries' Equity:							
Controlling Equity	187,980,235	-	20,086,707	208,066,942	(25,477,645)	[1, 2 and 3]	182,589,296
Non-Controlling interest	<u>6,831,376</u>	<u>-</u>	<u>-</u>	<u>6,831,376</u>	<u>-</u>		<u>6,831,376</u>
Total trustors'/beneficiaries' equity	194,811,611	-	20,086,707	214,898,318	(2,896,830)		212,001,487
Total liabilities, net assets, and trustors'/beneficiaries' equity	\$ 339,662,690	\$ 55,830,306	\$ 22,713,198	\$ 418,206,194	\$ -		\$ 418,206,194

Fideicomiso Fibra Uno and Subsidiaries

Unaudited Consolidated Condensed Pro Forma Statement of Financial Position

As of December 31, 2023

(In thousands of pesos)

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Assets							
Current assets:							
Cash and cash equivalents	\$ 2,826,642	\$ 635,618	\$ -	\$ 3,462,260	\$ -		\$ 3,462,260
Lease receivables and other accounts receivable, net	5,218,021	215,799	-	5,433,820	-		5,433,820
Recoverable taxes, mainly Value-Added Tax	1,227,392	239,262	-	1,466,654	-		1,466,654
Other current assets	1,133,310	64,113	18,772	1,216,195	-		1,216,195
Total current assets	10,405,365	1,154,792	18,772	11,578,929			11,578,929
Non-current assets:							
Deferred lease receivables	-	224,729	-	224,729	-		224,729
Investment properties and non-current financial assets	314,968,087	50,732,940	22,664,984	388,366,011	-		388,366,011
Investments in associates and joint ventures	9,892,099	2,010,024	-	11,902,123	-		11,902,123
Other non-current assets and derivative financial instruments	3,368,214	75,539	52,449	3,496,202	(5,586)	[3]	3,490,616
Total non-current assets	328,228,400	53,043,232	22,717,433	403,989,065	(5,586)		403,983,479
Total assets	\$ 338,633,765	\$ 54,198,024	\$ 22,736,205	\$ 415,567,994	\$ (5,586)		\$ 415,562,408
Liabilities and Trustors'/ Beneficiaries' Equity							
Short-term liabilities:							
Borrowings	\$ 23,253,195	\$ 1,107,417	\$ 1,927,940	\$ 26,288,552	\$ (11,623,608)	[3]	\$ 14,664,944
Other short-term liabilities	8,587,724	608,982	26,025	9,222,731	2,106,627	[1 and 3]	11,329,358
Total short-term liabilities	31,840,919	1,716,399	1,953,965	35,511,283	(9,516,981)		25,994,302
Long-term liabilities							
Borrowings	105,302,400	15,630,289	559,943	121,492,632	12,558,626	[3]	134,051,258
Other long-term liabilities	2,546,292	401,278	126,464	3,074,034	778,053	[1]	3,852,087
Derivative financial instruments	4,181,535	-	-	4,181,535	-		4,181,535
Total long-term liabilities	112,030,227	16,031,567	686,407	128,748,201	13,336,679		142,084,880
Total liabilities	143,871,146	17,747,966	2,640,372	164,259,484	3,819,698		168,079,182
Net assets attributable to investors (non-controlling interest)	-	36,450,058	-	36,450,058	22,081,323	[1, 2 and 3]	58,531,381
Trustors'/Beneficiaries' Equity:							
Controlling Equity	188,037,417	-	20,095,833	208,133,250	(25,906,607)	[1, 2 and 3]	182,226,643
Non-Controlling interest	6,725,202	-	-	6,725,202	-		6,725,202
Total trustors'/beneficiaries' equity	194,762,619	-	20,095,833	214,858,452	(25,906,607)		188,951,845
Total net assets and trustors'/beneficiaries' equity	194,762,619	36,450,058	20,095,833	251,308,510	(3,825,284)		247,483,226
Total liabilities, net assets, and trustors'/beneficiaries' equity	\$ 338,633,765	\$ 54,198,024	\$ 22,736,205	\$ 415,567,994	\$ (5,586)		\$ 415,562,408

Fideicomiso Fibra Uno and Subsidiaries

Unaudited Consolidated Condensed Pro Forma Income Statement and Other Comprehensive Income

For the year ended December 31, 2023

(In thousands of pesos)

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Revenue from investment properties	\$ 22,969,791	\$ 3,814,861	\$ 1,098,170	\$ 27,882,822	\$ -		\$ 27,882,822
Maintenance, service and other operating revenue	2,384,602	40,224	71,142	2,495,968	-		2,495,968
Other revenue	702,944	-	-	702,944	-		702,944
	<u>26,057,337</u>	<u>3,855,085</u>	<u>1,169,311</u>	<u>31,081,734</u>	<u>-</u>		<u>31,081,734</u>
Fees and administrative expenses	(1,438,018)	(420,063)	(19,534)	(1,877,615)	-		(1,877,615)
Investment properties operating expenses	(5,892,135)	(625,114)	(85,744)	(6,602,993)	(19,136)	[A]	(6,622,129)
	<u>(7,330,153)</u>	<u>(1,045,177)</u>	<u>(105,278)</u>	<u>(8,480,608)</u>	<u>(19,136)</u>		<u>(8,499,744)</u>
	18,727,184	2,809,908	1,064,034	22,601,126	(19,136)		22,581,990
Interest, cost of debt and valuation of loans and financial instruments, net	(10,025,637)	(658,174)	(191,721)	(10,875,532)	(605,700)	[C]	(11,481,232)
Foreign exchange gain (loss), net	7,454,408	(2,012)	-	7,452,396	74,769	[C]	7,527,165
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	2,164,140	4,556,646	964,803	7,685,589	-		7,685,589
Other revenues (expenses), net	23,970	(22,920)	-	1,050	-		1,050
Consolidated net income	<u>\$ 18,344,065</u>	<u>\$ 6,683,448</u>	<u>\$ 1,837,116</u>	<u>\$ 26,864,629</u>	<u>\$ (550,067)</u>		<u>\$ 26,314,562</u>
Other comprehensive income:							
Items to be subsequently reclassified to profit or loss:							
Gain in the valuation of financial instruments and others	\$ 219,130	\$ -	\$ (20,234)	\$ 198,896	\$ -		\$ 198,896
Effect of the conversion of functional currency to reporting currency	-	(4,795,178)	-	(4,795,178)	-		(4,795,178)
Items that will not be subsequently reclassified to profit or loss:							
Changes in the fair value of debt	-	(683,689)	-	(683,689)	-		(683,689)
Consolidated comprehensive income	<u>\$ 18,563,195</u>	<u>\$ 1,204,581</u>	<u>\$ 1,816,882</u>	<u>\$ 21,584,658</u>	<u>\$ (550,067)</u>		<u>\$ 21,034,591</u>
Consolidated net income:							
Controlling Interest	\$ 17,833,355	\$ 6,683,448	\$ 1,837,116	\$ 26,353,919	\$ (11,308,368)	[B]	\$ 15,045,551
Non-Controlling Interest	510,710	-	-	510,710	10,758,301	[A] and [B]	11,269,011
	<u>\$ 18,344,065</u>	<u>\$ 6,683,448</u>	<u>\$ 1,837,116</u>	<u>\$ 26,864,629</u>	<u>\$ (550,067)</u>		<u>\$ 26,314,562</u>
Consolidated comprehensive income:							
Controlling Interest	\$ 18,075,553	\$ 1,204,581	\$ 1,816,882	\$ 21,097,016	\$ (8,471,804)	[B]	\$ 12,625,112
Non-Controlling Interest	487,642	-	-	487,642	7,921,837	[A] and [B]	8,409,479
	<u>\$ 18,563,195</u>	<u>\$ 1,204,581</u>	<u>\$ 1,816,882</u>	<u>\$ 21,584,658</u>	<u>\$ (550,067)</u>		<u>\$ 21,034,591</u>
Basic income per CBFi (pesos) of the controlling interest*	\$ 4.7419	\$ 0.3160	\$ 0.4766	\$ 5.5346	\$ (2.2225)		\$ 3.3121
Diluted income per CBFi (pesos) of the controlling interest*	\$ 3.5673	\$ 0.2377	\$ 0.3586	\$ 4.1636	\$ (1.6720)		\$ 2.4916

*This figure assumes that the controlling interest will not be modified. However, it could change depending on the percentages of participation that each investor holds at the end of negotiations.

