

Information Regarding Meeting Items for Ordinary Shareholders' Meeting Agenda for CBFH Holders

Monterrey, Nuevo Leon, Mexico, April 26, 2016 – Deutsche Bank Mexico, S.A., Banking Institution, Trust Division F/1616 or Fibra Inn (BMV: FINN13, ADR OTC: DFBRY) ("Fibra Inn", "the Trust" or "the Company"), the Mexican real estate investment trust specializing in the hotel industry serving the business traveler with global brands, informs regarding the discussion items for the General Ordinary Shareholders' Meeting ("the Shareholders' Meeting" or "the Meeting") that will take place on April 29, 2016.

Following, Fibra Inn shares its views on the discussion items for the Shareholders' Meeting, in order to ensure that shareholders receive timely and transparent information prior to the Meeting. These items may be found at: <http://fibrainn.mx/inversionistas/avisos-a-tenedores>.

- I. Presentation, discussion and submission for approval of the annual report regarding the Trust's activities for the fiscal 2015 period.

This item discusses the activities carried out by Fibra Inn during 2015: (i) acquisition of 7 hotels with an investment of Ps. 1,001.9 million, plus an additional property that is under negotiation with a binding agreement for Ps. 234.4 million; (ii) addition of 148 rooms; (iii) conclusion of two developments, adding 360 rooms to the operation; (iv) entry into a fourth business segment – the extended stay segment; (v) same store sales increased by two percentage points in occupancy and experienced double-digit growth terms of rental rates and RevPar; (vi) revenue growth of 48.1%; (vii) reached an NOI margin of 36.9% and Adjusted EBITDA margin of 30.9%; (ix) distribution of Ps. 338.1 million; (x) debt issuance for Ps. 1,875.4 million at a rate equal to TIE₂₈ + 110 bps; and (xi) implementation of ADR Level 1 Program.

The Company recommends to vote **FOR** of this item.

- II. Presentation, discussion and submission for approval of the annual report in reference to the activities of the Trust's Technical Committee, the Auditing Committee, the Practices Committee, the Nominations Committee, the Debt Surveillance Committee and the Financial Committee during the fiscal 2015 period.

This item includes the proposal of the reports for annual activities carried out by each of Fibra Inn's six corporate governance committees. Following is a summary of each one of these:

Technical Committee

Mr. Victor Zorrilla Vargas, President of the Technical Committee, announced that during the 2015 period, the following activities took place: (i) 8 sessions took place; (ii) approval of the consolidated quarterly financial statements; (iii) approval of quarterly distributions; (iv) budget approvals; (v) approval to hire KPMG as external auditor; (vi) approval of the acquisition of four hotels in Chihuahua for a total investment of Ps. 713.9 million and the development of the JW Marriott Monterrey for up to Ps. 343.4 million; (vii) approval to hire Operadora México, Servicios y Restaurantes, S.A.P.I de C.V. – related party- for 10 hotels and approval of the bi-annual and annual rental rate reviews for the hotels in need of updating; (viii) creation and establishment of the Financial Committee; (ix) approval for the creation of an internal market study unit; (x) procedure for the repositioning of hotel equipment; (xi)



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approval for the nominations of Ms. Laura Nelly Lozano Romero and Lizeth Mariel Pedraza Nava as Title Secretary and Alternate, respectively; (xii) approval of debt issuance; (xiii) ratification of Santander as market maker; (xiv) presentation of the assets that comprise shareholders' equity and ratification of processes for their acquisition; (xv) approval of the sale of a portion of the 286.7m² lot located in front of the Holiday Inn Puebla La Noria in the city of Puebla for the construction of the Nodo Alitxcáyotl; (xvi) the approval of ADR Level 1 Program; and (xvii) approval for the participation of Fibra Inn in the Association of Mexican Real Estate Fibras, A.C. (*Asociación Mexicana de Fibras Inmobiliarias, A.C.*).

Auditing Committee:

Mr. Rafael Gómez Eng, President of the Auditing Committee informs that the following activities were carried out by Fibra Inn during 2015: (i) 4 sessions took place; (ii) proposal of the consolidated quarterly statements to the Technical Committee; (iii) proposal to the Technical Committee for Ps. 338.1 million in distributions; (iv) establishment of the accounting criteria for the repositioning of the hotel assets and equipment; and (v) proposal to the Auditing Committee to hire KPMG as external auditor.

Practices Committee

Mr. Adrián Garza de la Garza, President of the Practices Committee announced that during the 2015 period, the following activities were carried out: (i) 6 sessions took place; (ii) proposal to the Technical Committee for the acquisition of 4 hotels in Chihuahua for Ps. 713.9 million and the development of the JW Marriott Monterrey for up to Ps. 343.4 million; (iii) proposal to the Technical Committee to hire Operadora México, Servicios y Restaurantes, S.A.P.I de C.V. –related party- for 10 hotels and the approval of the bi-annual and annual rental rate reviews for the hotels in need of updating; (iv) confirmation of the adherence with eligibility criteria to invest in four hotels with a total investment of Ps. 775.0 million; (v) approval to change electricity provider at the hotels; and (vi) proposal to the Technical Committee for the substitution of the Secretary.

