

Offer to Purchase



**Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, exclusively in its capacity as trustee under the Irrevocable Trust Agreement No. 6274,
a Mexican real estate investment trust (“Terrafina”)
Offer to Purchase for Cash Any and All of the Outstanding Securities Listed Below**

Title of Security	CUSIP No.	ISIN	Principal Amount Outstanding	Tender Offer Consideration (per U.S.\$1,000 principal amount)
4.962% Senior Notes due 2029	144A: 17162L AB7 Reg S: P26054 AB5	144A: US17162LAB71 Reg S: USP26054AB59	U.S.\$500,000,000	U.S.\$1,028.95

The Tender Offer (as defined below) for the 4.962% Senior Notes due 2029 (the “Securities”) issued by Banco Actinver, S.A., Institución de Banca Múltiple, Grupo Financiero Actinver, División Fiduciaria, exclusively in its capacity as trustee under the Irrevocable Trust Agreement No. 6274 (formerly, Irrevocable Trust Agreement F/00939), a Mexican real estate investment trust (“Terrafina,” the “Trust” or “we”) will expire at 5:00 p.m., New York City time, on January 12, 2026 or any other date and time to which the Trust extends the Tender Offer (such date and time, as it may be extended with respect to the Tender Offer, the “Expiration Date”), unless earlier terminated.

To be eligible to receive the Tender Offer Consideration (as defined below) and the Accrued Interest (as defined below), Holders (as defined below) must validly tender, and not validly withdraw, their Securities at or before the Expiration Date.

Tendered Securities may be withdrawn at any time prior to the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer (the “Withdrawal Deadline”). Securities may also be validly withdrawn if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement.

The Tender Offer is subject to the satisfaction of the General Conditions (as defined herein) and the Financing Condition (as defined below), as set forth under the heading “Terms of the Tender Offer—Conditions of the Tender Offer.”

This Offer to Purchase (the “Offer to Purchase”) contains important information that should be read before any decision is made with respect to the Tender Offer. In particular, see “Risk Factors” beginning on page 4 of this Offer to Purchase for a discussion of certain factors you should consider in connection with the Tender Offer.

Neither the U.S. Securities and Exchange Commission, any U.S. state securities commission nor any regulatory authority of any other country has approved or disapproved of the Tender Offer, passed upon the merits or fairness of the Tender Offer or passed upon the adequacy or accuracy of the disclosure in this Offer to Purchase. Any representation to the contrary is a criminal offense.

NONE OF THE TRUST, ITS MANAGER, THE MEMBERS OF ITS TECHNICAL COMMITTEE, THE DEALER MANAGERS, THE TENDER AND INFORMATION AGENT (EACH AS DEFINED BELOW) OR THE TRUSTEE WITH RESPECT TO THE SECURITIES OR ANY OF THEIR RESPECTIVE AFFILIATES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO THE TENDER OFFER, AND NEITHER THE TRUST NOR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO PARTICIPATE IN THE TENDER OFFER, AND, IF SO, THE PRINCIPAL AMOUNT OF SECURITIES TO TENDER.

THE SECURITIES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE NATIONAL SECURITIES REGISTRY (REGISTRO NACIONAL DE VALORES, OR “RNV”) MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, OR “CNBV”), AND MAY NOT BE SUBJECT TO A PUBLIC OFFERING (INCLUDING AN OFFER TO PURCHASE) IN MEXICO, EXCEPT THAT AN OFFERING MAY BE MADE TO INSTITUTIONAL OR QUALIFIED INVESTORS IN MEXICO PURSUANT TO ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES) AND REGULATIONS THEREUNDER. THIS OFFER TO PURCHASE IS EXCLUSIVELY OUR RESPONSIBILITY AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV, AND MAY NOT BE PUBLICLY DISTRIBUTED IN MEXICO.

The Dealer Managers for the Tender Offer are:

BBVA

BofA Securities

J.P. Morgan

Scotiabank

January 6, 2026

Upon the terms and subject to the General Conditions and the Financing Condition, of the offer to purchase described in this Offer to Purchase, the Trust hereby offers to purchase for cash any and all of the Securities. The offer to purchase the Securities is referred to herein as the “Tender Offer.” For more information regarding the procedures for tendering your Securities, see “Terms of the Tender Offer—Procedures for Tendering.”

There is no letter of transmittal related to the Tender Offer.

The Tender Offer is subject to the satisfaction or waiver of a number of conditions, including (i) the receipt by the Trust’s parent, FIBRA Prologis, of proceeds from a proposed separate issuance of debt securities (the “FIBRA Prologis Notes”) on terms satisfactory to FIBRA Prologis, in its sole discretion (the “FIBRA Prologis Notes Issuance”), generating net proceeds that will be contributed to the Trust in an amount that is sufficient, together with available cash at the Trust, to effect the repurchase of the Securities validly tendered and accepted for purchase pursuant to the Tender Offer, including the payment of any premiums, Accrued Interest and costs and expenses incurred in connection therewith (the “Financing Condition”) and (ii) the General Conditions, as described under the heading “Terms of the Tender Offer—Conditions of the Tender Offer.” The Trust reserves the right, in its sole discretion, to waive any and all conditions of the Tender Offer, including the General Conditions and the Financing Condition, at or prior to the Expiration Date. The FIBRA Prologis Notes Issuance will be made solely by means of an offering memorandum relating to that offering, and this Offer to Purchase does not constitute an offer to sell or a solicitation of an offer to buy any securities or other financial instruments which may be issued or otherwise incurred in connection with the FIBRA Prologis Notes Issuance.

The Tender Offer is open to all holders of the Securities (individually, a “Holder,” and collectively, the “Holders”). Holders must tender their Securities in accordance with the procedures set forth under “The Terms of the Tender Offer—Procedures for Tendering.”

All of the Securities are held in book-entry form through the facilities of The Depository Trust Company (“DTC”). If a Holder desires to tender Securities through DTC, the Holder must transfer such Securities through DTC’s Automated Tender Offer Program (“ATOP”), for which the transaction will be eligible, or deliver to the D.F. King & Co., Inc. (the “Tender and Information Agent”) a properly completed Notice of Guaranteed Delivery (the “Notice of Guaranteed Delivery”), if applicable, and deliver the tendered Securities by book-entry transfer. Upon receipt of your acceptance through ATOP, DTC will verify the acceptance and send an Agent’s Message (as defined below) to the Tender and Information Agent for its acceptance. If you hold Securities through a broker, dealer, commercial bank, trust company or other nominee, you should contact such custodian or nominee if you wish to tender your Securities.

In this Offer to Purchase, the Trust has used the convention of referring to all Securities that have been validly tendered and not validly withdrawn as having been “validly tendered.”

If by the Expiration Date, the conditions to the Tender Offer have been satisfied or waived, we will, after the Expiration Date, accept for purchase all Securities validly tendered. We will pay the Tender Offer Consideration and the Accrued Interest for the Securities accepted for purchase promptly following the Expiration Date (the “Settlement Date”), which is expected to be three business days after the Expiration Date. The amount we will pay on the Settlement Date for the Securities accepted for purchase will be the sum of (i) the Tender Offer Consideration plus (ii) the accrued and unpaid interest on the Securities from the last interest payment date preceding the Settlement Date to, but not including, the Settlement Date (“Accrued Interest”). As part of this Offer to Purchase, we have agreed, subject to the same exceptions and limitations set forth in the indenture related to the Securities (the “Indenture”) and disclosed in the offering memorandum related to the Securities, to pay to the holders Additional Amounts (as such term is defined in the Indenture) in respect of any Taxes (as such term is defined in the Indenture) that we are required to withhold or deduct in connection with any payments under the Securities (including gains derived from the sale of the Securities pursuant to the Tender Offer that are treated as interest) so that the net amount received by any Holder of the Securities will not be less than the amount such Holder would have received if such Taxes had not been withheld or deducted.

If you validly tender your Securities prior to the Expiration Date, you may validly withdraw your tendered Securities at any time prior to the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer, by following the procedures described in this Offer to

Purchase and the Notice of Guaranteed Delivery. Securities may also be validly withdrawn by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement. After the Withdrawal Deadline, you may not withdraw your Securities unless the Trust amends the Tender Offer, in which case withdrawal rights may be extended as the Trust determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Trust, in its sole discretion, may extend the Expiration Date for any purpose. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

Any questions or requests for assistance concerning the Tender Offer may be directed to the Dealer Managers at their respective addresses and telephone numbers set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase or any other documents may be directed to the Tender and Information Agent at the address and telephone numbers set forth on the back cover of this Offer to Purchase.

See “Certain Tax Considerations” for a discussion of Mexican and U.S. federal income tax considerations that should be considered in evaluating the Tender Offer.

If you do not tender your Securities, they will remain outstanding immediately following the Tender Offer. If the Trust consummates the Tender Offer, the trading market for your outstanding Securities may be significantly more limited. For a discussion of this and certain other matters to be considered in connection with the Tender Offer, see “Risk Factors.”

The Tender Offer may be terminated or withdrawn, subject to applicable law. The Trust reserves the right, subject to applicable law, to (i) waive or modify any and all conditions, including the General Conditions and the Financing Condition, to the Tender Offer, (ii) extend or terminate the Tender Offer, or (iii) otherwise amend the Tender Offer in any respect. In the event of the termination of the Tender Offer, the Securities tendered pursuant to the Tender Offer will be promptly returned to the tendering Holders.

If the Trust makes a material change in the terms of the Tender Offer or waives a material condition of the Tender Offer, the Trust will disseminate additional materials related to the Tender Offer and extend the Tender Offer to the extent required by law. In addition, the Trust may, if it deems appropriate, extend the Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof following the Expiration Date. Without limiting the manner in which the Trust may choose to make a public announcement of any extension, amendment or termination of the Tender Offer, the Trust will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release.

