



GENERAL PRESENTATION

REAL STATE DEVELOPER



MAPPS is a Real Estate specialists that offers Real Estate development services focused on the retailer needs.

## MISSION

Provide to our clients complete, tailor-made real estate solutions, executed by a group of executives focused to excel

## VISION

Become the best service provider for Real Estate Development, Administration, and Commercialization of Real Estate Projects in Mexico.

## VALUES

- Order
- Honesty
- Transparency
- Professionalism
- Availability
- Client Oriented
- In Compliance with the Law

# Right team... right site

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MAPPS is one of the few Real Estate Developers with a complete and experienced in house team of Retail Real Estate Expansion Managers and Executives specialized in servicing the Retail Industry with the best options for the opening of new store units in Mexico.



We have divided the country in three regions, each region is supervised by one of our Real Estate Managers and his/her in house team. Each manager and his/her team review, preselect, and audit the potential sites received from our network of outside real estate brokers, in addition to our own land bank.



In partnership with our affiliated law firm "PCG LEX" we also provide services for M&As; when required by the client we look for potential targets to acquire for inorganic growth.

# Why MAPPS for doing business in Mexico?



We provide complete Real Estate solutions

Among our services we include:

- The Site Selection for New Retail Units.
- Construction.
- Maintenance
- Contract Management.
- Legal Due Diligence reviews and
- The granting of Licenses and Permits nation wide.



# We have a single modular methodology

## Retail Real Estate Expansion General Process



# Our site selection process



# We have a clearer vision for Due Diligence process



## Scouting and Property Due Diligence- Preliminary

### Scouting – Proposed sites

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- Scouts define States, Cities, Trade Areas based on understating the needs and wants of the Client
- Proposed Sites available
- Preliminary legal analysis

### Internal Preliminary Approval

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- Preliminary check on property – public information
- Title and succession
- General zoning uses
- Municipality status
- Possible risks– vegetable covering, earthworks, waterflows, etc.
- Utilities

### Client Presentation – Preliminary

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- Site owner approach
- Specific information
- Topographic survey
- Proposed site layout
- Preliminary economic ranges – hard cost and soft cost
- Market information economic terms and conditions including rant range

### Federal, State, Municipal Documentation Available

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- Legally binding MOU
- Legal due diligence
- Permits and feasibility studies
- Negotiations and closing

# Construction process

Description of Services Contracted through Strategic Partnerships– estimated cost of 5% of the investment in construction



