

Annex I

Certification and Agreement of Certain Acquirers of
Receipts Upon Deposit of Shares Pursuant to
Section 2.02 of the Deposit Agreement

We refer to the Regulation S Deposit Agreement, dated as of May 16, 2007 (the "Deposit Agreement"), among TMM REAL ESTATE DEVELOPMENT PLC (the "Company"), THE BANK OF NEW YORK, as Depository, and Owners and Beneficial Owners of Global Depository Receipts (the "Receipts") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of Global Depository Shares to be evidenced by one or more Receipts pursuant to Section 2.02 of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Receipts, the Global Depository Shares evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act (the "Act").
3. We certify that either:
 - A. We are, or at the time the Shares are deposited and at the time the Receipts are issued will be, the beneficial owner of the Shares and of the Global Depository Shares evidenced by such Receipt or Receipts, and (i) we are not a U.S. person (as defined in Regulation S under the Act) and we are located outside the United States (within the meaning of Regulation S) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States, (ii) we are not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) we are not in the business of buying and selling securities or, if we are in such business, we did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of the Global Depository Shares and Shares.

OR

- B. We are a broker-dealer acting on behalf of our customer; our customer has confirmed to us that it is, or at the time the Shares are deposited and at the time the Receipt or Receipts are issued will be, the beneficial owner of the Shares and of the Global Depository Shares evidenced by such Receipt or Receipts, and (i) it is not a U.S. person (as defined in Regulation S under the Act) and it is located outside the United States (within the meaning of

Regulation S and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States, (ii) it is not an affiliate of the Company or a person acting on behalf of such an affiliate, and (iii) it is not in the business of buying and selling securities or, if it is in such business, it did not acquire the securities to be deposited from the Company or any affiliate thereof in the initial distribution of Global Depositary Shares and Shares.

4. We agree (or if we are a broker-dealer, our customer has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer such Receipts, the Global Depositary Shares evidenced thereby or the Shares represented thereby except outside the United States in accordance with Regulation S under the Act and any applicable securities laws.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____

Title:

Date:

Annex II

Certification and Agreement of Persons Receiving Deposited Securities Upon Withdrawal Pursuant to Section 2.05 of the Deposit Agreement

We refer to the Regulation S Deposit Agreement, dated as of May 16, 2007 (the "Deposit Agreement"), among TMM REAL ESTATE DEVELOPMENT PLC (the "Company"), THE BANK OF NEW YORK, as Depositary thereunder, and Owners and Beneficial Owners of Global Depositary Receipts (the "Receipts") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. We are surrendering a Receipt or Receipts in accordance with the terms of the Deposit Agreement for the purpose of withdrawal of the Deposited Securities represented by the Global Depositary Shares evidenced by such Receipt or Receipts (the "Shares") pursuant to Section 2.05 of the Deposit Agreement.
2. We acknowledge (or if we are a broker-dealer, our customer has confirmed to us that it acknowledges) that the Receipts, the Global Depositary Shares evidenced thereby and the securities represented thereby have not been and will not be registered under the Securities Act (the "Act").
3. We certify that we are (or if we are a broker-dealer, our customer has confirmed to us that it is) located outside the United States (within the meaning of Regulation S under the Act), and either:
 - (i) we have (or it has) sold or otherwise transferred, or agreed to sell or otherwise transfer and at or prior to the time of withdrawal will have sold or otherwise transferred, the Receipts or the Shares in accordance with Regulation S under the Act, and we are (or it is), or prior to such sale or other transfer we were (or it was), the beneficial owner of the Receipts, or

(ii) we (or it) will be the beneficial owner of the Shares upon withdrawal.

Very truly,

[NAME OF CERTIFYING ENTITY]

By: _____

Title:

Dated: