



**Make The World
More Sustainable**

[Provisional Translation Only]

*This English translation of the original Japanese document is provided solely for information purposes.
Should there be any discrepancies between this translation and the Japanese original, the latter shall prevail.*

June 1, 2023

Issuer

Ichigo Office REIT Investment Corporation (“Ichigo Office,” 8975)

1-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo

Representative: Keisuke Chiba, Executive Director

www.ichigo-office.co.jp/en

Asset Management Company

Ichigo Investment Advisors Co., Ltd.

Representative: Hiroshi Iwai, President

Inquiries: Yuji Kamo, Head of Ichigo Office

Tel: +81-3-3502-4891

**Receipt of Objection Notification
Regarding Extraordinary Shareholder Meeting Proposals**

Ichigo Office is scheduled to hold an Extraordinary Shareholder Meeting (Fourteenth Shareholder Meeting, “EGM”) on June 23, 2023 based on a March 17, 2023 request from Berkeley Global, LLC (“Berkeley Global”) proposing amendments to Ichigo Office’s Articles of Incorporation and appointments of an Executive Director and Supervisory Director, as announced in the April 25, 2023 release “Date of Extraordinary Shareholder Meeting.”

Ichigo Office also received shareholder proposals from Ichigo Trust Pte. Ltd. (“Ichigo Trust”), as announced in the April 28, 2023 release “Receipt of Shareholder Proposals.” In response to these proposals, Ichigo Office received a shareholder objection notification from Berkeley Global objecting to a part of Ichigo Trust’s proposals on May 12, 2023, as announced in the May 15, 2023 release “Receipt of Objection Notification Regarding Extraordinary Shareholder Meeting Proposals.”

As announced in the May 25, 2023 release “Withdrawal of Ichigo Trust’s Proposals, Proposed Amendments to Articles of Incorporation and Nomination of Directors, and Ichigo Office’s Position on Berkeley Global’s Proposals,” upon careful review of both Ichigo Trust’s and Berkeley Global’s proposals, Ichigo Office’s Board of Directors decided to support Ichigo Trust’s proposals and propose them as Ichigo Office proposals for approval at the EGM. With Ichigo Trust thus withdrawing its proposals, Ichigo Office’s Board of Directors will submit both Ichigo Office’s proposals and Berkeley Global’s proposals for approval at the EGM, and unanimously decided to oppose Berkeley Global’s proposals.

On May 31, 2023, Ichigo Office received a shareholder objection notification from Berkeley Global regarding some of its proposals.

Berkeley Global’s shareholder objection notification is as detailed below.

1. Notifying Shareholder

Berkeley Global, LLC

c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, Delaware 19801 USA. Manager: Toru Sugihara

Berkeley Global is a shareholder who has owned 1% or more of Ichigo Office shares for more than six consecutive months.

2. Overview of the Notification

(I) The Notifying Shareholder objects to the following Ichigo Office proposals:

Proposal 5: Appointment of Takafumi Kagiya as Executive Director

Proposal 6: Appointment of Yuji Maruo as Supervisory Director

(II) Reason for Objecting to the Proposals

“We are requesting the appointments of Toru Sugihara as Executive Director and Akihiko Fujinaga as Supervisory Director. The reason for the request is because Ichigo Office and its asset management company, Ichigo Investment Advisors, have an attitude that belittles shareholder value, and this is due to the inadequate functioning of Ichigo Office in supervising and controlling Ichigo Investment Advisors. To correct this, we believe that it is essential to strengthen Ichigo Office’s governance and reinforce its supervisory and control functions. Furthermore, Ichigo Office’s decision to support Ichigo Trust’s proposals and propose them as Ichigo Office proposals for approval at the EGM increases the need to strengthen its governance and reinforce its supervisory and control functions.

In order to strengthen Ichigo Office’s governance, we believe the appointments of Toru Sugihara as Executive Director and Akihiko Fujinaga as Supervisory Director are necessary and sufficient in light of their knowledge and experience.

