

For Immediate Release

Issuer of real estate investment trust securities:

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Ryukichi Nakata, Executive Director

(TSE code: 3298)

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Notice concerning the Statement of Opinion (Opposition) on Tender Offer  
by Starwood Capital Group

101 Investment Limited Partnership (hereinafter referred to as “101 LPS”), SDSS Investco Limited (hereinafter referred to as “SDSS”), SDSS K Investco Limited (hereinafter referred to as “SDSS-K”), SSF U.S. Investco S, L.P. (hereinafter referred to as “SSF-S”), SSF U.S. Investco C, L.P. (hereinafter referred to as “SSF-C”) and SOF-11 International Investco Limited (hereinafter referred to as “SOF-11”) (hereinafter referred to collectively or individually the “Tender Offeror(s)”), managed by the Starwood Capital Group, commenced a tender offer (hereinafter referred to as the “Tender Offer”) as of April 7, 2021, for all of the issued and outstanding investment units (hereinafter referred to as the “Investment Units”) of Invesco Office J-REIT, Inc. (hereinafter referred to as the “Investment Corporation”). As stated in the “Notice concerning the Statement of Opinion (Reservation) on Tender Offer by Starwood Capital Group” released as of April 15, 2021, the Investment Corporation reserved its opinion on the Tender Offer at that time; however, the Investment Corporation hereby announces that a meeting of the Board of Directors of the Investment Corporation was held today and the Board has resolved, by unanimous consent of the Executive Director and all Supervisory Directors, to oppose the Tender Offer.

The Investment Corporation asks its unitholders not to tender their investment units in the Tender Offer, and asks those unitholders who have already tendered their investment units in the Tender Offer to immediately terminate the agreement pertaining to the Tender Offer.

In addition, the Investment Corporation is of the opinion that the Tender Offer is highly coercive, and the general unitholders may not be able to appropriately judge whether to tender their investment units in the Tender Offer. As stated in the “Notice Concerning the Request for Extending the Period of Tender Offer by Starwood Capital Group” dated April 15, 2021 (hereinafter referred to as the “April 15 Extension Request Notice”), in light of the fact that the Tender Offerors suddenly and unilaterally commenced the Tender Offer without prior consultation, the Board of Directors of the Investment Corporation believes that the will of unitholders as to the approval or rejection of the takeover scheme of the Investment Units by the Tender Offerors and the squeeze-out through the consolidation of investment units by the Tender Offerors should be confirmed at a unitholders’ meeting, so that unitholders will be able to make appropriate decisions whether to tender their investment units in the Tender Offer without being affected by coercion. Therefore, the Investment Corporation strongly requested that the Tender Offerors extend the tender offer period regarding the Tender Offer (hereinafter referred to as the “Tender Offer Period”) to 60 business days, which is the maximum period stipulated under the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended) (hereinafter referred to as the “FIEA”) and to notify the Investment Corporation of their response to the request by noon on April 22, 2021, which is the fifth

business day after the date of request. Additionally, as publically notified on April 16, 2021, the Investment Corporation determined to hold an extraordinary unitholders' meeting on June 30, 2021 to confirm the will of unitholders.

However, as stated in the "Notice concerning Filing of Tender Offerors' Answer regarding the Tender Offer by Starwood Capital Group and Receipt of Tender Offerors' Response to Refuse the Request for Extending the Period of the Tender Offer" dated April 23, 2021 (hereinafter referred to as the "April 23 Notice of Answer"), the Investment Corporation received an answer on April 22 of the Tender Offerors' refusal to extend the Tender Offer Period. The response of the Tender Offerors disregards the will of the unitholders and is unacceptable to the Investment Corporation from the perspective of unitholder protection. Therefore, as announced in the April 23 Notice of Answer, in light of the Tender Offerors' refusal to extend the Tender Offer Period, the Investment Corporation will prepare for and consider all necessary measures, including legal actions, to protect the interests of unitholders and to secure the common interests of the unitholders.

For the purpose of protecting the interests of unitholders and securing the common interests of the unitholders, pursuant to Item (4), Paragraph 6, Article 166, and Item (5), Paragraph 5 Article 167 of the Financial Instruments and Exchange Act, as well as Article 31-2 of the Order for Enforcement of the said act, the Investment Corporation has resolved, at the Board of Directors meeting held today, to request Invesco Investments (Bermuda) Ltd. (hereinafter referred to as the "Requested Party"), a subsidiary of Invesco Ltd., which is the parent company of Invesco Global Real Estate Asia Pacific, Inc., the asset management company of the Investment Corporation (hereinafter referred to as the "Asset Management Company") to purchase the investment units of the Investment Corporation (hereinafter referred to as the "Request") in order to counter the Tender Offer.

As stated in "(II) Reasons for the Opinion regarding the Tender Offer", "(2) Grounds and Reasons for the Opinion regarding the Tender Offer", "3. Details of, and Grounds and Reasons for, the Opinion regarding the Tender Offer" below, the Investment Corporation considers that (i) the price of the Tender Offer is insufficient in light of the value of the investment units of the Investment Corporation, (ii) there are doubts about the aims of the Tender Offer and the privatization of the Investment Corporation asserted by the Tender Offerors, rather, there is high possibility that the Tender Offer would impair the value of the Investment Corporation and the common interests of the unitholders, and (iii) the Tender Offer is implemented in a coercive manner and undermines the will of the unitholders. In light of such strong concerns, the Board of Directors of the Investment Corporation has decided to take countermeasures against the Tender Offer and to request the Requested Party, indirectly holding 269,112 units of the Investment Corporation (ownership ratio 3.06 % (Note)), to purchase the investment units of the Investment Corporation. Such request is based on the expectation that by increasing the equity ownership of the Invesco Group, which is the sponsor of the Investment Corporation and a leading independent asset management company, and further aligning the sponsor's interests with those of the unitholders, will further strengthen its stance of support for the continued growth of the Investment Corporation.

In addition, for the resolution by the Board of Directors regarding the Request, the Investment Corporation consulted with, and obtained the recommendation from, the Special Committee, which is comprised of only three Supervisory Directors of the Investment Corporation (hereinafter referred to as the "Special Committee"), that (i) as stated in the outline of the recommendation from the Special Committee, which is described in "(I) Establishment of Special Committee and recommendation thereof" of "(5) Measures to ensure Fairness and Measures to Avoid Conflicts of Interest" of "3. Details of, and Grounds and Reasons for, the Opinion regarding the Tender Offer" below, the Tender Offer will not contribute to maximizing the value of the Investment Corporation and the common interests of its unitholders, thus, the purpose of the Request in order to counter against the Tender Offer is justified, and (ii) increasing the equity ownership of the Invesco Group, which is the sponsor of the Investment Corporation and to which the Asset Management Company belongs, will further strengthen the sponsor's alignment of interests with the unitholders and will show a stronger external representation of the

sponsor's commitment to the Investment Corporation. Therefore, it is appropriate to make such a request because it will contribute to maximizing the value of the Investment Corporation and the common interests of the unitholders in accordance with the basic investment policy of the Investment Corporation, that is, "managing the Investment Assets and investing them with the aim of securing stable profits in the medium and long term and steady growth of the Investment Assets."

Prior to the Request, the Board of Directors of the Investment Corporation confirmed with the Requested Party its intention to purchase the investment units of the Investment Corporation in accordance with the Request to counter the Tender Offer, if the Request is made by the Board of Directors of the Investment Corporation.

(Note) Ownership ratio is the ratio of the investment units held to the total number of investment units issued and outstanding (8,802,650 units) after the retirement of self-owned investment units described in the "Notice Concerning Determination of Matters Regarding Cancellation of Own Investment Units (Cancellation of own investment units pursuant to the Article 80, Paragraph 2 and Paragraph 4 of the Act on Investment Trusts and Investment Corporation of Japan)" dated as of February 24, 2021. Figures are rounded to the nearest second decimal place.

The details of the Request are as follows:

(1) Purchase Period	From May [7], 2021 ([Friday]) to May 24, 2021 (Monday) (Note)The purchase period in the Request shall be until the end of the Tender Offer Period, and the Investment Corporation requested that the purchase period of the Request be extended to match any extension of the Tender Offer Period.
(2) Purchase Method	Market purchase on the Tokyo Stock Exchange (hereinafter referred to as the "TSE") and any other methods considered appropriate by the Requested Party

For other details regarding the Request, please see the "Notice Concerning the Request for Purchase to Counter against the Tender Offer" (hereinafter referred to as the "Notice of Request for Purchase") dated today.

