



## Information Regarding Agenda Items for Ordinary and Extraordinary Shareholders' Meeting to be Held on May 11, 2018

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**Monterrey, Mexico, April 30, 2018** – Deutsche Bank Mexico, S.A., Banking institution, Trust Division F/1616 or Fibra Inn (BMV: FINN13, ADR OTC: DFBRV) (“Fibra Inn” or “the Company”), a Mexican real estate investment trust internally managed specializing in the hotel industry serving the business traveler with global brands, informs regarding each of the discussion items for the General Ordinary Shareholders' Meeting for CBFIs holders (“the Shareholders' Meeting” or “the Meeting”) that will take place on May 11, 2018:

Herein, 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, as well as all the information that will be presented at the Meeting may be found at: <https://www.fibrainn.mx/site/en/cbfi-holder-information/>

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### MEETING AGENDA FOR ORDINARY SHAREHOLDERS' MEETING

- I. **Presentation, discussion and submission for approval for an Offering Program as a Recurring Issuer of CBFIs under the ticker symbol FINN13 (the “CBFIs”), for a period of 5 years that will allow the Company to issue and offer up to 900,000,000 (nine hundred million) CBFIs, under the understanding that the total CBFIs offered with the shelf registration program will not exceed Ps, 10,000,000,000 (ten billion pesos).**

On this point, the Company proposes that the Recurring CBFI Issuer Program be approved, as the Company seeks to continue growing in the coming years, in an efficient manner, via its Hotel Factory model. Fibra Inn would develop hotels together with a third party, that will contribute 50% to 70% of the total investment in projects similar to that announced for the Hotel Factory, in the luxury segment and with upscale brands. These hotels would be located in tourist areas such as Los Cabos, Riviera Maya, Riviera Nayarit and Central Mexico. These locations have high barriers to entry and these types of asset tend to have the best cap rate in the business from the start.

The Company recommends voting **FOR** this item.

- II. **Proposal, discussion and submission for approval of an offering for 900,000,000 (nine hundred million) CBFIs, to be held in the Trust's treasury under the shelf registration program and/or in the foreign market and/or to be delivered as collateral for the acquisition of assets; as well as the consequent update of their registration in the National Securities Registry of the Mexican Securities and Banking Commission and the update of their listing on the Mexican Stock Exchange (BMV).**

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On this point, the Company seeks approval to issue 900 million CBFIs that, in accordance with the Mexican Securities and Banking Commission regulations, will be kept in Treasury and will not be used until subsequent capital issuances are approved by this Meeting.

The Company recommends voting **FOR** this item.

**III. Presentation, discussion and submission for approval for the Initial Public Offering for CBFIs under the Offering Program for up to Ps. 2,500,000,000 (two billion and five hundred million pesos).**

On this point, the Company seeks approval to invest Ps. 2.5 billion, according to the following plan: (i) Ps. 385.2 million in the JW Marriott Monterrey; (ii) Ps. 227.2 million in the Westin Monterrey Punto Valle; (iii) Ps. 144.0 million for the Marriott Monterrey Aeropuerto; (iv) Ps. 362.2 million for major remodeling projects at 6 hotels and minor remodeling projects at 8 other hotels in the portfolio; (v) Ps. 143.0 million in the Holiday Inn Ciudad Juarez hotel due to its rebranding; and (vi) Ps. 1,382.4 million in new projects located at Los Cabos, Playa del Carmen, Guadalajara and San Miguel de Allende. Pro forma for these projects implies an estimated increase in the distribution per CBFI for the following 3 to 4 years in the range of 20% and 30%.

The Company recommends voting **FOR** this item.

**IV. 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 voting **FOR** this item.

**V. Transcription, drafting and submission for approval of the Meeting Minutes.**

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

The Company recommends voting **FOR** this item.

**MEETING AGENDA FOR EXTRAORDINARY SHAREHOLDERS' MEETING**

- I. Presentation, discussion and submission for approval to modify the Trust's contract, in order to change the current composition of the Technical Committee so that it is primarily comprised of independent members, who will be designated by the CBFI Shareholders' Meeting, distinct from the Founding Trust, under the understanding that the Founding Trust will have the right to designate 33.33% of the Technical Committee members, including the President, as long as the Founding Trust holds at least 37,540,000 (thirty seven million five hundred and forty thousand) CBFIs and establish**



**that the Shareholders' Meeting will require a favorable vote to make changes to the Trust contract, complete any merger, early liquidation, spin-off or split of the CBFIs, and terminate the Fibra status, in accordance with articles 187 and 188 of the LISR, and therefore be able to delist the CBFIs from the exchanges on which they trade.**

Based on the aforementioned, on this point the Company proposes the approval to modify the contract of the Trust, as the Company seeks the constant strengthening of its Corporate Governance efforts and the alignment of its interests with that of the market; therefore the Company seeks to have a Technical Committee that is primarily comprised of independent members (5 members) and proposes that 3 of the 7 patrimonial members that represent the founding members remain in their current positions.

The Company recommends voting **FOR** this item.

## **II. 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 voting **FOR** this item.

## **III. Transcription, drafting and submission for approval of the Meeting Minutes.**

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

The Company recommends voting **FOR** this item.

The Company is committed to providing 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.

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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"; its ADRs trade on the OTC market in the U.S. under the ticker symbol "DFBRY".

[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.