

Operadora de Sites Mexicanos, S.A. de C.V.

Ps.110,000,000 7.97% Certificados Bursátiles due 2025

Issued Under Ps. 22,000,000,000 Program

for the Offering of Peso- or UDI-denominated Certificados Bursátiles

Operadora de Sites Mexicanos, S.A. de C.V. (the “Issuer”), a corporation with variable capital (*sociedad anónima de capital variable*) organized under the laws of Mexico, is offering 7.97% Certificados Bursátiles due 2025 (the “Cebures”).

The Cebures will bear interest at a rate of 7.97% per annum, accruing from August 5, 2015. The Issuer will pay interest on the Cebures at the end of each 182-day interest period, commencing on February 3, 2016. Unless previously redeemed or purchased and cancelled, the Cebures will mature at their principal amount on July 23, 2025. All amounts due in respect of principal, interest or additional interest to holders of Cebures will be paid solely in Mexican pesos, with the Issuer having no obligation whatsoever to convert Mexican pesos into U.S. dollars or any other currency. The Cebures are subject to redemption in whole, at par, at the option of the Issuer, at any time, in the event of certain changes resulting in the imposition of Mexican withholding taxes in respect of payment of interest under the Cebures, as described under “Description of the Cebures—Redemption—Tax Redemption of the Cebures.”

The Cebures are governed by Mexican law. The Issuer has only submitted to the jurisdiction of the courts of Mexico in connection with any disputes arising under the Cebures and any action against the Issuer may not be initiated in courts other than the courts of Mexico.

The Issuer is offering Ps.3,500,000,000 aggregate principal amount of Cebures in a global offering that consists of an international offering outside Mexico and a concurrent public offering in Mexico approved by the Mexican National Banking and Securities Commission (the “CNBV”). This offering memorandum describes the Cebures that will be initially held at the account of Euroclear Bank S.A./N.V., as operator of the Euroclear Clearance System plc (“Euroclear” and such account, the “Euroclear Account”), and at the account of Clearstream Banking, *société anonyme* (“Clearstream” and such account, the “Clearstream Account”), in each case, at S.D. Indeval Institución para el Depósito de Valores, S.A. de C.V. (“Indeval”), the Mexican licensed central clearing system.

The Cebures have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the securities laws of any state of the United States or any jurisdiction other than Mexico. The Issuer does not intend to register the Cebures for an exchange offer under the Securities Act. Unless they are registered, the Cebures may not be offered or sold within the United States or to, or for the benefit of, U.S. persons (as defined in Regulation S under the Securities Act (“Regulation S”)), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, applicable state securities laws and applicable laws of other jurisdictions.

The Cebures described in this offering memorandum are only being offered, and may only be sold, to: (1) qualified institutional buyers (“QIBs,” within the meaning of Rule 144A under the Securities Act (“Rule 144A”)) and (2) certain non-U.S. persons in accordance with Regulation S. For further details about eligible offerees and resale restrictions, please refer to the sections in this offering memorandum entitled “Notice to Investors” and “Transfer Restrictions.”

The Cebures are concurrently being offered to the public in Mexico pursuant to a Spanish language prospectus and prospectus supplement that have been reviewed and approved by the CNBV and have a different format and contain certain information not included in this offering memorandum (collectively, the “Mexican Offering Documents”). The Cebures will be registered with the Mexican National Securities Registry (*Registro Nacional de Valores*, or the “RNV”) maintained by the CNBV and listed for trading at the *Bolsa Mexicana de Valores*, S.A.B. de C.V. (the “Mexican Stock Exchange”). Registration of the Cebures with the RNV does not imply any certification in respect of the investment quality of the Cebures, the solvency of the Issuer or the accuracy or completeness of the information included herein, and such registration does not result in the validity of any actions or omissions, if any, undertaken in contravention of applicable law. The CNBV will be notified as to the terms of this offer for information purposes, and such notice does not imply a certification as to the investment quality of the Cebures, our solvency or the accuracy of the information contained herein. The information contained herein is exclusive responsibility of the Issuer and has not been reviewed nor authorized by the CNBV.

The Cebures will be represented on issue in the form of a global security deposited with Indeval. On the Issue Date (as defined below), the Cebures sold pursuant to this offering memorandum will form a single series with, and will be fully fungible with, the Issuer’s Cebures concurrently offered in Mexico pursuant to the Mexican Offering Documents.

The Cebures offered in Mexico will be credited to the accounts of one or more financial institutions that maintain accounts at Indeval, and the Cebures offered pursuant to this offering memorandum will be credited to the Euroclear Account or the Clearstream Account. The Euroclear Account is operated by Banco Santander, S.A. Institución de Banca Múltiple, Grupo Financiero Santander México, in its capacity as Euroclear’s agent (the “Euroclear Mexican Agent”). The Clearstream Account is operated by Banco Nacional de México S.A., integrante del Grupo Financiero Banamex, in its capacity as Clearstream’s agent (the “Clearstream Mexican Agent” and, together with the Euroclear Mexican Agent, the “Mexican Agents”). Investors may hold book-entry interests in the Cebures held in the Euroclear Account or in the Clearstream Account through organizations that participate, directly or indirectly, in Euroclear or Clearstream, as applicable. The Cebures will not be eligible for clearance with The Depository Trust Company. See “Clearance and Settlement.”

Application has been made to have the Cebures listed on the Mexican Stock Exchange and the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market. However, no assurances can be given that these applications will be approved.

Investing in the Cebures involves risks. See “Risk Factors” beginning on page 14.

The Cebures have not been and will not be registered under the Securities Act or any state securities laws and are being offered and sold only (a) to QIBs in compliance with Rule 144A and (b) outside the United States and Mexico to certain non-U.S. persons in accordance with Regulation S. For a description of certain restrictions on resale and transfer of the Cebures, see “Plan of Distribution” and “Transfer Restrictions.”

Neither the United States Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of these securities or determined that this offering memorandum is truthful or complete. Any representation to the contrary is a criminal offense.

The Cebures are not being offered to the public within the meaning of Directive 2003/71/EC of the European Union, and this offering is not subject to the obligation to publish a prospectus under that Directive.

Issue Price: 100.000000%, plus accrued interest, if any, from August 5, 2015.

The Placement Facilitation Agents expect to deliver the Cebures sold pursuant to this offering memorandum on or about August 5, 2015.

Structuring Agent

Citigroup

Global Coordinator

Citigroup

Placement Facilitation Agents

BBVA

Citigroup

Santander

July 29, 2015

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Terms such as “Opsimex,” the “Issuer,” “we,” “us” and “our” refer to Operadora de Sites Mexicanos, S.A. de C.V., unless the context otherwise requires.

This offering memorandum does not constitute an offer of, or an invitation by or on behalf of the Issuer to subscribe for or purchase, any of the Cebures in any jurisdiction where it is not lawful to do so. The distribution of this offering memorandum and the offering of the Cebures in certain jurisdictions may be restricted by law. Persons who come into possession of this offering memorandum are required by the Issuer and the Placement Facilitation Agents, as defined below in “Plan of Distribution,” to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of the Cebures and distribution of this offering memorandum, see “Plan of Distribution” and “Transfer Restrictions.”

This offering is made in the United States and elsewhere outside Mexico solely on the basis of the information contained in this offering memorandum. Investors outside of Mexico should not rely on the Mexican Offering Documents in making an investment decision in relation to the Cebures.

You should rely only on the information contained in this offering memorandum. The Issuer has not authorized anyone to provide you with different information. Neither the Issuer nor the Placement Facilitation Agents are making an offer of the Cebures in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this offering memorandum is accurate as of any date other than the date on the front of this offering memorandum.

Neither the SEC, any state securities commission, nor any other U.S. regulatory authority, has approved or disapproved the Cebures, nor have any of the foregoing authorities passed upon or endorsed the merits of this offering memorandum. Any representation to the contrary is a criminal offense.

This offering memorandum has been prepared by the Issuer solely for use in connection with the proposed offering of the Cebures pursuant to this offering memorandum. This offering memorandum is personal to each offeree and does not constitute an offer to any other person or to the general public to subscribe for or otherwise acquire the Cebures. Distribution of this offering memorandum to any person other than the offeree and any person retained to advise such offeree with respect to its purchase is unauthorized, and any disclosure of any of its contents, without the prior written consent of the Issuer, is prohibited. Each prospective investor, by accepting delivery of this offering memorandum, agrees to the foregoing and to make no photocopies of this offering memorandum or any documents referred to herein.

The Placement Facilitation Agents make no representation or warranty, express or implied, as to the accuracy or the completeness of the information contained in this offering memorandum. Nothing in this offering memorandum is, or shall be relied upon as, a promise or representation by the Placement Facilitation Agents as to the past or future. The Issuer has furnished and accepts responsibility for the information contained in this offering memorandum. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained in this offering memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

No person has been authorized to give any information or to make any representations other than those contained in this offering memorandum; if given or made, such information or representations must not be relied upon as having been authorized. This offering memorandum does not constitute an offer to sell or the solicitation of an offer to buy any securities other than the Cebures to which it relates, or any offer to sell or the solicitation of an offer to buy such securities in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this offering memorandum nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer since the date hereof or that the information contained herein is correct as of any time subsequent to its date.

In making an investment decision, prospective investors must rely on their own examination of the Issuer and the terms of the offering, including the merits and risks involved. Prospective investors should not construe anything in this offering memorandum as legal, business or tax advice. Each prospective investor should consult its own advisors as needed to make its investment decision and to determine whether it is legally permitted to purchase the Cebures offered pursuant to this offering memorandum under applicable legal investment or similar laws or regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

This offering memorandum contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents for complete information. All such summaries are qualified in their entirety by such references. Copies of documents referred to herein will be made available to prospective investors upon request to the Issuer or the Placement Facilitation Agents.

NOTICE TO NEW HAMPSHIRE RESIDENTS

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE UNIFORM SECURITIES ACT (“RSA 421-B”) WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

ENFORCEABILITY OF CIVIL LIABILITIES

We are a corporation with variable capital (*sociedad anónima de capital variable*) organized under the laws of Mexico, and all of our directors, officers and controlling persons reside outside the United States. In addition, all or a substantial portion of our assets and their assets are located in Mexico. As a result, it may be difficult for holders of the Cebures to effect service of process within the United States on such persons. It may also be difficult to enforce against them, either inside or outside the United States, judgments obtained against them in U.S. courts, or to enforce in U.S. courts judgments obtained against them in courts in jurisdictions outside the United States, in any action based on civil liabilities under the U.S. federal securities laws. There is doubt as to the enforceability against such persons in Mexico, whether in original actions or in actions to enforce judgments of U.S. courts, of liabilities based solely on the U.S. federal securities laws. Therefore, even if a U.S. judgment were obtained, a holder of Cebures may not be able to enforce a judgment in Mexico against us, any of these persons or any of their respective property or assets that is based on a U.S. judgment.

WHERE YOU CAN FIND MORE INFORMATION

We are not subject to the reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the “Exchange Act”). For so long as any of the Cebures remain outstanding and are “restricted securities” within the meaning of Rule 144(a)(3) under the Securities Act, we agree to furnish, upon the request of any holder of the Cebures, to the holder or beneficial owner or to each prospective purchaser designated by any such holder of the Cebures or interests therein who is a QIB, information required by Rule 144A(d)(4) under the Securities Act, unless we either maintain the exemption from reporting under Rule 12g3-2(b) of the Exchange Act or furnish the information to the SEC in accordance with Section 13 or Section 15 of the Exchange Act. Any such request may be made to us in writing at our main offices, located at Lago Zurich 245, Plaza Carso / Edificio Presa Falcón, 14th Floor, Colonia Ampliación Granada, Delegación Miguel Hidalgo, C.P. 11529, México, D.F.

For so long as the Cebures are registered with the RNV and listed with the Mexican Stock Exchange, we will be required to furnish certain information periodically, including quarterly and annual reports, to the CNBV and to the Mexican Stock Exchange, which will be available in Spanish for inspection on the Mexican Stock Exchange’s website at www.bmv.com.mx, and on the CNBV’s website at www.cnbv.gob.mx. Information contained in, or accessible through, these websites is not part of, and is not incorporated by reference in, this offering memorandum.

CURRENCY OF PRESENTATION

References in this offering memorandum to “US\$,” “U.S. dollars” and “dollars” are to the lawful currency of the United States and references to “Ps.,” “Mexican pesos” and “pesos” are to the lawful currency of Mexico. See “Exchange Rates” for certain historical Mexican peso/U.S. dollar exchange rates.

This offering memorandum contains translations of certain Mexican peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts, or that any of such amounts could be converted at the rates indicated. Unless otherwise indicated, U.S. dollar amounts that have been translated from Mexican pesos have been so translated at the exchange rate as of the applicable reporting date (i.e., Ps.15.15 per U.S. dollar as of and for the three months ended March 31, 2015 and Ps.15.57 per U.S. dollar as of and for the three and six months ended June 30, 2015), which was, in each case, the exchange rate published by the Mexican Central Bank in the Federal Official Gazette on such reporting date, as the rate for the payment of obligations denominated in currencies other than Mexican pesos. See “Exchange Rates” for information regarding rates of exchange of Mexican peso to U.S. dollar for the periods specified therein.

Certain figures included in this offering memorandum have been rounded for ease of presentation. Due to rounding, certain numerical figures, shown as totals in some tables, may not be an arithmetic aggregation of the figures that preceded them.

PRESENTATION OF FINANCIAL INFORMATION

This offering memorandum includes our unaudited consolidated financial statements as of and for the three months ended March 31, 2015, beginning on page F-1. We have also included certain unaudited consolidated financial data as of and for the three and six months ended June 30, 2015 under “Summary— Recent Developments Relating to Our Unaudited Second Quarter Results.” We were formed on January 5, 2015; for ease of presentation, when referring to the period from January 5, 2015 to March 31, 2015, we refer to the “three months ended March 31, 2015,” and when referring to the period from January 5, 2015 to June 30, 2015, we refer to the “six months ended June 30, 2015.” Our unaudited consolidated financial statements as of and for the three months ended March 31, 2015 are our first set of financial statements. We have not included in this offering memorandum financial statements as of any date or period except for the date and period indicated in our unaudited consolidated financial statements.

Our unaudited consolidated financial statements as of and for the three months ended March 31, 2015 included in this offering memorandum have been prepared in accordance with International Accounting Standard 34, “Interim Financial Reporting,” as issued by the International Accounting Standards Board, which specifies the content of an interim financial report that is described as conforming to International Financial Reporting Standards (“IFRS”). IFRS differs in certain significant respects from U.S. GAAP and financial reporting standards and

generally accepted accounting principles used in other jurisdictions. We have made no attempt to quantify the impact of those differences by a reconciliation of our unaudited consolidated financial statements or the other financial information included in this offering memorandum to U.S. GAAP or such other financial reporting standards and generally accepted accounting principles. You should consult your own advisors regarding the differences between IFRS and U.S. GAAP and how these differences might affect our unaudited consolidated financial statements and the rest of the financial information included in this offering memorandum.

Our unaudited consolidated financial statements for the three months ended March 31, 2015 have not been audited, although they have been subject to a limited review engagement under International Standards of Review Engagements (ISRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity,” by Mancera S.C., a member firm of Ernst & Young Global Limited, independent accountants, as stated in their report appearing herein. Our unaudited consolidated financial data as of and for the three and six months ended June 30, 2015 has not been audited, reviewed or subject to any other procedures by our auditors. The result of any such audit, review or procedures could result in changes to such financial data.

Non-IFRS Financial Measure

Included in our analysis of our results of operations are discussions regarding earnings before interest, taxes, depreciation and amortization (“EBITDA”). EBITDA is not a measure recognized under IFRS, although it is based on or derived from information contained in our unaudited consolidated financial statements. EBITDA should not be considered as an alternative to net (loss) income (as an indicator of our operating performance), or as an alternative to operating cash flow (as a measure of our liquidity). EBITDA is presented because we believe it is a useful indicator of our current operating performance. We believe that this metric is useful to an investor in evaluating our operating performance because (1) it is a key measure used by our management team for purposes of decision making and for evaluating our performance; (2) it is widely used in the tower industry to measure operating performance as depreciation and amortization may vary significantly among companies depending upon accounting methods and useful life, particularly where acquisitions and non-operating factors are involved; (3) it provides investors with a meaningful measure for evaluating our operating performance by eliminating items that are not operational in nature; and (4) it provides investors with a measure for comparing our results of operations to those of other companies. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-IFRS Financial Measure” for a reconciliation of EBITDA to net loss, the most directly comparable IFRS measure.

Industry and Market Data

Industry and market data and other statistical information (other than with respect to our historical financial results and performance) used throughout this offering memorandum are based on independent industry publications, government publications, reports by market research firms or other public independent sources.

Some data are also based on our estimates, which are derived from our review of internal surveys and analysis. Although we believe these estimates to be reasonable, you should not place undue reliance on them as they are inherently uncertain. We believe that we have taken reasonable care to ensure that the market data and other statistical information presented are accurately reproduced from such sources. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy or completeness. In addition, these sources may use different definitions of the relevant markets from those we present. Data regarding our industry is intended to provide general guidance but is inherently imprecise.

FINANCIAL MODEL

The Financial Model included as an annex to this offering memorandum (the “Financial Model”) contains forward-looking statements and estimates, including certain potential financial results for 2015 through 2020. The forward-looking information included in the Financial Model were not prepared in compliance with the published guidelines of the SEC, the International Federation of Accountants, IFRS or any other body or rules regarding projections or forecasts and are based on numerous assumptions relating to factors that are outside of our control and may or may not be realized. **INVESTORS SHOULD NOT PLACE UNDUE RELIANCE ON THE INFORMATION AND FORWARD-LOOKING STATEMENTS CONTAINED IN THE FINANCIAL MODEL AS AN ESTIMATE OR PREDICTION OF FUTURE PERFORMANCE. ACTUAL RESULTS**

WILL DIFFER FROM THOSE REFLECTED IN THE INFORMATION AND FORWARD-LOOKING STATEMENTS CONTAINED IN THE FINANCIAL MODEL, AND THE DIFFERENCES COULD BE MATERIAL. See “Risk Factors—Risks Related to Our Business—You should not rely on forward-looking statements and estimates included in the Financial Model.”

FORWARD-LOOKING STATEMENTS

This offering memorandum contains words, such as “believe,” “expect” and “anticipate” and similar expressions that identify forward-looking statements, which reflect our views about future events and financial performance. Examples of such forward-looking statements include statements as to the following:

- estimates of our future commercial, operating or financial performance, our financing, our capital structure or our other financial items or ratios;
- statements of our plans, objectives or goals, including those relating to acquisitions, competition and rates;
- statements concerning our regulatory status, permits under which we operate and regulatory developments;
- statements about our future economic performance or that of Mexico;
- statements about the enforceability of our site agreements;
- statements about competitive developments in the telecommunications or the tower industry;
- other descriptions of factors and trends affecting the telecommunications or tower industry generally and our financial condition in particular; and
- statements of assumptions underlying the statements described above.

We use words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “target,” “estimate,” “project,” “predict,” “forecast,” “guideline,” “should” and other similar expressions to identify forward-looking statements, but they are not the only way we identify such statements.

Forward-looking statements involve inherent risks and uncertainties. We caution you that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. Some of these factors are discussed under “Risk Factors.” We caution you that the foregoing list of factors is not exclusive and that other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements. You should evaluate any statements made by us in light of these important factors.

Forward-looking statements speak only as of the date they are made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

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SUMMARY

This summary highlights selected information described in more detail elsewhere in this offering memorandum. This summary may not include all of the information you should consider before making a decision to invest in the Cebures. You should carefully read this entire offering memorandum, including the risk factors and unaudited consolidated financial statements and the notes thereto and the other financial information included elsewhere in this offering memorandum.

OPSIMEX

We are the largest owner, operator and developer of wireless communications sites in Mexico in terms of number of sites. Our primary business is to provide access and use of space on our sites to wireless telecommunications carriers in Mexico for antennas, base stations and other equipment necessary for the transmission of wireless communication devices' signals. We were formed on January 5, 2015, as a corporation with variable capital (*sociedad anónima de capital variable*), as a result of our spin-off from Radiomovil Dipsa, S.A. de C.V. ("Telcel"), when Telcel transferred to us certain of its sites and related infrastructure, along with other assets required for their operation and other liabilities (the "Opsimex Spin-off").

Pursuant to the terms of the Opsimex Spin-off, Telcel transferred 10,785 sites to us upon our formation. After certain adjustments were made under the terms of the Opsimex Spin-off, as of March 31, 2015, we had 10,821 sites, which were deemed transferred as of the date of our formation. Since April 1, 2015, Telcel has transferred 590 more sites to us pursuant to the terms of the Opsimex Spin-off. As a result of these transfers, and of the 369 new sites that we have built since our formation, we have increased our total number of sites by 959, for a total of 11,780 sites as of the date of this offering memorandum. In addition, we have a backlog of 420 new sites under construction, which we expect to be completed within the next two months. By the end of 2015, we expect our site portfolio to increase to approximately 12,600 sites. Approximately 19.0% of our sites are located in South-Central Mexico, a region that includes Mexico City, the largest mobile wireless communications market in Mexico.

We have entered into three master agreements, the first with Telcel, a subsidiary of América Móvil, S.A.B. de C.V. ("América Móvil"), in January 2015 (the "Telcel Master Agreement"), the second with affiliates of Grupo Iusacell, S.A. de C.V. ("Grupo Iusacell"), a subsidiary of AT&T Inc. ("AT&T"), in June 2015 (the "Iusacell Master Agreement") and the third with Pegaso PCS, S.A. de C.V. ("Movistar"), a subsidiary of Telefónica, S.A. ("Telefónica") and certain of Movistar's affiliates (the "Movistar Master Agreement") in July 2015. We have entered into site agreements with Telcel, and we expect to enter into site agreements with Grupo Iusacell and Movistar in the future. Telcel, which is currently our only source of revenue, is Mexico's largest wireless telecommunications carrier, with over 71.5 million cellular subscribers and an estimated 69.5% market share as of December 31, 2014. As of that date, Telcel's network covered approximately 93.0% of the Mexican population.

Pursuant to our business plan, we are seeking to enter into additional site agreements with customers. Any such agreements with other telecommunication carriers would be on substantially the same terms as the existing agreements that we have with Telcel. We believe that we will be able to increase our revenue through the addition of new customers to our existing and future sites. Our strategy is focused on increasing the number of customers using each of our sites, increasing the number of sites in our portfolio and maximizing efficiency in our operations. We believe that these goals are aligned with those of our customers who are wireless communications carriers, as they seek to deploy new technologies, have continuity in coverage and rapidly expand their mobile networks.

We estimate that, as of March 31, 2015, our site portfolio represented nearly half of all existing sites in Mexico. We believe that we are well-positioned to take advantage of an increase in demand for the use of site space carriers in Mexico. We anticipate that the increase in demand for sites will be mainly driven by the rollout of new technologies such as LTE, use of higher frequencies, increase in data usage due to higher smartphone penetration and the tendency of Mexican telecommunications carriers to expand their network coverage. In 2013, the Federal Telecommunications Commission (*Comisión Federal de Telecomunicaciones*, or "COFETEL") estimated that Mexico requires a four-fold increase in wireless base stations to achieve the levels of wireless service quality that COFETEL concluded were appropriate to meet the needs of the country. Because such increase would result in a corresponding rise in demand for wireless communications sites, we believe it would create an important growth opportunity for us.

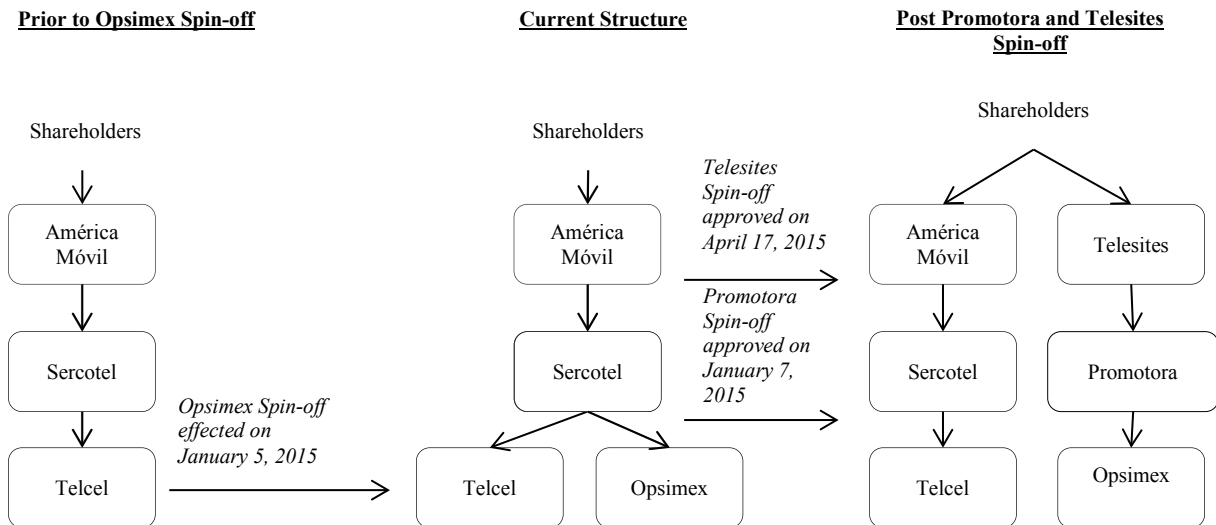
History and Spin-offs

On July 8, 2014, América Móvil announced its plan to separate its site infrastructure from its Mexican wireless operations in order to allow for their independent operation and their marketing to all interested parties. Such plan consists of a spin-off (*escisión*) at each of the following three levels:

- the Opsimex Spin-off, effected on January 5, 2015, pursuant to which we were formed and Telcel transferred to us certain of its sites and related infrastructure, along with other assets required for their operations and related liabilities;
- the Promotora Spin-off (the “Promotora Spin-off”), approved by an extraordinary meeting of the shareholders of Sercotel, S.A. de C.V. (“Sercotel”) on January 7, 2015, pursuant to which certain assets (including all the shares of capital stock of Opsimex), liabilities and capital of Sercotel will be transferred to a new company called Promotora de Sites, S.A. de C.V. (“Promotora”), subject to the satisfaction of certain conditions; and
- the Telesites Spin-off (the “Telesites Spin-off”), approved by an extraordinary meeting of the shareholders of América Móvil on April 17, 2015, pursuant to which certain assets (including all the shares of capital stock of Promotora), liabilities and capital of América Móvil will be transferred to a new company, subject to the satisfaction of certain conditions, which is expected to be a public stock corporation with variable capital (*sociedad anónima bursátil de capital variable*) under the name of Telesites S.A.B. de C.V. (“Telesites”). América Móvil has announced that it intends to distribute the shares of Telesites to América Móvil’s shareholders.

The effectiveness of each of the Promotora Spin-off and Telesites Spin-Off is subject to the condition that (i) the Mexican Tax Administration Service confirms that such spin-offs are not deemed a “sale transaction” for tax purposes and (ii) the IFT approves or confirms that such spin-offs constitute a corporate reorganization that does not require a merger control filing. If the IFT does not confirm the above, the Promotora Spin-off and Telesites Spin-off will require a merger control filing and approval. See “Risk Factors—Risk Factors Related to Our Business—We may not realize the potential benefits from the Telesites Spin-off in the near term or at all.”

The following organizational charts show our organizational structure (i) before our formation in the Opsimex Spin-off, (ii) as of the date of this offering memorandum and (iii) as expected, upon completion of the Promotora Spin-off and the Telesites Spin-off.



As the above charts illustrate, when the Telesites Spin-off becomes effective, the shares of our parent company Telesites are expected to be initially held directly by the current shareholders of América Móvil and trade freely on the Mexican Stock Exchange. At that point, we will cease to be a subsidiary of América Móvil.

Competitive Strengths

We believe that we are well-positioned as a leading independent owner, operator and developer of wireless communications sites in Mexico and our main competitive strengths include:

Significant growth opportunity as a result of positive industry trends, substantial growing market and regulatory changes

Rapid growth has positioned the Mexican wireless telecommunications sector as a highly attractive market that is well positioned for continued future growth. Low mobile penetration in Mexico of 89% compared to an average of 119% in the rest of Latin America reflects opportunities for current wireless communications carriers.

Other key drivers that we expect will contribute to our industry's growth include:

- shifts in wireless telecommunication carriers' business strategy to focus on service differentiation;
- growing capital expenditures to meet data traffic volume;
- recent regulatory reforms in Mexico granting access and shared use of wireless communications site infrastructure; and
- deployment of long-term evolution ("LTE") technology.

Attractive long-term arrangements with a high-quality customer

The Telcel Master Agreement provides for access and use of specific spaces and other passive infrastructure on our sites under specific site agreements that have minimum terms of five years, with renewal upon Telcel's request, providing us with a generally predictable stream of revenue. We believe that the benefits of such long-term arrangements are enhanced by the quality of our current and expected customers, given the strength of their respective business models. Furthermore, the wireless communications site infrastructure we provide is an important component of our current and expected customers' operations which we believe substantially reduces our collection risk.

The results of our operations will be directly impacted by the creditworthiness of our customers. We have entered into master agreements with Telcel, Grupo Iusacell and Movistar, and we have entered into site agreements with Telcel. In accordance with our business plan, we are seeking to enter into additional master and site agreements with customers covering multiple sites. We believe solid revenue streams and high-quality ratings make the Mexican wireless telecommunications sector a market with attractive potential customers.

América Móvil, the parent company of our customer Telcel, has a market capitalization of US\$ 72 billion, and Moody's, S&P and Fitch ratings of A2, A- and A, respectively. The Cebures will not be guaranteed by América Móvil, Telcel or any other company.

High potential operating leverage and limited expenditures in connection with maintenance result in strong cash flow generation

We believe that our high potential operating leverage, together with our effective cost-management policies and relatively low capital expenditures will enable us to deliver strong cash-flows and EBITDA and, consequently, meet our financial obligations.

As a result of our financial discipline and cost-management policies, our operating expenses (excluding depreciation) corresponded to approximately 42.6% of our operating revenue for the three months ended March 31, 2015. Moreover, we believe that future profitability can be achieved given that incremental costs and expenses related to additional customers are minimal, resulting in a larger portion of the increased revenue turned to profit.

Organic growth potential

Since our formation, we have built 369 new sites. As of the date of this offering memorandum, we have a backlog of 420 sites, which we expect to be completed within the next two months. By the end of 2015, we expect our site portfolio to increase to approximately 12,600 sites, principally through organic expansion.

Over the next five years, we expect to make capital investments of at least Ps.1,000 million per year to satisfy our expansion needs. Our investment strategy will depend on full business and financial due diligence to determine the most suitable locations for our communications sites in order to meet our customers' network requirements. We believe that our organic growth will continue to support our customers' needs, and consequently contribute to our stable revenue growth.

Experienced management team

Before the Opsimex Spin-off, pursuant to which we were formed, Telcel was a key participant in the wireless infrastructure, and specifically in the tower building field, with sound economic and technical resources. We have inherited Telcel's expertise and human resources, which we believe provides us with a significant advantage over other participants in the field.

Members of our management team have an average of 16 years of experience in the Mexican telecommunications industry and real estate industry. They have a strong focus on financial performance and operational efficiency, and work to achieve these goals in a socially and environmentally responsible manner. Our Chief Executive Officer and Chief Financial Officer, Mr. Gerardo Kuri, is an industrial engineer with over 10 years of experience in construction, real estate and telecommunications. Mr. Kuri has held a senior management position for nine years. Our Chief Operating Officer, Mr. Luis Diaz, is a civil engineer with 20 years of experience in the telecommunications industry and, prior to joining us, he had been responsible for managing telecommunications infrastructure for 12 years at Telcel.

Our management practices are also focused on our relationships with stakeholders (including our shareholders and current and prospective customers) so as to leverage our competitive position. We believe that the specialized experience of our professionals and their in-depth knowledge of our company and our stakeholders will contribute significantly to our cost-effective and efficient operations. With such a strong management team at the helm of our company, we believe their vast industry expertise and longstanding relationships with potential customers will generate significant margin growth and expansion of our site portfolio.

Business Strategy

We were spun off from Telcel in order to separately develop our site infrastructure business. Our strategy is based on increasing the number of customers using each of our sites, increasing the number of sites and the composition of our portfolio and maximizing the efficiency of our operations.

Our business model becomes more efficient as more customers use our sites. Consequently, the greater number of customers per site, the greater our revenues and EBITDA. As of March 31, 2015, we estimate that our share of the market is 48%, based on the number of towers. American Tower Corporation is our largest competitor, with a 36% market share, based on the number of towers. The rest of the market consists of minority participants. We have a site portfolio with ample coverage on a national level that we estimate will attract our potential clients as they seek to expand their network coverage.

Wireless penetration has been lagging in Mexico compared to the rest of Latin America for a variety of reasons. We believe the Mexican market is in an optimal situation for sustained growth within the next five years, given the increase in demand for wireless telecommunications services, specifically wireless data services, which require a greater density of site infrastructure in order to provide better service.

To accomplish our strategy, we have assembled a management team with experience in the industry that will be dedicated to implementing our strategy with a focus on maximizing medium and long term growth.

Our Operations

We own and operate sites that comprise vertical structures designed for the installation of equipment by multiple wireless telecommunications carriers and are built on parcels of land (which typically measure approximately 100-200 square meters) or on building rooftops. Currently, we do not own the real estate where our wireless communications sites are located. We lease such real estate on a long-term basis at market rates, typically for 10-year periods, with certain renewal rights at our option.

We grant access and use of our sites to our customers for the placement of their antennas and base stations on our sites' towers and of their cabinets on our sites' floor space. Our current site agreements require periodic fee payments in Mexican pesos comprised of a tower usage fee and a floor usage fee. Tower usage fees are fixed and classified depending on the location of our sites under a master agreement. Floor usage fees pass through the rent we pay under the underlying floor lease to each of our customers. These fees are payable monthly for tower usage fees and in accordance with the underlying floor lease for floor usage fees. Under the Telcel site agreements' escalation clause, tower usage fees are linked to the *Indice Nacional de Precios al Consumidor* (the national consumer price index, or the "INPC") and floor usage fees increase in accordance with the underlying floor lease.

The number of wireless subscribers in Mexico has grown rapidly in recent years. There were 104 million wireless subscribers as of December 31, 2014 compared to 90 million as of December 31, 2010, which represents a compound annual growth rate of 10%. Penetration, measured as total wireless subscribers divided by total population, reached 89% in 2014 compared to 80% in 2010. However, wireless penetration is still low in Mexico when compared to other Latin American countries, where the average penetration was 119% by 2014. As penetration and the number of wireless subscribers in Mexico increase, it is expected that telecommunications carriers will require use and access to more tower space in order to provide consistent and high-quality service. Recent regulatory changes in Mexico have stimulated the entrance of new telecommunications carriers. For example, in 2015, AT&T, one of the largest global wireless operators worldwide, bought Grupo Iusacell and Nextel in Mexico, thus acquiring a wireless market share of approximately 11%. It is expected that AT&T will expand its network in Mexico, creating an opportunity for us to increase the number of customers in some or all of our sites.

Recent Developments Relating to Our Unaudited Second Quarter Results

The following tables set forth our selected unaudited consolidated financial data as of June 30, 2015 and for the three and six months ended June 30, 2015. The following selected unaudited consolidated financial data has not been audited, reviewed or subject to any procedures by our auditors. The result of any such audit, review or procedures could result in changes to the following information. The following selected unaudited consolidated financial data is not necessarily indicative of the results expected for any future period.

