

April 15, 2019

To All Concerned Parties

Name of REIT Issuer
One REIT, Inc.
2-1-3 Nihonbashi, Chuo-ku, Tokyo, Japan
Koji Hashimoto, Executive Director
(TSE Code: 3290)

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Notice concerning Partial Amendments to the Articles of Incorporation and the Election of Directors

One REIT, Inc. (hereafter referred to as “One REIT”) announced that, at a meeting of its board of directors held today, a resolution was made as follows to submit proposals concerning partial amendments to the Articles of Incorporation and the election of directors to its fourth general meeting of unitholders (hereinafter referred to as the “General Meeting of Unitholders”) scheduled to be held on May 24, 2019.

The following partial amendments to the Articles of Incorporation and the election of directors are subject to the condition that these are approved via vote at the General Meeting of Unitholders.

1. Partial Amendments to the Articles of Incorporation

- (1) Amendment to expression of calendar years from the Japanese calendar to the Gregorian calendar
Amendments to expression of calendar years from the Japanese calendar to the Gregorian calendar are being made in order to avoid correction of expressions in the Articles of Incorporation in the event of future changes in era name. (Proposed amendment for Articles of Incorporation Article 9, Paragraph 1; and Article 15, Paragraph 1).
- (2) Amendment to the timing of payment of auditor’s compensation
In order to secure flexibility, the timing of payment of compensation for the accounting auditor is being amended to the end of the month following the month in which an audit report was received. (Proposed amendment for Articles of Incorporation Article 25).
- (3) Addition of real estate-related loans and other assets
In order to allow flexible investments in a wide range of assets responding to the economic conditions, trends of the real estate market, etc. to secure stable profits and achieve steady growth of assets under management over the medium to long term, amendments are being made to expand the type and scope of investment target assets and enable investment in monetary claims having real estate, real estate trust beneficiary interest, etc. as underlying assets as well as corporate bonds, trust beneficiary interest, etc. having said monetary claims as underlying assets (hereinafter collectively referred to as “Real Estate-Related Loans and Other Assets”) (Proposed amendment for Articles of Incorporation Article 29, Paragraph 2, Items 6 to 8; Article 29, Paragraph 3 (main paragraph); and Article 29, Paragraph 3, Item 10). In addition, in line with the

amendments, necessary corrections with regard to investment attitude, investment restrictions, method of asset appraisal, etc. are being made. (Proposed amendment for Articles of Incorporation Article 28, Paragraph 1; Article 30, Paragraph 1; and Article 33, Paragraph 1, Items 6, 7 and 9)

(4) Amendments to fee rates of Management Fees 1 and 2, abolition of the upper limit of the management fee and new establishment of Management Fee 3

The following changes are being made to the management fee system in order to reinforce the link between the amount of the asset management fee paid to the asset management company and unitholders' interests. (Proposed amendments for Articles of Incorporation Article 37, Item 1)

- i. To lower the upper limit of the fee rate for Management Fee 1, which is linked to total assets of One REIT, to 0.3% per annum from 0.45% per annum.
- ii. To lower the upper limit of the fee rate for Management Fee 2, which is linked to property-related operating income/loss, etc., to 2.5% from 6%.
- iii. To abolish the upper limit of the management fees applied to the sum total of Management Fee 1 and Management Fee 2, in order to further strengthen the incentive for the asset management company to improve property-related operating income/loss, etc. and earnings per unit.
- iv. To newly establish Management Fee 3, which is calculated based on earnings per unit. Necessary adjustment provisions are to be set to exclude impact from changes in the number of investment units that arise in case One REIT conducts buyback of own investment units, a split of investment units or merger.

Since the new management fee system amended as described in (4) is to be introduced from the first operating period after the holding of the General Meeting of Unitholders, amendments to Articles of Incorporation described in (4) are to be effective as of September 1, 2019 in accordance with supplementary provisions. (Proposed amendment for Articles of Incorporation Article 42)

(5) Establishment of new Merger Fee

A new provision is being established concerning a merger fee paid as compensation for services provided by the asset management company when One REIT conducts a merger; and amendments to provisions are being made in order to clarify that a case subject to said merger fee will not be subject to acquisition fees and transfer fees. (Proposed amendment for Articles of Incorporation Article 37, Items 2 to 4)

(6) Amendment to apply acquisition, etc. of Real Estate-Related Loans and Other Assets to the base for calculating asset management fees

In relation to the amendments described in (3) above, regarding acquisition fees, transfer fees and merger fees, provisions are being changed or newly established in order to add Real Estate-Related Loans and Other Assets to the base for calculating management fees. (Proposed amendment for Articles of Incorporation Article 37, Item 1-② and Items 2 to 4)

(7) Clarification of expense items

Provisions are being added in order to clarify details of expenses to be borne by One REIT. (Proposed amendment for Articles of Incorporation Article 39)

(8) Amendment to the trade name of the asset management company

In line with the change of the asset management company's trade name to Mizuho REIT Management Co., Ltd., expressions in the Articles of Incorporation are being amended. (Proposed amendment for Articles of Incorporation Article 41, Paragraph 1)

(9) Other

Other than the above amendments, amendments are being made to clarify expressions, revise text, etc., renumber clauses, etc.

2. Election of Directors

With the term of office of one executive director (Koji Hashimoto) and two supervisory directors (Gen Takizawa and Makoto Suzuki) of One REIT to expire on May 31, 2019, One REIT will submit a proposal concerning election of one executive director and two supervisory directors to the General Meeting of Unitholders.

In addition, One REIT will submit a proposal concerning election of one substitute executive director and one substitute supervisory director in preparation for cases of vacancy of an executive director or a supervisory director, or for cases when the number becomes fewer than what is stipulated by laws and regulations.

- (1) Executive director candidate
Koji Hashimoto (re-elected)
- (2) Substitute executive director candidate
Takeaki Kuroda (re-elected)
- (3) Supervisory director candidate
Gen Takizawa (re-elected)
Yoshiki Omori (newly elected)
- (4) Substitute supervisory director candidate
Kazunori Furukawa (re-elected)

3. Schedule

April 15, 2019 (Mon.)	Resolution of board of directors on proposals to be submitted to the fourth general meeting of unitholders
May 7, 2019 (Tues.)	Posting of the notice of convocation of the fourth general meeting of unitholders (scheduled)
May 24, 2019 (Fri.)	Holding of the fourth general meeting of unitholders (scheduled)

One REIT corporate website: <http://www.one-reit.com/en/>