

Nuevo Esquema De Inscripción Simplificada: Más Agilidad Para Emisoras Y Nuevos Vehículos De Inversión

Category: Legal Alerts

written by Nader, Hayaux & Goebel | febrero 13, 2025

El pasado 21 de enero de 2025 se publicaron en el Diario Oficial de la Federación las disposiciones secundarias que regulan la inscripción simplificada de valores, un nuevo mecanismo derivado de la reforma a la Ley del Mercado de Valores del 28 de diciembre de 2023.

Este nuevo esquema representa una alternativa atractiva para empresas que buscan financiamiento ágil en el mercado de valores y para inversionistas interesados en diversificar su portafolio con nuevos vehículos de inversión.

Aspectos claves:

¿Qué es la inscripción simplificada?

- Un proceso ágil que permite a las empresas emitir valores con menos requisitos
- Aplica a acciones, instrumentos de deuda, valores respaldados por activos e instrumentos estructurados.

Tipos de emisoras simplificadas y montos máximos

- Nivel I: Hasta 75 millones de UDIs¹ por emisión y 900 millones de UDIs² anuales (solo deuda).
- Nivel II: Hasta 1,250 millones de UDIs³ por emisión y acumulados anuales (deuda y valores respaldados por activos).
- Acciones: Capital social de hasta 1,250 millones de UDIs⁴ anuales.

Principales requisitos

- Entidades con al menos 2 años de operación y generación de ingresos.
- Estados financieros auditados y presentación de reportes trimestrales.
- Calificación crediticia obligatoria para emisiones de Nivel II y valores respaldados por activos.

¿Quién puede participar?

Inversionistas institucionales y calificados, es decir, aquellos con inversiones superiores a 1.5 millones de UDIs⁵ o ingresos anuales de 500,000 UDIs⁶.

Supervisión y transparencia:

- Reglas específicas para información financiera periódica y eventos relevantes.
- Flexibilización de costos regulatorios para incentivar la participación.
- Supervisión de cumplimiento por parte de Bolsas de Valores y CNBV.

Beneficios clave

- Menos requisitos administrativos y legales que las emisiones tradicionales.
- Inscripción en solo 2 días hábiles, previa opinión favorable de la
- En ciertos casos, no se requiere oferta pública (fusiones o escisiones).
- Acceso restringido a inversionistas institucionales, lo que contribuye a la estabilidad en la demanda.

Para más información, favor de contactar al área de mercado de capitales de **Nader, Hayaux & Goebel**.

¹Aproximadamente \$625 millones de pesos.

²Aproximadamente \$7,525 millones de pesos.

³Aproximadamente \$10,455 millones de pesos.

⁴Aproximadamente \$10,455 millones de pesos.

⁵Aproximadamente \$12.5 millones de pesos.

⁶Aproximadamente \$4.1 millones de pesos.

New Simplified Registration Framework: Greater Agility For Issuers And New Investment Vehicles

On January 21, 2025 the secondary provisions regulating the simplified registration of securities were published in the Official Gazette of the Federation. This new mechanism stems from the reform of the Securities Market Law on December 28, 2023.

This framework offers an attractive alternative for companies seeking swift financing in the capital markets and for investors interested in diversifying their portfolios with new investment vehicles.

Key Aspects:

What is Simplified Registration?

- A streamlined process that allows companies to issue securities with fewer regulatory requirements.
- Applies to stocks, debt instruments, asset-backed securities, and structured instruments.

Types of Simplified Issuers and Maximum Amounts

- Level I: Up to 75 million UDIs¹ per issuance and 900 million UDIs² annually (debt only).
- Level II: Up to 1,250 million UDIs³ per issuance and annually (debt and asset-backed securities).
- Stocks: Share capital of up to 1,250 million UDIs⁴ annually.

Main Requirements

- Entities must have at least 2 years of operations and revenue generation.
- Audited financial statements and submission of quarterly reports.
- Mandatory credit rating for Level II issuances and asset-backed securities.

Who Can Participate?

Institutional and qualified investors, meaning those with investments exceeding 1.5

million UDIs⁵ or annual income of 500,000 UDIs⁶.

Supervision and Transparency:

- Specific rules for periodic financial reporting and material events.
- Reduced regulatory costs to encourage participation.
- Compliance oversight by Stock Exchanges and the CNBV (National Banking and Securities Commission).

Key Benefits

- Fewer administrative and legal requirements compared to traditional issuances.
- Registration in just 2 business days, subject to the Stock Exchange's favorable opinion.
- In certain cases, no public offering required (e.g., mergers or spin-offs).
- Restricted access to institutional investors, contributing to demand stability.

For more information, please contact the Capital Markets team at **Nader. Hayaux & Goebel**.

¹Approximately MXN 625 million

²Approximately MXN 7,525 million

³Approximately MXN 10,455 million

⁴Approximately MXN 10,455 million

⁵Approximately MXN 12.5 million

⁶Approximately MXN 4.1 million

Nueva Obligación Fiscal Respecto

de Inmuebles de Uso Habitacional en la Ciudad de México

Category: Legal Alerts

written by Nader, Hayaux & Goebel | febrero 13, 2025

El pasado 1º de enero de 2025 entró en vigor una reforma al Código Fiscal de la Ciudad de México, publicada el 27 de diciembre de 2024 en la Gaceta Oficial de la Ciudad de México, mediante la cual se establece una nueva obligación para ciertos contribuyentes del impuesto predial, consistente en la presentación de una declaración informativa sobre el estado de ocupación de los inmuebles destinados a uso habitacional.

Esta nueva declaración informativa resulta aplicable a las personas que sean contribuyentes del impuesto respecto de inmuebles destinados a uso habitacional ubicados en los rangos L, M, N, O y P de la tarifa establecida en el artículo 130 del Código Fiscal de la Ciudad de México, cuyo valor catastral exceda de la cantidad de \$4,524,974.08 Pesos.

El incumplimiento de esta nueva obligación puede resultar en una multa que oscila entre \$4,272.00 y \$10,821.00.

La presentación de la declaración informativa está sujeta a las reglas de carácter general que emita la Secretaría de Administración y Finanzas, que al día de hoy no han sido publicadas. Recomendamos estar pendientes de la publicación de dichas reglas para definir la forma, el alcance y los requisitos aplicables para la presentación de la declaración informativa.

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Para más información o asesoría en relación con este tema, favor de contactar al equipo de la Práctica Fiscal de Nader, Hayaux & Goebel.

New Tax Obligation in Respect of Residential Properties in Mexico City

An amendment to the Mexico City Tax Code was published in the Official Gazette of Mexico City on December 27, 2024, and became effective as of January 1st, 2025. As a result of this amendment, certain taxpayers subject to the real property tax (*impuesto predial*) will now be required to file an information return regarding the occupancy status of properties destined for residential use.

The new information return applies to those persons who are subject to the real property tax (*impuesto predial*) in respect of residential properties included in brackets L, M, N, O, and P of the tariff included in Article 130 of the Mexico City Tax Code, whose cadastral value exceeds MXN 4,524,974.08.

Failure to comply with this new obligation may result in a fine ranging from MXN 4,272.00 to MXN 10,821.00.

The information return filing is subject to the publication of administrative rules issued by the local Treasury department, which have not been published as of today. We recommend following up on the publication of these rules to fully define the scope and applicable requirements for the return information.

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For more information or advice, please get in touch with the Tax team at Nader, Hayaux & Goebel.

Estímulos Fiscales para Fomentar

Nuevas Inversiones, Capacitación e Innovación

Category: Legal Alerts

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El pasado 22 de enero de 2025 entró en vigor el Decreto por el que se otorgan estímulos fiscales para apoyar la estrategia nacional denominada “Plan México”, para fomentar nuevas inversiones, que incentiven programas de capacitación dual e impulsen la innovación (el “**Decreto**”), el cual fue publicado en el Diario Oficial de la Federación (“**DOF**”) el día anterior.

Mediante el Decreto se establecen los estímulos fiscales que se describen en términos generales más adelante, cuya obtención está sujeta al cumplimiento de los requisitos que correspondan, entre los que se incluye la presentación de un proyecto de inversión ante el Comité de Evaluación que se crea, así como de un convenio de colaboración celebrado con la Secretaría de Educación Pública, según sea el caso.