Only with respect to the tables set forth below, the U.S. dollar amounts provided are translations of certain Mexican peso amounts into U.S. dollars, solely for the convenience of the reader, at an exchange rate of Ps.15.57 per U.S. dollar, which was the exchange rate published by the Mexican Central Bank in the Federal Official Gazette on June 30, 2015, as the rate for the payment of obligations denominated in currencies other than Mexican pesos. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts, or that any of such amounts could be converted at the rates indicated.

| | Three Months Ended June 30, 2015 | | Six Months Ended June 30, 2015 | |
|--|-------------------------------------|-----------------------|-------------------------------------|--------------------------------------|
| | (millions of Ps.) (unaudited) | (millions of US\$) | (millions of Ps.) (unaudited) | (millions of US\$) (unaudited) |
| Statement of Comprehensive Income | | | | |
| Data: | | | | |
| Revenue | 961.0 | 61.7 | 1,855.2 | 119.2 |
| Operating costs and expenses: | | | | |
| Salaries | 18.2 | 1.2 | 34.5 | 2.2 |
| Towers maintenance | 39.0 | 2.5 | 70.1 | 4.5 |

| | Three Months Ended June 30, 2015 | | Six Months Ended June 30, 2015 | |
|--|---|-------------------------------|---|-------------------------------|
| | (millions of Ps.) | (millions of US\$) | (millions of Ps.) | (millions of US\$) |
| | (unaudited) | | (unaudited) | |
| Site rental..... | 352.8 | 22.7 | 677.4 | 43.5 |
| Administration expenses..... | 0.6 | — | 9.5 | 0.6 |
| Depreciation | 555.8 | 35.7 | 1,126.6 | 72.4 |
| | <u>966.4</u> | <u>62.1</u> | <u>1,918.2</u> | <u>123.2</u> |
| Operating loss..... | (5.5) | (0.4) | (62.9) | (4.0) |
| Net interest expense..... | (24.7) | (1.6) | (23.0) | (1.5) |
| Loss before income taxes | (30.1) | (1.9) | (85.9) | (5.5) |
| Income tax benefit | 21.7 | 1.4 | 22.4 | 1.4 |
| Net loss..... | <u>(8.4)</u> | <u>(0.5)</u> | <u>(63.5)</u> | <u>(4.1)</u> |
| Surplus from revaluation of property and equipment, net of deferred taxes | 21,406.4 | 1,374.8 | 21,406.4 | 1,374.8 |
| Total comprehensive income, net of tax..... | <u>21,398.0</u> | <u>1,374.3</u> | <u>21,342.9</u> | <u>1,370.8</u> |

As of
June 30, 2015
(millions of (millions of
Ps.) US\$)
(unaudited)

Statement of Financial Position Data:

Assets

Current assets:

| | | |
|---------------------------|----------------|-------------|
| Cash | 1,089.1 | 69.9 |
| Related parties..... | 36.2 | 2.3 |
| Advanced payments | 51.7 | 3.3 |
| Total current assets..... | <u>1,177.0</u> | <u>75.6</u> |

Non-current assets:

| | | |
|-----------------------------------|-----------------|----------------|
| Property and equipment, net | 35,214.5 | 2,261.7 |
| Other assets | 81.1 | 5.2 |
| Total assets..... | <u>36,472.5</u> | <u>2,342.5</u> |

Liabilities and Equity

Current liabilities:

| | | |
|-----------------------------------|-----------------|----------------|
| Accounts payable | 251.0 | 16.1 |
| Taxes payable..... | 244.3 | 15.7 |
| Total current liabilities | <u>495.4</u> | <u>31.8</u> |
| Deferred income taxes..... | 9,039.8 | 580.6 |
| Asset retirement obligations..... | 1,369.1 | 87.9 |
| Total liabilities | <u>10,904.2</u> | <u>700.3</u> |
| Total equity | <u>25,568.3</u> | <u>1,642.2</u> |
| Total liabilities and equity..... | <u>36,472.5</u> | <u>2,342.5</u> |

Our principal executive office is located at Lago Zurich 245, Plaza Carso / Edificio Presa Falcón,
14th Floor, Colonia Ampliación Granada, Delegación Miguel Hidalgo, 11529, México, D.F., México, telephone
(5255) 5125-0270.

THE OFFERING

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing throughout this offering memorandum. For a more complete description of the terms of the Cebures, see “Description of the Cebures.”

| | |
|---|---|
| Issuer | Operadora de Sites Mexicanos, S.A. de C.V. (the “Issuer”), a corporation with variable capital (<i>sociedad anónima de capital variable</i>) organized under the laws of Mexico. |
| Cebures | 7.97% Certificados Bursátiles due 2025. |
| Issue Date | August 5, 2015. |
| Maturity Date | July 23, 2025; <i>provided</i> that if such date does not fall on a Business Day, the Maturity Date will be postponed to the next following Business Day as defined in “Description of the Cebures—Principal and Interest Payments.” |
| Principal Amount | Ps.3,500,000,000 aggregate principal amount of Cebures will be issued in the global offering consisting of (1) an international offering outside of Mexico of Ps.110,000,000 aggregate principal amount of Cebures pursuant to this offering memorandum, and (2) an offering to the public in Mexico, approved by the CNBV, of Ps.3,390,000,000 aggregate principal amount of Cebures pursuant to the Mexican Offering Documents. |
| Issue Price | 100.000000% of the principal amount of the Cebures, plus accrued interest, if any, from August 5, 2015. |
| Currency | Mexican pesos. All amounts due in respect of principal, interest or Additional Interest (as defined under “Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream”) to holders of Cebures will be paid solely in Mexican pesos with the Issuer having no obligation to convert Mexican pesos into U.S. dollars or any other currency. See “Risk Factors—Exchange and transfer controls could affect the exchange rate between the peso and other currencies, including the U.S. dollar, and the ability to transfer payments of principal and interest, or proceeds from sales of the Cebures, outside of Mexico.” |
| Interest Basis | Fixed rate. |
| Interest Rate | 7.97% per annum. |
| Interest Payment Dates | Every 182 days, in accordance with the schedule set forth under “Description of the Cebures—Principal and Interest Payments”; <i>provided</i> that if any Interest Payment Date is not a Business Day, it will be postponed to the next following Business Day. |
| Payments of Principal and Interest | The accrued interest on and principal of the Cebures will be paid on each Interest Payment Date and on the Maturity Date, respectively (or if such date falls on a day that is not a Business Day, on the next following Business Day), by electronic transfer through Indeval for further credit to each holder (including to holders holding Cebures through the Euroclear and Clearstream systems) at its office at Paseo de la Reforma No. 255, 3rd Floor, Col. Cuauhtémoc, C.P. 06500, Mexico, D.F., against presentation of the certifications issued by Indeval to the persons shown on its records as the owners of interests in the Cebures; <i>provided</i> that the principal of the Cebures will be paid on the Maturity Date against presentation of the global security |

through Indeval.

Interest on Overdue Amounts If the principal amount of the Cebures is not paid when due, interest will accrue on overdue amounts at a rate per annum equal to the sum of 1.5% plus the interest rate on the Cebures during the period from, and including, the due date thereof to, but excluding, the date on which the overdue amount is paid. Interest on overdue amounts will be payable on demand at the offices of the Common Representative (as defined below).

Additional Interest..... Subject to certain exceptions, the Issuer has agreed to pay Additional Interest in respect of Mexican withholding taxes applicable to payments under the Cebures, for the benefit of holders of Cebures held in the Euroclear Account or the Clearstream Account. See “Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream.” Holders of Cebures that are not held in the Euroclear Account or the Clearstream Account will not be entitled to receive Additional Interest in connection with any Mexican withholding taxes that may apply in respect of payments under the Cebures.

Tax Redemption of the Cebures . If, as a result of certain changes in Mexican law (including rules and regulations thereunder), the Issuer becomes obligated to pay Additional Interest in excess of the Additional Interest that it would be obligated to pay if payments (including payments of interest) on the Cebures held in the Euroclear Account or the Clearstream Account were subject to withholding taxes in Mexico at a rate of 4.9%, then, at the Issuer’s option, all the Cebures may be redeemed on any Interest Payment Date in whole, but not in part, at a price equal to 100% of the outstanding principal amount thereof, plus accrued interest and any Additional Interest due thereon up to (but not including) the date of such redemption. See “Description of the Cebures—Redemption—Tax Redemption of the Cebures.”

General Redemption..... The principal of the Cebures will be redeemable at par on the Maturity Date. The Cebures are not subject to early redemption at the option of the holders of the Cebures or the Issuer except as described under “Description of the Cebures—Redemption—Tax Redemption of the Cebures.”

Further Issues The Issuer has the right from time to time, without the consent of the holders of the Cebures, to create and issue additional securities having substantially the same terms and conditions as the Cebures except for the issue price and issue date. The additional securities may be consolidated and form a single series with the Cebures, as further described under “Description of the Cebures—Further Issues.”

Use of Proceeds The net proceeds from the issuance of the Cebures will be used by us to make a loan to our holding company, Telesites, or its subsidiary. Telesites, or its subsidiary, is expected to use the funds it receives to repay certain indebtedness owed to subsidiaries of América Móvil that is expected to arise in connection with the Telesites Spin-off and the Promotora Spin-off. In the event that the Telesites Spin-off and the Promotora Spin-off do not occur, we expect to lend the net proceeds of the issuance, or a portion thereof, to América Móvil or another subsidiary of América Móvil. In each case, any remaining proceeds will be used for our general corporate purposes in accordance with Mexican laws and regulations applicable to us. See “Use of Proceeds.”

Denominations Ps.100.00 and integral multiples thereof.

Form of Cebures The Cebures will be represented by a single global security deposited with Indeval on behalf of (a) in the case of Cebures offered publicly in Mexico, the accounts of one or more financial institutions that maintain accounts at Indeval, and (b) in the case of Cebures offered pursuant to this offering memorandum, the Euroclear Account or the Clearstream Account.

Governing Law and Jurisdiction The Cebures are governed by Mexican law. The courts of Mexico, Distrito Federal, Mexico, will have jurisdiction over any actions against the Issuer arising under the Cebures.

Clearance and Settlement of the Cebures both in Mexico and outside of Mexico The Cebures offered in Mexico will be credited to the accounts of one or more financial institutions that maintain accounts at Indeval and that act for purchasers, and the Cebures offered pursuant to this offering memorandum will be credited to the Euroclear Account or the Clearstream Account, in each case for the benefit of holders. Investors may hold book-entry interests in the Cebures held in the Euroclear Account or the Clearstream Account, as applicable, through organizations that participate, directly or indirectly, in Euroclear or Clearstream. The distribution of the Cebures offered pursuant to this offering memorandum will be carried out through Euroclear and Clearstream. Transfers within Euroclear and Clearstream will be made in accordance with the usual rules and operating procedures of those systems. Cross-market transfers between participants in Euroclear or Clearstream, on the one hand, and Indeval participants, on the other hand, will be effected through Euroclear or Clearstream, as applicable, in accordance with procedures governing the respective operations of those clearing systems. Such cross-market transactions may require delivery of instructions to either Indeval, Euroclear or Clearstream, as the case may be, by the participant in such system in accordance with the rules and procedures and within the established deadlines (whether Mexico time, Brussels time or Luxembourg time), of the relevant clearing system. Owners of book-entry interests in the Cebures, including owners of book-entry interest in the Cebures held in the Euroclear Account or the Clearstream Account, will receive payments relating to these Cebures in Mexican pesos. Each of Euroclear and Clearstream has established electronic securities and payment transfer, processing, depository and custodial links among itself and others, either directly or through custodians and depositories. These links allow securities to be issued, held and transferred among the clearing system participants without the physical transfer of certificates. Special procedures to facilitate clearance and settlement have been established among these clearing systems to trade securities across borders in the secondary market. See “Clearance and Settlement.”

Listing Application has been made to have the Cebures listed on the Mexican Stock Exchange and the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market. However, no assurances can be given that these applications will be approved.

Common Representative Banco Invex, S.A., Institución de Banca Múltiple, Grupo Financiero Invex (the “Common Representative”), will act as representative and for the benefit of the holders of the Cebures. For a description of the Common Representative’s responsibilities on behalf of the holders of the Cebures, see “Description of the Cebures—Common Representative.”

Mexican Agents Banco Santander, S.A. Institución de Banca Múltiple, Grupo Financiero

Santander México will act as operator of the Euroclear Account. Banco Nacional de México S.A., integrante del Grupo Financiero Banamex will act as operator of the Clearstream Account.

Codes:

ISIN..... MX91OS010004

Common Code 127085056

SUMMARY FINANCIAL AND OPERATING DATA

The following tables set forth our selected unaudited consolidated financial data as of March 31, 2015 and for the period beginning on January 5, 2015 and ending March 31, 2015. The selected financial data set forth below has been derived from our unaudited consolidated financial statements and notes thereto included elsewhere in this offering memorandum. Our historical results are not necessarily indicative of the results expected for any future period.

This information should be read in conjunction with the sections entitled “Presentation of Financial Information,” “Capitalization,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our unaudited consolidated financial statements and notes thereto included elsewhere in this offering memorandum.

The U.S. dollar amounts provided below are translations of certain Mexican peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. See “Currency of Presentation” for an explanation of the exchange rates used to translate Mexican peso amounts into U.S. dollars. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts, or that any of such amounts could be converted at the rates indicated.

| | Three Months Ended | |
|--|---------------------------|-----------------------|
| | March 31, 2015 | |
| | (millions of Ps.) | (millions of US\$) |
| | (unaudited) | |
| Statement of Comprehensive Income | | |
| Data: | | |
| Revenue | 894.2 | 59.0 |
| Operating costs and expenses: | | |
| Salaries | 16.3 | 1.1 |
| Towers maintenance | 31.1 | 2.1 |
| Site rental | 324.6 | 21.4 |
| Administration expenses | 8.9 | 0.6 |
| Depreciation | 570.8 | 37.7 |
| | 951.7 | 62.9 |
| Operating loss | (57.5) | (3.9) |
| Interest income | 1.7 | 0.1 |
| Loss before income taxes | (55.8) | (3.8) |
| Income tax benefit | 0.7 | 0.1 |
| Net loss | (55.1) | (3.7) |
| Surplus from revaluation of property and equipment, net of deferred taxes | 21,406.4 | 1,413.0 |
| Total comprehensive income, net of tax | 21,351.3 | 1,409.3 |

As of
March 31, 2015
(millions of (millions of
Ps.) US\$)
(unaudited)

Statement of Financial Position Data:

Assets

Current assets:

| | | |
|---------------------------|--------------|-------------|
| Cash | 674.2 | 44.5 |
| Related parties..... | 16.8 | 1.1 |
| Advanced payments | 55.4 | 3.7 |
| Total current assets..... | <u>746.4</u> | <u>49.3</u> |

Non-current assets:

| | | |
|-----------------------------------|-----------------|----------------|
| Property and equipment, net | 35,613.1 | 2,351.0 |
| Other assets | 79.7 | 5.3 |
| Total assets..... | <u>36,439.2</u> | <u>2,405.2</u> |

Liabilities and Equity

Current liabilities:

| | | |
|--------------------------------|--------------|-------------|
| Accounts payable | 123.8 | 8.2 |
| Taxes payable..... | 178.0 | 11.7 |
| Total current liabilities..... | <u>301.8</u> | <u>19.9</u> |

| | | |
|-----------------------------------|---------|-------|
| Deferred income taxes..... | 9,157.2 | 604.4 |
| Asset retirement obligations..... | 1,403.5 | 92.6 |

| | | |
|-------------------------|-----------------|--------------|
| Total liabilities | <u>10,862.5</u> | <u>717.0</u> |
|-------------------------|-----------------|--------------|

| | | |
|--------------------|-----------------|----------------|
| Total equity | <u>25,576.7</u> | <u>1,688.2</u> |
|--------------------|-----------------|----------------|

| | | |
|-----------------------------------|-----------------|----------------|
| Total liabilities and equity..... | <u>36,439.2</u> | <u>2,405.2</u> |
|-----------------------------------|-----------------|----------------|

The following table sets forth our key metrics as of and for the three months ended March 31, 2015:

As of and for the
Three Months Ended March 31, 2015
(unaudited)

| | | |
|--|-----------|-----------|
| Number of sites | 10,821 | 10,821 |
| Average monthly fee per site (in thousands)..... | Ps. 19.0 | US\$ 1.3 |
| Tenancy ratio (%)..... | 1.0 | 1.0 |
| EBITDA (in millions) ⁽¹⁾ | Ps. 513.3 | US\$ 33.9 |
| EBITDA margin (%) ⁽¹⁾⁽²⁾ | 57.4 | 57.4 |
| Capex/Revenue (%)..... | 3.1 | 3.1 |

(1) We calculate EBITDA as historical or projected operating (loss) income plus historical or projected depreciation expense. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-IFRS Financial Measure” for a reconciliation of EBITDA to net loss, the most directly comparable IFRS measure, for the three months ended March 31, 2015.

(2) We calculate EBITDA margin by dividing historical or projected EBITDA by historical or projected total revenues, for the period indicated.

RISK FACTORS

An investment in the Cebures is subject to the risks described below. You should carefully review the following risk factors, together with the other information contained in this offering memorandum, before deciding whether this investment is suited to your particular circumstances. Any of these risks could have a material adverse effect on our business, financial condition and results of operations, which could, in turn, affect our ability to repay our indebtedness, including the Cebures. The trading price of the Cebures could decline due to any of these risks, and investors may lose all or part of their investment. The risks described below are those known to us and what we currently believe may materially affect us. Additional risks not presently known to us or that we currently consider immaterial may also impair our business.

Risk Factors Related to Our Business

We are a recently formed company with limited operating history, track record, historical financial statements, or certain business strategy, which makes our future performance difficult to predict.

We were formed on January 5, 2015 and have only limited operating history on which you might otherwise rely to evaluate our business and prospects. We are subject to all of the business risks and uncertainties associated with any new business, including the risk that we will not achieve our operating objectives and business strategy. Our only historical results are reflected in our unaudited consolidated financial statements as of and for the three months ended March 31, 2015 and our selected unaudited consolidated financial data as of June 30, 2015 and for the three and six months then ended. We therefore have only limited operating results to demonstrate our ability to operate our business. You should not assume that our future performance will be similar to the financial position and results of operation reflected in our unaudited consolidated financial statements, or our selected unaudited consolidated financial data, or that of other companies in the telecommunications infrastructure services industry. Our limited operating history increases the risk and uncertainty that you face in making an investment in us and the lack of historic information may not permit you to forecast or predict reliable long-term trends.

The financial statements and the other financial information included in this offering memorandum have not been audited.

Due to our limited operating history, the financial statements and the other unaudited financial information included in this offering memorandum have not been audited. In addition, the consolidated financial data as of and for the three and six months ended June 30, 2015 has not been audited, reviewed or subject to any other procedures by our auditors. The result of any such audit, review or procedures could result in changes to such financial data. The historical financial information included in this offering memorandum is derived from our unaudited consolidated financial statements as of and for the three months ended March 31, 2015 and as of and for the three and six months ended June 30, 2015. Accordingly, all of the historical financial information could be subject to year-end and other adjustments as a result of an audit process.

You should not rely on forward-looking statements and estimates included in the Financial Model.

The Financial Model contains forward-looking statements and estimates including certain potential financial results for the next five years (through 2020). These forward-looking statements and estimates reflect our current expectations and projections about future events based on our knowledge of present facts and circumstances and assumptions about future events (which may not occur). These statements and estimates are not necessarily indicative of future results and involve risks and uncertainties that could cause actual results to differ materially from our expectations. Some of the risks, uncertainties and other important factors that could cause results to differ, or that otherwise could have an adverse effect on us, include those described under “Forward-Looking Statements” and elsewhere in this “Risk Factors” section.

The forward-looking information included in the Financial Model was not prepared in compliance with the published guidelines of the SEC, the International Federation of Accountants or any other organization, whether in Mexico or elsewhere, regarding projections or forecasts and are based on numerous assumptions relating to factors that are outside of our control and may or may not be realized. For the foregoing reasons and because our business is subject to numerous risks, uncertainties and other factors, including those set forth in this “Risk Factors” section, investors should not place undue reliance on the information and forward-looking information in the Financial

Model as an estimate or prediction of future performance. Actual results will differ from those reflected in the forward-looking information included in the Financial Model, and the differences could be material.

Neither our auditors nor any other independent accountant or any other person, including the agents, has compiled or examined the forward-looking information in the Financial Model, and our auditors disclaim any association with such forward-looking information. We disclaim any obligation to update the information in the Financial Model or disclose any difference between our actual results and those reflected in such forward-looking information.

Decrease in demand for our sites would materially and adversely affect our operating results, and we cannot control that demand.

Factors affecting the demand for our sites and our ability to implement our business strategy include:

- increased use of network sharing, and roaming by wireless service providers;
- mergers or consolidations among wireless service providers;
- government licensing of spectrum or restricting or revoking spectrum licenses;
- zoning, environmental, health or other government regulations or changes in the application and enforcement thereof;
- a decrease in consumer demand for wireless services due to general economic conditions or other factors, including inflation, and resulting decrease in demand for our sites;
- the ability and willingness of wireless service providers to maintain or increase capital expenditures on network infrastructure;
- growth in competition by existing and new market participants;
- costs related to the development of wireless services;
- our ability to satisfy the service requests of our customers in an efficient manner;
- the financial condition and growth strategy of Telcel, currently our only source of revenue, and the financial condition of our future customers;
- delays or changes in the deployment of next generation wireless technologies, including those related to (i) the number or type of radio communications infrastructure or other communication centers needed to provide communications or radio communications services in specific areas or (ii) wear and tear of existing wireless networks; and
- technological changes that may result in sites being obsolete or having limited use.

Any downturn in the economy or disruption in the financial and credit markets could impact consumer demand for wireless services. If wireless service subscribers significantly reduce their minutes of use, or fail to widely adopt and use wireless data applications, our wireless service provider customers could experience a decrease in demand for their services. As a result, our customers may scale back their capital expenditure plans, which could materially and adversely affect demand for our sites, which, in turn, could have a material adverse effect on our business, results of operations or financial condition.

Our business currently depends on one customer and we expect it to continue to depend on a very limited number of customers in the future.

For the three months ended March 31, 2015, all of our revenues were derived from a single customer, our affiliate Telcel. Even if we are able to enter into additional site agreements, we will derive a significant portion of

our revenue from, and our business will depend significantly and be concentrated on, a reduced number of customers. A reduction in demand for sites, reduced future capital expenditures on the networks of our customers, or the loss, as a result of bankruptcy, or merger with our other customer, of any one of our prospective customers or a reduction in demand for our services by any such customers, could materially decrease our revenue and have a material adverse effect on our growth. For example, Telcel could, in the future, terminate its relationship with us and decide to compete with us in the same sector by developing its own infrastructure or contracting sites with our competition. Although we have entered into master agreements with Telcel, Grupo Iusacell and Movistar and site agreements with Telcel, and expect to enter into similar agreements with prospective customers, we cannot provide any assurance that any of our current or future customers will decide to renew or enter into new contracts with us on similar terms or at all. If we are unable to maintain our existing relationship with Telcel, our business, financial condition and results of operations will be adversely affected.

The loss, consolidation or financial instability of any of our significant customers, or the sharing of sites among them to a significant degree, may materially decrease our revenues.

Extensive sharing of infrastructure or roaming agreements among wireless service providers as an alternative to paying for use and access to our sites may decrease our revenues if carriers utilize shared equipment rather than deploy new equipment. For example, in the United States, recently combined companies have either rationalized or announced plans to rationalize duplicative parts of their networks. We would expect a similar outcome in Mexico if consolidation of certain current, future or potential customers occurs. In addition, certain combined companies have modernized or are currently modernizing their networks, and these and other carriers could determine not to enter into, or renew, their site agreements with us as a result. Our ongoing revenues and our future results may be negatively impacted if a significant number of these site agreements are not renewed.

Our business may be adversely affected if our customers were to experience a downturn in their businesses or if their financial condition weakens.

Our performance will depend substantially on our ability to successfully collect usage fees from our customers. Our customers, as wireless carriers, are subject to certain industry-related risks, including, but not limited to, the following:

- an intense competitive environment;
- governmental or regulatory intervention in the wireless telecommunication sector, including the development of a new legal framework for the regulation of telecommunication services in Mexico;
- existence of dominance and/or preponderance carrier regulations;
- constant need to upgrade the existing networks as well as to acquire additional radio spectrum to expand their respective customer base and maintain the quality of their wireless services;
- fixed terms of concessions and licenses, with no flexibility to negotiate and the imposition of specific conditions for their renewal;
- changes in technology affecting the manner in which they operate;
- system failures that may cause delays or interruptions of services; and
- cyber-attacks or other breaches of network or information technology security.

To the extent that any of our customers experiences a downturn in its businesses or its financial condition otherwise weakens, their ability to timely comply with their obligations to us could be affected, which would, in turn, adversely affect our business, financial condition and results of operations.

If we are unable to renew our site agreements or enter into new site agreement with respect to vacant customer capacity at our sites, or if we are unable to maintain our fees, our revenues may be adversely affected.

As of March 31, 2015, we had a tenancy ratio, defined as the average number of customers per site, of 1.0 and all of our site agreements in terms of revenue generated were scheduled to expire in 2020. We cannot assure you that our site agreements will be renewed or that the vacant customer capacity at our sites will be occupied at fees equal to or above our existing fees or that special considerations or conditions will not be offered to attract new

customers or retain existing customers. There can be no assurance that we will be able to enter into new site agreements on favorable terms, or at all. In addition, we intend to continue to develop and acquire sites as part of our growth strategy. To the extent that customer capacity within our sites remains vacant for extended periods of time, we may receive reduced or no revenue from such sites, which may affect our financial condition and results of operations.

Our site agreements may not permit us to collect fees in the event our sites are damaged, whether partially or in full. In the event some or all of our sites are damaged, whether partially or in full, as a result of any circumstances, including natural catastrophes, we may not be able to continue to collect fees, which will have a material adverse effect on our financial condition and results of operations.

We may not be able to obtain the resources necessary to finance our working capital or capital expenditures needs or growth strategy.

We depend on the availability of financing to support our working capital and capital expenditures needs and growth strategy. We may need additional resources to implement our expansion plans. In addition to the proceeds of the offering of the Cebures and the Other Cebures, we plan to draw on cash flow from our operations and, if necessary, we may incur bank debt. We cannot assure you that we will be able to generate enough cash flow from our operations or that we will be able to continue obtaining financing from existing sources, or from other sources, or on terms comparable to those of our existing financing arrangements, including as a result of our limited operations. Adverse developments in the Mexican or international credit markets, including higher interest rates, lower liquidity and a preference by financial institutions for long-term financing, may increase the cost for us to borrow new funds or refinance our liabilities. Failure to gain access to additional capital on terms acceptable to us may increase our financing costs and restrict our ability to implement our growth strategy as planned, which may adversely affect our business, financial condition and results of operations.

We are exposed to risks associated with the development of new sites.

We are subject to risks associated with our development activities, all of which may adversely affect our business, financial condition and results of operations, including, but not limited, to the following risks:

- development opportunities explored by us may be abandoned and the related investment in researching and valuing such development opportunities will not be capitalized;
- we may not be able to locate convenient locations for our sites;
- due to the increased cost of land use, our activities may not be as profitable as expected;
- we may not be able to obtain or modify, or may experience delays and additional costs in obtaining or modifying, all necessary building and other governmental permits and authorizations;
- feasibility studies for the development of new sites may prove incorrect as we initiate their development;
- development costs may exceed the original estimates;
- sites, and construction of sites, may be affected by natural events, which may not permit us to complete construction at all or based upon our estimates;
- we may not be able to find customers for any new sites upon completion; and
- we may not be able to effectively collect payments from our new customers.

These risks may result in substantial unanticipated delays or expenses and, under certain circumstances, may prevent completion of developments once undertaken, any of which may adversely affect our business, financial condition and results of operations.

We may not be able to successfully execute our growth and expansion strategy or effectively manage our growth.

Our future success depends on our ability to sustain the growth of our business through the development of new sites, the expansion of our customer base and the increase of our tenancy ratio. Successful execution of our expansion strategy will require expenditures and investments before any significant associated revenues are generated and is dependent upon a number of factors, including our ability to locate and secure prime locations for our sites at the level of existing and future competition, the availability of additional capital, favorable financial market and macroeconomic conditions in Mexico and abroad, and a favorable perception of our relationship with Telcel. We cannot guarantee that we will succeed in consummating any investment opportunity we identify, or that one or more of the investments we make will generate the expected revenue, income or cash flow. Even if we do, we cannot guarantee that we will successfully manage increased operating activities and satisfy increased demand. Revenues obtained from our investments may be less than expected or result in a loss that may adversely affect our business, financial condition and results from operations.

New technologies or changes in the business models of our customers could make our business less desirable and result in decreasing revenues.

The development and implementation of new technologies designed to enhance the efficiency of wireless networks or changes in the business models of our customers could reduce the need for our tower-based wireless services, decrease demand for tower space and thereby decrease occupancy rates or reduce previously obtainable fee rates. In addition, customers may allocate less of their budgets to requesting space on sites. Any of these developments, if realized, could have a material adverse effect on our business, results of operations or financial condition.

Delays or changes in the deployment or adoption of new technologies or slowing consumer adoption rates may have a material adverse effect on our growth rate.

There can be no assurances that 3G, 4G or other new wireless technologies will be deployed or adopted as rapidly as projected or that these new technologies will be implemented in the manner anticipated. Additionally, the demand by consumers and the adoption rate of consumers for these new technologies, once deployed, may be lower or slower than anticipated. These factors and the development of new technologies could have a material adverse effect on our growth rate.

If we are unable to protect our rights to the land under our sites, our business and operating results could be adversely affected.

Our real property interests relating to our sites consist primarily of leasehold, sub-leasehold interests and usufructs. A loss of these interests where our sites are located may interfere with our ability to enter into new site agreements and generate revenues. For various reasons, we may not always have the ability to access, analyze and verify all information regarding property titles or possession before entering into a lease agreement or any other type of agreement for the rights to the property on which a tower is to be located. This can generate uncertainty regarding the adequacy and security of our rights to the property, as well as affect our rights to access and operate a site. We could face disputes with property owners in relation to our lease agreements and the land on which our sites are located, which could also affect our ability to access and operate certain sites, and even result in our being dispossessed of the property where our sites are located. Moreover, the property rights may not be binding on third parties and we may be unable to retain them if faced with claims filed by someone with a greater right to the property. For various reasons, property owners may decide not to honor or renew the lease agreements they entered into with us. Most of the lease agreements we have entered into are for terms of ten years. Our inability to protect our rights to the land under our towers may have a material effect on our business, results of operations and financial condition.

The investment in our sites may be illiquid and, therefore, our ability to dispose of our sites on favorable terms or on any terms depends on factors beyond our control.

The investment in our sites may be illiquid. This may affect our flexibility to adjust our tower portfolio to changing market conditions. In the event we were required to sell any of our towers to obtain liquidity, we may

need to divest towers below market prices, and be subject to taxes and/or fees, all of which may adversely affect our business, financial condition and results of operations.

Our ability to sell our sites on favorable terms or on any terms depends on factors which are beyond our control, including competition, demand from possible purchasers, access by purchasers to sources of financing on attractive terms and prices in the places where we have sites. We cannot predict the market conditions that may prevail at a given time and that could affect our investments in our sites. Given the uncertainty of the market conditions that may affect the future sale of our sites, we cannot guarantee that, if required, we will be able to sell such assets at a profit or in a short time.

Rights to properties where we locate our sites may have a shorter duration than the site agreements.

Certain of our leases on properties where our sites are located may have shorter durations than the site agreements executed with our customer. In such cases, we will seek to renew these leases or, if necessary, offer our customers relocation of their access to a new site. We cannot guarantee that customers will agree, and such customers could terminate the site agreements they have entered into with us before they have expired. This could have a material effect on our business, results of operations and financial condition.

Our costs could increase and our revenues could decrease due to perceived health risks from radio emissions, especially if these perceived risks are substantiated.

Public perception of possible health risks associated with cellular and other wireless communications technology could slow the growth of wireless companies, which could, in turn, slow our growth. In particular, negative public perception of, and regulations regarding, these perceived health risks could undermine the market acceptance of wireless communications services and increase opposition to the development of sites. The potential connection between radio frequency emissions and certain negative health or environmental effects has been the subject of substantial study by the scientific community in recent years and numerous health-related lawsuits have been filed against wireless carriers and wireless device manufacturers. If a scientific study or court decision resulted in a finding that radio frequency emissions pose health risks to consumers, it could negatively impact telecommunications operators and the market for wireless services, which could have a material effect on business, results of operations and financial condition.

Increasing competition in the telecommunications infrastructure services industry may materially and adversely affect us.

We may experience increased competition, which could render the acquisition of high quality assets significantly more costly and impact our ability to grow, as well as result in a decrease of prices and operating margins. Some of our current and potential competitors may be larger and have greater financial resources, and may allow access to their towers.

The telecommunications industry is highly competitive and our customers may have numerous alternatives available to access sites. Competitive pricing by competitors could materially and adversely affect our fee rates and income. In addition, we may not be able to renew existing site agreements when they expire or enter into new site agreements, resulting in a material adverse impact on our results of operations and growth rate. Additionally, certain providers of telecommunications services may opt to develop their own sites without turning to our business.

The prices for assets, combined with the competitive pricing pressure on the fee rates for wireless communication sites, could have a material effect on our business, results of operations and financial condition.

We may not realize the potential benefits from the Telesites Spin-off in the near term or at all.

The Telesites Spin-off and the Promotora Spin-off are conditioned upon obtaining certain regulatory confirmations and approvals. See “Business and Properties—History and Spin-offs.” We cannot assure you such conditions will be satisfied and, accordingly, that the Telesites Spin-off or the Promotora Spin-off will occur within any particular timeframe, or at all. If the Telesites Spin-off is delayed or does not occur, we may fail to realize any or all of the anticipated benefits of that spin-off. Further, if the Telesites Spin-off does not occur, we will remain a

subsidiary of América Móvil, but in no event will the Cebures be guaranteed by América Móvil or any other company.

Even if the Telesites Spin-off does occur, there is a risk that we may become more susceptible to market fluctuations and other adverse events than we would have been if we were still a subsidiary of América Móvil. As a subsidiary of América Móvil, we have been able to benefit from América Móvil's operating diversity, purchasing power and opportunities. After the Telesites Spin-off, Telesites will be an independent, publicly-traded company in Mexico and we, as a Telesites subsidiary, may not have similar diversification or integration opportunities, purchasing power or access to capital markets as we would have if we were still a subsidiary of América Móvil. In addition, we cannot assure you that the market will react favorably to the Telesites Spin-off, or that any investment, acquisition or other strategic opportunities will become available following the Telesites Spin-off on terms that we find favorable, or at all. A failure to realize the anticipated benefits of the Telesites Spin-off in the near term, or at all, could adversely affect us.

The Federal Law on Telecommunications and Broadcasting and the declaration of market preponderance could affect returns on our capital investments.

In accordance with the Federal Telecommunications Institute of Mexico (the *Instituto Federal de Telecomunicaciones*, or the "IFT"), will encourage all operators to negotiate agreements relating to the shared use of sites. In the event agreements cannot be reached, the IFT may, when deemed essential for the provision of services, and if there are no alternatives, establish terms governing the usage and sharing of physical space as well as the corresponding fees. The IFT may audit the terms of the agreements at any time in order to assess their impact on effective competition in the telecommunications sector, and may also establish measures granting access to infrastructure on nondiscriminatory terms, including any measures necessary to prevent or remedy any effects that are detrimental to competition.

Moreover, as established by the IFT's Resolution, we are obligated to allow operators access to and shared use of passive infrastructure on a nondiscriminatory and nonexclusive basis. Fees for access to and shared use of passive infrastructure shall be negotiated with the operator requesting such services. If an agreement cannot be reached, the IFT shall determine access rates using a long-run average incremental cost methodology, which must be offered on nondiscriminatory terms and may vary by geographical area.

We cannot guarantee that any fees set by the IFT, if that were the case, using the process described above will generate enough earnings to meet our present or future investment needs, or will be sufficient to cover our costs or to generate the projected revenue or be similar to fees charged in other sites.

We may incur indebtedness in the future that could adversely affect our financial position and our ability to satisfy our total outstanding debt obligations from our cash flow.

After the offering of the Cebures and the Other Cebures, we may incur additional indebtedness that may have the following direct or indirect effects:

- limit our ability to satisfy our obligations under the instruments governing our debt, including the Cebures;
- limit our ability to pay dividends;
- increase our vulnerability to adverse general economic, geographic or regional, and industry conditions;
- require us to dedicate a portion of our cash flow from operations to servicing and repaying our indebtedness, which may place us at a competitive disadvantage with respect to our competitors with less debt;
- limit our flexibility in planning for or reacting to changes in our business and the industry in which we operate;

- limit our ability to take advantage of market opportunities;
- limit, along with the financial and other restrictive covenants of our indebtedness, among other things, our ability to borrow additional funds; and
- increase the cost of additional financing.

Our ability to generate sufficient cash to satisfy our outstanding and future debt obligations depends on our operating performance, which is, in turn, affected by prevailing economic conditions and financial, business and other factors, many of which are beyond our control. If we are unable to service our indebtedness, we will be forced to adopt an alternative strategy that may include actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing our indebtedness, or seeking equity capital. These strategies may not be instituted on satisfactory terms, if at all.

In the future, we may from time to time incur substantial additional indebtedness. If we incur additional debt, the risks that we face as a result of our existing indebtedness could further intensify.

If we fail to comply with laws or regulations regulating our business, which may change at any time, we may be fined or even lose our right to conduct some of our business.

Various laws and regulations apply to our business. Failure to comply with applicable requirements may lead to civil penalties or require us to assume indemnification obligations. We cannot guarantee that failure to comply with existing or future laws or regulations, including state and local tax laws, will not adversely affect our business or result in additional costs. These factors may have a material adverse effect on us.

Our sites are subject to damage from natural disasters or other unexpected events that are not adequately covered by insurance.

Our sites are subject to risks associated with natural disasters such as tornadoes, floods, hurricanes and earthquakes, as well as other unexpected events. Any loss or damage to elements of our sites or our databases could affect our ability to provide services to customers. Although we do have insurance with coverage for natural disasters, such insurance may prove insufficient or inadequate to cover repair or reconstruction costs arising from events of force majeure.

Delays, absences or refusals at different levels of government of approvals to grant us permits and licenses to operate and expand our sites network could have a material effect on our business, results of operations and financial condition.

From time to time, local, state and federal authorities establish varying requirements to obtain specific authorizations, including, in many instances, varying requirements for the same site. Given these conditions, we may be unable to execute our expansion plans within the expected timeframes, or may be unable to execute them at all, if we fail to secure the authorizations required at different levels of government. In addition, some of our sites could be declared non-compliant with any of the authorizations necessary for their construction or operation, which could subject us to fines or other penalties from the relevant regulatory authorities. Any such fines or penalties with respect to our current site portfolio, or any delays, absences or refusals of approvals to grant the authorizations needed to expand our site portfolio in the future could adversely affect our ability to install or maintain our sites and could have a material effect on our business, results of operations and financial condition.

Our business relationship with Telcel may create potential conflicts of interest and result in unfavorable terms for us.

We believe the transactions with Telcel, which is currently our only source of revenue, to be in the ordinary course of business; however, these transactions may create potential conflicts of interest that may result in terms less favorable to us than those we could obtain from a non-affiliated party.