Nominations Committee

Mr. Marcelo Zambrano Lozano, President of the Nominations Committee announced that during the 2015 period, the following activities were carried out: (i) one session took place; and (ii) proposal to the Technical Committee to modify compensation of the independent board members.

Debt Surveillance Committee

Mr. Rafael Gómez Eng, President of the Debt Surveillance Committee announced that during the 2015 period the following activities were carried out: (i) four sessions took place and (ii) approval of the reports for Compliance with Financial Requirements of the CNBV as it pertains to Bank Loans and Public Debt Issuance FINN15.

Financial Committee

Mr. Héctor Medina Aguiar, President of the Financial Committee announced that during the 2015 period, the following activities were carried out: (i) three sessions took place; (ii) approval of the terms and conditions for the first public debt issuance for Ps. 1,875.35 million; (iii) determination of the strategy for the partial coverage of the FINN15 rate with the use of fixed-rate SWAPS valued at Ps. 625 million; and (iv) approval of bank negotiations to improve current contracted bank loan conditions.

The Company recommends to vote **FOR** of this item.

- III. Presentation, discussion and submission for approval of the annual report in reference to the Trust's External Auditor report with respect to fiscal 2015 period, as well as the Technical Committee's opinion regarding the content of this report.

In this point, the annual report from the Trust's External Auditor (KPMG Cardenas Dosal, S.C.) related to Fibra Inn's financial statements, results and consolidated cash flow, corresponding to the years ended December 31, 2015 and 2014, which includes the favorable opinion of the External Auditor, in accordance with International Financial Reporting Standards (IFRS). Additionally, the approval of the Trust's Technical Committee as it pertains to this report.

The Company recommends to vote **FOR** of this item.

- IV. Presentation, discussion and submission for approval of the annual report in reference to the fulfillment of tax obligations through the period ended December 31, 2015.

In this point, the report regarding compliance with the Mexican fiscal obligations will be presented, under the terms established in accordance with Article 76, Section XIX, of the Income Tax Law corresponding to the 2015 period, issued by the Trust Management Subsidiary (*Administradora de Activos Fibra Inn, S.C.*), which informs that there was no omission in the complying of any of these obligations.

The Company recommends to vote **FOR** of this item.

- V. Presentation, discussion and submission for approval of the Trust's financial statements corresponding to the period ended December 31, 2015 and the application of the results for the period.

In this point, Fibra Inn's detailed financial statements shall be presented in accordance to IFRS and corresponding to fiscal year 2015, which include consolidated statement of financial position, consolidated income statements, consolidated statements of comprehensive income, consolidated statement of changes in Trustors' equity, consolidated statements of cash flows and notes to the consolidated financial statements. This information was delivered to the Mexican National Banking and Securities Commission ("CNBV").

The Company recommends to vote **FOR** of this item.

- VI. Proposal, discussion and, if necessary dismissal, appointment and/or ratification of the proprietary members of the Technical Committee; and in the case of the independent members, if qualified to be independent..

In this item, the ratification of the members of the Technical Committee shall be proposed. These are: Victor Zorrilla Vargas, Joel Zorrilla Vargas, Oscar Eduardo Calvillo Amaya, José Gerardo Clariond Reyes-Retana, Robert Jaime Dotson Castrejón, Juan Carlos Hernáiz Vigil, Adrian Jasso and Santiago Pinson Correa. In addition, Fibra Inn proposes the ratification of the current independent members of the Technical Committee, namely: Everardo Elizondo Almaguer, Adrián Enrique Garza de la Garza, Alberto



Rafael Gómez Eng, Héctor Medina Aguilar and Marcelo Zambrano Lozano. Each of them is a high profile professional and business person in Mexico, whose curriculum is located at:

http://fibrainn.mx/assets/docs/Curriculums_Consejeros_VF.pdf

The Company recommends to vote **FOR** of this item.

- VII. Proposal, discussion, appointment and ratification of the alternate members of the Technical Committee.

In this item, the substitution of Mr. Juan Carlos Calderón Guzmán, the current alternate for Santiago Pinsón Correa, by Antonio de Jesús Sibaja Luna, in light of the fact that Mr. Cardenas Guzman announced that he will no longer be able to continue in the position for professional reasons. The ratification of the remaining Alternate Technical Committee members will be proposed. These are: Diego Zorrilla Vargas, Daniel Arán Cárdenas, Alejandro Javier Leal-Isla Garza, José Pedro Saldaña Lozano, José Pedro Valenzuela Rionda, María Fernanda Hernáiz Leonardo and Roberto Simón Woldenberg.

The Company recommends to vote **FOR** of this item.

- VIII. Proposal, discussion and approval and approval for the modification or ratification of fees corresponding to independent board members.

In this point and in light of the decision made at the 2014 Shareholders' Meeting to review independent board member fees on an annual basis, the Company shall propose a previous recommendation of the Trust's Nominations Committee, the modification of these fees for the 2016 period, in the following terms: (i) Ps. 32,750 for the participation of each independent member at each Technical Committee meeting; and (ii) Ps. 27,000 for participation of each independent member to each session of other committees, which are part of Fibra Inn's corporate governance.

The Company recommends to vote **FOR** of this item.

- IX. Proposal and approval of assets acquired by the Trust during fiscal year 2015.

In this point, the seven properties acquired by the Trust during 2015 will be presented, equal to a total investment of Ps. 1,001.9 million and 928 rooms, namely: Holiday Inn Reynosa Industrial Poniente, Hampton Inn by Hilton Hermosillo, Staybridge Suites Guadalajara Expo, Arriva Express Guadalajara, Hampton Inn by Hilton Chihuahua, City Express Chihuahua and City Express Junior Chihuahua.

The Company recommends to vote **FOR** of this item.

- X. Proposal, discussion and approval of the implementation of the Company's Recurring Issuer Program.

In this point, Fibra Inn proposes the implementation of a Recurring Issuer Program for the Company, which is aimed at issuers with over two years of being publicly-trading, as established by the CNBV. The benefits are the following: (i) the Program would allow for Fibra Inn's dynamic growth; (ii) would allow taking advantage of future acquisition opportunities as these may be financed with partial issuances



made to measure, both debt and equity; (iii) lower issuance expenses and less time invested; and (iv) minimize the effects of unproductive capital as only specific debt or equity amounts would be issued as required by each proposed project as they arise. This proposal will take place under the following terms:

- (i) Debt Issuances: Approval of the new classification as Recurring Issuer for the previously-approved and currently active Program for up to Ps. 5 billion, with a remaining balance for issuance of up to Ps. 3,124.7 million. In this regard, the Company will propose to delegate the Technical Committee the dates, amounts and remaining items for each of the issuances that take place under this Program; and
- (ii) Equity Issuances: Approval of the new classification as Recurring Issuer for up to 200 million CBFIs, which represents a 41% increase pertaining to the total 490,019,542 CBFIs issued by Fibra Inn. The Company will propose the approval of dates, amounts and remaining items under the equity Program for approval with respect to each of the issuances, as required, in a subsequent Shareholders' Meeting. It is important to mention that CBFIs subject to a future issuance would have the same rights as the current ones. At this time, the Company has not established a definitive date or amount for an upcoming capital issuance.

The Company's commitment is to take advantage of future acquisition opportunities by first using the remaining resources that are approved for debt, without exceeding the 33% limit of the loan-to-value ratio. In the second place, in the case that price and market conditions are favorable and upon approval at the Shareholders' Meeting, the Company may move forward with equity issuances.

The Company recommends to vote **FOR** of this item.

XI. Appointment of Special Delegates to fulfill the resolutions approved during the Meeting.

In this point, the Common Representative's assistance will be proposed as a Special Delegate to formalize the resolutions approved at the Shareholders' Meeting.

The Company recommends to vote **FOR** of this item.

XII. Transcription, drafting and approval of the meeting minutes.

In this point, all of the approvals of the Meeting must be presented in the meeting minutes.

The Company recommends to vote **FOR** of this item.

The Company is committed to provide shareholders with sufficient timeliness and transparency, in anticipation of the next Shareholders' Meeting, in order to promote a voting process that is aligned with best corporate practices. Fibra Inn is certain that by sharing this level of information, each CBFI holder shall be able to make decisions using the best information available for the individual and collective benefit of Fibra Inn's shareholders.

About the Company

Fibra Inn is a Mexican trust formed primarily to acquire, develop, operate and rent a broad range of hotel properties in Mexico aimed at the business traveler. The Company has signed franchise, license and brand usage agreements with international hotel brands for the operation of global brands as well as the operation of national brands. Additionally, the Company has development agreements. These hotels enjoy some of the industry's top loyalty programs. Fibra Inn trades its Real Estate Certificates (Certificados Bursátiles Fiduciarios Inmobiliarios or "CBFIs") on the Mexican Stock Exchange under the ticker symbol "FINN13"; its ADRs trade on the OTC market in the U.S. under the ticker symbol "DFBRY".

For more information, please visit: www.fibrainn.mx

Note on Forward-Looking Statements

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, Company performance and financial results. Also, certain reclassifications have been made to make figures comparable for the periods. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.