#### 1. Overview of the Tender Offerors

(101 LPS)

(1) Name	101 Investment Limited Partnership
(2) Address	Level 4 Roppongi Hills Keyakizaka Terrace, 6-15-1, Roppongi, Minato-ku, Tokyo
(3) Grounds of Establishment, etc.	Investment Limited Partnership under the Limited Partnership Act for Investment
(4) Outline of General Partner	General Partner 101 GK Executive Officer Keita Iga
(5) Description of Businesses	Acquisition and holding of investment units of the Investment Corporation, management of the partnership's assets in accordance with the 101 Investment Limited Partnership Agreement, and other businesses prescribed in Article 3 Paragraph 1 of the Limited Partnership Act for Investment.
(6) Total Investment Amount	JPY 10,999,988,240
(7) Date of Origination	February 15, 2021
(8) Relationship between the Investment Corporation and the Tender Offeror	
Relationship between the Investment Corporation and the Tender Offeror	101 LPS owns 96,915 units (ownership ratio (Note 2): 1.10%) of the Investment Corporation investment units.
Relationship	Not applicable.

	between the Investment Corporation and Managing Partners	
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(SDSS)

(1)	Name	SDSS Investco Limited
(2)	Address	1 Royal Plaza, Royal Avenue, St Peter Port GY1 2HL, Guernsey
(3)	Grounds of Establishment	Legal entity under the Guernsey Islands law
(4)	Title/Name of Representative	Director Andrew Rodger Whittaker Director Sandra Platts
(5)	Description of Businesses	Investment activities such as fundraising and acquisition, holding, sale and disposal of securities.
(6)	Capital Amount	JPY 15,334 (Note 3) (GBP 100)
(7)	Date of Incorporation	April 6, 2020
(8)	Investors and Investment Ratio (As of April 7, 2021)	1. SDSS Holdco Limited 100%
(9)	Relationship between the Investment Corporation and the Tender Offeror	
	Capital Relationship	SDSS owns 110,086 units (ownership ratio (Note 2): 1.25%) of the Investment Corporation investment units.
	Personnel Relationship	Not applicable.
	Business Relationship	Not applicable.
	Whether the Offeror falls under Related Party	Not applicable.

(SDSS-K)

(1)	Name	SDSS K Investco Limited
(2)	Address	1 Royal Plaza, Royal Avenue, St Peter Port GY1 2HL, Guernsey
(3)	Ground of Establishment	Legal entity under the Guernsey Islands Law
(4)	Title/Name of Representative	Director Andrew Rodger Whittaker Director Sandra Platts
(5)	Description of Businesses	Investment activities such as fundraising and acquisition, holding, sale and disposal of securities.
(6)	Capital Amount	JPY 15,334 (Note 3) (GBP 100)
(7)	Date of Incorporation	April 1, 2020
(8)	Investors and Investment Ratio (As of April 7, 2021)	1. SDSS Holdco Limited 100%
(9)	Relationship between the Investment Corporation and the Tender Offeror	
	Capital Relationship	SDSS-K owns 198,429 units (ownership ratio (Note 2): 2.25%) of the Investment Corporation investment units.
	Personnel Relationship	Not applicable.
	Business Relationship	Not applicable.

	Relationship	
	Whether the Offeror falls under Related Party	Not applicable.

(SSF-S)

(1)	Name	SSF U. S. Investco S, L. P.
(2)	Address	Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, U.S.A.
(3)	Ground of Establishment	Limited partnership under the Delaware State Law of the U.S.A.
(4)	Title/Name of Representative	General Partner Starwood SSF U.S. Holdco S GP, L. L. C. Managing Director Nathan Bagnaschi
(5)	Description of Businesses	1. Acquiring, holding, maintaining, operating, leasing, selling, managing, improving, mortgaging, encumbering and otherwise using for profit interests in real estate and in securities and other business interests related to real estate; 2. Participation as a partner or other investor in other general partnerships or limited partnerships or other investment vehicles, the business of which is related to real estate; and 3. All other activities related or incidental thereto.
(6)	Total Investment Amount	JPY 5,420,217,515 (Note 3) (USD 49,145,140.22)
(7)	Date of Origination	April 1, 2020
(8)	Relationship between the Investment Corporation and the Tender Offeror	
	Relationship between the Investment Corporation and the Tender Offeror	SSF-S owns 43,317 units (ownership ratio (Note 2): 0.49%) of the Investment Corporation investment units.
	Relationship between the Investment Corporation and Managing Partners	Not applicable.

(SSF-C)

(1)	Name	SSF U.S. Investco C, L.P.
(2)	Address	Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, U.S.A.
(3)	Ground of Establishment	Limited partnership under the Delaware State Law of the U.S.A.
(4)	Title/Name of Representative	General Partner Starwood SSF U.S. Holdco C GP, L. L. C. Managing Director Nathan Bagnaschi
(5)	Description of Businesses	1. Acquiring, holding, maintaining, operating, leasing, selling, managing, improving, mortgaging, encumbering and otherwise using for profit interests in real estate and in securities and other business interests related to real estate; 2. Participation as a partner or other investor in other general partnerships or limited partnerships or other investment vehicles, the business of which is related to real estate; and

		3. All other activities related or incidental thereto.
(6)	Total Investment Amount	JPY 4,232,000,794 (Note 3) (USD 38,371,573.07)
(7)	Date of Origination	April 1, 2020
(8)	Relationship between the Investment Corporation and the Tender Offeror	
	Relationship between the Investment Corporation and the Tender Offeror	SSF-C owns 32,442 units (ownership ratio (Note 2): 0.37%) of the Investment Corporation investment units.
	Relationship between the Investment Corporation and Managing Partners	Not applicable.

(SOF-11)

(1)	Name	SOF-11 International Investco Limited
(2)	Address	1 Royal Plaza, Royal Avenue, St Peter Port GY1 2HL, Guernsey
(3)	Grounds of Establishment	Corporation under the Guernsey Islands law
(4)	Title/Name of Representative	Director Andrew Rodger Whittaker Director Sandra Platts
(5)	Description of Businesses	Investment activities such as fundraising and acquisition, holding, sale and disposal of securities.
(6)	Capital Amount	JPY 15,334 (Note 3) (GBP 100)
(7)	Date of Incorporation	April 1, 2020
(8)	Investors and Investment Ratio (As of April 7, 2021)	1. SOF-11 International Holdco Limited 100%
(9)	Relationship between the Investment Corporation and the Tender Offeror	
	Capital Relationship	SOF-11 owns 42,890 units (ownership ratio (Note 2): 0.49%) of the Investment Corporation investment units.
	Personnel Relationship	Not applicable.
	Business Relationship	Not applicable.
	Whether the Offeror falls under Related Party	Not applicable.

(Note 1) Except for "Personnel Relationship," "Business Relationship," and "Whether the Offeror falls under Related Party" in "Relationship between the Investment Corporation and the Tender Offeror," the description is based on the tender offer registration statement (hereinafter referred to as the "Tender Offer Registration Statement") submitted by the Tender Offerors on April 7, 2021 with respect to the Tender Offer and its attachments.

(Note 2) According to the Tender Offer Registration Statement, the ownership ratio refers to the ratio (rounded to the second decimal place) calculated based on the total number of issued and outstanding investment units (8,802,650 units), obtained by deducting the 96,606 units of treasury units cancelled as of March 10, 2021 from the 8,899,256 units of issued and outstanding investment units as of February 28, 2021, as described in the unit buyback report submitted by the Investment Corporation on March 12, 2021.

(Note 3) According to the Tender Offer Registration Statement, the conversion from USD or GBP to JPY in "(6) Total Investment

Amount” or “(6) Capital Amount” is based on the middle rate of the MUFG Bank, Ltd. telegraphic transfer selling rate as of April 6, 2021, which was USD 1 = JPY 110.29 and GBP 1 = JPY 153.34.

## 2. Purchase Price

JPY20,000 per investment unit

## 3. Details of, and Grounds and Reasons for, the Opinion regarding the Tender Offer

### (1) Details of the Opinion regarding the Tender Offer

The Investment Corporation determined to oppose the Tender Offer by a resolution of the Board of Directors of the Investment Corporation at a meeting of the Board held today.

The Investment Corporation asks its unitholders not to tender their investment units in the Tender Offer, and asks those unitholders who have already tendered their investment units in the Tender Offer to immediately terminate the agreement pertaining to the Tender Offer.

### (2) Grounds and Reasons for the Opinion regarding the Tender Offer

#### (I) Grounds for the Opinion regarding the Tender Offer

On April 2, 2021, Starwood Capital Japan KK unilaterally and abruptly announced that it was scheduled to commence the Tender Offer, with no prior notice to the Investment Corporation and, on April 7, 2021, the Tender Offer was commenced by the Tender Offerors.

In response to the announcement of the Tender Offer by the Tender Offerors, and with a view to express its opinion on the Tender Offer, the Investment Corporation immediately attempted to collect information on the Tender Offer and the Tender Offerors and has carefully evaluated and examined the Tender Offer, including the contents of the Tender Offer Registration Statement.

However, based on the information available to the Investment Corporation as of April 15, 2021, including the information contained in the Tender Offer Registration Statement, it was difficult to determine the purpose of the Tender Offer, the specific management policy of the Investment Corporation after the Tender Offer contemplated by the Tender Offerors, the management capabilities of REIT, the specific process of privatizing the Investment Corporation contemplated after the Tender Offer and the legality thereof, the details of specific measures for maximizing the value of the Investment Corporation and improving the common interests of unitholders, as well as the details of various issues that were considered material in evaluating and examining the merits of the Tender Offer and its various terms and conditions, including the basis for the Tender Offer price.

Therefore, the Board of Directors of the Investment Corporation believed that it should continue to collect information on the Tender Offer and the Tender Offerors in order to form its opinion regarding the Tender Offer, after carefully evaluating and examining the terms and conditions and the merits of the Tender Offer from the perspective of maximizing the value of the Investment Corporation and the common interests of its unitholders.

Accordingly, the Investment Corporation determined that accurate information on the Tender Offer and the Tender Offerors should be collected at an early stage using the framework of questions to the Tender Offerors in an opinion report pursuant to the FIEA, and the Board of Directors of the Investment Corporation resolved on April 15, 2021, to submit an opinion report which described the questions to the Tender Offerors, taking into consideration the recommendations of the Special Committee. At the same time, as stated in the “Notice Concerning Announcement of Establishment of a Special Committee, Appointment of Committee Members, and Consultation with the Special Committee” announced on the same date (hereinafter referred to as the “April 15 Notice of Establishment of Special Committee”), the Investment Corporation established a special committee

for the purpose of preventing arbitrary decisions by the Board of Directors of the Investment Corporation and ensuring the fairness and transparency of its decisions. The Special Committee is comprised of only three Supervisory Directors of the Investment Corporation whose independence from the Asset Management Company is ensured and who are also independent from the Tender Offerors. The Investment Corporation consulted with the Special Committee with regard to the Consultation Matters (defined in “(i) Establishment of Special Committee and recommendation thereof” of “(5) Measures to ensure Fairness and Measures to Avoid Conflicts of Interest” below. The same shall apply hereinafter.). As it was necessary to continue to carefully evaluate and examine the merits of the Tender Offer and the final decision of the Special Committee regarding the Tender Offer had not been presented as of April 15, 2021, the Investment Corporation resolved to reserve the expression of its opinion on the Tender Offer as of April 15, 2021.

Subsequently, in response to the questions from the Investment Corporation described above, the Tender Offerors filed their answers with the Director of the Kanto Local Finance Bureau on April 22, 2021 (hereinafter referred to as the "Tender Offerors' Answer"). The Investment Corporation conducted a detailed assessment and review of the Tender Offerors' proposals based on the Tender Offerors' Answer, Valuation Result of Sale Value concerning the properties owned by the Investment Corporation as of April 30, 2021 (hereinafter referred to as the "Valuation Result of the Properties""), and the information regarding the Tender Offer and the Tender Offerors which the Investment Corporation has collected. The Valuation Result of the Properties was calculated by two major trust banks dealing with real estate transactions who are independent of the Investment Corporation, the Asset Management Company and the Tender Offerors (hereinafter referred to as the "Valuation Institutions"). The two Valuation Institutions are not a related party of the Tender Offerors, the Investment Corporation or the Asset Management Company, and do not have any material interest in the Tender Offer.

In order to ensure fairness and appropriateness in the decision-making process in the evaluation and examination of the Tender Offer, the Investment Corporation appointed Nomura Securities Co., Ltd. (hereinafter referred to as “Nomura Securities”) and SMBC Nikko Securities Inc. (hereinafter referred to as “SMBC Nikko Securities”) as its financial advisors, and Nishimura & Asahi and Nagashima Ohno & Tsunematsu as its legal advisors, each independent from the Investment Corporation, the Asset Management Company, and Tender Offerors. The Investment Corporation has carefully evaluated and examined the Tender Offer based on the advice from these external advisors. The Special Committee appointed Ushijima & Partners as its legal advisor independent from the Investment Corporation, the Asset Management Company, and Tender Offerors, and has carefully evaluated and examined the Tender Offer based on its advice. Nomura Securities, SMBC Nikko Securities, Nishimura & Asahi, Nagashima Ohno & Tsunematsu and Ushijima & Partners are not a related party of the Tender Offerors, the Investment Corporation or the Asset Management Company, and do not have any material interest in the Tender Offer.

After its establishment as of April 12, 2021, the Special Committee was held on April 15, April 20, April 22, April 23, April 27, April 28, 2021, and today. On April 15, the Special Committee commenced its discussions on the Consultation Matters and independently appointed an external expert (Ushijima & Partners) to serve as an external advisor separately from the external advisors of the Investment Corporation, and deliberated and made recommendations regarding the Investment Corporation's announcement to reserve its opinion on the Tender Offer and submit questions to the Tender Offerors. In addition, on April 20, April 22, April 23, April 27, April 28, 2021 and today, the Special Committee deliberated on the Consultation Matters based on the Tender Offerors' Answer and the Valuation Result of the Properties.

The Special Committee advised the Board of Directors of the Investment Corporation today, as the Special Committee's unanimous opinion, that it is appropriate to oppose the Tender Offer because

the Special Committee believes that the Tender Offer will not contribute to maximizing the value of the Investment Corporation and the common interests of its unitholders on the grounds that the price of the Tender Offer is insufficient in light of the value of the investment units of the Investment Corporation, there are doubts about the aims of the Tender Offer and the privatization of the Investment Corporation asserted by the Tender Offerors, rather, there is high possibility that the Tender Offer would impair the value of the Investment Corporation and the common interests of the unitholders, and the Tender Offer is implemented in a coercive manner and undermines the will of the unitholders. In response to this recommendation, a meeting of the Board of Directors of the Investment Corporation was held today and the Board has resolved, by unanimous consent of the Executive Director and all Supervisory Directors, to oppose the Tender Offer.

(II) Reasons for the Opinion regarding the Tender Offer

The Investment Corporation opposes the Tender Offer because (i) the Tender Offer Price is insufficient in light of the value of the Investment Corporation, (ii) there are doubts about the purpose of the Tender Offer and the privatization of the Investment Corporation asserted by the Tender Offerors, and the Tender Offer will likely impair the value of the Investment Corporation and the common interests of the unitholders, and (iii) the Tender Offer is implemented in a coercive manner disregarding the will of the unitholders. The details of such decision are as set forth below.

(i) The Tender Offer Price is insufficient in light of the value of the Investment Corporation.

The Investment Corporation believes that the Tender Offer Price is insufficient in light of the value of the Investment Corporation because (a) the NAV per investment unit of the Investment Corporation is not indicative of the intrinsic value of the investment units of the Investment Corporation, but rather the Tender Offer Price is significantly below the net asset value per investment unit of the Investment Corporation calculated on the basis of the Valuation Result of the Properties, (b) The Tender Offer was commenced at a time when a market price was undervalued based on specific factors, and (c) there is no reasonable explanation and basis for the Tender Offer Price.

- (a) The NAV per investment unit of the Investment Corporation is not indicative of the intrinsic value of the investment units of the Investment Corporation, but rather the Tender Offer Price is significantly below the net asset value per investment unit of the Investment Corporation calculated on the basis of the Valuation Result of the Properties.

The Tender Offerors assert that the Tender Offer Price is fair because (i) the NAV per investment unit of the Investment Corporation (the net asset value per unit calculated by dividing the net asset value that incorporates the unrealized gains or losses based on the difference between the book value and appraisal value of the properties owned by the Investment Corporation by the total number of issued and outstanding investment units) set forth in the Asset Management Report of Investment Corporation for the 13th Fiscal Period is close to the fair market value, and the appraisal value reflects the intrinsic value of the properties, which also takes into account gains on sales of the properties, and (ii) based on the foregoing, the Tender Offer Price is equivalent to a NAV Multiple of 1.13x per investment unit of the Investment Corporation.

However, although the NAV per investment unit of the Investment Corporation is calculated based on appraisals at the end of each fiscal period, it is not the same as the intrinsic value of the Investment Corporation's investment units as discussed below.

The appraisal value of the real estate stated in the Securities Report for the fiscal period ended in October 2020 (hereinafter referred to as the "Securities Report") submitted by the Investment Corporation on January 27, 2021, which was referenced by the Tender Offerors, estimates the economic value of the real estate based on DCF method, direct capitalization method and a comprehensive valuation, and is generally regarded as a market value based on the assumption that such real estate will be owned continuously. However, as the sale price of the real estate is determined through negotiations considering various factors, including room to increase the real estate's profitability based

on growth potential which reflects the sentiment of the real estate market, and expectations to increase the value of the real estate, there are many cases where real estate is sold in excess of the real estate appraisal value. In particular, as indicated by the Tender Offeror, the valuation of real estate in the office-type real estate market has declined amid the uncertainty of the valuation in the new normal due to the significant changes in the social and economic environment triggered by the COVID-19 pandemic, and, although the value has been reevaluated, the valuation will be conducted based on the assumption that the Investment Corporation will continue to own the properties amid continuing uncertainty. Therefore, the Investment Corporation believes that the appraisal value of the properties it owns set forth in the Securities Report takes into account such uncertainty and is lower than the value based on the assumption of the sale at present in an amount that includes room for increasing profitability in the future and expectation of price increase. In fact, with regard to the IBF-Planning Building, which was sold by the Investment Corporation on December 10, 2020, the sale was realized at approximately 1.1x of the appraisal value. In addition, regarding the Sendai Honcho Building which was sold by the Investment Corporation on April 18 and May 17, 2018 respectively, the sale was realized at approximately 1.2x of the appraisal value. Accordingly, we believe that the appraisal value related to the ongoing appraisal of the properties announced by the Investment Corporation does not necessarily indicate the current price in the real estate market which reflects potential gain on the sale of the properties.

As a matter of course, the Investment Corporation and the Asset Management Company have provided the real estate appraisers with materials regarding its portfolio necessary for them to properly conduct real estate appraisals, and has disclosed to the public the appraisal value provided by such real estate appraisers. However, as stated above, the appraisal value does not indicate the price at which the Investment Corporation would sell in the actual sale of properties (the price at which it assumes to sell the properties to an ideal purchaser at the time), and accordingly, the appraisal value does not reflect the "intrinsic value of the properties" as indicated by the Tender Offerors in evaluating the consideration to be provided by the Tender Offerors to the unitholders of the Investment Corporation. In fact, in evaluating and examining the appropriateness of the Tender Offer Price, the Investment Corporation requested the Valuation Institutions conduct a valuation of the properties owned by the Investment Corporation assuming that they will be sold. As a result, each of the Valuation Results of the Properties of the two Valuation Institutions indicated that the lower limit of the aggregate valuation amount assuming that the properties owned by the Investment Corporation will be sold, significantly exceeds the aggregate appraisal amount of the properties owned by the Investment Corporation stated in the Securities Report.

Therefore, the net asset value per investment unit of the Investment Corporation calculated using the valuation amount of the Valuation Results of the Properties significantly exceeds the Tender Offer Price.

As stated above, the results of these valuations by experts indicate that the NAV per investment unit of the Investment Corporation calculated based on the appraisal value set forth in the Securities Report does not equal the intrinsic value of the properties owned by the Investment Corporation. Rather, such results support the Investment Corporation's opinion that the Tender Offer Price is insufficient in light of the value of investment units of the Investment Corporation. The above Valuation Institutions are not related parties of the Tender Offerors, the Investment Corporation and the Asset Management Company and do not have any material interests to be described with respect to the Tender Offer.

As such, the Investment Corporation believes that the Tender Offer Price is significantly lower than the intrinsic value of the investment units of the Investment Corporation even if it is an amount that exceeds the NAV per investment unit of the Investment Corporation.

As stated above, the Tender Offerors intend to acquire all of the issued and outstanding investment units of the Investment Corporation through the Tender Offer and subsequent squeeze-out procedures. If this is realized, since all of the properties owned by the Investment Corporation will be substantively attributable to the Tender Offerors, we believe the consideration to be provided to the unitholders in the Tender Offer, i.e. the Tender Offer Price, should be determined based on the value indicated in the Valuation

Results of the Properties assuming that the properties owned by the Investment Corporation will be sold. However, as stated above, the Tender Offer Price is significantly lower than the value per investment unit of the Investment Corporation calculated based on the Valuation Results of the Properties, and does not reflect the benefit that the Tender Offerors will enjoy through the Tender Offer and the subsequent squeeze-out procedures. In this sense, the Investment Corporation cannot possibly say that the Tender Offer Price reflects the value of the investment units of the Investment Corporation and believes that the Tender Offer Price is insufficient.

- (b) The Tender Offer was commenced at a time when market price was undervalued based on specific factors.

The Tender Offerors assert that the Tender Offer Price implies a premium of 14.66%, 23.53% and 32.23% to the simple arithmetic average closing price for the past month, three months and six months, respectively, and is fair from the perspective of market price. However, we believe that it is not appropriate to evaluate the value of the investment units of the Investment Corporation using the arithmetic average closing price for the past six months, etc., during which time the impact of COVID-19 remains strong. Although the Investment Corporation is not generally opposed to using the latest market price in determining a tender offer price, we believe that the market price of the investment units of the Investment Corporation for the past six months has been temporarily affected by the special factors of the impact of COVID-19. In other words, we recognize that the market price of the investment units of the Investment Corporation was sluggish because of (1) the exertion of downward pressure on the entire J-REIT market due to the impact of outflow of funds from the entire capital market, (2) the delay in the recovery of the investment unit prices of the entire J-REIT compared to the recovery of the stock prices of ordinary operating companies due to the continued uncertainty on the future prospects of the real estate business caused by the impact of COVID-19, and (3) the spreading concerns over the prospects for the occupancy rates of office J-REITs due to the penetration of remote working and the delay in the inflow of funds to office REITs including the Investment Corporation compared to J-REITs that invest in other asset types.

As indicated by the Tender Offerors, we also recognize that the office market is undergoing a transition to the new normal due to significant changes in social and economic conditions triggered by COVID-19. Amid such transition and uncertainty, the valuation of the investment units of the Investment Corporation, a J-REIT specialized in office space, from the market sharply declined from around March 2020. Although the investment units of the Investment Corporation have been recently revaluated, the valuation has not yet returned to the level before March 2020. We believe that the value of the investment units of the Investment Corporation is still undervalued compared to its future potential. The market price of the investment units of the Investment Corporation remained above JPY 20,000 prior to the COVID-19 pandemic (for example, the average closing price during the month from January 6, 2020 to January 31, 2020 was JPY22,633), and as of mid-February 2020, the closing price of the investment unit of the Investment Corporation exceeded JPY24,000. The Tender Offerors state that “The Tender Offer Price of JPY 20,000 implies a premium of 14.66%, 23.53% and 32.23% to the simple arithmetic average closing price for the past month, three months and six months (JPY 17,442, JPY 16,190 and JPY 15,125), respectively.” However, the market price of the investment units of the Investment Corporation has been rising steadily since around the end of October 2020, and the market price of investment units of other office J-REITs (the 7 listed real estate investment corporations (excluding the Investment Corporation) classified as office-specific REITs by The Association for Real Estate Securitization) has also been rising steadily since around the end of October 2020. In addition, the Investment Corporation’s net income has also been increasing steadily during the 12th fiscal period (from November 1, 2019 to April 30, 2020) and thereafter, which includes the period affected by the COVID-19 pandemic. This was reflected in the fact that the simple arithmetic average closing price for the past six months, three months and one month has risen to JPY15,125, JPY16,190, and JPY17,442, respectively, as stated in the Tender Offer Registration Statement, and the market price of the investment units of the Investment Corporation was approaching the price level prior to the COVID-19 pandemic. Therefore, we believe that the simple arithmetic average closing price for the past six months, etc., does not accurately reflect the price of the investment units of the Investment Corporation over the medium-to-long

term.

Although the average vacancy rate of office buildings in central Tokyo has risen and the average rents have declined since the COVID-19 outbreak, the Investment Corporation expects that the demand for leasing large office buildings located in major metropolitan areas in Japan, in which the Investment Corporation invests, will increase steadily in the future. Amid new trends, such as diversification of office use patterns, the Investment Corporation has a highly competitive portfolio, and even in cases where measures are required to be taken, we believe that it will not be difficult for the Investment Corporation to take such measures on the grounds that it is a listed REIT. The Investment Corporation currently owns properties with co-working spaces, rental offices, and shared-type satellite offices enabling it to meet diverse office needs, and has realized a number of cases where tenants have moved into a shared-type office. Going forward, the Investment Corporation plans to work to increase the value of its investment units by changing specifications and acquiring new properties that can respond to diversifying office needs, such as flexible offices and satellite offices, and by reclassifying necessary properties. Such measures can be implemented even by a listed REIT, and as the Investment Corporation and the Asset Management Company, we will continue to consider various measures to further enhance the value of the investment units for sustainable growth in the future. Since its listing, the Investment Corporation has achieved steady organic growth and external growth by expanding the size and improving the quality of its portfolio, and has a track record of expanding its asset scale and improving unitholder value such as the distribution and the NAV per investment unit of the Investment Corporation. Going forward, the Investment Corporation plans to continue to implement measures aimed at increasing the unit price in accordance with new changes in the environment. We believe that the Tender Offer Price, with a premium of only about 1.13x the current NAV per investment unit of the Investment Corporation, does not reflect the growth potential of the Investment Corporation.

- (c) There is no reasonable explanation and basis for the Tender Offer Price.

As described in (b) above, despite the fact that the investment units of the Investment Corporation have been temporarily valued at a discount due to special factors caused by the COVID-19 pandemic, the Tender Offerors do not provide any reasonable explanation and basis for their views that the simple-average closing price for the most recent 6 months, and other periods as basis for the Tender Offer Price, is at or near the fair value of the investment units of the Investment Corporation. The Tender Offerors also argue that the Tender Offer Price represents a premium on the market price; however, as noted above, the simple average of closing prices over the last 6 months and other periods that they use is not indicative of the value of the investment units of the Investment Corporation over the medium to long term, and the NAV per unit is not indicative of the intrinsic value of the investment units of the Investment Corporation. Also, the Tender Offerors do not provide any reasonable explanation as to the amount claimed by the Tender Offerors to be a premium.

The Tender Offerors acknowledged in the Tender Offer Registration Statement that the Tender Offerors did not obtain any valuation report or fairness opinion from a third-party appraisal institution in analyzing the Tender Offer Price. In addition to the absence of a past premium range that should be referred to, which was acknowledged by the Tender Offerors, the Tender Offerors have not conducted any general due diligence on the properties, including the review of contracts, and do not have further detailed information on the properties beyond what is publicly available. However, the Tender Offerors concluded that the premium is at an appropriate level, considering the potential value creation following the change of use and specifications of the underlying properties as well as related risks, though the Tender Offerors do not know the actual situation of the properties. The Investment Corporation does not consider such amounts as fair value.

The Tender Offerors state in the Tender Offerors' Answer "so effectively offering unitholders immediately at the end of the Tender Offer Period 4 full years of returns". However, as stated in (a) above, the NAV per unit is not indicative of the intrinsic value of the investment units of the Investment Corporation, and the Investment Corporation also believes the intrinsic value, including the growth potential of the investment units of the

Investment Corporation, is significantly higher than the Tender Offer Price. Therefore, we have no choice but to conclude that it is misleading and inappropriate for the Tender Offerors to argue that the Tender Offer Price is based on the NAV per investment unit of the Investment Corporation with a premium, or that such a premium is equivalent to approximately 4 full years of returns in total.

- (ii) There are doubts about the aims of the Tender Offer and the privatization of the Investment Corporation asserted by the Tender Offerors, and rather, there is high possibility that the Tender Offer would impair the value of the Investment Corporation and the common interests of the unitholders.

In the Tender Offer Registration Statement, the Tender Offerors, explained the purpose of the Tender Offer and privatization of the Investment Corporation by stating the Tender Offerors concluded “it is necessary to reconsider the use and specifications of the Target’s properties to meet the new demands for and adjust to the changes in office use under the influence of COVID-19, in order to maintain and improve the asset value of the Target’s properties, and that a value-additive approach with mid- to long-term capital injection in order to revise the use and specifications of offices is necessary.” The Tender Offerors also concluded “it is essential to take the Target private in order to realize the potential value creation and improvement of the Target’s properties, because, given it is inevitable that such mid- to long-term capital injection in order to make changes in the use and specifications of the properties, will place restrictions on the office rental usage for a period of time, which are expected to have a temporary adverse effect on the rental revenue and cash flow and consequently on the dividends to the unitholders, it is difficult to implement such initiatives if the Target remains a public J-REIT that is expected to provide continuous and stable dividends to the unitholders.”

However, the Tender Offerors do not provide any specific explanation regarding the change of use and specifications that cannot be implemented while remaining a public J-REIT, except for only a few examples in an abstract manner. Moreover, the Tender Offerors do not provide any specific answers regarding (i) what changes of use and specifications are specifically scheduled or planned for which properties that are held by the Investment Corporation, (ii) the specific reason why the Tender Offerors believe that the initiatives to improve the value of the property based on the medium- to long-term capital expenditures set forth by the Tender Offerors would be difficult to implement while the Investment Corporation remains listed, and (iii) the reason why the initiatives to maximize asset values that are worth considering (including renovating the lobby area and landscape surrounding the building at Nishi-Shinjuku Prime Square and changing the usage for the space which is expected to become vacant at the Shinagawa Seaside East Tower location, as illustrated in the Tender Offer Registration Statement) would be difficult to implement while the Investment Corporation remains listed, though these initiatives are commonly implemented by listed REITs. In the Tender Offerors’ Answer, the Tender Offerors simply repeated their abstract explanation made in the Tender Offer Registration Statement such as stating, “as stated in the Tender Offer Registration Statement, ‘SCG reached a conclusion that it is essential to take the Target private in order to realize the potential value creation and improvements of the Target’s properties, due to the inevitability that such mid- to long-term capital deployment in order to make relevant changes in use and specifications of the offices, will potentially restrict the office rental usage for a certain period of time, which would have a temporary adverse effect on the rental revenue and cash flow and consequently on the distributions to the unitholders. These initiatives would therefore be difficult to implement if the Target remains a public J-REIT, which is expected to provide continuous and stable distributions to the unitholders.’”

In addition, the Investment Corporation believes that in order to maximize the value of the Investment Corporation and the common interests of unitholders, it is essential to have expertise relating to real estate unique to Japan, such as an accurate understanding of tenant relationships and market trends, rent negotiations with tenants, and Japanese lease contract practice which has a shorter lease period than other countries. However, in the Tender Offerors’ Answer, the Tender Offerors did not answer our question regarding their specific track record in Japan. They did not answer whether Starwood Capital Group has any track record in changing the use and specifications of offices “to meet the new demands for and adjust to the changes in office use under the influence of COVID-19”, as mentioned above. With respect to the question regarding whether or not Starwood Capital Group has a track record of managing real estate funds (including private REIT) in Japan to date, they only stated “we consider the resources of any

particular office, standing alone, to be irrelevant to an evaluation of SCG's capabilities – it is not how we do business.”

Furthermore, according to the Tender Offerors' Answer, the Tender Offerors do not propose that they themselves manage the Investment Corporation, nor do they plan to retain an asset management company within Starwood Capital Group as an asset management company of the Investment Corporation. The Tender Offerors explained in the Tender Offer Registration Statement “the Offerors consider the Asset Management Company to be a suitable asset manager for providing asset management services to the Target after the Target goes private, given the Asset Management Company's past performance in managing the Target's assets since the incorporation of the Target and its knowledge of and expertise in the Target's assets accumulated in the process.” On the other hand, the Tender Offerors explained “in the event that the Asset Management Company does not agree to the initiatives contemplated by SCG to improve the value of the Target's assets, SCG will need to arrange to terminate the asset management agreement between the Target and the Asset Management Company and have the Target enter into an asset management agreement with another asset manager who agrees to and will implement the value additive initiatives contemplated by SCG.”

However, if the Tender Offerors really think the Asset Management Company to be a suitable asset management company for providing asset management services to the Investment Corporation after the Investment Corporation goes private, it would have been reasonable to request to hold prior consultations with the Investment Corporation and the Asset Management Company in order to facilitate smooth implementation of such initiatives. Nevertheless, the Tender Offerors chose not to have prior contact with the Investment Corporation and the Asset Management Company before announcing the Press Release dated April 2, 2021 stating that the Tender Offerors intend to implement the Tender Offer. The Tender Offerors stated in the Tender Offerors' Answer, “the Offerors' desire to engage with the Asset Management Company is sincere and in good faith,” but given the background to the commencement of the Tender Offer, it is fairly difficult to believe that the Tender Offerors have such sincere and good-faith will. Also, regarding the engagement of a new asset management company other than the Asset Management Company, the Tender Offerors simply stated in the Tender Offerors' Answer, “the Offerors believe that many registered and qualified asset managers would be eager to serve in this role”, which suggests that they have not found any specific candidates.

Despite the fact that a registered investment corporation has to entrust asset management services to an asset management company under the Act on Investment Trusts and Investment Corporations (No. 198 of 1951, as amended, hereinafter referred to as the “Investment Trust Act”) (Article 198 Paragraph1), the Tender Offerors, as stated above, have commenced the Tender Offer without securing any asset management company to which the Investment Corporation would entrust asset management services after the Tender Offer and the privatization of the Investment Corporation. We cannot help but doubt whether the Tender Offerors will sincerely engage in the asset management of the Investment Corporation.

As stated above, the Tender Offerors' assertion on the purpose of the Tender Offer and privatization of the Investment Corporation, and the asset management of the Investment Corporation after privatization is not supported by specific facts, and there is serious doubt about their feasibility. Rather, we must say that there is a high possibility that the Tender Offer would impair the value of Investment Corporation and the common interests of unitholders. Further, in light of their responses stated in the Tender Offerors' Answer, there is doubt as to the Tender Offerors' will to realize the potential value creation and improvement of the Target's properties by privatization of the Investment Corporation as stated in the Tender Offer Registration Statement. We cannot help but think that the Tender Offerors' true will is to conduct the Tender Offer at a discount over the intrinsic asset value of the Investment Corporation's portfolio (as stated above, the Tender Offer Price is significantly below the value of the Investment Corporation per unit calculated under the assumption of Valuation Result of the Properties) and to enable Starwood Capital Group to earn a profit by squeezing out of unitholders at such discount price.

On the other hand, the Investment Corporation has been providing investors with the opportunity to invest in large office buildings and other properties mainly located in major metropolitan areas in Japan, selected by investment management specialists from the viewpoint of enhancing unitholder value through asset management by the Asset Management Company. The

Investment Corporation has also been providing a wide range of investors (including individual investors, domestic and overseas institutional investors) with medium-to long-term investment opportunities, as listed financial instruments, based on the basic philosophy of realizing the maximization of unitholder value of the Investment Corporation.

Since its listing, the Investment Corporation has achieved steady external and internal growth, expanding its asset size as well as its distribution per unit and NAV per unit. In particular, the growth rate of the asset size since its listing (based on acquisition prices) is 187.3%, which we think is high compared to other J-REITs. In addition, the Investment Corporation leverages the investment management expertise that the Asset Management Company has cultivated through investing in real estate in Japan since 1999, to maintain high occupancy rates and enhance incomes through internal growth. For example, the Asset Management Company, an independent entity, is able to select property management companies and building management companies to be retained in the operation of respective assets without being influenced by the interests of certain real estate development companies, etc. Accordingly, the Asset Management Company has reduced costs and optimized management in line with the assets held by conducting periodic evaluations not only when these companies are retained, but also after they are retained. In addition, on the financial aspect, the Investment Corporation has been working to reduce financing costs since its listing, and has also strived to build good relationships with existing syndicated lenders. Furthermore, in addition to disclosing in accordance with various disclosure requirements for listed instruments and implementing them in a highly transparent manner, the Investment Corporation has been actively working on ESG and its disclosure, which are attracting attention in the recent financial market, such as by issuing three tranches of green bonds (total issuance amount: 8,500 million yen) and publicizing periodic sustainability reports.

The Investment Corporation has been actively and flexibly implementing a number of measures to maximize unitholder's value in both the capital market and the real estate market, including the acquisition of its own investment units first in J-REIT, the split of investment units at the lowest price level among J-REITs, and the review of its portfolio through asset replacement and asset sale. In the Tender Offerors' Answer, the Tender Offerors stated "the long-term COVID-19 impact and significant uncertainty remains in regards to the long-term demand for office space in a post COVID-19 environment as the movement towards more permanent work-from-home policy and flexibility in requirements to commute to the office every day. This was an important consideration in determining the Tender Offer Price." The Tender Offerors also stated "occupancy rates moving to 96.3% for October 2021 which may have a substantial impact on potential future earnings." However, office-related J-REITs, including the Investment Corporation, disclosed their assumption that the occupancy rate for the current period would decline, but the investment unit prices have been rising steadily and the rental demand for office space invested by J-REITs is generally high. Therefore, the Investment Corporation does not believe that the demand for office space causes declines in asset values or investment unit prices. In addition, the occupancy rate of the Investment Corporation's portfolio has been higher than the expected level at the time of the announcement of financial results for the fiscal period ended in October 2020. Specifically, the Investment Corporation has been taking advantage of the high quality and appropriately diversified portfolio of properties such as location and property size and as a result, the actual figure in February 2021 was 98.2% compared to the expected figure of 97.8%, and the actual figure in March 2021 was 97.8% compared to the expected figure of 97.5%. Moreover, the Investment Corporation successfully attracted successor tenants without downtime with respect to the planned vacation of a hotel operator in November 2021 (for details, please refer to the "Notice Concerning Conclusion of the Basic Agreement on the Fixed-term Lease Agreement of Entrusted Real Estate in Japan of the Trust Beneficiary Interest (Shinagawa Seaside East Tower)" announced on April 28, 2021). In addition, the Investment Corporation is implementing flexible measures in light of the COVID-19 pandemic, and possesses competitive properties that can also be used as flexible offices, which are expected to increase in the foreseeable future. The Investment Corporation is also implementing renovation of the properties proactively and implemented the renovation for a total of 15 properties. In particular, with regard to the Sendai Honcho Building, the Investment Corporation realized the maximization of the property value by improving the occupancy rate through the large-scale renovation. For the Techno Wave 100, the Investment Corporation achieved the higher occupancy rate and improved NOI (Net Operating Income) compared with the forecast before acquisition by renovating common area and others. The Investment Corporation has continued to achieve higher rents when tenants are replaced or when existing tenants revise their rents. In addition to implementing the leasing activities to fill the so-called rent gap (the difference between market

rent and contractual rent), the Investment Corporation is working to improve profitability by reducing costs. Furthermore, the Investment Corporation has been working to increase unitholder's value through aggressive measures, such as the acquisition of its own investment units from December 16, 2020, the cancellation of its own investment units on March 10, 2021, and the asset disposition with higher sale price than the appraised value on December 10, 2020. The Investment Corporation will continue to strive to realize maximization of unitholder's value with the aim of securing stable medium-to long-term income and steadily increasing asset value through various measures such as further asset replacement.

(iii) The Tender Offer is implemented in a coercive manner and undermines the will of the unitholders.

As stated in the written request attached in "Notice concerning Submission of Written Request regarding Petition for Urgent Injunction Order against the Tender Offer by Starwood Capital Group" dated April 23, 2021 (hereinafter referred to as the "April 23 Notice of Written Request"), the Investment Corporation believes that, in summary, for the reasons stated below, (a) squeeze-outs are not allowed under the Investment Trust Act and (b) the Tender Offer for investment units scheduled to be consolidated without means to contest the fairness of consideration is highly coercive.

As announced in the April 23 Notice of Answer, in light of the highly coercive nature of the Tender Offer as described above, pursuant to the determination at a meeting of the Board of Directors of the Investment Corporation, the Investment Corporation strongly requested in a letter to the Tender Offerors that they extend the Tender Offer Period to 60 business days, which is the maximum period stipulated under the FIEA, in order to enable the Investment Corporation to take necessary measures, such as holding a unitholders' meeting prior to the expiration of the Tender Offer Period. However, the Investment Corporation received an answer on April 22 that the Tender Offerors refuse to extend the Tender Offer Period. Due to the fact that the Tender Offerors rejected the request to extend the Tender Offer Period for the Investment Corporation to take measures to mitigate the highly coercive nature of the Tender Offer, the Tender Offer remains highly coercive. The response of the Tender Offerors neglects the will of the unitholders and cannot be accepted from the perspective of the protection of the unitholders.

As announced in the April 23 Notice of Written Request, the Investment Corporation filed a written request as of the same date with the Commissioner of the Financial Services Agency, the Securities and Exchange Surveillance Commission and the Director of the Kanto Local Finance Bureau to file a petition with a court to issue an order against the Tender Offerors to prohibit or suspend the Tender Offer pursuant to Article 192, Paragraph 1 of the FIEA and Article 219, Paragraph 1 of the Investment Trust Act.

(a) Squeeze-outs are not allowed under the Investment Trust Act

As described below, under the Investment Trust Act, the squeeze-outs of minority unitholders through the consolidation of investment units are considered to be invalid as such squeeze-outs are an abuse of majority unitholders' rights. When the Investment Corporation considered the above assertions, we obtained written opinions from Professor Etsuro Kuronuma of the Faculty of Law of Waseda University and Professor Emeritus Shigeru Morimoto of Kyoto University, who are well-known scholars in the field of the FIEA.

- The Investment Trust Act does not permit the use of cash as the only consideration for a merger, and it is not expected in the first place that an investment corporation would carry out a merger that would squeeze out unitholders in exchange for cash, as is the case with stock companies (*kabushiki kaisha*). Also, the Investment Trust Act does not have any framework equivalent to a demand for share cash-out by a special controlling shareholder (Article 179, Paragraph 1 of the Companies Act (Act. No. 86 of 2005, as amended)), class shares subject to class-wide call provisions (Article 171, Paragraph 1 and Article 108, Paragraph 1, Item 7 of the same Act), frameworks equivalent to a share exchange (Article 767 of the same Act) or a share transfer (Article 772 of the same Act) of a stock company which are generally used as squeeze-out methods by a stock company.
- Unlike the case of a consolidation of shares of a stock company, in the case of consolidation of investment units of an investment corporation, dissenting unitholders

are not given the right to request purchase of their units under the Investment Trust Act. In addition, unlike the framework where shareholders are given appraisal rights in order to request a determination of (acquisition) price of their shares upon squeeze-out by a stock company using class shares subject to class-wide call provisions (Article 172 of the Companies Act), under the Investment Trust Act, there is no such framework that unitholders who are unsatisfied with the price of a squeeze-out (cash delivered to fractional unitholders) can use in order to request a determination of (acquisition) price.

- With respect to stock companies, the amendment of the Companies Act in 2014 granted appraisal rights and rights to request a determination of the price to dissenting shareholders in order to bring share consolidation in line with other frameworks used for squeeze-outs (such as frameworks for shares subject to the class-wide call and request for sale of shares by a special controlling shareholder newly established in such amendment), and legislation to protect the interests of minority shareholders upon squeeze-out was introduced for share consolidations. As a result, the use of share consolidation as a method of squeeze-out came to be considered feasible. However, under the Investment Trust Act, the provision for the *mutatis mutandis* application of the provisions concerning share consolidation under the Companies Act to a case of consolidation of investment units (Article 81-2, Paragraph 2 of the Investment Trust Act) intentionally excluded the application of the provision concerning the appraisal right of dissenting shareholders for the purchase of their shares (Article 182-4 and Article 182-5 of the Companies Act). Consequently, similar to the practice of stock companies prior to the amendment to the Companies Act in 2014, currently, in the case of investment corporations, the squeeze-out of minority unitholders using consolidation of investment units is considered to be invalid as such squeeze-outs are an abuse of rights by majority unitholders.
- Under the Investment Trust Act, with respect to the listed investment units, the sale of the number of the investment units equivalent to the total number of fractions occurring as a result of consolidation of investment units shall be conducted by "the sale through the transactions conducted on a financial instruments exchange market" (Article 88, Paragraph 1 of the Investment Trust Act, and Article 138 of the Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations (Prime Minister's Office Ordinance No. 129 of 2000, as amended; hereinafter referred to as the "Ordinance for Enforcement of the Investment Trust Act")). The case where processing of the fractional investment units is required for consolidating or splitting the investment units in order to make the market price of the investment units appropriate is different from the case of consolidation of investment units for the purpose of squeeze-out. In the latter case, because there would be a significant number of fractional investment units, if such investment units are sold in the market in order to dispose of them, the market price will decline drastically, and there is also a large possibility that the purchaser thereof will not be found in the first place. Under these circumstances, if the price for sale of such investment units on the market is regarded as the price for "the sales at fair price," as is the case of ordinary processing of the fractional investment units, it would be overly disadvantageous and unfair for the unitholders subject to the squeeze-out. Accordingly, consolidation of investment units under the Investment Trust Act is not supposed to be used for the purpose of squeeze-out.
- As indicated in the judgment of the Supreme Court stated below, assuming that a listed investment corporation could implement a squeeze-out, as in the case of the squeeze-out of listed shares, the "fair value" that minority unitholders will receive should be the sum of the value that would have been received by minority unitholders if not for the squeeze-out and the value of the portion that should be received by minority unitholders out of the value expected to increase after the squeeze-out. Also, it should be expected to be greater than the sale price at the market or the net asset value per investment unit in the case that there is an advantage in conducting the squeeze-out. Notwithstanding this, with respect to the sale of fractional units in a consolidation of investment units, the Investment Trust Act only permits "the sale through the transactions conducted on a financial instruments exchange market" or "the sale at a fair and appropriate price in light of the net asset value" (Article 88, Paragraph 1 of the Investment Trust Act, Article 138 of the Ordinance for Enforcement of the Investment Trust Act). Therefore, it is clear that if the squeeze-out is conducted

through the consolidation of investment units, the interests of minority unitholders will be impaired.

- (b) The Tender Offer for investment units scheduled to be consolidated without means to contest the fairness of consideration is highly coercive.

In the Tender Offer Registration Statement, it is stated that “the Offerors believe that in the event that the squeeze-out price equals the tender offer price, which includes a premium to the net asset value of the target investment corporation, the unitholders are provided with a redemption opportunity at the net asset value when being squeezed-out after a tender offer and there is no coercion issue with the squeeze-out at a squeeze-out price that exceeds the net asset value, regardless of the mandatory nature of a squeeze-out.”

However, even though the squeeze-out price equals the Tender Offer Price, if, as a result of the Tender Offer, the Tender Offerors acquire at least two-thirds of the voting rights of the Investment Corporation, a resolution for the consolidation of investment units that realizes a squeeze-out will always be passed regardless of the opposition of minority unitholders. Therefore, even if the squeeze-out price, that is, the Tender Offer Price, is less than the fair value per Investment Unit, the minority unitholders will be squeezed out at that price. As mentioned above, in the case of consolidation of investment units, there is no right to request purchase of units and no framework for requesting a determination of (acquisition) price, which the unitholders who are unsatisfied with the price of a squeeze-out can use.

Consequently, even those unitholders who believe that the Tender Offer Price is insufficient may expect that other unitholders will accept the Tender Offer assuming the above situation. As a result, unitholders are pressured to accept the Tender Offer if they believe that more than two-thirds of the voting rights of the Investment Corporation may be applied for the Tender Offer and that a squeeze-out at the price equal to the Tender Offer Price cannot be avoided. It goes without saying that a coercive tender offer is not only problematic in that it does not give unitholders fair consideration, but also undesirable in that it distorts unitholders’ investment decisions, and results in a transaction to privatize an investment corporation that is not in the common interest of unitholders.

In the Tender Offerors’ Answer, the Tender Offerors state, “the law requires the Target to sell the fractional units in a unit consolidation at ‘a fair and appropriate price in light of the net asset value’ and deliver the sales proceeds to unitholders. (Article 88(1) of the Investment Trust Act, Article 138 of the Regulation for Enforcement of the Act on Investment Trusts and Investment Corporations). Such provisions ... provide that the unitholders have a legal right to request the investment corporation to deliver proceeds of unit sales at a fair price in light of the net asset value.” The Tender Offerors further state, “if the investment corporation were to conduct a sale of fractional units such that the price were below a fair and appropriate price in light of the net asset value, such sale is thought to be in violation of the sales obligations of the investment corporations under the law, and the unitholders are thought to have a right to demand the difference between the squeeze-out price and a fair and appropriate price from the investment corporation for its illegal action. (Article 709 of the Civil Code),” and thereby asserted there are no problems of coercion since “the unitholders are ... guaranteed the right to court proceedings and due process.”

However, it is clear that the right to request for delivery of “a fair and appropriate price in light of the net asset value” and the right to court proceedings if the investment corporation were to conduct a sale of fractional investment units such that the price were below the relevant price are completely insufficient to secure rights of the unitholders who are squeezed out.

It is true that, with respect to J-REITs, the net asset value is calculated based on appraisals at the end of each fiscal period. However, such value is not the same as the “fair value of investment units of investment corporations.” The calculation method based on net asset value does not take into account any of the effects obtained by implementing the squeeze-out. In the judgment of the Supreme Court of May 29, 2009, it was found that

for the squeeze-out price in a squeeze-out using a scheme using class shares subject to wholly call, it is reasonable to take into account the value of the expectation of future share price appreciation that will be lost due to compulsory acquisition. The Investment Corporation believes that it is unreasonable to conclude that the scope of the Supreme Court's decision, which required reasonable distribution of synergies to protect the interests of minority shareholders, does not extend to the squeeze-out price of J-REITs, which should also protect the interests of minority unitholders. Rather, since J-REITs are vehicles for financing, the economic interest of minority unitholders should be further protected. Assuming that squeeze-outs are possible in J-REITs, the "fair price" to be received by minority unitholders should be, as in the case of squeeze-outs of listed shares, the sum of the value that minority unitholders could enjoy in the absence of the squeeze-out and the portion that is appropriate for minority unitholders to enjoy out of the value which is expected to increase through the squeeze-out, which should be higher than the net asset value of the investment units when the squeeze-outs are beneficial. As stated in "(i) The Tender Offer Price is insufficient in light of the value of the Investment Corporation" above, the Board of Directors of the Investment Corporation considers that the Tender Offer Price is insufficient. It is clear that with respect to the amount of consideration to be provided to the unitholders of the Investment Corporation through the Tender Offer and the squeeze-out, the evaluations are fundamentally different at least between the Tender Offerors and the Board of Directors of the Investment Corporation. Therefore, we can only say that the Tender Offerors' assertion, that the interests of the unitholders of the Investment Corporation are protected by the right to request for delivery of proceeds of unit sales which are obtained in a fair and appropriate price in light of the net asset value or claim based on a general illegal act, is unreasonable in light of the fact that there is no established concept as to a fair and appropriate price to be paid in such situation and that the unitholders are likely to bear the burden of proof on such price.

Therefore, the right to request for delivery of "proceeds of unit sales in a fair and appropriate price in light of the net asset value" is completely insufficient to protect the rights of the unitholders who are to be squeezed-out, and it is clear that the Tender Offer, which contemplates the consolidation of investment units in which only such rights, are guaranteed is highly coercive.

In the Tender Offerors' Answer, the Tender Offerors state "the acceptance threshold for our offer, being set above the majority of the units not held by the Offerors, exceeds the 'majority of the minority' standard applied considered desirable even in conflicted M&A transactions under the 'Fair M&A Guidelines,'" as a reason that the Tender Offer is not coercive. However, such assertion is effective only if unitholders are provided appropriate information disclosure and an opportunity to contest the price is effectively guaranteed. As stated in "(i) The Tender Offer Price is insufficient in light of the value of the Investment Corporation" above, that there is no reasonable explanation or basis regarding the Tender Offer Price, and the right to request delivery of "proceeds of unit sales in a fair and appropriate price in light of the net asset value" is completely insufficient to protect the rights of the unitholders who are to be squeezed-out as mentioned above. Based on this, such assertion cannot be considered to be a reason that the Tender Offer is not coercive.

(3) Possibility of Delisting and Reasons Therefor

The Investment Units are currently listed on the J-REIT market of the TSE.

According to the Tender Offer Registration Statement, the Offerors have not set a maximum number of Investment Units to be purchased in the Tender Offer, and therefore, depending on the results of the Tender Offer, the Investment Units may be subject to delisting via prescribed procedures in accordance with the delisting criteria of the TSE. Even where such delisting criteria are not met at the time of completion of the Tender Offer, the Offerors plan to implement procedures as set forth in "(4) Plan for Post-Tender Offer Restructuring, Etc. (i.e. Matters Regarding the Two-Step Acquisition)" below following the completion of the Tender Offer, in which case the Investment Units will be delisted via prescribed procedures in accordance with the delisting criteria of the TSE. Following delisting, it will no longer be possible to trade the Investment Units on the J-REIT market of the TSE.

(4) Plan for Post-Tender Offer Restructuring, Etc. (i.e. Matters Regarding the Two-Step Acquisition)

According to the Tender Offer Registration Statement, the Tender Offerors plan to take the

Investment Corporation private and convert the Investment Corporation to a private REIT, and in the event the Offerors are unable to acquire all the Investment Units (excluding the Investment Units owned by the Tender Offerors and the Investment Units owned by the Investment Corporation in treasury (if any)), the Tender Offerors plan to carry out squeeze-out procedures after the completion of the Tender Offer through the consolidation of Investment Units for the purpose of acquiring all the Investment Units (excluding the Investment Units owned by the Tender Offerors and the Investment Units owned by the Investment Corporation in treasury (if any)).

(5) Measures to ensure Fairness and Measures to Avoid Conflicts of Interest

(I) Establishment of Special Committee and recommendation thereof

As stated in “(2) Grounds and Reasons for the Opinion regarding the Tender Offer” above, the Board of Directors of the Investment Corporation established the Special Committee for the purpose of preventing arbitrary decisions by the Board of Directors of the Investment Corporation and ensuring its fairness and transparency. As announced in the April 15 Notice Establishment of Special Committee, the Board of Directors of the Investment Corporation consulted with the Special Committee on April 12, 2021, shortly after the establishment of the Special Committee, with respect to the following matters (the “Consultation Matters”):

- (a) investigate, review, and evaluate whether the Tender Offer contributes to the maximization of the value of the Investment Corporation and the common interests of unitholders, and make recommendations or state opinions thereon; and
- (b) among other matters to be decided by the Board of Directors of the Investment Corporation, investigate, review, and evaluate the matters that the Investment Corporation consults with the Special Committee on from time to time and the matters that the Special Committee considers it should make recommendations or state its opinion to the Board of Directors of the Investment Corporation, and make recommendations or state opinions thereon.

The Special Committee was held on April 15, April 20, April 22, April 23, April 27, April 28, 2021, and today. On April 15, as well as discussing the Consultation Matters, the Special Committee independently appointed an external expert (Ushijima & Partners) to serve as an external advisor separately from the external advisors of the Investment Corporation, and deliberated and made recommendations regarding the Investment Corporation’s announcement to reserve its opinion on the Tender Offer and submit questions to the Tender Offerors. In addition, on April 20, April 22, April 23, April 27, April 28, 2021 and today, the Special Committee deliberated on the Consultation Matters based on the Tender Offerors’ Answer and the Valuation Result of the Properties.

The Special Committee advised the Board of Directors of the Investment Corporation today, as the Special Committee’s unanimous opinion, that it is appropriate to express an opinion of opposition on the Tender Offer because the Special Committee believes that the Tender Offer will not contribute to maximizing the value of the Investment Corporation and the common interests of its unitholders. The outline of such recommendation is set forth below.

Furthermore, the Special Committee also advised the Board of Directors of the Investment Corporation today, as the Special Committee’s unanimous opinion, that (i) as stated in the outline of the recommendation from the Special Committee below, the Tender Offer will not contribute to maximizing the value of the Investment Corporation and the common interests of its unitholders, thus, the purpose of the Request in order to counter against the Tender Offer is justified, and (ii) increasing the equity ownership of the Invesco Group, which is the sponsor of the Investment Corporation and to which the Asset Management Company belongs, will further strengthen the sponsor’s alignment of interests with the unitholders and will show a stronger external representation of the sponsor’s commitment to the Investment Corporation. Therefore, it is appropriate to make such a request because it will contribute to maximizing the value of the Investment Corporation and the common interests of the unitholders in accordance with the basic investment policy of the Investment Corporation, that is, “managing the Investment Assets and investing them with the aim of securing stable profits in the medium and long term and steady growth of the Investment Assets.”.

(i) Rationale of Purposes of Tender Offer and Privatization

The Tender Offerors explain that purposes of the Tender Offer and the privatization of the Investment Corporation are based on the difficulty for a public J-REIT to conduct mid- to long-term capital injection; however, with respect to the necessity of privatization, they have not

explained any specific reason based on the basic policies of the Investment Corporation, which aims at securing mid-to long-term profits and growth of values of investment assets. On the other hand, the Investment Corporation has prepared and is implementing the business plan based on new demands for office assets derived from the effect of the COVID-19.

To the Investment Corporation's question regarding the track record of managing real estate fund in Japan, the Tender Offerors only state they consider a question focusing on the status of the system in any particular region alone is not suitable from the perspective of how Starwood Capital Group does business, and has not made any specific explanation.

The Tender Offerors also state that the management policies, etc. after privatization are irrelevant to the position of common unitholders of the Investment Corporation, and they do not fully consider the interests of common unitholders, who should be benefited with the relevant portions of the value that is created and improved, which could be realized by the privatization of the Investment Corporation.

The Tender Offerors do not explain on specific candidates for the new asset management company in case of termination of the asset management agreement with the Asset Management Company after privatization. In addition, with respect to how they operate a team in Japan, Tender Offerors only state that focusing on the system in any particular region alone is not suitable from the perspective of how Starwood Capital Group does business.

As stated above, purposes of the Tender Offer and privatization as explained by the Tender Offerors do not have specific grounds, and we can only say that the feasibility of such Tender Offer and privatization is doubtful, and they should not be justified.

#### (ii) Appropriateness of the Tender Offer Price

The Tender Offerors explained that the NAV per investment unit of the Investment Corporation is close to the fair market value, and the appraisal value reflects the intrinsic value of the properties, which also takes into account gains on sales of the properties, and based on the foregoing, the Tender Offer Price is equivalent to a NAV Multiple of 1.13x per investment unit of the Investment Corporation.

However, the Investment Corporation requested that the Valuation Institutions conduct valuation of the properties owned by the Investment Corporation assuming that they will be sold. As a result, the Valuation Results indicated that the valuation significantly exceeds the aggregate appraisal amount of the properties owned by the Investment Corporation.

The calculation by the Valuation Institutions above is based on comparable transaction analysis and income approach, and compared to the appraisal value set forth in the Securities Report, the results better reflects the recent market trends. The Tender Offer and the privatization thereafter can also be viewed as an acquisition of the Investment Corporation's portfolio by the Tender Offerors, therefore, there is a rationale to reference the Valuation Results, and the Special Committee believes that the NAV per investment unit of the Investment Corporation is not indicative of the intrinsic value of the investment units of the Investment Corporation, but rather the Tender Offer Price is significantly below the net asset value per investment unit of the Investment Corporation calculated on the basis of the Valuation Result of the Properties.

In addition to the above, there is not a few aspects that the market price of the investment units of the Investment Corporation for the past six or other months, which constitutes the Tender Offerors' basis of its premium calculation, has been temporarily affected by the special factors of the impact of the COVID-19, and in addition, the Tender Offerors did not obtain any valuation report, etc. from a third-party appraisal institution despite the absence of past premium range that should be referred to. Therefore, we believe that the Tender Offerors' explanation that it is "offering unitholders immediately at the end of the Tender Offer Period 4 full years of returns" is misleading and inappropriate, and does not cohere to the protection of unitholders of the Investment Corporation that seek secure income and increase investment asset value over the medium-to-long term.

#### (iii) The Appropriateness of Method of the Tender Offer and the Privatization (Coercion Issue)

The Investment Corporation states that the Tender Offer is seriously coercive because under the Investment Trust Act, (i) the squeeze-out of minority unitholders through the consolidation of investment units is considered to be invalid as such squeeze-out is an abuse of majority unitholders' rights, and (ii) in the case of consolidation of investment units after completion of the Tender Offer, there is no right to request purchase of units or no such framework in order to request a determination of (acquisition) price, which the unitholders who are squeezed out can

use. The Investment Corporation's statement can be reasonably supported by the provisions of and the history of the amendments to the Investment Trust Act, and a general understanding regarding judicial precedents under the Companies Act. In addition, based on the fact that the Investment Corporation obtained written opinions from Professor Etsuro Kuronuma of the Faculty of Law of Waseda University and Professor Emeritus Shigeru Morimoto of Kyoto University, who are well-known scholars in the field of the FIEA, the Investment Corporation's statement is considered to be reasonable.

As to the coerciveness, the "Fair M&A Guidelines" dated June 28, 2019 published by the Ministry of Economy, Trade and Industry states that it is advisable to "refrain from adopting a scheme that does not ensure that in a squeeze-out process after the tender offer, dissenting shareholders have appraisal rights or a right to request a determination of price" (Section 3.7 of the Fair M&A Guidelines).

On the other hand, the Tender Tender Offerors state that in the case of sale of fractional investment units at a price less than "a fair and appropriate price in light of the net asset value" (Article 88, Paragraph 1 of the Investment Trust Act and Article 138 of the Ordinance for Enforcement of the Investment Trust Act), unitholders may allege damage claims for a tortious act (Article 709 of the Civil Code). However, because there is no established thought on this point and considering that the unitholders must bear certain burden of proof when alleging damage claims for a tortious act, the Tender Offerors' statement has no plausibility from the perspective of protecting the interests of general unitholders.

#### (iv) Conclusion

As stated above, it is appropriate for the Board of Directors of the Investment Corporation to oppose the Tender Offer because the Special Committee believes that the Tender Offer will not contribute to maximizing the value of the Investment Corporation and the common interests of its unitholders.

#### (II) Appointment of External Advisors

As stated in "(2) Grounds and Reasons for the Opinion regarding the Tender Offer" above, in order to ensure fairness and appropriateness in the decision-making process in the evaluation and examination of the Tender Offer, the Investment Corporation appointed Nomura Securities and SMBC Nikko Securities as its financial advisors, and Nishimura & Asahi and Nagashima Ohno & Tsunematsu as its legal advisors, independent from the Investment Corporation, the Asset Management Company, and Tender Offerors. The Investment Corporation is carefully evaluating and examining the Tender Offer based on the advice from these external advisors. In order to calculate the sale value of the properties owned by the Investment Corporation, the Investment Corporation asked two Valuation Institutions who are independent of the Investment Corporation, the Asset Management Company and the Tender Offerors to calculate the sale value of such properties and is carefully evaluating and examining the Tender Offer based on such valuation result.

The Special Committee also appointed Ushijima & Partners as its legal advisor independent from the Investment Corporation, the Asset Management Company, and Tender Offerors, and is carefully evaluating and examining the Tender Offer based on its advice. Nomura Securities, SMBC Nikko Securities, Nihimura & Asahi, Nagashima Ohno & Tsunematsu, the two Valuation Institutions and Ushijima & Partners are not a related party of the Tender Offerors, and the Investment Corporation and the Asset Management Company, and do not have any material interest in the Tender Offer.

#### (III) Extension of Tender Offer Period

The Investment Corporation has strongly requested, as announced in the April 15 Extension Request Notice, that the Tender Offerors extend the Tender Offer Period to 60 Business Days, which is the maximum period stipulated under the FIEA. However, as announced in the April 23 Notice of Answer, the Investment Corporation received an answer on April 22 that the Tender Offerors refuse to extend the Tender Offer Period.

#### 4. Matters Related to Important Agreements Concerning Tender Offer among Tender Offerors and the Unitholders and/or Directors of Investment Corporation

Not applicable.

#### 5. Details of Provision of Benefits from the Tender Offerors or a Special Related Party of the Tender

Offerors

Not applicable.

6. Response Policy with respect to Basic Policy Related to Corporate Control of Company

Not applicable.

7. Questions to the Tender Offerors

Not applicable.

8. Request for Postponement of Tender Offer Period

Not applicable.

As described in “(III) Extension of Tender Offer Period” in “(5) Measures to ensure Fairness and Measures to Avoid Conflicts of Interest” of “3. Details of, and Grounds and Reasons for, the Opinion regarding the Tender Offer” above, the Investment Corporation has strongly requested, as announced in the April 15 Extension Request Notice, that the Tender Offerors extend the Tender Offer Period to 60 Business Days, which is the maximum period stipulated under the FIEA. However, as announced in the April 23 Notice of Answer, the Investment Corporation received an answer on April 22 that the Tender Offerors refuse to extend the Tender Offer Period. The response of the Tender Offerors disregards the will of the unitholders and cannot be accepted from the perspective of the protection of the unitholders. Therefore, as announced in the April 23 Notice of Answer, in light of the Tender Offerors’ rejection to extend the Tender Offer Period, the Investment Corporation will discuss and prepare to take all necessary measures, including legal actions, to protect the interests of unitholders and to secure the common interests of the unitholders.

For the purpose of protecting the interests of unitholders and securing the common interests of the unitholders, pursuant to Item (4), Paragraph 6, Article 166, and Item (5), Paragraph 5 Article 167 of the Financial Instruments and Exchange Act, as well as Article 31-2 of the Order for Enforcement of the said act, the Investment Corporation resolved, at the Board of Directors meeting held today, to make the Request (to purchase the investment units of the Investment Corporation) to the Requested Party (Invesco Investments (Bermuda) Ltd. a subsidiary of Invesco Ltd., which is the parent company of the Asset Management Company) in order to counter the Tender Offer. For other details regarding the Request, please see the Notice of Request for Purchase, announced today.

End

\*Website address of the Investment Corporation: <http://www.invesco-reit.co.jp/en/>