

Press Release

Issuer of Real Estate Investment Trust Securities

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Executive Director

(TSE code 8961)

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Notice Concerning Changes to the Certificate of Incorporation and Appointment of Officers

Tokyo, April 22, 2015 – Mori Trust Sogo Reit, Inc. (MTR) has announced that noticing in the Nihon Keizai Shimbun dated April 16, 2015, this investment corporation is scheduled to hold its 12th investors meeting on June 17, 2015 and hereby gives notice that in the Board of Directors Meeting held on April 22, 2015 resolutions have been passed as follows below concerning changes to the certificate of incorporation and appointment of officers. The matters noted below are proposals in the investors' meeting of this investment corporation to be held on June 17, 2015 and are contingent on being able to obtain the approval of the investors in said investors' meeting.

1. Principal details of the changes to the certificate of incorporation

(1) The following provisions will be added or amended in light of the revision of the Act on Investment Trusts and Investment Corporations (the "Investment Trusts Act").

(a) In relation to the proposed changes to Article 9, paragraph 1 and Article 9, paragraph 2

As part of the provisions for the convocation of Investors' Meetings on a certain date or thereafter without delay, proposals are made to establish provisions according to which Investors' Meetings of this investment corporation shall be convened on May 25, 2017 or thereafter without delay, and shall then be convened on May 25 every two years or thereafter without delay, and that Investors' Meetings of this investment corporation shall be convened when necessary if the convocation of the meetings is required by laws and regulations or if it becomes necessary for other reasons.

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(b) In relation to the proposed changes to Article 10 and Article 16, paragraph 1

Proposals are made to establish provisions according to which issuing a public notice shall not be required for Investors' Meetings that are convened within less than twenty five (25) months from the date of the immediately preceding meetings that were convened pursuant to the provisions set forth in the proposed amended Article 9, paragraph 1. Moreover, a reference date related to the relevant Investors' Meetings will be established.

(c) In relation to the proposed changes to Article 20, paragraph 1 and Article 20, paragraph 2

Proposals are made to establish provisions according to which the term of office of the Executive Directors and Supervisory Directors may be extended or shortened to the extent prescribed by laws and regulations by resolution of the Investors' Meetings.

(2) In relation to the proposed changes to Article 20, paragraph 3

Proposals are made to establish provisions regarding the period of validity of resolutions related to the election of substitute Executive Directors and Supervisory Directors.

(3) In relation to the proposed changes to Article 26, item (1) and Article 26, item (3) (a)

As a result of the revision of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (the "Investment Trusts Act Enforcement Order"), proposals are made to establish provisions according to which the main investment targets are real estate and other assets set forth in Article 105, item 1- f of the Investment Trusts Act Enforcement Order. Moreover, the necessary changes related to the matter detailed above will be made.

(4) In relation to the proposed changes to Article 26, item (2) (c) of the existing certificate of incorporation

As a result of the revision of the Ordinance for Enforcement of the Act on Special Measures Concerning Taxation and the change of the requirements for the application for special taxation measures, proposals are made to delete the provisions.

(5) In relation to the proposed changes to Article 26, item (3) (b)

As a result of the revision of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations and the inclusion of the management rights of renewable energy power generation facilities, public facilities and other facilities under special assets, proposals are made to establish new provisions.

(6) In relation to the proposed changes to Article 29, paragraph 2

As a result of the revision of the Act on Special Measures Concerning Taxation and other regulations, proposals are made to make the necessary changes to the provisions so that cash exceeding profits may be

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distributed with the aim of reducing taxes on this investment corporation.

(7) Other

Proposals are made to delete the supplementary provisions that have become obsolete as a result of the revision of the Investment Trust Act and adjust the article numbers.

2. Principal details of appointment of officers

Because Executive Director Satoshi Horino and Supervisory Directors Kiyoshi Tanaka and Kanehisa Imao made requests to resign from their positions at the end of the Investors' Meeting of this investment corporation to be held on June 17, 2015 to adjust the office terms, proposals are made in relation to the appointment of one Executive Director (candidate: Satoshi Horino) and two Supervisory Directors (candidates: Kiyoshi Tanaka and Kanehisa Imao) at the relevant Investors' Meeting.

Moreover, by way of precaution in the event that there are no Executive Directors or there is a shortfall in the number of directors prescribed by laws and regulations, proposals are made in relation to the appointment of one substitute Executive Director (candidate: Michio Yamamoto).

3. Schedule of the investors' meeting etc.

April 22, 2015	Board of Directors Meeting concerning the approval of proposals to be submitted to the investors' meeting
May 26, 2015	Dispatch of investors' meeting convocation notice (scheduled)
June 17, 2015	Investors' meeting (scheduled)

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