

**Corporación Inmobiliaria Vesta, S. A. B.  
de C. V. and Subsidiaries**

Consolidated Financial Statements for  
the Years Ended December 31, 2016,  
2015 and 2014, and Independent  
Auditors' Report Dated February 15,  
2017

# **Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries Independent Auditors' Report and Consolidated Financial Statements for 2016, 2015 and 2014**

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# **Independent Auditors' Report to the Board of Directors and Stockholders of Corporación Inmobiliaria Vesta, S. A. B. de C. V. (in US dollars)**

## ***Opinion***

We have audited the accompanying consolidated financial statements of Corporación Inmobiliaria Vesta, S. A. B. de C. V. and subsidiaries (the "Entity"), which comprise the consolidated statements of financial position as of December 31, 2016, 2015 and 2014, and the consolidated statements of profit or loss and other comprehensive income (loss), consolidated statements of changes in stockholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Entity as of December 31, 2016, 2015 and 2014 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board (IASB).

## ***Basis for Opinion***

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in Mexico, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## ***Key Audit Matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have concluded that the following Key Audit Matters should be communicated in our report.

## **Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise. The Entity uses external appraisers in order to determine the fair value for all of its investment properties. The independent appraisers, who hold recognized and relevant professional qualifications and have vast experience in the types of investment properties, owned by the Entity, use valuation techniques such as the discounted cash flows approach, replacement cost approach and income cap rate approach. The techniques used include assumptions, the majority of which are not directly observable in the market, to estimate the fair value of the Entity's investment property such as discount rates, long-term net operating income, inflation rates, absorption periods and market rents. The audit procedures performed to test investment properties were significant for our audit given that in order to test the reasonableness of the fair value of the investment properties, we must involve an internal expert in valuation. As a result, our audit procedures included among others: i) testing the Entity's internal controls related to the approval of construction of new investment properties as well as cash disbursements related to such constructions, ii) performing detail substantive testing of the additions in investment properties made during the year; ii) performing physical inspection of some of the Entity's investment properties; iii) using the work of our internal expert on valuation to test the fair value as determined by the Entity's expert of a sample of investment properties; iv) performing an analytical substantive test of the fair value of the investment properties. Our procedures also included reviewing the appropriateness of the Entity's disclosures regarding the assumptions and accounting policies for the recognition of investment properties, which are included in the Note 8 to the consolidated financial statements.

## **Deferred income taxes**

As explained in Note 2.16 to the consolidated financial statements, the Entity's deferred taxes are calculated by applying the statutory income tax rate to temporary differences resulting from comparing the accounting and tax bases of assets and liabilities and including, if any, future benefits from tax loss carryforwards and certain tax credits. As of December 31, 2016 the amount of the tax loss carryforwards totaled \$47,350,958, which represents a deferred income tax asset of \$14,205,287. The use of this asset is subject to the sufficient future taxable income of each of the subsidiaries of the Entity that generated such benefit before their expiry date, which is 10 years from the year in which the tax loss is determined. The testing of the deferred income tax was significant to our audit due to the complexity of its determination. As a result, our audit procedures included among others: i) testing of the reasonableness of the calculations made by the Entity to determine the deferred income tax; ii) testing the assessment of the Entity as to whether it is reasonable the benefits from the deferred income assets and the tax losses carryforward will be realized as of December 31, 2016; iii) review of the disclosures made in the consolidated financial statements.

## ***Information other than the Financial Statements and Auditor's Report***

Management is responsible for the other information. The other information comprises two documents, the Entity's Annual Report and the information that will be incorporated in the Annual Report which the Entity is required to prepare in accordance with article 33Ib) of the fourth title, first chapter of the General Provisions Applicable to Issuers of Securities and Other Participants in the Securities Market in Mexico (the requirements). As of the date of our auditor's report we have not yet obtained these documents and they will be available only after the issuance of this Audit Report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

### ***Responsibilities of Management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, as issued by the IASB, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with IASs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.<sup>4</sup>
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Galaz, Yamazaki, Ruiz Urquiza, S. C.  
Member of Deloitte Touche Tohmatsu Limited

C. P. C. Erick J. Calvillo Rello

February 15, 2017

# Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

## Consolidated Statements of Financial Position

As of December 31, 2016, 2015 and 2014

(In US dollars)

<b>Assets</b>	<b>Notes</b>	<b>31/12/2016</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
Current assets:				
Cash, cash equivalents and restricted cash	4	\$ 50,720,751	\$ 27,745,055	\$ 10,674,770
Financial assets held for trading	5	613,015	203,563,025	95,025,988
Recoverable taxes	6	21,794,481	20,822,580	27,712,294
Operating lease receivables	7	7,028,975	4,148,109	7,505,226
Prepaid expenses		37,191	505,450	447,152
Guarantee deposits made		-	2,750,579	-
Total current assets		80,194,413	259,534,798	141,365,430
Non-current assets:				
Investment property	8	1,415,714,762	1,214,930,005	1,101,352,822
Office furniture – Net		1,965,192	1,842,468	421,340
Guarantee deposits made and restricted cash		2,920,475	1,210,131	2,883,972
Total non-current assets		1,420,600,429	1,217,982,604	1,104,658,134
Total assets		\$ 1,500,794,842	\$ 1,477,517,402	\$ 1,246,023,564
<b>Liabilities and stockholders' equity</b>				
Current liabilities:				
Current portion of long-term debt	9	\$ -	\$ 298,069,960	\$ 8,629,108
Accrued interest		1,609,233	3,202,040	3,068,412
Accounts payable and client advances		1,795,748	1,409,555	14,222,235
Taxes payable, mainly income taxes		550,557	314,896	1,274,395
Accrued expenses		1,981,263	1,698,410	1,636,361
Total current liabilities		5,936,801	304,694,861	28,830,511
Non-current liabilities:				
Long-term debt	9	340,871,417	46,689,049	298,109,960
Guarantee deposits received		8,868,661	7,205,978	5,706,109
Deferred income taxes	13.3	185,733,064	144,140,530	115,641,120
Total non-current liabilities		535,473,142	198,035,557	419,457,189
Total liabilities		541,409,943	502,730,418	448,287,700
Litigation and other contingencies	17			
Stockholders' equity:				
Capital stock	10	450,880,150	455,741,735	370,368,712
Additional paid-in capital		343,037,228	349,557,056	211,869,157
Retained earnings		201,751,251	185,494,148	211,640,460
Share-based payments reserve		1,973,372	1,391,080	323,764
Foreign currency translation		(38,257,102)	(17,397,035)	3,533,771
Total stockholders' equity		959,384,899	974,786,984	797,735,864
Total liabilities and stockholders' equity		\$ 1,500,794,842	\$ 1,477,517,402	\$ 1,246,023,564

See accompanying notes to consolidated financial statements.

Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

# Consolidated Statements of Profit or loss and Other Comprehensive Income (Loss)

For the years ended December 31, 2016, 2015 and 2014  
(In US dollars)

	Notes	31/12/2016	31/12/2015	31/12/2014
<b>Revenues:</b>				
Rental income		\$ 90,511,822	\$ 78,562,329	\$ 69,332,889
<b>Property operating costs:</b>				
Related to properties that generated rental income	12.1	(3,384,389)	(2,576,520)	(2,761,265)
Related to properties that did not generate rental income	12.1	<u>(992,057)</u>	<u>(953,487)</u>	<u>(838,684)</u>
Gross profit		86,135,376	75,032,322	65,732,940
Administration expenses	12.2	(11,236,676)	(9,832,480)	(8,302,946)
Depreciation		(322,627)	(188,267)	(40,536)
<b>Other Income and Expenses:</b>				
Interest income		3,368,382	6,138,652	5,712,082
Other income (expense)		722,439	639,637	(290,063)
Transaction costs on debt		(947,875)	-	-
Interest expense		(19,862,673)	(23,373,256)	(22,186,990)
Exchange loss (gain)		(24,781,506)	(45,820,677)	(19,433,700)
Gain on revaluation of investment property		<u>67,004,611</u>	<u>31,444,058</u>	<u>29,955,242</u>
Total other income and expenses		<u>25,503,378</u>	<u>(30,971,586)</u>	<u>(6,243,429)</u>
Profit before income taxes		100,079,451	34,039,989	51,146,029
Income tax expense	13.1	<u>(54,996,658)</u>	<u>(37,865,161)</u>	<u>(26,924,032)</u>
Profit (loss) for the year		<u>45,082,793</u>	<u>(3,825,172)</u>	<u>24,221,997</u>
Other comprehensive (loss) income – net of tax:				
<i>Items that may be reclassified subsequently to profit or loss -</i>				
Exchange differences on translating other functional currency operations		<u>(20,860,067)</u>	<u>(20,930,806)</u>	<u>451,262</u>
Total comprehensive income (loss) for the year		<u>\$ 24,222,726</u>	<u>\$ (24,755,978)</u>	<u>\$ 24,673,259</u>
Basic and diluted earnings (loss) per share	11	<u>\$ 0.072</u>	<u>\$ (0.006)</u>	<u>\$ 0.05</u>

See accompanying notes to consolidated financial statements.



**Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries**

**Consolidated Statements of Changes in Stockholders' Equity**

For the years ended December 31, 2016, 2015 and 2014

(In US dollars)

	Capital Stock	Additional Paid-in Capital	Retained Earnings	Share-Based Payments Reserve	Foreign Currency Translation	Total Stockholders' Equity
Balances as of January 1, 2014	370,368,712	211,869,157	204,265,028	-	3,082,509	789,585,406
Share-based payments	-	-	-	323,764	-	323,764
Dividends declared	-	-	(16,846,565)	-	-	(16,846,565)
Comprehensive income	-	-	24,221,997	-	451,262	24,673,259
Balances as of December 31, 2014	370,368,712	211,869,157	211,640,460	323,764	3,533,771	797,735,864
Equity issuance	85,749,137	138,310,418	-	-	-	224,059,555
Share-based payments	-	-	-	1,067,316	-	1,067,316
Dividends declared	-	-	(22,321,140)	-	-	(22,321,140)
Repurchase of shares	(376,114)	(622,519)	-	-	-	(998,633)
Comprehensive income (loss)	-	-	(3,825,172)	-	(20,930,806)	(24,755,978)
Balances as of December 31, 2015	455,741,735	349,557,056	185,494,148	1,391,080	(17,397,035)	974,786,984
Share-based payments	-	-	-	860,125	-	860,125
Vested shares	104,640	173,193	-	(277,833)	-	-
Dividends declared	-	-	(28,825,690)	-	-	(28,825,690)
Repurchase of shares	(4,966,225)	(6,693,021)	-	-	-	(11,659,246)
Comprehensive income (loss)	-	-	45,082,793	-	(20,860,067)	24,222,726
Balances as of December 31, 2016	<u>\$ 450,880,150</u>	<u>\$ 343,037,228</u>	<u>\$ 201,751,251</u>	<u>\$ 1,973,372</u>	<u>\$ (38,257,102)</u>	<u>\$ 959,384,899</u>

See accompanying notes to consolidated financial statements.

# Corporación Inmobiliaria Vesta, S. A. B. de C. V. and Subsidiaries

## Consolidated Statements of Cash Flows

For the years ended December 31, 2016, 2015 and 2015  
(In US dollars)

	31/12/2016	31/12/2015	31/12/2014
<b>Cash flows from operating activities:</b>			
Profit before income taxes	\$ 100,079,451	\$ 34,039,989	\$ 51,146,029
Adjustments:			
Depreciation	322,627	188,267	40,536
Gain on revaluation of investment property	(67,004,611)	(31,444,058)	(29,955,242)
Effect of foreign exchange rates	24,781,506	45,820,677	10,243,391
Interest income	(3,368,382)	(6,138,652)	(5,712,082)
Gain on sale of investment properties	-	-	(731,326)
Interest expense	19,862,673	23,373,256	22,186,990
Expense recognized in respect of share-based payments	860,125	1,067,316	323,764
<b>Working capital adjustments:</b>			
(Increase) decrease in:			
Operating lease receivables – Net	(2,880,866)	3,357,117	(798,467)
Recoverable taxes	(6,147,505)	(1,492,217)	(13,967,534)
Prepaid expenses	468,259	(58,298)	(123,165)
Guarantee deposits made	-	(379,428)	83,863
Increase (decrease) in:			
Accounts payable and client advances	(190,045)	736,254	(180,055)
Guarantee deposits received	1,662,683	1,499,869	182,940
Accrued expenses	553,705	62,049	(31,639)
Income taxes paid	(722,775)	(1,943,319)	128,652
Net cash generated by operating activities	<u>68,276,845</u>	<u>68,688,822</u>	<u>32,836,655</u>
<b>Cash flows from investing activities:</b>			
Purchases of investment property	(157,437,522)	(116,674,635)	(118,513,768)
Acquisition of office furniture	(716,203)	(1,609,395)	(117,336)
Financial assets held for trading	178,168,504	(154,357,714)	138,026,032
Proceeds from sale of investment property	-	-	4,649,526
Interest received	<u>3,368,382</u>	<u>6,138,652</u>	<u>5,712,082</u>
Net cash (used in) generated by investing activities	<u>23,383,161</u>	<u>(266,503,092)</u>	<u>29,756,536</u>
<b>Cash flows from financing activities:</b>			
Proceeds from equity issuance	-	224,059,555	-
Guarantee deposits made	(1,672,342)	-	-
Guarantee deposits collected	2,750,579	-	-
Interest paid	(21,455,480)	(23,239,628)	(22,288,846)
Repayments of borrowings	(298,069,960)	(8,629,108)	(11,288,678)
Dividends paid	(28,825,690)	(22,321,140)	(16,846,565)
Repurchase of treasury shares	(11,659,246)	(998,633)	-
Proceeds from borrowings	300,000,000	47,500,000	-
Debt issuance costs	<u>(5,817,632)</u>	<u>(850,951)</u>	<u>-</u>
Net cash generated by (used in) financing activities	<u>(64,749,771)</u>	<u>215,520,095</u>	<u>(50,424,089)</u>
Effects of exchange rates changes on cash	<u>(3,896,537)</u>	<u>61,770</u>	<u>(9,792,129)</u>
Net (decrease) increase in cash, cash equivalents and restricted cash	23,013,698	17,767,595	2,376,973
Cash, cash equivalents and restricted cash at the beginning of year	<u>28,442,365</u>	<u>10,674,770</u>	<u>8,297,797</u>
Cash, cash equivalents and restricted cash at the end of year – Note 4	<u>\$ 51,456,063</u>	<u>\$ 28,442,365</u>	<u>\$ 10,674,770</u>

See accompanying notes to consolidated financial statements.

# Corporación Inmobiliaria Vesta, S. A.B. de C. V. and Subsidiaries

## Notes to Consolidated Financial Statements

For the years ended December 31, 2016, 2015 and 2014

(In US dollars)

### 1. General information

Corporación Inmobiliaria Vesta, S. A. B. de C. V. (“Vesta”) is a corporation incorporated in Mexico. The address of its registered office and principal place of business is Paseo de los Tamarindos 90, 28<sup>th</sup> floor, Mexico City.

Vesta and subsidiaries (collectively, the “Entity”) are engaged in the development, acquisition and operation of industrial buildings and distribution facilities that are rented to corporations in eleven states throughout Mexico.

On January 28, 2015, the Entity issued a total of 124,274,111 shares, including the overallotment option, through a follow-on public offering of shares in the Mexican Stock Exchange and through a private offering of shares in international markets under the Rule 144A of the United States of America and Regulations S under the Securities Act of 1933. The offering price was 27 Mexican pesos per share and the net proceeds of this offering which amounted to \$224,059,555 were received on February 4, 2015.

On July 22, 2016, the Entity entered into a five-year credit agreement with various financial institutions for an aggregated amount of \$150,000,000, the proceeds of this loan were received on the same date. This credit agreement also includes a revolving credit facility up to \$100,000,000 which as of December 31, 2016 has not been utilized. On July 27, 2016, the Entity entered into a 10-year loan agreement with Metropolitan Life Insurance Company for a total amount of \$150,000,000. The proceeds of both of the aforementioned credit facilities were used to settle the Entity’s debt with Blackstone.

### 2. Significant accounting policies

#### 2.1 *Statement of compliance*

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

#### 2.2 *Basis of preparation*

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

##### i. Historical cost

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

ii. Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Entity takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, *Share-based Payments*.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

### 2.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of Vesta and entities (including structured entities) controlled by Vesta and its subsidiaries. Control is achieved when the Entity:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Entity reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Entity obtains control over the subsidiary and ceases when the Entity loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Entity gains control until the date when the Entity ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Entity's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Entity are eliminated in full on consolidation.