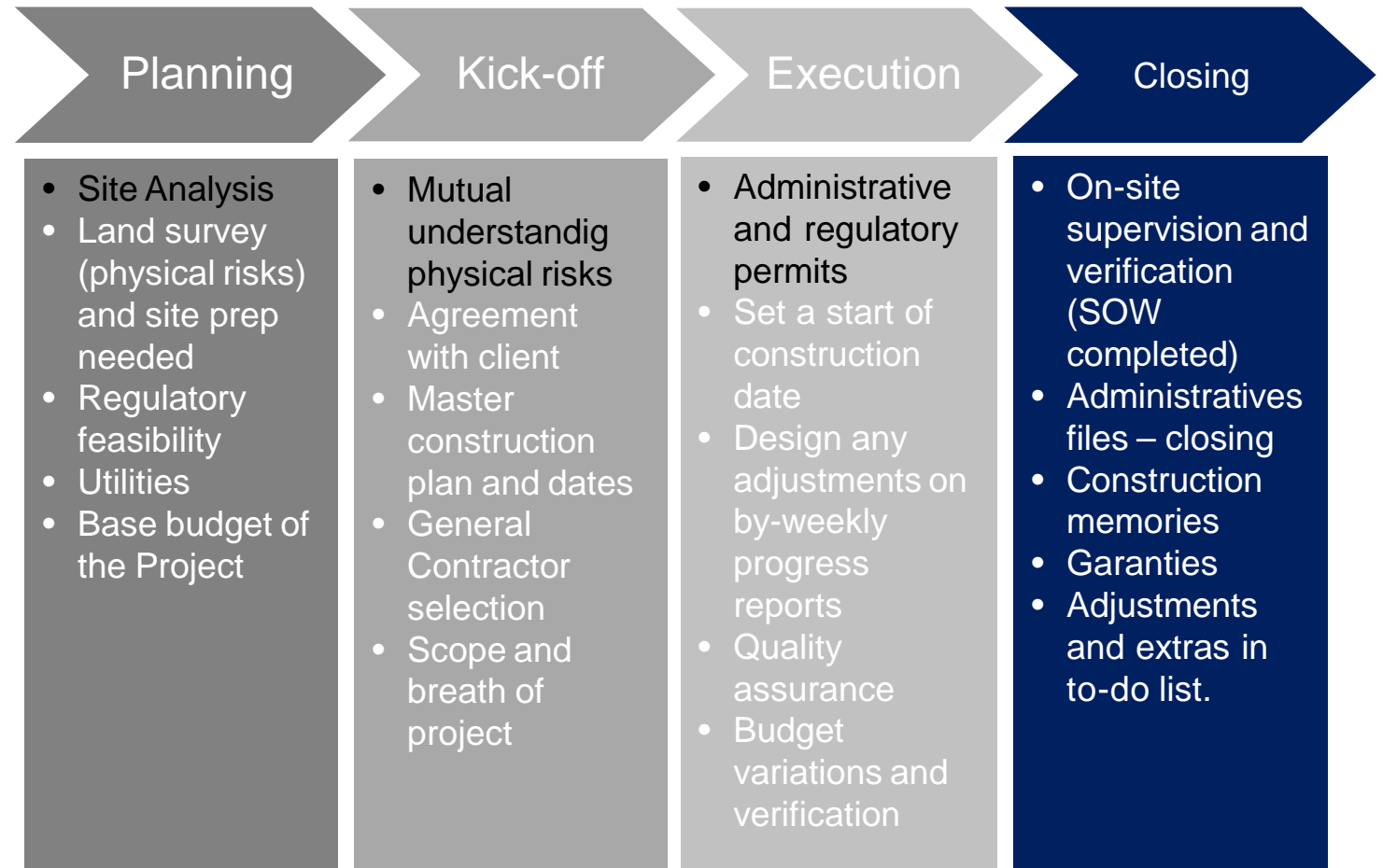
Based on “KNOWLEDGE & EXPERIENCE” where the best practices observed, assimilated and adapted have been incorporated leaving the ‘legwork’ to experts that focus on execution UNDER THE RULE OF LAW.



MAPPS outsources its constructions services through third party contractors via a bidding process and an independent project manager supervisor.

