



## Fibra Inn Shares Information to be Proposed at the Annual Ordinary Shareholders' Meeting

**Monterrey, Mexico, April 10, 2023** – CIBanco, S.A., Institución de Banca Múltiple, as the final and universal beneficiary of Deutsche Bank México, Institución de Banca Múltiple, Fiduciary Division, Trust DB/1616 or Fibra Inn (BMV: FINN13) ("Fibra Inn" or "the Company"), a Mexican real estate investment trust internally managed specializing in the hotel industry serving the traveler with global brands, informs regarding each of the discussion items for the Annual Ordinary Shareholders' Meeting for CBFH holders ("the Shareholders' Meeting" or "the Meeting") that will take place on April 27, 2023. The purpose of this announcement is to ensure that shareholders receive timely and transparent information prior to the Meeting. These items, as well as all the information that will be presented, may be found at: <https://www.fibrainn.mx/en/investors/cbfi-holder-information>

### Ordinary Shareholders' Meeting of FINN13 CBFH Holders

Fibra Inn shares its opinion regarding the agenda items that will be voted upon at the Ordinary Shareholders' Meeting on April 27, 2023, at 10.45am:

**1. Proposal, discussion, and submission for approval of the annual report covering the Trust's activities for fiscal year 2022.**

For this item, the activities carried out by Fibra Inn during 2022 will be presented: (i) a Shareholders' Meeting was held to approve Lorena Margarita Cárdenas Costas as Independent Member of the Technical Committee; (ii) a loan for Ps. 90 million was contracted to finance the value added tax ("VAT") refund derived from the acquisition of The Westin Monterrey Valle hotel; (iii) the Environmental, Social and Governance (ESG) Performance Report for the 2021 period was issued; (iv) Fibra Inn received Ps. 115.0 million from the second and final disbursement of the credit signed by the CIB/3096 Trust, owner of The Westin Monterrey Valle hotel; (v) the three hotels located in Silao, Irapuato and Celaya were sold for a total of Ps. 100 million, plus taxes; (vi) Fibra Inn received notifications from two separate investor groups regarding their interest in acquiring securities of Fibra Inn, which would give them significant influence over the Company and modify its capital structure; (vii) Fibra Inn informed about the change of trustees and trustors by the monetary transfer of all the Founders' Trust trustee rights to one of the interested groups mentioned in the previous item; (viii) Deloitte was ratified as the Trust's External Auditor; (ix) regarding the operating indicators, same store sales reached, the occupancy rate of 57.6%, which meant an increase of 16.2 pp; an average daily rate of Ps. 1,529.3, which represented a 13.3% increase; and a RevPar of Ps. 881.5, demonstrating a 57.5% increase; (x) income from the Trust increased by 61.6%; and (xi) the total NOI margin was 32.8% and the Adjusted EBITDA was 26.1%.

The Company recommends voting **IN FAVOR** of this item.



**2. Proposal, discussion, and submission for approval of the annual report regarding the Trust's ESG activities for the fiscal 2022 period.**

For this item, the ESG activities carried out by Fibra Inn during 2022 will be presented:

- (i) Fibra Inn disclosed its second ESG Annual Report for the 2021 period. [https://fibrainn.mx/assets/docs/informeasg-vf\\_62c471dd95327.pdf](https://fibrainn.mx/assets/docs/informeasg-vf_62c471dd95327.pdf)
- (ii) Gaps with respect to the recommendations of the Task Force on Climate related Financial Disclosures ("TCFD") were identified.
- (iii) Identification of sustainable development goals (*Objetivos del Desarrollo Sostenible* or "ODS" in Spanish), where Fibra Inn has an impact.
- (iv) Participation in the Corporate Sustainability Assessment ("CSA").
- (v) The 2022 ESG Annual Report is expected to be disclosed during July 2023.

The Company recommends voting **IN FAVOR** of this item.

