



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

**Monterrey, Mexico, June 8, 2020** – Deutsche Bank Mexico, S.A., Banking institution, Trust Division F/1616 or Fibra Inn (BMV: FINN13, ADR OTC: DFBRY) (“Fibra Inn” or “the Company”), a Mexican real estate investment trust internally managed and specialized in the hotel industry serving the traveler with global brands, informs regarding each of the discussion items for the General Ordinary Shareholders’ Meeting for CBFH holders (“the Shareholders’ Meeting” or “the Meeting”) that will take place on June 30, 2020. This is 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/cbfh-holder-information/>

### Ordinary Shareholders’ Meeting of CBFH Holders FINN13

Fibra Inn shares its opinion about the agenda of the Ordinary Shareholders’ Meeting to be held at 10:00 am.

**1. Presentation, discussion and, as applicable, submission for approval of the Annual Report regarding the Trust’s activities for the 2019 fiscal year.**

This item discusses the activities carried out by Fibra Inn during 2019: (i) the disinvestment of five properties: Holiday Inn & Suites Guadalajara Centro Histórico, City Express Chihuahua, Hotel Tecnológico Norte Chihuahua, Wyndham Garden León Centro Max and Aloft Guadalajara; (ii) the cancellation of 10,475,815 CBFHs in May 2019 and 20,515,455 CBFHs in October 2019; (iii) the initiation of operations of The Westin Monterrey Valle; (iv) the corporate restructuring of the Company; (v) the reopening of the debt issuance FINN18 for Ps. 1.2 billion and the payoff of the FINN15 local debt of Ps.1.0 billion; (vi) in regard to the operational indicators, same store sales was 59.1% in occupancy, meaning a 4.5 pp decrease; a Ps. 1,274.4 in ADR showing an increase of 0.9% and a RevPar of Ps. 753.7, representing a decrease of 6.3%; (vii) the total income decreased by 6.6%; (viii) the margin NOI was 31.7% and the Adjusted EBITDA was 21.5%; and (ix) the distribution of Ps. 213.8 million or Ps. 0.4216 per CBFH.

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

**2. Presentation, discussion and, as applicable, submission for approval of the Annual Report in reference to the activities of the Technical Committee, the Auditing Committee, the Practices Committee, the Nominations and Compensations Committee, the Financial Committee and the Trust’s Investment Committee during the 2019 fiscal year.**



This point will include reports for the activities carried out during the year by each of Fibra Inn's six corporate governance committees. Following is a summary of each:

### Technical Committee

Mr. Victor Zorrilla Vargas, President of the Technical Committee, announced that during the 2019 period, the following activities took place:

- (i) Seven sessions took place in April, May, July and October and December 2019, as well as in February 2020;
- (ii) Approval of the consolidated financial statements for March, June, September and December 2019, upon recommendation of the Auditing Committee;
- (iii) Approval of shareholder distributions corresponding to March, June, September and December 2018 for a total amount of Ps. 214.1 million, upon recommendation of the Auditing Committee;
- (iv) The approval of the 50% Adjusted FFO amount for the second and third quarters 2019 to repurchase certificates for Ps. 69.1 million, upon recommendation of the Auditing Committee;
- (v) The approval of the audited Financial Statements for the year 2019 with the corresponding Opinion Report, without comments from the external auditor, upon the opinion of the Auditing Committee;
- (vi) Approval of reports from the Financial Committee for March, June, September and December 2019;
- (vii) Approval of the information and activities corresponding to the Ordinary Shareholders' Meetings for CBFIs holders that took place on April 29, 2019;
- (viii) The Secretary informed the Committee regarding the obligations, responsibilities and recommendations of the members of the Technical Committee, derived from the Mexican Securities Market Law, Code of Best Corporate Practices and Mexican Stock Exchange regulations;
- (ix) Approval to carry out the adjustment of the rental revenues and/or working capital related to contracts concluded with *Operadora México Servicios y Restaurantes, S.A.P.I. de C.V.*, which is a related party, upon recommendation of the Practices Committee;
- (x) Approval for the reopening of the FINN18 issuance for Ps. 1.2 billion and the anticipated amortization of the FINN15 issuance for Ps. 1.0 billion;
- (xi) Announced various activities of the Auditing Committee;
- (xii) Approval of the annual budget;
- (xiii) Approval of this Committee's and the Auditing Committee's annual sessions calendar, as well as the date of the Shareholders' Meeting;
- (xiv) Approval of the rebranding and the change of hotel operator in the Camino Real Guanajuato Hotel, upon recommendation of the Practices Committee;
- (xv) Approval of the brand and hotel operator that will be built on the lot acquired in Playa del Carmen;
- (xvi) Approval of the budget for the pre-construction related to the Hotel W that will be developed under the Hotel Factory model in Playa del Carmen, per the recommendation of the Practices Committee;
- (xvii) Approval to cancel 36,191,432 CBFIs acquired by the Repurchase Fund;



- (xviii) Approval to pay royalties to Asesor de Activos Prisma, S.A.P.I. de C.V. (Related Party) by the brand usage of Ex Hacienda San Xavier in Guanajuato, upon recommendation of the Practices Committee;
- (xix) Analysis and approval of the Development Plan 2019-2021;
- (xx) Approval of the designation of Lizeth Mariel Pedraza Nava;
- (xxi) Approval of the final terms of the loan to finance the project of the Hotel Factory related to the JW Marriott Monterrey Valle (Trust CIB/3097);
- (xxii) Approval of the temporary financing of the JW Marriott Monterrey Valle (Trust CIB/3097), project under the Hotel Factory model;
- (xxiii) Approval to divest of the hotels: City Express Chihuahua, Tecnológico Norte (previously City Jr Chihuahua), Holiday Inn Guadalajara Centro Histórico, Wyndham Garden León Centromax and Aloft Guadalajara, for a total Ps. 632 million;
- (xxiv) Approval of the compensation to Grupo Hotelero Prisma (Gestor de Activos Prisma, S.A.P.I. de C.V., Operadora México Servicios y Restaurantes, S.A.P.I. de C.V., Servicios de Activos Prisma, S.A.P.I. de C.V. and Impulsora Prisma, S.A.P.I. de C.V.) derived from the early termination of service contracts where the disinvestment was approved, upon recommendation of the Practices Committee;
- (xxv) Approval of the expenses related to a due diligence process of a possible acquisition under the Hotel Factory model;
- (xxvi) Analysis of the cash flow projections 2019-2022;
- (xxvii) Analysis of the financial projections 2020-2024; and
- (xxviii) Approval of the Auditing Committee's report.

### **Auditing Committee**

Mr. Rafael Gómez Eng, President of the Auditing Committee announced that the following activities were carried out by Fibra Inn during 2019:

- (i) Four sessions took place in April, July, October 2019, as well as in February 2020;
- (ii) Analysis and recommendation for the Technical Committee of the consolidated financial statements corresponding to March, June, September and December 2019;
- (iii) Analysis and recommendation for the Technical Committee regarding shareholder distributions corresponding to March, June, September and December 2019 for a total amount of Ps. 214.1 million per the recommendation of the Auditing Committee;
- (iv) Analysis and recommendation for the Technical Committee to reallocate 50% of the Adjusted AFFO, corresponding to the second and the third quarters of 2019 for the repurchase of CBFIs for a total of Ps. 79.1 million.
- (v) Review of all auditors' activities;
- (vi) Review of the fulfillment of the external auditor's recommendations based on the 2018 audit;
- (vii) Analysis and recommendation for the Technical Committee of the audited Financial Statements for 2019 with the corresponding Opinion Report, without comments from the external auditor;
- (viii) Review of the quarterly reports of the internal audit department, proposed actions and followed up on the results of these activities; and
- (ix) Review of the methodology and results of 2018 of the financial benefit derived from the internalization of audit services.



### **Practices Committee**

Mr. Santiago Pinson Correa, President of the Practices Committee announced that during the 2019 period, the following activities were carried out:

- (i) Four sessions took place in February, July, August and September 2019;
- (ii) Analysis and recommendation for the Technical Committee to carry out a semiannual revision of the rental revenues and working capital related to spaces used by Operadora México, Servicios y Restaurantes, S.A.P.I de C.V., which is a related party;
- (iii) Recommendation to the Technical Committee for the rebranding and the hotel operator change with regards to the Camino Real Guanajuato;
- (iv) Recommendation to the Technical Committee regarding the budget with regards to the Hotel W pre-construction that will be developed under the Hotel Factory model in Playa del Carmen;
- (v) Recommendation for the compensation to Grupo Hotelero Prisma (Gestor de Activos Prisma, S.A.P.I. de C.V., Operadora México Servicios y Restaurantes, S.A.P.I. de C.V., Servicios de Activos Prisma, S.A.P.I. de C.V. e Impulsora Prisma, S.A.P.I. de C.V.) derived from the early termination of service contracts where the disinvestment was approved; and
- (vi) Recommendation to pay royalties to Asesor de Activos Prisma, S.A.P.I. de C.V. (Related Party) for brand usage of the hotel Ex Hacienda San Xavier hotel in Guanajuato.

### **Nominations and Compensations Committee**

Mr. Adrián Enrique Garza de la Garza, President of the Nominations and Compensations Committee announced that during the 2019 period, the following activities were carried out:

- (i) One session took place in March 2020;
- (ii) Proposal for the ratification of the Independent Members of the Trust's Technical Committee at the Shareholders' Meeting;
- (iii) Proposal to update the corresponding compensations of the Independent Members of the Technical Committee at the Shareholders' Meeting;
- (iv) Presentation of annual 2019 Results and strategic objectives by the Chief Executive Officer, the Chief Financial Officer and the Acquisition & Development Officer.

### **Financial Committee**

Mr. Héctor Medina Aguiar, President of the Financial Committee announced that during the 2019 period, the following activities were carried out:

- (i) Six sessions took place during April, June, July, September and October 2019, as well as in February 2020;
- (ii) Analysis and approval of reports for the Technical Committee regarding the compliance with CNBV financial indices and the FINN15 and FINN18 debt issuances corresponding to March, June, September and December 2019;
- (iii) Approval of terms related to the reopening of the debt issuance FINN18;
- (iv) Approval of the terms for the disposition and guarantee of the credit for the JW Marriott Monterrey Valle hotel;



- (v) Approval of the terms of the credit guarantee for the Hotel Westin Monterrey Valle.
- (vi) Analysis of the different scenarios of the cash flow for the four quarters of 2019 and 2020.
- (vii) Evaluation of the convenience to contract derivatives to partially convert the FINN18 debt issuance to fixed rate.

#### **Investments Committee**

Mr. Marcelo Zambrano Lozano, President of the Trust's Investments Committee informs that the following activities were carried out during 2019:

- (i) Three sessions took place, during February, April and July 2019;
- (ii) Approval of Maintenance CAPEX budget for 2019;
- (iii) Approval of the investment projects included in the existing portfolio;
- (iv) Ratification of the investments approved by the Chief Executive Officer;
- (v) Recommendation to the Technical Committee for the rebranding and the change of hotel operator for the Hotel Camino Real Guanajuato;
- (vi) Recommendation to the Technical Committee for the budget regarding the pre-construction of the Hotel W, that will be developed under the Hotel Factory model, in Playa del Carmen;
- (vii) Approval of the final terms for the rebranding and remodeling of the Casa Grande Hotel Ciudad Juárez to Holiday Inn, previously authorized as a co-investment under the Hotel Factory model.

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

**3. Presentation, discussion and, as applicable, submission for approval of the annual information in reference to the Trust's External Auditor report with respect to the fiscal 2019 period, as well as the Technical Committee's opinion regarding the content of this report.**

At this point, the annual report from the Trust's External Auditor (KPMG Cárdenas Dosal, S.C.) related to Fibra Inn's financial statements, results and consolidated cash flow, corresponding to the years ended December 31, 2019 and 2018, which includes the favorable opinion of this External Auditor, in accordance with International Financial Reporting Standards (IFRS), will be presented. Likewise, the favorable opinion of the Trust's Technical Committee related to this report will be presented.

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

**4. Presentation, discussion and, as applicable, submission for approval of the report in reference to the fulfillment of tax obligations through the period ended December 31, 2019.**

At 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 2019 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 **FOR** this item.

- 5. Presentation, discussion and, as applicable, submission for approval of the Trust's financial statements corresponding to the period ended December 31, 2019 and the application of the results for the period.**

At this point, Fibra Inn's detailed financial statements shall be presented in accordance with IFRS and corresponding to fiscal year 2019, 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 was delivered to the National Banking and Securities Commission ("CNBV").