Unaudited Consolidated Condensed Pro Forma Income Statement and Other Comprehensive Income for the three-month period as of March 31, 2024

(In thousands of pesos)

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Revenue from investment properties	\$ 6,030,202	\$ 939,295	\$ 321,821	\$ 7,291,318	\$ -		\$ 7,291,318
Maintenance, service and other operating revenue	634,003	18,421	20,216	672,640	-		672,640
Other revenue	159,560	-	-	159,560	-		159,560
	<u>6,823,765</u>	<u>957,716</u>	<u>342,037</u>	<u>8,123,518</u>	<u>-</u>		<u>8,123,518</u>
Fees and administrative expenses	(279,746)	(565,722)	(5,013)	(850,481)	-		(850,481)
Investment properties operating expenses	(1,637,097)	(164,464)	(22,613)	(1,824,174)	(4,338)	[A]	(1,828,512)
	<u>(1,916,843)</u>	<u>(730,186)</u>	<u>(27,626)</u>	<u>(2,674,655)</u>	<u>(4,338)</u>		<u>(2,678,993)</u>
	<u>4,906,922</u>	<u>227,530</u>	<u>314,411</u>	<u>5,448,863</u>	<u>(4,338)</u>		<u>5,444,525</u>
Interest, cost of debt and valuation of loans and financial instruments, net	(2,556,326)	(593,118)	(57,057)	(3,206,501)	25,211	[C]	(3,181,290)
Foreign exchange gain (loss), net	337,185	(6,357)	-	330,828	11,259	[C]	342,087
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	83,422	2,271,853	-	2,355,275	-		2,355,275
Other revenues (expenses), net	(1,872)	10,560	-	8,688	-		8,688
Consolidated net income	\$ 2,769,331	\$ 1,910,468	\$ 257,354	\$ 4,937,153	\$ 32,132		\$ 4,969,285
Other comprehensive income:							
Items to be subsequently reclassified to profit or loss:							
Gain in the valuation of financial instruments and others	(31,002)	-	(7,615)	(38,617)	-		(38,617)
Effect of the conversion of functional currency to reporting currency	-	(455,327)	-	(455,327)	-		(455,327)
Items that will not be subsequently reclassified to profit or loss:							
Changes in the fair value of debt	-	242,306	-	242,306	-		242,306
Consolidated comprehensive income	\$ 2,738,329	\$ 1,697,447	\$ 249,739	\$ 4,685,515	\$ 32,132		\$ 4,717,647
Consolidated net income:							
Controlling Interest	2,640,858	1,910,468	257,354	4,808,680	(1,965,734)	[B]	2,842,946
Non-Controlling Interest	128,473	-	-	128,473	1,997,866	[A] and [B]	2,126,339
	<u>\$ 2,769,331</u>	<u>\$ 1,910,468</u>	<u>\$ 257,354</u>	<u>\$ 4,937,153</u>	<u>\$ 32,132</u>		<u>\$ 4,969,285</u>

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Consolidated comprehensive income:							
Controlling Interest	2,618,626	1,697,447	249,739	4,565,812	(1,851,004)	[B]	2,714,808
Non-Controlling Interest	<u>119,703</u>	<u>-</u>	<u>-</u>	<u>119,703</u>	<u>1,883,136</u>	[A] and [B]	<u>2,002,839</u>
	<u>\$ 2,738,329</u>	<u>\$ 1,697,447</u>	<u>\$ 249,739</u>	<u>\$ 4,685,515</u>	<u>\$ 32,132</u>		<u>\$ 4,717,647</u>
Basic income per CBFI (pesos) of the controlling interest*	\$ 0.6878	\$ 0.4458	\$ 0.0656	\$ 1.1992	\$ (0.4862)		\$ 0.7131
Diluted income per CBFI (pesos) of the controlling interest*	\$ 0.5168	\$ 0.3350	\$ 0.0493	\$ 0.9011	\$ (0.3653)		\$ 0.5358

*This figure assumes that the controlling interest will not be modified. However, it could change depending on the percentages of participation that each investor holds at the end of negotiations.

Fideicomiso Fibra Uno and Subsidiaries

**Unaudited Consolidated Condensed Pro Forma Income Statement and Other Comprehensive Income
for the three-month period as of March 31, 2023**

(In thousands of pesos)

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Revenue from investment properties	\$ 5,651,028	\$ 961,675	\$ 239,165	\$ 6,851,868	\$ -		\$ 6,851,868
Maintenance, service and other operating revenue	562,155	5,555	16,172	583,882	-		583,882
Other revenue	164,408	-	-	164,408	-		164,408
	<u>6,377,591</u>	<u>967,230</u>	<u>255,337</u>	<u>7,600,158</u>	<u>-</u>		<u>7,600,158</u>
Fees and administrative expenses	(370,802)	(87,401)	(5,460)	(463,663)	-	[A]	(463,663)
Investment properties operating expenses	(1,377,449)	(138,725)	(20,169)	(1,536,343)	(4,784)		(1,541,127)
	<u>(1,748,251)</u>	<u>(226,126)</u>	<u>(25,629)</u>	<u>(2,000,006)</u>	<u>(4,784)</u>		<u>(2,004,790)</u>
	<u>4,629,340</u>	<u>741,104</u>	<u>229,708</u>	<u>5,600,152</u>	<u>(4,784)</u>		<u>5,595,368</u>
Interest, cost of debt and valuation of loans and financial instruments, net	(2,364,317)	378,492	(48,220)	(2,034,045)	(128,006)	[C]	(2,162,051)
Foreign exchange gain (loss), net	4,175,661	4,914	-	4,180,575	39,273	[C]	4,219,848
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	230,021	(11,856)	-	218,165	-		218,165
Other revenues (expenses), net	(1,361)	189,256	-	187,895	-		187,895
Consolidated net income	<u>\$ 6,669,344</u>	<u>\$ 1,301,910</u>	<u>\$ 181,488</u>	<u>\$ 8,152,742</u>	<u>\$ (93,517)</u>		<u>\$ 8,059,225</u>
Other comprehensive income:							
Items to be subsequently reclassified to profit or loss:							
Gain in the valuation of financial instruments and others	235,974	-	(5,526)	230,448	-		230,448
Effect of the conversion of functional currency to reporting currency	-	(2,402,143)	-	(2,402,143)	-		(2,402,143)
Items that will not be subsequently reclassified to profit or loss:							
Changes in the fair value of debt	-	(726,106)	-	(726,106)	-		(726,106)
Consolidated comprehensive income	<u>\$ 6,905,318</u>	<u>\$ (1,826,339)</u>	<u>\$ 175,962</u>	<u>\$ 5,254,941</u>	<u>\$ (93,517)</u>		<u>\$ 5,161,424</u>

	Fibra UNO Consolidated (condensed)	Terrafina (Adjusted- see Note 2)	Jupiter Portfolio	Subtotal	Pro Forma Transaction Adjustments	Reference	Total
Consolidated net income:							
Controlling Interest	6,543,899	1,301,910	181,488	8,027,297	(3,146,166)	[B]	4,881,131
Non-Controlling Interest	<u>125,445</u>	<u>-</u>	<u>-</u>	<u>125,445</u>	<u>3,052,649</u>	[A] and [B]	<u>3,178,094</u>
	<u>\$ 6,669,344</u>	<u>\$ 1,301,910</u>	<u>\$ 181,488</u>	<u>\$ 8,152,742</u>	<u>\$ (93,517)</u>		<u>\$ 8,059,225</u>
Consolidated comprehensive income:							
Controlling Interest	6,776,644	(1,826,339)	175,961	5,126,267	(1,516,603)	[B]	3,609,664
Non-Controlling Interest	<u>128,674</u>	<u>-</u>	<u>-</u>	<u>128,674</u>	<u>1,423,086</u>	[A] and [B]	<u>1,551,760</u>
	<u>\$ 6,905,318</u>	<u>\$ (1,826,339)</u>	<u>\$ 175,961</u>	<u>\$ 5,254,941</u>	<u>\$ (93,517)</u>		<u>\$ 5,161,424</u>
Basic income per CBFI (pesos) of the controlling interest*	\$ 1.7932	\$ (0.4833)	\$ 0.0466	\$ 1.3565	\$ (0.4013)		\$ 0.9552
Diluted income per CBFI (pesos) of the controlling interest*	\$ 1.3374	\$ (0.3604)	\$ 0.0347	\$ 1.0117	\$ (0.2993)		\$ 0.7124

*This figure assumes that the controlling interest will not be modified. However, it could change depending on the percentages of participation that each investor holds at the end of negotiations.