Subsidiary/entity	Ownership percentage			Activity
	31/12/2016	31/12/15	31/12/14	
QVC, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
QVC II, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
WTN Desarrollos Inmobiliarios de México, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Baja California, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Bajío, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Queretaro, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Proyectos Aeroespaciales, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
CIV Infraestructura, S. de R.L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta DSP, S. de R. L. de C.V.	99.99%	99.99%	99.99%	Holds investment properties
Vesta Management, S.de R.L. de C.V.	99.99%	99.99%	99.99%	Provides administrative services to the Entity
Servicio de Administración y Mantenimiento Vesta S. de R.L. de C.V.	99.99%	99.99%	-	Provides administrative services to the Entity

## 2.4 Foreign currencies

The U.S. dollar is the functional currency of Vesta and all of its subsidiaries except for WTN Desarrollos Inmobiliarios de México, S. de R. L. de C. V. (“WTN”) and Vesta Management, S. de R.L. de C.V. (VM), which consider the Mexican peso to be their functional currency and are considered to be “foreign operations” under IFRS. However, Vesta and its subsidiaries keep their accounting records in Mexican pesos. In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the exchange rates in effect on the dates of each transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the exchange rates in effect at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the exchange rates in effect on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

For the purposes of presenting consolidated financial statements, the assets and liabilities of WTN and VM are translated into U.S. dollars using the exchange rates in effect on the last business day of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates in effect on the dates of the transactions are used. Exchange differences arising, if any, are recorded in other comprehensive income.

## **2.5 Cash and cash equivalents**

Cash and cash equivalents consist mainly of bank deposits in checking accounts and short-term investments, highly liquid and easily convertible into cash, maturing within three months as of their acquisition date, which are subject to immaterial value change risks. Cash is carried at nominal value and cash equivalents are valued at fair value; any fluctuations in value are recognized in interest income of the period. Cash equivalents are represented mainly by investments in treasury certificates (CETES) and money market funds.

## **2.6 Financial instruments**

Financial assets and financial liabilities are recognized when Vesta or its subsidiaries become a party to the contract governing such financial instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

### **2.6.1 Financial assets**

Financial assets are classified into the following specified categories: financial assets ‘at fair value through profit or loss’ (“FVTPL”), ‘held-to-maturity’ investments, ‘available-for-sale’ (AFS) financial assets and ‘loans and receivables’. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

### **2.6.2 Financial assets at FVTPL**

Financial assets are classified as of FVTPL when the financial asset is (i) contingent consideration that may be paid by an acquirer as part of a business combination to which IFRS 3 applies, (ii) held for trading, or (iii) it is designated as of FVTPL.

A financial asset is classified as held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Entity manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading or contingent consideration that may be paid by an acquirer as part of a business combination may be designated as of FVTPL upon initial recognition if:

- Such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- The financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Entity’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- It forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract to be designated as of FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'other income (expenses) - Net' line item.

The Entity has not designated any asset as at FVTPL.

#### **2.6.3 Effective interest method**

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flows expected to be received (including all fees and expenses paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as of FVTPL.

#### **2.6.4 Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including operating lease receivables and others) are measured at amortized cost using the effective interest method, less any impairment.

Interest income is recognized by applying the effective interest rate, except for short-term receivables when the effect of discounting is immaterial.

#### **2.6.5 Derecognition of financial assets**

The Entity derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

### **2.7 *Investment property***

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment properties are included in profit or loss in the period in which they arise.

An investment property is derecognized upon sale or when the investment property is permanently withdrawn from use and no future economic benefits are expected to be received from such investment property. Any gain or loss arising on derecognition of the property (calculated as the difference between the net sale proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognized.

## **2.8 Office furniture**

Office furniture is stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. An item of office furniture is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of the asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in profit or loss.

## **2.9 Restricted cash**

Restricted cash represents cash and cash equivalents balances held by the Entity that are only available for use under certain conditions pursuant to the long-term debt agreements entered into by the Entity (as discussed in Note 9). These restrictions are classified according to their restriction period: less than 12 months and over one year, considering the period of time in which such restrictions are fulfilled, whereby the short-term restricted cash balance was classified within current assets under cash and cash equivalents and the long-term restricted cash was classified within guarantee deposits made.

## **2.10 Provisions**

Provisions are recognized when the Entity has a present obligation (legal or constructive) as a result of a past event, when it is probable that the Entity will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties associated with the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

## **2.11 Financial liabilities**

### **2.11.1 Financial liabilities**

Financial liabilities are classified as either financial liabilities at fair value through profit or loss (“at FVTPL”) or other financial liabilities.

### **2.11.2 Other financial liabilities**

Other financial liabilities (including borrowings) are subsequently measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and expenses paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.



### **2.11.3 Derecognition of financial liabilities**

The Entity derecognizes financial liabilities when, and only when, the Entity's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

### ***2.12 Short term and other long term employee benefits and employee profit sharing ("PTU")***

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Entity in respect of services provided by employees up to the reporting date.

#### **Statutory employee profit sharing**

PTU is recorded in the results of the year in which it is incurred and is presented in administration expenses line item in the consolidated statement of profit or loss and other comprehensive income.

As result of the 2014 Income Tax Law, as of December 31, 2016, 2015 and 2014, PTU is determined based on taxable income, according to Section I of Article 9 of the that Law.

### ***2.13 Employee benefits for termination***

Employee benefits for termination are recorded in the results of the year in which they are incurred.

### ***2.14 Share-based payment arrangements***

#### **Share-based payment transactions of the Entity**

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 16.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight line basis over the vesting period, based on the Entity's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Entity revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity settled employee benefits reserve.

### ***2.15 Leasing***

Leases are classified as finance leases whenever the terms of the lease agreement transfer substantially all of the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

- The Entity as lessor

Rental income from operating leases is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

- The Entity as lessee

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss. Contingent rentals are recognized as expenses in the periods in which they are incurred.

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognized as a liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

## **2.16 *Income taxes***

Income tax expense represents the sum of the tax currently payable and deferred tax.

### **2.16.1 Current tax**

Current income tax ("ISR") is recognized in the results of the year in which is incurred.

### **2.16.2 Deferred income tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Entity expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### 2.16.3 Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### 2.17 *Impairment of long-lived assets other than goodwill*

At the end of each reporting period, the Entity reviews the carrying amounts of its long-lived assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

### 2.18 *Earnings per share*

Basic earnings per common share are calculated by dividing net income of the controlling interest by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share are determined by adjusting consolidated net income and common shares on the assumption that the Entity's commitments to issue or exchange its own shares would be fulfilled, unless the impacts of such instruments would be anti-dilutive (for example in a year in which the Entity incurred a loss).

### 2.19 *Application of new and revised IFRSs that are mandatorily effective for the current year*

In the current year, the Entity has applied amendments to IFRSs issued by IASB that are mandatorily effective for an accounting period that begins on or after January 1, 2016, none of which had a material impact on the accompanying consolidated financial statements.

#### Amendments to IAS 1 Disclosure Initiative

The amendments to IAS 1 give some guidance on how to apply the concept of materiality in practice.

### 2.20 *New and revised IFRSs in issue but not yet effective*

The Entity has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9	Financial Instruments <sup>2</sup>
IFRS 15	Revenue from Contracts with Customers <sup>2</sup>
IFRS 16	Leases <sup>3</sup>
Amendments to IAS 12	Income taxes <sup>1</sup>
Amendments to IAS 7	Statements of Cash Flows <sup>1</sup>
Amendments to IFRS 2	Classification and measurement of share-based payments <sup>2</sup>

1 Effective for annual periods beginning on or after 1 January 2017, with earlier application permitted.

2 Effective for annual periods beginning on or after 1 January 2018, with earlier application permitted.

3 Effective for annual periods beginning on or after 1 January 2019, with earlier application permitted.

## IFRS 9 Financial Instruments

IFRS 9 issued in November 2009 introduced new requirements for the classification and measurement of financial assets. IFRS 9 was subsequently amended in October 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition and in November 2014 to include the new requirements for general hedge accounting. Another revised version of IFRS 9 was issued in July 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a 'fair value through other comprehensive income' (FVTOCI) measurement category for certain simple debt instruments.

### Key requirements of IFRS 9:

- All recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement are required to be subsequently measured at amortized cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognized in net income (loss).
- With regard to the measurement of financial liabilities designated as of fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognized.
- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The Entity's management is still in the process of assessing the potential impact on the amounts reported in respect of the Entity's financial assets and liabilities; however, they do not anticipate that the application of IFRS 9 will have a material impact.