IMPORTANT DATES

You should take note of the following dates in connection with the Tender Offer:

Date	Calendar Date and Time	Event
Commencement Date	January 6, 2026.	The commencement date of the Tender Offer.
Expiration Date	5:00 p.m., New York City time, on January 12, 2026, unless extended or earlier terminated by the Trust.	The last time and day for you to tender Securities pursuant to the Tender Offer.
Withdrawal Deadline	At any time prior to the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10 th business day after the commencement of the Tender Offer, by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery.	The last time and day for you to validly withdraw tenders of the Securities, provided that Securities may also be validly withdrawn by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement.
Guaranteed Delivery Date	Tendered Securities that are tendered prior to or at the Expiration Date and delivered pursuant to the guaranteed delivery procedures described in this Offer to Purchase must be provided no later than 5:00 p.m., New York City time, on the second business day following the Expiration Date (the “ <u>Guaranteed Delivery Date</u> ”).	The deadline for Holders to deliver Securities pursuant to the guaranteed delivery procedures.
Settlement Date	A date promptly after the Expiration Date when the Trust makes payment in same- day funds for all of the Securities tendered prior to or at the Expiration Date, including those delivered pursuant to the guaranteed delivery procedures described in this Offer to Purchase, and accepted for purchase pursuant to the Tender Offer. It is expected that the Settlement Date will be on or around January 15, 2026, the third business day after the Expiration Date.	The date for payment of the Tender Offer Consideration plus Accrued Interest with respect to your Securities that you validly tendered prior to or at the Expiration Date and that are accepted for purchase.

IMPORTANT INFORMATION

You should read this Offer to Purchase and the related Notice of Guaranteed Delivery, if applicable, carefully before making a decision to tender your Securities.

The Trust has not filed this document with, and it has not been reviewed by, any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of this document, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Only registered Holders are entitled to tender Securities pursuant to the Tender Offer. A beneficial owner of Securities that are held of record by a custodian bank, broker, dealer, commercial bank, trust company or other nominee must contact the nominee and request that such nominee tender such Securities on the beneficial owner's behalf prior to the Expiration Date, in order to receive the Tender Offer Consideration for such Securities. Beneficial owners should be aware that their custodian bank, broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadline for participation in the Tender Offer. Accordingly, beneficial owners wishing to participate in the Tender Offer should contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the time by which such owner must take action in order to so participate.

All of the Securities are registered in the name of Cede & Co., the nominee of DTC. Because only registered Holders may tender Securities, beneficial owners of Securities must instruct the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds Securities on their behalf to tender Securities on such beneficial owners' behalf. DTC has authorized DTC participants that hold Securities on behalf of beneficial owners of Securities through DTC to tender their Securities as if they were Holders. To tender Securities, a Holder must transfer such Securities through ATOP or deliver to the Tender and Information Agent a properly completed Notice of Guaranteed Delivery, if applicable, and deliver the tendered Securities by book-entry transfer to the Tender and Information Agent. See "Terms of the Tender Offer—Procedures for Tendering." Tendering Holders will not be required to pay brokerage fees or commissions to BBVA Securities Inc., BofA Securities, Inc., J.P. Morgan Securities LLC or Scotia Capital (USA) Inc. (the "Dealer Managers"), the Trust or the Tender and Information Agent.

Requests for additional copies of this Offer to Purchase, the Notice of Guaranteed Delivery and requests for assistance relating to the procedures for tendering Securities may be directed to the Tender and Information Agent at its address and telephone numbers on the back cover page of this Offer to Purchase. Requests for assistance relating to the terms and conditions of the Tender Offer may be directed to the Dealer Managers at their respective addresses and telephone numbers on the back cover page of this Offer to Purchase. Beneficial owners may also contact their custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance regarding the Tender Offer.

This Offer to Purchase contains important information that should be read before any decision is made with respect to the Tender Offer, including under the heading "Risk Factors" in this Offer to Purchase.

This Offer to Purchase does not constitute an offer to purchase, or the solicitation of an offer to sell, securities in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities or blue sky laws. The delivery of this Offer to Purchase shall not under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in the affairs of the Trust since the date hereof.

No dealer, salesperson or other person has been authorized to give any information or to make any representations with respect to the Tender Offer other than the information and representations contained in this Offer to Purchase and the Notice of Guaranteed Delivery, and, if given or made, such information or representations must not be relied upon as having been authorized.

Following consummation of the Tender Offer, the Trust currently intends to redeem any Securities that remain outstanding pursuant to and in accordance with the terms of the Indenture, but the Trust is not obligated to do so and ultimately may decide not to redeem any remaining Securities. Alternatively, the Trust or its affiliates may

from time to time, after completion of the Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders than the terms of the Tender Offer. Any future redemptions or purchases by the Trust or its affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Trust or its affiliates may choose to pursue in the future.

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ENFORCEMENT OF JUDGMENTS

We are a real estate investment trust (*fideicomiso de inversión en bienes raíces*, or “FIBRA”) formed under the laws of Mexico for Mexican federal income tax purposes. Most of the members of our Technical Committee (the governing body of the Trust) and the directors and officers of our manager Prologis Property México, S.A. de C.V. (the “Manager”) reside in Mexico, and all or a significant portion of the assets of such persons are located in Mexico. Furthermore, all of our assets are located in Mexico. As a result, it may not be possible for investors to effect service of process within the United States or in any other jurisdiction outside Mexico upon such persons or us or to enforce against them or us in courts of any jurisdiction outside Mexico judgments predicated upon the civil liability provisions of the federal securities laws of the United States. There is doubt as to the enforceability, in original actions in Mexican courts or in original actions or actions for enforcement of judgments obtained in courts of jurisdictions outside of Mexico, of civil liabilities under the laws of any jurisdiction outside of Mexico, including any judgment predicated solely upon the federal and state securities laws of the United States. We have been advised by our special Mexican counsel that no treaty is currently in effect between the United States and Mexico that covers the reciprocal enforcement of foreign judgments. In the past, Mexican courts have enforced judgments rendered in the United States by virtue of the legal principles of reciprocity and comity, consisting of the review in Mexico of the United States judgment in order to ascertain, among other matters, whether Mexican legal principles of due process and public policy (*orden público*) have been complied with, without reviewing the merits of the subject matter of the case.

CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

This Offer to Purchase contains forward-looking statements. Statements that are not historical facts, including statements about our strategy, plans, objectives, assumptions, prospects, beliefs and expectations, are forward-looking statements. Words such as “aim,” “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “goals,” “guidance,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “target,” “seek,” “should,” “strategy,” “would,” “will” and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements are not guarantees of future performance and therefore you should not place undue reliance on them. By their very nature, forward-looking statements involve inherent risks and uncertainties. Actual results could differ materially and adversely from those expressed or implied by the forward-looking statements as a result of various factors, many of which are beyond our control, including but not limited to:

- competition in our industry and markets;
- availability of attractive properties;
- our ability to execute our business and investment strategy;
- our ability to maintain or increase our rents and occupancy rates;
- the performance and financial condition of our tenants;
- our ability to successfully engage in strategic acquisitions and divestments of properties;
- our ability to obtain returns from our projects similar or comparable to those obtained in the past in Mexico;
- our ability to successfully expand into new markets in Mexico and asset types;
- our ability to successfully engage in property development;
- our ability to lease or sell any of our properties;
- economic trends in the industries or the markets in which we operate;
- general market, economic and political conditions in Mexico, the United States or other countries, including the effect of any economic slowdown or crisis on the global credit markets and any changes in policies or relationships with respect to such countries;
- the effect of changes in accounting principles, intervention by regulatory authorities, government directives and monetary or fiscal policy in Mexico;
- our ability to obtain necessary third-party financing on favorable terms or at all;
- changes in interest rates, exchange rates or the rate of inflation;
- the amount and yield of any investments;
- changes in perceptions regarding the safety, convenience or attractiveness of the regions where our properties are located;
- substantial depreciation of our properties;

- obstacles to commerce, including tariffs or import taxes and changes to the existing commercial policies, and changes to or withdrawal from free trade agreements, including the United States-Mexico-Canada Agreement, of which Mexico is a member that might negatively affect our current or potential clients or Mexico in general;
- our ability to generate sufficient cash flows to satisfy any future debt service obligations;
- the terms of laws and government regulations that affect us and interpretations of those laws and regulations, including the establishment of rent controls, changes in tax laws and regulations affecting FIBRAs, changes in environmental, real estate and zoning laws and increases in real property tax rates or taxes applicable to rent payments; and
- our ability to maintain our qualification as a FIBRA.

There may be other risks and uncertainties that may cause actual results to differ materially from those in forward-looking statements. We cannot assure you that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on our results of operations or financial condition.

In any event, these statements speak only as of the date of this Offer to Purchase, and we do not undertake any obligation to update or revise any of them as a result of new information, future events or otherwise.

SUMMARY

The following summary is provided solely for the convenience of Holders. This summary is not intended to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the information appearing elsewhere in this Offer to Purchase or any amendments or supplements hereto. Each undefined capitalized term used in this Summary has the meaning set forth elsewhere in this Offer to Purchase. Before tendering any Securities, you should read carefully this Offer to Purchase and the Notice of Guaranteed Delivery.

The Securities The Securities for which the Tender Offer is being made, the CUSIP numbers and ISINs therefor and the principal amount outstanding are set forth in the table below:

Title of Security	CUSIP No.	ISIN	Principal Amount Outstanding
4.962% Senior Notes due 2029	144A: 17162L AB7 Reg S: P26054 AB5	144A: US17162LAB71 Reg S: USP26054AB59	U.S.\$500,000,000

The Tender Offer Upon the terms and subject to the conditions set forth in this Offer to Purchase, including the General Conditions and the Financing Condition and the Notice of Guaranteed Delivery, the Trust is offering to purchase for cash any and all of the outstanding Securities.

Purpose of the Tender Offer The principal purpose of the Tender Offer is to acquire the Securities for liability management purposes. Securities purchased in the Tender Offer will be retired and cancelled.

Source of Funds The Trust will use all or a portion of the net proceeds from the FIBRA Prologis Notes Issuance, which will be contributed to the Trust, together with available cash, to pay the Tender Offer Consideration to all Holders of Securities validly tendered and accepted for purchase by the Trust pursuant to the Tender Offer, plus Accrued Interest, and costs and expenses incurred in connection therewith.