Fideicomiso Fibra Uno and Subsidiaries

Notes to the Unaudited Consolidated Condensed Pro Forma Financial Statements

As of March 31, 2024 and December 31, 2023, for the three month-period ended as of March 31, 2024 and 2023, and for the year ended as of December 31, 2023
(In thousands of Mexican pesos, except for the income per CBFI)

1. Activity and significant event

Fideicomiso Fibra UNO (“Fibra UNO”) started operations in March of 2011 and was established mainly to acquire and own real estate properties with the purpose of leasing and developing commercial, industrial, and mixed-use properties, as well as office buildings and land in the Mexican market.

On the other hand, Fideicomiso Irrevocable F/00039 managed by CI Banco, S.A., Institución de Banca Múltiple and Subsidiaries (“Terrafina”), is a Mexican trust created by PLA Administradora Industrial, S. de R.L. de C.V. as trustor and beneficiary and CI Banco S.A., Institución de Banca Múltiple, as trustee and Monex Casa de Bolsa, S.A. de C.V., Monex Grupo Financiero, as representative to the holders of Real Estate Stock (“CBFI’s”, for the acronym in Spanish). Terrafina is a trust with an industrial portfolio constituted mainly to acquire, own, develop and manage industrial real estate properties in Mexico, as well as to give financing for those purposes. Along with Fibra UNO, Terrafina must comply with regulations applicable to FIBRAS.

Additionally, Fibra UNO’s Initial Investors (the “Initial Investors”), have an industrial portfolio that includes stabilized properties (with 80% occupancy rates) and properties in development, land reserves and financing, known as the “Jupiter Portfolio”.

The three business groups are evaluating the contribution of their respective industrial portfolios via different investment vehicles to form the biggest conglomerate of investment properties dedicated to the industrial sector in the country.

Next are described the operations (together the “Transaction”) which will have to take place to fulfill the previously mentioned objective. In the first place, the Initial Investors of the assets in the Jupiter Portfolio will contribute the assets directly to Terrafina in exchange for a portion of the CBFI’s currently circulating in the Mexican market. At the same time, Terrafina would contribute its own property portfolio and the Jupiter Portfolio to a proposed vehicle called Fideicomiso Irrevocable No. 7401 de Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver (“JV Vehicle”), in exchange for rights to the trust along with reversion rights, which are estimated to represent 52% of the combined value of the JV Vehicle, considering the assets contributed by Fibra UNO, which are described in the following paragraph.

On the other hand, Fibra UNO would contribute the rights to its industrial properties along with a portion of its financial debt to the JV Vehicle. Such contribution would be affected with certain reversion clauses. Fibra UNO is expected to hold 48% of said vehicle.

The percentages attributed to the rights to the trust for the different contributors to the JV Vehicle were determined taking as a base the current and future net operating income (NOI) of each real estate portfolio, as estimated by Fibra UNO’s Management, valued at the same cap rate and could be subject to change once negotiations are finished. Consequently, it is anticipated that differences between participation rates currently reflected in accounting records and those that will result from this allocation.

Fibra UNO would have control of Terrafina by contractually assuming control over its Technical Committee through the cession of certain rights of first offer (ROFO) and rights of first refusal (ROFR) and other conditions which would allow it to control Terrafina. Likewise, Fibra UNO considers negotiating the provision of certain services with a variable component. Due to the above, these unaudited consolidated condensed pro forma financial statements have been prepared under the assumption that the portfolios, debt, revenue, expenses, operating assets and liabilities were under common control throughout the period.

2. Basis of presentation

The unaudited consolidated condensed pro forma financial statements attached assume that the initial portfolio of real estate assets described before has been contributed by all parties and that the conditions to which the Transaction is subject have been fulfilled. To this date it is unknown if all these conditions will be met or if they could be modified.

The unaudited consolidated condensed pro forma statement of financial position as of March 31, 2024 and December 31, 2023 presents the financial information of Fibra UNO and subsidiaries as if the Transaction had taken place on the date of said statement and was prepared using the following:

- Unaudited Consolidated Statement of Financial Position as of March 31, 2024 of Fibra UNO, which was prepared in accordance with International Financial Reporting Standards (“IFRS”) and the audited Consolidated Statement of Financial Position as of December 31, 2023 prepared in accordance with IFRS.
- Unaudited Consolidated Statement of Financial Position as of March 31, 2024 of Terrafina and the audited Consolidated Statement of Financial Position as of December 31, 2023.
- Unaudited Combined Pro Forma Statement of Financial Position as of March 31, 2024 and as of December 31, 2023 of the Jupiter Portfolio.

The unaudited consolidated condensed pro forma statement of financial position for the three-month period as of March 31, 2024 and 2023 and for the year ended as of December 31, 2023 presents the financial information of Fibra UNO and subsidiaries as if the Transaction had taken place as of January 1st of the immediate prior year and was prepared using the following:

- Unaudited Consolidated Income Statement and Other Comprehensive Income for the three-month period as of March 31, 2024 and 2023 which was prepared in accordance with IFRS and the audited Consolidated Statement and Other Comprehensive Income of Financial Position for the year ended as of December 31, 2023 of Fibra UNO, prepared in accordance with IFRS.
- Unaudited Consolidated Income Statement and Other Comprehensive Income for the three-month period as of March 31, 2024 and 2023 and the audited Consolidated Statement and Other Comprehensive Income of Financial Position for the year ended as of December 31, 2023 of Terrafina.
- Unaudited Combined Pro Forma Income Statement for the three-month period as of March 31, 2024 and 2023 and for the ended as of December 31, 2023 of Jupiter Portfolio.

The historical figures as of December 31, 2023 presented in the Pro Forma Financial Information were obtained, in case of Fibra Uno and subsidiaries of their Audited Financial Statements and their notes, prepared by Funo’s management, their external auditors issued a report without any reservations as of February 29, 2024. In the case of Terrafina and subsidiaries, their audited financial statements, and notes, prepared by Terrafina’s management, their external auditors issued a report without any reservations as of February 21, 2024. The figures of Jupiter Portfolio had been taken from information generated internally from the management of Jupiter Portfolio.

Furthermore, the historical figures presented in the Pro Forma Financial Information as of March 31 2024 and 2023, and for the three-month period ended in those dates, were obtained, in the case of Fibra Uno and subsidiaries of their unaudited interim financial reports posted on the stock exchange and disseminated between the investors. In the case of Terrafina and subsidiaries, their unaudited interim financial statements, also posted on the stock exchange. The unaudited figures of the Jupiter's Portfolio had been taken from information generated internally from the management of Jupiter's Portfolio.

The Pro Forma Transaction Adjustments included in the Unaudited Condensed Pro Forma Financial Statements described below, represent adjustments to the financial position and the historical financial performance of Fibra UNO that includes the effects related to the transaction. Likewise, after an assessment that considered multiple factors, including the concentration analysis described below, Fibra UNO's management concluded that the incorporation of Terrafina and Jupiter's Portfolio will be accounted according IFRS 2 *Share-based Payment* and not as a business combination according IFRS 3 *Business combination*.

The Unaudited Condensed Pro Forma Financial Information does not intend to represent the financial position or the operative income of Fibra UNO as if the transaction would have been presented in mentioned the dates; either intend to project the financial position or the comprehensive income of Fibra UNO for future periods or any future date. All the Pro Forma adjustments are based on preliminary estimates and assumptions made by the management and are subject to review. The Unaudited Condensed Pro Forma Financial Information does not include adjustments related to the acquisition or contribution of real estate assets different as the ones included in the above-mentioned transaction.

