



August 14, 2019

For Translation Purposes Only

For Immediate Release

Japan Prime Realty Investment Corporation
Satoshi Okubo, Executive Officer
(Securities Code: 8955)
Asset Management Company:
Tokyo Realty Investment Management, Inc.
Yoshihiro Jozaki, President and CEO
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Notice Concerning Partial Amendments to the Articles of Incorporation and Appointment of Board of Directors

Japan Prime Realty Investment Corporation (“JPR”) announced the resolutions at the Board of Directors’ meeting held today to submit for approval of partial amendments to the Articles of Incorporation and the appointment of directors to the General Meeting of Unitholders (the “General Meeting of Unitholders”) scheduled on September 5, 2019, as described below.

The following amendments and appointment will become effective upon approval at the General Meeting of Unitholders of JPR.

Details

1. Content of Partial Amendments to the Articles of Incorporation

- (1) Amendments to the Articles of Incorporation shall be made in order to add hotels (urban accommodation facilities) to the investment target of JPR. (Article 27 of the current Articles of Incorporation; Paragraphs 1, 3 and 5 of Attachment 1)
- (2) With regard to the asset management fee JPR pays to the asset management company, for the purpose of introducing an asset management fee system which is more linked to unitholder interest, amendments shall be made to (i) change “Fixed fee” to “Management Fee 1” linking it to total acquisition amount, (ii) change “Incentive Fee 1” to “Management Fee 2” lowering the fee rate from 1.5% or 2% to 1.2%, (iii) change “Incentive Fee 2” to “Management Fee 3” introducing the fluctuation rate of distributable base amount per unit and also changing the fee rate. In addition, the amendments shall (iv) change “Incentive Fee 3” to “Management Fee 4,” raising the fee rate from 0.25% to 0.5% while newly establishing a merger fee and (v) newly establish “Management Fee 5” to set fees for sales. (Article 39 of the current Articles of Incorporation)
- (3) In order to ensure that the amendments to the Articles of Incorporation described in (2) above take effect as to asset management fees arising on January 1, 2020, and after as well as to take transitional measures for calculating Management Fee 3, supplementary provisions shall stipulate such matters. (Articles 41 and 42 of the current Articles of Incorporation)
- (4) Other than the above, necessary provisions shall be established, corrections shall be made to the terminology, etc. (Article 10, Paragraph 1; Article 12, Paragraph 2; Article 29, Paragraph 1, Item 2; and Article 30, Items 2 and 5 of the current Articles of Incorporation)



(Please refer to the Attachment, “Notice Concerning Convocation of the Twelfth General Meeting of Unitholders” for details.)

2. Appointment of Directors

Since one Executive Officer (Satoshi Okubo) and two Supervising Officers (Masato Denawa and Nobuhisa Kusanagi) have tendered their resignation from the office of Executive Officer and Supervising Officer, respectively, upon the end of the General Meeting of Unitholders, JPR will propose agenda items regarding the appointment of one Executive Officer and two Supervising Officers at the General Meeting of Unitholders.

Furthermore, to prepare for the case where there is a short fall in the number of Executive Officers and Supervising Officers stipulated in laws and regulations, JPR will also propose agenda items regarding the appointment of one Substitute Executive Officer and one Substitute Supervising Officer.

(1) Executive Officer Candidate

Yoshihiro Jozaki (new appointment)

*The candidate concurrently serves as the President and Chief Executive Officer of Tokyo Realty Investment Management, Inc. and Managing Officer of Tokyo Tatemono Co., Ltd.

Other than the above, there is no special interest relationship between the candidate and JPR.

(2) Substitute Executive Officer Candidate

Yoshinaga Nomura (new appointment)

*The candidate concurrently serves as the Director and Chief Financial Officer of Tokyo Realty Investment Management, Inc.

Other than the above, there is no special interest relationship between the candidate and JPR.

(3) Supervising Officer Candidates

Masato Denawa (reappointment)

Nobuhisa Kusanagi (reappointment)

*There is no particular conflict of interest between the candidates and JPR.

(4) Substitute Supervising Officer Candidate

Akihiro Kawaguchi (reappointment)

*There is no particular conflict of interest between the candidate and JPR.

(Please refer to the Attachment, “Notice Concerning Convocation of the Twelfth General Meeting of Unitholders” for details)

3. Schedule for General Meeting of Unitholders

August 14, 2019:	Approval of the agendas to be submitted to the General Meeting of Unitholders by the Board of Directors
August 19, 2019:	Sending of notices of convocation of the General Meeting of Unitholders (planned)
September 5, 2019:	General Meeting of Unitholders (above-mentioned partial amendments to the Articles of Incorporation, appointment of directors, etc. will be submitted) (planned)

Attachment

For Translation Purposes Only

(Securities Code: 8955)

August 19, 2019

To Our Unitholders

Satoshi Okubo
Executive Officer
Japan Prime Realty Investment Corporation
1-4-16 Yaesu, Chuo-ku, Tokyo

Notice Concerning Convocation of the Twelfth General Meeting of Unitholders

Japan Prime Realty Investment Corporation (JPR) hereby notifies of, and requests your attendance to the Twelfth General Meeting of Unitholders to be held as described below.