Tender Offer Consideration The Tender Offer Consideration for each U.S.\$1,000 principal amount of the Securities validly tendered and accepted for purchase pursuant to the Tender Offer is set forth on the cover page of this Offer to Purchase (the “Tender Offer Consideration”).

Expiration Date The Tender Offer will expire at 5:00 p.m., New York City time, on January 12, 2026, unless extended or earlier terminated.

Guaranteed Delivery Date Tendered Securities that are tendered prior to or at the Expiration Date and delivered pursuant to the guaranteed delivery procedures described in this Offer to Purchase must be provided no later than 5:00 p.m., New York City time, on the second business day following the Expiration Date.

Settlement Date The Settlement Date will occur promptly after the Expiration Date. It is anticipated that the Settlement Date will be on or around January 15, 2026, the third business day following the Expiration Date. In respect of accepted Securities that are delivered pursuant to the guaranteed delivery procedures described in this Offer to Purchase, the Trust expects the payment date for such Securities to occur on the Settlement Date.

Tender Deadlines for Securities Held Through Third Parties.....	If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline for accepting the Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline.
Withdrawal Rights.....	<p>Tendered Securities may be withdrawn at any time prior to the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer, by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery. Securities may also be validly withdrawn by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement.</p> <p>To validly withdraw Securities from the Tender Offer, Holders must deliver a written or facsimile notice of withdrawal or a Request Message (as defined below), with the required information (as set forth below under “The Terms of the Tender Offer—Withdrawal of Tenders”) prior to or at the Withdrawal Deadline.</p>
Settlement of Accepted Securities	Payment of the Tender Offer Consideration plus Accrued Interest with respect to the Securities that are validly tendered prior to or at the Expiration Date and that are accepted for purchase will be made on the Settlement Date.
How to Tender Securities	See “Terms of the Tender Offer—Procedures for Tendering.” For further information, call the Tender and Information Agent at its telephone numbers set forth on the back cover of this Offer to Purchase or consult your custodian bank, broker, dealer, commercial bank, trust company or other nominee for assistance.
Extension; Amendment; Termination; and Conditions of the Tender Offer.....	<p>The obligation of the Trust to accept and pay for Securities in the Tender Offer is subject to the satisfaction or waiver of a number of conditions, including the General Conditions and the Financing Condition, set forth in “The Terms of the Tender Offer—Conditions of the Tender Offer.”</p> <p>Subject to applicable law, the Trust expressly reserves the right, in its sole discretion, to amend, extend or terminate the Tender Offer with regard to the Securities. If the Tender Offer is terminated at any time, the Securities will be promptly returned to the tendering Holders.</p>
Untendered or Unpurchased Securities ..	The Trust will return any tendered Securities that it does not accept for purchase to the tendering Holder without expense to the tendering Holder. Securities not tendered or otherwise not purchased pursuant to the Tender Offer will remain outstanding. If the Tender Offer is consummated, the aggregate principal amount of Securities that is outstanding will be reduced. This may adversely affect the liquidity of and, consequently, the market price for the Securities that remain outstanding after consummation of the Tender Offer. See “Risk Factors.”

Other Purchases of Securities	Following consummation of the Tender Offer, the Trust currently intends to redeem any Securities that remain outstanding pursuant to and in accordance with the terms of the Indenture, but the Trust is not obligated to do so and ultimately may decide not to redeem any remaining Securities. Alternatively, the Trust or its affiliates may from time to time, after completion of the Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders than the terms of the Tender Offer. Any future redemptions or purchases by the Trust or its affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Trust or its affiliates may choose to pursue in the future.
Certain Tax Considerations	For a discussion of certain Mexican and U.S. federal income tax considerations of the Tender Offer applicable to Holders, see “Certain Tax Considerations.”
Dealer Managers.....	BBVA Securities Inc., BofA Securities, Inc., J.P. Morgan Securities LLC and Scotia Capital (USA) Inc. are serving as Dealer Managers in connection with the Tender Offer. The Dealer Managers’ contact information appears on the back cover page of this Offer to Purchase.
Tender and Information Agent	D.F. King & Co., Inc. is serving as Tender and Information Agent in connection with the Tender Offer. Requests for additional copies of this Offer to Purchase should be directed to the Tender and Information Agent using the contact information appearing on the back cover page of this Offer to Purchase.
Brokerage Commissions.....	No brokerage commissions are payable by Holders to the Trust, the Dealer Managers or the Tender and Information Agent.
Governing Law.....	The Offer to Purchase, the Notice of Guaranteed Delivery, the Tender Offer, each Agent’s Message and any purchase of Securities pursuant to the Tender Offer shall be governed by and construed in accordance with the laws of the state of New York.

RISK FACTORS

In deciding whether to participate in the Tender Offer, each Holder should consider carefully, in addition to the other information contained in this Offer to Purchase, the following risk factors:

There may be a more limited trading market for the Securities following the consummation of the Tender Offer.

Quotations for securities that are not widely traded, such as the Securities, may differ from actual trading prices and should be viewed only as approximations. Holders are urged to contact their brokers with respect to current information regarding the Securities. To the extent that Securities are tendered and accepted in the Tender Offer, any existing trading market for the remaining Securities may become more limited. The Trust currently intends to retire and cancel the Securities it purchases in the Tender Offer. Consequently, the liquidity, market value and price volatility of Securities that remain outstanding following the consummation of the Tender Offer may be adversely affected. Holders of unpurchased Securities may attempt to obtain quotations for the Securities from their brokers; however, there can be no assurance that any trading market will exist for the Securities following consummation of the Tender Offer. The extent of the market for the Securities following consummation of the Tender Offer will depend upon the number of holders remaining at such time, the interest in maintaining a market in such Securities on the part of Securities firms and other factors.

There are limits on your ability to withdraw tendered Securities.

Tendered Securities may be withdrawn at any time at or prior to the Withdrawal Deadline, which shall be the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer. Securities may also be validly withdrawn if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement.

Holders of Securities who tender their Securities may not withdraw their tendered Securities other than in accordance with the above.

The consummation of the Tender Offer is subject to certain conditions.

Notwithstanding any other provision of the Tender Offer, the Trust will not be obligated to accept for purchase, and pay for, validly tendered Securities pursuant to the Tender Offer if the Financing Condition or the General Conditions have not been satisfied or waived. In addition, subject to applicable law, the Trust may terminate the Tender Offer at any time prior to the Expiration Date. There can be no assurance that such conditions will be met or waived, that the Trust will not terminate the Tender Offer or that, in the event that the Tender Offer is not consummated, the market value and liquidity of the Securities will not be materially adversely affected. The Tender Offer is not conditioned upon any minimum amount of securities being tendered.

Holders are responsible for complying with the procedures for participating in the Tender Offer.

Holders are responsible for complying with all of the procedures for tendering their Securities. Holders who wish to tender their Securities for purchase should allow sufficient time for timely completion of the relevant submission procedures. None of the Trust, the Dealer Managers or the Tender and Information Agent (or any of their respective directors, employees or affiliates) assumes any responsibility for informing Holders of irregularities with respect to any such Holder's Tender Instruction or for notifying the Holder of any failure to follow the proper procedure.

If Securities are held through a broker, dealer, commercial bank, trust company or other nominee, such entity may require the relevant Holder to take action with respect to the Tender Offer a number of days before the Expiration Date in order for such entity to tender for purchase the Securities on the relevant Holder's behalf on or prior to the Expiration Date.

No recommendation is being made with respect to the Tender Offer.

None of the Trust, its Manager, the members of its Technical Committee, the Dealer Managers, the Tender and Information Agent or the trustee with respect to the Securities or any of their respective affiliates makes any recommendation to any Holder whether to tender or refrain from tendering any or all of such Holder's Securities or how much they should tender, and none of them has authorized any person to make any such recommendation. Holders are urged to evaluate carefully all information in this Offer to Purchase, consult their own investment and tax advisors and make their own decisions with respect to the Tender Offer.

The consideration offered for the Securities does not reflect any independent valuation of the Securities and does not take into account events or changes in financial markets (including interest rates) after the commencement of the Tender Offer. The Trust has not obtained or requested a fairness opinion from any banking or other firm as to the fairness of the consideration offered for the Securities. If you tender your Securities, you may or may not receive as much or more value than if you choose to keep them.

Securities not purchased in the Tender Offer will remain outstanding.

Securities not tendered or purchased in the Tender Offer will remain outstanding. The terms and conditions governing the Securities, including the covenants and other protective provisions contained in the instruments governing the Securities, will remain unchanged. No amendments to these documents are being sought.

Following consummation of the Tender Offer, the Trust currently intends to redeem any Securities that remain outstanding pursuant to and in accordance with the terms of the Indenture, but the Trust is not obligated to do so and ultimately may decide not to redeem any remaining Securities. Alternatively, the Trust or its affiliates may from time to time, after completion of the Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders than the terms of the Tender Offer. Any future redemptions or purchases by the Trust or its affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) the Trust or its affiliates may choose to pursue in the future.

Holders should consult their own tax, accounting, financial and legal advisers before participating in the Tender Offer.

Holders are liable for their own taxes (other than certain transfer taxes) and have no recourse to the Trust, its affiliates, the Dealer Managers, the Tender and Information Agent or the trustee for the Securities with respect to taxes (other than certain transfer taxes) arising in connection with the Tender Offer. Holders should consult their own tax, accounting, financial and legal advisers as they may deem appropriate regarding the suitability to themselves of the tax, accounting, financial and legal consequences of participating or declining to participate in the Tender Offer. In particular, due to the number of different jurisdictions where tax laws may apply to a Holder, this Offer to Purchase does not discuss all tax consequences for Holders arising from the purchase by the Trust of the Securities. Holders are urged to consult their own professional advisers regarding the possible tax consequences under the laws of the jurisdictions that apply to them. See "Certain Tax Considerations" for a discussion of certain Mexican and U.S. federal income tax considerations of the Tender Offer applicable to Holders.

CORPORATE INFORMATION

We are a Mexican real estate investment trust (*fideicomiso de inversión en bienes raíces*, or “FIBRA”) for Mexican federal income tax purposes. Our principal executive offices are located at Paseo de los Tamarindos 90, Torre 2, 22nd Floor, Bosques de las Lomas, C.P. 05120, CDMX, México. We are required periodically to furnish certain information, including quarterly and annual reports, to the CNBV and the Mexican Stock Exchange (“BMV”), which are available in Spanish for inspection through the BMV’s website at www.bmv.com.mx. Such information is not incorporated by reference into this Offer to Purchase. Our telephone number is +52 55 1105 2955. Information on our website is not incorporated into this Offer to Purchase and should not be relied upon in determining whether to tender Securities.

PURPOSE OF THE TENDER OFFER

The principal purpose of the Tender Offer is to acquire the Securities for liability management purposes. Securities purchased in the Tender Offer will be retired and cancelled.

TERMS OF THE TENDER OFFER

General

Upon the terms and subject to the conditions, including the General Conditions and the Financing Condition, of the offer to purchase described in this Offer to Purchase and the Notice of Guaranteed Delivery, and any amendments or supplements to the foregoing, the Trust hereby offers to purchase for cash any and all of the Securities. The Tender Offer Consideration per U.S.\$1,000 principal amount of Securities validly tendered and accepted for purchase pursuant to the Tender Offer is discussed below under “—Tender Offer Consideration.” In addition to the Tender Offer Consideration, the Trust will pay Accrued Interest and Additional Amounts, if any, on purchased Securities from the last interest payment date up to, but not including, the Settlement Date. Under no circumstances will any interest be payable because of any delay in the transmission of funds to Holders by DTC.

The Tender Offer is open to all registered Holders. The Trust’s obligation to accept for purchase and to pay for Securities in the Tender Offer is subject to the satisfaction or waiver of the General Conditions and Financing Condition discussed below under “—Conditions of the Tender Offer.”

The Tender Offer commenced on January 6, 2026 and will expire on the Expiration Date. No tenders of Securities will be valid if submitted after the Expiration Date. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for accepting such Securities. You should promptly contact the custodian bank, broker, dealer, commercial bank, trust company or other nominee that holds your Securities to determine its deadline or deadlines.

If you validly tender your Securities prior to the Expiration Date for your tendered Securities, you may validly withdraw your tendered Securities at any time prior to the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer, by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery. Securities may also be validly withdrawn by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement. After the Withdrawal Deadline, you may not withdraw your Securities, unless the Trust amends the Tender Offer, in which case withdrawal rights may be extended as the Trust determines, to the extent required by law, appropriate to allow tendering Holders a reasonable opportunity to respond to such amendment. The Trust, in its sole discretion, may extend a Withdrawal Deadline for any purpose. If a custodian bank, broker, dealer, commercial bank, trust company or other nominee holds your Securities, such nominee may have an earlier deadline or deadlines for receiving instructions to withdraw tendered Securities.

The Tender Offer may be terminated or withdrawn, subject to compliance with applicable law. The Trust reserves the right, subject to applicable law, to (i) waive any and all conditions, including the General Conditions and the Financing Condition, to the Tender Offer, (ii) extend or terminate the Tender Offer, or (iii) otherwise amend the Tender Offer in any respect.

If the Trust makes a material change in the terms of the Tender Offer or waives a material condition of the Tender Offer, the Trust will disseminate additional materials related to the Tender Offer and extend the Tender Offer to the extent required by law. In addition, the Trust may, if it deems appropriate, extend the Tender Offer for any other reason. Any extension, amendment or termination will be followed promptly by public announcement thereof as soon as practical. The announcement in the case of an extension of the Tender Offer will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled Expiration Date. Without limiting the manner in which the Trust may choose to make a public announcement of any extension, amendment or termination of the Tender Offer, the Trust will not be obligated to publish, advertise or otherwise communicate any such public announcement, other than by making a timely press release, as applicable. For additional information, see “—Extension, Amendment or Termination of the Tender Offer.”

None of the Trust, its Manager, the members of its Technical Committee, the Dealer Managers, the Tender and Information Agent or the trustee with respect to the Securities or any of their respective affiliates is making any recommendation as to whether Holders should tender any Securities in response to the Tender Offer, and neither the Trust nor any such other person has authorized any person to make any such

recommendation. Holders must make their own decision as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

Tender Offer Consideration

Subject to the terms and conditions described in this Offer to Purchase, including the General Conditions and the Financing Condition, a Holder will receive U.S.\$1,028.95 per U.S.\$1,000 principal amount of Securities validly tendered prior to or at the Expiration Date and accepted for purchase, plus Accrued Interest and Additional Amounts, if any.

Expiration Date; Extensions; Amendments

The Expiration Date is 5:00 p.m., New York City time, on January 12, 2026, unless extended, in which case the Expiration Date for the Tender Offer will be such date and time to which the Expiration Date is extended. The Trust, in its sole discretion, may extend the Expiration Date or otherwise amend the Tender Offer for any purpose, including to permit the satisfaction or waiver of any or all conditions, including the General Conditions and the Financing Condition, to the Tender Offer. To amend the Tender Offer, the Trust will notify the Tender and Information Agent and will promptly make a public announcement thereof. In the case of an extension of the Expiration Date, an announcement will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled Expiration Date. Such announcement will specify whether the Trust is extending the Tender Offer for a specified period or on a daily basis. Without limiting the manner in which any public announcement may be made, the Trust shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by issuing a press release or utilizing such other means of announcement as the Trust deems appropriate.

Any tendered Securities not accepted for purchase will be promptly credited to such Holder's account with DTC or otherwise returned to the Holder without cost.

Source of Funds

The Trust expects to use all or a portion of the net proceeds from the FIBRA Prologis Notes Issuance, which will be contributed to the Trust, together with available cash, to pay the Tender Offer Consideration to all Holders of Securities accepted for purchase pursuant to the Tender Offer.

Conditions of the Tender Offer

Financing Condition

The Trust's obligation to consummate the Tender Offer is conditioned upon consummation of the FIBRA Prologis Notes Issuance on terms satisfactory to FIBRA Prologis, in its sole discretion, and in an amount that, when contributed to the Trust and together with available cash at the Trust, will be sufficient to effect the repurchase of the Securities validly tendered and accepted for purchase pursuant to the Tender Offer, including the payment of any premiums, Accrued Interest and Additional Amounts, if any, and costs and expenses incurred in connection therewith.

Any investment decision to purchase any FIBRA Prologis Notes in the FIBRA Prologis Notes Issuance should be made solely on the basis of the information contained in the offering memorandum relating to the FIBRA Prologis Notes Issuance (the "Offering Memorandum") to be prepared in connection with the offering of the FIBRA Prologis Notes and no reliance is to be placed on any information other than that contained or incorporated by reference in the Offering Memorandum. Subject to compliance with all applicable securities laws and regulations, the Offering Memorandum will be available from the joint book-running managers in the separate FIBRA Prologis Notes Issuance on request.

The FIBRA Prologis Notes in the FIBRA Prologis Notes Issuance have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any other jurisdiction. Accordingly, as set forth in the Offering Memorandum, the FIBRA Prologis Notes are being offered and sold in the FIBRA Prologis Notes Issuance only to qualified institutional buyers as defined in and in accordance with

Rule 144A under the Securities Act and to non-U.S. persons outside the United States in accordance with Regulation S under the Securities Act. In addition, the FIBRA Prologis Notes have not been and will not be registered with the RNV maintained by the CNBV, and may not be offered or sold publicly in Mexico, except that the FIBRA Prologis Notes may be offered or sold to institutional or qualified investors in Mexico solely pursuant to the private placement exemption set forth in article 8 of the Mexican Securities Market Law (*Ley del Mercado de Valores*) and regulations thereunder. We will notify the CNBV of the terms and conditions of the offering of the FIBRA Prologis Notes outside of Mexico. Such notice will be submitted to the CNBV for informational purposes only to comply with article 7, second paragraph of the Mexican Securities Market Law and regulations thereunder. The delivery to, and receipt by, the CNBV of such notice does not constitute or imply any certification as to the investment quality of the FIBRA Prologis Notes, our solvency, liquidity or credit quality or the accuracy or completeness of the information set forth in the Offering Memorandum. The Offering Memorandum is exclusively our responsibility and has not been and will not be reviewed or authorized by the CNBV and may not be publicly distributed in Mexico. The acquisition of the FIBRA Prologis Notes by any investor who is a resident of Mexico will be made under such investor's own responsibility.

Accordingly, this Offer to Purchase does not constitute an offer to sell or a solicitation of an offer to buy any securities or other financial instruments which may be offered or sold in connection with the FIBRA Prologis Notes Issuance.

General Conditions

Notwithstanding any other provision of the Tender Offer and in addition to (and not in limitation of) the Trust's right to extend or amend the Tender Offer, the Trust shall not be required to accept for purchase, purchase or pay for, and may delay acceptance for purchase of, any tendered Securities, subject to Rule 14e-1(c) promulgated under the U.S. Securities and Exchange Act of 1934 (as amended, the "Exchange Act"), and may terminate the Tender Offer, if, before such time any Securities have been accepted for purchase pursuant to the Tender Offer, any of the following events or conditions (the "General Conditions") exist or shall occur and remain in effect or shall be determined by the Trust in its sole judgment to exist or to have occurred:

- (i) any general suspension of trading in, or limitation on prices for, trading in securities in Mexican or the United States securities or financial markets or any other significant adverse change in Mexican or the United States securities or financial markets, (ii) any significant changes in the prices for the Securities, (iii) a material impairment in the trading market for debt securities generally, (iv) a declaration of a banking moratorium or any suspension of payments in respect of banks in Mexico or the United States (whether or not mandatory), (v) any limitation (whether or not mandatory) by any governmental authority on, or other event that, in the sole judgment of the Trust, might affect the nature or extension of credit by banks or other lending institutions in Mexico or the United States, (vi) any attack on, outbreak or escalation of hostilities, acts of terrorism or any declaration of a national emergency, commencement of war, armed hostilities or other national or international crisis directly or indirectly involving Mexico or the United States, (vii) any significant adverse change in the currency exchange rates or securities or financial markets generally of Mexico or the United States, or (viii) in the case of any of the foregoing existing on the date hereof, a material acceleration, escalation or worsening thereof;
- the existence of an order, statute, rule, regulation, executive order, stay, decree, judgment or injunction that shall have been enacted, entered, issued, promulgated, enforced or deemed applicable by any court or governmental, regulatory or administrative agency or instrumentality that, in the sole judgment of the Trust, would or would be reasonably likely to prohibit, prevent or materially restrict or delay the consummation of the Tender Offer or that is, or is reasonably likely to be, materially adverse to the business, operations, properties, condition (financial or otherwise), assets, liabilities or prospects of the Trust or its subsidiaries or would materially impair the contemplated benefits of the Tender Offer or be material to Holders in deciding whether to accept the Tender Offer;

