



December 10, 2014
General Ordinary CBFH Holder Meeting

Objective:
Amend By-laws to Comply with new FIBRA Regulation

Agenda

- I. Presentation, discussion and approval of modification of the Trust F/1401 in order to adjust by-laws to the recent changes to the Securities Market Law published on January 10, 2014, as well as changes to CNBV Rules for FIBRA securities issuers published on June 17, 2014.

- II. Appointment of special delegates of the Ordinary Holders Meeting

Changes to comply with CNBV Rules for FIBRA Securities Issuers

MATTERS REQUIRING APPROVAL OF THE GENERAL SHAREHOLDERS' MEETING

Acquisitions or investments of more than 10% of the assets of the trust	CBFI holders shall have the right, in a General CBFI Holders' Meeting, to vote acquisitions or investments representing 10% or more of the assets of the Trust if these transactions occur with: <ul style="list-style-type: none">(i) Related parties;(ii) Persons that could be deemed to have a conflict of interest.
Modification to fees and commissions	CBFI holders shall have the right, in a General CBFI Holders' Meeting, to vote and modify the compensation scheme of the Administrator, the Advisor, members of the Technical Committee, and Others
Leverage policies	CBFI holders shall have the right, in a General CBFI Holders' Meeting, to vote leverage and debt policies and their changes according to the following criteria: <ul style="list-style-type: none">▪ Total indebtedness shall not exceed 50% Total Assets of the Trust.▪ The debt-service coverage ratio shall be at a minimum 1.0x▪ If any of the above limits is exceeded, a correction plan shall be implemented.

Changes to Comply with Securities Market Law

MATTERS REQUIRING APPROVAL OF THE TRUSTEE

CBFI Holders meetings	The Trustee shall have authorization to call for shareholders' meetings with at least 10 days before the Meeting.
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MATTERS REQUIRING APPROVAL OF THE GENERAL SHAREHOLDERS' MEETING

Investment regime	CBFI holders shall have the right, in a General CBFI Holders' Meeting, to vote on changes to the investment regime
Removal of the administrator	CBFI holders shall have the right, in a General CBFI Holders' Meeting, to vote on the removal and/or replacement of the Administrator and/or the Advisor with the favorable vote of at least 66% of the CBFIs outstanding (currently 85%).
Opposition to CBFI Holders' meeting resolutions	CBFI holders that own, individually or as a group, 20% or more of the outstanding CBFIs shall have the right to oppose resolutions taken in General CBFI Holders' Meetings, as long as they were not present in such Meetings.

Other changes to comply with the Securities Market Law