In the event you are unable to attend, you may exercise your voting rights in writing. Please review the “Reference Documents for the Twelfth General Meeting of Unitholders” attached below, vote on the agenda items in the enclosed Voting Rights Exercise Form, and return them so as they arrive at JPR by no later than 5:30 p.m., September 4, 2019 (Wednesday).

In addition, JPR has established the provision of “deemed approval” as indicated below in its Articles of Incorporation in accordance with the provisions of Article 93-1 of the Act on Investment Trusts and Investment Corporations. Accordingly, **please take note that unitholders who are neither present at the Twelfth General Meeting of Unitholders nor able to vote using the Voting Rights Exercise Form will be deemed to have approved each agenda of the General Meeting and that the number of voting rights of such unitholders will be included in the number of voting rights of attending unitholders.**

Article 13-1 of JPR’s Current Articles of Incorporation

If a unitholder does not attend the General Meeting of Unitholders or does not exercise his or her voting right, the unitholder shall be deemed as having approved the agenda items submitted to the General Meeting of Unitholders (when multiple agenda items have been submitted and if any of them are contradictory, each of such contradicting agenda items shall be excluded).

Details

1. Date: 2:00 p.m., September 5, 2019 (Thursday)
2. Venue: Toshoh Hall, Tokyo Stock Exchange Building 2F
2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo

3. Agenda Items of the Meeting

Matters to be resolved:

First item	Partial amendments to the Articles of Incorporation
Second item	Appointment of one Executive Officer
Third item	Appointment of one Substitute Executive Officer
Fourth item	Appointment of two Supervising Officers
Fifth item	Appointment of one Substitute Supervising Officer

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- (Requests) ◎ For those attending the General Meeting, please present the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ On the day of the General Meeting, a unitholder may exercise his or her voting rights by having another unitholder with voting rights act as proxy. In that case, JPR requests that the proxy submits a document certifying his or her authority along with the Voting Rights Exercise Form of such unitholder.
- Furthermore, please note that the proxy who is not a unitholder, persons accompanying the unitholders, or persons other than the unitholders who can exercise the voting rights are not allowed to enter the venue.
- ◎ Following the General Meeting of Unitholders, Tokyo Realty Investment Management, Inc., JPR's asset management company, plans to subsequently hold a "briefing session on the asset management status of JPR" in the same venue.
- ◎ Method to notify when making any revisions to the Reference Documents for the Twelfth General Meeting of Unitholders
- Please be informed in advance that, when it becomes necessary to revise any item to be described in the Reference Documents for the Twelfth General Meeting of Unitholders, JPR will post the revisions on its website (<http://www.jpr-reit.co.jp/en>).
- ◎ The notification of resolutions made at the Twelfth General Meeting of Unitholders will be posted on JPR's website (<http://www.jpr-reit.co.jp/en>) after the General Meeting is over.

Reference Documents for the Twelfth General Meeting of Unitholders

Agenda Items and References

First Item Partial Amendments to the Articles of Incorporation

1. Reasons for Amendments

- (1) (Article 27; Paragraphs 1, 3 and 5 of Attachment 1)

Amendments to the Articles of Incorporation shall be made in order to add hotels (urban accommodation facilities) to the investment targets of JPR.

- (2) (Article 39)

With regard to the asset management fee JPR pays to the asset management company, for the purpose of introducing an asset management fee system which is more linked to unitholder interest, amendments shall be made to (i) change “Fixed fee” to “Management Fee 1” linking it to total acquisition amount, (ii) change “Incentive Fee 1” to “Management Fee 2” lowering the fee rate from 1.5% or 2% to 1.2%, (iii) change “Incentive Fee 2” to “Management Fee 3” changing to the calculation method that is based on distributable base amount and also changing the fee rate.

In addition, the amendments shall (iv) change “Incentive Fee 3” to “Management Fee 4” raising the fee rate from 0.25% to 0.5% while newly establishing a merger fee and (v) newly establish “Management Fee 5” to set fees for sales.

- (3) (Articles 41 and 42)

In order to ensure that the amendments to the Articles of Incorporation described in (2) above shall take effect as to asset management fees arising on January 1, 2020, and after as well as to take transitional measures for calculating Management Fee 3, supplementary provisions shall stipulate such matters.

- (4) Other than the above, necessary provisions shall be established, expressions shall be changed and clarified, unnecessary defined terms shall be deleted, and corrections shall be made to the terminology (Article 10, Paragraph 1; Article 12, Paragraph 2; Article 29, Paragraph 1, Item 2; and Article 30, Items 2 and 5).

2. Details of Amendments

Details of the amendments are as follows.