- any instituted or pending action or proceeding before or by any court or governmental, regulatory or administrative agency or instrumentality, or by any other person, that challenges the making of the Tender Offer or is reasonably likely to directly or indirectly prohibit, prevent, restrict or delay the consummation of the Tender Offer or otherwise adversely affect the Tender Offer in any material manner;
- the existence of any other actual or threatened legal impediment (including a default under an agreement, indenture or other instrument or obligation to which the Trust or any of its affiliates is a party or by which the Trust or any of its affiliates is bound) to the Tender Offer or any other circumstances that would materially adversely affect the transactions contemplated by the Tender Offer, or the contemplated benefits to the Trust or its affiliates of the Tender Offer;
- the actual or prospective occurrence of any event or events that, in the sole judgment of the Trust, could prevent, restrict or delay consummation of the Tender Offer or materially impair the contemplated benefits of the Tender Offer to the Trust or its affiliates;
- any change or development, including any prospective change or development, that in the sole judgment of the Trust, has or may have a material adverse effect on the Trust, the market price of the Securities or the value of the Securities to the Trust; or
- the depository, the trustee or any third party shall have objected in any respect to, or taken action or failed to take action that could, in our judgment, adversely affect, the consummation of the Tender Offer or shall have taken any action that challenges the validity or effectiveness of the procedures used by us in the making of the Tender Offer or the acceptance of, or payment for, the Securities.

The conditions described above are solely for the Trust's benefit and may be asserted by the Trust regardless of the circumstances giving rise to any such condition, including any action or inaction by the Trust, and may be waived by the Trust, in whole or in part, at any time and from time to time prior to the Expiration Date. The Trust's failure at any time to exercise any of its rights will not be deemed a waiver of any other right, and each right will be deemed an ongoing right which may be asserted at any time and from time to time.

Extension, Amendment or Termination of the Tender Offer

The Trust expressly reserves the right, subject to applicable law, to:

- delay accepting Securities, extend any Expiration Date or Withdrawal Deadline, or terminate the Tender Offer and not accept Securities; and
- amend, modify or waive at any time, or from time to time, the terms of the Tender Offer in any respect, including waiving any conditions, including the General Conditions and the Financing Condition, to the consummation of the Tender Offer.

If the Trust exercises any such right, the Trust will give written notice thereof to the Tender and Information Agent and will make a public announcement thereof as promptly as practicable. Such announcement in the case of an extension of the Expiration Date will be issued no later than 9:00 a.m., New York City time, on the business day after the previously scheduled Expiration Date.

The minimum period during which the Tender Offer will remain open following material changes in the terms or in the information concerning the Tender Offer will depend upon applicable law, and in particular Rule 14e-1 promulgated under the Exchange Act, and the facts and circumstances of such change, including the relative materiality of the change. If any of the terms of the Tender Offer are amended in a manner determined by the Trust to constitute a material change adversely affecting any Holder, the Trust will promptly disclose any such amendment in a manner reasonably calculated to inform Holders of such amendment, and the Trust will extend the Tender Offer for a time period that the Trust deems appropriate, depending upon the significance of the amendment and the manner of disclosure to Holders.

Subject to applicable law, the Trust expressly reserves the right, in its sole discretion, to amend, extend or terminate the Tender Offer. If the Tender Offer is terminated at any time, the Securities tendered pursuant to the Tender Offer will be promptly returned to the tendering Holders.

Procedures for Tendering

General

The following summarizes the procedures to be followed by all Holders in tendering their Securities. The tender by a Holder pursuant to the procedures set forth herein will constitute an agreement between such Holder and the Trust in accordance with the terms and subject to the conditions, including the General Conditions and the Financing Condition, set forth in this Offer to Purchase and the Notice of Guaranteed Delivery, if applicable.

How to Tender Securities

All of the Securities are held in book-entry form. Any beneficial owner whose Securities are held in book-entry form through a custodian bank, broker, dealer, commercial bank, trust company or other nominee and who wishes to tender Securities should contact such custodian bank, broker, dealer, commercial bank, trust company or other nominee promptly and instruct such nominee to submit instructions on such beneficial owner's behalf. In some cases, the custodian bank, broker, dealer, commercial bank, trust company or other nominee may request submission of such instructions on a beneficial owner's instruction form. Please check with your nominee to determine the procedures for such firm.

To tender Securities that are held through DTC, DTC participants must electronically transmit their acceptance through ATOP (and thereby tender Securities), and deliver the tendered Securities by book-entry transfer to the Tender and Information Agent.

Any acceptance of an Agent's Message (as defined below) transmitted through ATOP is at the election and risk of the person transmitting such Agent's Message and delivery will be deemed made only when actually received by the Tender and Information Agent. No documents should be sent to the Trust, the trustee or the Dealer Managers.

By tendering Securities pursuant to the Tender Offer, the Holder will be deemed to have represented and warranted as to the matters provided herein and the Notice of Guaranteed Delivery, if applicable, including that such Holder has full power and authority to tender, sell, assign and transfer the Securities tendered thereby and that when such Securities are accepted for purchase and paid for by the Trust, the Trust will acquire good title thereto, free and clear of all liens, restrictions, charges and encumbrances and not subject to any adverse claim or right. If a Holder tenders less than all of the Securities owned by such Holder, the Holder will also be deemed to have represented and warranted that, immediately following such tender, such Holder beneficially owns Securities in an aggregate principal amount of at least the authorized denomination (US\$200,000). The Holder will also be deemed to have agreed to, upon request, execute and deliver any additional documents deemed by the Tender and Information Agent or by the Trust to be necessary or desirable to complete the sale, assignment and transfer of the Securities tendered thereby and that the Holder is otherwise accepting the Tender Offer upon the terms and subject to the conditions, including the General Conditions and the Financing Condition, set forth in this Offer to Purchase and the Notice of Guaranteed Delivery, if applicable.

By tendering Securities pursuant to the Tender Offer, the Holder will be deemed to have agreed that the delivery and surrender of the Securities is not effective, and the risk of loss of the Securities does not pass to the Tender and Information Agent, until receipt by the Tender and Information Agent of a properly transmitted Agent's Message together with all accompanying evidences of authority and any other required documents in a form satisfactory to the Trust. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of tenders and withdrawals of Securities will be determined by the Trust, in its sole discretion, which determination shall be final and binding.

The Tender and Information Agent will establish an account with respect to the Securities at DTC for purposes of the Tender Offer, and any financial institution that is a participant in DTC may make book-entry delivery

of Securities by causing DTC to transfer such Securities into the Tender and Information Agent's account in accordance with DTC's procedures for such transfer. However, although delivery of Securities may be effected through book-entry transfer into the Tender and Information Agent's account at DTC, an Agent's Message, and any other required documents, must, in any case, be transmitted to and received by the Tender and Information Agent at its address set forth on the back cover of this Offer to Purchase prior to or at the Expiration Date in order to be eligible to receive the Tender Offer Consideration. The confirmation of a book-entry transfer into the Tender and Information Agent's account at DTC as described above is referred to herein as a "Book-Entry Confirmation." Delivery of documents to DTC does not constitute delivery to the Tender and Information Agent.

The term "Agent's Message" means a message transmitted by DTC to, and received by, the Tender and Information Agent and forming a part of the Book-Entry Confirmation, which states that DTC has received an express and unconditional acknowledgment from the participant in DTC described in such Agent's Message, stating (i) the aggregate principal amount of Securities that have been tendered by such participant pursuant to the Tender Offer, (ii) that such participant has received the Offer to Purchase and agrees to be bound by the terms of the Tender Offer as described in this Offer to Purchase and (iii) that the Trust may enforce such agreement against such participant.

Holders desiring to tender Securities must allow sufficient time for completion of the ATOP procedures during the normal business hours of DTC prior to the Expiration Date.

Guaranteed Delivery Procedures

If a Holder desires to tender Securities pursuant to the Tender Offer and (1) such Holder's Securities certificates are not immediately available or cannot be delivered to the Tender and Information Agent by the Expiration Date, (2) such Holder cannot comply with the procedure for book-entry transfer by the Expiration Date, or (3) such Holder cannot deliver the other required documents to the Tender and Information Agent by the Expiration Date, such Holder may effect a tender of Securities pursuant to a guaranteed delivery (the "Guaranteed Delivery Procedures") if all of the following are complied with:

- such tender is made by or through a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority, Inc. or a commercial bank or trust company having an office or correspondent in the United States (each of the foregoing being referred to as an "Eligible Institution");
- prior to the Expiration Date, either (a) the Tender and Information Agent has received from such Eligible Institution, at the address of the Tender and Information Agent set forth on the back cover of this Offer to Purchase, a properly completed and duly executed Notice of Guaranteed Delivery (delivered by facsimile transmission, mail or hand) in substantially the form provided by the Trust setting forth the name and address of the DTC participant tendering Securities on behalf of the Holder(s) and the principal amount of Securities being tendered, or (b) in the case of Securities held in book-entry form, such Eligible Institution has complied with ATOP's procedures applicable to guaranteed delivery, and in either case representing that the Holder(s) own such Securities, and the tender is being made thereby and guaranteeing that, no later than 5:00 p.m., New York City time, on the Guaranteed Delivery Date, a properly transmitted Agent's Message, together with confirmation of book-entry transfer of the Securities specified therein pursuant to the procedures set forth under the caption "The Tender Offer—How to Tender Securities", will be deposited by such Eligible Institution with the Tender and Information Agent; and
- no later than the Guaranteed Delivery Date, a confirmation of book-entry transfer of the Securities specified therein pursuant to the procedures set forth under the caption "The Tender Offer—How to Tender Securities", and all other required documents are received by the Tender and Information Agent.

