



April 30, 2013

Press Release

Issuer of Real Estate Investment Trust Securities  
MORI TRUST Sogo Reit, Inc.  
2-11-7 Akasaka, Minato-ku, Tokyo  
Satoshi Horino,  
Executive Director  
(TSE code 8961)  
Asset Management Company:  
MORI TRUST Asset Management Co., Ltd.  
Satoshi Horino,  
President and Representative Director  
Contact:  
Michio Yamamoto  
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## **Notice Concerning Changes to the Certificate of Incorporation and Appointment of Officers**

**Tokyo, April 30, 2013** – Mori Trust Sogo Reit, Inc. (MTR) has announced that noticing in the Nihon Keizai Shimbun dated April 18, 2013, this investment corporation is scheduled to hold its 11th investors meeting on June 21, 2013 and hereby gives notice that in the Board of Directors Meeting held on April 30, 2013 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 21, 2013 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**

(a) In relation to Article 5, paragraph 2 of the existing certificate of incorporation

Among the requirements for investment corporations to obtain the application of special taxation prescribed in the Act on Special Measures Concerning Taxation, this investment corporation shall make the necessary revisions to the wording of this article with respect to the requirement of undertaking solicitations pertaining to investment equity primarily within Japan, pursuant to the revisions of the order for enforcement of the Act.

(b) In relation to Article 6 of the existing certificate of incorporation and proposed changes to Article 38

In the case where the laws and regulations, etc. are revised in the future to implement measures for institutionalizing diversity in capital policy instruments of investment corporations, this investment corporation shall establish new provisions on the condition that such revisions shall be made to enable acquisition for value of investment equity (acquisition of its own investment equity) based on agreement

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with investors without changing the existing certificate of incorporation.

(c) Other

This investment corporation shall make improvements to the text, changes and clarifications in expressions as well as additions and revisions to wording of the certificate of incorporation from the standpoint of compliance with the laws and regulations and rules of The Investment Trusts Association, Japan.

## **2.Principal details of appointment of officers**

As the term of office of executive director Satoshi Horino shall expire on June 30, 2013, a proposal shall be submitted relating to appointment of 1 executive director (candidate: Satoshi Horino) to the investors meeting of this investment corporation to be held on June 21, 2013.

Additionally, the term of office of substitute executive director Michio Yamamoto shall expire on the opening of the investors' meeting. By way of a precaution against cases where there are no executive directors or where there is a shortfall in the number of directors prescribed by laws and regulations, a proposal shall be submitted relating to appointment of 1 substitute executive director (candidate: Michio Yamamoto).

Satoshi Horino, who is an executive director candidate, is the president and representative director of MORI TRUST Asset Management Co., Ltd., which this investment corporation has consigned with asset management, etc. and Michio Yamamoto, who is a substitute director candidate, is a director of the same company.

## **3.Schedule of the investors' meeting etc.**

April 30, 2013	Board of Directors Meeting concerning the approval of proposals to be submitted to the investors' meeting
May 31, 2013	Dispatch of investors' meeting convocation notice (scheduled)
June 21, 2013	Investors' meeting (scheduled)

End

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