

Fibra Inn Informs Regarding Resolutions to Extraordinary Shareholders' Meeting for CBFIs Shareholders where Internalization was Approved

Monterrey, Mexico, November 14, 2016 – Deutsche Bank Mexico, S.A., Banking institution, Trust Division F/1616 or Fibra Inn (BMV: FINN13, ADR OTC: DFBRY) (“Fibra Inn” or “the Company”), the Mexican real estate investment trust specializing in the hotel industry serving the business traveler with global brands, announced resolutions to Extraordinary Shareholders’ Meeting held on November 11, 2016 with the attendance of holders equivalent to 405,168,797 CBFIs representing 92.08% of the total CBFIs outstanding.

RESOLUTIONS

- I. **Proposal, discussion and submission for approval to carry out the process of internalization of the Trust’s management, a voluntary agreement for the early termination of the advisory contract between the Trust and Asesor de Activos Prisma, S.A.P.I. de C.V.**

FIRST: Approval to carry out the process of internalization of the Trust, therefore, a voluntary agreement for the early termination of the Advisory Contract between the Trust and Asesor de Activos Prisma, S.A.P.I. de C.V. thereby instructing in this document the Trustee to take the necessary actions to make it effective, including the necessary modifications to the contract held with the Administrator.

SECOND: In order to fulfill the obligations derived from the FIRST resolution, the authorization of the Trustee to pay the Advisor under the patrimonial value of the Trust, the compensation, the additional compensation and the Hotel Factory compensation, under the terms proposed in the FIRST item of the meeting agenda.

THIRD: Approval and instruction for the Technical Committee to: (i) authorize the agreements and/or contracts aiming to ensure that the CBFIs paid to the Advisor, as part of its compensation, the additional compensation and the Hotel Factory compensation, cannot be sold or disposed of in any way by the Advisor for a restricted period, effective until January 1, 2022; under the understanding that such restriction will not apply to the disposal made directly by the Advisor directly to any of its shareholders or through the Controlling Trust (as per the definition in the Trust), as long as those CBFIs received by the shareholders are subject to a restriction period, effective until January 1, 2022; and (ii) approval of the Trustee to celebrate such agreements and/or contracts, as well as any necessary actions or convenient for such effects, likewise, allowing it to delegate these attributions to an authorized delegate during the Technical Committee meeting.

The FIRST, SECOND and THIRD resolutions, related to Item I of the Meeting Agenda, had a favorable vote of 91.12% of total CBFIs outstanding.



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II. In the event of approval of the aforementioned point, the proposal, discussion and submission for approval to carry out the issuance of Real Estate Investment Trust Certificates (CBFIs) aimed to fulfill the obligations derived from the voluntary agreement between the two parties.

FOURTH.- In order to comply with the resolutions of this Meeting, the price of each CBFI to be delivered to the Advisor as payment for compensation, the additional compensation and the Hotel Factory compensation will be Ps. 11.52574713 (eleven pesos and 574713/100 Mexican currency), for the calculation of the CBFI price, the weighted average price will be used for the 10 (ten) business days prior to and 10 (ten) business days after October 3, 2016, which was the date that the Meeting announcement was published on EMISNET.

FIFTH.- In virtue of the FOURTH resolution, the Trustee was authorized and instructed to issue 14,000,000 (fourteen million) CBFIs for the payment of 70% (seventy percent) of (i) the compensation, (ii) the additional compensation and (iii) the Hotel Factory compensation, in accordance with the FIRST and SECOND resolutions mentioned previously; with the understanding that the CBFIs that are not necessary to comply with these obligations will be cancelled.

SIXTH.- The Trustee is instructed to authorize that any CBFIs issued in accordance with the FIFTH RESOLUTION be delivered to the Advisor once the agreements and/or contracts are celebrated, in accordance with the THIRD resolution mentioned previously, the object being that these CBFIs may not be sold or in any other way disposed of during the restriction period that will end on January 1, 2022.

