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The material containing the information required under Article 23 (1) and (2) of the AIFMD is available at <a href="http://sekisuihouse-reit.co.jp/en/ir/library.html">http://sekisuihouse-reit.co.jp/en/ir/library.html</a>.

#### Inquiries

Asset Management Company: Sekisui House Investment Advisors, Ltd.

Financial Instruments Business Operator: Director-General of the Kanto Finance Bureau (Kinsho) No. 2791

TEL +81-3-6447-4870 (main)



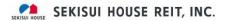
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Our Growth Strategies



## Characteristics of Sekisui House Reit, Inc. ("SHR")

#### **Characteristic 1**

- SHR's sponsor is Sekisui House, Ltd. ("Sekisui House"), one of the leading homebuilders in Japan.
- Expanding asset size by utilizing pipeline support from Sekisui House and reducing risk of portfolio concentration by entering into fixed-rent type master lease agreement with Sekisui House.

Current AUM (aggregate acquisition price)

JPY 179.5 bil

### **Characteristic 2**

SHR is a diversified REIT focusing mainly on office buildings, retail properties and hotels ("Commercial Properties").

Office Buildings 100%

**Current Portfolio** 

(asset type)

Investing in Commercial Properties located in major metropolitan areas; Greater Tokyo (59.6%), Osaka area (36.8%) and Nagoya area (3.5%) (acquisition price basis). Current Portfolio (area)

Tokyo, Osaka & Nagoya

100%

Investing in Prime Properties featuring "strategic locations" and "high quality".

Current Portfolio (features)

Prime Properties

100%

All 6 properties have been recently built and 3 properties have a rating of 4 or 5 stars under the DBJ Green Building Certification system.

### **Characteristic 3**

Strong relationships with major domestic financial institutions.

(Note) Money amounts less than the indicated figures are rounded down and percentage figures are rounded to the nearest 1st decimal place otherwise indicated in this document. The same shall apply hereinafter.



## Profile of Sekisui House Reit, Inc.

### **Corporate Profile**

Trade name Asset management company **Sponsor** 

Sekisui House Reit, Inc. (securities code: 3309) Sekisui House Investment Advisors, Ltd. Sekisui House, Ltd.



#### **Owned Assets**

Aggregate acquisition price Number of properties

JPY 179.5 bil 6 properties (6 office buildings)









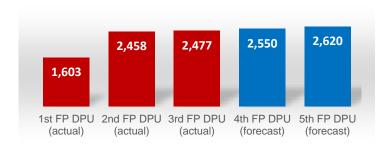




#### **Distributions**

Fiscal period ends Actual for 1st fiscal period Actual for 2<sup>nd</sup> fiscal period Actual for 3<sup>rd</sup> fiscal period Forecast for 4th fiscal period Forecast for 5<sup>th</sup> fiscal period April and October of each year

JPY 1,603 per unit JPY 2,458 per unit JPY 2,477 per unit JPY 2,550 per unit JPY 2,620 per unit



#### **Financial information**

Total interest-bearing liabilities Unitholders' capital Number of investment units issued and outstanding Credit rating

JPY 77.3 bil JPY 100.0 bil

894,000 units AA- (stable) [JCR]

#### **History** December

2014 Listed on the Real Estate Investment Trust Section of TSE (J-REIT market)

May through June 2015

1st follow-on public offering Offering size: JPY 20.6 bil

May through June 2016

2<sup>nd</sup> follow-on public offering Offering size: JPY 12.2 bil

Sekisui House, Ltd. is also the main sponsor of Sekisui House SI Residential Investment Corporation.

(Note) The figures are as of July 31, 2016.



## **Growth Strategies Utilizing Sekisui House's Support**



## Strength and Track Record of Sekisui House's Development Business

### Sekisui House's Corporate Profile and Business Strategies

#### **About Sekisui House**

Sekisui House's Corporate Profile (As of January 31, 2016)

Corporation Name: Sekisui House, Ltd. Date of Establishment: August 1, 1960 Capital Stock: JPY 202,591.20 million

Cumulative Number of Houses Built : 2,284,659 houses

#### How Sekisui House became involved in the field of J-REIT

**Since 2005**, Sekisui House entered the J-REIT field by acquiring an equity stake in Japan Excellent Asset Management Co., Ltd., the asset manager for Japan Excellent Inc. (The capital ties have dissolved already.).