Moreover, Ichigo Trust submitted a shareholder objection notification regarding the appointment nominations of Toru Sugihara and Akihiko Fujinaga on March 29, 2023, and Ichigo Office announced their objection likewise in the May 25, 2023 release, and therefore it is possible the Deemed Approval system may not be applied to them. It is not appropriate for the Deemed Approval to be applied only with regards to Ichigo Trust proposals.

We therefore object to Ichigo’s Trust’s proposals by submitting this objection notification.” (Japanese original, Ichigo Office translation)

3. Ichigo Office’s Response to Berkeley Global’s Notification

Under Japan’s Deemed Approval system for Investment Trusts and Investment Corporations, Ichigo Office’s Articles of Incorporation prescribe that if a shareholder does not attend the shareholder meeting and does not exercise voting rights, the shareholder shall be deemed to be in favor (“Deemed Approval”) of shareholder meeting proposals. However, when multiple proposals are submitted, those proposals that conflict with each other will be excluded from this Deemed Approval. In addition, when an Ichigo Office shareholder who has held 1% or more of the total shares outstanding for six months or more notifies Ichigo Office that the shareholder is opposed to a proposal, the Deemed Approval shall not be applied to that proposal.

As announced in the May 15, 2023 release “Receipt of Objection Notification Regarding Extraordinary Shareholder Meeting Proposals,” because Ichigo Office had already received an objection notification from Berkeley Global on May 12, 2023 objecting to Ichigo Trust’s proposals, which are the same as Ichigo Office’s proposals, Ichigo Office assumed that the Deemed Approval would not be applied to these proposals. Therefore, regardless of receiving this objection notification, the Deemed Approval will not be applied to these proposals.

Ichigo Office decided to submit these proposals for approval at the EGM due to the following reasons.

Although Berkeley Global claims that there are issues with Ichigo Office's current asset management structure that "belittle shareholder value" and proposes the appointment of a new Executive Director and Supervisory Director to negotiate with the asset management company, Ichigo Office believes that the current asset management fee structure is both reasonable and that maintaining this structure will both differentiate it from other J-REITs and contribute to growing shareholder value.

Because Ichigo Office's asset management fee structure is a first in the J-REIT market, Ichigo Office believes that, as it works to grow shareholder value, it requires ongoing review and dialogue to gain understanding from shareholders.

Ichigo Office thus takes very seriously shareholder proposals regarding its asset management fee structure, and plans to further strengthen the supervisory and monitoring functions of Ichigo Office's Board of Directors through the additional knowledge and experience of a new Executive Director and Supervisory Director. Ichigo Office is determined to build a structure that will continue creating shareholder value via proactively engaging in shareholder-aligned asset management. Ichigo Office is therefore proposing the nominations of Mr. Takafumi Kagiya as Executive Director and Mr. Yuji Maruo as Supervisory Director, both of whom are real estate and finance experts who fully comprehend Ichigo Office's no fixed fee, performance fee-only structure.

Mr. Kagiya is a global management professional with extensive experience and knowledge of capital markets in and outside Japan. Given his deep understanding of capital markets, corporate finance, asset management, ESG, and compliance, Ichigo Office expects that he will excel as an Executive Director to maximize shareholder value.

In particular, with his deep understanding of investor needs and the investment business, excellent communication skills, and native-level English, Ichigo Office expects Mr. Kagiya to communicate directly with both Japanese and global investors who hold a large portion of Ichigo Office shares. Ichigo Office expects that he will execute his responsibilities as an Executive Director by understanding and responding to investors' needs.

Ichigo Office also believes that the appointment of Mr. Kagiya as an Executive Director will contribute to attracting investments from high-quality, long-term investors who expect the implementation of global best practices.

REIT fiduciary duty requires gaining shareholders' confidence and pursuing top-class investment returns. Ichigo Office is proposing the election of Mr. Kagiya as Executive Director to maintain and grow Ichigo Office's investment returns and further focus on ESG.

