

For Translation Purposes Only

Real Estate Investment Fund Issuer:
Mori Hills REIT Investment Corporation
(Securities Code: 3234)
1-12-32 Akasaka, Minato-ku, Tokyo
Hideyuki Isobe, Executive Director

Asset Manager:
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MHR Announces Transaction with a Related Party (Mori Building Co., Ltd.)
(ARK Mori Building)

Mori Hills REIT Investment Corporation (hereinafter “MHR”) announced that Mori Building Investment Management Co., Ltd. (hereinafter “MIM”), to which MHR entrusts its asset management, decided today to conduct a transaction with a related party, etc. as stipulated in the Act on Investment Trusts and Investment Corporations (hereinafter “Investment Trusts Act”). The details are as follows.

1. Transaction Overview

MHR has decided to renew the building lease (master lease) and property management agreement between Mori Building Co., Ltd. on April 1, 2023 of ARK Mori Building owned by MHR.

2. Summary of the Renewal and Reasons

Based on the appraisal on continuing rent from Japan Real Estate Institute and result of the discussion between the parties, MHR has decided to renew the agreement under the same conditions as below which are equivalent to those of before renewal.

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|------|----------------------------------|---|---|
| (1) | Leased property | : | ARK Mori Building, fourth basement to 1st floor (Heating and cooling supply area) |
| (2) | Leased area | : | 3,212.41 m ² |
| (3) | Lessee | : | Mori Building Co., Ltd. |
| (4) | Leasing scheme | : | Fixed-rent master lease |
| (5) | Term of agreement before renewal | : | From April 1, 2013 to March 31, 2023 |
| (6) | Term of agreement after renewal | : | From April 1, 2023 to March 31, 2028 |
| (7) | Monthly rent before renewal | : | 17,961,568 yen |
| (8) | Monthly rent after renewal | : | 17,961,568 yen |
| (9) | Security deposits before change | : | 107,769,408 yen |
| (10) | Security deposits after change | : | 107,769,408 yen |
| (11) | Planned date of change | : | April 1, 2023 |
| (12) | Date of execution | : | September 30, 2022 |

3. Overview of Related Party, etc.

Name	Mori Building Co., Ltd.
Location	6-10-1 Roppongi, Minato-ku, Tokyo
Representative	Shingo Tsuji, President & CEO
Scope of business	General developer
Capital	79,500 million yen (as of March 31, 2022)
Established	June 2, 1959
Major shareholder	Mori Kiyō Co., Ltd. (as of March 31, 2022)
Net assets	464,594 million yen (as of March 31, 2022)
Total assets	1,956,167 million yen (as of March 31, 2022)
Relationship with MHR and Asset Manager (as of September 14, 2022)	
Capital relationship	Mori Building is a major unitholder (15.0% stake) of MHR. Mori Building is also the wholly owning parent company (100% stake) of the Asset Manager, and thus constitutes a related party, etc. as defined in the Investment Trusts Act.
Personnel relationship	One director and one auditor of the Asset Manager are sent from this company.
Business relationship	Mori Building has executed a support agreement and information provision agreement with MHR and the Asset Manager and an advisory business consignment agreement with the Asset Manager, and provides support, etc. in connection with property acquisitions, etc. In addition, Mori Building has executed a brand mark licensing contract with MHR and grants the license to use the brand name “Mori Hills REIT” and the “m” brand mark. Furthermore, as for assets MHR owns in the form of trust beneficial interests, Mori Building has executed a building lease agreement (so called “master lease agreement”) with a trustee, and leases the entire property as a master lessee. Mori Building has also executed a property management agreement and conducts property management of the property.
Application of status as a related party	Mori Building falls under the category of other affiliated companies of MHR. In addition, it is the parent company of the Asset Manager.

4. Other

Upon consultation with Mori Building Co., Ltd., the following appraisal values were decided to be the revised amounts.

Appraisal value by Japan Real Estate Institute concerning continuous monthly rents	
Appraisal value	17,961,568 yen
Appraisal date	August 1, 2022

5. Procedures Concerning Transactions with Related Party, etc.

To comply with applicable laws and regulations and with the asset management agreement, as well as to prevent the interests of MHR from being negatively impacted, the Asset Manager has conducted adequate procedures pursuant to the Related Parties Transaction Guidelines. In addition, MIM will deliver a written statement to MHR, pursuant to the Investment Trusts Act.

6. Outlook

For the forecast of business results, please refer to the “Financial Report for the Thirty-second Fiscal Period Ended July 2022” separately announced today.

- MHR’s website address is <https://www.mori-hills-reit.co.jp/en/>