The Eligible Institution that tenders Securities pursuant to the Guaranteed Delivery Procedures must (i) prior to the Expiration Date, deliver a Notice of Guaranteed Delivery to the Tender and Information Agent or, in the case

of Securities held in book-entry form, comply with ATOP's procedures applicable to guaranteed delivery, and (ii) no later than the Guaranteed Delivery Date, deliver a confirmation of book-entry transfer of the Securities specified therein, to the Tender and Information Agent as specified above. Failure to do so could result in a financial loss to such Eligible Institution. The payment date for Securities properly tendered pursuant to the Guaranteed Delivery Procedures and accepted by the Trust is expected to be January 15, 2026, the third business day following the Expiration Date.

If a Holder is tendering Securities through ATOP pursuant to the Guaranteed Delivery Procedures, the Eligible Institution should not complete and deliver the Notice of Guaranteed Delivery, but such Eligible Institution will be bound by the terms of the Tender Offer, including the Notice of Guaranteed Delivery, as if it was executed and delivered by such Eligible Institution. Holders who hold Securities in book-entry form and tender pursuant to the Guaranteed Delivery Procedures should, prior to the Expiration Date, only comply with ATOP's procedures applicable to guaranteed delivery.

FOR THE AVOIDANCE OF DOUBT, THE DELIVERY OF SECURITIES TENDERED BY GUARANTEED DELIVERY PROCEDURES MUST BE MADE NO LATER THAN 5:00 P.M., NEW YORK CITY TIME, ON THE SECOND BUSINESS DAY AFTER THE EXPIRATION DATE; PROVIDED, THAT ACCRUED INTEREST WILL CEASE TO ACCRUE ON THE SETTLEMENT DATE FOR ALL SECURITIES ACCEPTED IN THE TENDER OFFER, INCLUDING THOSE TENDERED BY THE GUARANTEED DELIVERY PROCEDURES SET FORTH ABOVE AND UNDER NO CIRCUMSTANCES WILL ADDITIONAL INTEREST ON THE TENDER OFFER CONSIDERATION BE PAID BY THE TRUST AFTER THE SETTLEMENT DATE BY REASON OF ANY DELAY ON THE PART OF THE GUARANTEED DELIVERY PROCEDURES.

Minimum Tender Denomination

The Securities may be tendered and accepted for payment only in principal amounts equal to minimum denominations of U.S.\$200,000 and any integral multiple of U.S.\$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Securities must continue to hold Securities in at least the minimum authorized denomination of U.S.\$200,000.

Other Matters

Notwithstanding any other provision of the Tender Offer, payment of the Tender Offer Consideration, plus Accrued Interest, in exchange for Securities tendered and accepted for purchase pursuant to the Tender Offer will occur only after timely compliance with the procedures for tender specified in this Offer to Purchase. Tenders of Securities pursuant to the procedures described above, and acceptance thereof by the Trust, will constitute a binding agreement between the tendering Holder and the Trust upon the terms and subject to the conditions, including the General Conditions and the Financing Condition, of the Tender Offer as set forth in this Offer to Purchase and the Notice of Guaranteed Delivery, if applicable. All questions as to the form of all documents and the validity (including time of receipt) and acceptance of all tenders and withdrawals of Securities will be determined by the Trust, in its sole discretion, the determination of which shall be final and binding. **Alternative, conditional or contingent tenders will not be considered valid.** The Trust reserves the right, in its sole discretion, to reject any or all tenders of Securities that are not in proper form or the acceptance of which would, in its opinion, be unlawful. The Trust also reserves the right, in its sole discretion, to waive any defects, irregularities or conditions of tender as to particular Securities or to grant Holders an opportunity to cure any defect or irregularity in connection with tenders within such time as it determines. A waiver of one defect does not obligate waivers of other defects. Tenders of Securities shall not be deemed to have been made until all defects and irregularities have been waived by the Trust or cured. None of the Trust, its affiliates, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notice of any defects or irregularities in tenders of Securities or will incur any liability to Holders for failure to give any such notice. The Trust's interpretations of the terms and conditions, including the General Conditions and the Financing Condition, of the Tender Offer will be final and binding.

Acceptance of Securities for Purchase; Payment for Securities

Subject to the terms and conditions of the Tender Offer, including the General Conditions and the Financing Condition, the Trust will accept for purchase, and pay for the Securities accepted for purchase in connection with the Tender Offer on the Settlement Date.

The Trust expressly reserves its rights, in its sole discretion, but subject to applicable law, to (1) delay acceptance for purchase of Securities tendered pursuant to the Tender Offer or the payment for Securities accepted for purchase (subject to Rule 14e-1 under the Exchange Act, which requires that the Trust pay the consideration offered or return Securities deposited by or on behalf of the Holders promptly after the termination or withdrawal of the Tender Offer), or (2) terminate the Tender Offer at any time prior to acceptance. For purposes of the Tender Offer, the Trust will be deemed to have accepted for purchase validly tendered Securities (or defectively tendered Securities with respect to which it has waived such defect) if, as and when the Trust gives oral (promptly confirmed in writing) or written notice thereof to the Tender and Information Agent.

The Trust will pay for Securities accepted for purchase in the Tender Offer by depositing such payment in cash directly with DTC. Payment by the Trust shall for all purposes be deemed to have been completed upon its deposit with DTC of the Tender Offer Consideration plus Accrued Interest. Under no circumstances will the Trust pay interest on the Tender Offer Consideration by reason of any delay on the part of DTC in making payment to Holders.

If, for any reason, acceptance for purchase of, or payment for, validly tendered Securities pursuant to the Tender Offer is delayed, or the Trust is unable to accept for purchase or to pay for validly tendered Securities pursuant to the Tender Offer, then the Tender and Information Agent may, nevertheless, on behalf of the Trust, retain the tendered Securities, without prejudice to the rights of the Trust described under “—Procedures for Tendering” and “—Conditions of the Tender Offer” above and “—Withdrawal of Tenders” below, but subject to Rule 14e-1 under the Exchange Act, which requires that the Trust pay the consideration offered or return the Securities tendered promptly after the termination or withdrawal of the Tender Offer.

If any tendered Securities are not accepted for purchase for any reason pursuant to the terms and conditions, including the General Conditions and the Financing Condition, of the Tender Offer, such Securities will be promptly credited to an account maintained at DTC or otherwise returned without cost to the tendering Holders.

The Trust may transfer or assign, in whole or from time to time in part, to one or more of its direct or indirect subsidiaries or a parent company that directly or indirectly owns 100% of the capital stock of the Trust the right to purchase any or all of the Securities tendered pursuant to the Tender Offer, but any such transfer or assignment will not relieve the Trust of its obligations under the Tender Offer and will in no way prejudice the rights of tendering Holders to receive payment for Securities validly tendered and accepted for purchase pursuant to the Tender Offer.

Tendering Holders of Securities purchased in the Tender Offer will not be obligated to pay brokerage commissions or fees to the Dealer Managers, the Tender and Information Agent, or the Trust or to pay transfer taxes with respect to the purchase of their Securities. Holders should check with their own brokers to determine if they will assess a fee (such fees, if any, will be payable by the Holders). The Trust will pay all other charges and expenses in connection with the Tender Offer. See “Dealer Managers and Tender and Information Agent.”

Withdrawal of Tenders

Tendered Securities may be withdrawn at any time prior to the earlier of (i) the Expiration Date, and (ii) if the Tender Offer is extended, the 10th business day after the commencement of the Tender Offer, by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery. The Securities may also be validly withdrawn by following the procedures described in this Offer to Purchase and the Notice of Guaranteed Delivery if, for any reason, the Tender Offer has not been consummated within 60 business days after commencement.

For a withdrawal of a tender of Securities to be effective, a written or facsimile transmission of a notice of withdrawal or a Request Message (as defined below) must be received by the Tender and Information Agent at its address set forth on the back cover of this Offer to Purchase at or before the Withdrawal Deadline.

Any notice of withdrawal must:

1. specify the name of the Holder of the Securities to be withdrawn;
2. contain the description of the Securities to be withdrawn, the number of the account at DTC from which such Securities were tendered and the name and number of the account at DTC to be credited with the Securities and the principal amount of such Securities.

DTC participants must electronically transmit a request for withdrawal to DTC. DTC will then edit the request and send a request message (a “Request Message”) to the Tender and Information Agent. If the Securities to be withdrawn have been delivered or otherwise identified to the Tender and Information Agent, a Request Message will be effective immediately upon receipt of such Request Message, even if physical release has not yet then been effected.

Withdrawal of Securities may only be accomplished in accordance with the foregoing procedures.

Securities validly withdrawn may thereafter be retendered at any time before the Expiration Date by following the procedures described under “—How to Tender Securities”.

All questions as to the validity, including time of receipt, of notices of withdrawal will be determined by us, in our sole discretion, and our determination will be final and binding absent a finding to the contrary by a court of competent jurisdiction. None of the Trust, the Dealer Managers, the Tender and Information Agent, the trustee or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal of Securities, or incur any liability for failure to give such notification. We reserve the right to contest the validity of any revocation.

Subject to applicable law, if, for any reason whatsoever, acceptance for purchase of, or payment for, any Securities validly tendered pursuant to the Tender Offer is delayed (whether before or after our acceptance for purchase of the Securities), or we extend the Tender Offer or are unable to accept for purchase or pay for the Securities validly tendered pursuant to the Tender Offer, then, without prejudice to our rights set forth herein, we may instruct the Tender and Information Agent to retain tendered Securities, and those Securities may not be withdrawn, except to the extent that you are entitled to withdrawal rights as described above.

Other

The Trust will determine, in its sole discretion, all questions as to the form and validity (including time of receipt) of any notice of withdrawal of a tender, which determination shall be final and binding. None of the Trust, its affiliates, the Dealer Managers, the Tender and Information Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal of a tender or incur any liability for failure to give any such notification.

The Securities issued by the Trust are obligations of the Trust and are governed by the instruments under which the Securities were issued, as amended or supplemented to date. There are no appraisal or other similar statutory rights available to Holders in connection with the Tender Offer.