A decrease in the fair value of our property and equipment may have an adverse effect on our financial condition and results of operations.

Upon the consummation of the Opsimex Spin-off, we recognized and recorded our property and equipment at cost. Subsequent to this initial recognition, we started recognizing these assets at their revalued amount, being their fair value at the date of revaluation with the assistance of independent appraisers. If a revaluation results in a decrease in the fair market value of an asset, such decrease is reflected as a decrease to equity, through other comprehensive income, unless it represents the reversal of a revaluation surplus of the same asset previously recognized as income, in which case it is recognized as an expense. Any revaluation decrease that takes an asset below historical depreciated cost is recognized as an expense in our statements of comprehensive income. After the Opsimex Spin-Off, we recorded significant non-cash gains in the value of our property and equipment, which had a substantial impact on our comprehensive income. We cannot assure you that our property and equipment will continue to increase in value, nor that its value will not decline in the future. Any decrease in the fair value of our property and equipment and the corresponding effect and recognition could adversely impact our financial condition and results of operations.

Determination of fair market value, particularly for real estate assets, involves significant judgment. Our property and equipment valuation may not be accurate predictors of the amount we would actually receive if we sold such assets. Appraisals can be subjective in certain respects and rely on a variety of assumptions and conditions which may change materially after the appraisal is conducted.

The enforcement of civil judgments against our directors, officers and our controlling persons may be difficult.

We are a corporation with variable capital (*sociedad anónima de capital variable*) organized under the laws of Mexico, and all of our directors, officers and controlling persons reside outside the United States. In addition, all or a substantial portion of our assets and their assets are located in Mexico. As a result, it may be difficult for holders of the Cebures to effect service of process within the United States on such persons. It may also be difficult to enforce against them, either inside or outside the United States, judgments obtained against them in U.S. courts, or to enforce in U.S. courts judgments obtained against them in courts in jurisdictions outside the United States, in any action based on civil liabilities under the U.S. federal securities laws. There is doubt as to the enforceability against such persons in Mexico, whether in original actions or in actions to enforce judgments of U.S. courts, of liabilities based solely on the U.S. federal securities laws. Therefore, even if a U.S. judgment were obtained, a holder of Cebures may not be able to enforce a judgment in Mexico against us, any of these persons or any of their respective property or assets that is based on a U.S. judgment.

Risk Factors Related to Mexico

Economic conditions and government policies in Mexico and elsewhere may have a material impact on our operations and financial performance.

Our operations and assets are located in Mexico, and our revenues, therefore, are related to economic conditions in Mexico, including, among other factors, changes in its GDP, per capita disposable income and unemployment rates. A deterioration in Mexico's economic condition, social instability, political unrest or other adverse social developments in Mexico could adversely affect our business and financial condition. These events could also lead to increased volatility in the foreign exchange and financial markets, thereby affecting our ability to obtain new financing and service our debt. The Mexican government recently cut spending in response to a downward trend in international crude oil prices, and it may cut spending in the future. These cuts could adversely affect the Mexican economy and, consequently, our business, financial condition, operating results and prospects.

In the past, Mexico experienced several periods of slow or negative economic growth, high inflation, high interest rates, currency devaluation and other economic problems. In 2012, 2013 and 2014, inflation in Mexico, as measured by the change in the national consumer price index, was 3.6%, 4.0% and 4.1%, respectively, and the average annualized interest rates on 28-day *Certificados de la Tesorería de la Federación* (Treasury bills, or "Cetes") for the same periods were 4.2%, 3.8% and 3.0%, respectively. Future increases in inflation and interest rates may adversely affect our results of operations by increasing our operating costs, in particular the cost of labor, our customers' purchasing power and the cost of infrastructure, as well as our financing costs.

A worsening of international financial or economic conditions, including a slowdown in growth or recessionary conditions in Mexico's trading partners, including the United States, or the emergence of a new financial crisis, could have adverse effects on the Mexican economy, our financial condition and our ability to service our debt.

Political events in Mexico may adversely affect our operations.

Political events in Mexico may significantly affect Mexican economic policy and, consequently, our operations. Political disagreements between the executive and the legislative branches may prevent the timely implementation of political and economic reforms, which in turn may have an adverse effect on Mexican economic policy and on our business. It is also possible that political uncertainty may adversely affect Mexico's economic situation. We cannot assure that Mexican political events, over which we have no control, will not have an adverse effect on our business, results of operations or financial condition.

The Mexican government has exercised, and continues to exercise, significant influence over the Mexican economy. Changes in Mexican governmental policies may adversely affect our results of operations and financial condition.

The Mexican federal government has exercised, and continues to exercise, significant influence over the Mexican economy. Accordingly, the actions and policies of the Mexican federal government concerning the economy, government spending and investment, state-owned or controlled entities or entities funded or influenced by the government may have a significant impact on private sector entities in general and on us in particular, and on market conditions, prices and returns on Mexican securities as well. The Mexican government has in the past intervened in the local economy and occasionally makes significant changes in policies and regulations, which may continue in the future. Such actions to control inflation and other regulations and policies have involved, among other measures, increases in interest rates, changes in tax policies, price controls, currency devaluations, capital controls and limits on imports. Our business, financial condition and results of operations may be adversely affected by changes in governmental policies or regulations involving or affecting our management, operations and tax regime. We cannot assure that changes in the Mexican federal government policies will not adversely affect our business, financial condition and results of operations. Tax legislation in Mexico, in particular, is subject to constant change and we cannot guarantee that the Mexican government will not change its tax or any of its existing political, social, economic or other policies, which changes may adversely affect our business, financial condition or results of operations.

Inflation in Mexico, along with government measures to curb inflation, may have an adverse effect on our investments.

Historically, Mexico has experienced high levels of inflation, although the rates have been lower in recent years. Mexico's current level of inflation remains higher than the annual inflation rates of its main trading partners. High inflation rates can adversely affect our business, financial condition and results of operations. If Mexico again experiences high inflation in the future, we may not be able to adjust the prices we charge our customers to offset its negative effects.

Increases in floor usage fees in our sites charged to our customers are commonly tied to the official Mexican Consumer Price Index, which is based on the increase of certain predetermined items included in the index, which are limited, and mainly include articles required to cover basic household necessities (many of which are subsidized or controlled by the government). As a result, this index may not accurately reflect real inflation. Additionally, increases in floor usage fees are calculated on an annual basis and, therefore, adjustments due to inflation may take effect in the year after the adjustment would need to be made. As a result, adjustments based on inflation may be deferred with regards to the adjustment calculation period and may be lower than the actual inflation rate.

Developments in other countries may affect the market price of our securities and adversely affect our ability to raise additional financing.

The market value of securities of Mexican companies is, to varying degrees, affected by economic and market conditions in other countries, including the United States, the European Union (the "EU") and emerging

market countries. Although economic conditions in such countries may differ significantly from economic conditions in Mexico, investors' reactions to developments in any of these other countries may have an adverse effect on the market value of securities of Mexican issuers. Crises in the United States, the EU or emerging market countries may diminish investor interest in securities of Mexican issuers. This could materially and adversely affect the market price of our securities, and could also make it more difficult for us to access the capital markets and finance our operations in the future on acceptable terms or at all.

In addition, in recent years economic conditions in Mexico have become increasingly correlated with economic conditions in the United States as a result of the North American Free Trade Agreement ("NAFTA") and increased economic activity between the two countries. Therefore, adverse economic conditions in the United States, the termination or re-negotiation of NAFTA or other related events may have a significant adverse effect on the Mexican economy, which, in turn, may affect our business, financial condition and results of operations. We cannot assure you that events in other emerging market countries, in the United States, or elsewhere will not adversely affect our business, financial condition and results of operations.

Risk Factors Related to the Cebures

The market for the Cebures may not be liquid, and market conditions could affect the price at which the Cebures trade.

We cannot provide assurances that a market for the Cebures will be liquid or will continue to exist. Although the Cebures are expected to be listed and traded on the Mexican Stock Exchange and on a recognized securities exchange in Europe, no assurance may be given that a liquid market will develop. Such liquidity may be further impacted by the fact that the Cebures will trade through the Euroclear and Clearstream systems, which operate in different time zones than the Mexican Stock Exchange. Prevailing interest rates, exchange rates, economic conditions in Mexico and general market conditions could affect the price of the Cebures. This could cause the Cebures to trade at prices that may be lower than their principal amount or their initial offering price.

The rating of the Cebures may be subject to revision.

The credit ratings granted to the Cebures may be subject to revision (either up or down), due to various circumstances related to us (which have limited historic information), Mexico or other things that, in the opinion of the respective rating agencies, might have a bearing on the risk of their payment failure. Investors should carefully consider any factors, as indicated in the corresponding ratings, that may affect the Cebures' ratings.

The Cebures will contain provisions that permit us to amend their covenants and payment terms without the consent of all holders.

The Cebures will contain provisions regarding acceleration and voting on amendments, modifications and waivers which are commonly referred to as "collective action clauses." Under these provisions, certain key terms of the Cebures may be amended, including the maturity date, interest rate and other payment terms, affirmative and negative covenants, with the consent of a percentage, as opposed to all, of the holders. As a result, amendments that impact the key financial terms of the Cebures may be approved by certain holders without your consent. See "Description of the Cebures—Holders' Meetings; Modification and Waiver."

The ability of holders to transfer Cebures in the United States and certain other jurisdictions will be limited. Furthermore, neither Euroclear nor Clearstream maintains any mechanism for determining whether U.S. account holders are QIBs.

The Cebures will not be registered under the Securities Act and therefore may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable U.S. state securities laws. In addition, notwithstanding the fact that the Cebures offer pursuant to this offering memorandum may in the future be transferable pursuant to an exemption from the registration requirements of the Securities Act, restrictions on transfer to U.S. persons who are not QIBs will continue to apply unless and until we provide notice to all holders of the Cebures that such securities are freely transferrable in the United States (which may not occur). Moreover, offers and sales of the Cebures may also be subject to transfer restrictions in other jurisdictions. You should consult your financial or legal advisors for advice concerning applicable transfer restrictions in respect of the Cebures. See "Transfer Restrictions."

Furthermore, neither Euroclear nor Clearstream maintains any mechanism for determining whether U.S. account holders are QIBs and, as a result, holders of the Cebures held in Euroclear or Clearstream will be responsible for determining whether an investor to which they intend to sell these Cebures is capable of purchasing such securities pursuant to an exemption from the registration requirements of the Securities Act, applicable U.S. state securities laws and the transfer restrictions described herein.

A depreciation in the value of the peso will adversely affect the payments of principal of and interest on the Cebures, as compared to foreign currencies, and may reduce the market value and liquidity of the Cebures.

We will make payments of principal of and interest on the Cebures solely in Mexican pesos. Currency exchange rates between the peso and other currencies can be volatile and unpredictable, and the peso may depreciate against foreign currencies.

If the Mexican peso depreciates against the currency of your home country (your “home currency”), the effective yield on the Cebures, measured in your home currency, will be less than the interest rate on the Cebures, and the amount payable on the Cebures at maturity may be less than your investment in home country terms, resulting in a loss to you. Depreciation of the Mexican peso against your home currency could also adversely affect the market value and liquidity of the Cebures.

Exchange and transfer controls could affect the exchange rate between the peso and other currencies, including the U.S. dollar, and the ability to transfer payments of principal and interest, or proceeds from sales of the Cebures, outside of Mexico.

While the Mexican government does not currently restrict, and for many years has not restricted, the right or the ability of Mexican or foreign persons or entities to convert Mexican pesos into U.S. dollars or to transfer other currencies outside of Mexico, the Mexican government may institute restrictive exchange control policies in the future. The effect of any exchange control measures adopted by the Mexican government on the Mexican economy cannot be predicted. Any restrictive exchange controls imposed in the future, as has occurred in the past, could impair the ability to exchange Mexican pesos for U.S. dollars or other foreign currency and/or the ability to transfer Mexican pesos or foreign currency outside Mexico as well as cause the value of the peso to depreciate against the U.S. dollar or other currencies.

If any such exchange control or restrictions become effective, holders of the Cebures may not be able to convert the peso proceeds of sales of the Cebures into foreign currencies for repatriation, which would have a material adverse effect on their investment and the value of the Cebures, your receipt of distributions in respect of the Cebures as well as on your use of Mexican peso distributions in respect of the Cebures.

The Cebures may be subject to withholding and capital gain taxes in Mexico. If a holder of Cebures held in Euroclear or Clearstream exchanges those Cebures for Cebures that are not held in Euroclear or Clearstream, that holder will no longer be entitled to receive additional interest from us in respect of Mexican withholding taxes applicable to payments under the Cebures. Moreover, additional interest paid to holders of Cebures held in Euroclear or Clearstream do not relieve Mexican holders from their payment obligations to Mexican tax authorities.

Foreign holders of Cebures may be subject to Mexican withholding taxes in respect of certain capital gains on the Cebures. See “Taxation—Mexican Taxation.”

We have, subject to certain exceptions, agreed to pay additional interest to the Mexican Agents, who will operate the Euroclear and Clearstream Accounts, as applicable, for the benefit of holders of Cebures held in Euroclear or Clearstream, to compensate holders of the Cebures held in Euroclear or Clearstream for Mexican withholding taxes in respect of payments under the Cebures, so that holders of the Cebures held in Euroclear or Clearstream will receive the full amount of interest on (and principal of) the Cebures, as described under “Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream.” However, this obligation to pay additional interest applies only with respect to the Cebures held in Euroclear or Clearstream. Therefore, if a holder of Cebures held in Euroclear or Clearstream exchanges those Cebures for Cebures that are not held in Euroclear or Clearstream, that holder will no longer be entitled to receive additional interest from us to

compensate for Mexican withholding taxes applicable to payments under the Cebures. See “Clearance and Settlement.”

Each prospective investor should consult its own tax advisors as needed to make an investment decision and to determine the tax implications of an investment in the Cebures held in Euroclear or Clearstream under applicable laws or regulations. Additional interest paid to holders of Cebures held in Euroclear or Clearstream do not release Mexican holders of their payment obligations to the Mexican tax authorities.

The duties and responsibilities of the Common Representative are not as developed as the duties and responsibilities applicable to trustees in other jurisdictions.

The Common Representative is required to act for the benefit of the holders of the Cebures and to enforce rights of the holders of the Cebures pursuant to Mexican law and the terms of the Cebures.

Although Mexican law provides that the Common Representative must supervise and exercise the rights of holders, the duties and standards under which the Common Representative is required to act are not as well defined as in other jurisdictions, and holders of Cebures (including holders of Cebures held in Euroclear or Clearstream) may, in practice, be detrimentally affected by a failure of the Common Representative to act expeditiously or in accordance with duties customary in other jurisdictions, and may not be able to enforce, timely or at all, rights against us in connection with the Cebures.

Except in certain limited circumstances, neither Euroclear nor Clearstream will give you notice of communications from us, and your ability to receive payments on the Cebures are dependent not only on Euroclear or Clearstream, as applicable, but also the applicable Mexican Agent.

Except in certain limited circumstances related to changes in Mexican withholding tax laws as described under “Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream,” neither Euroclear nor Clearstream is under any obligation to give any holder notice of any communication from us or of any other matter concerning our affairs. Any reports, communications and other documents received from us are made generally available to the holders of Cebures through publication in the System for Electronic Disclosure by Insiders (“SEDI”), the electronic delivery and information disclosure system maintained by the Mexican Stock Exchange. Therefore, holders will be responsible to keep themselves informed in respect of the Cebures and us.

In addition, we will make payments to holders of Cebures held in Euroclear or Clearstream through the Euroclear Account or the Clearstream Account, as applicable, which are operated by the Mexican Agents, respectively. Therefore, your ability to receive payments under the Cebures is dependent not only on Euroclear or Clearstream, but also the Mexican Agents to pass on such payments to Euroclear or Clearstream, as applicable.

The Cebures are governed by Mexican law, and we have not submitted to the jurisdiction of courts outside of Mexico.

The Cebures are governed by Mexican law. The application of Mexican law in respect of our obligations under the Cebures may produce different results than those expected by non-Mexican investors in connection with investments in securities placed internationally, which are governed by laws different from the laws of Mexico.

All payments on the Cebures will be made in Mexico. We and the Common Representative have expressly submitted to the jurisdiction of the courts in the Federal District, Mexico, with respect to any actions related to disputes under the Cebures, and have waived any other jurisdiction to which they may be entitled.

We have not submitted to the jurisdiction of any United States or other courts with respect to actions based upon the Cebures. Accordingly, any action for nonpayment of or related to the Cebures may only be brought in the courts of Mexico. Mexican procedural rules are likely to be different from procedural rules applicable if an action were brought in courts in other jurisdictions.

In addition, we do not know whether Mexican courts would permit an action, or enforce a judgment of a U.S. court, based on the civil liability provisions of the U.S. federal securities laws. Therefore, even if a holder of

the Cebures were able to obtain a U.S. judgment against us, a holder of the Cebures may not be able to enforce that U.S. judgment in Mexico.

USE OF PROCEEDS

The net proceeds from the issuance of the Cebures will be used by us to make a loan to our holding company, Telesites, or its subsidiary. Telesites, or its subsidiary, is expected to use the funds it receives to repay the following indebtedness owed to subsidiaries of América Móvil that is expected to arise in connection with the Telesites Spin-off and the Promotora Spin-off:

| Currency | Amount | Maturity | Rate |
|----------|---|---------------|--------|
| MXN | 10,000,000,000.00 (Ten billion Mexican Pesos) | July 19, 2040 | 8.972% |
| MXN | 8,000,000,000.00 (Eight billion Mexican Pesos) | July 19, 2040 | 8.972% |
| MXN | 3,000,000,000.00 (Three billion Mexican Pesos) | July 19, 2020 | 7.754% |

In the event that the Telesites Spin-off and the Promotora Spin-off do not occur, we expect to lend the net proceeds of the issuance, or a portion thereof, to América Móvil or another subsidiary of América Móvil.

In each case, any remaining proceeds will be used for our general corporate purposes in accordance with applicable Mexican laws and regulations.

CAPITALIZATION

We have agreed to sell Ps.4,500,000,000 aggregate principal amount of our floating rate Certificados Bursátiles due 2020 and the equivalent of Ps.7,000,000,000 aggregate principal amount in inflation-adjusted units (*unidades de inversion*, or “UDIs”) of our 4.75% Certificados Bursátiles due 2030 in Mexico pursuant to the Mexican Offering Documents (together, the “Other Cebures”), neither of which may be held at the Euroclear Account or the Clearstream Account. We may also issue U.S. dollar-denominated debt in the international financial markets in the future. The following table sets forth our consolidated capitalization as of March 31, 2015 and as adjusted to reflect the issuance and sale of the Cebures and the Other Cebures, but not the application of the net proceeds of the offering.

U.S. dollar amounts in the table are presented solely for your convenience using the exchange rate of Ps.15.15 to US\$1.00, which was the rate reported by the Mexican Central Bank for March 31, 2015, as published in the Official Gazette.

| | As of March 31, 2015 | | | |
|---|--------------------------------|-------------------------------|--------------------------------|-------------------------------|
| | Actual | | As Adjusted | |
| | (millions of Mexican pesos) | (millions of U.S. dollars) | (millions of Mexican pesos) | (millions of U.S. dollars) |
| | (unaudited) | | | |
| Debt: | | | | |
| Denominated in Mexican pesos: | | | | |
| Floating Rate Certificados Bursátiles due 2020 | — | — | 4,500.0 | 297.0 |
| 7.97% Certificados Bursátiles due 2025 | — | — | 3,500.0 | 231.0 |
| Denominated in UDIs: | | | | |
| 4.75% Certificados Bursátiles due 2030 ⁽¹⁾ | — | — | 7,000.0 | 462.1 |
| Total Debt | — | — | 15,000.0 | 990.1 |
| Equity: | | | | |
| Capital stock | 35.0 | 2.3 | 35.0 | 2.3 |
| Other equity items | 25,596.8 | 1,689.5 | 25,596.8 | 1,689.5 |
| Other comprehensive income (loss) items | (55.1) | (3.6) | (55.1) | (3.6) |
| Total equity | 25,576.7 | 1,688.2 | 25,576.7 | 1,688.2 |
| Total capitalization (total debt and equity) | 25,576.7 | 1,688.2 | 40,576.7 | 2,678.3 |

(1) We have agreed to sell 1,324,168,800 UDI-denominated Certificados Bursátiles due 2030. For the convenience of the reader, we have translated UDIs into Mexican pesos using the exchange rate of Ps.5.286335 per UDI, which is the rate reported by the Mexican Central Bank on its website (www.banxico.org.mx) for August 5, 2015, when we expect the Cebures and Other Cebures to be issued.

SELECTED FINANCIAL DATA

The following tables set forth our selected unaudited consolidated financial data as of March 31, 2015 and for the period beginning on January 5, 2015 and ending March 31, 2015. The selected financial data set forth below has been derived from our unaudited consolidated financial statements and notes thereto included elsewhere in this offering memorandum. Our historical results are not necessarily indicative of the results expected for any future period.

This information should be read in conjunction with the sections entitled “Presentation of Financial Information,” “Capitalization,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our unaudited consolidated financial statements and notes thereto included elsewhere in this offering memorandum.

The U.S. dollar amounts provided below are translations of certain Mexican peso amounts into U.S. dollars at specified rates solely for the convenience of the reader. See “Currency of Presentation” for an explanation of the exchange rates used to translate Mexican peso amounts into U.S. dollars. These translations should not be construed as representations that the Mexican peso amounts actually represent such U.S. dollar amounts, or that any of such amounts could be converted at the rates indicated.

| | Three Months Ended | |
|--|---------------------------|-----------------------|
| | March 31, 2015 | |
| | (millions of Ps.) | (millions of US\$) |
| | (unaudited) | |
| Statement of Comprehensive Income | | |
| Data: | | |
| Revenue | 894.2 | 59.0 |
| Operating costs and expenses: | | |
| Salaries | 16.3 | 1.1 |
| Towers maintenance | 31.1 | 2.1 |
| Site rental | 324.6 | 21.4 |
| Administration expenses | 8.9 | 0.6 |
| Depreciation | 570.8 | 37.7 |
| | 951.7 | 62.9 |
| Operating loss | (57.5) | (3.9) |
| Interest income | 1.7 | 0.1 |
| Loss before income taxes | (55.8) | (3.8) |
| Income tax benefit | 0.7 | 0.1 |
| Net loss | (55.1) | (3.7) |
| Surplus from revaluation of property and equipment, net of deferred taxes | 21,406.4 | 1,413.0 |
| Total comprehensive income, net of tax | 21,351.3 | 1,409.3 |

As of
March 31, 2015
(millions of (millions of
Ps.) US\$)
(unaudited)

Statement of Financial Position Data:

Assets

Current assets:

| | | |
|---------------------------|--------------|-------------|
| Cash | 674.2 | 44.5 |
| Related parties..... | 16.8 | 1.1 |
| Advanced payments | 55.4 | 3.7 |
| Total current assets..... | <u>746.4</u> | <u>49.3</u> |

Non-current assets:

| | | |
|-----------------------------------|-----------------|----------------|
| Property and equipment, net | 35,613.1 | 2,351.0 |
| Other assets | 79.7 | 5.3 |
| Total assets..... | <u>36,439.2</u> | <u>2,405.2</u> |

Liabilities and Equity

Current liabilities:

| | | |
|--------------------------------|--------------|-------------|
| Accounts payable | 123.8 | 8.2 |
| Taxes payable..... | 178.0 | 11.7 |
| Total current liabilities..... | <u>301.8</u> | <u>19.9</u> |

| | | |
|-----------------------------------|-----------------|--------------|
| Deferred income taxes..... | 9,157.2 | 604.4 |
| Asset retirement obligations..... | 1,403.5 | 92.6 |
| Total liabilities | <u>10,862.5</u> | <u>717.0</u> |

| | | |
|-----------------------------------|-----------------|----------------|
| Total equity | <u>25,576.7</u> | <u>1,688.2</u> |
| Total liabilities and equity..... | <u>36,439.2</u> | <u>2,405.2</u> |

The following table sets forth our key metrics as of and for the three months ended March 31, 2015:

As of and for the
Three Months Ended March 31, 2015
(unaudited)

| | | |
|--|-----------|-----------|
| Number of sites | 10,821 | 10,821 |
| Average monthly fee per site (in thousands)..... | Ps. 19.0 | US\$ 1.3 |
| Tenancy ratio (%)..... | 1.0 | 1.0 |
| EBITDA (in millions) ⁽¹⁾ | Ps. 513.3 | US\$ 33.9 |
| EBITDA margin (%) ⁽¹⁾⁽²⁾ | 57.4 | 57.4 |
| Capex/Revenue (%)..... | 3.1 | 3.1 |

⁽¹⁾ We calculate EBITDA as historical or projected operating (loss) income plus historical or projected depreciation expense. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-IFRS Financial Measure” for a reconciliation of EBITDA to net loss, the most directly comparable IFRS measure, for the three months ended March 31, 2015.

⁽²⁾ We calculate EBITDA margin by dividing historical or projected EBITDA by historical or projected total revenues, for the period indicated.

EXCHANGE RATES

Mexico has a free market for foreign exchange, and the Mexican government allows the peso to float freely against the dollar. There can be no assurance, however, that the Mexican government will maintain its current policies with respect to the peso or that the peso will not depreciate or appreciate significantly in the future.

The following table sets forth, for the periods indicated, the period-end, average, high and low exchange rates between the peso and the dollar published by the Mexican Central Bank. These exchange rates are currently determined by the Mexican Central Bank every business day in Mexico based on an average of wholesale foreign exchange market quotes and published the following business banking day in the Official Gazette and on the Mexican Central Bank's website (www.banxico.org.mx). The rates shown below are stated in pesos that have not been restated in constant currency units. No representation is made that the peso amounts referred to in this offering memorandum could have been or could be converted into dollars at any particular rate or at all.

| Year Ended December 31, | Exchange Rate (Ps. per US\$)⁽¹⁾ | | | |
|-----------------------------------|---|---------------------------|------------------------------|-------------------|
| | Low⁽²⁾ | High⁽²⁾ | Average⁽³⁾ | Period-End |
| 2010 | 12.16 | 13.18 | 12.63 | 12.38 |
| 2011 | 11.50 | 14.24 | 12.42 | 13.98 |
| 2012 | 12.63 | 14.39 | 13.17 | 13.01 |
| 2013 | 11.98 | 13.44 | 12.77 | 13.07 |
| 2014 | 12.84 | 14.79 | 13.30 | 14.71 |
| Month Ended | | | | |
| January 2015 | 14.56 | 14.95 | 14.67 | 14.84 |
| February 2015 | 14.75 | 15.11 | 14.90 | 14.96 |
| March 2015 | 14.93 | 15.58 | 15.21 | 15.15 |
| April 2015 | 14.80 | 15.45 | 15.23 | 15.22 |
| May 2015 | 15.02 | 15.49 | 15.25 | 15.37 |
| June 2015 | 15.28 | 15.70 | 15.45 | 15.57 |
| July 2015 (through July 29) | 15.66 | 16.27 | 15.85 | 16.27 |

⁽¹⁾ Source: Mexican Central Bank.

⁽²⁾ Rates shown are the actual low and high, on a day-by-day basis for each period.

⁽³⁾ Average of month end rates in the case of yearly averages and average of daily rates in the case of monthly averages.

The exchange rate published by the Mexican Central Bank on July 29, 2015 was 16.27 pesos per dollar.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is based on and should be read in conjunction with our unaudited consolidated financial statements and notes thereto and the other financial information included elsewhere in this offering memorandum. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs and involve risks, uncertainties and assumptions. Our actual results could differ materially from those discussed in the forward-looking statements as a result of various factors, including those set forth under "Forward-Looking Statements" and "Risk Factors" and elsewhere in this offering memorandum.

Overview

We are the largest owner, operator and developer of wireless communications sites in Mexico in terms of number of sites. Our primary business is to provide access and use of space on our sites to wireless telecommunications carriers in Mexico for antennas, base stations and other equipment necessary for the transmission of wireless communication devices' signals. We were formed on January 5, 2015, as a result of the Opsimex spin-off from Telcel, when Telcel transferred to us certain of its sites and related infrastructure, along with other assets required for their operation and other liabilities.

Pursuant to the terms of the Opsimex Spin-off, Telcel transferred 10,785 sites to us upon our formation. After certain adjustments were made under the terms of the Opsimex Spin-off, as of March 31, 2015, we had 10,821 sites, which were deemed transferred as of the date of our formation. Since April 1, 2015, Telcel has transferred 590 more sites to us pursuant to the terms of the Opsimex Spin-off. As a result of these transfers, and of the 369 new sites that we have built since our formation, we have increased our total number of sites by 959, for a total of 11,780 sites as of the date of this offering memorandum. In addition, we have a backlog of 420 new sites under construction, which we expect to be completed within the next two months. By the end of 2015, we expect our site portfolio to increase to approximately 12,600 sites. Approximately 19.0% of our sites are located in South-Central Mexico, a region that includes Mexico City, the largest mobile wireless communications market in Mexico.

Key Factors that Affect our Performance

Revenue Growth

The primary factors that we expect will affect our financial performance and revenue growth are:

- Organic revenue, which is revenue derived from site agreements attributable to our existing sites;
- Contractual fee escalations on existing site agreements, net of cancellations or terminations;
- Revenue attributable to additional customer capacity at our sites; and
- Revenue attributable to new sites to be acquired or built.

We believe that our revenue will increase due to the growing use of wireless communications services offered by Telcel, with whom we have existing site agreements, the incremental demand for telecommunications networks from new potential customers and our ability to meet the corresponding incremental demand with our sites and new sites we expect to acquire or build in the future. By adding new customers and new equipment for existing customers on our sites, we are able to increase a site's utilization and profitability. We expect to leverage our strategically located site portfolio and our established business relationship with Telcel to attract other customers, which we expect to result in consistent and predictable organic revenue growth. In addition, we intend to continue to supplement our organic revenue growth by selectively acquiring or building new sites that can be effectively integrated into our existing portfolio.

Consistent with our strategy to increase the utilization and return on investment of our sites, we aim to increase the customer capacity at our sites. Our ability to enter into site agreements for any additional customer capacity at our sites is primarily influenced by the growth of wireless communications services offered in Mexico, the penetration of advanced wireless devices used, financial performance and access to capital by new customers as

well as general economic conditions. We measure our customer capacity by assessing several factors, including tower height, tower type, environmental conditions, existing customers in the site and zoning and permitting regulations in effect. In some instances, customer capacity can be increased through tower augmentation or reinforcement.

Mexico is a market with rapidly evolving network technology. Initial voice networks, for the most part, have already been built out, and carriers are focused on third generation (3G) network build outs and augmentations, with select investments in fourth generation (4G) and LTE technology. Recent spectrum auctions have allowed carriers to accelerate their data network deployments and have also enabled new entrants, such as AT&T, to begin investments in data networks. Smartphone penetration and wireless data usage are growing rapidly, which requires that carriers continue to invest in their networks in order to maintain and augment their quality of service. Based on industry research and projections, we expect the following key industry trends will result in incremental revenue opportunities for us:

- The deployment of advanced wireless technology across existing wireless networks will provide higher speed data services and enable fixed broadband substitution. As a result, we expect Telcel and other customers to continue deploying additional equipment across their networks.
- Wireless service providers compete based on the quality of their existing wireless networks, which is driven by capacity and coverage. To maintain and improve its network performance as overall network usage increases, Telcel continues deploying additional equipment across its existing sites while also demanding new sites. We anticipate increasing network densification over the next several years, as existing network infrastructure is anticipated to be insufficient to account for rapidly increasing levels of wireless data usage.
- Wireless service providers are also investing in reinforcing their networks through incremental backhaul and the utilization of on-site generators, which typically results in additional equipment or space leased at our sites, and incremental revenue.
- Wireless service providers continue to acquire additional spectrum, and as a result are expected to add additional sites and equipment to their network as they seek to optimize their network configuration.

Market Conditions

We expect to continue to build and, potentially, acquire new sites in Mexico. Positive or negative changes in economic conditions in Mexico will impact our overall performance. Future economic or regional downturns affecting Mexico or the Mexican telecommunications industry may impair our ability to enter into new site agreements or renew existing site agreements and, therefore, maintain or increase our customer base, as well as the ability of Telcel and any future customers we may have to fulfill their respective site agreement commitments. A global or regional recession or deceleration of the economy affecting Mexico or the Mexican telecommunications industry may affect our business and results of operations, despite our broad site portfolio and strategic site locations.

Competitive Environment

We are the largest owner, operator and developer of wireless communication sites in Mexico in terms of number of sites. As of March 31, 2015, we owned 10,821 sites throughout Mexico, which we estimate represented nearly half of all existing sites in Mexico as of that date. We believe that there will be heightened competition in the coming years, including competition from international companies. We compete both for new customers and for the acquisition of new sites with other tower companies, principally American Tower Corporation. We also compete with Mexico Tower Partners and also other independent wireless carriers, site owners, broadcasters and other alternative structures, for floor space for our sites. We believe that site location and capacity, network density, price, quality and speed of service have been, and will continue to be, significant competitive factors affecting owners, operators and managers of communications sites.

Components of Results of Operations

Revenue

Our revenue derives from monthly payments of site usage fees under our site agreements with Telcel. Our fee rates vary depending on the space required by the customer equipment in the site, floor space required by the customer and site location. Our revenue could be affected by cancellations or terminations of existing site agreements or in the event that site is damaged, destroyed or its use diminished. Our site agreements are typically five-year contracts, which are non-cancellable; however, a site agreement may be canceled or terminated upon the payment of a termination fee.

The Telcel Master Agreement provides for the key terms and conditions of our business relationship with Telcel. Based on such terms and conditions, we have entered into individual site agreements which provide for site usage fees, annual escalators and fixed annual charges that permit Telcel to place a pre-determined amount of equipment in our sites and provide for incremental fee payments if the original capacity used is exceeded. As of March 31, 2015, our site agreements had an average remaining term of 4.75 years. Accordingly, all of our revenue during the three months ended March 31, 2015 was recurring revenue that we expect to continue to receive in the foreseeable future. Most of our site agreements have provisions that increase the fee due under the site agreement annually based on the Mexican Consumer Price Index. In addition, our site agreements provide for an additional fee to cover our site rental expense. Our Telcel Master Agreement provides Telcel with the ability to rapidly and efficiently enter into site agreements to deploy equipment in our sites. We have also entered into the Iusacell Master Agreement and the Movistar Master Agreement, and we expect to enter into master agreements with other telecommunications carriers in the near future. We expect these master agreements to include similar terms and conditions as the terms and conditions included in our Telcel Master Agreement, Iusacell Master Agreement and Movistar Master Agreement.

Operating Costs and Expenses

Our costs and expenses consist primarily of site rental, which consists of rent we pay to our landlords under the underlying site leases, as well as salaries, tower maintenance costs, administrative expenses and depreciation. We do not expect our operating expenses to significantly increase as a result of adding customers to our existing sites. As a result, we expect new site agreements to provide significant incremental cash flow. We may, however, incur additional costs and expenses as we increase our presence in geographic areas where we have recently launched operations or are focused on expanding our portfolio. Our profit margin growth is therefore positively impacted by the addition of new customers to our existing sites and can be temporarily diluted by our development activities.

Operating Loss

For the three months ended March 31, 2015, we incurred operating losses in the amount of Ps.57.5 million. We expect to continue to incur operating losses at least until the end of 2016, primarily because our business is characterized by high levels of depreciation expense. We expect to continue to incur significant depreciation expenses in the foreseeable future as we expand our customer capacity and acquire and build new communication sites. We use the straight-line method for depreciation over the estimated useful life of our communications sites, which we estimate to be between 16 and 20 years.

Our operating losses may continue or increase in the future and we may not become profitable. Even if profitability is achieved, we may not be able to maintain such profitability.

Interest Income

Our interest income is currently comprised of interest income earned on bank deposits. In addition to interest income, we expect the components of our future financial cost, net to also be comprised of:

- interest expense, which will be primarily a function of the principal amount of debt outstanding and the interest rates in effect;

- gains or losses from the valuation of derivative financial instruments (if any) related to interest rates and foreign currencies;
- gains, losses or interest expense from the valuation of long-term obligations relating to the removal of tower assets and remediation of space leased; and
- net exchange gain (loss), which will be comprised of foreign exchange gains or losses relating to loans denominated in currencies different than the Mexican peso.

As of March 31, 2015, we had not incurred any interest expense; however, upon the consummation of the offering of the Cebures and the Other Cebures, we expect to incur a substantial amount of interest expense related to such financial indebtedness.

Income Taxes

The main component of our tax expense is Mexican federal income tax. Our income taxes consist of accrued and deferred taxes, computed based on IFRS requirements as explained in notes 4(n) and 8 to our unaudited consolidated financial statements. We expect to pay income tax monthly during each fiscal year.

Surplus from Revaluation of Property and Equipment

Upon the consummation of the Opsimex Spin-off, we recognized and recorded our property and equipment at cost. Subsequent to this initial recognition, we adopted the revaluation model provided for in IAS 16 (*Property, Plant and Equipment*) and, accordingly, recognize these assets at their revalued amount, being their fair value at the date of revaluation as determined by us with the assistance of independent appraisers.

If a revaluation results in an increase in value of an asset, such increase is credited to equity through other comprehensive income as a surplus from revaluation of property and equipment, unless it represents the reversal of a revaluation decrease of the same asset previously recognized as an expense, in which case it is recognized as income. If a revaluation results in a decrease in the fair market value of an asset, such decrease is also reflected as a decrease to equity, through other comprehensive income, unless it represents the reversal of a revaluation surplus of the same asset previously recognized as income, in which case it is recognized as an expense. Any revaluation decrease that takes an asset below historical depreciated cost is recognized as an expense in our statements of comprehensive income.