**3. Proposal, discussion, and submission for approval of the fiscal 2022 annual reports, respectively, with reference to the activities of the Technical Committee, the Auditing Committee, the Practices Committee, the Nominations and Compensations Committee, the Financial Committee, the Investment Committee, and the Trust's ESG Committee.**

For this item, the reports for the activities carried out during the year 2022 by each of the committees that constitute Fibra Inn's corporate governance will be presented by each of the committee presidents, respectively, per the following terms:

**Technical Committee**

Diego Andrés Cisneros, Technical Committee President, reported that the following activities were carried out for the year 2022:

- (i) Ten sessions were held in the months of February, April, July, September, October, November, and two in December 2022, as well as two in February 2023.
- (ii) The approval of the consolidated financial statements for March, June, September, and December 2022, upon recommendation of the Trust's Audit Committee.
- (iii) Approval to make no Distributions to Holders for the quarters ending in March and June 2022; however, it was authorized to distribute a total of Ps. 43.2 million for the quarters ending in September and December 2022, per recommendation of the Audit Committee.
- (iv) Approval of the audited financial statements for the year 2021, with the corresponding opinion report, without exceptions, issued by Deloitte as the Trust's External Auditor, prior to Audit Committee opinion.
- (v) Approval of the reports from the Trust's Financial Committee for March, June, September, and December 2022.
- (vi) Approval for a voluntary and free water discharge easement in favor of the adjacent property of the Wyndham Valle Real Monterrey hotel in exchange for a voluntary and free rainwater easement in favor of Fibra Inn for the direct benefit of the hotel.
- (vii) Approval of the modification of a short-term incentive plan for the executives of the Trust Administrator, upon recommendation of the Nominating and



- Compensation Committee. Also approved were the objectives of these executives, corresponding to the year 2022.
- (viii) Approval for the renewal of the Hampton Inn by Hilton Saltillo hotel franchise.
  - (ix) Analysis of various projects potentially generating value for the Trust's investors.
  - (x) The Trust's Technical Committee Secretary informed all the members regarding the obligations, responsibilities, and recommendations for the Technical Committee members, derived from the Securities Market Law, the Code of Best Practices, and the Internal Regulations of the Mexican Stock Exchange.
  - (xi) Approval for the revocation and appointment of exclusive delegates to instruct on the opening of additional bank accounts for the Trust.
  - (xii) Approval of member resumes, per the recommendation of the Trust's Nominating and Compensation Committee.
  - (xiii) Approval for the divestment of the hotels located in Celaya, Silao and Irapuato, for a total of Ps. 100 million plus VAT for constructions, furniture, and equipment.
  - (xiv) Approval for the signing of a contract for the provision of services to be signed between Administradora de Activos Fibra Inn, S.C. (subsidiary of the Trust) with Victor Zorrilla Vargas and Joel Zorrilla Vargas, after the favorable opinion of the Trust's Practices Committee, a contract through which that entity would provide advice to the latter regarding the termination of a lease agreement that exists between the two gentlemen and a third party, regarding a hotel they own.
  - (xv) The transfer of the trustee's rights with respect to a project in which a Marriott hotel would be developed in the Monterrey airport area, for a total of Ps. 27 million, plus the corresponding VAT.
  - (xvi) Approval for the recommendation of the FINN13 CBFi Repurchase Fund, after obtaining the Trust's Financial Committee opinion.
  - (xvii) Analyzation of the strategic plan and financial projections for the 2023-2027 period presented by the Trust Administrator.
  - (xviii) Approval to modify the composition of the auxiliary committees.
  - (xix) Approval for the Trust's Audit Committee reports.
  - (xx) Approval for the ratification of Deloitte as the Trust's External Auditor, following the Audit Committee recommendation.
  - (xxi) Approval for a potential acquisition of up to 49% of Fibra Inn's outstanding CBFIs by Comercial Hotelera Mexicana de Occidente, S.A. de C.V., Hotel Financing Fund LLC and Ernesto Fernando Echavarría Salazar, subject to the investigation of an independent third party and to the public offer of acquisition in accordance with the Securities Market Law.
  - (xxii) Approval for the potential acquisition of up to less than 30% Fibra Inn's outstanding CBFIs, by the public investors and/or the Founders Trust, by Diego Andrés Cisneros Salas, José Carlos Laviada Ocejo, Laura Renee Diez Barroso Azcárraga, Origin Patrimonial S.A. de C.V. and/or Factoring Azteca, S.A. de C.V.
  - (xxiii) Approval for hiring the Trust's External Auditor for the provision of services other than auditing, with the understanding that this contract did not represent any conflict of interest, following the Audit Committee recommendation.
  - (xxiv) Approval for the 2023 calendar of sessions for this committee.