The management of Fibra UNO and the Jupiter's Portfolio had reached to a conclusion that their functional currency is the Mexican peso. The functional currency of Terrafina is the American dollar and their reporting currency is the Mexican peso. For the effects of this Unaudited Condensed Pro Forma Financial Information had not been an adjustment of conversion, since with the available information it is not possible to conclude if because of the transaction, the conclusions regarding the functional currency may suffer any change.

The amounts generated at the beginning of the leases, revenue from the lease receivables and accounts receivable and the anticipated payments, mainly for the current insurance and the property taxation at the date of the consumption of the operation, will be part of the assets or liabilities of Fibra UNO. Nevertheless, potential effects of scale economies in operating expenses, administrative, access to financing with lower rates and insurance costs have not been reflected in these Unaudited Condensed Pro Forma Financial Statements faced with the inability to measure a reasonable estimate, until the culmination of the transaction, including the due diligence process and the agreements between stockholders that may potentially subscribe.

We are aware that the material accounting policies that follow Terrafina, Jupiter's Portfolio and Fibra UNO are in accordance with IFRS, since the management had manifested it; however, and based on what we identified in the consulted sources of information, there are some differences between accounting policies adopted for each part in the preparation of their Financial Information. Due to the impossibility to determine the effects that may be necessary to standardize those policies, we could not determine if there are any material effects to adjust of the Pro Forma Financial Information. We have identified some difference like Terrafina recognizes at fair value its financial debt, same as Fibra Uno and Jupiter's Portfolio is maintained as amortized cost: in the same way, in Terrafina exists differences in the recognition of the lease commissions in the operative expenses and in the treatment of deferred lease receivables (since we may have to evaluate if it had been implicitly taken into consideration in the exercise of reasonable value of the investment properties), among others.

On the other hand, it is necessary to make certain reclassifications to the financial information of Terrafina, with the purpose to have a standardized presentation with Fibra UNO and Jupiter's Portfolio. Additionally, there had been groupings for the condensed presentation. Those effects are shown hereafter, starting from the audited information by other firm of the Terrafina as of December 31, 2023 and by the unaudited internal interim information as of March 31, 2024 and 2023.

Terrafina

Consolidated Statement of Financial Position as of March 31, 2024
(In thousands of pesos)

	As of March 31, 2024	Proposed Reclassifications	As of March 31, 2024 reclassified
Assets			
<i>Non-current assets</i>			
Investment properties	\$ 51,643,797	\$ -	\$ 51,643,797
Investments held through the equity method	2,483,160	-	2,483,160
Deferred Lease receivables	208,411	-	208,411
Other non-current assets	-	87,466	87,466
Other receivables	61,217	(61,217)	-
Restricted cash	<u>26,249</u>	<u>(26,249)</u>	<u>-</u>
Total non-current assets	54,422,834	-	54,422,834
<i>Current assets:</i>			
Other receivables	136,213	(136,213)	-
Recoverable taxes	258,925	-	258,925
Other current assets	-	129,772	129,772
Prepayments	103,529	(103,529)	-
Derivative financial instruments	26,243	(26,243)	-
Lease receivables and other receivables	-	260,442	260,442
Deferred lease receivables	36,639	(36,639)	-
Accounts receivable	87,590	(87,590)	-
Cash and cash equivalents	<u>758,333</u>	<u>-</u>	<u>758,333</u>
Total current assets	<u>1,407,472</u>	<u>-</u>	<u>1,407,472</u>
Total assets	<u>55,830,306</u>	<u>-</u>	<u>55,830,306</u>
Total net assets, attributable to investors	<u>\$ 36,586,659</u>	<u>\$ -</u>	<u>\$ 36,586,659</u>
Liabilities			
<i>Non-current liabilities</i>			
Loans payable	\$ 16,885,308	\$ -	\$ 16,885,308
Lease deposits	299,579	(299,579)	-
Other long-term liabilities	-	331,114	331,114
Accounts payable	<u>31,535</u>	<u>31,535</u>	<u>-</u>
Total non-current liabilities	17,216,422	-	17,216,422
<i>Current liabilities</i>			
Loans payable	994,526	-	994,526
Other short-term liabilities	-	1,032,699	1,032,699

	As of March 31, 2024	Proposed Reclassifications	As of March 31, 2024 reclassified
Lease deposits	159,368	(159,368)	-
Accounts payable	<u>873,331</u>	<u>(873,331)</u>	<u>-</u>
Total current liabilities	<u>2,027,225</u>	<u>-</u>	<u>2,027,225</u>
Total	<u>19,243,647</u>	<u>-</u>	<u>19,243,647</u>
Total liabilities and net assets attributable to investors	<u>\$ 55,830,306</u>	<u>\$ -</u>	<u>\$ 55,830,306</u>

Terrafina

Consolidated Income Statement for the three-month period ended as of March 31, 2024 (In thousands of pesos)

	For the three-month period ended as of March 31, 2024	Proposed Reclassifications	For the three-month period ended as of March 31, 2024 reclassified
Lease revenues	\$ 939,295	\$ -	\$ 939,295
Other revenue	18,421	-	18,421
Investment property operating expenses	(164,464)	-	164,464
Other expenses related to Investment Properties, net	28,052	(28,052)	-
Fees and administrative expenses	-	(565,722)	(565,722)
Fees and expenses	(593,774)	593,774	-
Gain on other accounts receivable for the sale of investment properties	10,560	(10,560)	-
Other revenue (expenses)	-	10,560	10,560
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	-	2,271,853	2,271,853
Unrealized income due to the fair value adjustments to investment properties	1,960,987	(1,960,987)	-
Unrealized loss due to the fair value adjustments to loans	(345,698)	345,698	-
Unrealized loss due to the fair value adjustments to financial derivative instruments	(3,093)	3,093	-
Foreign exchange gain	25,493	(25,493)	-
Foreign exchange loss	(31,850)	31,850	-
Foreign exchange gain (loss), net	-	(6,357)	(6,357)

	For the three-month period ended as of March 31, 2024	Proposed Reclassifications	For the three-month period ended as of March 31, 2024 reclassified
Financial income	9,940	(9,940)	-
Financial expenses	(254,267)	254,267	-
Interest (Expense) Revenue, net	-	(593,118)	(593,118)
Share in the profits of Investments in held through the equity method	<u>310,866</u>	<u>(310,866)</u>	<u>-</u>
Net income	\$ <u>1,910,468</u>	\$ <u>-</u>	\$ <u>1,910,468</u>

Consolidated Income Statement for the three-month period ended as of March 31, 2023
(In thousands of pesos)

	For the three-month period ended as of March 31, 2023	Proposed Reclassifications	For the three-month period ended as of March 31, 2023 reclassified
Lease income	\$ 961,675	\$ -	\$ 961,675
Other operating income	5,555	-	5,555
Investment property operating expenses	(138,725)	-	(138,725)
Other net operating expenses related to investment properties	24,395	(24,395)	-
Fees and administrative expenses	-	(87,401)	(87,401)
Fees and miscellaneous expenses	(111,796)	111,796	-
Loss on other accounts receivable for the sale of investment properties	189,256	(189,256)	-
Other expenses, net	-	189,256	189,256
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	-	(11,856)	(11,856)
Unrealized income due to the fair value adjustments to investment properties	-	-	-
Unrealized loss due to the fair value adjustments to loans	626,803	(626,803)	-
Unrealized loss due to the fair value adjustments to financial derivative instruments	(6,731)	6,731	-
Foreign exchange gain	43,095	(43,095)	-
Foreign exchange loss	(38,181)	38,181	-
Foreign exchange gain (loss), net	-	4,914	4,914
Financial income	3,110	(3,110)	-
Financial expenses	(244,690)	244,690	-
Interest (Expense) Revenue, net	-	378,492	378,492
Share in the profits of Investments in held through the equity method	<u>(11,856)</u>	<u>11,856</u>	<u>-</u>
Net income	\$ <u>1,301,910</u>	\$ <u>-</u>	\$ <u>1,301,910</u>

Terrafina

Consolidated Statements of Financial Position
(In thousands of pesos)

