

MINUTES OF THE ANNUAL ORDINARY GENERAL MEETING OF REAL ESTATE TRUST CERTIFICATE (CBFIs, BY ITS SPANISH ACRONYM) HOLDERS, SUCH CBFIs WERE ISSUED BY BANCO ACTINVER, S.A. FULL SERVICE BANKING INSTITUTION, GRUPO FINANCIERO ACTINVER, TRUST DIVISION, ACTING AS A TRUSTEE IN THE IRREVOCABLE TRUST IDENTIFIED WITH NUMBER 1401 “FIBRA UNO”, WITH TICKER SYMBOL “FUNO11”.

In Mexico City, at 4:00 p.m. on April 29, 2019, at the address located at Avenida Antonio Dovalí Jaime 70, Torre B, 11th floor, Colonia Zedec Santa Fe, Delegación Álvaro Obregón branch, Zip Code 01210, Mexico, Mexico City,

the Holders (hereinafter referred to as “**Holders**”) of Real Estate Trust Certificates with ticker symbol “FUNO11” (hereinafter referred to as “**CBFIs**”) issued by Banco Actinver, S.A., Full Service Banking Institution, Grupo Fiduciario Actinver, Trust Division in its capacity as trustee of the irrevocable trust identified with number 1401 (hereinafter referred to as “**Trustee**”) and CIBanco S.A., Full Service Banking Institution (formerly The Bank of New York Mellon, S.A., Full Service Banking Institution), in its capacity as common representative of the Holders (hereinafter referred to as “**Common Representative**”), for the purpose of holding an Annual Ordinary General Meeting of Holders to which they were previously called by FIRST CALL in accordance with the provisions of Article 64 Bis 1 and 68 of the Securities Market Law, in relation to article 218 of the General Law of Credit Instruments and Transactions and Clause Eight, section 8.1, number (v) of Trust 1401 (hereinafter referred to as “**Trust**”).

The terms used in these Minutes of the Annual Ordinary General Meeting of Holders, which start with a capital letter, shall have the meaning attributed in the Trust or in this Minute.

This Meeting was presided by Mrs. Monica Jimenez Labora Sarabia, Lawyer, on behalf of and representing the Common Representative (hereinafter referred to as “**Chairman**”). Mrs. Eréndira Morales Villanueva, Lawyer, (hereinafter referred to as “**Secretary**”), was appointed as Secretary of the Meeting by the Chairman.

The Chairman informed

The Chairman informed those present of the attendance at the Meeting of Mr. Gonzalo Robina Ibarra, Mr. Fernando Álvarez Toca and Mr. Javier Elizalde Vélez, on behalf of the Trust Manager, F1 Management, S.C. Likewise, it was noted that Mr. Oscar Mejía Reyes was on behalf of the Trustee.

Immediately afterwards, the Chairman proposed and the Meeting authorized the appointment of Mr. Guillermo Juárez Fuentes, Lawyer, as teller (hereinafter referred to as “**Teller**”), who after having accepted the conferred position and having protested his faithful and true performance, carried out a recount of the CBFIs present or represented in this Holders Meeting, after examination of: (i) the admission cards issued by the Common Representative to the Holders prior to this date in terms of article 221 of the General Law of Credit Securities and Operations (hereinafter referred to as “**Admission Cards**”); (ii) the lists of Holders issued by the Brokerage Houses (the “**Lists of Holders**”); (iii) the powers of appointment or powers of attorney exhibited by the Holders to accredit their powers of reSubmission in terms of article 49, Section III of the Securities Market Law (hereinafter referred to as “**Powers of Appointment**” and/or “**Powers of Attorney**”).

The Teller stated that 2,951,880,387 (Two thousand nine hundred and fifty one million eight hundred and eighty thousand three hundred and eighty-seven) CBFIs were present and duly represented in this act, which were equivalent to 75.88% (Seventy-five point eight eight percent) of the total of the outstanding CBFIs with ticker symbol “FUNO11”.

The list of assistance, which was performed and certified by the Teller and signed by the Holders present or represented and by the Secretary, is added to the appendix of this Minute as **Annex 1**.