## IFRS 15 Revenue from Contracts with Customers

In May 2014, IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction Price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognizes revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The Entity's management anticipates that the application of IFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Entity's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of IFRS 15 until the Entity performs a detailed review.

## IFRS 16, Leases

IFRS 16 "Leases" was issued in January 2016 and supersedes IAS 17 "Leases" and related interpretations. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 is effective for periods beginning on or after 1 January 2019, with earlier adoption permitted if IFRS 15 'Revenue from Contracts with Customers' has also been applied.

Under IFRS 16 a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is treated similarly to other non-financial assets and depreciated accordingly and the liability accrues interest. This will typically produce a front-loaded expense profile (whereas operating leases under IAS 17 would typically have had straight-line expenses) as an assumed linear depreciation of the right-of-use asset and the decreasing interest on the liability will lead to an overall decrease of expense over the reporting period.

The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease if that can be readily determined. If that rate cannot be readily determined, the lessee shall use their incremental borrowing rate.

However, a lessee may elect to account for lease payments as an expense on a straight-line basis over the lease term for leases with a lease term of 12 months or less and containing no purchase options (this election is made by class of underlying asset); and leases where the underlying asset has a low value when new, such as personal computers or small items of office furniture (this election can be made on a lease-by-lease basis).

IFRS 16 establishes different transitional provisions, including retrospective application or the modified retrospective application where the comparative period is not restated.

The Entity is in the process of determining the potential impacts that will derive from the adoption of this standard in its consolidated financial statements, although by the nature of its operations it would not expect significant impacts.

**Amendments to IAS 12 Income Tax: Recognition of Deferred Tax Assets for Unrealized Losses, clarify how to account for deferred tax assets related to debt instruments measured at fair value.**

IAS 12 provides requirements on the recognition and measurement of current or deferred tax liabilities or assets. The amendments clarify the requirements on recognition of deferred tax assets for unrealised losses, to address diversity in practice.

Entities are required to apply the amendments for annual periods beginning on or after 1 January 2017. Earlier application is permitted.

The management of the Entity does not expect significant impacts a result of these amendments.

**Amendments to IAS 7 Statements of Cash Flows: Provide disclosures.**

The amendments in disclosure initiative (Amendments to IAS 7) come with the objective that entities shall provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities.

To achieve this objective, the IASB requires that the following changes in liabilities arising from financing activities are disclosed (to the extent necessary): (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

Entities are required to apply the amendments for annual periods beginning on or after 1 January 2017. Earlier application is permitted.

The management of the Entity is in process to determine the impacts resulting of these amendments.

**Amendments to IFRS 2 Share-based Payment**

The amendments to IFRS 2 Share-based Payment, clarify the classification and measurement of share-based payment transactions. The amendments contains clarifications and amendments address to the accounting for cash-settled share-based payment transactions; classification of share-based payment transactions with net settlement features; and accounting for modifications of share-based payment transactions from cash-settled to equity-settled. These amendments are effective for annual periods beginning on or after 1 January 2018. Earlier application is permitted. The amendments apply prospectively.

The management of the Entity does not expect significant impacts a result of these amendments.

**3. Critical accounting judgments and key sources of estimation uncertainty**

In the application of the Entity's accounting policies, which are described in Note 2, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

### **3.1 Valuation of investment properties**

As described in Note 8, the Entity uses external appraisers in order to determine the fair value of its investment properties. Such appraisers use several valuation methodologies that include assumptions that are not directly observable in the market to estimate the fair value of its investment properties. Note 8 provides detailed information about the key assumptions used in the determination of the fair value of the investment properties.

In estimating the fair value of an asset or a liability, the Entity uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Entity engages third party qualified valuers to perform the valuation. The valuation committee works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the valuation committee's findings to the board of directors of the Entity every quarter to explain the cause of fluctuations in the fair value of the assets and liabilities. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 8 and 14.

The Entity's management believes that the chosen valuation methodologies and assumptions used are appropriate in determining the fair value of the Entity's investment properties.

## **4. Cash, cash equivalents and restricted cash**

For purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, including restricted cash. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statements of financial position as follows:

	31/12/2016	31/12/2015	31/12/2014
Cash and cash equivalents	\$ 48,054,432	\$ 21,632,285	\$ 6,848,378
Current restricted cash	<u>2,666,319</u>	<u>6,112,770</u>	<u>3,826,392</u>
	50,720,751	27,745,055	10,674,770
Non-current restricted cash	<u>735,312</u>	<u>697,310</u>	<u>-</u>
Total	<u>\$ 51,456,063</u>	<u>\$ 28,442,365</u>	<u>\$ 10,674,770</u>

Restricted cash represents balances held by the Entity that are only available for use under certain conditions pursuant to the loan agreements entered into by the Entity. Such conditions include payment of monthly debt service and compliance with certain covenants set forth in the loan agreement. These restrictions are classified according to their restriction period: less than 12 months and over one year, considering the period of time in which such restrictions are fulfilled. Non-current restricted cash was classified within guarantee deposits made in the accompanying consolidated statements of financial position.

## **5. Financial assets held for trading**

The portfolio of financial assets that the Entity has classified as held for trading relates to investments used by the Entity to manage its cash surplus. Such financial assets were acquired in active markets and are principally comprised of investment funds with no maturity date and which mainly invest in AAA debt instruments, such as government bonds.

## 6. Recoverable taxes

	31/12/2016	31/12/2015	31/12/2014
Recoverable value-added tax ("VAT")	\$ 10,438,157	\$ 9,216,603	\$ 22,043,687
Recoverable income taxes	11,320,220	11,541,336	5,602,192
Other receivables	<u>36,104</u>	<u>64,641</u>	<u>66,415</u>
	<u>\$ 21,794,481</u>	<u>\$ 20,822,580</u>	<u>\$ 27,712,294</u>

## 7. Operating lease receivables

### 7.1 The aging profile of operating lease receivables as of the dates indicated below are as follows:

	31/12/2016	31/12/2015	31/12/2014
0-30 days	\$ 4,541,467	\$ 2,955,085	\$ 6,392,749
30-60 days	1,588,869	424,763	861,273
60-90 days	551,533	332,338	87,726
Over 90 days	<u>347,106</u>	<u>435,923</u>	<u>163,478</u>
Total	<u>\$ 7,028,975</u>	<u>\$ 4,148,109</u>	<u>\$ 7,505,226</u>

Pursuant to the lease agreements, rental payments should be received within 30 days following their due date; thereafter the payment is considered past due. As shown in the table above, 64%, 71% and 85% of all operating lease receivables are current at December 31, 2016, 2015 and 2014, respectively.

All rental payments past due are monitored by the Entity; for receivables outstanding from 30 to 90 days efforts are made to collect payment from the respective client. Operating lease receivables outstanding for more than 30 days but less than 60 days represent 22%, 10% and 11% of all operating lease receivables at December 31, 2016, 2015 and 2014, respectively. Operating lease receivables outstanding for more than 60 and less than 90 days represent 8%, 8% and 1% of all operating lease receivable at December 31, 2016, 2015 and 2014. Operating lease receivables outstanding greater than 90 days represent 5%, 11% and 2% as of December 31, 2016, 2015 and 2014, respectively.

### 7.2 Movement in the allowance for doubtful accounts receivable

The Entity individually reviews each of its operating lease receivables and according to the aging report determines the need to create an allowance for the recoverability of such receivables. The balance as of December 31, 2016 is \$41,314, which was created during 2016. During 2015 and 2014 there were no increases to the allowance for doubtful accounts.

### 7.3 Client concentration risk

As of December 31, 2016, 2015 and 2014 one of the Entity's clients account for 29% or \$2,040,061, 20% or \$830,135 and 75% or \$5,646,339, respectively, of the operating lease receivables balance. The same client accounted for 11%, 12% and 17% of the total rental income of Entity for the years ended December 31, 2016, 2015 and 2104, respectively. As of December 31, 2016, two of the entity's clients accounted for 21% and 18% of the operating lease receivable balance; however, neither of these clients accounted for more than 10% of the total rental income of the Entity for the year ended December 31, 2016.