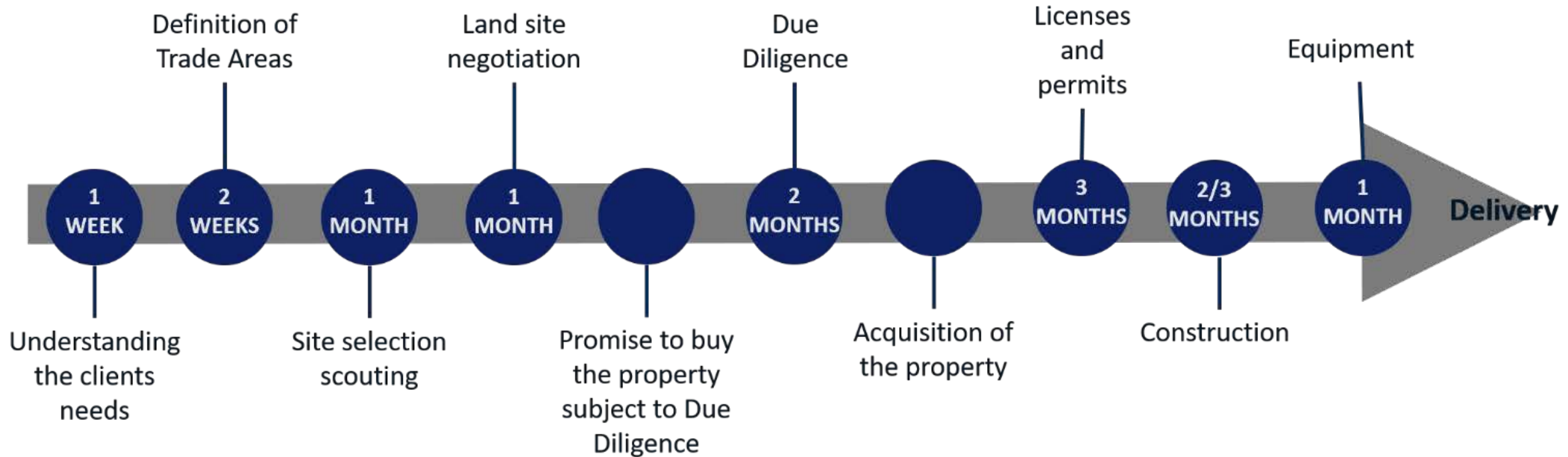


The Legal Auditing and Documentation Process at MAPPS is the outcome of various-continuous analysis as each transaction is different. The mantra underlying each step is the FCPA guidelines and the reputational risk involved for MAPPS and its stakeholders.





# Time Line



# We are a company that is aware of and concerned about conducting business in an ethical manner

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MAPPS is a company aware and concerned about conducting business ethically and in compliance with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA) and similar laws in other countries that prohibit improper conducts, activities or payments to obtain a business advantage.

It is our intention to source from suppliers who can satisfy our standards with regard to labor and welfare conditions, health and safety, anti-corruption and environmental management. Procurement decisions are made based on ethical standards, quality, service, price, delivery, best value and other similar factors, observing. We will observe high ethical standards in all our dealings with suppliers, therefore, any corrupt, improper or unethical behavior in dealings with suppliers is prohibited regardless of differing business cultures and traditions in the countries in which we conduct our business.

MAPPS, and its team members, have broad experience on relevant aspects of FCPA, such as compliance programs, corruption risk assessments, evaluations, policies and procedures to employee and suppliers training and reporting systems.

Due to the real estate activities, we are aware of the potential risk of corruption we are exposed to, being considered as a third-party intermediary performing services for or acts on behalf of our clients.

We ensure compliance to FCPA through:

- Code of Conduct and Compliance Policies and Procedures
- Training and Advice to Employees and agents, brokers and consultants
- Third-party Due Diligence
- Reporting and Internal Investigations

# We are a company that is aware of and concerned about conducting business in an ethical manner



## AGENDA

- Conoce MAPPs Y Nuestros Clientes
- ¿Por qué capacitamos a nuestros gestores?
- Política contra la corrupción y el soborno
- Facturas: cuentas claras, amistades largas
- Conflicto de Interés
- Canal de Reportes

Referencia: Política de Anticorrupción y Soborno y Código de Conducta MAPPs.

### Declaración de Política de Anticorrupción y Soborno y Código de Conducta

Me comprometo a dar cabal cumplimiento a todos aquellos lineamientos y prohibiciones que señalan el Código de Ética de MAPPs y la normativa Anticorrupción y Soborno aplicable, incluyendo, lo señalado en el Código Penal Federal, la Ley General de Responsabilidad Administrativa y la Ley de Prácticas Corruptas en el Extranjero de Estados Unidos (FCPA), así como todos los principios que reflejan las mismas. A su vez, declaro, que a la fecha del presente documento, he recibido la capacitación respecto a dicha normativa y cualquier duda a la misma, podrá ser consultada en el correo.

Además, declaro que no he prometido, realizado u ofrecido, ni cualquiera de mis dependientes, consultores, agentes, distribuidores y cualquier tercero con el que haya contratado en razón de los servicios prestados a MAPPs, directa o indirectamente, un regalo o pago indebido a ningún oficial o empleado de gobierno de cualquier entidad del mismo, incluyendo aquellas empresas propiedad del gobierno o controladas por el mismo, partidos políticos, funcionarios políticos o candidatos a un puesto público.

Todos los que formamos la familia de MAPPs, ya sea empleados o proveedores, somos responsables de cumplir las Políticas de MAPPs y Farmacias Benavides, y esto supone un compromiso personal para mí y en su caso, para cada uno de mis dependientes.