See notes 5(c) and 7 to our unaudited consolidated financial statements. See also “Risk Factors—Risks Related to Our Business—A decrease in the fair value of our property and equipment may have an adverse effect on our financial condition and results of operations.”

Non-IFRS Financial Measure

Included in our analysis of our results of operations are discussions regarding earnings before interest, taxes, depreciation and amortization (“EBITDA”). EBITDA is not a measure recognized under IFRS, although it is based on or derived from information contained in our unaudited consolidated financial statements. EBITDA should not be considered as an alternative to net loss (as an indicator of our operating performance), or as an alternative to operating cash flow (as a measure of our liquidity). EBITDA is presented as we believe it is a useful indicator of our current operating performance. We believe that this metric is useful to an investor in evaluating our operating performance because (1) it is a key measure used by our management team for purposes of decision making and for evaluating our performance; (2) it is widely used in the tower industry to measure operating performance as depreciation and amortization may vary significantly among companies depending upon accounting methods and useful life, particularly where acquisitions and non-operating factors are involved; (3) it provides investors with a meaningful measure for evaluating our operating performance by eliminating items that are not operational in nature; and (4) it provides investors with a measure for comparing our results of operations to those of other companies.

Our measurement of EBITDA may not, however, be fully comparable to similarly titled measures used by other companies. We include below a reconciliation of EBITDA to net loss, the most directly comparable IFRS measure.

| | Three Months Ended March 31, 2015 | |
|--------------------------|--|--------------------|
| | (millions of Ps.) | (millions of US\$) |
| Net loss | (55.1) | (3.7) |
| <i>Plus</i> | | |
| Interest income | (1.7) | (0.1) |
| Income tax benefit | (0.7) | (0.1) |
| Depreciation | 570.8 | 37.7 |
| EBITDA | 513.3 | 33.9 |

Key Metrics

The following table sets forth our key metrics as of and for the three months ended March 31, 2015:

| | As of and for the Three Months Ended March 31, 2015 |
|--|--|
| Number of sites | 10,821 |
| Average monthly site usage fee per site ⁽¹⁾ | 19.0 |
| Tenancy ratio (%) | 1.0 |
| EBITDA ⁽²⁾ | 513.3 |
| EBITDA margin (%) | 57.4 |
| Capex/Revenue (%) | 3.1 |

⁽¹⁾ In thousands of pesos.

⁽²⁾ In millions of pesos.

Results of Operations

The following table summarizes our consolidated results of operations for the three months ended March 31, 2015.

| | Three Months Ended March 31, 2015 | |
|--|--|-----------------------|
| | (millions of Ps.) | (millions of US\$) |
| | (unaudited) | |
| Statement of Comprehensive Income | | |
| Data: | | |
| Revenue | 894.2 | 59.0 |
| Operating costs and expenses: | | |
| Salaries | 16.3 | 1.1 |
| Towers maintenance | 31.1 | 2.1 |
| Site rental | 324.6 | 21.4 |
| Administration expenses | 8.9 | 0.6 |
| Depreciation | 570.8 | 37.7 |
| | <u>951.7</u> | <u>62.9</u> |
| Operating loss | <u>(57.5)</u> | <u>(3.9)</u> |
| Interest income | 1.7 | 0.1 |
| Loss before income taxes | <u>(55.8)</u> | <u>(3.8)</u> |

| | Three Months Ended March 31, 2015 | |
|--|--|-------------------------------|
| | (millions of Ps.) | (millions of US\$) |
| | (unaudited) | |
| Income tax benefit | 0.7 | 0.1 |
| Net loss | <u>(55.1)</u> | <u>(3.7)</u> |
| Surplus from revaluation of property and equipment, net of deferred taxes | 21,406.4 | 1,413.0 |
| Total comprehensive income, net of tax | <u>21,351.3</u> | <u>1,409.3</u> |

Revenue

Revenue for the three months ended March 31, 2015 was Ps.894.2 million, of which approximately 36.3% represented floor use revenue.

Operating Costs and Expenses

Operating cost and expenses for the three months ended March 31, 2015 were Ps.951.7 million, of which Ps.570.8 million, or 60.0%, consisted of depreciation expense. Site rental expense was Ps.324.6 million, which was passed through to Telcel.

Operating Loss

We incurred an operating loss in the three months ended March 31, 2015 in the amount of Ps.57.5 million. This operating loss resulted principally from depreciation expense incurred in the amount of Ps.570.8 million, which marginally exceeded our tower use revenue.

Interest Income

Interest income for the three months ended March 31, 2015 was Ps.1.7 million, consisting of interest earned on bank deposits.

Income Tax

Our income tax for the three months ended March 31, 2015 was Ps.0.6 million. Our effective tax rate during such period was (1.2)%. See notes 4(g) and 8 to our unaudited consolidated financial statements for an analysis of our income tax.

Net Loss

We incurred a net loss of Ps.55.1 million in the three months ended March 31, 2015.

Surplus from Revaluation of Property and Equipment, Net of Deferred Taxes

Our surplus from revaluation of property and equipment, net of deferred taxes was Ps.21,406.4 million in the three months ended March 31, 2015.

Financial Position

Assets

We had total assets of Ps.36,439.2 million as of March 31, 2015, comprised mainly of towers and infrastructure related and transportation equipment, net of accumulated depreciation, in the amount of Ps.35,613.1 million, which were recorded as non-current assets in our statement of financial position. As of March 31, 2015, we had total cash of Ps.674.2 million, accounts receivable from Telcel derived from our site agreements of

Ps.16.8 million and advanced payments, consisting mainly of advanced rent payments and advances to suppliers, of Ps.55.4 million, in each case recorded as current assets in our statement of financial position.

Liabilities

We had total liabilities of Ps.10,862.5 million as of March 31, 2015, comprised mainly of deferred taxes in the amount of Ps.9,157.2 million and a provision for asset retirement obligations in the amount of Ps.1,403.5 million.

Equity

Our equity is comprised of capital stock, additional paid in capital, and surplus from revaluation of property and equipment. Our equity was Ps.25,576.7 million as of March 31, 2015, comprised mainly of surplus from revaluation of property and equipment in the amount of Ps.21,406.4 million and additional paid in capital in the amount of Ps.4,190.4 million.

Liquidity and Capital Resources

We expect our liquidity to be generated principally by cash from operating activities.

Our principal liquidity and capital resource requirements consist of the following:

- costs and expenses relating to the operation of our business,
- capital expenditures for existing and new sites, and
- debt service requirements relating to our future debt.

We estimate that funds from operating activities will be adequate to meet our debt service, working capital requirements and our capital expenditure needs for the foreseeable future. However, this estimate may change based on market conditions and other factors. Our future operating performance and ability to service and repay our indebtedness will be subject to future economic and competitive conditions and to financial, business and other factors, many of which are beyond our control.

The following table presents our cash flow information for the three months ended March 31, 2015:

| | Three Months Ended March 31, 2015 |
|--|--|
| | (millions of Ps.) |
| Net cash flows from operating activities | 667.4 |
| Net cash flows used in investing activities..... | (28.2) |
| Net cash flows from financing activities | 35.0 |
| Increase in cash and cash equivalents | 674.2 |

Operating Activities

Net cash flows from our operating activities was Ps.667.4 million in the three months ended March 31, 2015, comprised mainly of the loss before income taxes offset by depreciation expense and the change in accounts payable, which are items that do not require the use of cash.

Investing Activities

Net cash flows used in our investment activities was Ps.28.2 million in the three months ended March 31, 2015, used mainly to purchase property and equipment. We expect that in 2015, total capital expenditures will be approximately Ps.1,492.0 million (US\$98.5 million). We expect to finance our capital expenditures plan with cash from operations.

Financing Activities

Net cash flows from financing activities was Ps.35.0 million in the three months ended March 31, 2015, consisting of equity contributions.

We have agreed to sell the Other Cebures, consisting of (i) Ps.4,500,000,000 aggregate principal amount of our floating rate Certificados Bursátiles due 2020 and (ii) the equivalent of Ps.7,000,000,000 aggregate principal amount in UDIs of our 4.75% Certificados Bursátiles due 2030, under our Ps.22,000,000,000 (US\$1,386.1 million) certificados bursátiles program authorized by the CNBV. We may also issue U.S. dollar-denominated debt in the international financial markets in the future.

Upon the consummation of the offering of the Cebures and the Other Cebures, we expect our total debt to be Ps.15,000.0 million (US\$990.1 million), all of which will be long-term debt and debt denominated in Mexican pesos and UDIs, and approximately 70% will accrue interest at fixed rates, and approximately 30% will accrue interest at variable rates. We do not currently expect our debt that accrues interest at variable rates to be hedged through derivative financial instruments. We expect that none of our debt will be secured by any of our assets nor guaranteed by any of our subsidiaries or parent companies.

Lease Obligations

As of the date of the Opsimex Spin-off, we had several lease agreements in place, as lessee. The following table summarizes our site rental payments under those leases for the years indicated.

| | As of December 31, | | | | | | |
|---------------------------|---------------------------|-------------|-------------|-------------|-------------|----------------------------|------------------|
| | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 and thereafter | Total |
| | (thousands of Ps.) | | | | | | |
| Site rental payments..... | 1,594,108 | 1,100,768 | 954,775 | 862,294 | 759,424 | 2,280,187 | 7,551,556 |

Off-Balance Sheet Arrangements

As of the date of this offering memorandum, we did not have any off-balance sheet arrangements.

Accounting Policies

See note 4 to our unaudited consolidated financial statements for a summary of our principal accounting policies generally, and the significant accounting judgments, estimates and assumptions used by us in preparing our financial statements.

Qualitative Disclosures about Market Risk

Our activities expose us to a variety of financial risks: exchange risk, interest rate risk, credit risk and liquidity risk. Our management is focused on mitigating those potential adverse effects in our financial performance.

Exchange Risk

We may incur U.S. dollar-denominated debt in the future, resulting in exposure to currency exchange rate risk that could affect our ability to meet our financial obligations. We may consider entering into hedging arrangements in the future to cover this potential foreign exchange risk.

Interest Rate Risk

We may incur debt that accrues interest at variable rates in the future, resulting in exposure to interest rate risk that could affect our ability to meet our financial obligations. We may consider entering into hedging arrangements in the future to cover this potential interest rate risk.

Credit Risk

Credit risk results from our credit exposure to our customers, mainly due to account receivable's balances that may result in a loss in case they are not honored.

Liquidity Risk

Our treasury department is responsible for our budget, cash flow projections and working capital requirements. This allows us to supervise liquidity requirements, and ensure that we have sufficient resources to comply with our operating requirements and financial obligations in order to avoid potential defaults under our contractual obligations.

THE TOWERS MARKET

Towers Market Overview

In recent years, the global trend in the telecommunications industry has been the simultaneous expansion of customers and networks. In particular, the dominant belief was that the development of one's own infrastructure was a strategic activity for companies in the industry because, when companies began deploying wireless networks, coverage was a major differentiating factor. However, the evolution of the wireless telecommunication market has led telecommunication operators, in developed and emerging markets, to redefine their strategy towards differentiation in service and deployment of their site infrastructure.

Such circumstances, together with the growing capital expenditures required to meet data traffic volume, resulted in the need for telecommunication companies to adjust strategies, paving the way for operators to begin sharing towers and corresponding sites, or selling their infrastructure to third parties so that it may be more efficiently marketed.

This paradigm shift is especially important in Latin America and the Caribbean because the penetration of fixed telephone lines in the region is relatively low compared to the rest of North America or Europe, which makes the deployment of wireless telephone networks more relevant. Because of this, it is estimated that wireless services will play an increasingly relevant role in Latin America and the Caribbean, given the demand for broadband services. In particular, the deployment of long-term evolution technology may drive the need to introduce new networks and increase coverage. Companies like Telefónica, Oi, Nextel and Millicom have adopted the business model described above, and have sold more than 30,000 wireless towers in recent years.

As a result, there has been a surge in companies specializing in the provision of radio communications infrastructure services. According to KPMG, in India, for example, in 2006, 100% of the towers were operated directly by telecommunication operators, while in 2010, approximately 85% were operated by independent companies.

In the United States there are three public companies that operate in the radio communications infrastructure operation sector: American Tower Corporation, Crown Castle International Corporation, and SBA Communications Corporation. According to an August 2014 report by S&P Capital IQ, American Tower Corporation is the largest independent operator of communication and broadcasting towers in North America based on the number of towers and sales; currently more than half of its sites are located outside of the United States. Generally, the main customers of these businesses are the wireless telecommunication operators with large market shares in the United States, which, in the case of American Tower Corporation, represented around 84% of its U.S. sales in 2013.

One of the ways in which those companies have grown in recent years is from the sale by wireless telecommunication operators of certain assets that formed part of their passive infrastructure. The wireless telecommunication operators made these sales because they determined it was more efficient and competitive to discontinue their investment in this infrastructure and to utilize the resources obtained from these sales to finance their core businesses. There are also multiple examples of telecommunication operators spinning off their passive infrastructure operations in order to have two distinct, specialized businesses.

According to TowerXchange, nearly 60% of sites in Latin America are owned by telecommunication operators. Once the Opsimex Spin Off is completed, it is estimated that 91% of Mexico's sites will be owned by independent companies. In Brazil, independent companies such as American Tower Corporation and SBA ramped up the acquisition of sites from existing players in recent years, reaching a penetration of over 70%.

Favorable Demographic Trends

With a nominal GDP per capita of US\$10,359 and a population of approximately 124 million people in 2014, Mexico is a key market in Latin America which has experienced significant growth in recent years. After the 2008 crisis, the economy grew at an average annual growth rate of 3.34% in the last five years, according to EIU. Additionally, due to its robust economic growth and relatively young, growing population, the Mexican Association of Market and Public Opinion Research Agencies (*Asociacion Mexicana de Agencias de Investigacion de Mercado y*

Opinion Publica, AMAI) estimates that the Mexican middle class will increase by approximately 23 million people by 2025.

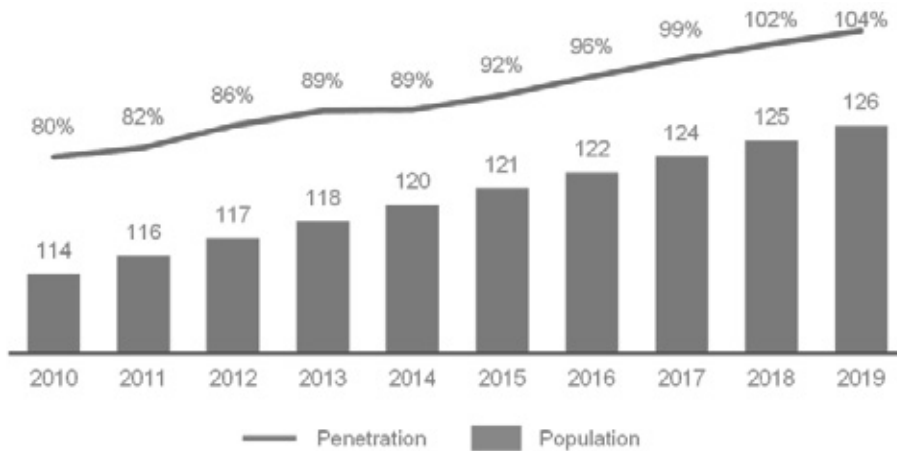
We believe Mexico’s economic growth outlook and favorable demographic trends will drive telecommunications demand, particularly in the wireless segment. This phenomenon would increase the number of subscribers and active mobile devices for key wireless players across Mexico. Furthermore, the transition from 3G to 4G networks will enhance the quality of service and spur the expansion of wireless telecommunication networks.

Expected Market Growth

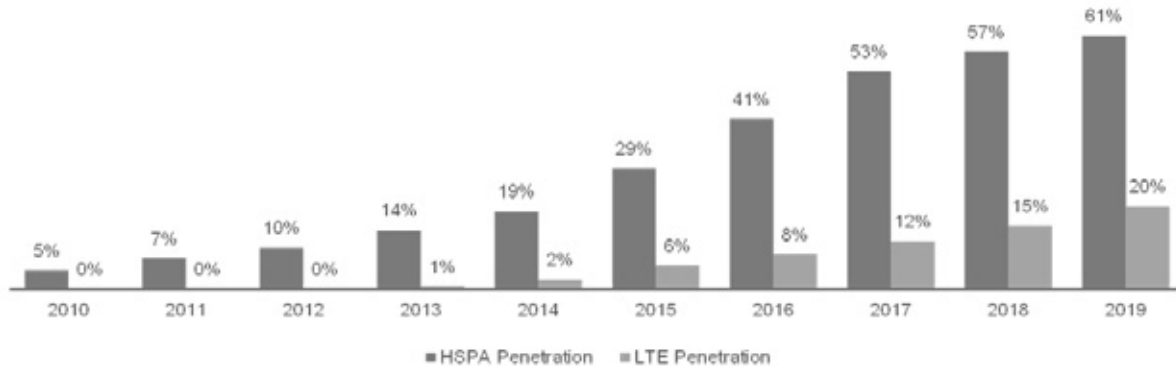
Mexico has an attractive wireless market with approximately 104 million subscribers as of December 31, 2014. Due to economic growth, a growing middle class and broader mobile coverage, Pyramid Research estimates that the number of mobile phone users in Mexico will increase at a compound annual growth rate of 4% from 2014 to 2019.

According to Pyramid Research, mobile penetration in Mexico reached 89% in 2014, compared to an average penetration of 119% in Latin America, reflecting an attractive market with significant upside potential. Additionally, Pyramid Research expects mobile penetration to reach 100% in 2018.

The chart below illustrates Mexico’s population and mobile penetration in Mexico from 2010 to 2019 according to Pyramid Research.



Current and expected increase in smartphones sales is expected to generate additional data traffic in the Mexican network, as consumers tend to utilize more data than voice or SMS on these phones. Approximately 20% of all equipment in Mexico use HSPA or LTE technologies. As this trend accelerates over time, it is expected that telecommunication operators will need additional site infrastructure in order to cope with the increasing demand for data traffic. The graph below summarizes the evolution of HSPA and LTE penetration from 2010 to 2019, according to Pyramid Research.



BUSINESS AND PROPERTIES

Overview

We are the largest owner, operator and developer of wireless communications sites in Mexico in terms of number of sites. Our primary business is to provide access and use of space on our sites to wireless telecommunications carriers in Mexico for antennas, base stations and other equipment necessary for the transmission of wireless communication devices' signals. We were formed on January 5, 2015, as a result of the Opsimex spin-off from Telcel, when Telcel transferred to us certain of its sites and related infrastructure, along with other assets required for their operation and other liabilities.

Pursuant to the terms of the Opsimex Spin-off, Telcel transferred 10,785 sites to us upon our formation. After certain adjustments were made under the terms of the Opsimex Spin-off, as of March 31, 2015, we had 10,821 sites, which were deemed transferred as of the date of our formation. Since April 1, 2015, Telcel has transferred 590 more sites to us pursuant to the terms of the Opsimex Spin-off. As a result of these transfers, and of the 369 new sites that we have built since our formation, we have increased our total number of sites by 959, for a total of 11,780 sites as of the date of this offering memorandum. In addition, we have a backlog of 420 new sites under construction, which we expect to be completed within the next two months. By the end of 2015, we expect our site portfolio to increase to approximately 12,600 sites. Approximately 19.0% of our sites are located in South-Central Mexico, a region that includes Mexico City, the largest mobile wireless communications market in Mexico.

We have entered into the Telcel Master Agreement, the Iusacell Master Agreement and the Movistar Master Agreement. We have entered into site agreements with Telcel, and we expect to enter into site agreements with Grupo Iusacell and Movistar in the future. Telcel, which is currently our only source of revenue, is Mexico's largest wireless telecommunications carrier, with over 71.5 million cellular subscribers and an estimated 69.5% market share as of December 31, 2014. As of that date, Telcel's network covered approximately 93.0% of the Mexican population.

Pursuant to our business plan, we are seeking to enter into site agreements with additional customers. Any such agreements with other telecommunication carriers would be on substantially the same terms as the existing agreements that we have with Telcel. We believe that we will be able to increase our revenue through the addition of new customers to our existing and future sites. Our strategy is focused on increasing the number of customers using each of our sites, increasing the number of sites in our portfolio and maximizing efficiency in our operations. We believe that these goals are aligned with those of our customers who are wireless communications carriers, as they seek to deploy new technologies, have continuity in coverage and rapidly expand their mobile networks.

We estimate that, as of March 31, 2015, our site portfolio represented nearly half of all existing sites in Mexico. We believe that we are well-positioned to take advantage of an increase in demand for the use of site space carriers in Mexico. We anticipate that the increase in demand for sites will be mainly driven by the rollout of new technologies such as LTE, use of higher frequencies, increase in data usage due to higher smartphone penetration and the tendency of Mexican telecommunications carriers to expand their network coverage. In 2013, COFETEL estimated that Mexico requires a four-fold increase in wireless base stations to achieve the levels of wireless service quality that COFETEL concluded were appropriate to meet the needs of the country. Because such increase would result in a corresponding rise in demand for wireless communications sites, we believe it would create an important growth opportunity for us.

History and Spin-offs

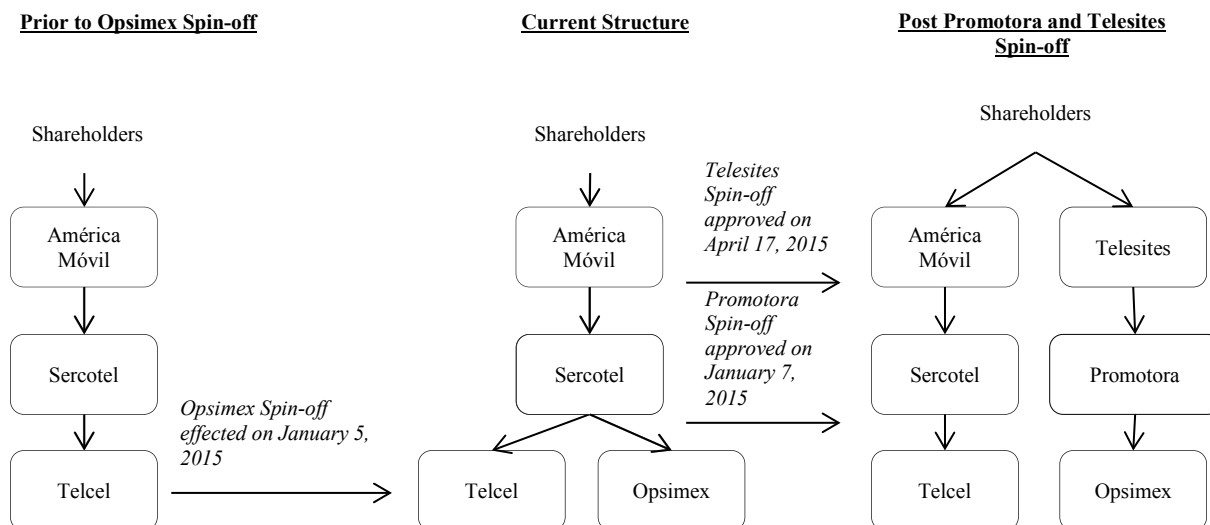
On July 8, 2014, América Móvil announced its plan to separate its site infrastructure from its Mexican wireless operations in order to allow for their independent operation and their marketing to all interested parties. Such plan consists of a spin-off (*escisión*) at each of the following three levels:

- the Opsimex Spin-off, effected on January 5, 2015, pursuant to which we were formed and Telcel transferred to us certain of its sites and related infrastructure, along with other assets required for their operations and related liabilities;

- the Promotora Spin-off, approved by an extraordinary meeting of the shareholders of Sercotel on January 7, 2015, pursuant to which certain assets (including all the shares of capital stock of Opsimex), liabilities and capital of Sercotel will be transferred to a new company called Promotora, subject to the satisfaction of certain conditions; and
- the Telesites Spin-off, approved by an extraordinary meeting of the shareholders of América Móvil on April 17, 2015, pursuant to which certain assets (including all the shares of capital stock of Promotora), liabilities and capital of América Móvil will be transferred to a new company, subject to the satisfaction of certain conditions, which is expected to be a public stock corporation with variable capital (*sociedad anónima bursátil de capital variable*) under the name of Telesites S.A.B. de C.V. (“Telesites”). América Móvil has announced that it intends to distribute the shares of Telesites to América Móvil’s shareholders.

The effectiveness of each of the Promotora Spin-off and Telesites Spin-Off is subject to the condition that (i) the Mexican Tax Administration Service confirms that such spin-offs are not deemed a “sale transaction” for tax purposes and (ii) the IFT approves or confirms that such spin-offs constitute a corporate reorganization that does not require a merger control filing. If the IFT does not confirm the above, the Promotora Spin-off and Telesites Spin-off will require a merger control filing and approval. See “Risk Factors—Risk Factors Related to Our Business—We may not realize the potential benefits from the Telesites Spin-off in the near term or at all.”

The following organizational charts show our organizational structure (i) before our formation in the Opsimex Spin-off, (ii) as of the date of this offering memorandum and (iii) as expected, upon completion of the Promotora Spin-off and the Telesites Spin-off.



As the above charts illustrate, when the Telesites Spin-off becomes effective, the shares of our parent company Telesites are expected to be initially held directly by the current shareholders of América Móvil and trade freely on the Mexican Stock Exchange. At that point, we will cease to be a subsidiary of América Móvil.

Competitive Strengths

We believe that we are well-positioned as a leading independent owner, operator and developer of wireless communications sites in Mexico and our main competitive strengths include:

Significant growth opportunity as a result of positive industry trends, substantial growing market and regulatory changes

Rapid growth has positioned the Mexican wireless telecommunications sector as a highly attractive market that is well positioned for continued future growth. Low mobile penetration in Mexico of 89% compared to an average of 119% in the rest of Latin America reflects opportunities for current wireless communications carriers.

Other key drivers that we expect will contribute to our industry's growth include:

- shifts in wireless telecommunication carriers' business strategy to focus on service differentiation;
- growing capital expenditures to meet data traffic volume;
- recent regulatory reforms in Mexico granting access and shared use of wireless communications site infrastructure; and
- deployment of long-term evolution ("LTE") technology.

Attractive long-term arrangements with a high-quality customer

Our Telcel Master Agreement provides for access and use of specific spaces and other passive infrastructure on our sites under specific site agreements that have minimum terms of five years, with renewal upon Telcel's request, providing us with a generally predictable stream of revenue. We believe that the benefits of such long-term arrangements are enhanced by the quality of our current and expected customers, given the strength of their respective business models. Furthermore, the wireless communications site infrastructure we provide is an important component of our current and expected customers' operations which we believe substantially reduces our collection risk.

The results of our operations will be directly impacted by the creditworthiness of our customers. We have entered into master agreements with Telcel, Grupo Iusacell and Movistar, and we have entered into site agreements with Telcel. In accordance with our business plan, we are seeking to enter into additional master and site agreements with customers covering multiple sites. We believe solid revenue streams and high-quality ratings make the Mexican wireless telecommunications sector a market with attractive potential customers.

América Móvil, the parent company of our customer Telcel, has a market capitalization of US\$ 72 billion, and Moody's, S&P and Fitch ratings of A2, A- and A, respectively.

High potential operating leverage and limited expenditures in connection with maintenance result in strong cash flow generation

We believe that our high potential operating leverage, together with our effective cost-management policies and relatively low capital expenditures will enable us to deliver strong cash-flows and EBITDA and, consequently, meet our financial obligations.

As a result of our financial discipline and cost-management policies, our operating expenses (excluding depreciation) corresponded to approximately 42.6% of our operating revenue for the three months ended March 31, 2015. Moreover, we believe that future profitability can be achieved given that incremental costs and expenses related to additional customers are minimal, resulting in a larger portion of the increased revenue turned to profit.

Organic growth potential

Since our formation, we have built 369 new sites. As of the date of this offering memorandum, we have a backlog of 420 sites, which we expect to be completed within the next two months. By the end of 2015, we expect our site portfolio to increase to approximately 12,600 sites, principally through organic expansion.

Over the next five years, we expect to make capital investments of at least Ps.1,000 million per year to satisfy our expansion needs. Our investment strategy will depend on full business and financial due diligence to determine the most suitable locations for our communications sites in order to meet our customers' network requirements. We believe that our organic growth will continue to support our customers' needs, and consequently contribute to our stable revenue growth.

Experienced management team

Before the Opsimex Spin-off, pursuant to which we were formed, Telcel was a key participant in the wireless infrastructure, and specifically in the tower building field, with sound economic and technical resources. We have inherited Telcel's expertise and human resources, which we believe provides us with a significant advantage over other participants in the field.

Members of our management team have an average of 16 years of experience in the Mexican telecommunications industry and real estate industry. They have a strong focus on financial performance and operational efficiency, and work to achieve these goals in a socially and environmentally responsible manner. Our Chief Executive Officer and Chief Financial Officer, Mr. Gerardo Kuri, is an industrial engineer with over 10 years of experience in construction, real estate and telecommunications. Mr. Kuri has held a senior management position for nine years. Our Chief Operating Officer, Mr. Luis Díaz, is a civil engineer with 20 years of experience in the telecommunications industry and, prior to joining us, he had been responsible for managing telecommunications infrastructure for 12 years at Telcel.

Our management practices are also focused on our relationships with stakeholders (including our shareholders and current and prospective customers) so as to leverage our competitive position. We believe that the specialized experience of our professionals and their in-depth knowledge of our company and our stakeholders will contribute significantly to our cost-effective and efficient operations. With such a strong management team at the helm of our company, we believe their vast industry expertise and longstanding relationships with potential customers will generate significant margin growth and expansion of our site portfolio.

Business Strategy

We were spun off from Telcel in order to separately develop our site infrastructure business. Our strategy is based on increasing the number of customers using each of our sites, increasing the number of sites and the composition of our portfolio and maximizing the efficiency of our operations.

Our business model becomes more efficient as more customers use our sites. Consequently, the greater number of customers per site, the greater our revenues and EBITDA. As of March 31, 2015, we estimate that our share of the market is 48%, based on the number of towers. American Tower Corporation is our largest competitor, with a 36% market share, based on the number of towers. The rest of the market consists of minority participants. We have a site portfolio with ample coverage on a national level that we estimate will attract our potential clients as they seek to expand their network coverage.

Wireless penetration has been lagging in Mexico compared to the rest of Latin America for a variety of reasons. We believe the Mexican market is in an optimal situation for sustained growth within the next five years, given the increase in demand for wireless telecommunications services, specifically wireless data services, which require a greater density of site infrastructure in order to provide better service

To accomplish our strategy, we have assembled a management team with experience in the industry that will be dedicated to implementing our strategy with a focus on maximizing medium and long term growth.

Our Operations

We own and operate sites that comprise vertical structures designed for the installation of equipment by multiple wireless telecommunications carriers and are built on parcels of land (which typically measure approximately 100-200 square meters) or on building rooftops. Currently, we do not own the real estate where our wireless communications sites are located. We lease such real estate on a long-term basis at market rates, typically for 10-year periods, with certain renewal rights at our option.

We grant access and use of our sites to our customers for the placement of their antennas and base stations on our sites' towers and of their cabinets on our sites' floor space. Our current site agreements require periodic fee payments in Mexican pesos comprised of a tower usage fee and a floor usage fee. Tower usage fees are fixed and classified depending on the location of our sites under a master agreement. Floor usage fees pass through the rent we pay under the underlying floor lease to each of our customers. These fees are payable monthly for tower usage fees and in accordance with the underlying floor lease for floor usage fees. Under the Telcel site agreements' escalation clause, tower usage fees are linked to the *Indice Nacional de Precios al Consumidor* (the national consumer price index, or the "INPC") and floor usage fees increase in accordance with the underlying floor lease.

The number of wireless subscribers in Mexico has grown rapidly in recent years. There were 104 million wireless subscribers as of December 31, 2014 compared to 90 million as of December 31, 2010, which represents a compound annual growth rate of 10%. Penetration, measured as total wireless subscribers divided by total population, reached 89% in 2014 compared to 80% in 2010. However, wireless penetration is still low in Mexico when compared to other Latin American countries, where the average penetration was 119% by 2014. As penetration and the number of wireless subscribers in Mexico increase, it is expected that telecommunications carriers will require use and access to more tower space in order to provide consistent and high-quality service. Recent regulatory changes in Mexico have stimulated the entrance of new telecommunications carriers. For example, in 2015, AT&T, one of the largest global wireless operators worldwide, bought Grupo Iusacell and Nextel in Mexico, thus acquiring a wireless market share of approximately 11%. It is expected that AT&T will expand its network in Mexico, creating an opportunity for us to increase the number of customers in some or all of our sites.

Our Reference Offer, Master and Site Agreements

Our core business is to build, install, maintain and provide access to our towers and other support structures, as well as physical space for the location of towers and other non-electronic components, via long-term site agreements. Our site business generates all of our revenues.

Our Reference Offer

Under the new telecommunications regulatory framework, we offer access and shared use of our sites to all current and future customers pursuant to a Tower Reference Offer (the "Reference Offer"), whose terms have been approved by the IFT. See "*—Regulatory Framework—Reference Offer*" below. The Reference Offer includes a summary of the terms of access and shared use of our sites and includes a master agreement for the provision of such services containing such terms (the "Master Agreement").

The Master Agreement

The Master Agreement sets forth the terms and conditions for the access and use of our sites, as approved by the IFT. While its terms, including fees, are negotiable under the Master Agreement, they must be offered on non-discriminatory basis and may vary by site, depending on the geographic location of the sites. In the event we do not reach an agreement on fees with our customers, the IFT may determine the fees to be applied. The Telcel Master Agreement, Iusacell Master Agreement and Movistar Master Agreement all have substantially the same terms as the current Master Agreement.

Upon execution of the Master Agreement with a customer, the following terms apply:

- The customer will have access to information regarding the location and characteristics of all of our sites, such that it may identify those of our sites in which it is interested;

- The customer may obtain information *in situ* about particular sites by requesting a technical visit in the company of our personnel;
- If the customer determines that it is interested in a particular site, it must submit an application to us indicating the equipment it plans to install, including its relevant characteristics and placement requirements, such as height and orientation;
- Upon receipt of a customer application, we proceed to conduct a placement feasibility analysis and determine whether any modification, including space optimization, of the site is necessary for its use as described in the customer's application. We expect that the need for any modifications will be infrequent and in the event that any such modifications are necessary, we are responsible for their implementation, while the customer is responsible for all associated costs;
- If the placement feasible analysis concludes that the customer's contemplated use is feasible and after any modifications to the site have been made, we provide our customer with a site agreement governing the use of the specific site; and
- After execution of the site agreement, our customer may proceed to install its equipment, after which we conduct tests jointly to ensure that the equipment is installed as described in the customer application and that such installation does not affect any other customer at that particular site.

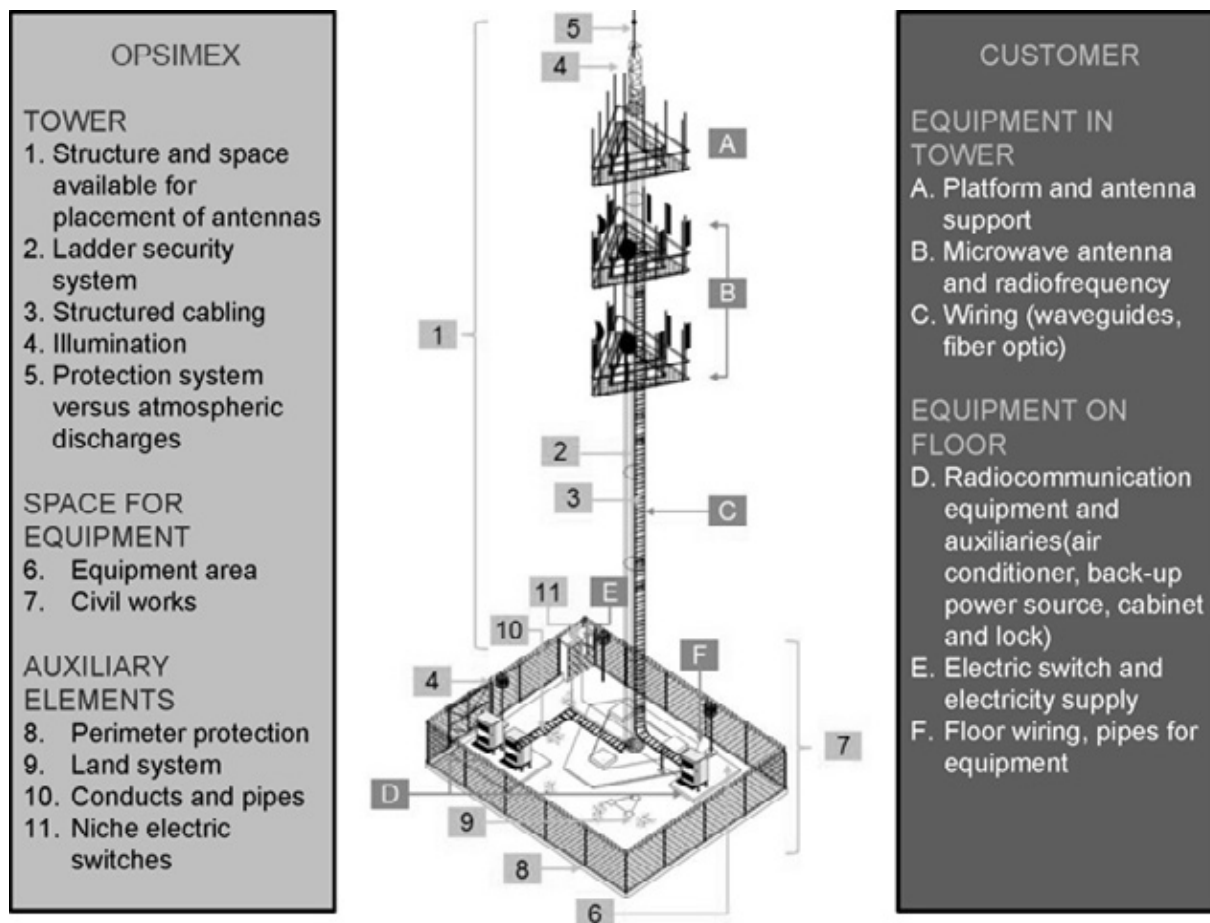
Under the terms of the new regulatory framework, our current Master Agreement will expire on December 31, 2015 and, subsequently, every two years. We must file a new draft Master Agreement with the IFT by June 30 in the year in which the governing Master Agreement is set to expire. On June 30, 2015, we filed a new draft of the Reference Offer, including a draft Master Agreement, for the IFT's review and approval. Such draft Master Agreement contains substantially the same terms as the current Master Agreement. On July 13, 2015, the IFT decided to open a public consultation process so that interested parties may provide comments to the filed draft Reference Offer. The consultation will be open for 30 days, during which the IFT will consider all comments received from the public and determine whether to propose additional changes to the filed draft Reference Offer. We cannot assure that the terms of our Reference Offer, including those of our Master Agreement, will not suffer material changes from its current terms.

Our Site Agreement

Each site agreement governing a particular customer's use of a given site sets forth the price, payment period and escalation provisions applicable to space on the tower, term, floor space, and any other related terms, such as the use of access roads.

The site agreement has a mandatory minimum term of five years, except in certain circumstances, including when the underlying floor lease expires in less than five years, in which case the site agreement may expire simultaneously with the floor lease. After expiration, the site agreement is renewable at our customer's request. The expiration of the Master Agreement has no effect on the term of our site agreement.

The site diagram below identifies which elements we own and those for which our customers are responsible under the site agreement.



Our Master and Site Agreements with Telcel

We entered into the Telcel Master Agreement, effective as of the date of our formation, under the same terms as those contained in our Reference Offer. Under the Telcel Master Agreement, we agree to access and shared use of our sites. In addition, we have entered into individual site agreements with Telcel, that govern their access and use of those sites we have built since our formation. All of our Telcel site agreements have the following terms:

- Five-year term;
- Tower usage fee schedule based on site location;
- Monthly fee payment for tower use and in accordance with the underlying floor lease for floor usage fees; and
- Escalation clause linked to the INPC for tower usage fees, and in accordance with the underlying floor lease for floor usage fees.

Our Sites

Our sites consist of the non-electronic components of telecommunication networks, which primarily include:

- the physical spaces on real property (or parts thereof), which we lease from third parties (the “floor”);
- the towers, masts, posts and other structures that provide support for radio communication antennas (the “towers”); and

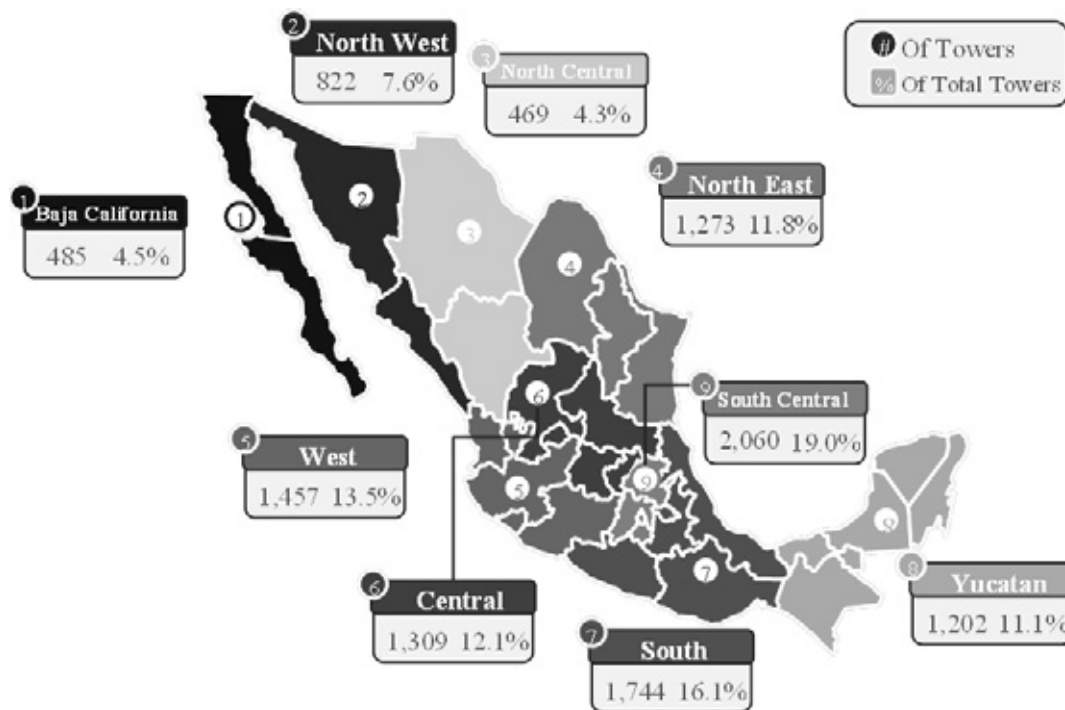
- the civil engineering works, frames, ducts and components to delimit and restrict access, other on-site accessories that are useful for the installation and operation of radio equipment and auxiliary and safety equipment.

Our sites may be utilized in a wide variety of wireless communications industries, including mobile services, such as cellular voice and data and, in some cases, specialized mobile radio and fixed microwave.

Pursuant to the terms of the Opsimex Spin-off, Telcel transferred 10,785 sites to us upon our formation. After certain adjustments were made under the terms of the Opsimex Spin-off, as of March 31, 2015, we had 10,821 sites, which were deemed transferred as of the date of our formation. Since April 1, 2015, Telcel has transferred 590 more sites to us pursuant to the terms of the Opsimex Spin-off. As a result of these transfers, and of the 369 new sites that we have built since our formation, we have increased our total number of sites by 959, for a total of 11,780 sites as of the date of this offering memorandum. In addition, we have a backlog of 420 new sites under construction, which we expect to be completed within the next two months.

Site Location

All our sites are located in Mexico and, as of March 31, 2015, we owned a total of 10,821 sites, all of which are subject to the Telcel Master Agreement. The map and table below illustrate the geographic distribution of our sites as of March 31, 2015:



| Region | States | Number of Sites | Percentage of Total Sites (%) |
|---------------|---|-----------------|-------------------------------|
| South Central | Hidalgo, Morelos, México City | 2,060 | 19.0 |
| South | Puebla, Veracruz, Oaxaca, Guerrero | 1,744 | 16.1 |
| West | Jalisco, Michoacán, Colima, Nayarit | 1,457 | 13.5 |
| South East | Yucatán, Campeche, Tabasco, Chiapas, Quintana Roo | 1,202 | 11.1 |
| North East | Nuevo León, Tamaulipas, Coahuila | 1,273 | 11.8 |

| | | | |
|----------------------|---|-------|------|
| Central | Querétaro, Guanajuato, San Luis Potosí, Aguascalientes, Zacatecas | 1,309 | 12.1 |
| North West..... | Sinaloa, Sonora | 822 | 7.6 |
| North..... | Chihuahua, Durango | 469 | 4.3 |
| Baja California..... | Baja California Sur, Baja California | 485 | 4.5 |

We classify our sites based on the socioeconomic levels of households in the zones in which such sites are located. The socioeconomic zoning in Mexico is conducted by an independent organization called the Mexican Association of Marketing Research and Public Opinion Agencies (*Asociación Mexicana de Agencias de Investigación de Mercado y Opinión Pública*, or “AMAI”). AMAI assigns a socioeconomic zoning, using a set of criteria that include education level, household infrastructure (number of rooms, bathrooms and lighting) and standard of living. In accordance with this data from AMAI, our classification of each site is as follows:

- **“AAA” sites:** High income areas (corresponding to zones designated as socioeconomic level of A/B by AMAI).
- **“AA” sites:** Medium income areas (corresponding to zones designated as socioeconomic level of C+/C by AMAI).
- **“A” sites:** Medium-low income areas (corresponding to zones designated as socioeconomic level of D+ by AMAI).
- **“I” sites:** Mainly industrial areas or parks and their surroundings.
- **“B” sites:** Low income/rural areas (corresponding to zones designated as socioeconomic level of D/E by AMAI).

The tower usage fees we charge our customers vary depending on this classification, whereby we charge the highest fees for “AAA” sites and the lowest fees for “B” sites.

Our sites are located on rooftops or ground/land based (greenfield) sites. As of March 31, 2015, approximately 19.4% of our sites were located on rooftops and 80.6 % were ground/land sites.

| Type of Site | Approximate Percentages (%) |
|-------------------------------|------------------------------------|
| Ground/land based sites | 80.6 |
| Rooftop sites | 19.4 |

Customer Capacity

The majority of our sites have the capacity to accommodate up to three customers. Our ground/land based sites are designed to accommodate up to three customers, while our ground/land based sites with towers that are 45 meters high or higher have the capacity to accommodate up to five customers. Our rooftop sites can accommodate additional customers by installing additional masts if there is sufficient floor area.

Site Area

In terms of area, while our sites can occupy areas as large as 400 square meters, 49% of our sites are within the 100 and 200 square meter range. On ground/land based sites, larger areas result in greater stability for guyed towers (as described below) whereas in rooftop sites, greater area allows for additional installation of mast towers (as described below). In each case, larger areas allow customers to install additional floor cabinets and related equipment. The table below breaks down our sites by area.

| Area | Percentages (%) |
|---------------|------------------------|
| 0-100 | 37.2 |
| 100-200 | 49.0 |
| 200-300 | 10.7 |
| 300-400 | 3.1 |

Tower Types

At each site, the design of our towers are customized in accordance with the site specifications, taking into account factors such as the availability of space, zoning restrictions, and the need for strength and versatility. The four principal designs include guyed towers, self-supporting towers, mast towers and monopole towers. Guyed towers are supported by guy wires and are used in sites with reduced base space, where greater stability is required in order to maintain the structure; these are best suited for ground/land based sites. Self-supporting towers, which are typically surrounded by a lattice support structure, offer the greatest amount of stability and can be the tallest of the four different tower types. Given their height, self-supporting towers are best suited for ground/land based sites. Mast towers are smaller monopole structures supported by a mast. The size of mast towers makes them ideal for rooftop sites, where it is possible to have more than one mast tower per rooftop. Monopole towers, which are the least intrusive and easiest to erect, consist of a single pole that can be up to 45 meters tall and are generally constructed on ground/land based sites. These four types of towers constitute, respectively, 12.99% (guyed), 52.81% (self-supporting), 11.64% (mast) and 22.56% (monopole).



Guyed



Self-Supporting



Mast



Monopole

Floor Leases

Currently, while we own all of our towers, we do not own the real estate properties where our site infrastructure is located. We lease such real estate on a long-term basis, typically for 10-year periods, with certain renewal rights at our option. We pass on our rental costs under our floor leases to our customers as floor usage fees. We have not pledged any of our assets as collateral to secure our obligations or those of third parties under any of our floor leases. The table below presents the average length of our floor leases. Under our current policy, when we enter into new leases or renew existing ones, we seek to do so for the maximum term allowable under applicable state regulation, which can vary from 10 to 20 years, and to include automatic renewal provisions for that same maximum term.

| <u>Length of Land Leases</u> | <u>Percentage of Total Sites (%)</u> |
|------------------------------|--------------------------------------|
| <10 years | 8.6 |
| 10 years | 73.1 |
| >10 years | 18.3 |

Site Construction

We work closely with our existing customer and expect to work closely with potential customers to identify the need for and construct additional sites that will strengthen such customers' wireless network coverage. We identify strategic locations for new site infrastructure that will serve our customers' network coverage needs. After we identify potential sites for the placement of new towers and confirm the desirability of that location with our customers, we contract with third parties to develop the infrastructure on the new site. Currently, we have existing relationships with several third-party providers, the most significant of which are Infracomex, S.A. de C.V., Teloram, S.A. de C.V. and Operadora Cicsa, S.A. de C.V. These provide construction services for the strategic infrastructure projects that we develop.

Under such arrangements, the contractor provides us with various services that include searching for locations for the development of new sites in accordance with specifications we provide and obtaining permits required to build sites and construction services to erect new towers. Our contracts require third-party providers to follow quality and safety specifications, complete projects within an agreed-upon timeframe, respond to any claims arising from the construction of the project and provide various indemnifications, including for hidden faults. Throughout the construction process, we have the right to supervise the work and our contractors have an obligation to provide us with periodic reports related to the construction progress. We pay for these services using installment payments. In case of construction delays or delays associated with the procurement of required permits, we have the right to request that the constructors pay penalties and the right to terminate the contract.

Customers

As of March 31, 2015, we had only entered into site agreements with Telcel, representing 100% of our revenues. Telcel is Mexico's largest wireless telecommunications carrier, with over 71.5 million cellular subscribers and an estimated 69.5% market share as of December 31, 2014. For the year ended December 31, 2014, Telcel had operating revenues of Ps.195,710 million, compared with Ps.193,178 million and Ps.183,645 million for the years ended December 31, 2013 and 2012, respectively. For the year ended December 31, 2014, Telcel had operating income of Ps.73,462 million, compared with Ps.78,761 million and Ps.81,961 million, for the years ended December 31, 2013 and 2012, respectively. Telcel is a subsidiary of América Móvil, which, through Telcel and other subsidiaries, provides telecommunications services in 25 countries, has shares publicly traded on the Mexican Stock Exchange and the New York Stock Exchange and files reports with the CNBV and the SEC.

On June 2, 2015, affiliates of Grupo Iusacell, a subsidiary of AT&T, entered into the Iusacell Master Agreement with us, and on July 6, 2015, Movistar, a subsidiary of Telefónica, and certain of Movistar's affiliates entered into the Movistar Master Agreement, pursuant to which agreements we expect to enter into site agreements in the future. Pursuant to our business plan, we are seeking to enter into additional site agreements with customers. Any such agreements with other telecommunication carriers would be on substantially the same terms as the existing site agreements that we have with Telcel.

Competition

An independent market for site infrastructure access and use and related services emerged in Mexico over 14 years ago and the sector sped up significantly in recent years with the sale of portfolios of sites by some mobile telecommunication operators. Currently, we represent nearly half of the market share of the site industry in Mexico. However, we believe that there will be heightened competition in the coming years in site infrastructure purchase and development, including competition from international companies. Our main direct competitors include American Tower Corporation and México Tower Partners.

Employees

We created our subsidiary Demonsa S.A. de C.V. (“Demonsa”), a service provider company, to manage our human resources and handle our payroll.

As of March 31, 2015, we had 129 employees, 5% of which are our officers. 86 of our employees are unionized. To date, our relationship with the union representing our employees has remained on good terms.

Other Material Contracts

We and our subsidiary Demonsa each have insurance coverage on standard terms for companies engaged in similar activities in Mexico, covering risks associated with fire, natural disasters, civil liability, damage to customer equipment and transport of equipment. We consider this coverage to be adequate to meet our needs and those of our subsidiaries.

Trademarks

We are in the process of filing ten trademark applications with the Mexican Institute of Industrial Property (*Instituto Mexicano de la Propiedad Industrial*), for the use of the brand names Operadora Telesites, Opsimex, Telecom Sites and Telesites. All of these applications are pending as of the date of this offering memorandum. The ability to use such trademarks will allow us to identify and distinguish our site infrastructure and develop a distinctive brand identity.

Sales and Marketing

We have developed sales and marketing strategies aimed at growing our site business in order to maximize investment returns on our sites with underutilized capacity. Our sales and marketing personnel will also be responsible for bringing new technologies to market or to be used on our sites, cultivating new customer relationships, helping us identify new business opportunities and sustaining our position as a market leader.

Regulatory Framework

Telecommunications Framework

Overview

Over the past two years, Mexico has developed a new legal framework for the regulation of telecommunications and broadcasting services. The new legal framework is based on a package of constitutional amendments passed in June 2013 and implementing legislation enacted in July 2014, which established the new Federal Law on Telecommunications and Broadcasting (*Ley Federal de Telecomunicaciones y Radiodifusión*) to replace the prior statutory framework.

The Federal Telecommunications Institute (*Instituto Federal de Telecomunicaciones*, or the “IFT”) was created with the objective of, among other things, promoting and regulating access to telecommunications and radio broadcasting infrastructure (including site infrastructure).

The IFT was also vested with the power to oversee competition in the telecommunications and radio broadcasting sectors, and it has the authority to impose asymmetric regulation upon entities determined to have substantial market power or deemed to constitute the “preponderant economic agent” in either such sectors.

In March 2014, the IFT issued a resolution (the “Resolution”) declaring that América Móvil and Telcel, among others, comprise an “economic interest group” that constitutes the preponderant economic agent in the telecommunications sector. The IFT imposed specific measures on América Móvil and Telcel, including the obligation to grant access and shared use of passive infrastructure. In the case of Telcel, passive infrastructure comprised the space on which towers are constructed, as well as the towers on which radio communications equipment may be installed.

On the other hand the Federal Law on Telecommunications and Broadcasting enacted in July 2014 established that the IFT will encourage agreements between customers and owners of passive infrastructure for the use of such infrastructure. If agreements cannot be reached, the IFT may, in some cases, determine rates and related commercial terms. The IFT is also authorized to oversee the terms of the agreements for the use of passive infrastructure that customers enter into, evaluate their impact on competition and take steps to ensure that terms governing the sharing and use of infrastructure are provided on a nondiscriminatory basis.

Reference Offer

Under the terms of the Resolution and the new regulatory framework, Telcel had an obligation to prepare the Reference Offer and file it with the IFT for approval. Telcel complied with such obligation and the IFT approved its Reference Offer for access and shared use of its passive infrastructure. Under the terms of the Reference Offer, operators must execute a Master Agreement, as well as specific site agreements for each site, with mandatory minimum terms of five years. The Reference Offer’s initial term expires on December 31, 2015, when a new Reference Offer must have received IFT approval; subsequent Reference Offers will have a term of two years.

Customers who sign the Master Agreement may elect to access and use our sites wherever space is available. The Master Agreement governs the process through which we and our customer determine whether a particular site is adequate for the customer’s proposed use and through which the customer’s requests for modifications to the site or the surrounding space may be effected at their own expense. Once a particular site is selected pursuant to the Master Agreement, we enter into specific site agreements with our customers, which set forth the floor and tower space to be used, and the terms of such use by our customers. See “— Our Reference Offer, Master and Site Agreements” above.

Consequences of the Opsimex Spin-Off

The obligations set forth in the Resolution, together with the new legal framework apply, to entities that are successors or assignees of the rights of, or which result from corporate reorganization or changes to the capital structure of, any of the members of the preponderant economic interest group. Therefore, as a consequence of the Opsimex Spin-off, we expect to be under an obligation to comply with the Resolution’s provisions governing the shared access and use of the site infrastructure. Under certain circumstances, the IFT could, at our request, reduce or eliminate the burdens the Resolution may impose on us, if any. Regulatory requirements notwithstanding, we have an inherent economic incentive under our business model and strategy to provide access to our passive infrastructure to additional operators.

Legal Framework Applicable to Our Sites

We are subject to varied regulatory requirements with respect to the construction, maintenance and operation of towers at the municipal, state and national level.

Each of the approximately 2,500 municipalities in Mexico is authorized under the constitution to formulate and administer urban zoning and development plans, monitor and control land use and determine what licenses or permits are required for construction projects. Most municipalities have not established regulations that address the deployment of new infrastructure projects or that take into account the relationship between infrastructure development, service coverage and quality. Additional restrictions on the deployment of infrastructure projects exist in some cases at the state level. Non-compliance with such restrictions may result in fines or other penalties. We believe that we are in material compliance with all applicable municipal and state laws.

The construction of passive telecommunications infrastructure, such as the one owned and developed by us, is not specifically regulated by federal law. Towers that exceed a certain height, however, may be subject to certain

requirements and authorizations under aeronautics law. Federal law also imposes restrictions on the development of such type of infrastructure in areas of historical or anthropological significance. We believe that we are in material compliance with all such applicable laws.

The telecommunications legislation in force until last year did not establish specific provisions related to the construction of passive telecommunications infrastructure, such as the one owned and developed by us. The new telecommunications legal framework requires municipal, state and federal authorities to work together to facilitate the construction and development of telecommunications infrastructure and prevents such authorities from imposing unduly burdensome restrictions on that construction. We believe this legislative change and secondary regulation to be promulgated thereunder could favorably impact the development and construction of passive infrastructure such as the one we develop

Legal Proceedings

We are party or may be party in the future to various legal proceedings in the ordinary course of our operations, including civil, commercial, telecommunications, administrative, labor and contractual claims, among others. We cannot assure you that any of those procedures or claims will not have a material adverse effect, if resolved against us.

Grupo Iusacell, as well as other wireless carriers, have filed challenges (*juicios de amparo*) against the IFT's Resolution, which are still pending.

On June 2, 2015, affiliates of Grupo Iusacell, a subsidiary of AT&T, entered into the Iusacell Master Agreement with us. Recently, certain affiliates of Grupo Iusacell initiated a challenge (*juicio de amparo*), of which we were notified as a third party in interest, against the approval of the process carried out by IFT for the approval of the Reference Offer and Master Agreement. We cannot assure you that the resolution of this challenge will not have an adverse effect on the Iusacell Master Agreement.

MANAGEMENT

Board of Directors

At the date of this offering memorandum, the Issuer's board of directors is made up of five regular directors with no designated alternates.

The directors were appointed by the Issuer's ordinary general shareholders' meeting held on June 17, 2015. These directors will continue to hold office, even after the end of the year for which they were appointed, until the Issuer's shareholders' meeting makes new appointments and the newly appointed directors take their respective offices.

The board of directors is responsible for the Issuer's administration and representation, and one of its main duties is to establish the general strategies for conducting the business of the Issuer and its subsidiaries. The board of directors' rights and obligations are set forth in applicable law and the Issuer's corporate bylaws. The Issuer's board has the broadest powers to adopt all agreements and carry out all actions, of any nature, that may be necessary or suitable for carrying out the purpose of the Issuer, with the exception of those expressly reserved by law or by the corporate bylaws to the shareholders' meeting.

The board of directors has general powers of attorney for lawsuits and collections; for acts of administration and for acts of ownership; to subscribe, endorse, accept, guarantee and negotiate negotiable securities; to open and operate bank accounts; to appoint intermediate committees and officers and to designate the scope of their duties and powers; to open and close branches; and, in general, to enter into agreements and take all actions necessary and/or suitable in furtherance of the Issuer's corporate purpose.

As this is a recently incorporated company, the members of the board of directors and the relevant directors of the Issuer have not received benefits of any kind on the latter's part.

The board of directors of the Issuer is comprised of:

| Name | Title |
|--------------------------------|----------------------|
| Juan Rodríguez Torres | Chairman |
| Daniel Díaz Díaz | Director |
| Gerardo Kuri Kaufmann | Director |
| Alfonso Salem Slim | Director |
| José Shedid Merhy | Director |
| Verónica Ramírez Villela | Non-Member Secretary |

Executive Officers

The executive officers of the Issuer are:

| Name | Title |
|----------------------------------|---|
| Gerardo Kuri Kaufmann | Chief Executive Officer and Chief Financial Officer |
| Luis Humberto Díaz Jouanen | Chief Operating Officer |
| Verónica Ramírez Villela | General Counsel |

Biographical Information

Biographical information about the Issuer's directors and officers is set forth below.

Juan Rodríguez Torres. Mr. Rodríguez has been the chairman of our board of directors since June 17, 2015. He is also a member of the board of directors of Procorp, S.A. de C.V., a capital investment company; Elementia, S.A. de C.V.; and Grupo Sanborns, S.A.B. de C.V. He received a bachelor's degree in civil engineering from the Universidad Nacional Autónoma de México. He is 74 years old.

Gerardo Kuri Kaufmann. Mr. Kuri has been a member of our board of directors and our Chief Executive Officer and Chief Financial Officer since the incorporation of Opsimex. He is also a member of the board of directors of Minera Frisco, S.A.B. de C.V.; Elementia, S.A. de C.V.; Fomento de Construcciones y Contratas, S.A. and Cementos Portland Valderrivas, S.A. Since the incorporation of Inmuebles Carso, S.A.B. de C.V., he has served as its General Director and a member of its board of directors. From 2008 to 2010, he served as purchasing director of Carso Infraestructura y Construcción, S.A. de C.V. Mr. Kuri holds a bachelor's degree in industrial engineering from Universidad Anáhuac. He is 31 years old.

José Shedid Merhy. Mr. Shedid has been a member of our board of directors since June 17, 2015. He is also a member of the board of directors of Impulsora del Desarrollo y el Empleo en América Latina, S.A.B. de C.V., Minera Frisco, S.A.B. de C.V., Inmuebles Carso, S.A.B. de C.V., and various investment funds operated by Operadora Inbursa de Sociedades de Inversión, S.A. de C.V., Grupo Financiero Inbursa; and Sinca Inbursa, S.A. de C.V., a capital investment company. Mr. Shedid has worked at Organización e Ingeniería Civil, S.A. de C.V. and has also served as General Director of Constructora Kaley, S.A. and Constructora Mazaryk, S.A. Mr. Shedid has participated on projects for construction and development of various urban office and apartment buildings in Mexico City. He has a bachelor's degree in civil engineering from the Universidad Nacional Autónoma de México and a master's degree in administration from Stanford University. He is 75 years old.

Daniel Díaz Díaz. Mr. Díaz has been a member of our board of directors since June 17, 2015. He is also a member of the board of directors of Impulsora del Desarrollo y el Empleo en América Latina, S.A.B. de C.V. and Carso Infraestructura y Construcción, S.A. de C.V. From 1990 to 1997, he served in the public sector as Subsecretario de Infraestructura y Secretario de Comunicaciones y Transportes and member of the Board Director of Universidad Nacional Autónoma de México. From 2000 to 2001, he served as General Director of Instituto Mexicano del Transporte. He has also served as General Director of Caminos y Puentes Federales de Ingresos y Servicios Conexos, and as infrastructure project adviser of Fundación del Centro Histórico de la Ciudad de México, A.C. Mr. Díaz has a bachelor's degree in civil engineering from Universidad Nacional Autónoma de México. He is 81 years old.

Alfonso Salem Slim. Mr. Salem has been a member of our board of directors since June 17, 2015. He is also a member of the board of directors of Elementia, S.A. de C.V., Grupo Carso, S.A.B. de C.V., and its subsidiary Carso Infraestructura y Construcción, S.A. de C.V. Mr. Salem is the vice-president of the board of directors of Impulsora del Desarrollo y el Empleo en América Latina, S.A.B. de C.V. and chairman of the board of directors of Inmuebles Carso, S.A.B. de C.V. Mr. Salem has a bachelor's degree in civil engineering from Universidad Anáhuac. He is 53 years old.

Luis Humberto Díaz Jouanen. Mr. Díaz has 20 years of experience in the telecommunications sector. He spent eight years at Procisa, S.A. de C.V., a subsidiary of Grupo Carso, S.A.B. de C.V., as Manager of Facilities of Fiber Optic Long Distance and 12 years as Deputy Director of Corporate Implementation at Telcel. He received a bachelor's degree in civil engineering from the Universidad Iberoamericana. He is 45 years old.

Verónica Ramírez Villela. Ms. Ramirez is our general counsel, and is currently the chief legal officer of Inmuebles Carso, S.A.B. de C.V., where she also serves as alternate secretary of the board of directors. She has also served as in-house counsel in Grupo Financiero Inbursa, S.A.B. de C.V.. In these positions, she has been responsible for corporate and transactional matters for over 20 years. She has a law degree from Universidad Iberoamericana. She is 42 years old.

RELATED PARTY TRANSACTIONS

Our only source of revenue as of the date of this offering memorandum is Telcel. Telcel is an affiliate of ours. In addition, in the normal course of business, we engage in a wide variety of financial and commercial transactions with related parties, such as subsidiaries and associates of América Móvil, Grupo Financiero Inbursa, S.A.B. de C.V., Carso Infraestructura y Construcción, S.A. de C.V., Teléfonos de México, S.A.B. de C.V., Grupo Carso, S.A.B. de C.V. and Operadora Cicsa, S.A. de C.V.

In that respect, the principal transactions entered into with related parties are described below:

We have an ongoing relationship with América Móvil that includes services for access and use of our sites. As of the date of this offering memorandum, we have entered into the Telcel Master Agreement and specific site agreements with Telcel, governing Telcel's use of our sites. See "Business and Properties—Our Operations—Our Reference Offer, Master and Site Agreements—Our Master and Site Agreement with Telcel."

In addition, we have entered into a construction services agreement with Operadora Cicsa, S.A. de C.V., for site construction on the same terms as those offered to other service providers we engage for the same purpose. See "Business and Properties—Our Operations—Our Sites—Site Construction."

We may also receive various financial services from the subsidiaries of Grupo Financiero Inbursa, S.A.B. de C.V., our affiliate, which include opening checking and investment accounts, extension of loans, provision of insurance and bonds and brokerage agreements. An affiliate of Grupo Financiero Inbursa, S.A.B. de C.V. is acting as an underwriter in the concurrent public offering in Mexico.

DESCRIPTION OF THE CEBURES

General

This is a summary of the material terms of the Cebures. Because this is a summary, it does not contain the complete terms of the Cebures and may not contain all the information that you should consider before investing in the Cebures. Purchasers of Cebures should closely examine and review the form of the Cebures. The form of the Cebures is available only in Spanish. You may inspect a copy of the form of the Cebures at the office of the Common Representative, which is currently located at Torre Esmeralda 1, Blvd. Manuel Ávila Camacho No. 40, Piso 9, Col. Lomas de Chapultepec, Mexico, D.F. 11000 or by accessing the Mexican Stock Exchange's website at www.bmv.com.mx:

The Cebures have been registered with the RNV under No. 3495-4.15-2015-001-01 in accordance with official communication No. 153/5540/2015, dated July 17, 2015.

The Cebures are being issued under the Issuer's Ps.22,000 million program for the offering of Peso- or UDI-denominated Certificados Bursátiles, or the "Cebures Program," authorized by the CNBV pursuant to official communication No. 153/5540/2015 dated July 17, 2015.

Form and Denomination

A permanent global note, without coupons, will represent the Cebures (the "global security"). The Issuer will deposit the global security with Indeval for credit to (i) the respective accounts of the custodians acting for beneficial owners of the Cebures in Mexico, and (ii) the Euroclear Account or the Clearstream Account in respect of the Cebures sold pursuant to this offering memorandum, in each case in the book-entry accounts maintained by Indeval. Holders of the Cebures will not have the right to exchange an interest in the global security for individual Cebures in definitive form. The records of Indeval (coupled with the records of Indeval's participants) will be conclusive evidence of the ownership of the Cebures. For purposes of voting at a holders' meeting or for purposes of any action to enforce rights under the Cebures, Indeval may, in accordance with Article 282 of the Securities Market Law (*Ley del Mercado de Valores*), issue certifications in respect of the persons shown on its records as the owners of the Cebures, which certifications, together with certifications issued by Indeval participants, shall be conclusive evidence of the ownership of the Cebures and entitle the persons shown therein to take actions and exercise the rights of the holders of the Cebures.

The Cebures will be issued, and may trade, in denominations of Ps.100.00 and integral multiples thereof.

Principal and Interest Payments

The Cebures will mature at par on July 23, 2025, or if such date does not fall on a Business Day, on the next succeeding day that is a Business Day (such date, the "Maturity Date").

The Cebures will accrue interest at 7.97% per annum (the "Interest Rate"), accruing from August 5, 2015. The Issuer will pay interest on the Cebures on each of the dates set forth below (each, an "Interest Payment Date"); *provided* that if any Interest Payment Date would otherwise fall on a day that is not a Business Day, such interest will be payable on the next succeeding day that is a Business Day:

| Interest Period No. | Starting Date of Interest Period | Duration of the Interest Period (Days) | Interest Payment Date |
|----------------------------|---|---|------------------------------|
| 1 | August 5, 2015 | 182 | February 3, 2016 |
| 2 | February 3, 2016 | 182 | August 3, 2016 |
| 3 | August 3, 2016 | 182 | February 1, 2017 |
| 4 | February 1, 2017 | 182 | August 2, 2017 |
| 5 | August 2, 2017 | 182 | January 31, 2018 |
| 6 | January 31, 2018 | 182 | August 1, 2018 |
| 7 | August 1, 2018 | 182 | January 30, 2019 |
| 8 | January 30, 2019 | 182 | July 31, 2019 |

| Interest Period No. | Starting Date of Interest Period | Duration of the Interest Period (Days) | Interest Payment Date |
|----------------------------|---|---|------------------------------|
| 9 | July 31, 2019 | 182 | January 29, 2020 |
| 10 | January 29, 2020 | 182 | July 29, 2020 |
| 11 | July 29, 2020 | 182 | January 27, 2021 |
| 12 | January 27, 2021 | 182 | July 28, 2021 |
| 13 | July 28, 2021 | 182 | January 26, 2022 |
| 14 | January 26, 2022 | 182 | July 27, 2022 |
| 15 | July 27, 2022 | 182 | January 25, 2023 |
| 16 | January 25, 2023 | 182 | July 26, 2023 |
| 17 | July 26, 2023 | 182 | January 24, 2024 |
| 18 | January 24, 2024 | 182 | July 24, 2024 |
| 19 | July 24, 2024 | 182 | January 22, 2025 |
| 20 | January 22, 2025 | 182 | July 23, 2025 |

As used herein, “Business Day” means a day, other than a Saturday or Sunday, on which commercial banks in Mexico are not authorized to close.

Principal and interest will be payable on their respective due dates, by electronic transfer of funds through the facilities of Indeval for further credit to each holder, at its office at Paseo de la Reforma No. 255, 3rd Floor, Col. Cuauhtémoc, C.P. 06500, México, D.F., against presentation of the certifications issued by Indeval to the persons shown on its records as the owners of interests in the Cebures; *provided* that the principal of the Cebures will be paid on the Maturity Date against presentation of the global security.

The Common Representative will calculate the amount of each interest payment based on the following formula:

$$I = \frac{[(TI) * PL] * VN}{36,000}$$

Where:

I = Interest payable on the Interest Payment Date.

TI = Interest Rate (expressed as a percentage).

PL = Number of days effectively elapsed from the immediately preceding Interest Payment Date to but excluding such Interest Payment Date.

VN = Total principal amount of the outstanding Cebures.

The Common Representative will give written notice to the CNBV and Indeval, at least two Business Days prior to each Interest Payment Date, of the amount of interest payable on the Cebures on such Interest Payment Date and the Interest Rate of the Cebures. In addition, the Common Representative will inform the Mexican Stock Exchange through SEDI, or through another permitted means, at least two Business Days prior to each Interest Payment Date, of the amount of interest payable on such Interest Payment Date and the Interest Rate of the Cebures.

Interest on Overdue Amounts

If the principal amount of the Cebures is not paid when due, interest will accrue on the overdue amount, at a rate per annum equal to the sum of 1.5% plus the Interest Rate on the Cebures, during the period from and including the due date thereof to but excluding to the date on which such default is cured. Interest on overdue amounts will be payable on demand at the offices of the Issuer.

Additional Interest for Cebures held in Euroclear or Clearstream

The Issuer will remit to the accounts maintained for the Mexican Agents, for the benefit of any and all holders of Cebures held in Euroclear or Clearstream from time to time, such additional interest (“Additional Interest”) as may be necessary to ensure that every net payment on the Cebures made to such holders after deduction or withholding for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Mexico, any political subdivision thereof or any taxing authority in Mexico (“Mexican Withholding Taxes”), upon or as a result of any payment made by the Issuer on the Cebures held in Euroclear or Clearstream, whether such deduction or withholding is made by the Mexican Agents or the Issuer, will not be less than the amounts that would have been receivable on the Cebures held through Euroclear and Clearstream had no such deduction or withholding been required.