#### 7.4 Leasing agreements

Operating leases relate to non-cancellable lease agreements over the investment properties owned by the Entity, which generally have terms ranging between 5 to 15 years, with options to extend the term up to a total term of 20 years. Rents are customarily payable on a monthly basis, and are adjusted annually according to applicable inflation indices (US and Mexican inflation indices). Security deposits are typically equal to one or two months' rent. Obtaining property insurance (third party liability) and operating maintenance are obligations of the tenants. All lease agreements include a rescission clause that entitles the Entity to collect all unpaid rents during the remaining term of the lease agreement in the event that the client defaults in its rental payments, vacates the properties, terminates the lease agreement or enters into bankruptcy or insolvency proceedings. All lease agreements are classified as operating leases and do not include purchase options.

#### 7.5 Non-cancellable operating lease receivables

Future minimum lease payments receivable under non-cancellable operating lease agreements are as follows:

	31/12/2016	31/12/2015	31/12/2014
Not later than 1 year	\$ 100,997,236	\$ 85,322,145	\$ 70,629,698
Later than 1 year and not later than 3 years	170,779,851	145,954,674	122,117,261
Later than 3 year and not later than 5 years	191,181,511	147,512,967	115,421,411
Later than 5 years	<u>159,893,939</u>	<u>140,891,280</u>	<u>118,579,372</u>
	<u>\$ 622,852,537</u>	<u>\$ 519,681,066</u>	<u>\$ 426,747,742</u>

### 8. **Investment property**

The Entity uses external appraisers in order to determine the fair value for all of its investment properties. The independent appraisers, who hold recognized and relevant professional qualifications and have vast experience in the types of investment properties, owned by the Entity, use valuation techniques such as the discounted cash flows approach, replacement cost approach and income cap rate approach. The techniques used include assumptions, the majority of which are not directly observable in the market, to estimate the fair value of the Entity's investment property such as discount rates, long-term NOI, inflation rates, absorption periods and market rents.

The values, determined by the external appraisers annually, are recognized as the fair value of the Entity's investment property at the end of each reporting period. The appraisers use a discounted cash flow approach to determine the fair value of land and buildings (using the expected net operating income ("NOI") of the investment property) and a market approach to determine the fair value of land reserves. Gains or losses arising from changes in the fair values are included in the consolidated statements of profit or loss and other comprehensive (loss) income in the period in which they arise.

The Entity's investment properties are located in México and they are classified as Level 3 in the IFRS fair value hierarchy. The following table provides information about how the fair values of the investment properties are determined (in particular, the valuation technique(s) and inputs used).

Property	Fair value hierarchy	Valuation techniques	Significant unobservable inputs	Value/range	Relationship of unobservable inputs to fair value
Buildings and land	Level 3	Discounted cash flows	Discount rate	2016: 9.75% 2015: 9.5% 2014: 9.5%	The higher the discount rate, the lower the fair value.
			Long-term NOI	Based on contractual rent and then on market related rents	The higher the NOI, the higher the fair value.
			Inflation rates	Mexico: 3.5% in 2016 and 3.4% in 2015 and 2014 U.S.: 2.2% in 2016 and 2.1% in 2015 and 2014	The higher the inflation rate, the higher the fair value.
			Absorption period	12 months on average	The shorter the absorption period, the higher the fair value
			Market related rents	Depending on the park/state	The higher the market rent the higher the fair value
			Exchange rate – Mexican pesos per \$1	2016: 20.00 2015: 16.03 2014: 13.60	The higher the exchange rate the lower the fair value
Land reserves	Level 3	Market value	Price per acre	Weighted average price per acre in 2016 \$105,893 and \$134,473 in 2015.	The higher the price, the higher the fair value.

The table below sets forth the aggregate values of the Entity's investment properties for the years indicated:

	31/12/2016	31/12/2015	31/12/2014
Buildings and land	\$ 1,393,000,000	\$ 1,198,208,983	\$ 1,092,424,983
Advances for acquisition of land	9,652,444	2,770,159	395,921
Land reserves	<u>79,377,000</u>	<u>58,602,000</u>	<u>64,740,000</u>
	1,482,029,444	1,259,581,142	1,157,560,904
Less: Cost to complete construction in-progress	<u>(66,314,682)</u>	<u>(44,651,137)</u>	<u>(56,208,082)</u>
Balance at end of year	<u>\$ 1,415,714,762</u>	<u>\$ 1,214,930,005</u>	<u>\$ 1,101,352,822</u>

The reconciliation of investment property is as follows:

	31/12/2016	31/12/2015	31/12/2014
Balance at beginning of year	\$ 1,214,930,005	\$ 1,101,352,822	\$ 951,884,585
Additions	158,013,760	103,125,702	123,431,195
Investment properties sold	-	-	(3,918,200)
Foreign currency translation effect	(24,233,614)	(20,992,577)	-
Gain on revaluation of investment property	<u>67,004,611</u>	<u>31,444,058</u>	<u>29,955,242</u>
Balance at end of year	<u>\$ 1,415,714,762</u>	<u>\$ 1,214,930,005</u>	<u>\$ 1,101,352,822</u>

A total of \$1,077,234 additions to investment property related to land reserves and new buildings which were acquired from third parties, were not paid as of December 31, 2016 and were therefore excluded from the consolidated statements of cash flows. As of December 31, 2015, a total of \$500,996 additions to investment property, which were acquired from a third party, were not paid; these additions were paid during the year ended December 31, 2016.

During 2007, the Entity entered into an agreement to build the Querétaro Aerospace Park, which consists of a trust created by the Government of the State of Querétaro, as grantor (*fideicomitente*), Aeropuerto Intercontinental de Querétaro, S. A. de C. V., as a participant for the purposes of granting its consent, Bombardier Aerospace México, S.A. de C.V., as beneficiary (*fideicomisario*), and BBVA Bancomer, S.A., as trustee (*fiduciario*), to which the Entity, through its subsidiary, Proyectos Aeroespaciales, adhered as grantee and beneficiary. The Government of the State of Queretaro contributed certain rights to the trust, including rights to use the land and the infrastructure built by the state of Queretaro, allowing Proyectos Aeroespaciales to build and lease buildings for a total period equivalent to the term of the concession granted to the Aerospace Park; the remaining term is approximately 42 years as of December 31, 2016.

Proyectos Aeroespaciales is the only designated real estate developer and was granted the right to use the land and infrastructure to develop industrial facilities thereon, lease such industrial facilities to companies in the aerospace and related industries and to collect the rents derived from the lease of the industrial facilities, for a period of time equivalent to the remaining term of the airport concession (approximately 42 years as of December 31, 2016). With respect to such rights, all construction, addition and improvements made by Proyectos Aeroespaciales to the contributed land (including without limitation, the industrial facilities) will revert in favor of the Government of the State of Queretaro at the end of the term of the trust, for zero consideration.

During 2013, the Company entered into an agreement with Nissan Mexicana, S.A. de C.V. ("Nissan") to build and lease to Nissan the Douki Seisan Park ("DSP Park") located in Aguascalientes, Mexico. The land where the DSP Park is located is owned by Nissan. On July 5, 2012, Nissan created a trust (trust No. F/1704 with Deutsche Bank México, S.A. as trustee) to which the Company (through one of its subsidiaries, Vesta DSP, S. de R.L. de C.V), is beneficiary and was granted the use of the land for a period of 40 years. The infrastructure and all the related improvements were built by and are managed by the Company.

As of December 31, 2016, 2015 and 2014, the Entity's investment properties have a gross leasable area (unaudited) of 22,569,585 square feet (or 2,096,783 square meters), 20,052,909 square feet (or 1,862,981 square meters) and 16,791,931 square feet (or 1,560,021 square meters), respectively and they were 89.2%, 86.7% and 87.3% occupied by tenants (unaudited), respectively. As of December 31, 2016, 2015 and 2014, investment properties with a gross leasable area (unaudited) of 2,008,397 square feet (or 186,586 square meters), 1,272,670 square feet (or 118,235 square meters) and 2,870,847 square feet (or 266,710 square meters), respectively, were under construction, representing an additional 8.9%, 14.31% and 11.68% of the Entity's total leasable area. Most of the Entity's investment properties have been pledged as collateral to secure its long-term debt.

