

Press Release

Issuer of Real Estate Investment Trust Securities

MORI TRUST Sogo Reit, Inc.

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Masayuki Yagi,

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(TSE code 8961)

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Notice of Change of Major Shareholder and Other Shareholders of Asset Management Company

Tokyo, December 14, 2018 – Mori Trust Asset Management Co., Ltd. (hereinafter “the Asset Manager”), the asset management company which manages assets on behalf of Mori Trust Sogo Reit, Inc. (MTR), has announced the change of its major shareholder and other shareholders. Details are as follows:

1. Background of the change of shareholders

The Asset Manager acquired treasury shares pursuant to the provisions of Article 156 of the Companies Act and, as a result, a major shareholder and other shareholders changed as of December 14, 2018.

MORI TRUST CO., LTD., the parent of the Asset Manager, still holds 6,000 shares in the Asset Manager and will continue to be the shareholder holding all of the shares with voting rights.

2. Overview of the major shareholder that has changed (As of September 30, 2018)

(1) Corporate name	Sompo Japan Nipponkoa Insurance Inc.
(2) Address	1-26-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(3) Representative	Keiji Nishizawa, President
(4) Main business	Non-life insurance business in Japan, etc.
(5) Capital	70,000 million yen

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3. The numbers of voting rights (the numbers of shares held) of the major shareholder that has changed and other shareholders and percentages in the voting rights of all shareholders

Name	Before			After (Note)		
	Number of Voting Rights (Number of Shares Held)	Percentage in Voting Rights of All Shareholders	Shareholder Ranking	Number of Voting Rights (Number of Shares Held)	Percentage in Voting Rights of All Shareholders	Shareholder Ranking
Sompo Japan Nipponkoa Insurance Inc.	800 voting rights (800 shares)	10.0%	2nd	—	—	—
Sumitomo Mitsui Banking Corporation	400 voting rights (400 shares)	5.0%	3rd	—	—	—
MUFG Bank, Ltd.	400 voting rights (400 shares)	5.0%	3rd	—	—	—
Mizuho Bank, Ltd.	400 voting rights (400 shares)	5.0%	3rd	—	—	—

(Note)

The number of non-voting rights shares deducted from the total number of shares issued	2,000 shares
The total number of shares issued as of December 14, 2018	8,000 shares
(of the total, the number of treasury shares held)	2,000 shares)

(Reference) Composition of Shareholders before and after the Change of Shareholders

Name	Before		After (Note 1)	
	Number of shares held	Shareholding ratio	Number of shares held	Shareholding ratio (Note 2)
MORI TRUST CO., LTD.	6,000 shares	75.0%	6,000 shares	100.0%
Sompo Japan Nipponkoa Insurance Inc.	800 shares	10.0%	—	—
Sumitomo Mitsui Banking Corporation	400 shares	5.0%	—	—
MUFG Bank, Ltd.	400 shares	5.0%	—	—
Mizuho Bank, Ltd.	400 shares	5.0%	—	—
Total	8,000 shares	100.0%	6,000 shares	100.0%

(Note 1) The Asset Manager holds 2,000 shares of treasury stock.

(Note 2) The shareholding ratios represent the percentages of shares held in the total number of shares outstanding (excluding treasury stock).

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4. Operating forecasts

No impact is expected to the performance of MTR due to the Change of Shareholders.

5. Other

The Asset Manager has decided to sign a merger agreement with MORI TRUST Hotel Asset Management Co., Ltd., the asset management company of MORI TRUST Hotel Reit, Inc., as of the same day (for details, please refer to the release “Notice of the Conclusion of Merger Agreement of the Asset Management Company, MORI TRUST Asset Management Co., Ltd.” dated the same day as this release).

For this transaction, the Asset Manager will perform the necessary procedures such as filing reports in accordance with the Financial Instruments and Exchange Act, the Building Lots and Buildings Transaction Business Act, and other applicable laws and regulations.

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