Likewise, the Teller certified having seen the proofs of publication of the call to the Ordinary General Meeting of Holders, such Meeting was made by the Trustee in terms of the applicable law. Such proofs of publication consist of: (a) a copy of the publication made by the Trustee in the Electronic Communication System with Securities Issuers (EMISNET) of the Bolsa Mexicana de Valores, S.A.B de C.V. dated April 12, 2019; and (b) copies of the publication made by the Common Representative in the Official Gazette of the Federation and El Economista newspaper dated April 15, 2019 and April 12, 2019, respectively; such documents are added to the appendix of this Act as **Annex 2**.

The Chairman indicated that, in terms of the eighth clause, section 8.1., number (vi) of the Trust, for the Annual Ordinary General Meeting of Holders to be considered validly installed by virtue of the first call, it is mandatory that the Holders representing the majority of the outstanding CBFIs are represented, and the resolutions of such Holders will be valid when they are adopted by the majority of the Holders present. In consideration of the aforementioned, based on the report presented by the Teller and in virtue of which 75.88% (Seventy-five point eight eight percent) of the total of the outstanding CBFIs are present, the Chairman declared the Annual Ordinary General Meeting of Holders as legally installed and all resolutions adopted in such meeting will be considered as valid.

Immediately afterwards, the Chairman proceeded to read the Agenda of the Annual Ordinary General Meeting of Holders included in the first call, in accordance with the following:

AGENDA

- I. Submission of the reports referred to in article 28, Section IV of the Securities Market Law by the Technical Committee, as follows: (i) reports of the Audit Committee, the Corporate Practices Committee and the Nomination and Compensation Committee in accordance with Article 43 of the Securities Market Law; (ii) reports of the Technical Committee of the Trust in accordance with article 172 of the General Law of Commercial Companies; (iii) report of the Manager of the Trust in accordance with article 44, section XI of the Securities Market Law, including the favorable opinion of the Technical Committee on such report; (iv) report on the operations and activities in which the Technical Committee took part during the fiscal year ended December 31, 2018, in accordance with the provisions of the Securities Market Law.**
- II. Submission, discussion and, where appropriate, approval of the Financial Statements of the Trust for the fiscal year ended December 31, 2018, and application of the results in such year.**
- III. Proposal, discussion and, where appropriate, resignation, appointment and ratification of the Members of the Technical Committee and the non-member Secretary of the Technical Committee, after qualification, as the case may be, of the independence of the Independent Members.**
- IV. Proposal, discussion and, where appropriate, approval of the emoluments for the Independent Members of the Technical Committee.**
- V. Where applicable, appointment of special delegates of the Annual Ordinary General Meeting of Holders.**

VI. Drafting, reading and approval of the Minutes of the Annual Ordinary General Meeting of Holders.

The Holders approved by unanimity of votes the declaration of the Chairman regarding the legal establishment of the Annual Ordinary General Meeting, as well as the previous Agenda and proceeded to unload their points as follows:

DELIBERATIONS AND RESOLUTIONS

- I. Submission of the reports referred to in article 28, Section IV of the Securities Market Law by the Technical Committee, as follows: (i) reports of the Audit Committee, the Corporate Practices Committee and the Nomination and Compensation Committee in accordance with Article 43 of the Securities Market Law; (ii) reports of the Technical Committee of the Trust in accordance with article 172 of the General Law of Commercial Companies; (iii) report of the Manager of the Trust in accordance with article 44, section XI of the Securities Market Law, including the favorable opinion of the Technical Committee on such report; (iv) report on the operations and activities in which the Technical Committee took part during the fiscal year ended December 31, 2018, in accordance with the provisions of the Securities Market Law.**

In compliance with the first item on the Agenda, the Chairman of the Meeting gave the floor to Mr. Alejandro Chico Pizarro, who in his capacity as non-member Secretary of the Technical Committee and of each of the Committees, read the report of the Technical Committee presented to this Meeting, regarding the activities carried out by (i) The Audit Committee, Corporate Practices Committee and Nomination and Compensation Committee in accordance with the provisions of article 43 of the Securities Market Law; (ii) The Technical Committee of the Trust, in terms of the provisions of article 172 of the General Law of Commercial Companies;

(iii) The Manager of the Trust, in terms of the provisions of article 44, section XI of the Securities Market Law; and (iv) The Technical Committee of the Trust, regarding the activities in which they participated during the fiscal year ended December 31, 2018, as well as the recent activities carried out and projected by the Trust and whose report was available to the Holders, prior to the holding of this Meeting.

Once the reading of the aforementioned report has been completed and after discussing extensively on this item on the Agenda, the Holders present or represented proceeded to issue their resolutions, approving, by a majority vote, the aforementioned reports in accordance with the following:

	Number of CBFIs	Percentage
In favor	2,927,563,254	99.94%
Against	1,784,300	0.06%
Total votes cast	2,929,347,554	100%
Abstentions	22,532,833	
Total CBFIs present	2,951,880,387	

It should be noted that the Control Trust, in relation to the report of the Manager of the Trust, cast its vote in the same manner as the majority of the Holders present or represented.

As a result of the foregoing, this item on the Agenda was resolved by majority vote of the Holders representing 99.94% (Ninety-nine point nine four percent); namely, 2,927,563,254 (Two thousand nine hundred twenty-seven million five hundred sixty and three thousand two hundred and fifty-four) CBFIs present or represented at this Meeting of Holder who exercised their right to vote in accordance with the following resolutions:

RESOLUTIONS

FIRST RESOLUTION.- Approve in all respects the reports presented by the Technical Committee of the Trust, consisting of: (i) report of the Audit Committee, Corporate Practices Committee and Nomination and Compensation Committee pursuant to the Securities Market Law; (ii) report of the Technical Committee of the Trust regarding the main information and accounting policies and criteria followed in the preparation of the financial information; (iii) report of the Manager of the Trust in accordance with the provisions of article 44, section XI of the Securities Market Law, including the favorable opinion on the aforementioned report; and (iv) report of the Technical Committee of the Trust regarding to the activities and operations in which such Committee intervened during the fiscal year ended December 31, 2018, in accordance with the provisions of the Securities Market Law, ordering the addition of a copy of such reports to the minutes resulting from this Meeting as **Annex 3**.

II. Submission, discussion and, where appropriate, approval of the Financial Statements of the Trust for the fiscal year ended December 31, 2018, and application of the results in such year.

In relation to this item on the Agenda, the Chairman of the Meeting invited the Holders to comment on the Financial Statements for the fiscal year from January 1, 2018 to December 31, 2018, such Financial Statements include those cash distributions in favor of the Holders made during the 2018 fiscal year. Additionally, such information had already been available to the Holders prior to the holding of this Meeting.

In this regard, the Holders expressed their agreement with this information, noting that there is no observation regarding the financial documents submitted to this Meeting, and proceeded to issue their resolutions. The votes of the second item on the Agenda were settled as follows:

	Number of CBFIs	Percentage
In favor	2,778,435,461	96.90%
Against	89,025,012	3.10%
Total votes cast	2,867,460,473	100%
Abstentions	84,419,914	
Total CBFIs present	2,951,880,387	

As a result of the foregoing, this item on the Agenda was issued by majority vote of the Holders representing 96.90% (Ninety-six point nine percent); namely, 2,778,435,461 (Two thousand seven hundred seventy-eight million four hundred thirty and five thousand four hundred and sixty-one) of the CBFIs present or represented in the Meeting of Holders who exercised their right to vote in accordance with the following resolutions:

RESOLUTIONS

SECOND RESOLUTION.- Approve in all respects the Financial Statements of the Trust for the fiscal year from January 1, 2018 to December 31, 2018 in the terms indicated in the documents added to the appendix of this meeting as **Exhibit 4**.

THIRD RESOLUTION.- Approve in all respects the cash distributions declared during fiscal year 2018.

III. Proposal, discussion and, where appropriate, resignation, appointment and ratification of the Members of the Technical Committee and the non-member Secretary of the Technical Committee, after qualification, where appropriate, of the independence of the Independent Members.

In relation to this item of the Agenda, the Chairman informed the Holders that the independence of the independent members of the Technical Committee and the ratification of the appointment of the members of the Technical Committee, Audit Committee, Corporate Practices Committee and Nomination and Compensation Committee, including the independent members of such Committees, were discussed in the holding of the Annual Ordinary Meeting of Holders for fiscal year 2017, which was held on April 27, 2018

In terms of the foregoing, the Chairman informed the Holders that, given that the aforementioned Holder Meeting had resolved and determined the above, as well as made it clear that the ratified members would remain in their positions during the current fiscal year and until the date on which they were formally removed or resigned their positions and were duly replaced by their successors, carry out a vote regarding this item of the Agenda was considered inapplicable.

Now therefore, the Holders expressed their agreement with the information presented before this Meeting and, as a result of the foregoing, this item of the Agenda was resolved pursuant to the following resolutions:

RESOLUTIONS

FOURTH RESOLUTION.- The members of the Technical Committee, the positive qualification regarding the suitability of their permanence and independence in the positions they occupy in such committees were recorded in the records

FIFTH RESOLUTION.- The ratification of the appointment of all the members of the Technical Committee, the Audit Committee, the Corporate Practices Committee and the Nomination and Compensation Committee of the Trust was noted. With the understanding that such members will remain in their positions during this fiscal year and until the date they are removed or renounce their positions and are replaced by those who are appointed as their successors.

SIXTH RESOLUTION. As a result of the previous resolutions, the Technical Committee, the Audit Committee, the Corporate Practices Committee and the Nomination and Compensation Committee of the Trust will be integrated as follows:

Technical Committee of the Trust Fibra Uno 1401

Owner Member	Alternate Member	Independent Member
Moisés El-Mann Arazi	Charles El-Mann Fasja	----
André El-Mann Arazi	Charles El-Mann Jafif	----
Isidoro Attie Laniado	Eduardo Cherem Harari	----
Elías Sacal Micha	Alberto Sacal El-Mann	----
Max El-Mann Arazi	Charles El-Mann Metta	----
Abude Attie Dayán	Isaac Attie Laniado	----
Jaime Kababie Sacal	Rafael Kababie Sacal	----
----	----	Ignacio Trigueros Legarreta
----	----	Antonio Hugo Frack Cabrera
----	----	Rubén Goldberg Javkin
----	----	Herminio Blanco Mendoza

----	----	Alberto Felipe Mulás Alonso
Alejandro Chico Pizarro - Non-member Secretary		

Audit Committee of the Trust Fibra Uno 1401

First name	Position
Rubén Goldberg Javkin	Chairman
Herminio Blanco Mendoza	Vocal
Ignacio Trigueros Legarreta	Vocal
Alejandro Chico Pizarro	Non-member Secretary

Corporate Practices Committee of the Trust Fibra Uno 1401

First name	Position
Antonio Hugo Franck Cabrera	Chairman
Alberto Felipe Mulás Alonso	Vocal
Rubén Goldberg Javkin	Vocal
Alejandro Chico Pizarro	Non-member Secretary

Committee of Nominations and Compensations of the Trust Fibra Uno 1401

Nombre	Cargo
Herminio Blanco Mendoza	Chairman
Antonio Hugo Franck Cabrera	Vocal
Ignacio Trigueros Legarreta	Vocal
André El-Mann Arazi	Vocal
Isidoro Attie Laniado	Vocal
Alejandro Chico Pizarro	Non-member Secretary

IV. Proposal, discussion and, where appropriate, approval of the emoluments for the Independent Members of the Technical Committee.

Taking the floor, Mr. Gonzalo Pedro Robina Ibarra pointed out to the attendees that the Annual Ordinary General Meeting held on April 29, 2019 agreed to pay the independent members of the Technical Committee an annual emolument of USD \$ 80,000.00 (Eighty Thousand 00/100) Dollar, which is the Current Legal Currency in the United States of America during the year of 2018, so it was proposed to the Meeting to ratify the annual emolument approved in the aforementioned Meeting in order to apply such emolument in favor of the independent members of the Technical Committee during the year 2019.

Now therefore, Mr. Gonzalo Pedro Robina Ibarra mentioned to the Meeting the convenience of ratifying such emoluments of the independent members of the Technical Committee for the year 2019.

The Holders attending this Meeting discussed at length the proposal of emoluments to be paid to the Independent Members of the Technical Committee of the Trust proceeded and issued their resolutions, stating that the votes of the fourth item on the Agenda were as follows:

	Number of CBFIs	Percentage
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In favor	2,716,277,132	95.30%
Against	134,102,445	4.70%
Total votes cast	2,850,379,577	100%
Abstentions	101,500,810	
Total CBFIs present	2,951,880,387	

As a result of the foregoing, this item on the Agenda was issued by majority vote of the Holders representing 95% (Ninety-five percent); namely, 2,716,277,132 (Two thousand seven hundred and sixteen million, two hundred and seventy-seven thousand one hundred and thirty-two) of the CBFIs present or represented in the Meeting of Holders who exercised their right to vote in accordance with the following resolutions:

RESOLUTIONS

SEVENTH RESOLUTION.- It is ratified and approved to be paid to the Independent Members of the Technical Committee of the Trust for the performance of their position in the Technical Committee and in the Committees of the Trust during the year of 2019, the annual amount of \$ 80,000.00 (Eighty Thousand 00/100) Dollar, which is the Current Legal Currency in the United States of America.