The foregoing obligation to pay Additional Interest, however, will not apply to:

(a) any Mexican Withholding Taxes that would not have been imposed or levied on a holder of Cebures held in Euroclear or Clearstream but for the existence of any present or former connection between the holder of such Cebures held in Euroclear or Clearstream and Mexico, including, without limitation, such holder of Cebures held in Euroclear or Clearstream (i) being or having been a citizen or resident of Mexico, (ii) maintaining or having maintained a permanent establishment therein, or (iii) being or having been present or engaged in trade or business therein, except for a connection solely arising from the mere ownership of, or receipt of payment under, such Cebures held in Euroclear or Clearstream;

(b) any estate, inheritance, gift, sales, transfer, or personal property or similar tax, assessment or other governmental charge;

(c) any Mexican Withholding Taxes that are imposed or levied by reason of the failure by the holder of Cebures held in Euroclear or Clearstream to comply with any certification, identification, information, documentation, declaration or other reporting requirement that is required or imposed by a statute, treaty, regulation, general rule or administrative practice as a precondition to exemption from, or reduction in the rate of, the imposition, withholding or deduction of any Mexican Withholding Taxes; *provided* that at least 60 days prior to (i) the first payment date with respect to which the Issuer shall apply this clause (c), and (ii) in the event of a change in such certification, identification, information, documentation, declaration or other reporting requirement, the first payment date subsequent to such change, the Mexican Agents acting through Euroclear or Clearstream, as applicable, at the request of the Issuer, shall have notified the holder in writing that the holders or beneficial owners of Cebures held in Euroclear or Clearstream will be required to provide such certification, identification, information or documentation, declaration or other reporting;

(d) any Mexican Withholding Taxes that would not have been so imposed but for the presentation by the holder of such Cebures held in Euroclear or Clearstream for payment on a date more than 20 days after the date on which such payment became due and payable or the date on which payment thereof is duly provided for, whichever occurs later, except to the extent that the holder of such Cebures would have been entitled to the Additional Interest on presenting such Cebures on any date during such 20-day period;

(e) any payment on such Cebures held in Euroclear or Clearstream to any holder who is a fiduciary or partnership or other than the sole beneficial owner of any such payment, to the extent that a beneficiary or settlor with respect to such fiduciary, a member of such a partnership or the beneficial owner of such payment would not have been entitled to the Additional Interest had such beneficiary, settlor, member or beneficial owner been the holder of such Cebures held in Euroclear or Clearstream;

(f) any withholding tax or deduction imposed on a payment (i) pursuant to European Council Directive 2003/48/EC (as amended from time to time), or any law implementing or complying with, or introduced in order to conform to, such directive or (ii) on a Cebur held in Euroclear or Clearstream that is presented for payment by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting the relevant Cebur held in Euroclear or Clearstream to another paying agent in a Member State of the European Union; or

(g) any tax, duty, assessment or other governmental charge payable otherwise than by deduction or withholding from payments on a Cebur held in Euroclear or Clearstream.

All references in this “Description of the Cebures” section to principal and interest in respect of Cebures held in Euroclear or Clearstream will, unless the context otherwise requires, be deemed to mean and include all Additional Interest, if any, payable in respect thereof as set forth in the first paragraph of this “Additional Interest for Cebures held in Euroclear or Clearstream” section and in paragraphs (a) through (g) above.

The Issuer will also pay any present or future stamp, court or documentary taxes or any other excise or property taxes, charges or similar levies which arise in any jurisdiction from the execution, delivery, registration or the making of payments in respect of the Cebures held in Euroclear and Clearstream, excluding any such taxes, charges or similar levies imposed by any jurisdiction outside of Mexico other than those resulting from, or required to be paid in connection with, the enforcement of the Cebures held in Euroclear and Clearstream following the occurrence of any event of default.

Notwithstanding the foregoing, the limitations on the Issuer’s obligation to pay Additional Interest set forth in clause (c) above will not apply if the provision of the certification, identification, information, documentation, declaration or other evidence described in such clause (c) would be materially more onerous, in form, in procedure or in the substance of information disclosed, to a holder or beneficial owner of a Cebur held in Euroclear or Clearstream (taking into account any relevant differences between United States and Mexican law, regulation or administrative practice) than comparable information or other applicable reporting requirements imposed or provided for under U.S. federal income tax law (including the Convention for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, and a Protocol thereto, both signed on September 18, 1992, as amended by Additional Protocols signed on September 8, 1994 and November 26, 2002), regulations (including proposed regulations) and administrative practice. In addition, the limitations on the Issuer’s obligation to pay Additional Interest set forth in clause (c) above will not apply if Article 166, Section II, paragraph a) of the Income Tax Law (*Ley del Impuesto Sobre la Renta*) of Mexico (or a substantially similar successor of such provision) is in effect, unless (i) the provision of the certification, identification, information, documentation, declaration or evidence described in clause (c) above is expressly required by statute, regulation, general rules or administrative practice in order to apply Article 166, Section II, paragraph a) (or a substantially similar successor of such provision), the Issuer cannot obtain such certification, identification, information, documentation, declaration or evidence, or satisfy any other reporting requirements, on its own through reasonable diligence and the Issuer otherwise would meet the requirements for application of Article 166, Section II, paragraph a) (or such successor of such provision) or (ii) in the case of a holder or beneficial owner of a Cebur held in Euroclear or Clearstream that is a pension fund or other tax-exempt organization, such holder or beneficial owner would be subject to Mexican Withholding Taxes at a rate less than that provided by Article 166, Section II, paragraph a) if the information, documentation or other evidence required under clause (c) above were requested and provided. In addition, clause (c) above will not be construed to require that a non-Mexican pension or retirement fund, a non-Mexican tax-exempt organization or a non-Mexican financial institution or any other holder or beneficial owner of a Cebur held in Euroclear or Clearstream register with the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*) or the Mexican Tax Revenue Service (*Servicio de Administración Tributaria*) of Mexico for the purpose of establishing eligibility for an exemption from or reduction of Mexican Withholding Taxes. Furthermore, any holder or beneficial owner of a Cebur held in Euroclear or Clearstream shall, by accepting the credit of its book-entry interest to the Euroclear Account or the Clearstream Account, as applicable, be deemed to have acknowledged that it is not a resident of Mexico for tax purposes. For purposes of clarity, this acknowledgement shall not be understood as giving rise to an obligation for such holder or beneficial owner to provide a tax residence certificate or any other similar document which proves its foreign residence status.

Not less than one business day prior to each Interest Payment Date or such other date as may be agreed to by the Mexican Agents and the Issuer, the Mexican Agents will notify the Issuer in writing of (i) the aggregate principal amount of Cebures held in the Euroclear Account or the Clearstream Account, as applicable, (ii) the aggregate amount of deductions in respect of Mexican Withholding Taxes required to be made by the Mexican Agents on such Interest Payment Date and (iii) the aggregate amount of Additional Interest payable by the Issuer on such Interest Payment Date. Notwithstanding the foregoing, the Issuer shall make the final determination as to the aggregate amount of Additional Interest payable by the Issuer on each Interest Payment Date.

The Mexican Agents shall, on each Interest Payment Date, upon receipt of the relevant payment for its subsequent distribution in favor of the holder or beneficial owner of Cebures held in the Euroclear Account or the Clearstream Account, as applicable, pay the full amount deducted in respect of Mexican Withholding Taxes to the relevant taxing authority in accordance with applicable law. The Mexican Agents shall comply with any applicable information reporting, documentation or similar requirement, if any, on a timely basis and in accordance with applicable law. Each Mexican Agent will, upon written request of the Issuer or of the holders, provide the Issuer or the holders, as the case may be, with a duly certified or authenticated copy of an *constancia* (official record summary) of the payment of Mexican Withholding Taxes which such Mexican Agent has withheld or deducted in respect of any payments made under or with respect to the Cebures held in the Euroclear Account or the Clearstream Account, as applicable.

In the event that Additional Interest actually paid with respect to the Cebures held in Euroclear or Clearstream is based on rates of deduction or withholding of Mexican Withholding Taxes in excess of the appropriate rate applicable to the holder of Cebures held in Euroclear or Clearstream and, as a result thereof, such holder of Cebures held in Euroclear or Clearstream is entitled to make a claim for a refund or credit of such excess, then such holder of Cebures held in Euroclear or Clearstream shall, by accepting the Cebures held in Euroclear or Clearstream, be deemed to have assigned and transferred all right, title and interest to any such claim for a refund or credit of such excess to the Issuer. By making such assignment, however, the holder or beneficial owner of Cebures held in Euroclear or Clearstream makes no representation or warranty that the Issuer will be entitled to receive such claim for a refund or credit, and such holder or beneficial owner of Cebures held in Euroclear or Clearstream incurs no other obligation with respect thereto or to the Issuer.

The Issuer, the Mexican Agents, Euroclear and Clearstream will cooperate with each other to determine any Additional Interest that is required to be paid.

Mexican Withholding Taxes will be applied to interest payments and, if applicable, redemption amounts remitted for the benefit of the holders of Cebures held in Euroclear or Clearstream based on the assumption that each of the holders of the Cebures held in Euroclear or Clearstream is a non-resident of Mexico for tax purposes. Additional Interest paid to holders of Cebures held in Euroclear or Clearstream does not relieve Mexican holders from their payment obligations to Mexican tax authorities.

Furthermore, the Issuer has committed to provide any and all information necessary as requested by Euroclear, Clearstream, the Mexican Agents, the Common Representative and the Mexican Stock Exchange, including in connection with the making of any payments of amounts or Additional Interest under the Cebures held in Euroclear, Clearstream or otherwise.

Redemption

General

Except as set forth under “—Tax Redemption of the Cebures,” the Cebures are not subject to early redemption at the option of the holders of the Cebures or the Issuer.

Tax Redemption of the Cebures

The Cebures are subject to redemption upon not less than 30 and not more than 60 days’ notice, on any Interest Payment Date (the “Tax Redemption Date”), as a whole but not in part, at the election of the Issuer, at a price equal to the sum of (a) 100% of the principal amount of the Cebures, (b) accrued and unpaid interest thereon up to but not including the date fixed for redemption and (c) any Additional Interest (as defined above) which would otherwise be payable on the Cebures held in Euroclear or Clearstream with respect to the amounts described in clauses (a) and (b) (together, the “Tax Redemption Price”), if (i) the Issuer certifies to the Common Representative immediately prior to the giving of such notice that the Issuer has or will become obligated to pay Additional Interest under the Cebures in excess of the Additional Interest that it would be obligated to pay if payments (including payments of interest) on the Cebures held in Euroclear or Clearstream to holders and beneficial owners of Cebures held in Euroclear or Clearstream were subject to withholding or deduction of Mexican Withholding Taxes (as defined above) at the rate of 4.9% as a result of any change in or amendment to, the laws, rules or regulations of Mexico or any political subdivision or any taxing authority thereof or therein affecting taxation, or any change in, or

amendment to, an official interpretation or application of such laws, rules or regulations that becomes effective on or after the Issue Date, and (ii) prior to the publication of any notice of redemption, the Issuer shall notify in writing to the Common Representative, Indeval and the Mexican Stock Exchange (through any permitted means) of the proposed Tax Redemption Date, the Tax Redemption Price and any other information needed to receive payment of such price. The payment of the Tax Redemption Price will be made through the facilities of Indeval at its office at Paseo de la Reforma No. 255, 3rd Floor, Col. Cuauhtémoc, C.P. 06500, México, D.F.

Certain Covenants

The following covenants will apply to the Issuer and its Restricted Subsidiaries for so long as any Cebur remains outstanding. These covenants restrict the ability of the Issuer and its Restricted Subsidiaries to enter into certain transactions. However, these covenants do not limit the ability of the Issuer and its Restricted Subsidiaries to incur indebtedness, require the Issuer to comply with financial ratios or require the Issuer to maintain specified levels of net worth.

Limitation on Dividend Payments

The Issuer shall not, for a period of three (3) years after the Issue Date, declare or pay any dividend to its shareholders.

Limitation on Liens

The Issuer may not, and the Issuer may not allow any of its Restricted Subsidiaries to, create, incur, issue or assume any liens on Restricted Property to secure debt where the debt secured by such liens, plus the aggregate amount of Attributable Debt of the Issuer and its Restricted Subsidiaries in respect of Sale and Leaseback Transactions, would exceed an amount equal to an aggregate of 15% of Consolidated Net Tangible Assets unless we secure the Cebures equally with, or prior to, the debt secured by such liens.

This restriction will not, however, apply to the following:

- (i) liens on Restricted Property acquired and existing on the date the property was acquired or arising after such acquisition pursuant to contractual commitments entered into prior to such acquisition;
- (ii) liens on any Restricted Property securing debt incurred or assumed for the purpose of financing its purchase price or the cost of its construction, improvement or repair, provided that such lien attaches to the restricted property within twelve (12) months of its acquisition or the completion of its construction, improvement or repair and does not attach to any other Restricted Property;
- (iii) liens existing on any Restricted Property of any Restricted Subsidiary prior to the time that the Restricted Subsidiary became a subsidiary of the Issuer or liens arising after that time under contractual commitments entered into prior to and not in contemplation of that event;
- (iv) liens on any Restricted Property securing debt owed by a subsidiary of the Issuer to the Issuer or to another subsidiary of the Issuer; and
- (v) liens arising out of the refinancing, extension, renewal or refunding of any debt described above, provided that the aggregate principal amount of such debt is not increased and such lien does not extend to any additional Restricted Property.

“*Attributable Debt*” means, with respect to any sale and leaseback transaction, the lesser of (1) the fair market value of the asset subject to such transaction and (2) the present value, discounted at a rate per annum equal to the discount rate of a capital lease obligation with a like term in accordance with IFRS, of the obligations of the lessee for net rental payments (excluding amounts on account of maintenance and repairs, insurance, taxes, assessments and similar charges and contingent rents) during the term of the lease.

“*Consolidated Net Tangible Assets*” means total consolidated assets *less* (1) all liabilities, (2) all goodwill, (3) all trade names, trademarks, patents and other intellectual property assets and (4) all licenses, each as set forth on the most recent consolidated balance sheet of the Issuer prepared in accordance with IFRS.

“*Restricted Property*” means (1) any site infrastructure owned by the Issuer or any Restricted Subsidiary; and (2) any share of capital stock of any Restricted Subsidiary.

“*Restricted Subsidiary*” means any subsidiary of the Issuer that owns Restricted Property.

Limitation on Sales and Leasebacks

The Issuer may not, and the Issuer may not allow any of its Restricted Subsidiaries to, enter into any Sale and Leaseback Transaction without effectively providing that the Cebures will be secured equally and ratably with or prior to the Sale and Leaseback Transaction, unless:

- (i) the aggregate principal amount of all debt then outstanding that is secured by any lien on any Restricted Property that does not ratably secure the Cebures (excluding any secured indebtedness permitted under “—Limitation on Liens” above) *plus* the aggregate amount of Attributable Debt of the Issuer and its Restricted Subsidiaries in respect of Sale And Leaseback Transactions then outstanding (other than any Sale And Leaseback Transaction permitted under the following bullet point) would not exceed an amount equal to 15% of Consolidated Net Tangible Assets; or
- (ii) the Issuer or one of its Restricted Subsidiaries, within twelve (12) months of the Sale And Leaseback Transaction, retire an amount of secured debt of the Issuer, which is not subordinated to the Cebures in an amount equal to the greater of (1) the net proceeds of the sale or transfer of the property or other assets that are the subject of the Sale and Leaseback Transaction and (2) the fair market value of the Restricted Property leased.

“*Sale and Leaseback Transaction*” means an arrangement between the Issuer or one of its Restricted Subsidiaries and a bank, insurance company or other lender or investor where the Issuer or its Restricted Subsidiary leases Restricted Property for an initial term of three (3) years or more that was or will be sold by the Issuer or its Restricted Subsidiary to that lender or investor for a sale price of U.S.\$1.0 million or its equivalent or more.

Reports

The Issuer shall comply with all periodic reporting obligations under Mexican applicable law.

Use of Proceeds

The Issuer will apply the net proceeds from the sale of the Cebures as described in “Use of Proceeds.”

Events of Default; Acceleration

Each of the following events is an “event of default” under the Cebures:

1. the Issuer fails to pay the principal of the Cebures on the due date;
2. the Issuer fails to pay any interest within thirty (30) days after the date such interest is due;
3. the Issuer is in breach of any affirmative or negative covenant in respect of the Cebures, for sixty (60) days after the Issuer has received a notice of default by the holders of Cebures through the Common Representative;
4. the Issuer is declared bankrupt, insolvent or other events of *concurso mercantil*;
5. the Issuer defaults or an event of default occurs under any instrument relating to debt having an aggregate principal amount exceeding U.S.\$50.0 million (or its equivalent in other currencies) that

constitutes a failure to pay principal when due and that results in the acceleration of the debt prior to its maturity; and

6. a final judgment not subject to appeal is rendered against the Issuer in an aggregate amount in excess of U.S.\$50.0 million (or its equivalent in other currencies) that is not discharged, guaranteed or secured in full within thirty (30) days.

If an event of default with respect to the Cebures occurs and is not cured or waived, the Common Representative, at the written request of holders of not less than 25.0% in principal amount of the Cebures, may declare the entire principal amount of all the Cebures to be due and payable immediately, and upon any such declaration such principal amount shall become due and payable. If, however, an event of default occurs because the Issuer is declared bankrupt, insolvent or other events of *concurso mercantil*, the entire principal amount of the Cebures will be automatically accelerated, without any action by the Common Representative or any holder of Cebures.

The holders of not less than a majority in principal amount of the Cebures may waive a past default for all the Cebures. If this happens, the default will be treated as if it had been cured. No one can waive a payment default on any Cebur, however, without the approval of the particular holder of that Cebur.

Further Issues

The Issuer has the right from time to time, without the consent of the holders of the Cebures, to create and issue additional securities having substantially the same terms and conditions as the Cebures, except for the total amount issued, issue price and issue date, which additional securities may be consolidated and form a single series with the Cebures; *provided* that

- (i) the Issuer is in compliance with all of its obligations under the Cebures;
- (ii) the offering of additional securities does not result in the rating applicable to the Cebures being lowered from their rating then in effect; and
- (iii) the sum of the principal amount of the additional securities, *plus* the principal amount of all securities issued under the Cebures Program does not exceed the total amount authorized for such Cebures Program (absent any amendment or modification to such Cebures Program).

Any such additional securities will grant the holders thereof the right to receive interest from the issuance date of such additional securities, if such date is an Interest Payment Date for the Cebures, or, if the issuance date of such additional securities is not an Interest Payment Date, from the immediately preceding Interest Payment Date for the Cebures. Any such additional securities may be issued on any Business Day; *provided* that if the date of issuance of any additional securities is not an Interest Payment Date for the Cebures, the price of the additional securities will reflect accrued interest from the immediately preceding Interest Payment Date.

Common Representative

The Issuer has appointed Banco Invex, S.A., Institución de Banca Múltiple, Grupo Financiero Invex as Common Representative of the holders of the Cebures. The Common Representative has accepted its appointment as common representative and, in such capacity, has agreed to perform its duties as common representative as set forth in the Cebures, in the Securities Market Law and in the General Law of Negotiable Instruments and Credit Operations. As to all matters not set forth in the Cebures or in such laws, the Common Representative will act in accordance with the instructions of the requisite percentage of the holders of the Cebures by action taken at a meeting duly held in accordance with “—Holders’ Meetings; Modifications” below.

Holders’ Meetings; Modifications

The Common Representative’s appointment may be revoked and a new common representative may be appointed, the covenants applicable to the Cebures may be modified, and any payment of principal or interest on the Cebures may be deferred, in each case only by a resolution duly adopted at a meeting of the holders of the

Cebures at which a quorum consisting of: (i) in case of the first meeting convened, the holders of not less than 75.0% of the aggregate principal amount of the outstanding Cebures is present, or (ii) in case of a subsequent meeting convened after the first meeting was adjourned for lack of a quorum, any holder of the outstanding Cebures is present; *provided* that the resolution is passed by the affirmative vote, in person or by proxy (authorized in writing), of a majority of the aggregate principal amount of the outstanding Cebures that are present or represented at the meeting.

In any matter other than those mentioned above, actions may be taken by the holders of the Cebures by a resolution duly adopted at a meeting of the holders of the Cebures at which a quorum consisting of: (i) in case of the first meeting convened, the holders of not less than the majority of the aggregate principal amount of the outstanding Cebures, is present, and (ii) in case of a subsequent meeting convened after the first meeting was adjourned for lack of quorum, any holder of the outstanding Cebures is present; *provided* that the resolution is passed by the affirmative vote, in person or by proxy (authorized in writing), of a majority of the aggregate principal amount of the outstanding Cebures that are present or represented at the meeting.

The Common Representative will convene and chair meetings of the holders of the Cebures when required by law, at the written request of holders of not less than 10.0% in principal amount of the Cebures, or when it deems such meetings necessary or advisable. Meetings of holders of the Cebures may be published in one of the newspapers of general circulation in Mexico at least 10 calendar days prior to the date of the meeting.

Governing Law, Jurisdiction

The Cebures will be governed by and construed in accordance with the laws of Mexico. The Issuer and the Common Representative have expressly submitted to the jurisdiction of the courts in the Federal District, Mexico, with respect to any actions related to the Cebures, and have waived any other jurisdiction to which they may be entitled. Therefore, a Mexican court may not enforce a judgment against the Issuer. See “Risk Factors—Risks Related to the Cebures—The Cebures are governed by Mexican law, and we have not submitted to the jurisdiction of courts outside of Mexico.”

Notices

Except as otherwise described in this offering memorandum, all notices to holders of the Cebures will be given through publication in SEDI, the electronic delivery and information disclosure system maintained by the Mexican Stock Exchange.

CLEARANCE AND SETTLEMENT

General

The Cebures will initially be issued through, and will clear and settle in the book-entry system maintained by Indeval. The Cebures sold pursuant to this offering memorandum will be held in the Euroclear Account or the Clearstream Account. Investors may hold book-entry interests in these Cebures through organizations that participate, directly or indirectly, in Euroclear or Clearstream. Owners of book-entry interests in the Cebures, including owners of book-entry interest in the Cebures held in the Euroclear Account or the Clearstream Account, will receive payments relating to their Cebures in Mexican pesos. Each of Euroclear and Clearstream has established electronic securities and payment transfer, processing, depository and custodial links among itself and others, either directly or through custodians and depositories. These links allow securities to be issued, held and transferred among the clearing system participants without the physical transfer of certificates. Special procedures to facilitate clearance and settlement have been established among these clearing systems to trade securities across borders in the secondary market.

Indeval

The Cebures offered both in Mexico and outside Mexico will initially be issued through, and will clear and settle in the book-entry system maintained by Indeval. The Issuer will deposit the global security with Indeval for credit to (i) the respective accounts of the beneficial owners of the Cebures in respect of the Cebures offered in Mexico and (ii) the Euroclear Account and the Clearstream Account in respect of the Cebures sold pursuant to this offering memorandum, in each case in the book-entry accounts maintained by Indeval.

Euroclear

Euroclear was created in 1968 to hold securities for participants of Euroclear (“Euroclear Participants”) and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thus eliminating the need for physical movement of certificates and risk from lack of simultaneous transfers of securities and cash. Transactions may now be settled in many currencies, including U.S. dollars and Japanese yen. Euroclear provides various other services, including securities lending and borrowing and interfaces with domestic markets in several countries.

Euroclear is operated by Euroclear Bank S.A./N.V. (the “Euroclear Operator”). The Euroclear Operator conducts all operations, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not Euroclear. The Euroclear Operator establishes policy for Euroclear on behalf of Euroclear Participants. Euroclear Participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the Placement Facilitation Agents (as defined below). Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly. Euroclear is a direct participant in Indeval.

The Euroclear Operator is a Belgian bank. The Belgian Banking Commission and the National Bank of Belgium regulate and examine the Euroclear Operator. The Terms and Conditions Governing Use of Euroclear (the “Euroclear Terms and Conditions”) and the related operating procedures of Euroclear and applicable Belgian law govern securities clearance accounts and cash accounts with the Euroclear Operator. Specifically, these terms and conditions govern:

- transfers of securities and cash within Euroclear;
- withdrawals of securities and cash from Euroclear; and
- receipts of payments with respect to securities in Euroclear.

All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear Operator acts under the terms and conditions only on behalf of Euroclear Participants and has no record of or relationship with persons holding securities through Euroclear Participants.

Distributions with respect to Cebures held beneficially through Euroclear will be credited to the cash accounts of Euroclear Participants in accordance with the Euroclear Terms and Conditions, to the extent received by the Euroclear Operator and by Euroclear.

Clearstream

Clearstream was incorporated as a limited liability company under Luxembourg law. Clearstream is owned by Cedel International, société anonyme, and Deutsche Börse AG. The shareholders of these two entities are banks, securities dealers and financial institutions.

Clearstream holds securities for its customers and facilitates the clearance and settlement of securities transactions between Clearstream customers through electronic book-entry changes in accounts of Clearstream customers, thus eliminating the need for physical movement of certificates. Clearstream provides to its customers, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities, securities lending and borrowing and collateral management. Clearstream interfaces with domestic markets in a number of countries. Clearstream has established an electronic bridge with the Euroclear Operator to facilitate settlement of trades between Clearstream and Euroclear.

As a registered bank in Luxembourg, Clearstream is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Sector. Clearstream customers are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. In the United States, Clearstream customers are limited to securities brokers and dealers and banks, and may include the Placement Facilitation Agents. Other institutions that maintain a custodial relationship with a Clearstream customer may obtain indirect access to Clearstream. Clearstream is a direct participant in Indeval.

Distributions with respect to the Cebures held beneficially through Clearstream will be credited to cash accounts of Clearstream customers in accordance with its rules and procedures, to the extent received by Clearstream.

Clearance and Settlement Procedures

The Cebures sold pursuant to this offering memorandum will initially be credited to the Euroclear Account and the Clearstream Account. Investors may hold book-entry interests in the Cebures held in Euroclear and Clearstream through organizations that participate, directly or indirectly, in Euroclear or Clearstream, as applicable. The distribution of the Cebures offered pursuant to this offering memorandum will be carried out through Euroclear and Clearstream. Each of Euroclear and Clearstream has established electronic securities and payment transfer, processing, depository and custodial links among itself and others, either directly or through custodians and depositories. These links allow securities to be issued, held and transferred among the clearing system participants without the physical transfer of certificates. Special procedures to facilitate clearance and settlement have been established among these clearing systems to trade securities across borders in the secondary market.

You should be aware that investors will only be able to make and receive deliveries, payments and other communications involving the Cebures held in the Euroclear Account and the Clearstream Account through Euroclear or Clearstream, as applicable, on business days in Brussels and Luxembourg, respectively. Those systems may not be open for business on days when banks, brokers and other institutions are open for business in the United States or Mexico. In addition, because of time zone differences, there may be problems with completing transactions involving Euroclear or Clearstream on the same business day as in the United States or Mexico. U.S. and Mexican investors who wish to transfer their interests in the Cebures, or to make or receive a payment or delivery of the Cebures on a particular day, may find that the transactions will not be performed until the next business day in Brussels or Luxembourg, as applicable. Each of Euroclear and Clearstream has agreed to the foregoing procedures in order to facilitate transfers of the Cebures held in the Euroclear Account and the Clearstream Account among participants of Euroclear and Clearstream, as applicable. However, they are under no obligation to perform or continue to perform those procedures, and they may discontinue those procedures at any time.

Transfers within Euroclear and Clearstream will be made in accordance with the usual rules and operating procedures of those systems. Cross-market transfers between participants in Euroclear and Clearstream, on the

one hand, and Indeval participants, on the other hand, will be effected through Euroclear and Clearstream in accordance with Euroclear and Clearstream procedures governing its respective operations. Such cross-market transactions may require delivery of instructions to either Indeval, Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with the rules and procedures and within the established deadlines (whether Mexican time, Brussels time or Luxembourg time), of the relevant clearing system.

TAXATION

General

The following discussion is a summary of the principal Mexican federal and U.S. federal income tax considerations that may be relevant to the purchase, ownership and disposition of the Cebures and of the Cebures held in Euroclear and Clearstream, but does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, hold or dispose any of such Cebures. This summary does not describe any tax consequences arising under the laws of any state, municipality, locality or taxing jurisdiction other than the federal laws of the United States and the federal laws of Mexico.

This summary is based on the federal tax laws of Mexico and the United States as in effect on the date of this offering memorandum (including the United States-Mexico income tax treaty described below), as well as on federal rules and regulations of Mexico and regulations, rulings and decisions of the United States available on or before such date and now in effect. All of the foregoing are subject to change, which change could apply retroactively and could affect the continued validity of this summary.

The United States and Mexico entered into a Convention for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income, and a Protocol thereto, both signed on September 18, 1992 and amended by additional Protocols signed on September 8, 1994 and November 26, 2002 (together, the “United States-Mexico income tax treaty”). This summary describes the provisions of the United States-Mexico income tax treaty that may affect the taxation of holders of the Cebures and of the Cebures held in Euroclear and Clearstream that are residents of the United States (within the meaning of the United States-Mexico income tax treaty). The United States and Mexico have also entered into an agreement that covers the exchange of information with respect to tax matters.

Mexico has also entered into tax treaties with various other countries (most of which are in effect) and is negotiating tax treaties with various other countries. These tax treaties, to the extent in effect, may have effects on holders of Cebures or of Cebures held in Euroclear and Clearstream. This summary does not discuss the consequences (if any) of such treaties.

Prospective purchasers of Cebures and of Cebures held in Euroclear and Clearstream should consult their own tax advisors as to the Mexican, United States or other tax consequences of the purchase, ownership and disposition of any of such Cebures, including, in particular, the application to their particular situations of the tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

Mexican Taxation

The following is a general summary of the principal consequences under the Mexican Income Tax Law (*Ley del Impuesto sobre la Renta*, or the “Mexican Income Tax Law”) and rules and regulations thereunder, as currently in effect, of the purchase, ownership and disposition of the Cebures by a holder that is not a resident of Mexico and that will not hold Cebures or a beneficial interest therein in connection with the conduct of a trade or business through a permanent establishment in Mexico (a “foreign holder”).

For purposes of Mexican taxation, tax residency is a highly technical definition that involves the application of a number of factors. Generally, an individual is a resident of Mexico if he or she has established his or her home in Mexico, and a corporation is considered a resident if it has established its principal place of business management or its effective seat of business management in Mexico. However, any determination of residence should take into account the particular situation of each person or legal entity.

Taxation of Interest and Principal

Under the Mexican Income Tax Law, payments of interest we make in respect of the Cebures (including payments of principal in excess of the issue price of such Cebures, which, under Mexican law, are deemed to be interest) to a foreign holder will generally be subject to a Mexican withholding tax assessed at a rate of 4.9% if (1) the Cebures are placed through banks or brokerage houses (*casas de bolsa*) in a country with which Mexico has entered into a tax treaty for the avoidance of double taxation, which is in effect, (2) the CNBV has been notified of

the issuance of the Cebures pursuant to the Mexican Income Tax Law and the Mexican Securities Market Law (*Ley del Mercado de Valores*) and its regulations, and (3) the information requirements specified in the general rules of the Ministry of Finance and Public Credit (*Secretaría de Hacienda y Crédito Público*) are satisfied. In case such requirements are not met, the applicable withholding tax rate will be 10%. We believe that because the conditions described above will be satisfied, the applicable withholding tax rate will be 4.9%.

A higher income tax withholding rate will be applicable when a party related to us, jointly or individually, directly or indirectly, is the effective beneficiary of more than 5% of the aggregate amount of payments treated as interest on the Cebures, as set forth in the Mexican Income Tax Law.

Payments of interest we make with respect to the Cebures to a non-Mexican pension or retirement fund will be generally exempt from Mexican withholding taxes; provided that (1) the fund is the effective beneficiary of such interest income and provides information to us in respect of such fund's place of residence, (2) the fund is duly established pursuant to the laws of its country of origin, and (3) the relevant interest income is exempt from taxation in such country.

We have agreed, subject to specified exceptions and limitations, to pay additional interest to the holders of Cebures held in Euroclear or Clearstream in respect of the Mexican withholding taxes mentioned above, to compensate holders of the Cebures held in Euroclear or Clearstream for Mexican withholding taxes in respect to payments under the Cebures, so that holders of the Cebures held in Euroclear or Clearstream will receive the full amount of interest on (and principal of) the Cebures. If we pay additional interest in respect of such Mexican withholding taxes, any refunds of such additional interest will be for our account. See "Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream."

Holders or beneficial owners of Cebures may be requested to provide certain information or documentation necessary to enable us to establish the appropriate Mexican withholding tax rate applicable to such holders or beneficial owners. In the event that the specified information or documentation concerning the holder or beneficial owner, if requested, is not provided on a timely basis, our obligations to pay additional interest may be limited as set forth under "Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream."

Under the Mexican Income Tax Law, payments of principal we make to a foreign holder of Cebures will not be subject to any Mexican withholding or similar taxes.

Taxation of Dispositions

The application of the Mexican Income Tax Law provisions to capital gains realized on the disposition of the Cebures by foreign holders is unclear and subject to several factors. However, we expect that no Mexican tax will be imposed on transfers of Cebures between foreign holders effected outside of Mexico, including through Euroclear or Clearstream, to the extent that such holders do not have a permanent establishment in Mexico for tax purposes. Conversely, if one of the parties is a Mexican resident or a non-resident with a permanent establishment in Mexico for tax purposes, Mexican taxation on the capital gains may be triggered, which would not be withheld by us. Therefore, holders of the Cebures should consult their own tax advisors as to the Mexican tax consequences derived from the disposition of the Cebures, as well as in connection with the tax treaty benefits available, if any.

Under the United States-Mexico income tax treaty, Mexican withholding tax does not apply to capital gains resulting from the sale or other disposition of the Cebures by certain holders that are residents of the United States (within the meaning of the United States-Mexico income tax treaty) under certain circumstances contemplated therein.

Other Mexican Taxes

A foreign holder will generally not be liable for estate, gift, inheritance or similar taxes with respect to the Cebures. There are no Mexican stamp, issue, registration or similar taxes payable by a foreign holder with respect to the Cebures.

United States Federal Income Taxation

The following discussion is a summary of certain U.S. federal income tax considerations of acquiring, owning and disposing of the Cebures and Cebures held in Euroclear and Clearstream, both of which are referred to in the remainder of this summary as Cebures. This discussion generally applies to a beneficial owner of Cebures that is a citizen or resident of the United States or a domestic corporation or otherwise subject to U.S. federal income tax on a net income basis in respect of the Cebures (a “U.S. Holder”). This discussion only applies to U.S. Holders that purchase the Cebures at the initial offering price indicated on the cover of this offering memorandum and that hold the Cebures as “capital assets” for U.S. federal income tax purposes. This summary is based on laws, regulations, rulings and decisions now in effect, all of which are subject to change. The discussion does not deal with special classes of holders, such as banks, insurance companies, tax-exempt entities, dealers in securities or currencies, certain short-term holders of Cebures, traders in securities electing to mark-to-market, entities taxed as partnerships and partners therein, persons that hedge their exposure in the Cebures or that will hold Cebures as a position in a “straddle” or conversion transaction, or as part of a “synthetic security” or other integrated financial transaction or persons that have a “functional currency” other than the U.S. dollar. U.S. Holders should be aware that the U.S. federal income tax consequences of holding the Cebures may be materially different for investors described in the previous sentence. Further, this summary does not address the alternative minimum tax, the Medicare tax on net investment income or other aspects of U.S. federal income or state and local taxation that may be relevant to a holder in light of such holder’s particular circumstances.

Investors should consult their own tax advisors in determining the tax consequences to them of holding the Cebures, including the application to their particular situation of the U.S. federal tax considerations discussed below, as well as the application of state, local, foreign or other tax laws.

Payments or Accruals of Interest

Payments or accruals of interest on the Cebures, including any Mexican tax withheld and any Additional Interest as defined in “Description of the Cebures—Additional Interest for Cebures held in Euroclear or Clearstream”, will be taxable to a U.S. Holder as ordinary interest income at the time that such amounts are received or accrued in accordance with the U.S. Holder’s regular method of tax accounting. If a U.S. Holder uses the cash method of tax accounting, the amount of interest income realized will be the U.S. dollar value of the Mexican peso payment based on the spot rate of exchange in effect on the date that the U.S. Holder receives the payment, regardless of whether the U.S. Holder converts the payment into U.S. dollars. A cash method U.S. Holder will not recognize foreign currency gain or loss with respect to the receipt of such payment, but may have foreign currency gain or loss attributable to the actual disposition of the Mexican pesos so received. If a U.S. Holder uses the accrual method of tax accounting, the amount of interest income realized will be based on the average exchange rate in effect during the interest accrual period (or with respect to an interest accrual period that spans two taxable years, at the average exchange rate for the partial period within the taxable year). Alternatively, an accrual-basis U.S. Holder may elect to translate all interest income on all foreign currency-denominated debt instruments at the spot rate of exchange on the last day of the accrual period (or the last day of the taxable year, in the case of an accrual period that spans more than one taxable year) or on the date that such an accrual-basis U.S. Holder receives the interest payment if that date is within five business days of the end of the accrual period. A U.S. Holder making this election must apply it consistently to all debt instruments from year to year and cannot change the election without the consent of the Internal Revenue Service (“IRS”). A U.S. Holder that uses the accrual method of accounting for tax purposes will recognize foreign currency gain or loss on the receipt of interest payments if the spot rate of exchange in effect on the date the payment is received differs from the rate applicable to a previous accrual of that interest income. This foreign currency gain or loss will be treated as U.S. source ordinary income or loss and generally will not be treated as an adjustment to interest income received on the Cebures.

The Mexican withholding tax that is imposed on interest will be treated as a foreign income tax eligible, subject to generally applicable limitations and conditions under U.S. tax law, for credit against a U.S. Holder’s U.S. federal income tax liability or, at the U.S. Holder’s election, for deduction in computing the U.S. Holder’s taxable income (provided that the U.S. Holder elects to deduct, rather than credit, all foreign income taxes paid or accrued for the relevant taxable year). Interest paid on the Cebures generally will constitute foreign source passive category income. The calculation and availability of foreign tax credits and, in the case of a U.S. Holder that elects to deduct foreign taxes, the availability of deductions, involves the application of complex rules that depend on the U.S.

Holder's particular circumstances. U.S. Holders are urged to consult their own tax advisors regarding the availability of foreign tax credits.