Firmo de conformidad:

Firma:

Nombre completo:

Fecha:

### PROCESO DE DUE DILIGENCE DE ANTICORRUPCIÓN Y SOBORNO PARA SOCIOS COMERCIALES CUBIERTOS

#### CUESTIONARIO PARA POTENCIALES SOCIOS COMERCIALES CUBIERTOS I

El presente cuestionario debe ser llenado por un representante legal del Socio Comercial Cubierto

- (\*) Información obligatoria, por lo que todas las preguntas con (\*) deberán ser llenadas.
- Favor de llenar o circular la respuesta.
- Si es necesario mayor espacio, favor de utilizar hojas adicionales.

Definición de Oficial de Gobierno: Puede incluir no solo a los empleados y agentes del gobierno, sino también a los empleados de compañías que son propiedad total o parcial o están controladas por una entidad de gobierno. Las empresas de servicios públicos estatales, las universidades y hospitales públicos, son algunos ejemplos de entidades gubernamentales. Un partido político o candidato para un cargo político, y organizaciones públicas internacionales también se incluyen para este propósito. Un funcionario público no necesita ser de alto rango para ser un oficial de gobierno. Los funcionarios de gobierno de todos los niveles pueden calificar como funcionarios de gobierno para los fines de este cuestionario. Para los fines de este cuestionario, "gobierno" incluye entidades nacionales, locales y municipales.

Información General del Socio Comercial Cubierto	
1. Nombre / Denominación Social o Razón Social: (*) CESAR SARMIENTO VALLE	
2. Tipo de Socio Comercial Cubierto: (*) Persona Moral (especificar tipo social)	Persona Física
En caso de ser persona moral, los recursos de su entidad provienen de:	
Capital privado	Capital público
Ingreso anual bruto del año fiscal anterior: /	
3. ¿El Socio Comercial Cubierto ha utilizado otro nombre/denominación social o razón social en los últimos 10 años? (*)	
No	Si (especificar)
a. Nombre 1 (*)	

# Our Third-Party Compliance methodology



## Method and Procedures

### Screening of proposed regional Partners

- Preliminary screening of Contactors, Brokers and Service Providers
- References and track record
- Classification based on references
- On site lifestyle observations and testing



### Training and screening

- Training on MAPPS Code of Ethics, Confidentiality, Conflict of Interest based FCPA rules and procedures
- Clarification of issues (do's and Don'ts)
- Economic terms and conditions



### Signage Economic Agreements, confidentiality and compliance agreements

- Presentation of documents to sign and formal commitments

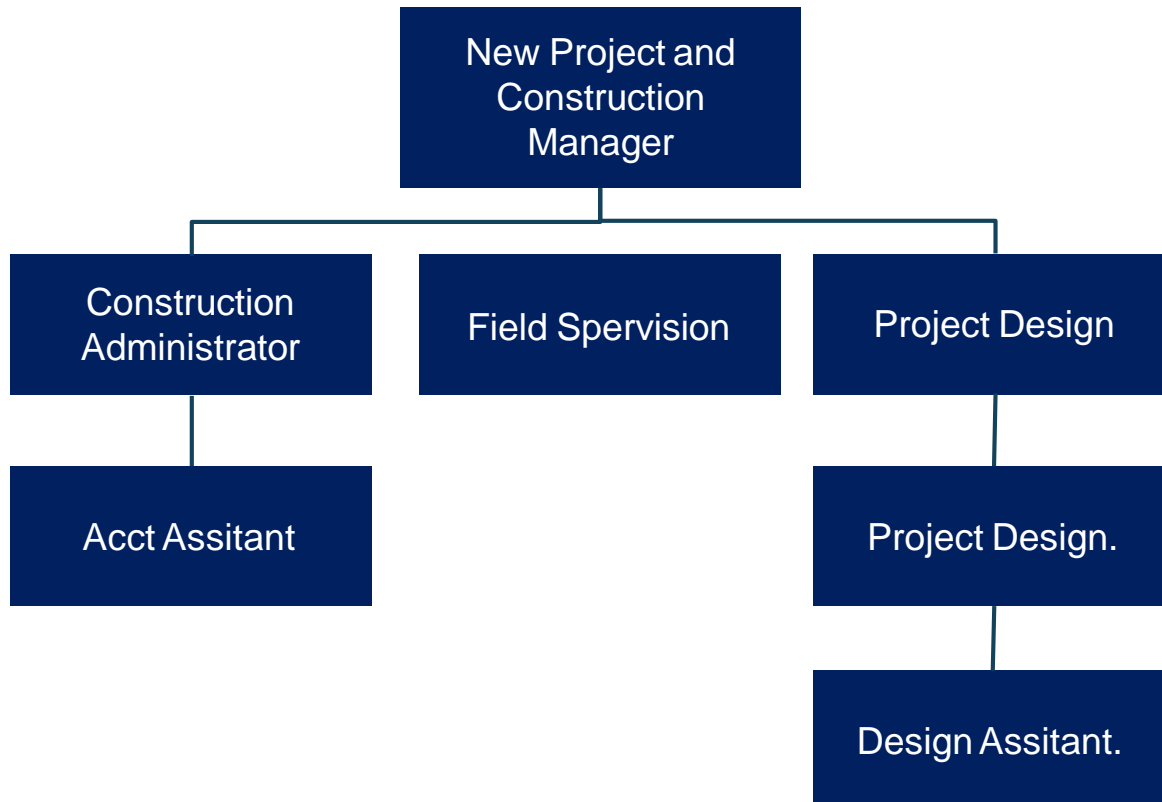


# Organizational Structure

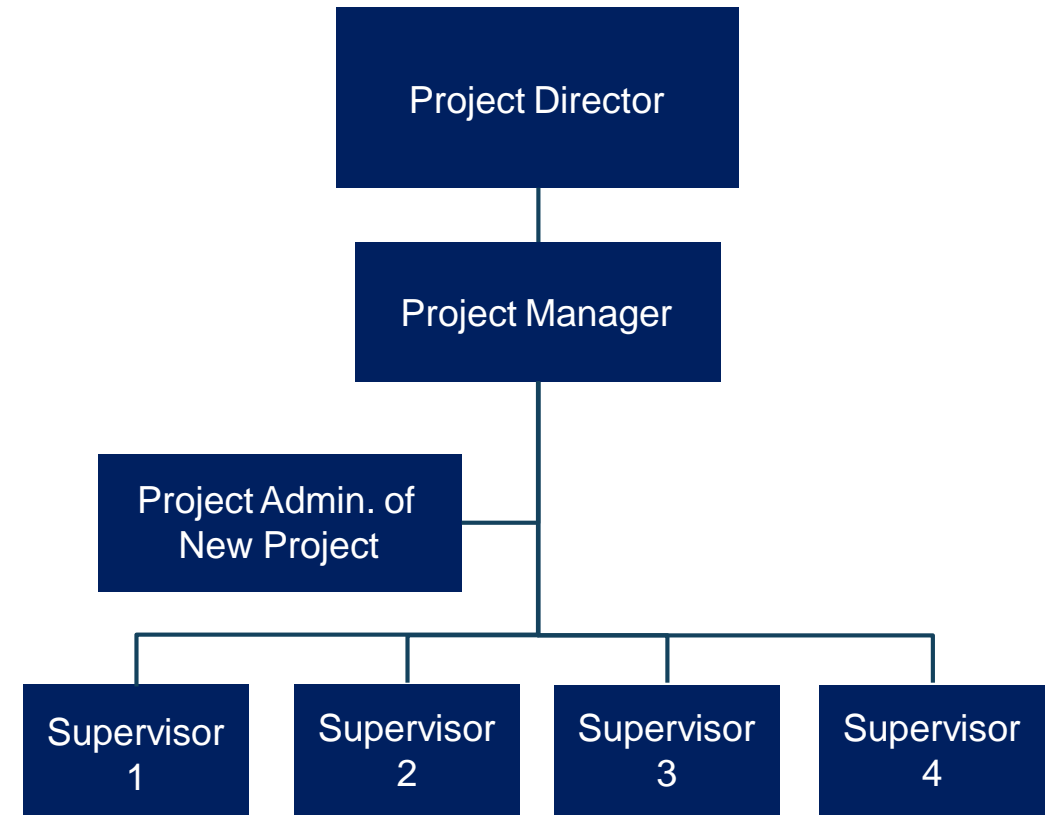


Our team have the right competencies to ensure the client satisfaction

Internal Structure



Strategic Supplier Support





# Request For Proposal and Bidding Procedures

# Bidding process



## Project Administration

### Planning

- Develop and understand client prototype and allowed variances
- Document specific requirements (handicap access, maternity, signage and visibility, etc.)
- Develop de “construction catalog”