## 9. Long-term debt

On July 22, 2016, the Entity entered into a new five-year credit agreement with various financial institutions for an aggregated amount of \$150,000,000; the proceeds were received on the same date (the “Syndicated Loan”). The Syndicated Loan also includes a revolving credit facility up to \$100,000,000 which as of December 31, 2016 has not been utilized. On July 27, 2016, the Entity entered into a 10-year loan agreement with Metropolitan Life Insurance Company (“MetLife”) for a total amount of \$150,000,000. The proceeds of both of the aforementioned credit facilities were used to settle the Entity’s debt with Blackstone which matured on August 1, 2016. The long-term debt is comprised by the following notes:

Issue date	Original amount	Annual interest rate	Monthly amortization	Maturity	31/12/2016	31/12/2015	31/12/2014
		Variable rate plus					
July 2016	\$ 150,000,000	margin(1)	\$ (1)	July 2021	\$ 150,000,000	\$ -	\$ -
July 2016	150,000,000	4.55%	(2)	August 2026	150,000,000	-	-
April 2015	47,500,000	4.35%	(3)	April 2022	47,500,000	47,500,000	-
September 2003	7,637,927	7.17%	12,656	August 2016	-	4,990,210	5,134,727
April 2005	2,000,000	7.17%	3,539	August 2016	-	1,393,073	1,433,480
August 2005	6,300,000	7.17%	11,259	August 2016	-	4,437,481	4,566,048
August 2005	14,500,000	7.17%	26,039	August 2016	-	10,247,179	10,544,502
November 2005	32,000,000	7.17%	295,608*	August 2016	-	21,237,473	21,807,521
March 2006	15,000,000	7.17%	27,322	August 2016	-	7,767,320	8,079,295
July 2006	50,000,000	7.17%	107,796	August 2016	-	47,256,946	48,487,816
July 2006	12,000,000	7.17%	25,871	August 2016	-	10,609,960	10,905,370
September 2006	10,800,000	7.17%	21,511	August 2016	-	8,961,734	9,207,363
October 2006	8,300,000	7.17%	16,532	August 2016	-	6,887,259	7,076,029
November 2006	12,200,000	7.17%	19,106	August 2016	-	8,006,030	8,224,187
November 2006	28,091,497	7.17%	27,212	August 2016	-	11,343,196	11,653,920
May 2007	6,540,004	7.17%	13,137	August 2016	-	5,475,496	5,625,506
September 2007	8,204,039	7.17%	16,563	August 2016	-	6,905,008	7,094,132
April 2008	32,811,066	6.47%	78,995	August 2016	-	28,271,033	29,193,227
April 2008	867,704	6.47%	4,017	August 2016	-	1,437,785	1,484,686
April 2008 *	7,339,899	6.62%	195,930*	August 2016	-	11,718,557	12,097,602
August 2008	3,372,467	6.47%	12,768	August 2016	-	4,570,012	4,719,073
August 2008	6,286,453	6.47%	15,176	August 2016	-	5,431,327	5,608,491
April 2009	19,912,680	7.17%	39,292	August 2016	-	16,167,177	16,615,833
December 2009	30,000,000	7.17%	61,175	August 2016	-	24,171,582	24,870,114
July 2012	19,768,365	7.17%	42,619	August 2016	-	16,778,331	17,264,976
July 2012	27,960,333	7.17%	60,280	August 2016	-	24,392,657	25,080,968
July 2012	5,000,000	6.15%	13,977	August 2016	-	4,364,210	4,526,111
March 2013	5,918,171	5.80%	15,915	August 2016	-	5,248,924	5,438,091
					347,500,000	345,569,960	306,739,068
Less: Current portion					-	(298,069,960)	(8,629,108)
Less: direct issuance cost					(6,628,583)	(810,951)	-
Long-term debt with Blackstone					-	-	298,109,960
Total long-term debt					\$ 340,871,417	\$ 46,689,049	\$ 298,109,960

\* These notes payable had bi-annual amortization.

- (1) Five-year Syndicated Loan, interest is paid on a quarterly basis and calculated using LIBOR (London interbank offered rate) plus an applicable margin. The applicable margin varies depending on the Entity's leverage ratio (higher or lower than 40%) and the number of months that the Syndicated Loan has been outstanding. Currently the applicable margin is 200 basis points; if leverage ratio is higher than 40% the margin would increase to 225 basis points. Principal amortization will commence on July 22, 2019; thereafter the Syndicated Loan will have quarterly principal payments equal to 1.25% of the loan amount.
- (2) 10-year loan agreement with MetLife, interest on this loan is paid on a monthly basis and calculated using an annual fixed rate of 4.55%. Principal amortization will commence on September 1, 2023. This loan is guaranteed with 48 of the Entity's properties.
- (3) On March 9, 2015, the Entity entered into a 7-year loan with MetLife, interest on this loan is paid on a monthly basis and calculated using an annual rate of 4.35%. The loan has monthly interest only payments for 42 months and thereafter monthly amortizations of principal and interest until it matures on April 1, 2022. The loan is secured by 6 of the Entity's investment properties.
- (4) These notes payable had bi-annual amortization.

These credit agreements require the Entity to maintain certain financial ratios (such as Cash-on-Cash and debt service coverage ratios) and to comply with certain affirmative and negative covenants. The Entity was in compliance with these covenants under the Blackstone credit agreement as of December 31, 2016.

The credit agreements also entitles MetLife to withhold certain amounts deposited by the Entity in a separate fund as guarantee deposits for the debt service and tenants guarantee deposits of the Entity's investment properties pledged as collateral. Such amounts are presented as guarantee deposit assets in the statement of financial position.

Scheduled maturities and periodic amortization of long-term debt are as follows:

As of December 2017	\$ -
As of December 2018	123,019
As of December 2019	763,388
As of December 2020	791,939
As of December 2021	833,388
Thereafter	344,988,266
Less: direct issuance cost	<u>(6,628,583)</u>
Total long-term debt	<u>\$ 340,871,417</u>

## 10. Capital stock

10.1 Capital stock as of December 31, 2016, 2015 and 2014 is as follows:

	2016		2015		2014	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Fixed capital						
Series A	5,000	\$ 3,696	5,000	\$ 3,696	5,000	\$ 3,696
Variable capital						
Series B	<u>621,092,663</u>	<u>450,876,454</u>	<u>631,134,923</u>	<u>455,738,039</u>	<u>507,447,012</u>	<u>370,365,016</u>
Total	<u>621,097,663</u>	<u>\$450,880,150</u>	<u>631,139,923</u>	<u>\$455,741,735</u>	<u>507,452,012</u>	<u>\$370,368,712</u>

Stockholders' equity, except restated paid-in capital and tax retained earnings will be subject to ISR payable by the Entity at the rate in effect upon distribution. Any tax paid on such distribution may be credited against annual and estimated income taxes of the year in which the tax on dividends is paid and the following two fiscal years. As of December 31, 2016 and 2015, there were a total of 10,626,460 and 586,200, respectively, shares in treasury. There were no shares in treasury as of December 31, 2014.

#### 10.2 Fully paid ordinary shares

	Number of shares	Amount	Additional paid-in capital
Balance as of December 31, 2014	507,452,012	\$ 370,368,712	\$ 211,869,157
Capital stock issuance of January 28, 2015	124,272,111	85,749,137	144,250,863
Direct equity issuance costs	-	-	(8,486,350)
Income taxes related to direct equity issuance costs	-	-	2,545,905
Repurchase of shares	<u>(586,200)</u>	<u>(376,114)</u>	<u>(622,519)</u>
Balance as of December 31, 2015	631,137,923	\$ 455,741,735	\$ 349,557,056
Vested shares	163,089	104,640	173,193
Repurchase of shares	<u>(10,203,349)</u>	<u>(4,966,225)</u>	<u>(6,693,021)</u>
Balance as of December 31, 2016	<u>621,097,663</u>	<u>\$ 450,880,150</u>	<u>\$ 343,037,228</u>

#### 10.3 Dividend payments

Pursuant to a resolution of the general ordinary stockholders' meeting on April 4, 2016, the Entity declared a dividend of approximately \$0.046 per share, for a total dividend of \$28,825,690. The dividend was paid on April 19, 2016 in cash.

Pursuant to a resolution of the general ordinary stockholders' meeting on March 25, 2015, the Entity declared a dividend of approximately \$0.035 per share, for a total dividend of \$22,321,140. The dividend was paid on April 30, 2015 in cash.

Pursuant to a resolution of the general ordinary stockholders' meeting on March 13, 2014, the Entity declared a dividend of approximately \$0.033 per share, for a total dividend of \$16,846,565 which was paid via cash distributions on April 4, 2014. The payment was applied against the Entity's net tax income account.