(Underlined parts are amended)

Current Articles of Incorporation	Amendment Draft
<p>Article 10 (Convocation) 1. (Amendments to Japanese text only) 2.–5. (Details omitted)</p> <p>Article 12 (Resolution) 1. (Details omitted) 2. (Amendments to Japanese text only) 3. (Details omitted)</p> <p>Article 29 (Asset Valuation Methods, Standards and Record Date) 1. (Details omitted) (1) (Details omitted)</p>	<p>Article 10 (Convocation) 1. (Amendments do not affect English text) 2.–5. (No change)</p> <p>Article 12 (Resolution) 1. (No change) 2. (Amendments do not affect English text) 3. (No change)</p> <p>Article 29 (Asset Valuation Methods, Standards and Record Date) 1. (No change) (1) (No change)</p>

Current Articles of Incorporation	Amendment Draft
<p>(2) Beneficiary interests in trust and Tokumei Kumiai equity listed in 2.(1) of Attachment 1 Valuation shall be by the value derived from valuation of the trust assets or the constituting assets of <u>the specified assets designated in 2.(1)f. of Attachment 1</u> (hereafter, “Tokumei Kumiai equity”), which shall be valuation in accordance with the preceding item in the case of real estate, real estate leasing rights or surface rights and valuation in accordance with business accounting practices that are generally accepted as being fair and appropriate in the case of financial assets, and then from the sum total amount of these, subtraction of the amount of liabilities to arrive at the appraisal value of the concerned beneficiary interests in trust or the amount equivalent to the Tokumei Kumiai equity.</p> <p>(3)–(7) (Details omitted) 2.–3. (Details omitted)</p> <p>Article 30 (Cash Distributions) (Details omitted)</p> <p>(1) (Details omitted)</p> <p>(2) The distribution amount shall be in excess of an amount equivalent to 90% of the distributable income amount <u>(hereafter, “distributable income”)</u> (or, if the calculation method of the amount is changed through legal revisions, the changed amount) of the Investment Corporation as stipulated in Article 67-15 of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, including all subsequent amendments) (hereafter, “special provisions for taxation on investment corporations”), and shall be determined by the Investment Corporation; provided, however, that the actual amount shall not exceed the distributable amount. In addition, the Investment Corporation may accumulate, retain or otherwise treat long-term repair reserves, payment reserves, distribution reserves and other similar reserves and allowances that are recognized to be necessary for maintenance of or increasing the value of assets.</p> <p>(3)–(4) (Details omitted) (5) (Amendments to Japanese text only)</p> <p>Article 39 (Asset Management Fee for Asset Management Company) The asset management fee for the asset management company <u>to which</u> the Investment Corporation <u>entrusts the management of its assets</u> shall consist of <u>Fixed Fee, Incentive Fee 1, Incentive Fee 2 and Incentive Fee 3</u>, each of which shall be of the following specific amount or calculation method and payment date, <u>and</u> shall be paid by the method of transfer to the bank account designated by the asset management company.</p>	<p>(2) Beneficiary interests in trust and Tokumei Kumiai equity listed in 2.(1) of Attachment 1 Valuation shall be by the value derived from valuation of the trust assets or the constituting assets of <u>the specified assets (specified assets as defined in Article 2, Paragraph 1 of the Investment Trusts Act; the same shall apply hereafter) of which are those designated in 2.(1)f. of Attachment 1</u> (hereafter, “Tokumei Kumiai equity”), which shall be valuation in accordance with the preceding item in the case of real estate, real estate leasing rights or surface rights and valuation in accordance with business accounting practices that are generally accepted as being fair and appropriate in the case of financial assets, and then from the sum total amount of these, subtraction of the amount of liabilities to arrive at the appraisal value of the concerned beneficiary interests in trust or the amount equivalent to the Tokumei Kumiai equity.</p> <p>(3)–(7) (No change) 2.–3. (No change)</p> <p>Article 30 (Cash Distributions) (No change)</p> <p>(1) (No change)</p> <p>(2) The distribution amount shall be in excess of an amount equivalent to 90% of the distributable income amount (or, if the calculation method of the amount is changed through legal revisions, the changed amount) of the Investment Corporation as stipulated in Article 67-15 of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, including all subsequent amendments) (hereafter, “special provisions for taxation on investment corporations”), and shall be determined by the Investment Corporation; provided, however, that the actual amount shall not exceed the distributable amount. In addition, the Investment Corporation may accumulate, retain or otherwise treat long-term repair reserves, payment reserves, distribution reserves and other similar reserves and allowances that are recognized to be necessary for maintenance of or increasing the value of assets.</p> <p>(3)–(4) (No change) (5) (Amendments do not affect English text)</p> <p>Article 39 (Asset Management Fee for Asset Management Company) The asset management fee for the asset management company <u>of</u> the Investment Corporation shall consist of <u>Management Fee 1, Management Fee 2, Management Fee 3, Management Fee 4 and Management Fee 5</u>, each of which shall be of the following specific amount or calculation method and payment date, <u>The asset management fee</u> shall be paid by the method of transfer to the bank account designated by the asset management company.</p>

Current Articles of Incorporation		Amendment Draft	
Type of Fee	Amount (calculation method of fee amount) / Payment date	Type of Fee	Amount (calculation method of fee amount) / Payment date
<u>Fixed Fee</u>	<p>(Fee amount) <u>¥12.5 million per month</u></p> <p>(Payment date) <u>End of March, June, September and December</u> (The amount for each three months of January–March, April–June, July–September and October–December shall become payable subsequently at the end of March, end of June, end of September and end of December, respectively. For any period of less than a month, the fee shall be calculated on a pro-rata basis based on the actual number of days.)</p>	<u>Management Fee 1</u>	<p>(Calculation method of fee amount) <u>Total acquisition price × 0.05% (any amount less than ¥1 will be truncated)</u></p> <p>* <u>Total acquisition price shall refer to the total amount of the acquisition price of the assets under management held at the immediately preceding closing of accounts (net of any acquisition costs, consumption tax and local consumption tax).</u></p> <p>* <u>When the relevant fiscal period is less than six months, the fee shall be calculated on a pro-rata basis based on the actual number of days.</u></p> <p>(Payment date) <u>Payable within three months from the end of each fiscal period</u></p>
<u>Incentive Fee 1</u>	<p>(Calculation method of fee amount) <u>An amount equivalent to 2% of the total revenue* (however, 1.5% for the portion of total revenue exceeding ¥8 billion in one fiscal period) determined at the closing of accounts for a relevant fiscal period (any amount less than ¥1 will be truncated)</u></p> <p>* Total revenue shall refer to the total amount of rental revenues, common charges, parking revenues, incidental income, facility use fees, facility installation charges, delay damages, cancellation penalty associated with cancellation of lease contracts and similar types of income arising from assets of which are real estate (including</p>	<u>Management Fee 2</u>	<p>(Calculation method of fee amount) <u>1.2% of the total revenue determined at the closing of accounts for the relevant fiscal period (any amount less than ¥1 will be truncated)</u></p> <p>* Total revenue shall refer to the total amount of rental revenues, common charges, parking revenues, incidental income, facility use fees, facility installation charges, delay damages, cancellation penalty associated with cancellation of lease contracts and similar types of income arising from assets of which are real estate (including</p>

Current Articles of Incorporation		Amendment Draft	
	<p>real estate underlying beneficiary interests in trust and other assets), and income from other leasing operations, interest and dividend income and similar types of income.</p> <p>(Payment date) Payable within three months from the end of each fiscal period</p>		<p>real estate underlying beneficiary interests in trust and other assets), and income from other leasing operations, interest and dividend income and similar types of income.</p> <p>(Payment date) Payable within three months from the end of each fiscal period</p>
<p><u>Incentive Fee 2</u></p>	<p>(Calculation method of fee amount) <u>An amount equivalent to 3% of the income before income taxes before deduction of the Incentive Fee 2 determined at the closing of accounts for a relevant fiscal period (any amount less than ¥1 will be truncated)</u></p>	<p><u>Management Fee 3</u></p>	<p>(Calculation method of fee amount) <u>Distributable base amount × 3.8% × Fluctuation rate of distributable base amount per unit (Distributable base amount per unit for the relevant fiscal period ÷ Average of the distributable base amount per unit for the most recent three fiscal periods exclusive of the relevant fiscal period) (any amount less than ¥1 will be truncated)</u></p> <p><u>* Distributable base amount shall refer to the income before income taxes prior to deduction of the Management Fee 3 determined at the closing of accounts for the relevant fiscal period and non-deductible consumption taxes, and including gain or loss on sale of assets under management.</u></p> <p><u>* Distributable base amount per unit shall be calculated by dividing distributable base amount by the total number of investment units at the end of each fiscal period (provided, however, that if the Investment Corporation acquires treasury investment units and holds unappropriated or unamortized treasury investment units as at the end of each fiscal period, this shall be the number excluding the treasury investment units held).</u></p> <p><u>* In addition, if any of the following circumstances become effective and the total number of investment units issued and outstanding increases or decreases in the most recent four fiscal periods inclusive of the relevant</u></p>

Current Articles of Incorporation		Amendment Draft	
			<p><u>fiscal period, the total number of investment units issued and outstanding at the end of each fiscal period for the most recent four fiscal periods inclusive of the relevant fiscal period shall be adjusted by the following methods to factor out the impact of such increase or decrease on distributable base amount per unit.</u></p> <p><u>(i) Consolidation or split of investment units</u></p> <p><u>The total number of investment units issued and outstanding at the end of each fiscal period shall be adjusted for the consolidation or split of investment units conducted in the most recent four fiscal periods inclusive of the fiscal period in which such became effective by deeming that such became effective at the beginning of the most recent four fiscal periods inclusive of the relevant fiscal period.</u></p> <p><u>(ii) Issuance of new investment units by exercise of investment unit options allotted without contribution to unitholders</u></p> <p><u>The preceding (i) shall be applied on the basis that the number of investment units equivalent to the number arrived at when the number of investment units of increase by the issuance of new investment units is multiplied by the rate arrived at when the amount paid in per unit upon the exercise of investment unit options is divided by the market price per unit (or an equivalent rate determined at a meeting of the board of directors) (referred to as “number of investment units deemed to be issued at market price” in this paragraph) is deemed to be issuance of new</u></p>

Current Articles of Incorporation		Amendment Draft	
	<p>(Payment date) Payable within three months from the end of each fiscal period</p>		<p><u>investment units at market price, and that the number of investment units arrived at when the number of investment units deemed to be issued at market price is subtracted from the number of investment units of increase by the exercise of investment unit options is deemed to be increase in the number of investment units by split of investment units.</u></p> <p>* <u>Fluctuation rate of distributable base amount per unit shall be no less than 80% and no more than 120%.</u></p> <p>(Payment date) Payable within three months from the end of each fiscal period</p>
<p><u>Incentive</u> <u>Fee 3</u></p>	<p>(Calculation method of fee amount) For any acquisition of real estate, etc. or asset-backed securities, etc. that have real estate, etc. as their primary investments designated in 2. of Attachment 1, <u>an amount equivalent to 0.25% of the acquisition price (net of any acquisition costs, consumption tax and local consumption tax) (any amount less than ¥1 will be truncated)</u></p>	<p><u>Management</u> <u>Fee 4</u></p>	<p>(Calculation method of fee amount) For any acquisition of real estate, etc. or asset-backed securities, etc. that have real estate, etc. as their primary investments designated in 2. of Attachment 1 (<u>hereafter, “real estate related assets”</u>), <u>the amount equivalent to 0.5% of the acquisition price (net of any acquisition costs, consumption tax and local consumption tax) (any amount less than ¥1 will be truncated)</u></p> <p><u>If the asset management company implements an investigation and valuation of the assets, etc. held by the counterparty to a consolidation-type merger or an absorption-type merger involving the Investment Corporation (including cases where the Investment Corporation is the corporation surviving the absorption-type merger or the corporation disappearing in the absorption-type merger; the same shall apply hereafter) (hereafter, referred collectively as “merger”) or other merger related services for the Investment Corporation and the merger becomes effective, the amount equivalent to 0.5% of the appraisal value as of the effective date of the merger of the real estate related assets held by the counterparty to the merger of which are those succeeded</u></p>

Current Articles of Incorporation		Amendment Draft	
	(Payment date) Payable by the end of the month immediately following the month of acquisition		<u>or held by the corporation incorporated in the consolidation-type merger or the corporation surviving the absorption-type merger (any amount less than ¥1 will be truncated)</u> (Payment date) Payable by the end of the month immediately following the month of acquisition <u>(in the case of a merger, the month in which the merger becomes effective)</u>
(Newly established)	(Newly established)	<u>Management Fee 5</u>	<u>(Calculation method of fee amount)</u> <u>For any sale of real estate related assets, the amount equivalent to 0.5% of the sale price (net of any acquisition costs, consumption tax and local consumption tax) (any amount less than ¥1 will be truncated)</u> <u>However, Management Fee 5 shall not apply if deduction of the amount equivalent to Management Fee 5 calculated in accordance with the above results in loss on sale arising from the concerned sale of real estate related assets.</u> <u>(Payment date)</u> <u>Payable by the end of the month immediately following the month of sale</u>
	(Newly established) (Newly established)		<u>Chapter 11 Supplementary Provisions</u> <u>Article 41 (Effective Date)</u> <u>The amendments to the Articles of Incorporation pertaining to Article 39 by the resolution of the general meeting of unitholders on September 5, 2019 shall become effective on January 1, 2020 and apply to the asset management fee arising on or after January 1, 2020. This article shall be deleted by this article after the concerned entry into force of the amendments.</u> <u>Article 42 (Transitional Measures Pertaining to Calculation of Management Fee 3)</u> <u>If fiscal periods up to the fiscal period ending December 31, 2019 are included in the calculation of the fluctuation rate of distributable base amount per unit to be used in the calculation method for Management Fee 3 provided in Article 39 after the amendments by the resolution of the general meeting of unitholders on September 5, 2019 (hereafter, “amended Article 39”), the asset management fee for the asset management company for the concerned fiscal periods shall use the distributable base amount recalculated in accordance with the amended Article 39. This article shall be deleted by this article on December 31, 2021.</u>
	(Newly established)		

Current Articles of Incorporation	Amendment Draft
<p style="text-align: right;">Attachment 1</p> <p style="text-align: center;">Asset Management Targets and Policies</p> <p>1. Basic Policies of Asset Management</p> <p>With the fundamental concept of “investment in urban commercial real estate,” the Investment Corporation shall invest primarily in real estate assets and such, which comprises superior <u>urban</u> office buildings (urban commercial facilities), retail properties <u>found</u> in thriving commercial areas, multi-use facilities (among facilities having multiple use, those primarily used for superior office buildings (urban commercial facilities) and those primarily used for <u>retail properties</u> and located in thriving commercial areas) and the land on which they are located, <u>as well as in real estate, etc. other than the real estate assets and such (specified assets designated in 2.(1) below; the same shall apply hereafter) and in asset-backed securities that have such real estate as their primary investments (specified assets designated in 2.(2) below; the same shall apply hereafter).</u> In addition, in light of the returns and risks of these investment targets, the Investment Corporation shall make it a basic policy to invest not only in Tokyo but attempt to diversify into other regional cities so as to maximize the advantages of portfolio management.</p> <p>2. Types, Purposes and Scope of Assets Targeted for Asset Management (Details omitted)</p> <p>3. Investment Attitude</p> <p>(1) <u>The Investment Corporation’s investment targets primarily comprise superior office buildings (urban commercial facilities), <u>retail properties found</u> in thriving commercial areas, and <u>multi-use facilities (among facilities having multiple use, those primarily used for superior urban office buildings (urban commercial facilities) and those primarily used for retail properties and located in thriving commercial areas).</u> (The targets include <u>building leaseholds of the office buildings and retail properties, the leaseholds and surface rights of the land on which they are located, and trust beneficiary interests with only these assets held in trust).</u> The Investment Corporation shall determine the allocation ratio of these assets in the portfolio based on full considerations of the economic situations, real estate market trends and other factors for respective occasions.</u></p> <p>(2)–(5) (Details omitted)</p> <p>(6) (Amendments to Japanese text only)</p> <p>4. Limitations on Assets Targeted for Asset Management (Details omitted)</p> <p>5. Leasing of Portfolio Assets</p> <p>(1)–(2) (Details omitted)</p> <p>(3) <u>Of the assets, assets other than real estate, real estate leasing rights <u>and</u> surface rights <u>shall not be leased.</u></u></p>	<p style="text-align: right;">Attachment 1</p> <p style="text-align: center;">Asset Management Targets and Policies</p> <p>1. Basic Policies of Asset Management</p> <p>With the fundamental concept of “investment in urban commercial real estate,” the Investment Corporation shall invest primarily in real estate assets and such, which comprises superior office buildings (urban commercial facilities), retail properties <u>(urban retail properties) and hotels (urban accommodation facilities) (urban retail properties and urban accommodation facilities referred together as “urban retail properties, etc.”; the same shall apply hereafter)</u> located in thriving commercial areas, <u>urban</u> multi-use facilities (among facilities having multiple use, those primarily used for superior office buildings (urban commercial facilities) and those primarily used for <u>urban retail properties, etc.</u> and located in thriving commercial areas; <u>the same shall apply hereafter)</u> and the land on which they are located. In addition, in light of the returns and risks of these investment targets, the Investment Corporation shall make it a basic policy to invest not only in Tokyo but attempt to diversify into other regional cities so as to maximize the advantages of portfolio management.</p> <p>2. Types, Purposes and Scope of Assets Targeted for Asset Management (No change)</p> <p>3. Investment Attitude</p> <p>(1) <u>Pursuant to the basic policies stipulated in 1. above,</u> the Investment Corporation’s investment targets primarily comprise superior office buildings (urban commercial facilities), <u>urban retail properties, etc. located in thriving commercial areas, and <u>urban</u> multi-use facilities.</u> The Investment Corporation shall determine the allocation ratio of these assets in the portfolio based on full considerations of the economic situations, real estate market trends and other factors for respective occasions.</p> <p>(2)–(5) (No change)</p> <p>(6) (Amendments do not affect English text)</p> <p>4. Limitations on Assets Targeted for Asset Management (No change)</p> <p>5. Leasing of Portfolio Assets</p> <p>(1)–(2) (No change)</p> <p>(3) <u>When leasing real estate, real estate leasing rights <u>or</u> surface rights, <u>the Investment Corporation may lease other assets incidental to these.</u></u></p>

Second Item Appointment of One Executive Officer

Satoshi Okubo has tendered his resignation from the office of executive officer upon the end of the Twelfth General Meeting of Unitholders. Accordingly, JPR requests the new appointment of one executive officer.

In this proposal, the term of office of the executive officer shall be from September 5, 2019, when the executive officer will take office, to the end of the general meeting of unitholders which will be held within 30 days from the day following the day when two years have passed from the appointment and to which appointment of executive officer is proposed as an agenda, in application of the provisos of Article 20-1 of the current Articles of Incorporation.