### **Auditing Committee**

Alberto Rafael Gómez Eng, President of the Auditing Committee, reported that the following activities were carried out for the year 2022:

- (i) Five sessions were held in the months of February, April, July, and October 2022, as well as February 2023.
- (ii) Analysis and recommendation of the consolidated financial statements for March, June, September, and December 2022 to the Technical Committee.
- (iii) Recommended the approval for the Technical Committee to make no Distributions to Holders for the quarters ending in March and June 2022; but to distribute a total of Ps. 43.2 million for the quarters ending in September and December 2022.
- (iv) Deloitte carried out its supervision as the Trust's External Auditor.
- (v) Monitoring of compliance to the recommendations made by the External Auditor in the 2021 audit.
- (vi) Analysis and recommendation by the External Auditor of the Trust to the Technical Committee, for the audited financial statements for the year 2021, along with the corresponding opinion report without exceptions.
- (vii) Evaluation and the recommendation to the Technical Committee for the ratification of the Trust's External Auditor,
- (viii) Evaluation and the recommendation to the Technical Committee regarding the hiring of the Trust's External Auditor for the provision of services other than auditing, with the understanding that this would not represent any conflict of interest.
- (ix) Review of the Internal Audit area quarterly reports, actions were recommended, and the results of these activities were reviewed.
- (x) Analysis of franchise contracts signed, but not yet utilized by the Trust, as well as the evaluation of the contingent fulfillment of obligations derived from these.
- (xi) Approval of the 2023 calendar of sessions.

### **Practices Committee**

Adrián Enrique Garza de la Garza, President of the Practices Committee, reported that the following activities were carried out for the year 2022:

- (i) A session was held in October.
- (ii) Validation of compliance with the eligibility criteria for land attached to the Hampton Inn by Hilton Hermosillo hotel; this acquisition was subsequently approved by the Trust's Investment Committee.
- (iii) Approval for the signing of a contract for the provision of services to be signed between Administradora de Activos Fibra Inn, S.C. (subsidiary of the Trust) with Victor Zorrilla Vargas and Joel Zorrilla Vargas, subject to approval by the Trust's Technical Committee, a contract through which that entity would provide advice to the latter regarding the termination of a lease contract that exists between the two gentlemen and a third party, regarding a hotel they own. It was also recommended to the Technical Committee that they approve the signing of such a contract with the proposed terms.



### **Nomination and Compensation Committee**

Santiago Pinson Correa, President of the Nomination and Compensation Committee, reported that the following activities were carried out for the year 2022:

- (i) Three sessions were held in the months of March and November 2022; as well as March 2023.
- (ii) It was recommended to the Technical Committee that it modify the Trust Administrator's short-term executive incentive plan.
- (iii) Determination of the evaluation process for independent members in accordance with the Technical Committee's Independent Members Policy as approved by the Shareholders' Meeting held on April 30, 2021 ("the Policy") for the results presented to the Holders each year.
- (iv) Authorization of independent member profiles, as well as recommendation for Technical Committee.
- (v) Execution of candidate search for position of independent member of the Trust's Technical Committee for the year 2023, in accordance with the Policy, to issue a recommendation at the Shareholders' Meeting in April 2023.
- (vi) Derived from this search, a recommendation was issued at the Shareholders' Meeting consisting of the appointment of José María Garza de Silva, as well as the ratification of Adrián Enrique Garza de la Garza, Lorena Margarita Cárdenas Costas, Marcelo Zambrano Lozano and the undersigned Santiago Pinson Correa, as independent members of the Technical Committee for the year 2023, with the understanding that in the case of the recommendation of the last three mentioned, abstention from voting was expressed by the member in functions as he is part of this Nomination and Compensation Committee.
- (vii) Proposal to update and approve (at the Shareholders' Meeting) the fees to be paid to the independent members corresponding to the year 2023, as well as the approval of the same terms with regards to the members of the Technical Committee appointed by the Founders' Trust.
- (viii) Validation of results for the executives participating in the Long-Term Incentive Program as authorized by the Shareholders' Meeting on April 30, 2021, corresponding to the year 2022.

### **Financial Committee**

Lorena Margarita Cárdenas Costas, President of the Financial Committee, reported that the following activities were carried out for the year 2022:

- (i) Five sessions were held in the months of February, April, July, and October 2022, as well as February 2023.
- (ii) Analysis and approval of the reports to the Technical Committee regarding the compliance and 12-month projection of the financial ratios of the National Banking and Securities Commission and the issuance of FINN18 debt corresponding to March, June, September, and December 2022.
- (iii) Analysis of current and projected 12-month quarterly cash flows for the February, April, July, and December 2022 quarters.
- (iv) Revision of evolution of the 4-year net debt to EBITDA ratio projection for the quarters of February, April, July, and December 2022.
- (v) Ratification and recommendation to the Shareholders' Meeting of the Trust's leverage and liquidity ratios for the 12-month period after April 2022.