Governing Law

The Offer to Purchase, the Notice of Guaranteed Delivery, the Tender Offer, each Agent’s Message and any purchase of Securities pursuant to the Tender Offer shall be governed by and construed in accordance with the laws of the state of New York.

OTHER PURCHASES OF SECURITIES

Following consummation of the Tender Offer, we currently intend to redeem any Securities that remain outstanding pursuant to and in accordance with the terms of the Indenture, but we are not obligated to do so and ultimately we may decide not to redeem any remaining Securities. Alternatively, we or our affiliates may from time to time, after completion of the Tender Offer, purchase additional Securities in the open market, in privately negotiated transactions, through tender or exchange offers or otherwise. Any future purchases may be on the same terms or on terms that are more or less favorable to Holders than the terms of the Tender Offer. Any future redemptions or purchases by us or our affiliates will depend on various factors existing at that time. There can be no assurance as to which, if any, of these alternatives (or combinations thereof) we or our affiliates may choose to pursue in the future.

CERTAIN TAX CONSIDERATIONS

The following discussion summarizes certain Mexican and United States federal income tax considerations that may be relevant to you with respect to the Tender Offer. This summary is based on laws, regulations, rulings and decisions now in effect in Mexico and the United States, any of which may change at any time and are subject to differing interpretation. Any change could affect the continued accuracy of this summary. Changes in Mexican and United States federal tax regulations may only apply in relation to the future.

This summary does not constitute tax advice nor describe all of the tax considerations that may be relevant to you or your situation, particularly if you are subject to special tax rules. You should consult your tax adviser about the tax consequences to you with respect to the Tender Offer, including the relevance to your particular situation of the considerations discussed below, as well as of state, local or other tax laws and tax treaties to which Mexico is a party and that are in effect.

Certain Mexican Tax Considerations

Federal Income Tax

The following is a general summary of the main Mexican federal income tax consequences that would arise as a result of the acceptance of the Tender Offer by Holders of the Securities who are not residents of Mexico for Mexican federal income tax purposes and do not have a permanent establishment *located* therein and those who having a permanent establishment in Mexico the income derived from the acceptance of the Tender Offer is not attributable to such permanent establishment (each a “non-Mexican holder”). This summary is based on the Mexican Income Tax Law (*Ley del Impuesto sobre la Renta*) in effect as of the date of this Offer to Purchase (the “Mexican Income Tax Law”), all of which are subject to change, possibly with retroactive effect, which could affect the continued validity of this general summary.

This summary does not address any tax consequences arising under the law of any state or municipality of Mexico, or under the laws of any other taxing jurisdiction other than the Mexican Income Tax Law.

The tax implications described herein may vary depending on the applicability of any tax treaty that Mexico has in effect. Mexico has entered into several tax treaties with various countries that are in effect and is currently negotiating several other income tax treaties with other countries that may have an impact on the tax treatment of payments made under the Tender Offer.

Gains and Interest

Gains derived by a non-Mexican Holder from the sale of the Securities pursuant to the Tender Offer will be considered interest income and subject to Mexican withholding taxes. The non-Mexican Holder's basis in the Securities will be the amount received by us for such Securities originally. The gain obtained by a non-Mexican Holder will be determined by subtracting from the consideration received by the non-Mexican Holder (including accrued interest paid), the non-Mexican Holder's basis in the Securities.

Payments of Accrued Interest made to a non-Mexican Holder (which include gains on the sale of the Securities pursuant to the Tender Offer) will generally be subject to Mexican withholding taxes at a rate of 4.9%.

In addition, if the beneficial owners, whether acting directly or indirectly, individually or jointly with related parties, that receive more than 5% of the interest paid under the Securities (i) are persons who own, directly or indirectly, individually or jointly with related parties, more than 10% of our voting stock or (ii) are corporations or other entities, of which 20% or more of the voting stock is owned by persons related to us, directly or indirectly, individually or jointly with related parties, then the Mexican withholding tax rate applicable to payments of interest under the Securities may increase to a 35% rate according to the Mexican Income Tax Law. For purposes of the foregoing, it is considered that two persons are related parties when: (w) one person participates in the capital management or control of another, (x) one of them has an interest in the business of the other, (y) there are common interests between the parties, and (z) a third person has an interest in the business or property of the parties.

Payments of Accrued Interest made to non-Mexican pension and retirement funds (and their gains on the sale of Securities pursuant to the Tender Offer) will be exempt from Mexican withholding tax provided that: (i) the applicable pension or retirement fund is duly incorporated pursuant to the laws of its country of residence and is the effective beneficiary of the interest payment; (ii) such income is exempt from taxes in the applicable fund's country of residence; and (iii) such fund provides us with the relevant information in accordance with the applicable administrative rules issued by the Mexican Tax Administration Service.

Subject to certain exceptions set forth in the indenture governing the Securities (and disclosed in the offering memorandum relating to the Securities under "Description of the Notes—Additional Amounts"), we have agreed to pay Additional Amounts to Holders participating in the Tender Offer in respect of payments of Accrued Interest and other amounts deemed interest under the Securities (such as the gains derived from the sale of the Securities pursuant to the Tender Offer) such that the amount received by such Holders equals the Tender Offer Consideration and the Accrued Interest.

Payments of Principal

Under the Mexican Income Tax Law, payments of principal on the Securities under the Tender Offer are not taxable in Mexico.

Other Mexican Taxes

A non-Mexican holder will not be liable for Mexican franchise, stamp, estate, inheritance, succession or gift taxes with respect to the disposition of the Securities under the Tender Offer, nor will it be liable for any Mexican stamp, registration or similar taxes or duties.

Certain U.S. Federal Income Tax Consequences

The following is a general discussion of certain U.S. federal income tax considerations relating to the sale of the Securities pursuant to the Tender Offer. This discussion is based on the United States Internal Revenue Code of 1986, as amended (the "Code"), final, temporary and proposed Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as in effect or proposed on the date hereof and all of which are subject to change or different interpretations, possibly with retroactive effect. There can be no assurances that the U.S. Internal Revenue Service (the "IRS") will not challenge one or more of the tax consequences described in this discussion, and the Trust has not obtained, nor does it intend to obtain, a ruling from the IRS or an opinion of counsel with respect to the U.S. federal tax consequences of tendering Securities pursuant to the Tender Offer.

This discussion is limited to U.S. Holders (as defined below) who hold the Securities as capital assets within the meaning of Section 1221 of the Code. Moreover, this discussion is general in nature and does not address all of the U.S. federal income tax consequences that may be relevant to particular investors in light of their personal circumstances or to certain types of investors subject to special treatment under U.S. federal income tax laws (such as U.S. Holders that have a functional currency other than the U.S. dollar, certain expatriates or former long-term residents of the United States, financial institutions, persons subject to any alternative minimum tax, persons that purchase FIBRA Prologis Notes pursuant to the FIBRA Prologis Notes Issuance, grantor trusts, S corporations, partnerships or other pass-through entities, regulated investment companies, real estate investment trusts, insurance companies, tax-exempt entities, dealers in securities or currencies, traders in securities who elect to apply a mark-to-market method of accounting, persons holding the Securities in connection with a hedging transaction, straddle, conversion transaction or other integrated transaction or corporations treated as personal holding companies).

As used herein, the term "U.S. Holder" means a beneficial owner of a Security that is, for U.S. federal income tax purposes, any of the following:

- an individual who is a citizen or resident of the United States;

- a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is includible in gross income for U.S. federal income tax purposes, regardless of its source; or
- a trust (1) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust, or (2) that has a valid election in effect under Treasury regulations to be treated as a U.S. person.

For purposes of this summary, the term “*Non-U.S. Holder*” means a beneficial owner of a Security other than a U.S. Holder or an entity or arrangement treated as a partnership for U.S. federal income tax purposes. If any entity or arrangement treated as a partnership for U.S. federal income tax purposes holds Securities, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. Partners of a partnership holding Securities are encouraged to consult their own tax advisors.

This discussion is only a general summary and is not a substitute for an individual analysis of tax consequences. Investors should consult their own tax advisors as to the particular tax consequences to them of the Tender Offer, including the applicability of any U.S. federal income and other tax laws (such as the Medicare tax on net investment income), any state, local or foreign tax laws or any treaty, and any changes (or proposed changes) in tax laws or interpretations thereof. This discussion also does not address special tax accounting rules as a result of any item of gross income with respect to the notes being taken into account in an “applicable financial statement” as defined in Section 451 of the Code.

Sale of Securities Pursuant to the Tender Offer

The receipt of cash for Securities by a U.S. Holder pursuant to the Offer will be a taxable transaction for U.S. federal income tax purposes. A U.S. Holder who receives cash for Securities pursuant to the Tender Offer will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between (1) the amount of cash received in exchange for those Securities, except to the extent that such cash is attributable to accrued but unpaid interest and any Additional Amounts (as discussed below under “—Accrued Interest”) and (2) the U.S. Holder’s adjusted tax basis in those Securities at the time of the sale.

Generally, a U.S. Holder’s adjusted tax basis for a Security will be equal to the cost of the Security to the U.S. Holder. If applicable, a U.S. Holder’s tax basis in a Security also generally will be (1) increased by any market discount previously included in income by the U.S. Holder, and (2) decreased (but not below zero) by any amortizable bond premium that the U.S. Holder has previously amortized. Amortizable bond premium generally is the excess of a U.S. Holder’s tax basis in the Security immediately after its acquisition over the stated principal amount of the Security.

Subject to the market discount rules described below any gain or loss recognized on disposition of the Securities pursuant to the Tender Offer generally will be U.S. source capital gain or loss and will be long-term capital gain or loss if, at the time of the disposition, the U.S. Holder’s holding period for the Securities is more than one year. A reduced tax rate on long-term capital gain is generally available to individual and other non-corporate U.S. Holders. The deductibility of capital losses by a U.S. Holder is subject to limitations. For purposes of determining a U.S. Holder’s allowable foreign tax credit, gain or loss recognized by a U.S. Holder will, except as described below with respect to market discount, generally be U.S. source income or loss.