SEVENTH.- The Trustee is authorized and instructed to realize any necessary acts in order to obtain from competent authorities the authorization necessary to issue the CBFIs and that reference the FIFTH resolution mentioned previously, including but not limited to: (a) any request, authorization, notification or procedure before any authority; (b) the updating of the registration of the CBFIs in the National Securities Register; (c) its registration in the listing of the Mexican Stock Exchange (*Bolsa Mexicana de Valores, S.A.B. de C.V.*) for the trading of this security; and (d) the exchange of the certificate that represents the CBFIs under the ticker symbol FINN13 that is currently in circulation, deposited in the S.D. Indeval Institución for the Depósito de Valores, S.A. de C.V., for the new certificate that represents all of CBFIs including those approved at this Meeting.

There was a favorable vote of 91.12% of the total CBFIs outstanding for Item II of the Meeting Agenda, which is related to the FOURTH, FIFTH, SIXTH and SEVENTH resolutions; as a result this item was approved.

III. Proposal, discussion and submission for approval for the modification of the Trust Agreement, in order to change the current composition and faculties of the Technical Committee.

Item III of the Meeting Agenda had a favorable vote of 84.08% of the total CBFIs outstanding; however, a minimum of 89.0% was required to approve this proposal; as a result this item was not approved.

IV. Proposal, discussion and submission for approval for the modification of the Trust Agreement, in order to change certain faculties of the Nominations Committee.

EIGHTH.- The Trust is authorized to modify, as needed, the project for which the Nominations Committee has the faculties described in this point of the Meeting Agenda.

NINTH.- Considering the faculties that will be attributed to the Nominations Committee, and in accordance with the EIGHTH resolution mentioned above, it is authorized that the Trust will be modified in order to call this committee the “Nominations and Compensations Committee” and so that any reference of Nominations Committee be substituted with “Nominations and Compensations Committee”.

The EIGHTH and NINTH resolutions, related to Item IV of the Meeting Agenda, had a favorable vote of 90.39% of the total shares outstanding; as a result, this item was approved.

V. Proposal, discussion and submission for approval for the modification of the Trust Agreement, in order to change certain faculties of the Practices Committee.

TENTH.- It is authorized that the Trust be modified in order to establish a new committee named the “Investment Committee”, that includes the faculties described in this Meeting Agenda and comprised of at least 5 (five) members; with the understanding that the Technical Committee will be responsible for the designation of 3 (three) of the member, who must be Independent Members and the 2 (two) remaining members that must be nominated by the Controlling Trust.

ELEVENTH.- It is authorized that the Trust be modified in accordance with the project attached as **Annex 4** in in order to establish that the Administrator will have the faculties and attributes described in the Meeting Agenda in addition to these that currently correspond to the Trust.

The TENTH and ELEVENTH resolutions, related to Item V of the Meeting Agenda, had a favorable vote of 90.39% of the total shares outstanding; as a result, this item was approved.

VI. Proposal, discussion and submission for approval for the modification of the Trust Agreement, in order to change current Holder rights related to CBFi transactions.

TWELFTH.- It is authorized that the Trust be modified in accordance with the project attached as **Annex 4** in order to establish that what was mentioned in the thirteenth clause, section 30.1 of the Trust will not be applicable exclusively to the acquisitions carried out by the pension funds independently, but will be when two or more of them act together.

The TWELFTH resolution, related to Item VI of the Meeting Agenda, had a favorable vote of 90.39% of the total shares outstanding, as a result, this item was approved.

VII. Proposal, discussion and submission for approval for the modification of the Trust Agreement, in order to change current Holder rights related to Shareholders’ Meetings.

Item VII of the Meeting Agenda had a favorable vote of 84.08% of the total shares outstanding, however a minimum of 89.0% approval was necessary for the approval of this resolution; as a result, this item was not approved.

VIII. Proposal, discussion and submission for approval for the modification of the Trust Agreement to adjust its wording in accordance with (i) applicable legal requirements and (ii) the current business scenario.

THIRTEENTH.- It is authorized that the Trust be modified in order to (i) integrate the content of clauses Eleventh bis and Nineteenth bis in the clauses of the Trust that correspond, eliminating these; (ii) adjust its clauses according to applicable legal provisions, the resolutions adopted at the Shareholders' Meeting and the current business situation; and (iii) to be considered as within its purposes the provision of lodging services to allow accommodations for persons in the real estate properties.

FOURTEENTH.- It is authorized that the Trust be modified to establish the "Financial Committee", which will be integrated by at least 5 (five) members; on the understanding that at least the majority of the members of the Committee must be independent members of the Technical Committee.

FIFTEENTH- It is authorized that the Trust be modified for the establishment of the Financial Committee, referred to in the FOURTEENTH resolution mentioned previously, so that it will have all the faculties and attributes delegated by the Technical Committee for the execution of its resolutions.

SIXTEENTH.- It is authorized that the Trust be modified for the establishment of the "Credit Surveillance Committee", which will be comprised of at least 5 (five) members; with the understanding that the majority of the members of this committee must be Independent Members of the Technical Committee.

SEVENTEENTH.- It is authorized to legally modify the Trust which establishes that the Credit Supervision Committee, referred to in the previous resolution SIXTEEN will have, among other faculties and attributes that will be determined by the Technical Committee, the ability to oversee that mechanisms and controls are put into place that will enable it to verify that the contracting or assumption of said credits, loans or financing charged to the Trust Estate, abide by all applicable laws.

EIGHTEENTH.- Considering the resolutions adopted at this Meeting, it authorizes the Fiduciary to modify the Trust in terms substantially equal to the project, considering the adjustments and modifications necessary to address the comments made by the CNBV, according to the following resolutions NINETEEN and TWENTY.

The THIRTEENTH to EIGHTEENTH resolutions, related to Item VII of the Meeting Agenda, had a favorable vote of 90.39% of the total shares outstanding; as a result, this item was approved.

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

NINETEENTH.- It authorizes Messrs. Oscar Eduardo Calvillo Amaya, Miguel Aliaga Gargollo and Laura Nelly Lozano Romero to, any two, jointly approve (i) the modification of Trust clauses derived from the observations made by the corresponding authorities and (ii) the project of the modifiable agreement and definite re-expression of the Trust.

TWENTIETH.- It authorizes Messrs. Oscar Eduardo Calvillo Amaya, Miguel Aliaga Gargollo and Laura Nelly Lozano Romero to, any two, jointly approve: (i) instructing the Trust to enact the modifying agreement and re-expression of the Irrevocable Trust Agreement identified under number F/1616, in order to carry out the agreed-upon resolutions adopted at the Meeting; and, (ii) carry out any paperwork and/or legal act aimed at fulfilling said resolutions, including, in said case and not limited to, whatever paperwork necessary to formalize the aforementioned modifiable agreement and re-expression of the Irrevocable Trust Agreement identified under number F/1616.

TWENTY FIRST.- The Trust is authorized and instructed to, based on the modifications that the Technical Committee makes to the Irrevocable Trust Contract identified as F/1616 in accordance with the resolutions of the Meeting, (i) modify the Certificate that protects the CBFIs under the ticker symbol FINN13, (ii) consequently, realizes an exchange of the Security deposited before the S.D. Indeval Institución for the Depósito de Valores, S.A. de C.V., for the various things that are included in the modifications that take place under the present resolution, and (iii) realizes any other act related and/or necessary at the request of any authorities or entities including, but not limited to the National Banking and Securities Commission to the S.D. Indeval Institución for the Depósito de Valores, S.A. de C.V. and to the Mexican Stock Exchange.

The NINETEENTH to TWENTY FIRST resolutions, related to Item IX of the Meeting Agenda, had a favorable vote of 90.39% of the total shares outstanding; as a result, this item was approved.

X. Drafting, review and approval of the Meeting Minutes.

TWENTY SECOND- The approval and the signature of the decision reached at the Extraordinary Shareholders' Meeting and the Trust is instructed to realize the decisions made herein, taking the present document as instructions for all the pertaining legal effects.

TWENTY THIRD.- The approval to nominate the Common Representative as special delegate so that he may present himself before the Notary Public of his choice in order to formalize all or part of this document, and if necessary act as witness in the corresponding Public Commerce Registry.

About the Company

Fibra Inn is a Mexican trust formed primarily to acquire, develop 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 ADR trades 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.