- (vi) Analysis of information related to the market valuation of Fibra Inn with respect to other Fibras and issuers in the hotel sector.
- (vii) Evaluation of prospects for compliance with the financial obligations of the Trust.
- (viii) Reactivation of the FINN13 CBFi Repurchase Fund was evaluated and recommended to the Technical Committee.
- (ix) Analysis and recommendation to the Technical Committee regarding the payment of AFFO distributions.
- (x) Approval of the 2023 calendar of sessions.

#### **Investment Committee**

Marcelo Zambrano Lozano, President of the Investment Committee, reported that the following activities were carried out for the year 2022:

- (i) A session was held in October.
- (ii) Approval for the acquisition of a portion of land attached to the Hampton Inn by Hilton Hermosillo hotel, for a value of Ps. 3.0 million, following the favorable opinion of the Trust's Financial Committee.

#### **ESG Committee**

Oscar Eduardo Calvillo Amaya, President of the ESG Committee, reported that the following activities were carried out for the year 2022:

- (i) Four sessions were held in the months of March, June, and November 2022, as well as March 2023.
- (ii) Approval of the Trust's annual ESG report for the year 2021.
- (iii) Presentation of progress with regards to ESG activities implemented by Fibra Inn during to and prior to fiscal year 2022.
- (iv) Approval of the projects to be implemented by the Trust for the year 2023.
- (v) Approval of the 2023 calendar of sessions.

The Company recommends voting **IN FAVOR** of this item.

#### **4. Proposal, discussion, and submission for approval of the annual information in reference to the Trust's External Auditor report with respect to fiscal 2022, as well as the Technical Committee's opinion regarding the content of this report.**

On this item, presentation of the annual report from the Trust's External Auditor Galaz, Yamazaki, Ruiz Urquiza, S.C. ("Deloitte") related to Fibra Inn's financial statements, results and consolidated cash flow, corresponding to the years ended December 31, 2022, and 2021, which will include the favorable opinion of this External Auditor, in accordance with International Financial Reporting Standards (IFRS). Likewise, the favorable opinion of the Trust's Technical Committee related to this report will be presented.

The Company recommends voting **IN FAVOR** of this item.

#### **5. Proposal, discussion, and submission for approval of the annual report in reference to the fulfillment of tax obligations as of December 31, 2022.**



For this item, 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 2022 period, issued by the Trust Management Subsidiary (Administradora de Activos Fibra Inn, S.C.), in which it informed that there was no omission in the compliance of any of these obligations.

The Company recommends voting **IN FAVOR** of this item.

**6. Proposal, discussion, and submission for approval of the Trust's financial statements corresponding to the period ended December 31, 2022, and the application of the results for the period.**

For this item, Fibra Inn's detailed financial statements shall be presented in accordance with IFRS and corresponding to fiscal year 2022, which include the consolidated statement of financial position, consolidated income statements, consolidated statements of comprehensive income, consolidated statement of changes in Trustees' equity, consolidated statements of cash flows and notes to the consolidated financial statements. This information will be delivered to the National Banking and Securities Commission ("CNBV") and can be reviewed at:

<https://fibrainn.mx/inversionistas/avisos-a-tenedores>

The Company recommends voting **IN FAVOR** of this item.

**7. Proposal, discussion, independent qualification, and ratification of Lorena Margarita Cárdenas Costas as Independent Member of the Technical Committee, as well as her performance evaluation.**

For this item, upon recommendation of the Nominations and Compensations Committee (having the proposed candidate abstained from voting as she is part of that committee), the proposal consists in the ratification of Lorena Margarita Cárdenas Costas as an Independent Member of the Technical Committee for the year 2023, as a professional expert and high-level executive in Mexico. Her resume is available at: <https://www.fibrainn.mx/en/corporate/corporate-governance>

Regarding the Board Member policy, the proposed independent member underwent an evaluation process. The objective of this evaluation was to understand the performance levels perceived by each of the other Technical Committee members with regards to his or her responsibilities and responsibilities as a board member, to identify their strengths and opportunities for improvement. As such, an external specialized consultant developed a questionnaire and analysis, comprised of the following sections: participation before, during and after the sessions, member duties, personal competence, and leadership. The individual result obtained by the proposed candidate was favorable (4.80 from a score of 1 to 5), therefore the ratification is recommended.

The Company recommends voting **IN FAVOR** of this item.



**8. Proposal, discussion, independent qualification, and ratification of Marcelo Zambrano Lozano as Independent Member of the Technical Committee, as well as his performance evaluation.**

For this item, upon recommendation of the Nominations and Compensations Committee and having the proposed candidate abstained from voting, the proposal consists in the ratification of Marcelo Zambrano Lozano as an Independent Member of the Technical Committee for the year 2023, as a professional expert and high-level executive in Mexico. His resume is available at: <https://www.fibrainn.mx/en/corporate/corporate-governance>

Regarding the Board Member policy, the proposed independent member underwent an evaluation process. The objective of this evaluation was to understand the performance levels perceived by each of the other Technical Committee members with regards to his or her responsibilities and responsibilities as a board member, in order to identify strengths and opportunities for improvement. As such, an external consultant developed a questionnaire and analysis, comprised of the following sections: participation before, during and after the sessions, member duties, personal competence, and leadership. The individual result by the proposed candidate was favorable (4.82 from a score of 1 to 5), therefore the ratification is recommended.

The Company recommends voting **IN FAVOR** of this item.

**9. Proposal, discussion, independent qualification, and ratification of Santiago Pinson Correa as Independent Member of the Technical Committee as well as his performance evaluation.**

For this item, upon recommendation of the Nominations and Compensations Committee (having the proposed candidate abstained from voting, as he is member of this committee), the proposal consists in the ratification of Santiago Pinson Correa as an Independent Member of the Technical Committee for the year 2023, as a professional expert and high-level executive in Mexico. His resume is available at: <https://www.fibrainn.mx/en/corporate/corporate-governance>

Regarding the Board Member policy, the proposed independent member underwent an evaluation process. The objective of this evaluation was to understand the performance levels perceived by each of the other Technical Committee members with regards to his or her responsibilities and responsibilities as a board member, in order to identify strengths and opportunities for improvement. As such, an external consultant developed a questionnaire and analysis, comprised of the following sections: participation before, during and after the sessions, member duties, personal competence, and leadership. The result by the proposed candidate was favorable (4.83 from a score of 1 to 5), therefore the ratification is recommended.

The Company recommends voting **IN FAVOR** of this item.

**10. Proposal, discussion, independent qualification, and designation of José María Garza Silva as Independent Member of the Technical Committee.**





In this regard, according to the Policy of Committee Members, the Nominating and Compensation Committee, after carrying out the processes for seeking candidates for the position of independent member of the Technical Committee, recommends to the Shareholders' Meeting the appointment of José María Garza de Silva as Independent Member of the Technical Committee for the year 2023, after qualification of independence issued at this Meeting.

José María Garza de Silva is CEO of GP Desarrollos with over 15 years of experience in real estate development and construction of commercial, office and industrial projects such as Sendero La Fe, Okto Tower Valle Oriente, HEB Cerradas de Anáhuac, among others. He is a member of the Board of Directors of The Club Company, Club de Golf La Herradura, Interpuerto Monterrey, Chamber of Real Estate Owners of Nuevo León and is a member of the BBVA Advisory Board in Nuevo León.

As of this manner, José María Garza de Silva has expressed, under oath, that he is not in a position or situation per the guidelines stated in the Mexican Securities Law that prevent a person to act as an independent member of an issuer.

His complete resume and his statement of independence is available at:

<https://fibrainn.mx/inversionistas/avisos-a-tenedores>

The Company recommends voting **IN FAVOR** of this item.

#### **11. Proposal, discussion, independent qualification, and designation and/or ratification of an Independent Member of the Technical Committee.**

At this point, upon recommendation of the Nominations and Compensations Committee (having the proposed candidate abstained from voting,), the proposal consists in the ratification of Adrián Enrique Garza de la Garza as an Independent Member of the Technical Committee for the year 2023, as a professional expert and high-level executive in Mexico.