This agenda item regarding the appointment of one executive officer was unanimously approved for submission by all the supervising officers at the board meeting held on August 14, 2019.

The candidate for executive officer is as follows.

Name (Date of Birth)	Brief Biography	Number of Owned Units of JPR
Yoshihiro Jozaki (October 22, 1960)	Apr. 2017 Appointed as President and CEO, Tokyo Realty Investment Management, Inc. (currently held position)	0
	Apr. 2017 Seconded to Tokyo Realty Investment Management, Inc.	
	Apr. 2017 Appointed as Managing Officer of Tokyo Tatemono Co., Ltd. (currently held position)	
	Oct. 2015 Appointed as Managing Officer, Head of Kansai Branch and General Manager, Project Management (Kansai) of Tokyo Tatemono Co., Ltd.	
	Mar. 2014 Appointed as Managing Officer and Head of Kansai Branch of Tokyo Tatemono Co., Ltd.	
	Mar. 2012 Appointed as Head of Kansai Branch of Tokyo Tatemono Co., Ltd.	
	Mar. 2008 Appointed as Head of Kyushu Branch of Tokyo Tatemono Co., Ltd.	
	Jul. 2000 Seconded to Tokyo Tatemono Real Estate Sales Co., Ltd. and appointed as Deputy General Manager, Business Planning Office and Group Leader, Multimedia Marketing Group	
	Jul. 1998 Seconded to Tokyo Tatemono Property Management Co., Ltd. (currently Tokyo Tatemono Co., Ltd.) and appointed as General Manager, Sales and Marketing Department	
	Jan. 1989 Joined Tokyo Tatemono Co., Ltd.	
Apr. 1984 Joined Shuwa Corporation		

Note: Yoshihiro Jozaki, the candidate, concurrently serves as President and CEO of Tokyo Realty Investment Management, Inc. and Managing Officer of Tokyo Tatemono Co., Ltd.

Aside from these, there is no particular conflict of interest between the candidate and JPR.

Third Item Appointment of One Substitute Executive Officer

JPR requests the appointment of one substitute executive officer in preparation for the cases where there is a shortfall in the number of executive officers stipulated in the laws and regulations. In this proposal, the period during which the resolution on the appointment of the substitute executive officer shall remain in force shall be until the term of office of the executive officer under the Second Item expires, pursuant to the provisions of Article 20-3 of the current Articles of Incorporation.

This agenda item regarding the appointment of one substitute executive officer was unanimously approved for submission by all the supervising officers at the board meeting held on August 14, 2019.

The candidate for the substitute executive officer is as follows.

Name (Date of Birth)	Brief Biography	Number of Owned Units of JPR
Yoshinaga Nomura (November 14, 1964)	Apr. 2017 Appointed as Director and Chief Financial Officer of Tokyo Realty Investment Management, Inc. (currently held position)	1
	Apr. 2017 Seconded to Tokyo Realty Investment Management, Inc.	
	Mar. 2015 Appointed as General Manager, Corporate Communications Department of Tokyo Tatemono Co., Ltd.	
	Jan. 2015 Appointed as Group Leader, Finance Group, Finance Department of Tokyo Tatemono Co., Ltd.	
	Jan. 2011 Appointed as Group Leader, Finance 2 Group, Finance Department of Tokyo Tatemono Co., Ltd.	
	Jul. 2007 Appointed as Group Leader, Investment Services Department of Tokyo Tatemono Co., Ltd.	
	Oct. 2004 Appointed as General Manager (Investment Group & Research Group), Investment Management Division of Tokyo Realty Investment Management, Inc.	
	Oct. 2000 Seconded to Tokyo Realty Investment Management, Inc.	
	Apr. 1987 Joined Tokyo Tatemono Co., Ltd.	

Note: Yoshinaga Nomura, the candidate, concurrently serves as Director and Chief Financial Officer of Tokyo Realty Investment Management, Inc.

Aside from these, there is no particular conflict of interest between the candidate and JPR.

Fourth Item Appointment of Two Supervising Officers

Masato Denawa and Nobuhisa Kusanagi have both tendered their resignation from the office of supervising officer upon the end of the Twelfth General Meeting of Unitholders. Accordingly, JPR requests the new appointment of two supervising officers.

In this proposal, the term of office of the supervising officers shall be from September 5, 2019, when the supervising officers will take office, to the end of the general meeting of unitholders which will be held within 30 days from the day following the day when two years have passed from the appointment and to which appointment of supervising officers is proposed as an agenda, in application of the provisos of Article 20-1 of the current Articles of Incorporation.

The candidates for the supervising officers are as follows.