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

- 6. Proposal, discussion and, as applicable, qualification of independence and ratification of Adrián Enrique Garza de la Garza as an Independent Member of the Technical Committee (as proposed by the Nominations and Compensation Committee).**

At this point, the ratification of Adrián Enrique Garza de la Garza is proposed as an Independent Member of the Technical Committee, as a professional expert and high-level executive in Mexico. His resume is available at: <https://www.fibrainn.mx/site/en/corporate-governance/>

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

- 7. Proposal, discussion and, as applicable, qualification of independence and ratification of Alberto Rafael Gómez Eng as an Independent Member of the Technical Committee (as proposed by the Nominations and Compensation Committee).**

At this point, the ratification of Alberto Rafael Gómez Eng is proposed as an Independent Member of the Technical Committee, as a professional expert and high level executive in Mexico. His resume is available at: <https://www.fibrainn.mx/site/en/corporate-governance/>

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

- 8. Proposal, discussion and, as applicable, qualification of independence and ratification of Héctor Medina Aguiar as an Independent Member of the Technical Committee (as proposed by the Nominations and Compensation Committee).**

At this point, the ratification of Héctor Medina Aguiar is proposed as an Independent Member of the Technical Committee, as a professional expert and



high-level executive in Mexico. His resume is available at:  
<https://www.fibrainn.mx/site/en/corporate-governance/>

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

**9. Proposal, discussion and, as applicable, qualification of independence and ratification of Marcelo Zambrano Lozano as an Independent Member of the Technical Committee (as proposed by the Nominations and Compensations Committee).**

At this point, the ratification of Marcelo Zambrano Lozano is proposed as an Independent Member of the Technical Committee, as a professional expert and high-level executive in Mexico. His resume is available at:  
<https://www.fibrainn.mx/site/en/corporate-governance/>

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

**10. Proposal, discussion and, as applicable, qualification of independence and ratification of Santiago Pinson Correa as an Independent Member of the Technical Committee (as proposed by the Nominations and Compensations Committee).**

At this point, the ratification of Santiago Pinson Correa is proposed as an Independent Member of the Technical Committee, as a professional expert and high level executive in Mexico. His resume is available at:  
<https://www.fibrainn.mx/site/en/corporate-governance/>

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

**11. Proposal, discussion and, as applicable, approval for the updating of compensation corresponding to the Independent Members of the Technical Committee (as proposed by the Nominations and Compensations Committee).**

At this point, upon recommendation by the Nominations and Compensations Committee of the Trust, the ratification will be proposed, as no modification will be proposed for 2020. Therefore, this will continue as follows: (i) Ps. 37,500 for participation by each Independent Member at each session of the Technical Committee; and (ii) Ps. 30,900 for participation by each Independent Member at each session of any other Committee of Fibra Inn's corporate governance.

With regards to the coronavirus pandemic, a Nominations and Compensations Committee was held on June 2, 2020, whereby independent members voluntarily agreed to lower their compensation amount by 33% for the duration of the emergency.

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



**12. Information related to the appointment and/or ratification of each Proprietary Member of the Technical Committee and their respective alternates, named through the Founder’s Trust, as established by the Trust.**

At this point, the ratification of the actual Proprietary Members of the Technical Committee will be informed. These are: Victor Zorrilla Vargas and Joel Zorrilla Vargas. Their respective alternate members are Robert Jaime Dotson Castrejón and Juan Carlos Hernáiz Vigil, respectively. The above are all expert professionals and high-level executives in Mexico. Their resumes are available at: <https://www.fibrainn.mx/site/en/corporate-governance/>

This item is **for informational purposes only.**

**13. Information related to the cancellation of the current Repurchase Fund, as well as the proposal, discussion and, as applicable, 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, 2020, in accordance with Article 56, Section IV of Mexican Securities Market Law.**

For this, and to set the conditions for doing so, Fibra Inn will propose the cancellation of the amount previously approved and will propose the authorization of Ps. 250,000,000.00 (two hundred and fifty million pesos 00/100) for the twelve-month period following April 30, 2020. The resources will be discretionally and prudently used, always considering the maintenance of a healthy non-operating cash level and the repurchase will never exceed over 5% of the total of CBFIs outstanding. Additionally, due to the COVID-19 pandemic, Fibra Inn’s management seeks to leave open the possibility of repurchasing certificates as needed, but not as a priority. This takes into account the fact that in the next 12 months, the remodeling of hotels per the contract will remain a priority, 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 **FOR** this item.

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

At this point, the Common Representative’s will be proposed as a Special Delegate to publish the resolutions authorized at the Shareholders’ Meeting.

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

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

At 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.