Estímulos fiscales:

1. Deducción inmediata de inversiones en bienes nuevos de activo fijo para el ISR

- Aplicable respecto de activos fijos nuevos adquiridos desde el 22 de enero de 2025 y hasta el 30 de septiembre de 2030, que los contribuyentes mantengan en uso durante un periodo mínimo de dos años inmediatos siguientes al ejercicio en que se efectúe su deducción inmediata.
- No es aplicable respecto de mobiliario y equipo de oficina, automóviles con motor de combustión interna o bienes de activo fijo no identificables individualmente, entre otros.
- Se permite deducción del porcentaje establecido en el Decreto que corresponda, en lugar de aquél que se señale en la Ley del Impuesto sobre la Renta, en el ejercicio en que se efectúe la inversión.

- Posibilidad de deducción adicional conforme a la tabla establecida en el Decreto cuando los bienes se enajenen, se pierdan o dejen de ser útiles.
- Requiere de ajuste a coeficiente de utilidad para determinar los pagos provisionales de impuesto sobre la renta ("**ISR**") de 2026 a 2031, según corresponda.

2. Deducción adicional de gastos de capacitación e innovación para el ISR

- Deducción adicional del 25% del incremento en gastos de capacitación o innovación erogados en los ejercicios fiscales de 2025 a 2030, calculado respecto del promedio de gastos por dichos conceptos en los tres ejercicios fiscales anteriores a aquél en que se realice la erogación.
- Sólo es procedente respecto de capacitación a trabajadores que estén registrados ante el Instituto Mexicano del Seguro Social (IMSS), que les proporcione conocimientos técnicos o científicos relacionados con la actividad del contribuyente.
- Tratándose de los gastos por concepto de innovación, el estímulo será calculado sobre el incremento en los gastos vinculados con proyectos de inversión para el desarrollo de la invención que permitan la obtención de patentes, así como respecto de proyectos de inversión para obtener certificaciones iniciales requeridas para su integración en cadenas de proveeduría local/regional, de conformidad con los lineamientos que se expidan.
- El gasto debe deducirse en el ejercicio fiscal correspondiente; de lo contrario, se pierde el derecho a hacerlo en ejercicios posteriores.

Consideraciones relevantes:

- La aplicación de los estímulos no es automática, sino que requiere de la presentación de un proyecto de inversión al Comité de Evaluación constituido al efecto.
- El monto total de los estímulos fiscales que se autoricen durante la vigencia

del Decreto (hasta el 30 de septiembre de 2030) no excederá de \$28,500 millones de pesos para el estímulo de deducción inmediata, ni de \$1,500 millones de pesos para el estímulo por gastos de capacitación e innovación.

- El Comité de Evaluación publicará los lineamientos para la aplicación del Decreto y tendrá la facultad de aprobar el proyecto presentado; asimismo, determinará para cada ejercicio fiscal el monto máximo que los contribuyentes podrán aplicar por cada estímulo fiscal.
- Hasta ahora no han sido publicados los lineamientos del Comité de Evaluación, ni las reglas generales para la aplicación del Decreto.
- Como consecuencia de la entrada en vigor del Decreto, quedan sin efectos los estímulos fiscales otorgados mediante los decretos publicados en el DOF los días 11 de octubre de 2023 y 24 de diciembre de 2024, los cuales otorgaban beneficios para promover la inversión en México y aprovechar las ventajas geográficas del *nearshoring*. También se derogaron las reglas de la Resolución Miscelánea Fiscal que regulaban dichos decretos.

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Para más información o asesoría en relación con este tema, favor de contactar al equipo de la Práctica Fiscal de Nader, Hayaux & Goebel.

Tax Incentives to Promote New Investments, Training And Innovation

On January 22, 2025, the Decree granting tax incentives to support the national strategy called “Plan México”, aimed at fostering new investments incentivizing dual training programs and promoting innovation (the “**Decree**”), entered into force. Such Decree was published in the Federal Official Gazette (“DOF”) the day before.

The Decree establishes the tax incentives broadly described below, the application of which is subject to fulfilling the applicable requirements, including the filing of an investment project with the Evaluation Committee created for such purposes and a

collaboration agreement with the Ministry of Public Education, as applicable.

Tax Incentives:

1. Accelerated depreciation of new fixed assets for income tax purposes

- Applicable in respect of new fixed assets acquired between January 22, 2025, and September 30, 2030. Taxpayers shall maintain those assets in use for at least two years following the tax year in which the accelerated depreciation is taken.
- The incentive does not apply to office equipment and furniture, automobiles with an internal combustion engine, or fixed assets that may not be identified individually.
- Deduction for the accelerated depreciation will be computed by applying the percentages established in the Decree instead of those outlined in the Income Tax Law. It shall be taken in the tax year the investment is made.
- An additional deduction (based on the table established in the Decree) may be available when the assets are sold, lost, or cease to be helpful for the taxpayer's activities.
- The application of incentives requires adjusting the profit ratio to calculate the monthly estimated income tax payments from 2026 to 2031, as applicable.

2. Additional income tax deduction for training and innovation expenses

- Additional deduction equal to 25% of the increase in training and innovation expenses incurred in the tax years from 2025 to 2030, compared to the average expenses incurred in the previous three tax years.
- Incentive is only applicable in respect of training provided to workers registered with the Mexican Social Security Institute (IMSS), which provides technical or scientific knowledge related to the taxpayer's activity.
- In the case of expenses related to innovation, the incentive will be computed

based on the increase in expenses related to investment projects for the development of inventions that lead to the acquisition of patents, as well as investment projects that allow for obtaining the initial certifications required for integration into local/regional supply chains.

- Applicable to innovation projects that lead to the acquisition of patents and investment projects.

Relevant Considerations:

- Applicability of the aforementioned tax incentives requires the presentation of an investment project before the Evaluation Committee is created in terms of the Decree.
- The aggregate amount of the tax incentives that may be authorized pursuant to the Decree (until September 30, 2030) shall not exceed 28,500 million Pesos in the case of the accelerated depreciation, nor 1,500 million Pesos in the case of the training and innovation expenses incentive.
- The Evaluation Committee shall issue guidelines for the application of the Decree and is entitled to approve the investment projects that may be presented; also, it will determine the maximum aggregate amount of each type of incentive that the taxpayers may claim in each tax year.
- As of today, neither the guidelines of the Evaluation Committee nor the administrative rules for applying the Decree have been issued.
- As a result of the entry into force of the Decree, the tax incentives granted through the decrees published in the DOF on October 1, 2023, and December 24, 2024, respectively, which provided benefits to promote investment in Mexico and leverage the geographical advantages for nearshoring projects, and the related administrative rules, were repealed.

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For more information or advice, please get in touch with the Tax team at Nader, Hayaux & Goebel.

NHG Publishes Comprehensive Overview of Mexico's Insurance & Reinsurance Market

Category: Publications

written by Nader, Hayaux & Goebel | febrero 13, 2025

Nader, Hayaux & Goebel (NHG) has contributed to Practical Law with an in-depth Q&A guide on insurance and reinsurance in Mexico. Authored by partners Yves Hayaux-du-Tilly Laborde and Luciano Pérez Gómez, the guide provides a high-level analysis of the regulatory framework, authorizations, ownership restrictions, and compliance requirements for insurance and reinsurance operations in Mexico.

The report also covers key industry developments, including corporate governance, risk transfer mechanisms, and the evolving role of the Comisión Nacional de Seguros y Fianzas (CNSF) in market supervision.

Nader, Hayaux & Goebel recognized for their strategic expertise in the Murano Group bond issuance at the LatinFinance Deals of the Year

Awards

Category: Firm news

written by Nader, Hayaux & Goebel | febrero 13, 2025

Mexico City, February 2025 - Nader, Hayaux & Goebel (NHG) has been recognized during the LatinFinance Deals of the Year Awards for its advisory role in Murano Group's groundbreaking USD 300 million bond refinancing of the Grand Island Cancun project. This transaction, completed in September 2024, marked Murano's inaugural entry into international debt markets and set a new standard in structured finance within the region.

The Grand Island Cancun project is a significant development featuring a five-star, upper-scale resort with 3,000 rooms, located along the Nichupté Lagoon in Cancún. The bond issuance involved features of both secured financing and securitization of hotel-related receivables, underscoring NHG's expertise in navigating complex financial structures.

Proceeds from the offering were allocated to prepay existing construction and development debt, fund a debt service reserve, provide working capital, and cover remaining project completion costs. Additionally, net proceeds will be applied to Eligible Projects under Murano's Green Bond Framework, reflecting a commitment to sustainable development.

"This recognition is a testament to our team's dedication and strategic vision in structuring the Murano Bond," said Michell Nader, Partner at NHG. "We are proud to have played a key role in this transaction, which sets a new benchmark in the market."

These award series are among the most coveted in the industry, with a 35-year history — identify excellence across the transaction markets (debt, equity, M&A) of Latin America and the Caribbean, picking out not only the most outstanding deals but also the year's most exceptional institutions also underscores NHG's position as a leading firm in the financial sector, reinforcing its reputation for excellence in advising on sophisticated capital markets transactions.

NHG Advises FIBRAeMX on Strategic Acquisition and Follow-On Issuance

Category: Firm news

written by Nader, Hayaux & Goebel | febrero 13, 2025

NHG advised FIBRAeMX on the acquisition of a significant stake in Grupo Autopistas Nacionales (GANa), a Mexican concessionaire of the Amozoc-Perote toll road which connects Mexico City with the Port of Veracruz. This strategic transaction involved the acquisition of shares from Aleatica and Invex, marking a major milestone in FIBRAeMX's portfolio expansion.

The transaction, valued at MXN 5,200 million, was funded through a combination of cash on hand, bank funds and it proceeds at a follow-on issuance by FibraeMX, and which NHG also advised.

Regulatory Approvals: Assisting FIBRAeMX with filings to secure approvals from the Federal Antitrust Agency (COFECE) and the Ministry of Infrastructure, Communications, and Transportations (SICT).

Transaction Structure: Structuring a deal that included an exchange of Invex's shares in GANA for CBFES issued in the follow-on issuance, while Aleatica's shares were acquired with cash.

Shareholders Agreement: Advising on the negotiation and execution of a shareholders agreement between FIBRAeMX and the existing shareholders of GANA.

This high-profile transaction underscores NHG's expertise in handling complex deals in the infrastructure and financial sectors.

NHG's Legal Team

The transaction was led by partners Gunter Schwandt, Adalberto Valadez, Alejandro Rojas, Alejandro Mendiola, and Jenny Ferrón. They were supported by Of Counsel Gabriel González and a dedicated team of associates, including Fernando Castillo, David Arguedas, Alfonso Díaz, Diana Torres, Bibiana Barrera, Luis Felipe Santana, Mario Herrera and Regina Ortega.

Nader, Hayaux & Goebel welcomes Thomas E. Heather F. as Of Counsel

Category: Firm news

written by Nader, Hayaux & Goebel | febrero 13, 2025

Nader, Hayaux & Goebel is pleased to announce the addition of Thomas E. Heather F. as Of Counsel, effective as of the date hereof. With a distinguished legal career spanning over 19 years, Tom specializes in mergers and acquisitions, joint ventures, project finance and infrastructure transactions.

A graduate of Northwestern University School of Law and Escuela Libre de Derecho, Tom has held influential leadership roles in prominent organizations. His extensive experience includes leading complex cross-border transactions, advising on high-stakes infrastructure projects, and driving strategic initiatives on global matters.

Fluent in English, Spanish and German, and with a proven track record of advising multinational entities, Tom's expertise is set to further enhance Nader, Hayaux & Goebel's Finance, Infrastructure and M&A practices. Tom has also served as a professor of international arbitration at Universidad Panamericana and is an active contributor to leading industry publications and prestigious conferences.

Reflecting on Tom's arrival, NHG Chairman Hans Goebel, stated:

"We are delighted to welcome Tom to Nader, Hayaux & Goebel. His expertise,

international perspective, and commitment to excellence align perfectly with our values and vision and will undoubtedly bring immense value to our clients and team.”

Six Years to 2030: Mexican Companies Must Lead the Sustainable Transformation

Category: Publications

written by Nader, Hayaux & Goebel | febrero 13, 2025

Mexico City, January 2025 - With only six years left until the 2030 Agenda deadline, the urgency for action is undeniable. The United Nations' 2024 SDG Report reveals that just 17% of the Sustainable Development Goals (SDGs) are on track. In this context, José Manuel Zavala Barrenechea calls on Mexican companies to lead the way in driving sustainable change.

Zavala highlights three strategic areas where businesses can make the most impact:

Climate Action (SDG 13): Invest in renewable energy, circular economies, and sustainable supply chains.

Health and Wellbeing (SDG 3): Support health initiatives that benefit employees and communities.

Responsible Production (SDG 12): Adopt clean technologies and optimize processes to build consumer trust and loyalty.

He also emphasizes the need for a cultural shift, with companies fostering ESG training, measurable goals, and purpose-driven leadership to align with sustainability principles.

“The time to act is now,” Zavala urges. “Sustainability is not a cost—it’s the smartest investment for a resilient future.”

New ESG Obligations for Insurance Institutions in Mexico

Category: Publications

written by Nader, Hayaux & Goebel | febrero 13, 2025

Mexico City, January 7, 2025 — Ana Paula Silva and Sofía Mitre de Jacobis, co-authored an insightful article titled “Nuevas Obligaciones ASG para Instituciones de Seguros en México”, which sheds light on the significant regulatory advancements in Mexico’s insurance sector.

The article, published in *The Legal Industry*, explores the implications of the recently issued Circular Modificatoria 2/24 (“Circular 2/24”) by the Comisión Nacional de Seguros y Fianzas (CNSF). Effective January 1, 2025, this regulation mandates insurance and bonding institutions (collectively, “Instituciones”) to integrate Environmental, Social, and Governance (ESG) criteria into their operations, marking a critical step towards sustainable development in alignment with the Agenda 2030 for Sustainable Development.

Key Highlights of Circular 2/24:

1. Corporate Governance:

Institutions must revise their governance policies to include ESG criteria and establish compliance verification mechanisms.

2. Risk Management:

Risk management manuals must now incorporate ESG factors to assess and address associated risks effectively.

3. Investment Policies:

Investment policies must define the ESG standards that applicable assets and instruments must meet.

4. Public Disclosure:

Institutions are required to disclose the implementation status of ESG criteria through their Solvency and Financial Condition Report (RSCF).

Insights from the Authors:

Ana Paula Silva and Sofía Mitre de Jacobis highlight the pivotal role this regulatory framework plays in aligning Mexico's financial sector with global sustainability standards. Their analysis underscores the benefits for institutions adopting ESG strategies, including improved investor confidence and enhanced stakeholder relations.

This landmark regulation not only strengthens compliance within the industry but also sets a precedent for sustainable operations, positioning institutions as key contributors to Mexico's sustainable development goals.

Nader, Hayaux & Goebel's FinTech Practice Achieves Top Ranking by Chambers

Category: Firm news

written by Nader, Hayaux & Goebel | febrero 13, 2025

Mexico City, January 6, 2025 — Nader, Hayaux & Goebel (NHG) is proud to announce that its FinTech practice has been recognized as a top-tier firm in the Chambers FinTech Legal Guide 2025. This prestigious acknowledgment underscores

NHG's commitment to excellence and innovation in the rapidly evolving FinTech sector.

Leading this distinguished practice is Partner Adrián López, who has been individually ranked in Band 2 for FinTech Legal by Chambers. Adrián's extensive expertise encompasses banking law, regulatory matters associated with blockchain, the FinTech industry, and digital assets. He has been instrumental in advising a diverse clientele, including financial entities, entrepreneurs, neobanks, and digital asset operators, navigating the complex regulatory landscape of the FinTech industry.

Clients have lauded Adrián for his profound knowledge and professionalism. One client remarked, "Adrián López is a great financial lawyer. He has a lot of knowledge about financial regulations and FinTech matters, and participated in significant projects in Mexico with success."

These accomplishments reflect NHG's dedication to providing innovative legal solutions in the FinTech arena.

Adrián's academic contributions further bolster his standing in the field. He has participated in various forums related to the FinTech regulatory landscape in Mexico and has authored several specialized articles on his practice areas. His academic credentials include a law degree from Universidad Panamericana, an LL. M. in Banking and Financial Law from Boston University Law School, and postgraduate diplomas in FinTech law and regulations.

NHG remains committed to delivering exceptional legal services, adapting to the dynamic FinTech environment, and supporting clients in achieving their business objectives.