### Screen Candidates

- Track record and references (MAPPS currently works with 3)
- Develop legal and binding documents
- Select and categorize possible candidates
- Based on compliance due diligence
- Launch RFP's

### Execution

- Evaluate Bids
- Evaluate compliance
- Evaluate costs
- Document relationship (confidentiality, corporate veil, guarantees)

### Closing

- Document relationship and exit clauses
- Develop the “construction concepts and catalog) based on unit needs and costs for each store prototype
- The catalog has to be adapted for each geographical region

## General Contractors

### Contractor Screening

- MAPPS currently has a list of 32 General Contractors
- We have 4 certified Electrical Specialist
- We have 1 certified specialist for blueprints production

### Preliminary Site Engineering

- After the Location has been authorized, MAPPS proceeds to assigned the technical work:
- Ground Mechanics
- Topographical survey
- Calculation report
- Hydrological study
- Road acts
- Environmental study

### Construction Assignment

- Construction is assigned based on availability
- Capacity
- Workload
- Regional / zone experience

### Documentation

- Legal documentation of the asignature
- Economic terms and conditions (usually, 50% down payment and 3 instalments there fore)
- GC area classified based on experience and type (\*)

\* Type A: we require no BOND protecting the down payment and hidden vices or taxes; Type B: Just BOND for quality, time, and taxes; Type C: New Suppliers where all protections come into place.

# Focus on prototype improvements

Annually, The MAPPS Team engages with the client to analyze improvements in our Clients' Store Prototype, including:



Materials selected



Efficiency in service and support areas



New construction techniques



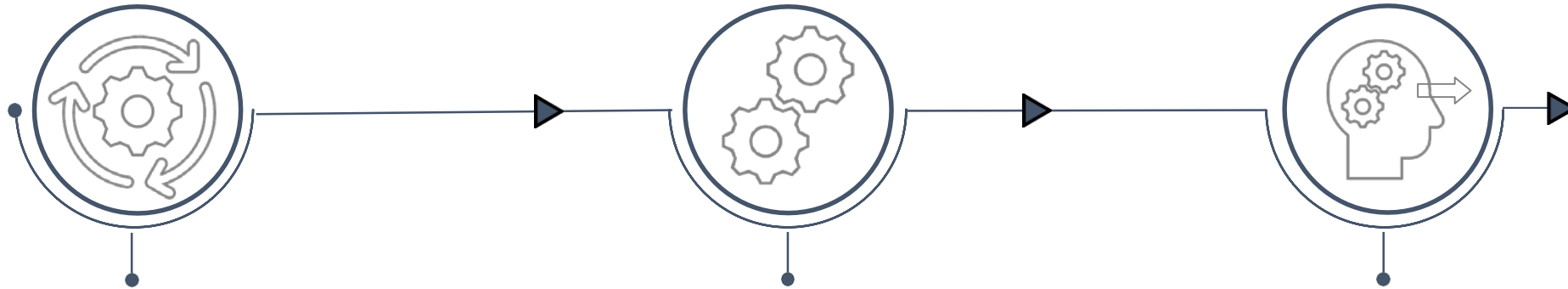
Efficiency in terms of time and movements costs



New equipment and POP enhancements



We will maintain close communication throughout the process



When the scouts propose a new site:

- First site seeding of the premises– up to 3 iterations
- Proposed to DG Team with basic economic information

After Approval fom Client in Principle:

- Proceed with economic negotiations
- Proceed with Topographical survey and Ground Mechanics
- Formal Proposal for client

After Approval:

- Site visit with Project Administrator and selected GC
- Master Plan developed– time, materials and costs



# Our Team

## Team experience



MAPPS greatest asset is its people. We are all oriented to serve our clients with the highest standards of service, compromise and ethics.

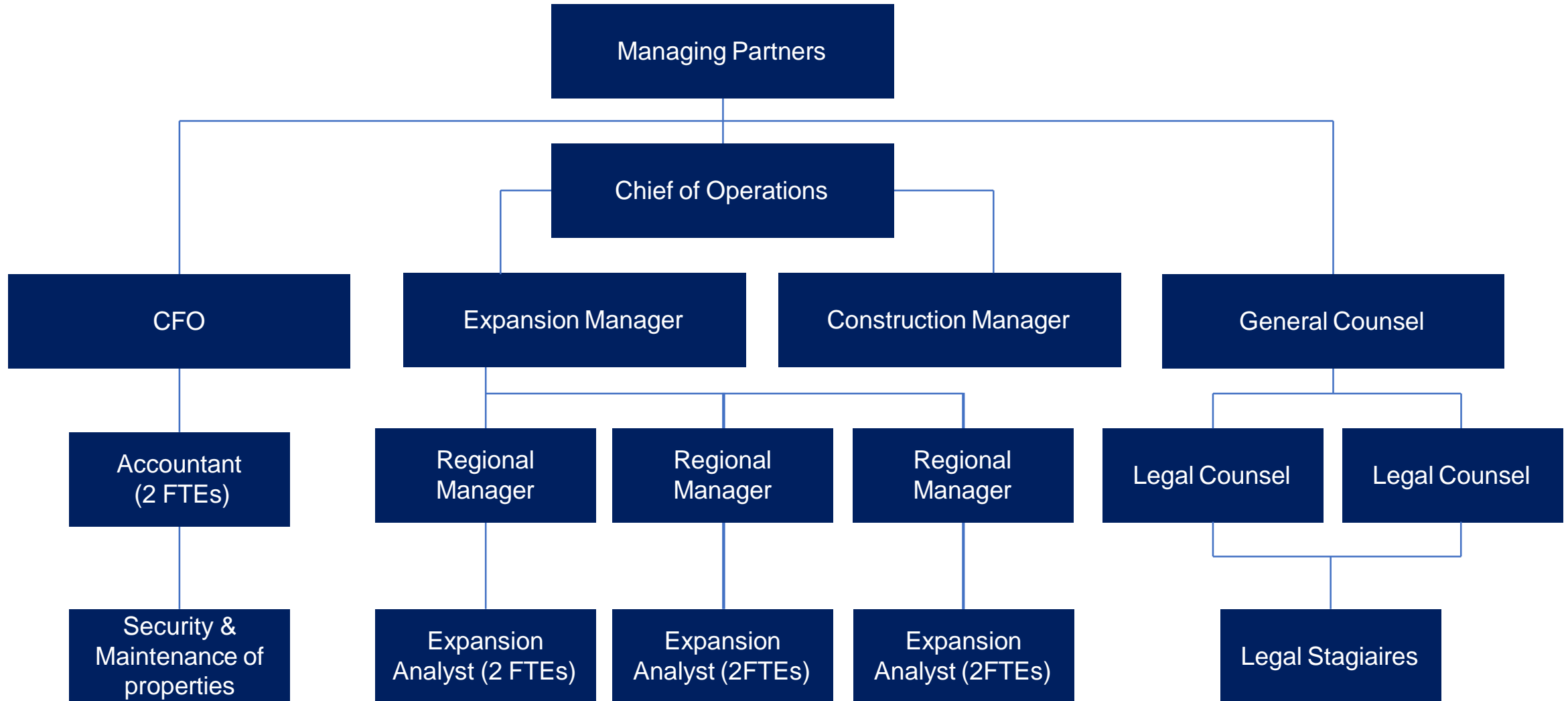


We are proud to have among the members of our team years of experience in the retail industry in Mexico. We guarantee you that we will provide a personal service to your company.



We are formers, CEOs, COOs, General Counsels, VPs of Real Estate, Heads of Construction, Security, Maintenance, and board members of some of the most prestigious national and international Retail Companies in Mexico.

# Organizational Chart



## **Dr. Mario Perales**

*Managing Partner and Founder*



Mario is a lawyer with more than 25 years of working experience in the Fields of Corporate, M&As, and Real Estate Structure Transactions. He has extensive experience in Retail Real Estate Expansion. He is the Managing Partner and Founder of MAPPS and PCG LEX.