Candidate No.	Name (Date of Birth)	Brief Biography	Number of Owned Units of JPR
1	Masato Denawa (February 5, 1964)	<p>Sep. 2015 Adjunct professor (part-time) at Keio University Law School (Advanced Commercial Law)</p> <p>Jun. 2015 Outside Auditor of Ichikawa Co., Ltd. (currently held position)</p> <p>Sep. 2014 Adjunct professor (part-time) at Keio University Law School (Advanced Commercial Law)</p> <p>Apr. 2013 Senior-practicing-attorney-professor for civil advocacy, The Legal Training and Research Institute of Japan, Supreme Court of Japan</p> <p>Apr. 2011 Practicing-attorney-professor for civil advocacy, The Legal Training and Research Institute of Japan, Supreme Court of Japan</p> <p>Apr. 2009 Adjunct professor (part-time) at Keio University Law School (Advanced Commercial Law)</p> <p>Sep. 2007 Supervising Officer of Japan Prime Realty Investment Corporation (currently held position)</p> <p>Jul. 2007 Director of Advicelink Co., Ltd. (currently held position)</p> <p>Feb. 2005 Outside Auditor of Ulvex Inc.</p> <p>Jul. 2003 Okinobu, Ishihara & Sei Law Office renamed to Spring Partners</p> <p>Apr. 2002 Adjunct professor (part-time) at Keio University Faculty of Law (Civil law practice)</p> <p>Jun. 2000 Outside Auditor of Kinkan Co., Ltd. (currently held position)</p> <p>Jan. 1999 Partner of Okinobu, Ishihara & Sei Law Office (currently held position)</p> <p>Apr. 1991 Okinobu & Ishihara Law Office renamed to Okinobu, Ishihara & Sei Law Office</p> <p>Apr. 1990 Registered with Daiichi Tokyo Bar Association Joined Okinobu & Ishihara Law Office</p>	0

Candidate No.	Name (Date of Birth)	Brief Biography	Number of Owned Units of JPR
2	Nobuhisa Kusanagi (December 10, 1966)	<p>May 2016 Auditor, Firefighters' Association of Chiba Prefecture (currently held position)</p> <p>Sep. 2015 Supervising Officer of Japan Prime Realty Investment Corporation (currently held position)</p> <p>Oct. 2009 Group Representative Partner of GYOSEI Certified Public Tax & Accountants' Co. (currently held position)</p> <p>Apr. 2008 Joined GYOSEI Co.</p> <p>Sep. 2007 Joined Frontier Management Inc.</p> <p>Oct. 1996 Joined Chuo Audit Corporation (later MISUZU Audit Corporation)</p> <p>Apr. 1989 Joined Kinki Nippon Tourist Co., Ltd.</p>	0

Note: Masato Denawa, the candidate, concurrently serves as Partner Attorney at Spring Partners, Outside Auditor of Kinkan Co., Ltd., Director of Advicelink Co., Ltd. and Outside Auditor of Ichikawa Co., Ltd. Nobuhisa Kusanagi, the candidate, concurrently serves as Group Representative Partner of GYOSEI Certified Public Tax & Accountants' Co. and Auditor of Firefighters' Association of Chiba Prefecture. There is no particular conflict of interest between either of the two candidates and JPR.

Fifth Item Appointment of One Substitute Supervising Officer

JPR requests the appointment of one substitute supervising officer in preparation for the cases where there is a shortfall in the number of supervising officers stipulated in the laws and regulations. In this proposal, the period during which the resolution on the appointment of the substitute supervising officer shall remain in force shall be until the term of office of the supervising officers under the Fourth Item expires, pursuant to the provisions of Article 20-3 of the current Articles of Incorporation.

The candidate for the substitute supervising officer is as follows.

Name (Date of Birth)	Brief Biography		Number of Owned Units of JPR
Akihiro Kawaguchi (April 8, 1960)	Jun. 2018	Member, Chiba Prefectural Public Interest Corporation Council (currently held position)	0
	Apr. 2016	Auditor, The Japan Association of Legal Systems (currently held position)	
	Apr. 2016	Vice Chairman, The Japanese Institute of Certified Public Accountants – Chiba (currently held position)	
	Dec. 2007	Representative, Akihiro Kawaguchi Public Certified Accountant Office (currently held position)	
	Oct. 1996	Joined Chuo Audit Corporation (later MISUZU Audit Corporation)	
	Apr. 1985	Joined Tokyo Metropolitan Government	

Note: Akihiro Kawaguchi, the candidate, concurrently serves as Representative of Akihiro Kawaguchi Public Certified Accountant Office, Vice Chairman of The Japanese Institute of Certified Public Accountants – Chiba, Auditor of The Japan Association of Legal Systems and Member of Chiba Prefectural Public Interest Corporation Council.

There is no particular conflict of interest between the candidate and JPR.

Other Reference Matters

When there is any conflict in intent with each other among the agenda items to be submitted to the Twelfth General Meeting of Unitholders, the provision of “deemed approval” stipulated in Article 13-1 of the current Articles of Incorporation of JPR shall not be applied to any of such conflicting agenda items.

In this regard, none of the First through Fifth Items of the agendas described above falls under the category of agenda items that conflict with each other in intent.