Purchase, Sale and Retirement of Cebures

A U.S. Holder's tax basis in the Cebures generally will be the U.S. dollar value of the purchase price in Mexican pesos calculated at the spot rate of exchange in effect on the date of purchase. If, however, the Cebures are traded on an established securities market, a cash-basis U.S. Holder (or an accrual-basis holder that makes a special election) will instead determine the U.S. dollar value of the purchase price in Mexican pesos by reference to the spot rate of exchange in effect on the settlement date of the purchase. A U.S. Holder that converts U.S. dollars into Mexican pesos and then immediately uses the Mexican pesos to purchase Cebures generally will not have any taxable gain or loss as a result of the conversion or purchase.

A U.S. Holder generally will recognize gain or loss on the sale, exchange, retirement or other taxable disposition of Cebures equal to the difference between the amount realized on the transaction (less any amount attributable to accrued but unpaid interest, including any Additional Interest thereon, which will be subject to tax in the manner described above under "Payments or Accruals of Interest") and the U.S. Holder's tax basis in the Cebures. The amount realized for U.S. tax purposes generally will be the U.S. dollar value of the Mexican pesos that a U.S. Holder receives calculated at the spot rate of exchange in effect on the date the Cebures are disposed of or retired. If, however, the Cebures are traded on an established securities market, a cash-basis U.S. Holder (or an accrual-basis holder that makes a special election) will determine the U.S. dollar value of the amount realized by translating the amount at the spot rate of exchange on the settlement date of the sale, exchange, retirement or other taxable disposition.

Except with respect to foreign currency gain or loss (as discussed below), the gain or loss that a U.S. Holder recognizes on the sale, exchange, retirement or other taxable disposition of Cebures generally will be capital gain or loss. The gain or loss on the sale, exchange, retirement or other taxable disposition of Cebures will be long-term capital gain or loss if, at the time of disposition, the Cebures have been held for more than one year. Certain non-corporate U.S. Holders (including individuals) may be eligible for preferential rates of U.S. federal income tax in respect of long-term capital gains. The ability of U.S. Holders to offset capital losses against ordinary income is limited. Gain or loss recognized on the sale, exchange, retirement or other taxable disposition of Cebures generally will be treated as ordinary income or loss to the extent that the gain or loss is attributable to changes in exchange rates during the period in which the Cebures are held.

Gain or loss, if any, realized by a U.S. Holder on the sale, exchange, retirement or other taxable disposition of Cebures generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes. Consequently, if Mexican income tax is withheld or otherwise paid on gains resulting from the sale, exchange, retirement or other taxable disposition of Cebures, a U.S. Holder may not be able to credit such tax against the U.S. Holder's U.S. federal income tax liability under the U.S. foreign tax credit limitations unless such income tax can be credited against the U.S. federal income tax due on other income that is treated as derived from foreign sources.

U.S. Holders should consult their own tax advisors regarding the application of the foreign tax credit rules to their investment in, and disposition of, the Cebures.

Exchange Gain or Loss with Respect to Pesos

A U.S. Holder's tax basis in the pesos received as interest on the Cebures or on the sale, exchange, retirement or other taxable disposition of the Cebures will be the U.S. dollar value thereof at the exchange rate in effect on the date the pesos are received. Any gain or loss recognized by a U.S. Holder on a sale, exchange or other taxable disposition of the pesos will be ordinary income or loss and generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes.

Cebures and Reportable Transactions

A U.S. Holder that participates in a "reportable transaction" will be required to disclose its participation to the IRS. The scope and application of these rules is not entirely clear. A U.S. Holder may be required to treat a foreign currency exchange loss from the Cebures as a reportable transaction if the loss exceeds \$50,000 in a single

taxable year if the U.S. Holder is an individual or trust, or higher amounts for other U.S. Holders. In the event the acquisition, ownership or disposition of the Cebures constitutes participation in a “reportable transaction” for purposes of these rules, a U.S. Holder will be required to disclose its investment to the IRS, currently on Form 8886. Prospective purchasers should consult their tax advisors regarding the application of these rules to the acquisition, ownership or disposition of the Cebures.

Information Reporting and Backup Withholding

Payments on the Cebures (including proceeds from the sale or other taxable disposition of the Cebures) to certain U.S. Holders may be reportable to the IRS. A U.S. Holder may be subject to backup withholding on such payments unless the U.S. Holder is a corporation or comes within certain other exempt categories and demonstrates this fact, or the U.S. Holder provides a correct taxpayer identification number on an IRS Form W-9, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable requirements of the backup withholding rules. Backup withholding is not an additional tax. Any amounts withheld under these rules will be allowed as a credit against the U.S. Holder’s U.S. federal income tax liability and may entitle the U.S. Holder to a refund, *provided* that the required information is furnished to the IRS in a timely manner.

European Union Savings Directive

Under Council Directive 2003/48/EC on the taxation of savings income (the “Savings Directive”), each member state of the European Union (“Member State,” and the “EU,” respectively) is required to provide to the tax authorities of another such Member State details of payments of interest or other similar income paid by a person within its jurisdiction to, or secured by such a person for, an individual beneficial owner resident in, or certain limited types of entity established in, that other Member State. However, for a transitional period, Austria will (unless during such period it elects otherwise) instead operate a withholding system in relation to such payments. The rate of withholding is 35%. However, the beneficial owner of the interest (or similar income) payment may elect that certain provision of information procedures should be applied instead of withholding, provided that certain conditions are met. The transitional period is to terminate at the end of the first full year following agreement by certain non-EU countries to exchange of information procedures relating to interest and other similar income.

A number of non-EU countries and certain dependent or associated territories of certain Member States have adopted similar measures to the Savings Directive.

The Council of the European Union has adopted a directive amending the Savings Directive (the “Amending Directive”) which, if implemented, would broaden the Savings Directive’s scope. The Member States will have until January 1, 2016 to adopt national legislation necessary to comply with the Amending Directive, which legislation must apply from January 1, 2017. The changes made under the Amending Directive include extending the scope of the Savings Directive to payments made to, or secured for, certain other entities and legal arrangements (including certain trusts and partnerships), where certain conditions are satisfied. They also broaden the definition of “interest payment” to cover certain additional types of income. Investors who are in any doubt as to their position should consult their professional advisers.

However, the European Commission has proposed the repeal of the Savings Directive from January 1, 2017 in the case of Austria and from January 1, 2016 in the case of all other Member States (subject to ongoing requirements to fulfill administrative obligations such as the reporting and exchange of information relating to, and accounting for withholding taxes on, payments made before those dates). This is to prevent overlap between the Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU). The proposal also provides that, if it proceeds, Member States will not be required to apply the new requirements of the Amending Directive.

If a payment under a Cebur were to be made and an amount of, or in respect of, tax were to be withheld from that payment pursuant to the Savings Directive (as amended from time to time) or any law implementing or complying with, or introduced in order to conform to, such Directive, neither the Issuer nor any other person would be obliged to pay additional interest under the terms of such Cebure as a result of the imposition of such withholding tax.

The Proposed Financial Transactions Tax

The European Commission has published a proposal (the “Commission’s Proposal”) for a Directive for a common financial transactions tax (“FTT”) in Austria, Belgium, Estonia, France, Germany, Greece, Italy, Portugal, Slovenia, Slovakia and Spain (the “participating Member States”).

The Commission’s Proposal has very broad scope and could, if introduced in its current form, apply to certain dealings in the Cebures (including secondary market transactions) in certain circumstances.

Under the Commission’s Proposal, the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Cebures where at least one party is a financial institution and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

The FTT remains subject to negotiation between the participating Member States and the legality of the proposal is uncertain. It may therefore be altered prior to any implementation. Additional EU Member States may decide to participate and/or certain of the participating Member States may decide to withdraw.

Joint statements issued by several participating Member States indicate an intention to implement the FTT by January 1, 2016. Prospective holders of the Cebures are advised to seek their own professional advice in relation to the FTT.

PLAN OF DISTRIBUTION

General

The Issuer is offering Ps.3,500,000,000 aggregate principal amount of Cebures in a global offering approved by the CNBV that consists of (1) an international offering outside Mexico of Ps.110,000,000 aggregate principal amount of Cebures and (2) a concurrent offering to the public in Mexico of Cebures. The Cebures issued in the Mexican offering and the Cebures issued in the international offering will both be issued and sold pursuant to a Mexican underwriting agreement dated July 29, 2015, entered into among the Issuer and Acciones y Valores Banamex, S.A. de C.V., Casa de Bolsa, Integrante del Grupo Financiero Banamex, Casa de Bolsa BBVA Bancomer, S.A. de C.V., Grupo Financiero BBVA Bancomer, Casa de Bolsa Santander, S.A. de C.V., Grupo Financiero Santander México and Inversora Bursátil, S.A. de C.V., Casa de Bolsa, Grupo Financiero Inbursa (each, a “Mexican Underwriter” and, collectively, the “Mexican Underwriters”). Upon receipt of the Cebures from the Issuer, Acciones y Valores Banamex, S.A., Casa de Bolsa, Integrante del Grupo Financiero Banamex will deposit Ps.110,000,000 principal amount of the Cebures in the Euroclear Account, in connection with the clearance and settlement of the Cebures sold pursuant to this offering memorandum. The Cebures sold pursuant to this offering memorandum are offered in the United States and elsewhere outside of Mexico pursuant to the terms and conditions set forth in the placement facilitation agreement, dated July 29, 2015, entered into among the Issuer, Citigroup Global Markets Inc., BBVA Securities Inc. and Santander Investment Securities Inc. (each, a “Placement Facilitation Agent” and, collectively, the “Placement Facilitation Agents”). Pursuant to the placement facilitation agreement, each of the Placement Facilitation Agents has severally and not jointly agreed with the Issuer to facilitate the placement, at the issue price set forth on the cover of this offering memorandum, of the aggregate principal amount of the Cebures issued by the Issuer set forth opposite that Placement Facilitation Agent’s name in the table below:

| Placement Facilitation Agent | Aggregate Principal Amount of Cebures in Euroclear or Clearstream |
|---|--|
| Citigroup Global Markets Inc. | Ps.44,000,000 |
| BBVA Securities Inc. | Ps.33,000,000 |
| Santander Investment Securities Inc. | Ps.33,000,000 |
| Total | Ps.110,000,000 |

The placement facilitation agreement provides that the obligations of the Placement Facilitation Agents to place the Cebures offered pursuant to this offering memorandum are subject to certain conditions precedent and the Placement Facilitation Agents will place all of the Cebures offered hereby if any of the Cebures are placed. The Placement Facilitation Agents may offer and sell the Cebures offered pursuant to this offering memorandum through certain of their affiliates. The Issuer has agreed to pay a placement agency fee to the Placement Facilitation Agents in connection with the international offering of the Cebures.

The Placement Facilitation Agents propose to resell the offered Cebures pursuant to this offering memorandum at the offering price set forth on the cover page of this offering memorandum. After the initial offering, the Placement Facilitation Agents may change the offering price and other selling terms.

The Cebures have not been and will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of U.S. persons except to QIBs in reliance on Rule 144A under the Securities Act and to persons in offshore transactions in reliance on Regulation S under the Securities Act. In connection with sales outside the United States of the Cebures offered pursuant to this offering memorandum, each Placement Facilitation Agent has agreed that it will not offer, sell or deliver the Cebures offered pursuant to this offering memorandum to, or for the account or benefit of, U.S. persons except in accordance with Rule 144A, and it will send to any dealer to whom it sells Cebures offered pursuant to this offering memorandum a confirmation or other notice setting forth the restrictions on offers and sales of the Cebures within the United States or to, or for the account or benefit of, U.S. persons.

There can be no assurance that the initial prices at which the Cebures will sell in the market after this offering will not be lower than the initial offering price or that an active trading market for the Cebures will develop after completion of this offering. The Placement Facilitation Agents have advised the Issuer that they currently

intend to make a market in the Cebures. However, they are not obligated to do so and they may discontinue any market-making activities with respect to the Cebures at any time without notice. Accordingly, no assurance can be given as to the liquidity of the trading market for the Cebures.

It is expected that delivery of the Cebures offered pursuant to this offering memorandum will be made to investors on or about August 5, 2015, which will be the 5th business day following the date of this offering memorandum (such settlement being referred to as “T+5”). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Cebures offered pursuant to this offering memorandum prior to the delivery of such Cebures will be required, by virtue of the fact that the Cebures offered pursuant to this offering memorandum initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the Cebures offered pursuant to this offering memorandum who wish to trade such Cebures prior to their date of delivery hereunder should consult their advisors.

In respect of the Cebures offered pursuant to this offering memorandum, the Issuer has also agreed to indemnify the Placement Facilitation Agents against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Placement Facilitation Agents may be required to make because of any of those liabilities.

Sales Outside the United States

The Cebures may only be offered and sold in the United States and certain jurisdictions outside Mexico and the United States in which such offer and sale is permitted.

European Economic Area

This offering memorandum has been prepared on the basis that any offer of Cebures in any Member State of the European Economic Area (the “EEA”), will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of Cebures. Accordingly any person making or intending to make an offer in a Member State of Cebures which are the subject of the offering contemplated in this offering memorandum may only do so (i) in circumstances in which no obligation arises for the Issuer or any of the Placement Facilitation Agents to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor the Placement Facilitation Agents have authorized, nor do they authorize, the making of any offer of the Cebures described in this offering memorandum in circumstances in which an obligation arises for the Issuer or the Placement Facilitation Agents to publish or supplement a prospectus for such offer.

In relation to each Member State of the EEA which has implemented the Prospectus Directive (each, a “Relevant Member State”), each Placement Facilitation Agent has represented and agreed that with effect from and including the date on which the Prospectus Directive was implemented in that Relevant Member State (the “Relevant Implementation Date”) it has not made and will not make an offer of Cebures which are the subject of the offering contemplated by this offering memorandum to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of the Cebures to the public in that Relevant Member State at any time:

- (a) to any legal entity which is a “qualified investor” as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than “qualified investors” as defined in the Prospectus Directive) as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Placement Facilitation Agent or Placement Facilitation Agents nominated by the Issuer for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Cebures shall require the publication of a prospectus pursuant to Article 3 of the Prospectus Directive, or a supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

Each person in a Member State of the EEA who receives any communication in respect of, or who acquires any Cebures under, the offers to the public contemplated in this offering memorandum will be deemed to have represented, warranted and agreed to and with each Placement Facilitation Agent that:

(a) it is a qualified investor within the meaning of the law in that Member State implementing Article 2(1)(e) of the Prospectus Directive; and

(b) in the case of any Cebures acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the Cebures acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the Placement Facilitation Agent has been given to the offer or resale; or (ii) where Cebures have been acquired by it on behalf of persons in any Member State other than qualified investors, the offer of those Cebures to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of this provision, the expression an “offer of the Cebures to the public” in relation to any Cebures in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Cebures to be offered so as to enable an investor to decide to purchase or subscribe for the Cebures, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State. The expression “Prospectus Directive” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

United Kingdom

Each Placement Facilitation Agent has represented, warranted and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”)) received by it in connection with the issue or sale of any Cebures in circumstances in which section 21(1) of the FSMA is complied with or does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Cebures in, from or otherwise involving the United Kingdom.

This offering memorandum is for distribution only to persons who are “qualified investors” (as defined in the Prospectus Directive) who are persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute it, all such persons together being referred to as “Relevant Persons.” This offering memorandum is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this offering memorandum relates is available only to relevant persons and will be engaged in only with relevant persons.

Brazil

The Cebures have not been, and will not be, registered with the *Comissão de Valores Mobiliários* or the “CVM.” The Cebures may not be offered or sold in Brazil, except in circumstances that do not constitute a public offering or distribution under Brazilian laws and regulations.

Chile

The offer of the Cebures will begin on August 5, 2015 and is subject to General Rule No. 336 of the Chilean Securities Commission (*Superintendencia de Valores y Seguros de Chile*, or the “SVS”). The Cebures

being offered are not registered in the Securities Registry (*Registro de Valores*) or in the Foreign Securities Registry (*Registro de Valores Extranjeros*) of the SVS and, therefore, the Cebures are not subject to the supervision of the SVS. As with all unregistered securities, the Issuer is not required to disclose public information about the Cebures in Chile. The Cebures may not be publicly offered in Chile unless they are registered in the corresponding securities registry.

La oferta de los valores comienza el 5 de agosto del 2015 y está acogida a la NCG 336 de la Superintendencia de Valores y Seguros de Chile (la "SVS"). La oferta versa sobre valores no inscritos en el Registro de Valores o en el Registro de Valores Extranjeros que lleva la SVS, por lo que los valores no están sujetos a la fiscalización de dicho organismo. Por tratarse de valores no inscritos, no existe obligación por parte del emisor de entregar en Chile información pública respecto de los valores. Estos valores no pueden ser objeto de oferta pública a menos que sean inscritos en el registro de valores correspondiente.

Colombia

The Cebures may not be offered, sold or negotiated in Colombia, except under circumstances which do not constitute a public offering of securities under applicable Colombian securities laws and regulations. Furthermore, foreign financial entities must abide by the terms of Decree 2555 of 2010 to offer privately the Cebures to their Colombian clients.

France

The Cebures are being issued and sold outside the Republic of France and, in connection with their initial distribution, the Cebures have not been offered or sold and will not be offered or sold, directly or indirectly, to the public in the Republic of France, and this offering memorandum or any other offering material relating to the Cebures have not been distributed and will not be distributed or caused to be distributed to the public in the Republic of France, and such offers, sales and distributions have been and will be made in the Republic of France only to qualified investors (*investisseurs qualifiés*) in accordance with Article L.411-2 of the Monetary and Financial Code and décret no. 98 880 dated 1st October, 1998.

Hong Kong

The Cebures may not be offered or sold in Hong Kong by means of any document other than (i) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, The Laws of Hong Kong) and any rules made thereunder, or (ii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, The Laws of Hong Kong), or which do not constitute an offer to the public within the meaning of the Companies Ordinance, and no advertisement, invitation or document relating to the Cebures may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Cebures which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance and any rules made thereunder.

The Republic of Italy

The offering of the Cebures has not been cleared by CONSOB pursuant to Italian securities legislation. Accordingly, none of the Cebures may be offered, sold or delivered, directly or indirectly, nor may copies of this offering memorandum or any other document relating to the Cebures be distributed in the Republic of Italy, except:

- (i) to qualified investors (*investitori qualificati*), as defined under Article 100 of the Legislative Decree No. 58 of February 24, 1998, as amended (the "Italian Securities Act"), as implemented by Article 26, paragraph 1, letter (d) of CONSOB Regulation No. 16190 of October 27, 2007, as amended ("Regulation 16190"), pursuant to Article 34-ter, paragraph 1, letter (b), of CONSOB Regulation No. 11971 of May 14, 1999, as amended ("Regulation 11971"); or

(ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Italian Securities Act and its implementing CONSOB regulations, including Regulation No. 11971.

Any such offer, sale or delivery of the Cebures or distribution of copies of this offering memorandum or any other document relating to the Cebures in the Republic of Italy must be in compliance with the selling restriction under (i) and (ii) above and:

(a) made by investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the relevant provisions of the Italian Securities Act, Regulation No. 16190 and Legislative Decree No. 385 of September 1, 1993, as amended (the “Italian Banking Act”);

(b) in compliance with Article 129 of the Italian Banking Act and the implementing guidelines of the Bank of Italy, as amended, pursuant to which the Bank of Italy may request information on the offering or issue of securities in Italy; and

(c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or the Bank of Italy or any other Italian authority.

Any investor purchasing the Cebures is solely responsible for ensuring that any offer or resale of the Cebures by such investor occurs in compliance with the applicable Italian laws and regulations.

Please note that in accordance with Article 100-bis of the Italian Securities Act, either the subsequent resale on the secondary market in Italy of the Cebures (which were part of a public offer made pursuant to an exemption from the obligation to publish a prospectus) or the subsequent systematic resale on the secondary market in Italy to investors that are not qualified investors within 12 months of completion of the offer reserved to qualified investors only, constitutes a distinct and autonomous offer that must be made in compliance with the public offer and the prospectus requirement rules provided under the Italian Securities Act and Regulation No. 11971, unless an exemption applies. Failure to comply with such rules may result in the subsequent resale of such Cebures being declared null and void and in the liability of the intermediary transferring the Cebures for any damages suffered by the investors.

Japan

The Cebures have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the “FIEL”) and each underwriter has agreed that it has not offered or sold and will not offer or sell any Cebures, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and any other applicable laws, regulations and ministerial guidelines of Japan.

The Netherlands

This offering memorandum has not been and will not be approved by the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) in accordance with Article 5:2 of the Dutch Act on Financial Supervision (*Wet op het financieel toezicht*). The Cebures will only be offered in The Netherlands to qualified investors (*gekwalificeerde beleggers*) as defined in Article 1:1 of the Dutch Act on Financial Supervision.

Peru

The Cebures will not be subject to a public offering in Peru. Therefore, this offering memorandum has not been, and will not be, registered with the Peruvian Superintendency of the Securities Market (*Superintendencia del Mercado de Valores*) or the Lima Stock Exchange. This offering memorandum is being supplied to those Peruvian investors who have expressly requested it. This offering memorandum is strictly confidential and may not be distributed to any person or entity other than the intended recipients. Investors must rely on their own examination

of the Issuer and the terms of the international offering of the Cebures in order to determine their legal ability to invest in the Cebures.

Singapore

This offering memorandum has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this offering memorandum and any other document or material in connection with the offer or sale, or invitation or subscription or purchase, of the Cebures may not be circulated or distributed, nor may the Cebures be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than under circumstances in which such offer, sale or invitation does not constitute an offer or sale, or invitation for subscription or purchase, of the Cebures to the public in Singapore.

Other Relationships

The Placement Facilitation Agents and their affiliates have provided investment and commercial banking services, financial advisory and other related services to the Issuer and its affiliates in the past and may do so in the future. They have received customary fees and commissions for these services and may do so in the future.

The Placement Facilitation Agents may, from time to time, engage in transactions with and perform services for the Issuer in the ordinary course of their business for which they will receive customary fees and commissions.

In addition, in the ordinary course of their business activities, the Placement Facilitation Agents and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer or its affiliates. Certain of the Placement Facilitation Agents or their affiliates that have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically, such Placement Facilitation Agents and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Issuer's securities, including potentially the Cebures offered hereby. Any such short positions could adversely affect future trading prices of the Cebures offered hereby. The Placement Facilitation Agents and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

TRANSFER RESTRICTIONS

The Cebures have not been registered and will not be registered under the Securities Act, any U.S. state securities laws or the laws of any other jurisdiction, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except to (a) QIBs in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (b) persons in offshore transactions in reliance on Regulation S.

Each purchaser of Cebures offered pursuant to this offering memorandum will be deemed, by accepting delivery of the Cebures, to have represented and agreed as follows (terms used in this paragraph that are defined in Rule 144A or Regulation S under the Securities Act are used herein as defined therein):

- the offering and sale of the Cebures have not been registered under the Securities Act and are intended to be exempt from registration under the Securities Act pursuant to Section 4 thereof;
- the purchaser is acquiring the Cebures for its own account (or, if it is acquiring the Cebures as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the representations, warranties and agreements herein on behalf of each such account);
- the purchaser is not acquiring the Cebures with a view to any distribution of the Cebures within the meaning of the Securities Act;
- the purchaser is (or, if it is acquiring the Cebures as a fiduciary or agent for one or more investor accounts, each such account is) (i) a QIB, or (ii) not a U.S. person and is purchasing the Cebures in an offshore transaction pursuant to Regulation S;
- the purchaser has sufficient knowledge and experience in financial and business matters so as to be capable of independently evaluating the merits and risks of an investment in the Cebures, and the purchaser is able to bear the economic risk of the investment. The purchaser has made its own investment decision regarding the Cebures based on its own knowledge;
- the purchaser understands and agrees that the Cebures may not be re-offered, resold, pledged or otherwise transferred except (1) (A) in the United States to a person who it reasonably believes is a QIB in a transaction exempt from registration under U.S. securities laws or (B) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S and, in either case, (2) in accordance with all applicable securities laws of the states of the United States;
- the purchaser has had the opportunity to ask questions of, and receive answers from, the Issuer concerning the Issuer, the Issuer's business and financial condition and the Cebures to be acquired by the purchaser and other related matters. The purchaser further represents and warrants that the Issuer has made available to the purchaser or its agents all documents and information requested by the purchaser or on its behalf relating to an investment in the Cebures, including this offering memorandum. In evaluating the suitability of an investment in the Cebures, the purchaser has not relied and will not rely on any other representations or other information (whether oral or written) made by or on behalf of the Issuer (or any of the Issuer's agents, including, without limitation, the Placement Facilitation Agents and the Mexican Underwriters) other than as contemplated by the two preceding sentences; and
- the purchaser acknowledges that the Issuer, the Placement Facilitation Agents, the Mexican Underwriters and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements.

NOTWITHSTANDING THE FACT THAT THE CEBURES OFFERED PURSUANT TO THIS OFFERING MEMORANDUM MAY IN THE FUTURE BE TRANSFERABLE PURSUANT TO ANOTHER EXEMPTION FROM THE SECURITIES ACT, THESE TRANSFER RESTRICTIONS WILL CONTINUE TO APPLY TO THE RESALE OF CEBURES OFFERED PURSUANT TO THIS OFFERING MEMORANDUM IN THE UNITED STATES UNLESS AND UNTIL THE ISSUER PROVIDES NOTICE TO ALL HOLDERS OF CEBURES THAT THESE SECURITIES ARE FREELY TRANSFERRABLE IN THE UNITED STATES (A “FREE TRANSFERABILITY NOTICE”). ACCORDINGLY, UNLESS AND UNTIL A FREE TRANSFERABILITY NOTICE HAS BEEN ISSUED, CEBURES OFFERED PURSUANT TO THIS OFFERING MEMORANDUM ARE NOT TO BE RE-OFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED IN THE UNITED STATES EXCEPT TO A PERSON WHO THE PURCHASER REASONABLY BELIEVES IS A QIB IN A TRANSACTION EXEMPT FROM REGISTRATION UNDER U.S. SECURITIES LAWS.

LEGAL MATTERS

The validity of the Cebures will be passed upon for the Issuer by Verónica Ramírez Villela, the General Counsel of the Issuer and by Bufete Robles Miaja, S.C. as to Mexican law. Certain legal matters governed by U.S. law will be passed upon by Cleary Gottlieb Steen & Hamilton LLP, New York counsel for the Issuer, and by Simpson Thacher & Bartlett LLP, New York counsel for the Placement Facilitation Agents. Certain legal matters governed by Mexican law will be passed upon by the General Counsel of the Issuer, by Bufete Robles Miaja, S.C., special Mexican counsel for the Issuer, and by Ritch, Mueller, Heather y Nicolau, S.C., special Mexican counsel for the Placement Facilitation Agents.

GENERAL INFORMATION

1. Application has been made to have the Cebures listed on the Mexican Stock Exchange and the Official List of the Luxembourg Stock Exchange for trading on the Euro MTF Market. However, no assurances can be given that these applications will be approved.
2. Except as disclosed in this offering memorandum, there are no pending actions, suits or proceedings against or affecting us or any of our properties, which, if determined adversely to us would individually or in the aggregate have an adverse effect on our financial condition or would adversely affect our ability to perform our obligations under the Cebures or which are otherwise material in the context of the issue of the Cebures, and, to the best of our knowledge, no such actions, suits or proceedings are threatened.
3. Except as disclosed in this offering memorandum, since March 31, 2015, there has been no change (or any development or event involving a prospective change of which we are or might reasonably be expected to be aware) which is materially adverse to our financial condition.
4. For as long as any of the Cebures are outstanding, copies of our current annual financial statements and unaudited financial information may be obtained during usual business hours from our principal executive office listed below. During the same period, a copy of the Opsimex by-laws will be available for inspection at our principal executive office.

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REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors and the Shareholders of
Operadora de Sites Mexicanos, S.A. de C.V.

Introduction

We have reviewed the accompanying interim consolidated statement of financial position of Operadora de Sites Mexicanos, S.A. de C.V. and subsidiary, as of March 31, 2015 and the related interim consolidated statements of comprehensive income, changes in equity and cash flows for the period from January 5 to March 31, 2015, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and fair presentation of these interim financial statements in accordance with International Accounting Standard 34, *Interim Financial Reporting (IAS 34)*. Our responsibility is to express a conclusion on these interim consolidated financial statements based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim consolidated financial information does not present fairly, in all material respects, the financial position of Operadora de Sites Mexicanos, S.A. de C.V. and subsidiary, as of March 31, 2015, and of its financial performance and its cash flows for the period from January 5 to March 31, 2015, in accordance with IAS 34.

Emphasis of Matter

We draw attention to Note 3 to the financial statements where it is stated that these interim financial statements have been reissued. Our opinion is not qualified in respect of this matter.

Mancera, S.C.
Member of
Ernst & Young Global Limited

/s/ Marco Antonio González

Mexico, D.F.
July 8, 2015

OPERADORA DE SITES MEXICANOS, S.A. DE C.V. AND SUBSIDIARY
Unaudited Consolidated Statement of Financial Position
(In Thousands of Mexican Pesos)

| | As of March 31, 2015 | |
|--|-----------------------------|-------------------|
| Assets | | |
| Current assets: | | |
| Cash | Ps. | 674,243 |
| Related parties (Note 5) | | 16,750 |
| Advanced payments (Note 6) | | 55,395 |
| Total current assets | | 746,388 |
| Non-current assets: | | |
| Property and equipment, net (Note 7) | | 35,613,068 |
| Other assets | | 79,780 |
| Total assets | Ps. | 36,439,236 |
| Liabilities and equity | | |
| Current liabilities: | | |
| Accounts payable | Ps. | 123,788 |
| Taxes payable | | 177,976 |
| Total current liabilities | | 301,764 |
| Deferred income taxes (Note 8) | | 9,157,229 |
| Asset retirement obligations | | 1,403,513 |
| Total liabilities | | 10,862,506 |
| Equity (Note 9) | | |
| Capital stock | | 35,000 |
| Additional paid in capital | | 4,190,386 |
| Loss for the period | | (55,099) |
| Surplus from revaluation of property and equipment, net of deferred taxes | | 21,406,443 |
| Total equity | | 25,576,730 |
| Total liabilities and equity | Ps. | 36,439,236 |

The accompanying notes constitute an integral part of these unaudited consolidated financial statements.

OPERADORA DE SITES MEXICANOS, S.A. DE C.V. AND SUBSIDIARY
Unaudited Consolidated Statement of Comprehensive Income
(In Thousands of Mexican Pesos)

| | From January 5 to March 31, 2015 | |
|--|---|-------------------|
| Rental revenue | Ps. | 894,239 |
| Operating costs and expenses: | | |
| Salaries | | 16,331 |
| Towers maintenance..... | | 31,097 |
| Site rental | | 324,642 |
| Administration expenses | | 8,850 |
| Depreciation | | 570,791 |
| | | 951,711 |
| Operating loss | | (57,472) |
| Interest income | | 1,711 |
| Loss before income taxes..... | | (55,761) |
| Income tax benefit (Note 8)..... | | 662 |
| Net loss | Ps. | (55,099) |
| Other items of comprehensive income not to be reclassified to profit or loss in subsequent periods: | | |
| Surplus from revaluation of property and equipment, net of deferred taxes..... | Ps. | 21,406,443 |
| Total comprehensive income, net of tax | Ps. | 21,351,344 |

The accompanying notes constitute an integral part of these unaudited consolidated financial statements.

OPERADORA DE SITES MEXICANOS, S.A. DE C.V. AND SUBSIDIARY
Unaudited Consolidated Statement of Changes In Equity
From January 5 to March 31, 2015
(In Thousands of Mexican Pesos)

| | <u>Capital Stock</u> | <u>Additional paid in capital</u> | <u>Loss for the period</u> | <u>Surplus from revaluation of property and equipment, net of deferred taxes</u> | <u>Total equity</u> |
|--|--------------------------|---|--------------------------------|--|----------------------|
| Balances at the beginning of 2015 | Ps. - | Ps. - | Ps. - | Ps. - | Ps. - |
| Spin off balances at January 5, 2015 | 35,000 | 4,190,386 | | | 4,225,386 |
| Loss for the period..... | | | (55,099) | | (55,099) |
| Surplus from revaluation of property and equipment, net of deferred taxes..... | | | | 21,406,443 | 21,406,443 |
| Comprehensive income for the period..... | | | (55,099) | 21,406,443 | 21,351,344 |
| Balance at March 31, 2015 | <u>Ps. 35,000</u> | <u>Ps. 4,190,386</u> | <u>Ps. (55,099)</u> | <u>Ps. 21,406,443</u> | <u>Ps.25,576,730</u> |

The accompanying notes constitute an integral part of these unaudited consolidated financial statements.

OPERADORA DE SITES MEXICANOS, S.A. DE C.V. AND SUBSIDIARY
Unaudited Consolidated Statement of Cash Flows
(In Thousands of Mexican Pesos)

| | For the period from January 5 to March 31, 2015 |
|---|--|
| Operating activities | |
| Loss before income taxes..... | Ps. (55,761) |
| Items not requiring the use of cash: | |
| Depreciation | 570,791 |
| Working capital changes | |
| Related parties | (16,750) |
| Advanced payments | (17,843) |
| Other assets | (2,237) |
| Accounts payable | 197,939 |
| Income taxes paid..... | (8,735) |
| Net cash flows provided by operating activities..... | 667,404 |
| Investing activities | |
| Purchase of property and equipment | (28,161) |
| Net cash flows used in investing activities | (28,161) |
| Financing activities | |
| Equity contributions | 35,000 |
| Net cash flows provided by financing activities | 35,000 |
| Net increase in cash | 674,243 |
| Cash at beginning of period | - |
| Cash at end of period | Ps. 674,243 |

The accompanying notes constitute an integral part of these unaudited consolidated financial statements.

Notes to the Unaudited Consolidated Financial Statements

As of March 31, 2015

(In thousands of Mexican pesos (Ps.), unless otherwise indicated)

1. Corporate Information

Operadora de Sites Mexicanos, S.A. de C.V. and subsidiary (hereinafter, “Opsimex” or the “Company”), was organized on January 5, 2015, as a spin-off of Radiomóvil Dipsa, S.A. de C.V. (hereinafter, “Radiomóvil”), a corporation engaged in the provision of mobile telecommunications services in Mexico and a subsidiary of Sercotel, S.A. de C.V. (“Sercotel”), a subsidiary of América Móvil, S.A.B. de C.V. (“América Móvil”). As of March 31, 2015, the Company is a subsidiary of Sercotel. The ultimate parent is América Móvil.

The corporate offices of the Company are located in Mexico City, Mexico, at Lago Zurich 245 Plaza Carso / Edificio Presa Falcón, 14th Floor, Colonia Ampliación Granada, Delegación Miguel Hidalgo, 11529, México, D.F., México.

The Company leases towers, land and other passive cellular infrastructure as physical spaces in different parts of the tower, such as floor, roofs and rooftops, for the installation of transceiver equipment, as well as its auxiliaries (power energy systems or backup batteries, air conditioner systems, alarms and other elements). As of and for the period from January 5 to March 31, 2015, the Company’s sole customer is Radiomóvil.

The accompanying unaudited consolidated financial statements were approved for their issuance by the Company’s Chief Financial Officer on July 8, 2015, and subsequent events have been considered through that date. They will then be presented for approval by the Company’s shareholders in their next meeting. Those shareholders have the authority to approve and or otherwise modify the financial statements.

2. Description of the Spin-off

The spin-off entailed the transfer of certain assets comprised within the passive infrastructure of Radiomóvil to Opsimex, a newly created subsidiary of Sercotel, which is also a subsidiary of América Móvil.

The assets, liabilities and equity that were transferred from Radiomóvil to Opsimex at historical cost as a result of the spin-off were as follows:

| | | |
|---|------------|------------------|
| Cash..... | Ps. | 25,000 |
| Advance payments..... | | 37,552 |
| Property and equipment, net..... | | 5,575,067 |
| Other assets..... | | 80,490 |
| Total assets | Ps. | 5,718,109 |
| Accounts payable..... | Ps. | 22 |
| Deferred income taxes..... | | 125,940 |
| Asset retirement obligations | | 1,366,761 |
| Total liabilities | | 1,492,723 |
| Total equity | Ps. | 4,225,386 |
| Total liabilities and equity | Ps. | 5,718,109 |

3. Basis of Preparation of the Interim Condensed Consolidated Statements as of March 31, 2015

The accompanying unaudited financial statements have been prepared in accordance with IAS 34 — *Interim Financial Reporting*. These financial statements are the first presentation of interim information

Interim consolidated financial statements do not contain all the information and disclosures required to be contained or disclosed in annual financial statements, however the Company believes is disclosing all the significant

accounting policies and methods of computation have been applied in the same level of detail as it would in a set of annual financial statements.

The first financial statements prepared by the Company in accordance with IFRS will be its financial statements for the year ending December 31, 2015, with an inception date of January 5, 2015, which is the Company's organization date.

The Mexican peso is the functional and reporting currency used to prepare the Company's unaudited consolidated financial statements.

Potential issuance of debt

As a result of the process that the Company is following related to a potential issuance of debt in international markets, additional disclosures are being included in these unaudited interim consolidated financial statements to those already disclosed in the unaudited interim consolidated financial statements previously issued on June 16, 2015, which were included in the preliminary prospectus presented by the Company before the Comision Nacional Bancaria y de Valores in Mexico for its review.

4. Accounting Policies

a) Basis of consolidation

The unaudited consolidated financial statements include the accounts of Opsimex, and its subsidiary Demonsa over which the Company exercises control. The financial statements for the subsidiary were prepared for the same period as the Company, applying consistent accounting policies. The subsidiary provides the payroll services to the Company relating to its activities.

Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee, if and only if, the Company has:

- (i) Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee),
- (ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) The ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee;
- (ii) Rights arising from other contractual arrangements; and
- (iii) The Company's voting rights and potential voting rights.