EIGHTH RESOLUTION.- In the event that any of the Independent Members does not accept the remuneration agreed in the aforementioned resolution and renounces the conferred position, in accordance with the provisions of section 9.1.2 of the Ninth Clause of the Trust, the Joint Trustors through the Control Trust will designate the Independent Members of the Committee among the candidates proposed by the Nomination and Compensation Committee.

NINTH RESOLUTION.- The Manager, F1 Management, S.C., is hereby appointed to again present the proposal of fees to the Independent Members of the Technical Committee in the parameters authorized by this Meeting of Holders.

V. Where applicable, appointment of special delegates of the Annual Ordinary General Meeting of Holders.

In compliance with the fifth item on the Agenda, the Chairman submitted the matter to the Holders for consideration, indicating the convenience of jointly or separately designating Mr. Moises El-Mann Arazi, Mr. André El-Mann Arazi, Mr. Gonzalo Pedro Robina Ibarra and Mr. Alejandro Chico Pizarro as Special Delegates of this Meeting, authorizing them to jointly or separately instruct the Trustee the terms and conditions of all the acts that must be held to complete the resolutions issued by this Meeting.

The Holders attending this Meeting discussed at length the proposal for the appointment of Special Delegates and issued their resolutions, stating that the votes of the fifth item of the Agenda were as follows

	Number of CBFIs	Percentage
In favor	2,948,759,875	99.94%
Against	1,784,300	0.06%
Total votes cast	2,950,544,175	100%
Abstentions	1,336,212	
Total CBFIs present	2,951,880,387	

As a result of the foregoing, this item on the Agenda was issued by majority vote of the Holders representing 99.94% (Ninety-nine point ninety-four percent); namely, 2,948,759,875 (Two thousand nine hundred forty-eight million seven hundred and fifty-nine

thousand eight hundred and seventy-five) of the CBFIs present or represented at this Meeting of Holders who exercised their right to vote pursuant to the following resolutions:

RESOLUTIONS

TENTH RESOLUTION.- The following are designated as special delegates of this Meeting: Mr. Moises El-Mann Arazi Mr., André El-Mann Arazi, Mr. Gonzalo Pedro Robina Ibarra and Mr. Alejandro Chico Pizarro and they are authorized to jointly or separately instruct the Trustee on the terms and conditions of all the acts that must be celebrated to complete the resolutions resulting from this Meeting, and these Minutes will serve as a letter of instruction for all legal effects.

Likewise, Mr. Moises El-Mann Arazi, Mr. André El-Mann Arazi, Mr. Gonzalo Pedro Robina Ibarra and Mr. Alejandro Chico Pizarro are hereby authorized to appear jointly or separately, if necessary or deemed appropriate, before the notary public of their choice in order to partially or totally protocolize the Minutes resulting from this Assembly, and if necessary, appear personally or through the persons who have been appointed before any public registry to register any of the resolutions adopted here.

VI. Drafting, reading and approval of the Minutes of the Annual Ordinary General Meeting of Holders.

In witness whereof, the Minutes of this Annual Ordinary General Meeting of Holders were recorded, concluding at 4:30 p.m. as of the date first-before written, which was read and approved unanimously by this Meeting, to which each one of the annexes mentioned in the body of these Minutes is added.

IN FAITH AND TESTIMONY HEREOF, based on the provisions of the eighth clause, section 8.1, number (xi) of the Trust, the Chairman and the Secretary sign these Minutes on April 29, 2019.

Chairman

Secretary

Mónica Jiménez Labora Sarabia, Lawyer
Common Representative of the Real Estate
Trust Certificates Holders with Ticker
Symbol "FUNO11"

Issued by Banco Actinver, S.A. Full Service
Banking Institution, Grupo Financiero
Actinver, Trust Division

Eréndira Morales Villanueva, Lawyer