His resume is available at: <https://www.fibrainn.mx/en/corporate/corporate-governance>

Regarding the Board Member policy, the proposed independent member underwent an evaluation process. The objective of this evaluation was to understand the performance levels perceived by each of the other Technical Committee members with regards to his or her responsibilities and responsibilities as a board member, in order to identify strengths and opportunities for improvement. As such, an external consultant developed a questionnaire and analysis, comprised of the following sections: participation before, during and after the sessions, member duties, personal competence, and leadership. The result by the proposed candidate was favorable (4.22 from a score of 1 to 5), therefore the ratification is recommended.

The Company recommends voting **IN FAVOR** of this item.



- 12. Proposal, discussion, independent qualification of Abelardo Hernández Juliá, to meet the requirements to be designated as Independent Member of the Technical Committee by a holder or a group of holders with a shareholder position equal or greater than 10% of the outstanding CBFIs, in accordance with the Mexican Securities Market Law.**

At this point, at the proposal to this Shareholders' Meeting is to put under consideration the independence qualification of Abelardo Hernández Juliá. As a CBFi holder or group of holders that holds at least 10% of the CBFIs outstanding (Afore Sura), which has been credited by the correspondent letter of Indeval and has expressed his interest in designating a member at the Technical Committee, due to his ownership and in accordance with the Securities Market Law. The candidate would like to obtain validation of independence from the Shareholders' Meeting.

Mr. Abelardo Hernández is the CEO and Portfolio Manager at Soho Capital Management, and he was also Head of Equities and Portfolio Manager at Afore Sura. He was Associate Director at Research Sales at BBVA Bancomer, and at Equity Sales Bulltick Capital Markets. He was a financial analyst at Equity Research and Equity Sales and Trading at UBS Pactual. He has a bachelor's degree in finance from ITESM and is a certified *Charter Financial Analyst* (CFA).

As of this manner, Abelardo Hernández Juliá has expressed, under oath, of not being in any of the assumptions stated in the Mexican Securities Law that prevent a person to act as an independent member of an issuer.

His resume is available at: <https://fibrainn.mx/inversionistas/avisos-a-tenedores>

The Company recommends voting **IN FAVOR** of this item.

- 13. Information related to the designation of Abelardo Hernández Juliá as an Independent Member of the Technical Committee, subject to the independent qualification of the previous item appointed by a Holder or a group of Holders with a shareholder position equal or greater than 10% of the outstanding CBFIs, in accordance with the Mexican Securities Market Law.**

Regarding to the preceding item and subject to the validation of independence by the Shareholders' Meeting, information will be provided on the appointment of Abelardo Hernández Juliá as an Independent Member of the Technical Committee, in accordance with the provisions of the Trust and the applicable legislation, regarding the right of a holder or group of holders whose holding represents, at least 10% of the total number of CBFIs outstanding (Afore Sura), which has been duly accredited by the corresponding Indeval certificate.

The Company recommends voting **IN FAVOR** of this item.

- 14. Information related to the designation and/or ratification of the Patrimonial Members of the Technical Committee and the respective alternates, appointed by a Holder or a group of Holders with a shareholder position equal or greater than 10% of the outstanding CBFIs, in accordance with the Trust.**



Likewise, the ratification of the Patrimonial Member of the Technical Committee Alejandro Wassiliu and his respective alternate Edgar Patricio Sosa Silva will be informed designated by a Holder or a group of Holders representing at least 10% of the total number of CBFIs outstanding (Invercap), which has been accredited through the corresponding Indeval certificate, therefore, they will remain in their positions since the date of the initial designation in 2021.

This item is **FOR INFORMATION PURPOSES ONLY**.

**15. Information related to the designation and/or ratification of two Patrimonial Member of the Technical Committee and the respective alternates, appointed by the Founders Trust, in accordance with the Trust.**

At this point, the ratification of the current Patrimonial Members of the Technical Committee appointed by the Founders Trust will be nominated. These are: Diego Andrés Cisneros and Santiago Riveroll Mendoza and their alternates, Carlos Rohm and Pablo Zaldivar Orue, respectively; in accordance with the provisions of the Trust and the applicable legislation, regarding the right to be appointed through the Founders Trust.

This item is **FOR INFORMATION PURPOSES ONLY**.

**16. Proposal, discussion, and submission for approval of the updated fees corresponding to Independent Members of the Technical Committee.**

At this point, upon recommendation by the Nominations and Compensations Committee of the Trust, the proposal for the independent members for the year 2023, is as follows: (i) Ps. 44,500 for participation at each Technical Committee session; and (ii) Ps. 36,650 for participation at each session of any other auxiliary Committee of Fibra Inn's attendance. This is limited to 8 annual sessions per committee and effective April 1, 2023. This update represents a 7.85% increase and 7.86% for the rest of the Committees. The annual inflation in 2022 is 7.82%

The Company recommends voting **IN FAVOR** of this item.

**17. Proposal, discussion and, if applicable, approval of the fees to Patrimonial Members of the Technical Committee designated by the Founders Trust.**

At this point, upon recommendation by the Nominations and Compensations Committee of the Trust, the proposal for the patrimonial members designated by the Founders' Trust for the year 2023, is as follows: (i) Ps. 44,500 for participation at each Technical Committee session; and (ii) Ps. 36,650 for participation at each session of any other auxiliary Committee of Fibra Inn's attendance. This is limited to 8 annual sessions per committee and effective April 1, 2023. This update represents a 7.85% increase and 7.86% for the rest of the Committees. The annual inflation for 2022 is 7.82%

The Company recommends voting **IN FAVOR** of this item.



**18. Proposal, discussion, and submission for approval of the loan to value and liquidity ratio of the Trust, for the twelve-month period following April 30, 2023, in accordance with the National Banking and Securities Commission.**

According to the *Circular Unica de Emisoras* modifications in the FIBRA section, it states that the Shareholders' Meeting should approve the expected debt service coverage ratio and the maximum loan to value ratio limit, which will be voted as follows:

**Debt Service Coverage Ratio:** According to current conditions and the debt maturity of Fibra Inn, the proposal to the Shareholders' Meeting will be to ratify the DSCR limit for the year 2023 at the same level proposed by the Authorities and that has been ruling Fibra Inn. This limit maintains a ratio equal or greater than 1.0 times.

**Loan to Value:** The loan to value limit of 50% rules the FIBRA sector, derived of the future operation of Fibra Inn, the proposal to the Shareholders' Meeting is to ratify the loan-to-value limit for 2022 no greater that 50% based on the valuation of assets of the previous fiscal year.

The Company recommends voting **IN FAVOR** of this item.

**19. Information related to the cancellation of the current Share Repurchase Fund, as well as the proposal, discussion, and submission for approval of the maximum amount to be allocated for the repurchase of the Company's own CBFIs for Ps. 250 million (two hundred and fifty million pesos 00/100), for the twelve-month period following April 30, 2023, in accordance with Article 56, Section IV of Mexican Securities Market Law.**

Fibra Inn will propose the cancellation of the amount previously approved and will propose the authorization of Ps. 250 million for the twelve-month period following April 30, 2023. The resources will be used in a manner that is discretionary and prudent, always considering the maintenance of a healthy non-operating cash level and the repurchase will never exceed 5% of the total of CBFIs outstanding, including the ones in the treasury. This considers that in the next 12 months, the remodeling of hotels per the contract will remain a priority for the Trust, as well as other strategic investments in those properties seeking higher profitability, and in some cases could represent relevant capital investments.

The Company recommends voting **IN FAVOR** of this item.

**20. Information related to the long-term compensation plan evaluated by the Nomination and Compensation Committee with regards to 2022 results, per the Long-Term Incentive Plan authorized by the Shareholders' Meeting held on April 30, 2022.**

The Company will inform regarding the results of the year 2022 related to the long-term compensation plan authorized by the Shareholders' Meeting in April 2021, validated by the Nominations and Compensation Committee.

In this regard and as considered by the Shareholders' Meeting in which this plan was authorized, it has an intention of aligning the interests between the main executives and



the holders of Fibra Inn, in such a way that there will be an important intention for the generation of value by CBFi, both by improvement in the price, and by improvement in the AFFO.

The Company recommends voting **IN FAVOR** of this item.

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

On this item, Oscar Eduardo Calvillo Amaya, Miguel Aliaga Gargollo and Lizeth Mariel Pedraza Nava will be proposed as a Special Delegates to instruct the Trust's Fiduciary to take any necessary action to meet the approved resolutions at the Shareholders' Meeting.

The Company recommends voting **IN FAVOR** of this item.

**22. Transcription, drafting and, as applicable, submission for approval of the Meeting Minutes.**

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

The Company recommends voting **IN FAVOR** of this item.

The Company is committed to providing shareholders with sufficient timeliness and transparency in anticipation of the next Shareholders' Meeting, to promote a voting process that is aligned with best corporate practices. Fibra Inn is confident 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.

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**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".

[www.fibrainn.mx](http://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.