## 11. Earnings per share

The amounts used to determine earnings per share are as follows:

<b>2016</b>			
	<b>Earnings</b>	<b>Weighted-average number of shares</b>	<b>Dollars per share</b>
Profit for the year	\$ <u>45,082,793</u>	<u>630,259,650</u>	\$ <u>0.072</u>
<b>2015</b>			
	<b>Loss</b>	<b>Weighted-average number of shares</b>	<b>Dollars per share</b>
Loss for the year	\$ <u>(3,825,172)</u>	<u>622,206,426</u>	\$ <u>(0.006)</u>
<b>2014</b>			
	<b>Earnings</b>	<b>Weighted-average number of shares</b>	<b>Dollars per share</b>
Profit for the year	\$ <u>24,221,997</u>	<u>507,452,012</u>	\$ <u>0.05</u>

## 12. Property operating costs and administration expenses

### 12.1 Property operating costs consist of the following:

12.1.1 Direct property operating costs from investment properties that generated rental income during the year:

	<b>31/12/2016</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
Real estate tax	\$ 1,090,743	\$ 943,499	\$ 881,644
Insurance	302,400	274,669	312,383
Maintenance	748,043	468,528	484,080
Other property related expenses	<u>1,243,203</u>	<u>889,824</u>	<u>1,083,158</u>
	<u>\$ 3,384,389</u>	<u>\$ 2,576,520</u>	<u>\$ 2,761,265</u>

12.1.2 Direct property operating costs from investment property that did not generate rental income during the year:

	<b>31/12/2016</b>	<b>31/12/2015</b>	<b>31/12/2014</b>
Real estate tax	\$ 293,602	\$ 343,443	\$ 269,412
Insurance	51,280	52,879	47,606
Maintenance	148,689	91,689	43,648
Other property related expenses	<u>498,486</u>	<u>465,476</u>	<u>478,018</u>
	<u>992,057</u>	<u>953,487</u>	<u>838,684</u>
Total property operating	<u>\$ 4,376,446</u>	<u>\$ 3,530,007</u>	<u>\$ 3,599,949</u>

12.2. Administration expenses consist of the following:

	31/12/2016	31/12/2015	31/12/2014
Employee direct benefits	\$ 6,270,379	\$ 5,044,294	\$ 6,597,970
Auditing, legal and consulting expenses	1,212,794	902,242	873,927
Property appraisal and other fees	352,357	358,903	214,986
Indirect equity issuance and trading costs	181,309	160,695	241,284
Marketing expenses	1,136,642	1,078,389	48,676
Other	1,223,070	1,220,641	2,339
	10,376,551	8,765,164	7,979,182
Long-term incentive – Note 16	860,125	1,067,316	323,764
Total	<u>\$ 11,236,676</u>	<u>\$ 9,832,480</u>	<u>\$ 8,302,946</u>

**13. Income taxes**

The Entity is subject to ISR. The statutory ISR rate is 30%.

13.1 Income taxes are as follows:

	31/12/2016	31/12/2015	31/12/2014
ISR expense:			
Current	\$ 6,134,040	\$ 2,501,584	\$ 2,801,516
Deferred	48,862,618	35,363,577	24,122,516
Total income taxes	<u>\$ 54,996,658</u>	<u>\$ 37,865,161</u>	<u>\$ 26,924,032</u>

13.2 The effective ISR rates for fiscal 2016, 2015 and 2014 differ from the statutory rate as follows:

	31/12/2016	31/12/2015	31/12/2014
Statutory rate	30%	30%	30%
Effects of exchange rates on tax balances	27%	90%	33%
Effects of inflation	(4)%	(12)%	(12)%
Other	2%	3%	2%
Effective rate	<u>55%</u>	<u>111%</u>	<u>53%</u>

13.3 The main items originating the deferred ISR liability are:

	31/12/2016	31/12/2015	31/12/2014
Deferred ISR assets (liabilities):			
Investment property	\$ (199,134,089)	\$ (160,640,067)	\$ (124,338,843)
Effect of tax loss carryforwards	14,205,287	15,635,979	7,670,338
Other provisions and prepaid expenses	(804,262)	863,558	1,027,385
Deferred income taxes – Net	<u>\$ (185,733,064)</u>	<u>\$ (144,140,530)</u>	<u>\$ (115,641,120)</u>

To determine deferred ISR the Entity applied the applicable tax rates to temporary differences based on their estimated reversal dates.



13.4 A reconciliation of the changes in the deferred tax liability balance is presented as follows:

	31/12/2016	31/12/2015	31/12/2014
Deferred tax liability at the beginning of the period	\$ (144,140,530)	\$ (115,641,120)	\$ (91,518,604)
Movement included in profit or loss	(48,862,618)	(35,363,577)	(24,122,516)
Movement included in equity	-	2,545,905	-
Movement included in other comprehensive income	<u>7,270,084</u>	<u>4,318,262</u>	<u>-</u>
Deferred tax liability at the end of the year	<u>\$ (185,733,064)</u>	<u>\$ (144,140,530)</u>	<u>\$ (115,641,120)</u>

13.5 The benefits of restated tax loss carryforwards for which the deferred ISR asset has been recognized can be recovered subject to certain conditions. Restated amounts as of December 31, 2016 and expiration dates are:

Year of Expiration	Tax Loss Carryforwards
2023	\$ 7,231,663
2024	5,067,399
2025	16,228,645
2026	<u>18,823,251</u>
	<u>\$ 47,350,958</u>

## 14. Financial instruments

### 14.1 Capital management

The Entity manages its capital to ensure that the Entity will be able to continue as a going concern while maximizing the return to partners through the optimization of the debt and equity balance.

The capital structure of the Entity consists of net debt (total borrowings, including the current portion, as detailed in Note 9 offset by cash and bank balances) and equity of the Entity (comprising issued capital, additional paid-in capital, retained earnings and other comprehensive income as detailed in Note 10). The Entity is not subject to any externally imposed capital requirements.

### 14.2 Leverage ratio

The Board reviews the capital structure of the Entity on a regular basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

The leverage ratio at end of following reporting periods was as follows:

	31/12/2016	31/12/2015	31/12/2014
Debt	\$ 340,871,417	\$ 344,759,009	\$ 306,739,068
Cash, cash equivalents and restricted cash	(50,720,751)	(28,442,365)	(10,674,770)
Financial assets held for trading	(613,015)	(203,563,025)	(95,025,988)
Net debt	289,537,651	112,735,619	201,038,310
Equity	959,384,899	974,786,984	797,735,864
Net debt to equity ratio	30%	12%	25%

#### 14.3 Categories of financial instruments

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the consolidated financial statements.

The Entity's principal financial assets are bank balances, cash equivalents and restricted cash as disclosed in Note 4, recoverable taxes and operating lease receivables as disclosed in Notes 6 and 7, respectively and financial assets held for trading in Note 5. The Entity's principal financial liability is long-term debt as disclosed in Note 9.

#### 14.4 Financial risk management objectives

The Entity seeks to minimize the effects of market risk (including fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk (although currently the Entity only has fixed rate debt instruments with varying maturity profiles). No significant interest rate hedges or trading financial instruments were entered into during the period of the accompanying consolidated financial statements.

#### 14.5 Market risk

The Entity's activities expose it primarily to the financial risks of changes in interest rates (see 14.7 below) and foreign currency exchange rates (see 14.6 below). The Entity may enter into derivative financial instruments to manage its exposure to foreign currency risk. There has been no change to the Entity's exposure to market risks or the manner in which these risks are managed and measured.

#### 14.6 Foreign currency risk management

The Entity is exposed to foreign exchange risk, primarily with respect to the Mexican peso and to the US dollar in respect of one of its subsidiaries whose functional currency is the Mexican peso. Foreign exchange risk arises from future commercial transactions and recognized monetary assets and liabilities.

The carrying amounts of the Entity's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period as well as the relevant exchange rates are as follows:

	31/12/2016	31/12/2015	31/12/2014
<b>Exchange rates:</b>			
Mexican pesos per US dollar at the end of the period	20.6640	17.2065	14.7180
Mexican pesos per US dollar average during the year	18.6567	15.8546	13.2996
<b>Monetary assets</b>			
Mexican pesos	515,823,400	3,982,261,268	1,592,246,030
US dollars	\$ 361,656	\$ 361,656	\$ 229,640
<b>Monetary liabilities</b>			
Mexican pesos	22,097,747	11,669,674	22,085,067
US dollars	\$ 38,691,165	\$ 38,691,165	\$ 39,820,378

#### Foreign currency sensitivity analysis

The following table details the Entity's sensitivity to a 10% appreciation or depreciation in the US dollar against the Mexican peso. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel, and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency exchange rates. A positive number below indicates an increase in profit or equity where the US dollar appreciates 10% against the relevant currency. For a 10% depreciation of the US dollar against the Mexican peso, there would be a comparable impact on the profit or equity, and the balances below would be negative:

	31/12/2016	31/12/2015	31/12/2014
<b>Profit or loss impact</b>			
Mexican peso – 10% appreciation – gain	\$ (2,654,782)	\$ (20,978,286)	\$ (9,698,458)
Mexican peso – 10% depreciation – loss	2,172,094	25,640,127	11,853,671
U.S. dollar - 10% appreciation – loss	(3,932,951)	3,832,950	4,381,318
U.S. dollar - 10% depreciation – gain	3,932,951	(3,832,950)	(4,381,318)

#### 14.7 Interest rate risk management

The Entity minimizes its exposure to interest rate risk by borrowing funds at fixed rates, because investment properties owned by the Entity generate a fixed income in the form of rental income which is indexed to inflation.

#### 14.8 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Entity. The Entity has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Entity's exposure and the credit ratings of its counterparties are monitored, and the transactions consummated are entered into with approved counterparties. The Entity's maximum credit risk is the total of its financial assets included in its statement of financial position.

The Entity's clients operate in a variety of industries. Its real estate portfolio is primarily concentrated in the food and beverage, automotive, aerospace, medical, logistics and plastics industries. The Entity's exposure to these industries subjects it to the risk of economic downturns in such industrial sectors to a greater extent than if its properties were more diversified across other industries.

The Entity currently leases two distribution facilities to a single customer, which represent 9% of its total portfolio's gross leasable area (unaudited), and 42%, 20% and 75% of its operating lease receivable balance and 11%, 12% and 17% its annualized rents as of and for the years ended December 31, 2016, 2015 and 2014, respectively. If this customer were to terminate its lease agreements with the Entity, the Entity may experience a material loss with respect to future rental income.

#### 14.9 Liquidity risk management

If the Entity is unable to raise additional debt or equity, its results of operations could suffer. The Entity closely monitors the maturity of its liabilities and the cash needs of its operations. It prepares and provides a detailed cash flow analysis on a quarterly basis and presents it to its board of directors. Decisions are made to obtain new financing or limit cash investments in order to maintain a healthy projected cash balance.

The maturity of the long-term, its current portion and the accrued interest at December 31, 2016 is as follows:

	Weighted average interest rate %	Less than 1 month	1-3 months	3 months to 1 year	1-2 years	Total
Long-term debt	3.7	\$	\$ -	\$197,500,000	\$150,000,000	\$347,500,000
Accrued interest		<u>3,303,562</u>	<u>13,397,781</u>	<u>57,817,780</u>	<u>22,618,372</u>	<u>97,137,496</u>
		<u>\$ 3,303,562</u>	<u>\$13,397,781</u>	<u>\$255,317,780</u>	<u>\$172,618,372</u>	<u>\$444,637,496</u>

#### 14.10 Fair value of financial instruments

##### 14.10.1 Fair value of financial assets that are measured at fair value on a recurring basis

The Entity's financial assets held for trading are classified as level 1 in the IFRS 13 fair value hierarchy since they are traded in an active market.

##### 14.10.2 Fair value of financial instruments carried at amortized cost

The fair value of long-term debt and its related current portion as of December 31, 2016, 2015 and 2014 is \$347,500,000, \$357,219,742 and \$328,637,868, respectively. This measurement is classified as level 2, since management uses an adjusted observable discount rate to determine fair value of debt.

Management considers that the carrying amounts of financial assets and other financial liabilities recognized in the consolidated financial statements approximate their fair values.

## 15. Transactions and balances with related parties

### 15.1 Compensation of key management personnel

The remuneration of Entity's management and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The remuneration of members of key management personnel during the year was as follows:

	31/12/2016	31/12/2015	31/12/2014
Short-term benefits	\$ 4,244,325	\$ 3,932,214	\$ 3,386,779
Share-based compensation expense	<u>860,125</u>	<u>1,067,316</u>	<u>323,764</u>
	<u>\$ 5,104,450</u>	<u>\$ 4,999,530</u>	<u>\$ 3,710,543</u>

## 16. Share-based payments

### 16.1 Details of the share-based plans of the Entity

The Entity has granted shares to its executives and employees under two different plans as follows:

- i. Under the Vesta 20-20 Long-term Incentive Plan (the Vesta 20-20 Incentive Plan), as approved by the Board of Directors, the Entity will use a "Relative Total Return" methodology to calculate the total number of shares to be granted. The shares granted each year will vest over the three years following the grant date.  
  
The total number of shares to be granted during the six year period is 10,428,222 shares, the shares to be used to settle this plan were issued by the Entity during January 2015; no awards will be paid in cash.
- ii. The total number of shares to be granted in each of the six years ranges from 695,215 to 1,738,037 shares, at the expected performance level, to a maximum of 2,607,055 shares, if the Entity's shares perform at peak performance compared to other publicly traded entities in each year.
- iii. The shares to be granted in each of the six years will be contributed to a trust and delivered in three equal settlement dates to the executives after 24, 36 and 48 months from the grant date, provided that the eligible executives remain in the employment of the Entity.
- iv. Under the 2014 Long-term Incentive Plan (the 2014 Incentive Plan), the Entity has a share-based plan for 12 top executives of the Entity. In accordance with the terms of the plan, as approved by the board of directors, based on certain performance metrics, the Entity executed a long-term incentive plan that will be settled by the Entity with its own shares which have been repurchased in the market. Under this plan, eligible executives will receive compensation, based on their performance during 2014, settled in shares and delivered over a three-year period. For this plan shares are kept in treasury and may be placed in a trust; they will be delivered to the executives in three equal settlement dates to the executives after 24, 36 and 48 months from the grant date, provided that the eligible executives remain in the employment of the Entity.

#### 16.2 Fair value of share options granted in the year

- i. Vesta 20-20 Incentive plan - Based on the performance of the Entity's shares for the year ended December 31, 2016, the shares granted were 993,678. For the year ended December 31, 2015, there were no shares granted during the year under this plan; however, a share-based payment expense of \$773,382 was recognized. This expense was calculated as the grant date fair value of the awards as determined using a Monte Carlo model which took into consideration the probability of the performance of the Entity's shares during the year. As this performance is considered a market vesting condition in accordance with IFRS 2, *Share-based Payments*, the compensation expense, as determined on grant date, is not revised even if no awards are ultimately granted. This expense has no effect in the cash position of the Entity.
- ii. 2014 Incentive Plan - The fair value of the share awards granted under the 2014 Plan, was determined based on a fixed amount of cash determined as per the Entity's plan. It is assumed that executives will receive the awards after vesting date. The expense under this plan affects the cash position of the Entity.

#### 16.3 Compensation expense recognized

The long-term incentive expense for the years ended December 31, 2016 and 2015 was as follows:

	31/12/2016	31/12/2015
Vesta 20-20 Incentive Plan	\$ 840,984	\$ 773,382
2014 Incentive Plan	<u>19,140</u>	<u>293,934</u>
Total long-term incentive expense	<u>\$ 860,125</u>	<u>\$ 1,067,316</u>

Compensation expense related to these plans will continue to be accrued through the end of the service period.

#### 16.4 Share awards outstanding at the end of the year

As of December 31, 2016, there are 1,307,459 shares outstanding with a weighted average remaining contractual life of 32 months.

### 17. **Litigation, other contingencies and commitments**

#### Litigation

In the ordinary course of business, the Entity is party to various legal proceedings. The Entity is not involved in any litigation or arbitration proceeding for which the Entity believes it is not adequately insured or indemnified, or which, if determined adversely, would have a material adverse effect on the Entity or its financial position, results of operations or cash flows.

#### Commitments

As mentioned in Note 8, all rights to construction, improvements and infrastructure built by the Entity in the Queretaro Aerospace Park and in the DSP Park automatically revert back to the government of the State of Queretaro and to Nissan at the end of the concessions, which is approximately in 42 and 36 years, respectively.

### 18. **Financial statements issuance authorization**

On February 14, 2017 the issuance of the consolidated financial statements was authorized by the Board of Directors, consequently, they do not reflect events occurred after that date. These consolidated financial statements are subject to approval at the General Ordinary Shareholders' Meeting, where the stockholders may decide to modify such consolidated financial statements according to the Mexican General Corporate Law.

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