In 2010, Sekisui House acquired 75% of Joint Capital Partners Co., Ltd., the asset manager of Joint Reit Investment Corporation, now known as Sekisui House SI Residential Investment Corporation.

# ■ Commitment of properties by Sekisui House Group to its sponsored J-REITs (as of June 30, 2016)

Collaboration with our J-REIT platform within Sekisui House's Development Business has become significantly more important.

| Asset Type                 | Number of Properties (Note) | Transaction Price |
|----------------------------|-----------------------------|-------------------|
| Office<br>(2007-2016)      | 8 properties                | JPY 213.8 bil     |
| Residential<br>(2010-2016) | 53 properties               | JPY 95.1 bil      |
| Total<br>(2007-2016)       | 61 properties               | JPY 308.9 bil     |

#### Priority strategies for each business model

#### **Built-to-Order Business**

- Strengthening sales of mid-range and high-end products by enhancing value-added proposals
- · Strengthening sales of multifamily housing by enhancing three-and four-story houses
- · Reinforcing sales of Green First Zero
- · Promoting sales for elderly housing with supportive services

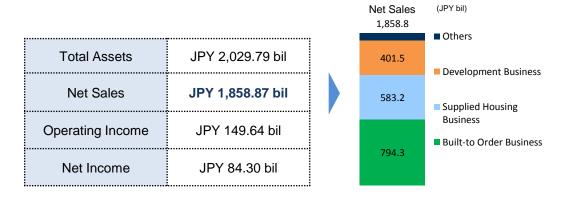
#### **Supplied Housing Business**

- · Strengthening the large-scale renovation for detached houses, rental housing, and condominiums
- Strengthening the brokerage business for sales of detached houses and rental housing
- · Promoting Sum Stock (The Provision of Quality Housing Stock Association) business
- · Strengthening the block leasing of elderly housing with supportive services

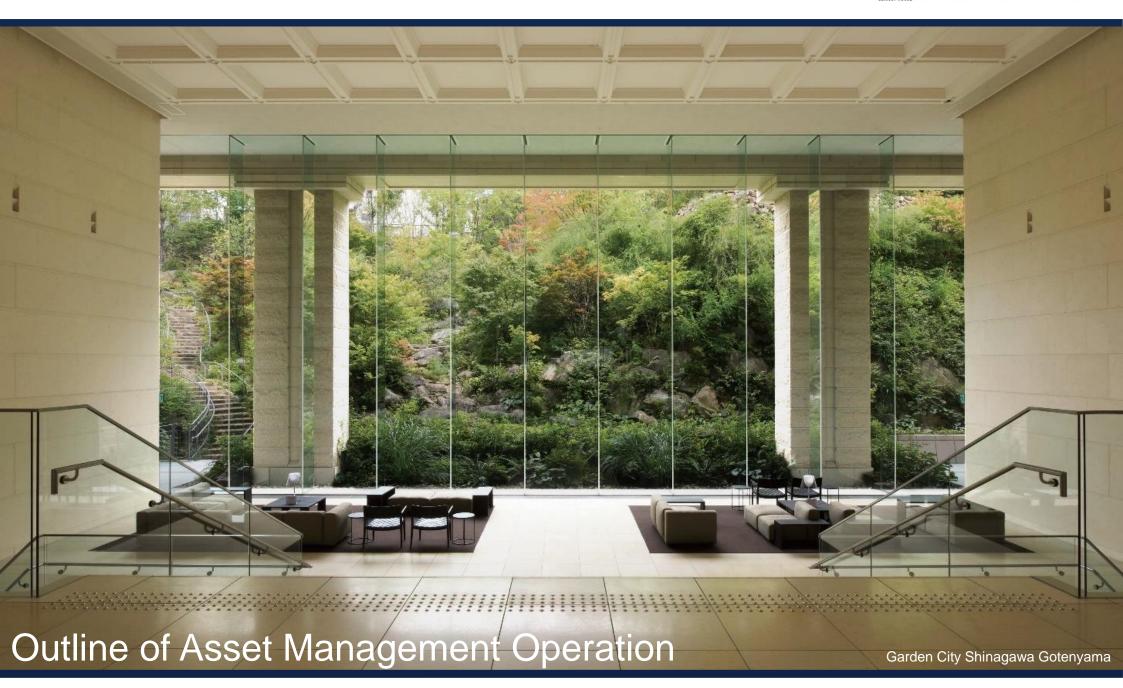
#### **Development Business**

- Creating quality communities to promote sales in the Houses for Sale Business
- · Bolstering exit strategies through Sekisui House Reit, Inc.
- Strengthening brand building in the Overseas Business

### ■ Sekisui House's Consolidated Financial Statements FY2015(15/2-16/1)



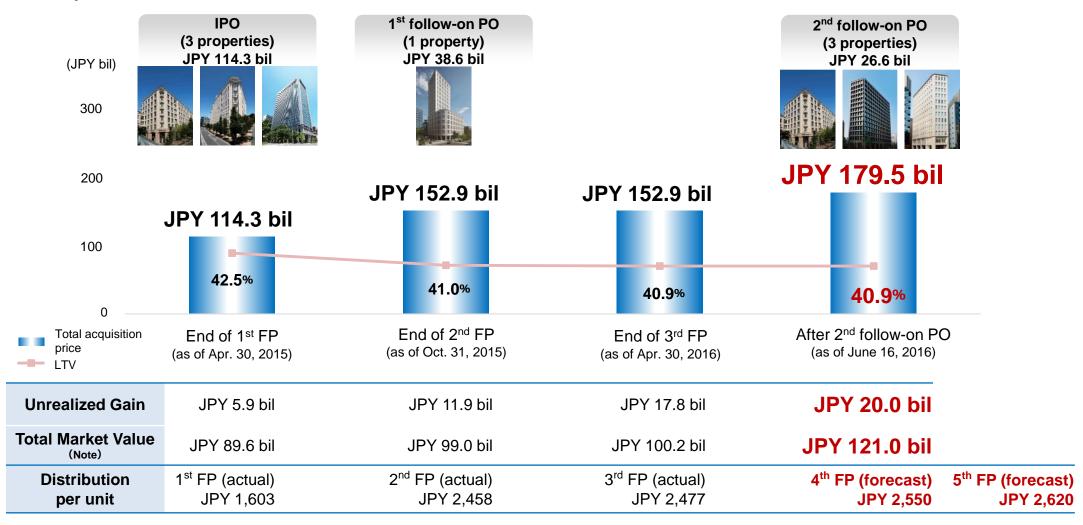
(Note) 2 office properties have been acquired by Japan Excellent, Inc. and 53 residential properties have been acquired by Sekisui House SI Residential Investment Corporation.



# **Management Performance since IPO**



## ■ Steady External Growth and Increase in Unitholder Value



Increase of 11.7% from initial forecast

Increase of 5.8% from initial forecast

Growth of Distribution per unit by follow-on POs

Initial Forecast JPY 2,201 Initial Forecast JPY 2,410

(Note) Total market value as of end of each FP and after 2nd follow-on PO is calculated based on unit price as of end of each FP and as of May 31 2016 respectively.





