

Press Release

Issuer of Real Estate Investment Trust Securities

MORI TRUST Sogo Reit, Inc.

4-3-1 Toranomon, Minato-ku, Tokyo

Masayuki Yagi,

Executive Director

(TSE code 8961)

Asset Management Company:

MORI TRUST Asset Management Co., Ltd.

Michio Yamamoto

President and Representative Director

Contact:

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

Tokyo, April 26, 2019 – Mori Trust Sogo Reit, Inc. (MTR) hereby gives notice that MTR, at the Board of Directors' meeting held on April 26, 2019, resolved to propose to the 14th Investors' Meeting to be held on June 11, 2019, to change the Certificate of Incorporation and appoint officers. The matters noted below are proposals for the Investors' Meeting, and are contingent on their ability to obtain the approval of the investors at said meeting.

1. Principal details of the changes to the Certificate of Incorporation

- (1) In relation to the proposed changes to Article 9, Paragraph 1

Replacement of Japanese calendar years with Western calendar years shall be made, with the exception of law numbers.

- (2) In relation to the proposed changes to Article 20, Paragraph 2

The term of office of Supervisory Directors shall be shortened from 4 years since taking office to 2 years since taking office, in principle, in order to increase the opportunities to gain more investor confidence.

- (3) In relation to the proposed changes to Article 32

The necessary changes shall be made concerning the time of payment of remuneration to accounting auditors, in order to ensure flexibility.

- (4) In relation to the proposed changes to Article 33, Items (1), (3) and (4)

The necessary changes shall be made in connection with the calculation of investment management fees 1, 3 and 4, in order to clarify the handling of specified assets that are substantially and economically assessed as owning properties, etc.

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2. Principal details of appointment of officers

Because the term of office for Executive Director Masayuki Yagi and Supervisory Directors Kiyoshi Tanaka and Kanehisa Imao will terminate at the close of the MTR's 14th Investors' Meeting to be held on June 11, 2019, proposals will be made in relation to the appointment of one Executive Director (candidate: Masayuki Yagi) and two Supervisory Directors (candidates: Naomasa Nakagawa and Harumi Katagiri) at the Investors' Meeting.

Moreover, as a precaution in the event that there are no Executive Directors or if there is a shortfall in the number of directors prescribed by laws and regulations, Michio Yamamoto is currently appointed as substitute Executive Director by resolution. However, the resolution will no longer be in effect at the conclusion of the 14th Investors' Meeting. Accordingly, proposals will be made in relation to the appointment of one substitute Executive Director (candidate: Hiroshi Naito).

3. Schedule of the Investors' Meeting, etc.

April 26, 2019	Board of Directors' Meeting concerning the approval of proposals to be submitted to the Investors' Meeting
May 27, 2019	Dispatch of Investors' Meeting convocation notice (scheduled)
June 11, 2019	Investors' Meeting (scheduled)

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