Mr. Maruo has long been engaged in the development, sales, and leasing of midsize buildings, Ichigo Office's main real estate category. He is a real estate management professional with extensive experience and knowledge of the real estate market and practices.

For over a decade, Mr. Maruo has focused on energy efficiency and extending the useful life of buildings. He has researched technologies for building highly energy-efficient properties with a focus on high insulation performance. His track record in developing buildings that satisfy both economic efficiency and comfort has often received media attention. Ichigo Office believes that his track record is aligned with Ichigo Office's investment policy, focus on ESG, and growth strategy.

Furthermore, Mr. Maruo’s extensive management experience at listed companies and as a real estate consultant for individual investors after establishing his own business is expected to contribute greatly to Ichigo Office’s asset management, compliance, and risk management.

Ichigo Office proposes the appointment of Mr. Maruo as a new Supervisory Director because his multifaceted view as a real estate professional backed by his extensive experience will enhance Ichigo Office’s monitoring functions and contribute to maximizing shareholder value.

While Berkeley Global claims that Ichigo Office and Ichigo Investment Advisors “have an attitude that belittles shareholder value” and that “this is due to the inadequate functioning of Ichigo Office in supervising and controlling Ichigo Investment Advisors,” given that Ichigo Office’s returns have significantly exceeded the TSE REIT Index, this claim does not appear to be based upon actual evidence.

Ichigo Office Total Returns & Outperformance vs. TSE REIT Index

	1-year	3-year	10-year
Ichigo Office Total Returns	+9.73%	+46.97%	+129.23%
Outperformance vs. TSE REIT Index	+13.11%	+17.16%	+62.52%

(As of March 17, 2023, the date of Berkeley Global’s EGM request – Bloomberg data)

At heart, the principle focus of J-REIT shareholders is generating a high return on their investments. To deliver these high returns for shareholders, a J-REIT and its asset management company require a cooperative relationship based upon mutual trust. It is vital that a J-REIT board of directors fully take advantage of this cooperation and trust to exercise the board’s supervisory and control functions properly. Ichigo Office’s long track record of strong performance gives direct evidence that this cooperation and trust has been firmly established between Ichigo Office and Ichigo Investment Advisors, and that Ichigo Office’s supervisory and control functions have been properly exercised.

In sum, based upon a deeply subjective view and without careful examination of Ichigo Office’s asset management policies and operations and its strong investment performance driven by these operations, Berkeley Global is requesting an EGM that consumes significant Ichigo Office resources and expense, demonstrating that in fact it is Berkeley Global that is belittling Ichigo Office shareholder value. This also suggests that Berkeley Global’s proposed Executive Director and Supervisory Director appointments may risk leading to the inadequate functioning of Ichigo Office’s supervisory and control functions.

Ichigo Office and Ichigo Investment Advisors will continue to work to further expand its supervisory and control functions, maintain and increase its outperformance versus the TSE REIT index, and maximize shareholder value for Ichigo Office shareholders.

(Reference)

In accordance with Article 15, Clause 1 of Ichigo Office’s Articles of Incorporation, if a shareholder does not attend the shareholder meeting and does not exercise voting rights, the shareholder shall be deemed to be in favor (“Deemed Approval”) of shareholder meeting proposals (when multiple proposals are submitted, those proposals that conflict with each other will be excluded from this Deemed Approval). Clause 3 of the same Article prescribes that an Ichigo Office shareholder who has held 1% or more of the total shares outstanding for six months or more can notify Ichigo Office (or either Ichigo Office or the convener if the convener is a person other than an Executive

Director or a Supervisory Director) that the shareholder is opposed to a proposal within two weeks of either Ichigo Office making a public announcement on Ichigo Office's website regarding the submission of a shareholder meeting proposal for the election of directors or other proposals stipulated in Clause 3 or the convener's announcement of the shareholder meeting by a method equivalent thereto, whichever is earlier. In such a case, Deemed Approval shall not be applied to that proposal.