	As of December 31, 2023	Proposed Reclassifications	As of December 31, 2023 reclassified
Assets			
<i>Non-current assets</i>			
Investment properties	\$ 50,732,940	\$ -	\$ 50,732,940
Investments held through the equity method	2,010,024	-	2,010,024
Deferred lease receivables	224,729	-	224,729
Other non-current assets		75,539	75,539
Other receivables	48,951	(48,951)	-
Restricted cash	26,588	(26,588)	-
Total non-current assets	53,043,232	-	53,043,232
<i>Current assets</i>			
Other receivables	99,994	(99,994)	-
Recoverable taxes	239,262	-	239,262
Other current assets		64,113	64,113
Prepayments	35,239	(35,239)	-
Derivative financial instruments	28,874	(28,874)	-
Lease receivables and other receivables	-	215,799	215,799
Deferred lease receivables	40,769	(40,769)	-
Accounts receivable	75,036	(75,036)	-
Cash and cash equivalents	635,618	-	635,618
Total current assets	1,154,792	-	1,154,792
Total assets	54,198,024	-	54,198,024
Total net assets attributable to investors	\$ 36,450,058	\$ -	\$ 36,450,058
Liabilities			
<i>Non-current liabilities</i>			
Loans payable	\$ 15,630,289	\$ -	\$ 15,630,289
Lease deposits	309,474	(309,474)	-
Other long-term liabilities		401,278	401,278
Accounts payable	91,804	(91,804)	-
Total non-current liabilities	16,031,567	-	16,031,567
<i>Current liabilities</i>			
Loans payable	1,107,417	-	1,107,417
Other short-term liabilities		608,982	608,982
Lease deposits	89,816	(89,816)	-
Other accounts payable	235,966	(235,966)	-
Accounts payable	283,200	(283,200)	-
Total current liabilities	1,716,399	-	1,716,399
Total	17,747,966	-	17,747,966
Total liabilities and net assets attributable to investors	\$ 54,198,024	\$ -	\$ 54,198,024

Consolidated Statement of Income
(In thousands of pesos)

	For the year ended as of December 31, 2023	Proposed Reclassifications	For the year ended as of December 31, 2023 reclassified
Lease income	\$ 3,814,861	\$ -	\$ 3,814,861
Other operating income	40,224	-	40,224
Investment property operating expenses	(625,114)		(625,114)
Other net operating expenses related to investment properties	51,417	(51,417)	-
Fees and administrative expenses		(420,063)	(420,063)
Fees and miscellaneous expenses	(471,480)	471,480	-
Gain on sale of investment properties	7,629	(7,629)	-
Other expenses, net		(22,920)	(22,920)
Loss on other accounts receivable for the sale of investment properties	(30,549)	30,549	-
Adjustments to the fair value of investment properties, financial assets related to properties and Investments in associates and joint ventures	-	4,556,646	4,556,646
Unrealized income due to the fair value adjustments to investment properties	4,143,540	(4,143,540)	-
Unrealized loss due to the fair value adjustments to loans	377,576	(377,576)	-
Unrealized loss due to the fair value adjustments to financial derivative instruments	(47,790)	47,790	-
Interest, cost of debt and valuation of financial instruments and loans, net	-	(658,174)	(658,174)
Net Exchange loss	-	(2,012)	(2,012)
Net Exchange gain	161,718	(161,718)	-
Exchange loss	(163,730)	163,730	-
Financial income	30,062	(30,062)	-
Financial expenses	(1,018,022)	1,018,022	-
Share in the profits of Investments in held through the equity method	<u>413,106</u>	<u>(413,106)</u>	<u>-</u>
Net income	<u>\$ 6,683,448</u>	<u>\$ -</u>	<u>\$ 6,683,448</u>

If the Transaction takes place, Fibra UNO will evaluate the nature of all concepts, including “*Net assets attributable to investors*” shown in Terrafina’s statement of financial position as of March 31, 2024 and as of December 31, 2023.

Income per CBFI’s: The International Accounting Standards (“IAS”) 33 – *Earnings per share* requires that the information of the earnings per share is presented in the consolidated financial statements of a group (and in the financial statements non-consolidated or separated of Fibra UNO) when this one is in one of these situations:

- Their ordinary CBFI’s or ordinary potential CBFI’s are traded in a public market (either a domestic or foreign stock exchange, or an over-the-counter market, including local and regional markets) or
- That files, or is in the process of filing, its financial statements with a securities commission or other regulatory organization for the purpose of issuing ordinary shares in a public Market.
- Basic income per CBFI was calculated by dividing the period’s income attributable to the controlling interest by the weighted average of CBFI’s with economic rights that amounts to 3,807,2888,235 and 3,779,000,000 CBFI’s as of March 31, 2024 and 2023, respectively, and 3,811,846,177 as of December 31, 2023, and diluted net income per CBFI consider the dilutive events as if they had occurred since the issuance of the CBFI’s with those characteristics and whose weighted average is 5,066,974,585 as

of March 31, 2024 and 2023 and as of December 31, 2023.

The calculation does not consider potential future net income related to real estate in development or additional compensation once certain dates and stabilization objectives are met in regards with those properties. Likewise, as is mentioned in the unaudited consolidated condensed pro forma statement of income and comprehensive income, it is not possible to determine whether income per CBFI will have additional changes as a result of the Transaction.

Acquisition and contribution of the portfolios to the JV Vehicle

After the closing of the Transaction, Fibra UNO's Management will decide if there is a need to continue with certain processes that generate "outputs". However, it considers that they would not be material or relevant. Substantially all of the fair value of the gross assets is concentrated in a group of similar identifiable assets, and therefore, the Transaction will be accounted for as an asset acquisition. Likewise, the consideration for the transfer of the rights to the trusts to the entities that, directly or indirectly, are owners of the real estate assets that would make up the JV Vehicle, will be paid to the entities in the form of participation in the JV Vehicle. The value of the assets contributed by Terrafina and Fibra UNO is clearly identifiable and has been determined based on Management's estimates, which, as we were informed, are supplemented by appraisals obtained from independent experts, and it is estimated to be similar to the value of the adjusted participation that each group will have. Simultaneously, Fibra UNO will contribute only its industrial portfolio to the JV Vehicle, while Terrafina will also contribute its own assets and those of the Jupiter Portfolio (in all cases real estate at fair value) and which will integrate the non-controlling interest of Fibra UNO. Consequently, Fibra UNO will maintain control over a total of 490 stabilized properties (unaudited), plus land under development and assets in the process of stabilization. A summary as of March 31, 2024 is presented below (unaudited):

Market	No. of Pro Forma Properties (unaudited)
Mexico City, Metropolitan Area	66
Monterrey	61
Toluca /Lerma	21
Querétaro	22
Ciudad Juárez	83

Market	No. of Pro Forma Properties (unaudited)
Guadalajara, Metropolitan Area	14
Reynosa/Matamoros	23
Tijuana	33
Saltillo/Ramos Arizpe	47
Puebla	9
Secondary Markets	111
Total as of March 31, 20234	490

In accordance with what was mentioned above, Transaction that will integrate the initial consolidated portfolio, will include the contribution of the trust rights in which the real estate assets of the three business groups are contributed.

Acquisition of the Jupiter Portfolio and Terrafina's net assets

The management of Fibra UNO has carried out the asset concentration test established in IFRS 3 - *Business Combinations* that came into effect on January 1, 2020, to determine the type of contribution transferred to Fibra UNO. Based on its evaluations, Fibra UNO's Management concluded that the entire contribution of Portfolio Jupiter and Terrafina's real estate assets qualify as asset acquisitions as a result of the asset concentration test.

To carry out this test, the following was considered:

- a) Terrafina's total investment properties represent 94% of said entity's assets. In the case of the Jupiter Portfolio, the contribution will exclude the rest of the operating assets and liabilities of the original contributors; that is, cash, accounts receivable and payable, and taxes will remain with the original investor and will not be transferred to Terrafina or the JV Vehicle.
- b) The fair value of the gross assets acquired will include any consideration transferred (plus the fair value of any non-controlling interest and the fair value of any interest previously held), which exceeds the fair value of the identifiable net assets acquired. The fair value of the gross assets acquired can normally be determined as the total obtained by adding the fair value of the consideration transferred (plus the fair value of any non-controlling interest and the fair value of any interest previously held) to the fair value of the liabilities assumed (other than deferred tax liabilities) and then excluding the items identified in subparagraph (a). However, if the fair value of the gross assets acquired is greater than that total, a more precise calculation may sometimes be necessary.
- c) A single identifiable asset will include any asset or group of assets that would be recognized and measured as a single identifiable asset in a business combination.
- d) If a tangible asset is attached to, and cannot be physically removed and used separately from, another tangible asset (or from an underlying asset subject to a lease, as defined in IFRS 16 – *Leases*), without incurring a cost or a significant decrease in profit or fair value for any of the assets (for example, land and buildings), such assets will be considered a single identifiable asset.
- e) When evaluating whether assets are similar, Fibra UNO will consider the nature of each identifiable asset and the risks associated with the managing and creating of results from the assets (i.e., risk characteristics).