Market Discount

An exception to the capital gain treatment described above may apply to a U.S. Holder that purchased the Securities with “market discount.” A U.S. Holder that purchased a Security at a “market discount” generally will be required to treat any gain on the sale of that Security as ordinary income to the extent of the market discount accrued to the date of the disposition (on a straight line basis or, if elected, on a constant yield basis), unless the U.S. Holder

has made an election to include market discount in income currently as it accrues. Subject to a statutory *de minimis* exception, market discount is the excess of the Security's stated principal amount over the U.S. Holder's tax basis in the Security immediately after its acquisition by such U.S. Holder, provided such U.S. Holder did not acquire the Securities at original issuance for their original issue price. Any gain treated as ordinary income pursuant to the market discount rules generally should be treated as foreign source income (although the matter is not free from doubt). If a U.S. Holder has elected to include the accrued market discount in income currently, no additional market discount needs to be taken into account with respect to the sale of a Security pursuant to the Tender Offer. Gain in excess of such accrued market discount will be subject to the capital gains rules described above.

Accrued Interest

Any cash received by a U.S. Holder in exchange for Securities pursuant to the Tender Offer that is attributable to accrued but unpaid interest on the Securities will be taxable as foreign source ordinary interest income to the extent such interest has not previously been included in the U.S. Holder's gross income. For these purposes, the amount included in income will include any Mexican tax withheld from the payment of accrued but unpaid interest and any Additional Amounts paid in respect thereof. The interest income will generally constitute "passive category" income for foreign tax credit limitation purposes.

Subject to generally applicable restrictions and conditions, a U.S. Holder may be entitled to a foreign tax credit in respect of any Mexican tax withheld from such U.S. Holder. The calculation of foreign tax credits and, in the case of a U.S. Holder that elects to deduct foreign taxes, the availability of deductions involves the application of complex rules that depend on a U.S. Holder's particular circumstances. U.S. Holders should consult their own tax advisors regarding the availability of foreign tax credits or deductions in their particular situations.

Non-Tendering U.S. Holders

A U.S. Holder who does not tender its Securities pursuant to the Tender Offer or does not have its tender of Securities accepted for purchase pursuant to the Tender Offer will not recognize any gain or loss for U.S. federal income tax purposes as a result of the Tender Offer and will continue to have the same adjusted tax basis and holding period in the Securities.

Backup Withholding and Information Reporting

In general, information reporting will apply to all payments made to a U.S. Holder pursuant to the Tender Offer. Backup withholding may apply to such payments if the U.S. Holder fails to:

- furnish his, her or its taxpayer identification number (social security or employer identification number);
- certify that his, her or its number is correct;
- certify that he, she, or it is not subject to backup withholding; or
- otherwise comply with the requirements of the backup withholding rules.

A U.S. Holder generally can satisfy these certification and other requirements by completing an IRS Form W-9. A Non-U.S. Holder can generally avoid backup withholding by providing appropriate documentation establishing its status as a non-U.S. person (generally, an IRS Form W-8BEN, Form W-8BEN-E or other applicable IRS Form W-8). Certain U.S. Holders are not subject to backup withholding and information reporting requirements. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a U.S. Holder will be allowed as a credit against such U.S. Holder's U.S. federal income tax liability and may entitle the holder to a refund, so long as the required information is timely furnished to the IRS.

DEALER MANAGERS AND TENDER AND INFORMATION AGENT

In connection with the Tender Offer, the Trust has retained BBVA Securities Inc., BofA Securities, Inc., J.P. Morgan Securities LLC and Scotia Capital (USA) Inc., as Dealer Managers, and D.F. King & Co., Inc. as the Tender and Information Agent. The Trust has agreed to pay the Dealer Managers and the Tender and Information Agent customary fees for their services in connection with the Tender Offer. The Trust has also agreed to reimburse the Dealer Managers and the Tender and Information Agent for certain of their out-of-pocket expenses and to indemnify the Dealer Managers and the Tender and Information Agent against certain liabilities, including liabilities under the federal securities laws. The Dealer Managers are acting as initial purchasers in connection with the concurrent FIBRA Prologis Notes Issuance and may also act as underwriters, initial purchasers, lenders or other agents in connection with any debt offerings and/or bank financings the Trust may pursue.

Any Holder that has questions concerning the terms of this Offer to Purchase may contact the Dealer Managers or the Tender and Information Agent at their addresses and telephone numbers set forth on the back cover of this Offer to Purchase. Questions and requests for assistance or additional copies of this Offer to Purchase and the Notice of Guaranteed Delivery may be directed to the Tender and Information Agent at its address and telephone number set forth on the back cover of this Offer to Purchase. Holders may also contact their broker, dealer, custodian bank, depository, trust company or other nominee for assistance concerning this Offer to Purchase.

The Notice of Guaranteed Delivery and all correspondence in connection with this Offer to Purchase should be sent or delivered to the Tender and Information Agent at its address or to the facsimile number set forth on the back cover of this Offer to Purchase. Any Holder or beneficial owner that has questions concerning tender procedures should contact the Tender and Information Agent at its address and telephone number set forth on the back cover of this Offer to Purchase.

The Dealer Managers may contact Holders regarding this Offer to Purchase and may request brokers, dealers, custodian banks, depositories, trust companies and other nominees to forward this Offer to Purchase and related materials to beneficial owners of Securities. None of the Dealer Managers or the Tender and Information Agent assumes any responsibility for the accuracy or completeness of the information concerning the Trust contained in this Offer to Purchase or for any failure by the Trust to disclose events that may have occurred and may affect the significance or accuracy of such information.

Each of the Dealer Managers and/or its affiliates, in the ordinary course of its business, makes markets in securities of the Trust, including the Securities. As a result, from time to time, the Dealer Managers and/or their affiliates may own certain of the securities of the Trust, including the Securities. In addition, the Dealer Managers may tender Securities into the Tender Offer for their own accounts. In the ordinary course of business, the Dealer Managers and their respective affiliates have in the past provided, currently provide, and may in the future from time to time provide, investment banking and general financing and commercial banking services to the Trust and certain of its affiliates, including the provision of credit facilities, and/or the performance of financial advisory services for the Trust and its affiliates, for which they received, or will receive, customary fees and expenses. Certain of the Dealer Managers or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such Dealer Managers and their affiliates hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Securities. Any such short positions could adversely affect future trading prices of the Securities. The Dealer Managers are not obligated to make a market in the Securities. In addition, each of the Dealer Managers and/or its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

None of the Dealer Managers or the Tender and Information Agent assumes any responsibility for the accuracy or completeness of the information concerning the Trust or the Securities contained or referred to in this Offer to Purchase or for any failure by the Trust to disclose events that may have occurred and may affect the significance or accuracy of such information.

NONE OF THE TRUST, ITS MANAGER, THE MEMBERS OF ITS TECHNICAL COMMITTEE, THE DEALER MANAGERS, THE TENDER AND INFORMATION AGENT OR THE TRUSTEE WITH

RESPECT TO THE SECURITIES OR ANY OF THEIR RESPECTIVE AFFILIATES IS MAKING ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER ANY SECURITIES IN RESPONSE TO THE TENDER OFFER, AND NEITHER THE TRUST NOR ANY SUCH OTHER PERSON HAS AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. HOLDERS MUST MAKE THEIR OWN DECISION AS TO WHETHER TO TENDER ANY OF THEIR SECURITIES AND, IF SO, THE PRINCIPAL AMOUNT OF SECURITIES TO TENDER.

In connection with the Tender Offer, the Trust's officers and regular employees (who will not be specifically compensated for such services) may solicit tenders by use of the mails personally or by telephone. The Trust will also pay brokerage houses and other custodians, nominees and fiduciaries the reasonable out-of-pocket expenses incurred by them in forwarding copies of this Offer to Purchase and related documents to the Holders and in handling or forwarding tenders of Securities by their customers.

MISCELLANEOUS

The Trust is not aware of any jurisdiction in which the making of the Tender Offer is not in compliance with the laws of such jurisdiction. If the Trust becomes aware of any jurisdiction where the making of the Tender Offer would not be in compliance with such laws, the Trust will make a good faith effort to comply with any such laws. If, after such good faith effort, the Trust cannot comply with any such applicable laws, the Tender Offer will not be made to the Holders residing in such jurisdiction.

No person has been authorized to give any information or make any representations on the Trust's behalf that is not contained in this Offer to Purchase or the Notice of Guaranteed Delivery, and, if given or made, that information or representation should not be relied upon.

Recipients of this Offer to Purchase should not construe the contents hereof as legal, business or tax advice. Each recipient should consult its own attorney, business advisor and tax advisor as to legal, business, tax and related matters concerning the Tender Offer.

The Tender and Information Agent for the Tender Offer is:

D.F. King & Co., Inc.
28 Liberty Street, 53rd Floor
New York, New York 10005

Banks and Brokers call: +1 (212) 269-5550
Toll-free: +1 (888) 541-9835
Email: terrafina@dfking.com

*By Mail, by Overnight Courier, or by
Hand:*

28 Liberty Street, 53rd Floor
New York, New York 10005

If a Holder has questions about the Tender Offer or the procedures for tendering Securities, the Holder should contact the Tender and Information Agent or the Dealer Managers at their respective telephone numbers.

The Dealer Managers for the Tender Offer are:

BBVA Securities Inc.
Two Manhattan West,
375 9th Ave, 9th Floor
New York, NY 10001
United States
Attention: Liability Management
Group
US Toll-Free: +1 (800) 422-8692
Collect: +1 (212) 728-2303
Email:
liabilitymanagement@bbva.com

BofA Securities, Inc.
One Bryant Park
New York, NY 10036
United States
Attention: Liability Management
US Toll-Free: +1 (888) 292-0070
Collect: +1 (646) 855-8988

J.P. Morgan Securities LLC
270 Park Avenue
New York, NY 10017
United States
Attention: Latin America Debt
Capital Markets
US Toll-Free: +1 (866) 846-2874
Collect: +1 (212) 834-7279

Scotia Capital (USA) Inc.
250 Vesey Street
New York, NY 10281
United States
Attention: Liability Management Group
US Toll-Free: +1 (800) 372-3930
Collect: +1 (212) 225-5501
Email: LM@scotiabank.com