He has served as General Legal Counsel, Compliance Officer, and VP of Real Estate in different companies with presence in both Mexico and Latin America, as well as Member of the Board of Directors of public and private companies. Additionally, he has broad working experience in the US, Mexico, Latin America and Europe.

Mr. Perales is the head of MAPPS and PCG LEX, both companies focus on creating value on Real Estate Projects.

### Education:

- Bachelor of Law at the University of Monterrey, Law Degree (1993).
- Master of Laws in International Banking and Financial Law (LLM) at Boston. University, School of Law (1995).
- Master of Laws in Corporate Law (LLM) at New York University School of Law (1996).
- Doctorate in Law at New York University School of Law (1998).
- Master on Business Administration (MEDEX) at the Instituto Panamericano de Alta. Dirección de Empresa (IPADE) (2008).



## Ing. Fernando Benavides

*Partner*



Over 30 years of experience in the Retail and Real Estate business. Mr. Benavides has held different functional positions, including CEO and VP of Real Estate in large Retail Companies, both public and private.

Mr. Benavides has lead the implementation of complex, interdisciplinary projects in different countries (Logistics, Systems, Culture and growth). Mr Benavides is one of the most knowledgeable advisors in the Retail Sector in Mexico, he often consults on subjects such as Real Estate Expansion and Market Growth.

Fernando is a board member and consultant of multiple companies (national and regional) and foundations, Angel investor in technological indicatives with different partners such as Endeavour, Naranya, MG Capital and Alta Ventures.

### Education:

- Bachelor of Science in Texas A&M University
- MBA Santa Clara University
- Stanford Executive Program at Stanford University

## PCG LEX

### Jorge Jaime

*External Legal Counsel*



Over More than 15 years of experience as a lawyer in the elaboration and negotiation of all kind of contracts, real estate transactions and the structuring of business deals. Specialty in Corporate, Real Estate, Compliance and Litigation. Participation in many operations, both in Mexico and foreign, including real estate projects.

### Nancy Chavez

*Chief Financial Officer CFO*



Over 20 years of experience in retail and banking. Nancy has held various functional positions in the areas of accounting, treasury and financial planning. With extensive experience in financial analysis and financial models for the valuation of investment projects. She is the current CFO of MAPPS.

# Our team

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## Yinnard Valadez

*PMO Construction Manager*



Architect with experience in supervision, management, design, construction and maintenance in the Retail, industrial, commercial and housing sectors. Management of constructions projects and commercial expansion at national level.

## Ana Paula Herrera

*PMO / Architect*



Architect with experience in the execution of architectural projects and in the real estate area.

Works at MAPPS as a PMO doing and organizing presentations and do commercial designs and renderings of conceptual and architectural projects.

## Eduardo Lerma

*VP PROPERTY MANAGEMENT*



Management and control of the different offices operations including inventory control, human resources, logistics. Mr. Lerma has worked in the Retail Industry as Director of Operations and CEO of different Security Companies.



# Our team

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## **Raúl Fernandez**

*Expansion Manager*



Analyst of potential points for the development of organic projects.  
Manager of New Businesses in searching for properties and processing permits.  
Currently, he is an Expansion Manager developing expansion and marketing projects at Mapps Desarrollos Inmobiliarios.

## **Héctor Villa**

*Expansion Manager*



Over 20 years of experience in property developer.  
Negotiation, monitoring and closing of projects, Manager of New Businesses in searching for properties and processing permits. Currently, he is an Expansion Manager developing expansion and marketing projects at Mapps Desarrollos Inmobiliarios.

## **Erika Moreno**

*Expansion Analyst*



Architect with experience as an architect in independent projects, and as Expansion Coordinator at Altea Desarrollos.  
Erika currently works at MAPPS as an Expansion Executive. Miss Moreno is certified in Real Estate Marketing and Administration at CAPROBI.

## CONTACT

### ADDRESS

Av. Vasconcelos No. 210

Torre Santander, 4º. Piso

San Pedro Garza García, Nuevo León.

### MAIL

[contacto@mapps.mx](mailto:contacto@mapps.mx)

### PHONE NUMBER

+52 (81) 2558 4024