Through the acquisition of the Jupiter Portfolio, it is estimated that Terrafina will grant the Initial Investors a minority portion of the TERRA 13 CBFIs in circulation. Because Terrafina is a FIBRA, it does not have an equity structure, but rather net assets in which the holders of the CBFIs participate. In turn, Terrafina and Fibra UNO will receive only trustee rights of the JV Vehicle, which represent the participation of each of the parties in the net assets of the JV Vehicle. It is expected that neither party will receive cash consideration, but rather participation in the JV Vehicle for the contribution of their portfolios. The consideration for the contribution of the portfolios is classified as a share-based payment according to IFRS 2, *Share-based Payments*, which establishes that this payment must be recognized at the fair value of the assets. It is expected that during the negotiations the parties will agree to make the contribution of the portfolios considering the annual NOI of the portfolios of each of the parties involved at a homogeneous *cap rate*. The result of this valuation may differ from the fair value of said assets.

The unaudited consolidated condensed pro forma financial statements include the financial statements of Fibra UNO and subsidiaries, as well as those of Terrafina and the Jupiter Portfolio, which will be under Fibra UNO's control and include all assets and liabilities held by those trusts. The investment properties are recognized at their estimated fair value as of March 31, 2024 and as of December 31, 2023 and the rest of the assets and liabilities are recognized at amortized cost (with the exception of Terrafina's financial debt, which is recognized at fair value).

Pro Forma Financial Debt

It is expected that the JV Vehicle assumes debt denominated in Mexican pesos and U.S. dollars and that is currently held by Fibra UNO and Terrafina and also debt associated with the Jupiter Portfolio conformed by the properties denominated Santín ("Santín Loan" together with the trust rights) and Lerma Park, Tultipark III III, Barrientos, Chiquihuite, Coacalco and Los Reyes ("Jupiter Portfolio Loans"). A summary of Fibra UNO's consolidated pro forma debt in the current financial statements is as follows:

Information as of March 31, 2024

Fibra UNO	Currency	Interest Rate	Maturity	Warranty	Balance (MXN)	Balance (USD)	Balance (UDIS)	Balance in MXN (MXN)
Actinver	MXN	TIIE+1.80%	jun-24	Unsecured	600,000	-	-	600,000
Actinver	MXN	TIIE+2.50%	jun-24	Unsecured	350,000	-	-	350,000
Banamex	MXN	TIIE+0.95%	may-24	Unsecured	1,750,000	-	-	1,750,000
Banamex	MXN	TIIE+0.95%	jun-24	Unsecured	600,000	-	-	600,000
Banamex	USD	SOFR+0.80%	may-24	Unsecured	-	45,000	-	751,644
Banorte	MXN	TIIE+0.83%	abr-24	Unsecured	1,750,000	-	-	1,750,000
Banorte	MXN	TIIE+0.83%	may-24	Unsecured	250,000	-	-	250,000
BOFA	MXN	TIIE+1.00%	ago-24	Unsecured	600,000	-	-	600,000
BBVA	MXN	TIIE+0.87%	sep-24	Unsecured	800,000	-	-	800,000
BBVA	MXN	TIIE+0.87%	sep-24	Unsecured	1,000,000	-	-	1,000,000
BBVA	MXN	TIIE+0.87%	ago-24	Unsecured	200,000	-	-	200,000
BBVA	MXN	TIIE+0.87%	sep-24	Unsecured	1,100,000	-	-	1,100,000
Santander	MXN	TIIE+1.00%	may-24	Unsecured	1,850,000	-	-	1,850,000
Santander	MXN	TIIE+1.00%	may-24	Unsecured	150,000	-	-	150,000
Scotiabank	MXN	TIIE+0.99%	may-24	Unsecured	1,550,000	-	-	1,550,000
Scotiabank	MXN	TIIE+0.99%	may-24	Unsecured	200,000	-	-	200,000
Scotiabank	MXN	TIIE+0.99%	may-24	Unsecured	250,000	-	-	250,000
Metlife (Doña Rosa)	MXN	11.58%	dic-28	Doña Rosa	737,729	-	-	737,729
Syndicated Loan (Titan y Vermont)	USD	SOFR+2.10%	sep-27	Unsecured	-	750,000	-	12,527,400
HSBC (Samara)	MXN	TIIE+2.75%	sep-26	Samara	2,004,220	-	-	2,004,220
Syndicated Loan (Mitikah)	MXN	TIIE+2.85%	nov-28	Mitikah	4,100,000	-	-	4,100,000
Inbursa Loan (Portal Norte)	MXN	TIIE+2.85%	jun-30	Portal Norte	1,200,000	-	-	1,200,000
FUNO 15	MXN	6.99%	jul-25	Unsecured	7,484,414	-	-	7,484,414
FUNO 13U	UDIS	5.09%	nov-28	Unsecured	-	-	425,700	3,455,261
FUNO 16U	UDIS	4.60%	abr-27	Unsecured	-	-	457,878	3,716,441
FUNO 17	MXN	9.20%	nov-27	Unsecured	4,799,600	-	-	4,799,600
FUNO 21X	MXN	8.98%	oct-28	Unsecured	2,900,000	-	-	2,900,000
FUNO 21-2X	MXN	TIIE+0.90%	oct-25	Unsecured	5,200,000	-	-	5,200,000
FUNO 23L	MXN	11.30%	feb-33	Unsecured	4,970,000	-	-	4,970,000

Fibra UNO	Currency	Interest Rate	Maturity	Warranty	Balance (MXN)	Balance (USD)	Balance (UDIS)	Balance in MXN (MXN)
FUNO 23-2L	MXN	TIIE+0.95%	mar-27	Unsecured	1,730,000	-	-	1,730,000
FUNO 23-3L	MXN	TIIE+0.95%	nov-26	Unsecured	1,500,000	-	-	1,500,000
Senior Notes due 2026	USD	5.25%	ene-26	Unsecured	-	761,860	-	12,725,500
Senior Notes due 2030	USD	4.87%	ene-30	Unsecured	-	717,900	-	11,991,227
Senior Notes due 2034	USD	7.38%	feb-34	Unsecured	-	600,000	-	10,021,920
Senior Notes due 2050	USD	6.39%	ene-50	Unsecured	-	808,914	-	13,511,452
Senior Notes due 2044	USD	6.95%	ene-44	Unsecured	-	688,800	-	11,505,164
Subtotal					49,625,96	4,372,474	883,578	129,831,973
Short-term loans								(13,699,852)
Total long-term loans								116,132,121
Transaction costs								(709,242)
Fair value valuation of debt due to derivative hedge accounting								(344,497)
Long-term								115,078,382

Jupiter Portfolio	Currency	Rate	Maturity	Warranty	Balance (MXN)	Balance in MXN (MXN)
Jupiter Credit	MXN	TIIE+1.35%	feb-29	Lerma Park,	1,875,898	1,875,898
Santín Credit	MXN	7.46%	mar-31	Unsecured	601,389	601,9389
Subtotal					2,477,287	2,477,287
Short-term loans						(68,351)
Total long-term loans						2,408,756
Transaction costs						(4,833)
Long-term						2,403,923

Fibra Terrafina	Currency	Rate	Maturity	Warranty	Balance (USD)	Balance in MXN (MXN)
Metlife	USD	4.75%	ene-27		149,774	2,501,700
Nuevo BBVA Term Loan	USD	SOFR+1.70%	jul-27		202,578	3,383,709
Nuevo BBVA RCF	USD	SOFR+1.50%	jul-26		182,708	3,051,815
BBVA Promissory Note 2023	USD	SOFR+0.95%	dic-24		49,925	833,900
Senior Notes due 2029	USD	4.96%	jul-29	Unsecured	485,458	8,108,710
Subtotal					990,800.00	17,879,834
Total short-term						994,526
Total long-term						16,885,308