The Company re-assesses 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.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of comprehensive income from the date the Company gains control until the date the Company ceases to control the subsidiary.

The accompanying unaudited consolidated financial statements comprise the financial statements of the Company and its subsidiary. At March 31, 2015, the subsidiary of the Company is as follows:

| Name | March 31, 2015 |
|----------------------------|----------------|
| Demonasa, S.A. de C.V..... | 99.998% |

b) Cash

Cash consists of short-term bank deposits plus accrued interest. The relevant amounts closely approximate their fair value.

c) Financial assets

Financial assets are categorized, at initial recognition, as (i) financial assets at fair value, (ii) loans and receivables, or (iii) financial assets and liabilities held to maturity.

– Initial recognition

Financial assets are initially recognized at fair value, plus directly attributable transactions costs, except for financial assets designated upon initial recognition at fair value through profit or loss.

– Subsequent measurement

The subsequent measurement of financial assets depends on their categorization as (i) financial assets at fair value, (ii) loans and receivables, or (iii) financial assets and liabilities held to maturity.

d) Property and equipment

This item is comprised of towers and other passive infrastructure, including, primarily, the civil work and physical spaces in different parts of the tower, such as floor, roofs, rooftops transferred in connection with the spin-off, which were recorded at their historical cost to the América Móvil group. Subsequent to the initial recognition, the Company adopted the revaluation model provided for in International Accounting Standard 16 “NIC 16” — *Property, Plant and Equipment* in its separate financial statements, and, accordingly, recognized these assets at their revalued amount with the assistance of independent appraisers.

Property is depreciated using the straight-line method, based on the revalued amount and remaining useful life of such assets. The estimated useful life of the Company’s assets is between 16 and 20 years.

Equipment comprises transportation equipment which is depreciated using the straight-line method, based on the historical cost amount and remaining useful life of such assets. The useful life of the transportation equipment is five years.

The estimated useful life of an asset is determined upon its expected conditions of operation and maintenance, taking into account market practices, anticipated technological changes and other factors.

Depreciation rates are as follows:

| | Annual depreciation rate |
|--|---------------------------------|
| Towers and other passive infrastructure (property) | 5% to 6.25% |
| Transportation equipment..... | 20% |

e) Impairment of property and equipment

The Company has a policy in place for evaluating the existence of indicators of impairment in the carrying value of property and equipment. When there are such indicators, or in the case of assets whose nature requires an annual impairment analysis, the Company estimates the recoverable amount of the asset, which is the higher of its fair value, less disposal costs, and its value in use. Value in use is determined by discounting estimated future cash flows, applying a pre-tax discount rate that reflects the time value of money and taking into consideration the specific risks associated with the asset. When the recoverable amount of an asset is below its carrying value, impairment is considered to exist. In this case, the carrying value of the asset is reduced to the asset’s recoverable amount, recognizing the loss in results of operations for the respective period. Depreciation and/or amortization

expense of future periods is adjusted based on the new carrying value over the asset's remaining useful life. Impairment is computed individually for each asset. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

In the estimation of impairments, the Company considers its strategic plans. Such strategic plans generally cover a period equal to the remaining useful life of the primary asset. For longer periods, beginning on the fifth year, projections are maintained at a constant for all the following years with no growth rate.

f) Financial liabilities; other liabilities and provisions

Financial liabilities

Financial liabilities are classified into the following categories based on the nature of the financial instruments contracted or issued: (i) financial liabilities measured at fair value through profit and loss, and (ii) financial liabilities measured at amortized cost. The Company's financial liabilities include accounts payable to suppliers. These accounts payable are accounted for as financial liabilities and measured at cost which is a reasonable approximation of fair value.

– Initial recognition

All financial liabilities are initially recorded at their fair value.

– Subsequent measurement

The measurement of financial liabilities depends on their classification.

Asset retirement obligations

The Company recognizes the fair value of obligations to remove its tower assets and remediate the leased land upon which its tower assets are located. The associated retirement costs are capitalized as part of the carrying amount of the related tower assets and depreciated over their estimated useful lives and the liability is accreted through the obligation's estimated settlement date. Fair value estimates of asset retirement obligations generally involve discounting of estimated future cash flows. Periodic accretion of such liabilities due to the passage of time is included in Finance Expense in the unaudited consolidated statements of Comprehensive Income. Adjustments are also made to the asset retirement obligation liability to reflect changes in the estimates of timing and amount of expected cash flows, with an offsetting adjustment made to the related property and equipment. The significant assumptions used in estimating the Company's aggregate asset retirement obligation are: (i) timing of tower removals; (ii) cost of tower removals; (iii) timing and number of land lease renewals; (iv) expected inflation rates; and (v) credit-adjusted, risk-free interest rates that approximate the Company's incremental borrowing rate.

Accruals and contingent liabilities

Accruals are recorded when (i) the Company has a present obligation (legal or constructive) as a result of past events, (ii) the settlement of such obligation will require an outflow of resources, and (iii) the obligation can be measured reliably.

When the effect of the time value of money is significant, the amount of the liability is determined as the present value of the expected disbursements to settle the obligation. The discount rate is determined on a pre-tax basis and reflects current market conditions at the financial statement reporting date and, where appropriate, the risks specific to the liability. In these cases, an increase in the liability is recognized as finance expense.

Contingent liabilities are recognized only when it is probable they will give rise to a future cash disbursement for their settlement. Also, contingencies are only recognized when they will generate a loss.

g) Income Taxes

Current income tax is presented as a short-term liability, net of prepayments made during the year.

Deferred income tax is determined using the liability method based on the temporary differences between the tax values of the assets and liabilities and their book values at the financial statement reporting date.

Deferred tax assets and liabilities are measured using the tax rates that are expected to be in effect in the period when the asset will materialize or the liability will be settled, based on tax rates (and tax legislation) that have been enacted or substantially enacted at the financial statement reporting date.

The value of deferred tax assets is reviewed by the Company at each financial statement reporting date and is reduced to the extent that it is more likely than not that the Company will not have sufficient future tax profits to allow for the realization of all or a part of its deferred tax assets. Unrecognized deferred tax assets are revalued at each financial statement reporting date and are recognized when it is more likely than not that there will be sufficient future tax profits to allow for the realization of these assets.

h) Rental revenue

Opsimex grants to the telecommunications providers (currently only Radiomóvil) the “Service of the Access and Shared Use of the Passive Infrastructure” respect to the passive infrastructure installed and available in the “Sites” (where all the radio-bases are located) as well other services related such as: (i) On-site technical visits, (ii) Feasibility analysis, (iii) Elaboration of project and budget, (iv) Site adaptations, (v) Recovery of Sites, (vi) Placing verification, (vii) Project management of new civil work and (viii) Use of the systems of managing of new projects.

The non-electronic elements that comprise the passive infrastructure located in the sites are as follows:

- Spaces in self-supported structures, such as flagpoles, poles or towers, for the installation of radio communication antennas (“Space in tower”).
- Physical spaces in different parts of the tower, such as floor, roofs, rooftops, for the installation of transceiver equipment, as well as its auxiliaries (power energy systems or backup batteries, air conditioner systems, alarms and other elements) (“Space in floor”).
- Air conditioner.
- Auxiliary elements of the site: ducts, conduits, channeling and other attached suppliers.

Revenues related to the services described above are recognized in accordance with IAS 18 - *Revenue*, at the time the related service is rendered, provided that the revenue can be measured reliably, it is probable that the entity will receive the economic benefits associated with the transaction, the stage of completion of the transaction may be reliably measured and there is high certainty of collectability.

Revenue from leasing arrangements (space in tower and space in floor) is recognized on a straight-line basis over the term of the respective leases when collectability is reasonably assured. Escalation clauses tied to the Mexican inflation-based index are excluded from the straight-line calculation in accordance with IAS 17 Leases.

i) Leases

The determination of whether an agreement is or contains a lease is based on the substance of the agreement at the beginning of the lease. An agreement is or contains a lease if performance is dependent on the use of a specific asset or set of assets and on whether the agreement transfers the right of use of the asset to the Company, whether or not such right is expressly provided for in the agreement.

Opsimex as lessor

Leases under which the Company retains a significant portion of the risks and benefits inherent to the ownership of the leased asset are considered operating leases. Direct upfront costs incurred in connection with the negotiation and execution of an operating lease are added to the book value of the leased asset and are recognized over the life of the agreement using the same criteria used for the recognition of rental revenues. Contingent rent payments are recognized as revenues for the period in which they are received.

The Company standard lease agreement as lessor with its sole client Radiomóvil is for a one year period, with options to renew for additional periods of time based on agreed pricing factors. As disclosed in Note 4d), the Company considers the economic useful lives of our towers to be approximately between 16 and 20 years. Under IAS 17- *Leases*, a lease agreement is accounted for as an operating lease or a finance lease based on specific criteria, the accounting for which is distinctly different. Two of those IAS 17 criteria require a lease to be considered a finance lease when either the lease term is for the major part of the economic life of the asset, even if title is not transferred, or if the leased assets are of such a specialized nature that only the lessee can use them without major modifications. In applying these criteria, renewal options are required to be considered to the extent that at the inception of the lease agreement their exercise is reasonably certain. In practice, the term reasonably certain is considered a very high accounting benchmark. When considering the specialized nature of the assets, factors such as barriers to entry of additional market participants as well as the costs to either party to relocate and reprogram equipment on new sites would be considered. After considering all of these factors the Company determined that it was neither reasonably certain that its client would renew its lease agreements with it beyond a period of approximately five years, and also that the technological nature of leased assets was not such that only that customer could use them. The Company anticipates entering into leases with additional customers prospectively.

Opsimex as lessee

The Company lease agreement is categorized upon commencement as either a finance lease or an operating lease.

Lease agreements that transfer substantially all the risks and benefits of ownership of the leased assets to the Company are accounted for as finance leases.

Finance leases are capitalized upon commencement, at the lower of the fair value of the leased asset or the present value of the minimum lease payments. Finance lease payments are apportioned between the reduction of lease liability and the finance cost so that a constant interest rate is determined on the outstanding liability balance. Finance costs are charged to results of operations.

Payments made under operating lease agreements are charged to results of operations on a straight-line basis over the rental period.

j) Employee benefits

Seniority premiums are paid to workers as required by Mexican labor law. Additionally, under Mexican labor law, the Company is obligated to pay for certain benefits accruing to workers who leave or are dismissed in certain circumstances.

The Company recognizes the cost for seniority premiums on an annual basis based on independent actuarial computations applying the projected unit-credit method, using financial assumptions net of inflation. As of March 31, 2015, these long-term employee benefits have not been recognized because they are deemed not to be significant.

Compensated absences

Costs derived from compensated absences such as vacations and vacation premiums are recognized in cumulative manner, for which the respective provision is created.

Statutory employee profit sharing

In conformity with Mexican legislation, the Company must distribute the equivalent of 10% of its annual taxable income as employee profit sharing.

k) Salaries

Salaries consist of nominal wages plus the wages and salaries of engineers, and of site operation and maintenance and administrative personnel.

l) Tower maintenance

Tower maintenance costs consist of preventive maintenance and repair costs incurred in connection with the towers and passive infrastructure.

m) Concentration of risk

As of March 31, 2015, the Company had entered into a lease agreement with Radiomóvil. Accordingly, in the event of any default in the payment of rent, the Company's cash flows and the viability of its business might be adversely affected.

However, the Company is in the process of diversifying its lease portfolio among other operators, which should significantly reduce its risk concentration as with respect to Radiomóvil, which is a related party.

n) Significant Accounting Judgments, Estimates and Assumptions

In preparing its interim unaudited consolidated financial statements, the Company makes estimates concerning a variety of matters. Some of these matters are highly uncertain, and its estimates involve judgments it makes based on the information available to it. In the discussion below, Opsimex has identified several of these matters for which its financial statements would be materially affected if either (i) Opsimex used different estimates that it could reasonably have used or (ii) in the future Opsimex changes its estimates in response to changes that are reasonably likely to occur.

The following discussion addresses only those estimates that Opsimex considers most important based on the degree of uncertainty and the likelihood of a material impact if it used a different estimate. There are many other areas in which Opsimex uses estimates about uncertain matters, but the reasonably likely effect of changed or different estimates is not material to the financial presentation for those other areas.

Estimated useful lives of property and equipment

Opsimex estimates the useful lives of property and equipment in order to determine the amount of depreciation expense to be recorded in each period. Opsimex currently depreciates its properties based on an estimated useful life determined upon the expected particular conditions of operations and maintenance in Mexico. The estimates are based on its related party Radiomóvil's previous historical experience with similar assets, anticipated technological changes and other factors, taking into account the practices of other telecommunications companies. Opsimex reviews estimated useful lives each year to determine whether they should be changed, and at times, it changes them for particular classes of assets.

Impairment of property and equipment

Opsimex has a significant investment in long-lived assets, mainly property (towers and passive infrastructure related), on its consolidated statement of financial position. Opsimex is required to test long-lived assets for impairment when circumstances indicate a potential impairment or, in some cases, at least on an annual basis. The impairment analysis for long-lived assets requires the Company to estimate the recovery value of the asset, which is the higher of its fair value (minus any disposal costs) and its value in use. To estimate the fair value of a long-lived asset, Opsimex takes into account recent market transactions or, if no such transactions can be identified, Opsimex uses a valuation model that requires the making of certain assumptions and estimates. Similarly, to estimate the value in use of long-lived assets, Opsimex makes various assumptions about the future prospects for the business to which the asset relates, consider market factors specific to that business and estimate future cash flows to be generated by that business. Based on this impairment analysis, including all assumptions and estimates related thereto, as well as guidance provided by IFRS relating to the impairment of long-lived assets, Opsimex determines whether it needs to take an impairment charge to reduce the net carrying value of the asset as stated on its consolidated statement of financial position. Assumptions and estimates about future values and remaining useful lives are complex and often subjective. They can be affected by a variety of factors, including external factors, such as industry and economic trends, and internal factors, such as changes in the Company's business strategy and its internal forecasts. Different assumptions and estimates could materially impact the Company's reported financial results. More conservative assumptions of the anticipated future benefits from these businesses

could result in impairment charges, which would decrease net income and result in lower asset values on the consolidated statement of financial position. Conversely, less conservative assumptions could result in smaller or no impairment charges, higher net income and higher asset values.

Deferred Income Taxes

The Company is required to estimate its income taxes in Mexico. This process involves estimation of actual current tax exposure and the assessment of temporary differences resulting from the differing treatment of certain items, such as accruals and depreciation for tax and financial reporting purposes, mainly. These items result in deferred tax assets and liabilities, which are included in the Opsimex's consolidated statement of financial position. Opsimex assesses in the course of its tax planning procedures the fiscal year of the reversal of its deferred tax assets and liabilities, and if there will be future taxable profits in those periods to support the recognition of the deferred tax assets. Significant management judgment is required in determining the Company's provisions for income taxes, deferred tax assets and liabilities. The analysis is based on estimates of taxable income in Mexico and the period over which the deferred tax assets and liabilities will be recoverable or settled. If actual results differ from these estimates, or Opsimex adjusts these estimates in future periods, its financial position and results of operations may be materially affected.

Opsimex records deferred tax assets based on the amount that it believes is probable to be realized. In assessing the future realization of deferred tax assets, the Company considers future taxable income and ongoing tax planning strategies. In the event that the estimates of projected future taxable income and benefits from tax planning strategies are lowered, or changes in current tax regulations are enacted that would impose restrictions on the timing or extent of the ability to utilize the tax benefits of net operating loss carry-forwards in the future, an adjustment to the recorded amount of deferred tax assets would be made, with a related charge to income.

Accruals

Accruals are recorded when, at the end of the period, the Company has a present obligation as a result of past events, whose settlement requires an outflow of resources that is considered probable and can be measured reliably. This obligation may be legal or constructive, arising from, but not limited to, regulation, contracts, common practice or public commitments, which have created a valid expectation for third parties that the Company will assume certain responsibilities. The amount recorded is the best estimation performed by the Company's management in respect of the expenditure that will be required to settle the obligations, considering all the information available at the date of the financial statements, including the opinion of external experts, such as legal advisors or consultants. Accruals are adjusted to account for changes in circumstances for ongoing matters and the establishment of additional accruals for new matters.

If Opsimex is unable to reliably measure the obligation, no accrual is recorded and information is then presented in the notes to its consolidated financial statements. Because of the inherent uncertainties in this estimation, actual expenditures may be different from the originally estimated amount recognized.

5. Related Parties

As of March 31, 2015, the accounts receivable with related parties are due from Radiomóvil derived from the lease agreement. This balance consists of unsecured current accounts that bear no interest and are payable in cash within 30 days.

For the period from January 5 to March 31, 2015, all the rent revenues showed in the unaudited consolidated statement of comprehensive income are derived from the lease agreement with Radiomóvil.

6. Advanced payments

As of March 31, 2015, advanced payments are comprised as follows:

| | As of March 31, 2015 |
|-----------------------------------|---------------------------------|
| Advanced rent payments | Ps. 34,110 |
| Advanced insurance payments | 145 |
| Advances to suppliers..... | 21,140 |
| Total | Ps. 55,395 |

7. Property and equipment

An analysis of property and equipment is as follows:

| | As of March 31, 2015 |
|---|---------------------------------|
| Towers and infrastructure related | Ps. 36,179,732 |
| Transportation equipment..... | 4,127 |
| | 36,183,859 |
| Less, accumulated depreciation..... | (570,791) |
| Total | Ps. 35,613,068 |

For the period from January 5 to March 31, 2015, depreciation expense was Ps.570,791.

8. Income Taxes

The Mexican Federal Internal Revenue Act establishes a corporate income tax rate for Mexico of 30% for fiscal year 2015 and thereafter.

On December 11, 2013, the 2014 Mexican Tax Reform was published. This tax reform includes the introduction of a new Mexican Income Tax Law (“MITL”).

The new MITL establishes new requirements and limits regarding certain deductions, including restrictions on the deductibility of payroll-related expenses that are considered tax-exempt for employees, contributions to create or increase pension fund reserves, and Mexican Social Security Institute dues that are paid by the Company but that should be paid by the employees. The new MITL also establishes that certain payments made to related parties shall not be deductible if they do not meet certain requirements.

Earnings distributed in excess of the Net taxed profits account (“CUFIN”) balances are subject to the payment of corporate income tax at the statutory rate at that time. The payment of this tax may be credited against current year income tax.

An analysis of income taxes for the period from January 5 to March 31, 2015 is as follows:

| | As of March 31, 2015 |
|----------------------------|---------------------------------|
| Current income taxes..... | Ps. 142,238 |
| Deferred income taxes..... | (142,900) |
| Total | Ps. (662) |

An analysis of changes in deferred income taxes and their components for the period from January 5 to March 31, 2015, is as follows:

| | As of March 31, 2015 |
|--|---------------------------------|
| Difference between the tax and book values of Property and equipment and ARO | Ps. 30,524,097 |
| Income tax rate | 30% |
| Deferred tax | Ps. 9,157,229 |

From the period from January 5 to March 31, 2015, the effective income tax rate was 1.2%, primarily because the Company only recently began operations. However, the Company expects the annual effective tax rate will approximate 30%, the statutory rate in Mexico.

9. Equity

As of March 31, 2015, common stock is variable and its fixed minimum capital with no right to withdrawal is Ps.35,000, represented by 35 million common registered shares with no par value. Fixed minimum capital series A amounts to Ps.50 and variable capital series B amounts to Ps.34,950.

In conformity with the Mexican Corporations Act, the Company is required to transfer at least 5% of the net income of each year to increase the legal reserve. This practice must be continued until the legal reserve reaches 20% of capital stock, issued and outstanding. As of March 31, 2015, the Company has not created the reserve.

Dividends paid by the Company from the consolidated net tax income account are not subject to income tax. However, the balance of this account can be solely applied once the CUFIN account balance has been depleted.

10. Commitments and Contingencies

Leases

As of the date of the spin-off, the Company had in place several lease agreements, as lessee.

An analysis of lease payments under operating leases over the next years is as follows:

| For the year ended December 31, | Operating leases |
|--|-----------------------------|
| 2015 | Ps. 1,594,108 |
| 2016 | 1,100,768 |
| 2017 | 954,775 |
| 2018 | 862,294 |
| 2019 | 759,424 |
| 2020 and thereafter | 2,280,187 |
| Total | Ps. 7,551,556 |

Contingencies

Over the past two years, Mexico has developed a new legal framework for the regulation of telecommunications and broadcasting services. The new legal framework is based on a package of constitutional amendments passed in June 2013 and implementing legislation enacted in July 2014, which established the new Federal Law on Telecommunications and Broadcasting (*Ley Federal de Telecomunicaciones y Radiodifusión*) and the Law for the Public Broadcasting System of the Mexican State (*Ley del Sistema Público de Radiodifusión del Estado Mexicano*) to replace the existing statutory framework.

Contingencies

The Federal Telecommunications Institute (Instituto Federal de Telecomunicaciones, or the “IFT”) was created with the objective of, among other things, promoting and regulating access to telecommunications and radio broadcasting infrastructure (including Site Infrastructure).

The IFT was also vested with the power to oversee competition in the telecommunications and radio broadcasting sectors, and it has the authority to impose asymmetric regulation upon entities determined to have substantial market power or deemed to constitute the “preponderant economic agent” in either of such sectors.

In March 2014, the IFT issued a resolution (the “Resolution”) declaring that América Móvil and Telcel, among others, comprise an “economic interest group” that constitutes the preponderant economic agent in the telecommunications sector. The IFT imposed specific measures on América Móvil and Telcel, some of which set forth the obligation to grant access and shared use of passive infrastructure. In the case of Telcel, passive infrastructure comprised the space on which towers are constructed, as well as the towers on which radio communications equipment may be installed.

The Federal Law on Telecommunications and Broadcasting enacted in July 2014 established that the IFT will encourage agreements between customers and owners of passive infrastructure for the use of such infrastructure. If agreement cannot be reached, the IFT may, in some cases, determine rates and related commercial terms. The IFT is also authorized to oversee the terms of the agreements for the use of passive infrastructure that customers enter into, evaluate their impact on competition and take steps to ensure that terms governing the sharing and use of infrastructure are provided on a nondiscriminatory basis.

Reference Offer

Under the terms of the Resolution and the new regulatory framework, Telcel had an obligation to prepare the Reference Offer and file it with the IFT for approval. Telcel complied with such obligation and the IFT approved its Reference Offer for access and shared use of its passive infrastructure. Under the terms of the Reference Offer, operators must execute a Master Agreement, as well as specific Site Agreements for each site, the duration of which will vary from site to site, but which has a mandatory minimum term of five years, except when the underlying floor lease expires in less than five years, in which case the Site Agreement may expire simultaneously with the floor lease. The Reference Offer's initial term expires on December 31, 2015, when a new Reference Offer must have received IFT approval; subsequent Reference Offers will have a term of two years.

Customers who sign the Master Agreement may elect to access and use the sites wherever space is available.

Towers and Antennas

The Company is subject to regulatory requirements with respect to the registration, siting, construction, lighting, marking, maintenance and inspection of towers, and zoning restrictions on the land on which towers are located. Non-compliance may result in fines or other penalties. The Company believes that it is in substantial compliance with all such applicable laws.

ANNEX - FINANCIAL MODEL

Introduction and Notice to Prospective Investors

We were formed on January 5, 2015 and have a limited operating history. Our only historical financial results are reflected in our unaudited consolidated financial statements as of and for the three months ended March 31, 2015, included elsewhere in this offering memorandum. We are presenting the financial model in this annex, which includes forward-looking statements and estimates, because we believe it includes useful information as to our expectations for our future business and financial performance, for each year through 2020, based on our current business and growth strategies.

This financial model reflects our current good faith estimates about future events based on our current knowledge of present facts and circumstances and assumptions about future events. We have only limited financial results and operating history to form a reliable basis for our knowledge of present facts and circumstances as they may affect our estimates about future events. You should not assume that our future performance will be consistent with the forward-looking financial information in our financial model or our limited historic operating and financial performance or that of other companies in the telecommunications infrastructure industry in Mexico or elsewhere. Forward-looking statements and estimates necessarily involve risks and uncertainties that could cause actual results to differ materially from our expectations and estimates. We cannot ensure or guarantee that forward-looking statements and estimates about future events, including forward-looking financial information, will become true and/or realized, in whole or in part. We caution prospective investors to carefully consider the various factors and variables assumed in the formation of such forward-looking statements and estimates. We also caution prospective investors to carefully read, consider and analyze the factors described under “Forward-Looking Statements” and “Risk Factors” in this offering memorandum, since these factors may, in the future (along with other factors), (a) affect (i) the forward-looking statements and estimates about the future included herein, and/or (ii) our capacity to implement our business and growth strategies or our ability to achieve our expected financial and operating results and (b) cause our actual financial or operating results to differ materially from those estimated or projected.

Forward-looking statements and estimates about future events, including forward-looking financial information and the other information contained in this annex should not be considered, in whole or in part, by prospective investors as a substitute for the exercise of personal judgment and assessment. Any opinion, judgment, estimate or valuation expressed herein is subject to change without notice. We do not intend to update or otherwise revise the financial model to reflect circumstances existing after the date of this offering memorandum, including to reflect the occurrence of unanticipated events or changes in economic, regulatory or industry conditions, even if all of the assumptions described below are found to be in error. We disclaim any obligation to update the information contained in this annex or to disclose any difference between actual and estimated or projected results. We do not assume any responsibility for any loss or damage of any kind arising from the use of such information.

The financial model included in this annex were not prepared in compliance with guidelines issued by the SEC, the International Federation of Accountants, IFRS or any other body or rules regarding projections or forecasts and are based on numerous assumptions concerning factors that are beyond our control and which may or may not materialize. These estimates and forecasts should be read in conjunction with information included in this offering memorandum, specifically the sections entitled “Summary Financial and Operating Data,” “Selected Financial Data,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business and Properties,” as well as our unaudited consolidated financial statements. Neither our independent auditors nor any other independent expert has compiled, reviewed or performed any procedures on the forward-looking financial information in this annex, and our independent auditors disclaim any association with such information.

FOR THE ABOVE REASONS AND BECAUSE WE ARE SUBJECT TO NUMEROUS RISKS, UNCERTAINTIES AND OTHER FACTORS, INCLUDING THOSE DESCRIBED UNDER “RISK FACTORS” IN THIS OFFERING MEMORANDUM, AN INVESTMENT DECISION SHOULD NOT BE BASED ON THE FORWARD-LOOKING STATEMENTS AND ESTIMATES, INCLUDING FORWARD-LOOKING FINANCIAL INFORMATION, AND THE OTHER INFORMATION CONTAINED IN THIS ANNEX. ACTUAL RESULTS WILL DIFFER FROM THOSE CONTAINED IN THIS ANNEX, AND THE DIFFERENCES MAY BE MATERIAL. PROSPECTIVE INVESTORS SHOULD CONSULT THEIR OWN LEGAL, REGULATORY, TAX, BUSINESS, INVESTMENT, FINANCIAL AND ACCOUNTING ADVISORS AS THEY DEEM NECESSARY AND MUST MAKE THEIR INVESTMENT DECISION BASED ON THEIR OWN JUDGMENT AND ASSESSMENT OF AN INVESTMENT IN US OR THAT OF SUCH ADVISORS AS THEY DEEM NECESSARY.

Overview

We are the largest owner, operator and developer of wireless communications sites in Mexico in terms of number of sites. Our primary business is to provide access and use of space on our sites to wireless telecommunications carriers in Mexico for antennas, base stations and other equipment necessary for the transmission of wireless communication devices' signals. We were formed on January 5, 2015 as a result of the Opsimex spin-off from Telcel. As of the date of this offering memorandum, we have entered into master agreements with Telcel, Grupo Iusacell and Movistar, and we have entered into site agreements with Telcel. Telcel is a subsidiary of América Móvil and Mexico's largest wireless telecommunications carrier, with over 71.5 million cellular subscribers and an estimated 69.5% market share as of December 31, 2014. Telcel's network covers approximately 93.0% of the Mexican population.

Economic and Market Perspective

In 2013, COFETEL estimated that Mexico requires a four-fold increase in wireless base stations to achieve the levels of wireless service quality that COFETEL concluded were appropriate to meet the needs of the country. Because such increase would result in a corresponding rise in demand for wireless communications sites, we believe it would create an important growth opportunity for us. We anticipate that the increase in demand for sites will be mainly driven by the rollout of new technologies such as LTE, use of higher frequencies, increase in data usage due to higher smartphone penetration and the tendency of Mexican telecommunications carriers to expand their network coverage.

Rapid growth has positioned the Mexican wireless telecommunications sector as a highly attractive market that is well positioned for continued future growth. The number of wireless subscribers in Mexico has grown rapidly in recent years. There were 104 million wireless subscribers as of December 31, 2014 compared to 90 million as of December 31, 2010, which represents a compound annual growth rate of 10%. Penetration, measured as total wireless subscribers divided by total population, reached 89% in 2014 compared to 80% in 2010. However, wireless penetration is still low in Mexico when compared to other Latin American countries, where the average penetration was 119% by 2014. As penetration and the number of wireless subscribers in Mexico increase, it is expected that telecommunications carriers will require use and access to more tower space in order to provide consistent and high-quality service.

Recent regulatory changes in Mexico have stimulated the entrance of new telecommunications carriers. For example, in 2015, AT&T, one of the largest global wireless operators worldwide, bought Grupo Iusacell and Nextel in Mexico, thus acquiring a wireless market share of approximately 11%. It is expected that AT&T will expand its network in Mexico, creating an opportunity for us to increase the number of customers in some or all of our sites.

Business and Growth Strategy

Pursuant to the terms of the Opsimex Spin-off, Telcel transferred 10,785 sites to us. After certain adjustments were made under the terms of the Opsimex Spin-off, as of March 31, 2015, we had 10,821 sites, which were deemed transferred as of the date of our formation. We estimate that, as of June 30, 2015, our site portfolio represented nearly half of all existing sites in Mexico. Approximately 19.0% of our sites are located in South-

Central Mexico, a region that includes Mexico City, the largest mobile wireless communications market in Mexico. Since April 1, 2015, Telcel has transferred 590 more sites to us pursuant to the terms of the Opsimex Spin-off. As a result of these transfers, and of the 369 new sites that we have built since our formation, we have increased our total number of sites by 959, for a total of 11,780 sites as of the date of this offering memorandum. In addition, we have a backlog of 420 new sites under construction, which we expect to be completed within the next two months.

The majority of our sites have the capacity to accommodate up to three customers. Our ground/land based sites are designed to accommodate up to three customers, while our ground/land based sites with towers that are 45 meters high or higher have the capacity to accommodate up to five customers. Our rooftop sites can accommodate additional customers by installing additional masts if there is sufficient floor area.

The tower usage fees we charge our customers vary depending on the attractiveness of a site, which principally depends on its location and capacity. We charge the highest fees for “AAA” sites and the lowest fees for “B” sites.

We believe that we are well-positioned to take advantage of an increase in demand for the use of site space carriers in Mexico. In June 2015, affiliates of Grupo Iusacell, a subsidiary of AT&T, entered into the Iusacell Master Agreement with us, and in July 2015, Movistar, a subsidiary of Telefónica, and certain of Movistar’s affiliates entered into the Movistar Master Agreement, pursuant to which agreements we expect to enter into site agreements in the future. Pursuant to our business plan, we are seeking to enter into site agreements with additional customers. Any such agreements with other telecommunication carriers would be on substantially the same terms as the existing agreements that we have with Telcel. We believe that we will be able to increase our revenue through the addition of new customers on our existing and future sites. We believe that these goals are aligned with those of our customers who are wireless communications carriers, as they seek to deploy new technologies, have continuity in coverage and rapidly expand their mobile networks. Our strategy is focused on increasing the number of customers using each of our sites, increasing the number of sites in our portfolio and maximizing efficiency in our operations. Our business model becomes more efficient as more customers use our sites. Consequently, the greater number of customers per site, the greater our revenue and EBITDA.

To accomplish our strategy, we have assembled a management team with experience in the industry that will be dedicated to implementing our strategy with a focus on maximizing medium and long term growth.

Financial Model

The following table sets forth our financial estimates for each year through 2020, as well as the underlying operating assumptions made in the preparation of such financial estimates.

| | HISTORICAL | ESTIMATED | | | | | |
|---|--|---|---------|---------|---------|---------|---------|
| | As of and for the Three Months Ended March 31, 2015 | As of and for the Year Ending December 31, | | | | | |
| | | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 |
| | | (in millions of Ps., except as otherwise indicated) | | | | | |
| Operating Assumptions | | | | | | | |
| Number of sites ⁽¹⁾ | 10,821 | 12,600 | 13,010 | 13,910 | 14,810 | 15,710 | 16,610 |
| Tenancy ratio (%)..... | 1.0 | 1.1 | 1.2 | 1.4 | 1.5 | 1.6 | 1.6 |
| Average monthly site usage fees per site (in thousands of Ps.)..... | 19.0 | 19.0 | 19.0 | 20.0 | 21.0 | 22.0 | 23.0 |
| Financial Estimates | | | | | | | |
| Revenue..... | 894.2 | 3,998.0 | 5,142.0 | 6,561.0 | 7,703.0 | 8,983.0 | 9,954.0 |
| Operating (loss) income | (57.5) | (31.0) | 691.0 | 1,805.0 | 2,625.0 | 3,565.0 | 4,176.0 |
| Operating margin (%) ⁽²⁾ | (6.4) | (0.8) | 13.4 | 27.5 | 34.1 | 39.7 | 42.0 |
| EBITDA ⁽³⁾ | 513.3 | 2,377.0 | 3,248.0 | 4,444.0 | 5,347.0 | 6,372.0 | 7,069.6 |
| EBITDA margin (%) ⁽³⁾⁽⁴⁾ | 57.4 | 59.6 | 63.2 | 67.7 | 69.4 | 70.9 | 71.1 |
| Cash flow from operations | 667.4 | 1,976.0 | 2,764.0 | 3,455.0 | 4,090.0 | 4,713.0 | 5,320.0 |
| Capex/Revenue (%) ⁽⁵⁾ | 3.1 | 37.3 | 26.3 | 20.6 | 17.5 | 15.0 | 13.6 |

| | HISTORICAL | ESTIMATED | | | | | |
|---|--|---|------|------|------|------|------|
| | As of and for the Three Months Ended March 31, | As of and for the Year Ending December 31, | | | | | |
| | 2015 | 2015 | 2016 | 2017 | 2018 | 2019 | 2020 |
| | | (in millions of Ps., except as otherwise indicated) | | | | | |
| Debt/EBITDA (%) | - | 9.0 | 6.6 | 4.8 | 4.0 | 3.4 | 3.0 |
| Net debt ⁽⁶⁾ /EBITDA (%).... | - | 8.8 | 6.6 | 4.8 | 3.8 | 2.9 | 2.3 |
| Interest/Revenue (%)..... | (0.2) | 12.9 | 36.9 | 29.1 | 24.5 | 20.3 | 17.2 |
| EBITDA/Net interest (%) ⁽⁷⁾ | - | 4.6 | 1.7 | 2.3 | 2.8 | 3.5 | 4.1 |

⁽¹⁾ The increase in the number of sites is expected to be principally through organic growth.

⁽²⁾ We calculate operating margin by dividing historical or estimated operating (loss) income *over* historical or estimated total revenues, for the period indicated.

⁽³⁾ We calculate EBITDA as historical or estimated operating (loss) income *plus* historical or estimated depreciation expense. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Non-IFRS Financial Measure” in this offering memorandum, for a reconciliation of EBITDA to net loss, the most directly comparable IFRS measure, for the three months ended March 31, 2015.

⁽⁴⁾ We calculate EBITDA margin by dividing historical or estimated EBITDA *over* historical or estimated total revenues, for the period indicated.

⁽⁵⁾ We calculate Capex for the year ending December 31, 2015 after giving effect to the transfer of 590 sites from Telcel to us pursuant to the terms of the Opsimex Spin-off.

⁽⁶⁾ We calculate net debt as estimated indebtedness *minus* estimated cash and cash equivalents, as of the dated indicated.

⁽⁷⁾ We calculate net interest as estimated interest income *minus* estimated interest expense, as of the dated indicated.

Assumptions Made in the Preparation of Financial Estimates

The financial estimates included in the table above are based on and subject to the following principal assumptions, which apply to each year in the period from 2015 through 2020:

1. We generate sufficient funds from operations to invest, and we invest at least Ps.1,000 million per year in capital investments to satisfy our expansion needs.
2. Our total financial indebtedness is equal to Ps.21,500 million at all times.
3. Our business relationship with Telcel continues, there are no material early terminations or cancellations of site agreements with Telcel and Telcel continues to expand its business at the same annual growth rate experienced in the five years prior to the Opsimex Spin-off.
4. We continue to pass through all of our site rental expense to our customers.
5. We increase the tenancy ratio from 1.0, which reflected the site agreements we entered into with Telcel at our formation, to 1.6, as we assume the tenancy ratio will rise as we bring new customers to our sites, and we increase the number of sites and the average monthly site usage fee per site charged to customers, in each case as indicated in the table above.
6. There are no material adverse changes in the Mexican legal framework, including tax laws and regulations, regulation of telecommunications and broadcasting services, or regulatory requirements with respect to the construction, maintenance and operation of sites at the municipal, state and national level.

If any of the foregoing assumptions proves to be incorrect, our actual results would differ materially from the operating and financial estimates set forth in the table above. See “Risk Factors—Risk Factors Related to Our Business—You should not rely on forward-looking statements and estimates included in the Financial Model.”

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