Short-term portion of pro forma debt
Long-term portion of pro forma debt

\$ 14,762,909
\$ 134,367,613

Information as of December 2023

Fibra UNO	Currency	Interest Rate	Maturity	Warranty	Balance (MXN)	Balance (USD)	Balance (UDIS)	Balance in MXN (MXN)
Actinver	MXN	TIIE+1.80%	jun-24	Unsecured	600,000	-	-	600,000
Banamex	MXN	TIIE+0.95%	may-24	Unsecured	1,750,000	-	-	1,750,000
Banamex	MXN	TIIE+0.95%	jun-24	Unsecured	600,000	-	-	600,000
Banamex	USD	SOFR+0.80%	may-24	Unsecured	-	45,000	-	761,490
Banorte	MXN	TIIE+0.83%	abr-24	Unsecured	1,750,000	-	-	1,750,000
Banorte	MXN	TIIE+0.83%	feb-24	Unsecured	250,000	-	-	250,000
BBVA	MXN	TIIE+0.87%	mar-24	Unsecured	800,000	-	-	800,000
BBVA	MXN	TIIE+0.87%	mar-24	Unsecured	1,000,000	-	-	1,000,000
BBVA	MXN	TIIE+0.87%	feb-24	Unsecured	200,000	-	-	200,000
BBVA	MXN	TIIE+0.87%	mar-24	Unsecured	1,100,000	-	-	1,100,000
Santander	MXN	TIIE+1.00%	feb-24	Unsecured	1,850,000	-	-	1,850,000
Santander	MXN	TIIE+1.00%	feb-24	Unsecured	150,000	-	-	150,000
Scotiabank	MXN	TIIE+0.97%	feb-24	Unsecured	1,550,000	-	-	1,550,000
Scotiabank	MXN	TIIE+0.97%	feb-24	Unsecured	200,000	-	-	200,000
Scotiabank	MXN	TIIE+0.97%	feb-24	Unsecured	250,000	-	-	250,000
Metlife (Doña Rosa)	MXN	11.58%	dic-28	Doña Rosa	738,439	-	-	738,439
Syndicated (Titan y Vermont)	USD	SOFR+2.10%	sep-27	Unsecured	-	720,000	-	12,183,840
HSBC (Samara)	MXN	TIIE+2.75%	sep-26	Samara	2,028,024	-	-	2,028,024
Syndicated Hércules (PIQ)	MXN	TIIE+2.25%	feb-24	Hércules (PIQ)	441,840	-	-	441,840
Syndicated Hércules (La Presa)	MXN	TIIE+2.25%	feb-24	Hércules (La Presa)	117,824	-	-	117,824
Syndicated Loan (Mitikah)	MXN	TIIE+2.85%	nov-28	Mitikah	4,100,000	-	-	4,100,000
Crédito Inbursa (Portal Norte)	MXN	TIIE+2.85%	jun-30	Portal Norte	1,100,000	-	-	1,100,000

Fibra UNO	Currency	Interest Rate	Maturity	Warranty	Balance (MXN)	Balance (USD)	Balance (UDIS)	Balance in MXN (MXN)
FUNO 15	MXN	6.99%	jul-25	Unsecured	7,484,414	-	-	7,484,414
FUNO 13U	UDIS	5.09%	nov-28	Unsecured	-	-	425,700	3,397,768
FUNO 16U	UDIS	4.60%	abr-27	Unsecured	-	-	457,878	3,654,602
FUNO 17	MXN	9.20%	nov-27	Unsecured	4,799,600	-	-	4,799,600
FUNO 21X	MXN	8.98%	oct-28	Unsecured	2,900,000	-	-	2,900,000
FUNO 21-2X	MXN	TIIE+0.90%	oct-25	Unsecured	5,200,000	-	-	5,200,000
FUNO 23L	MXN	11.30%	feb-33	Unsecured	4,970,000	-	-	4,970,000
FUNO 23-2L	MXN	TIIE+0.95%	mar-27	Unsecured	1,730,000	-	-	1,730,000
FUNO 23-3L	MXN	TIIE+0.95%	nov-26	Unsecured	1,500,000	-	-	1,500,000
Senior Notes due 2024	USD	5.25%	dic-24	Unsecured	-	586,600	-	9,926,445
Senior Notes due 2026	USD	5.25%	ene-26	Unsecured	-	761,860	-	12,892,195
Senior Notes due 2030	USD	4.87%	ene-30	Unsecured	-	717,900	-	12,148,304
Senior Notes due 2050	USD	6.39%	ene-50	Unsecured	-	808,914	-	13,688,443
Senior Notes due 2044	USD	6.95%	ene-44	Unsecured	-	688,800	-	11,655,874
Subtotal					49,160,14	4,329,074	883,578	129,469,101
Short-term loans								(23,253,195)
Total long-term loans								106,215,906
Transaction costs								(674,077)
Fair value valuation of debt due to derivative hedge accounting								(239,429)
Long-term								105,302,400

Portfolio Jupiter	Currency	Rate	Maturity	Warranty	Balance (USD)	Balance in MXN (MXN)
Jupiter Credit	MXN	TIIE+2.25%	feb-24	Lerma Park,	1,880,977	1,880,977
Santfín Credit	MXN	7.46%	mar-31	Unsecured	611,911	611,911
Subtotal					2,492,888	2,492,888
Short-term loans						(1,927,940)
Total long-term loans						564,948
Transaction costs						(5,005)
Long-term						559,943

Fibra Terrafina	Currency	Rate	Maturity	Warranty	Balance (USD)	Balance in MXN (MXN)
Metlife	USD	4.75%	ene-27		150,000	2,534,025
Nuevo BBVA Term Loan	USD	SOFR+1.70%	jul-27		203,000	3,428,697
Nuevo BBVA RCF	USD	SOFR+1.50%	jul-26		101,300	1,711,860
BBVA Promissory Note 2023	USD	SOFR+0.95%	dic-24		50,100	846,303
Senior Notes due 2029	USD	4.96%	jul-29	Unsecured	486,400	8,216,821
Subtotal					990,800.00	16,737,706
Total short-term						1,107,417
Total long-term						15,630,289

Short-term portion of pro forma debt	\$ 26,288,552
Long-term portion of pro forma debt	<u>\$ 21,492,632</u>

Likewise, interest payable accrued as of March 31, 2024 and as of December 31, 2023 are shown as accounts payable and accumulated liabilities.

The pro forma financial information considers the calculation of the exchange result and the interests associated with these credits, based on historical figures determined with the current conditions. As mentioned in the pro forma adjustments section, the effects related to restructuring and obtaining new credits have been incorporated. Likewise, the estimated expenses for the exchange of bonds between Fibra UNO and the JV Vehicle that are expected as a result of the contribution and whose effects have been given pro forma effect are included. (See explanation in the proforma adjustments section). This figure does not include possible effects of considerations granted to debt holders for early exchange offers or extension of exchange periods.

Management adjustments and other effects not given pro forma effect

Terrafina and Fibra UNO Internalization Process

During February 2024, Terrafina announced that it would look for options to terminate the management contract it currently has with PLA Administradora Industrial, S. de R.L., de C.V., an entity belonging to the PGIM Real Estate group. The above with the objective of starting a process of internalization of its administration. To date, Terrafina is in the process of obtaining authorization from its governing bodies and defining the mechanism to carry out this process, as well as the costs associated with it. Due to the incipient nature of the project, it is not possible to estimate the costs and effects of internalization in these pro forma financial statements.

On the other hand, Fibra UNO has announced to the market that it will seek the internalization of its administration during the second half of 2024. At this time, Fibra UNO is structuring the appropriate mechanism to carry out this process. It is estimated that, at the next Annual Meeting in April 2024, a report will be submitted on the progress of this plan. Currently, Fibra UNO has not defined the payment method to settle the relationship with its current administrators or the amount thereof. The expense that will be incurred once management is internalized is also unknown. For this reason and given the current conditions, it is not possible to include pro forma adjustments to these financial statements.

Synergies and existing expenses once the structure is executed

Fibra UNO's Management considers it foreseeable and viable that there will be a series of benefits derived from the critical mass and the volume of operations that will be obtained once the contributing parties are combined and the Transaction is completed. However, at this time there are no sufficient or reliable bases to be able to estimate the potential benefit generated by this project. In addition, it is likely that there will also be additional restructuring costs, which have not been quantified to date, in addition to those described in the pro forma adjustments section. Therefore, no adjustments have been incorporated for potential efficiencies or additional expenses once the Transaction is completed.

It is important to mention that Fibra UNO's Management plans to obtain a waiver from its Advisor (non-consolidated related party) so that it does not charge any commission to which it is entitled under the current service contract. Consequently, it has been considered that there will be no acquisition fees or administrative or any other fees or commissions generated with the Fibra Uno Advisor as a result of this Transaction.

Value Added Tax (VAT) and corresponding payment

When transferring ownership of the constructions over the properties that make up the Jupiter Portfolio, a tax on the added value of the properties would be generated that must be paid by the purchaser. The total value of VAT payable is estimated at \$3,196,287 (including VAT for the construction of projects under development). Given that this amount would be settled with own resources, and is intended to be recovered via refund, in the medium term, it is not presented as a pro forma adjustment either.

Additional disclosures related to tax matters

In order to qualify for the tax regime applicable to FIBRAS contemplated in local tax laws, Fibra UNO and Terrafina are required to distribute at least 95% of their tax income to the holders of the CBFIs annually. Consequently, the effects related to the ISR have not been included.

3. **Adjustments to the unaudited consolidated condensed pro forma financial statements as of March 31, 2024 and 2023 and for the year ended December 31, 2023, and for the three-month period and the year ended, respectively:**

Adjustments to the unaudited consolidated condensed pro forma financial statement of financial position

Adjustment 1.- To reflect the costs of the Transaction

As part of the execution of this integration scheme and as a result of the Transaction, Fibra UNO will pay an estimated amount (equivalent to 0.5% of the value of the consolidated industrial portfolio) that amounts to \$500,000 plus VAT for certain expenses directly related to this transaction and which correspond mainly to expenses for advisory services to various consultants and contractual commissions. On the other hand, Fibra UNO's Management estimates that Terrafina will incur expenses in the amount of \$507,329. Finally, the Jupiter Portfolio will generate expenses for this same concept for an approximate amount of \$300,000. Both amounts are applicable as of March 31, 2024 and December 31, 2023.

Considering the proposed international bond exchange scheme between Fibra UNO and the JV Vehicle, it is estimated that expenses related to said process could be incurred and the amount would amount to approximately \$179,326 plus VAT. For the purposes of these pro forma financial statements, the amount has been adjusted against equity and liabilities. As previously mentioned, this figure does not include possible effects of considerations granted to debt holders for early exchange offers or extension of exchange periods. Any potential costs that could be generated by the transfer of debt from Terrafina to the JV Vehicle are also not included.

At the time of transferring ownership of the properties that make up the Jupiter Portfolio in exchange for Terrafina CBFIs, a lien will be generated on the value of the real estate assets. The total value of the ISAI to be paid fluctuates, but it could represent around 2 or 3% of the value of the properties. Likewise, it will be necessary to cover some expenses directly related to the initial deed. Consequently, Terrafina will pay an estimated amount of \$1,129,824 and \$280,351 plus value added tax, respectively. Both amounts must form part of the value of the real estate assets. However, since these assets are presented at their estimated fair value in the attached pro forma information, they would be adjusted back to equity. Consequently, the amount described above is presented as a proposed adjustment directly to accounts payable against equity. Since the seller will obtain CBFIs in exchange for the sale of his properties, the ISAI payment will be made when the titles themselves are liquidated by the original owner, which is applicable in properties in Mexico City and the State of Mexico. Therefore, a portion of the account payable in the amount of \$778,053 has been classified as long-term based on the time of payment of this tax. The above adjustments and reclassifications have been applied to the financial position statement as of March 31, 2024 and December 31, 2023.

In those properties where ISAI is not generated based on the existence of reversion rights, they would be subject to certain future circumstances crystallizing that would give rise to the payment of the tax.

As of March 31, 2024 and as of December 31, 2023, the liability for all transaction costs totals \$2,896,830. Of this amount, it is estimated that \$1,743,728 would be absorbed by the controlling interest and \$1,153,102 by the non-controlling interest.

The costs associated with this adjustment that were classified as short-term amount to \$2,118,777, while \$778,053 correspond to long-term costs.

Adjustment 2.- To reflect the effects in the controlling and non-controlling interest

Because the Jupiter Portfolio will be contributed in exchange for Terrafina CBFIs, the value of said portfolio, which amounts to \$20,095,833, has been reclassified to the line of net assets attributable to investors, for consistency purposes. As previously stated, this accounting would be analyzed if the Transaction is completed. Likewise, the net and comprehensive income of Terrafina and the Jupiter Portfolio was reclassified to the non-controlling interest.

As described in Note 1, the determination of the percentages attributable to the trustee rights of the different contributors to the JV Vehicle is estimated to be carried out based on certain criteria based on the net operating income (NOI) of each real estate portfolio. This has caused differences between the current accounting values of the participation of each of the trustees. Due to this, a reassignment of controlling and non-controlling interest has been made to an amount of \$3,647,210 as of March 31, 2024 and \$3,138,592 as of December 31, 2023 at the level of the unaudited consolidated condensed pro forma statement of financial position.

Adjustment 3.- To reflect the effects of the restructuring of financial debt and the assumption of financial liabilities

After December 31, 2023, new financing was obtained, and various loan restructurings were carried out. These negotiations involved, among other things, the cancellation of a derivative financial instrument, whose value at the end of 2023 was an asset of \$5,586. Likewise, the liabilities that were restructured or replaced meant a reclassification from short to long term for an amount of \$12,521,604. Likewise, there are new credits that amount to a net effect of issuance expenses of approximately \$935,018, which is divided into \$897,996 in the short term and \$37,022 in the long term. Finally, the interest provision was also adjusted downward to consider the conditions of the new loans and restructurings for \$12,150.

Adjustments to the unaudited consolidated condensed pro forma financial statement of income and comprehensive income

Adjustment A.- To reflect the adjustment for the expense related to the property tax and insurance of the Jupiter Portfolio

There are concepts such as property tax and insurance, which usually undergo adjustments once the deeds are registered. These adjustments correspond only to the difference between the amounts estimated in the historical information of the Jupiter Portfolio properties and the expenses planned so that they are added to the FIBRA environment. As of March 31, 2024 and 2023, the amount associated with this adjustment is estimated to be \$4,338 and \$4,784, respectively and \$19,136 for the year ended as of December 31, 2023.

Adjustment B.- To reflect the effects of the non-controlling interest

As a result of what is stated in adjustment 2 to the unaudited consolidated condensed pro forma statement of comprehensive income as of March 31, 2024, it is estimated that reallocations of the controlling and non-controlling portion could be generated within the net income of \$1,997,866 and in the comprehensive income of \$1,883,136. as of March 31, 2023, it is estimated that reallocations of the controlling and non-controlling portion could be generated within the net income of \$3,052,649 and in the comprehensive income of \$1,423,086. For the year ended as of December 31, 2023, it is estimated that reallocations of the controlling and non-controlling portion could be generated within the net income of \$10,758,301 and in the comprehensive income of \$7,921,837.

Adjustment C.- To reflect the effects of the restructuring of financial debt and assumption of liabilities in the results of the period

AS a result of the impacts described above in Adjustment 3, the following adjustments were made:

Pro Forma Financial Information as of March 31, 2024

- a. With respect of the Interest expense at the closing of the first trimester of 2024, this decrease in \$25,211, and the exchange result was modified in \$11,259 as a gain.

Pro Forma Financial Information as of December, 2023

- a. With respect of the Interest expense at the closing of 2023, this increase in \$605,701, and the exchange result was modified in \$74,769 as a gain.

Pro Forma Financial Information as of March, 2023

- b. With respect of the Interest expense at the closing of the first trimester of 2022, this increase in \$128,006, and the exchange result was modified in \$39,273 as a gain.

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