## ■ Portfolio Highlight

| Asset size (aggregate acquisition price) | JPY <b>179.5</b> bil | Total appraisal value (Note 1)            | JPY <b>198.4</b> bil |
|--|----------------------|---|----------------------|
| Number of properties                     | 6                    | Occupancy rate (Note 2)                   | 99.9 %               |
| Office buildings ratio                   | 100.0 %              | Location 3 major ratio metropolitan areas | 100.0 %              |
| Average building age (Note 3)            | <b>5.4</b> years     | (acquisition price basis) Greater Tokyo   | <b>59.6</b> %        |

## ■ Portfolio Description

| No.  | Property Name                           | Acquisition<br>Price (JPY) | Appraisal<br>Value (JPY) | Investment<br>Ratio | Total Leasable<br>Area  | Occupancy<br>Rate | Building<br>Age | Address                |  |
|------|---|----------------------------|--------------------------|---------------------|-------------------------|-------------------|-----------------|------------------------|--|
| J -1 | Garden City Shinagawa Gotenyama         | 39.7 bil                   | 44.3 bil                 | 22.1%               | 21,033.47m <sup>2</sup> |                   |                 |                        |  |
| J -1 | (portion of additional acquisition) NEW | 15.9 bil                   | 16.9 bil                 | 8.9%                | 8,202.48m <sup>2</sup>  | 100.0%            | 5.3 years       | Shinagawa-ku,<br>Tokyo |  |
|      | Total                                   | 55.6 bil                   | 61.2 bil                 | 31.0%               | 29,235.95m <sup>2</sup> |                   |                 | TORYO                  |  |
| J -2 | Gotenyama SH Building                   | 51.5 bil                   | 56.3 bil                 | 28.7%               | 19,999.97m              | 100.0%            | 5.4 years       | Shinagawa-ku,<br>Tokyo |  |
| J-3  | Hommachi Minami Garden City             | 23.1 bil                   | 26.9 bil                 | 12.9%               | 16,699.46m              | 100.0%            | 5.3 years       | Osaka-shi,<br>Osaka    |  |
| J -4 | Hommachi Garden City                    | 38.6 bil                   | 42.2 bil                 | 21.5%               | 17,006.94m              | 100.0%            | 6.1 years       | Osaka-shi,<br>Osaka    |  |
| J -5 | HK Yodoyabashi Garden Avenue NEW        | 4.4 bil                    | 5.1 bil                  | 2.5%                | 4,554.52m               | 98.6%             | 0.9 years       | Osaka-shi,<br>Osaka    |  |
| J -6 | Hirokoji Garden Avenue NEW              | 6.35 bil                   | 6.78 bil                 | 3.5%                | 4,442.75m               | 100.0%            | 5.3 years       | Nagoya-shi,<br>Aichi   |  |

<sup>(</sup>Note 1) The total appraisal values stated in the appraisal reports as of the end of the 3<sup>rd</sup> fiscal period is indicated for the assets owned as of the end of the 3<sup>rd</sup> fiscal period. The total appraisal values at the time of acquisition is indicated for assets acquired in the 4<sup>th</sup> fiscal period.

<sup>(</sup>Note 4) As for Garden City Shinagawa Gotenyama, Hommachi Minami Garden City and HK Yodoyabashi Garden Avenue, SHR owns the sectional ownership right as well as accompanying right of site (in the site ownership ratio of approximately 75.8%, 56.3% and 40.6%, respectively). As for Hommachi Garden City, SHR owns the sectional ownership right to all exclusively-owned portions used as office and retail property of the building (in the exclusive area ratio of approximately 52.7%), as well as the accompanying right of site (in the site ownership ratio of approximately 69.7%).



SEKISUI HOUSE INVESTMENT ADVISORS, LTD.

<sup>(</sup>Note 2) Occupancy rate stated above is as of May 31, 2016.

<sup>(</sup>Note 3) Average building age is calculated using the weighted average of building age according to the respective acquisition price.

# **Outline of Portfolio**

| Property No.                            | J-1 J-2  |  | J-3   |
|---|--|--|---|
| Property name                           | Garden City Shinagawa Gotenyama  | Gotenyama SH Building  | Hommachi Minami Garden City   |
| Photo of Properties  Map of Properties  | Shinagawa   Shinag | Gordanda Station  Gardan City Shinagawa Gotenyama Shinagawa Shinagawa Shinagawa Shinagawa Shinagawa Shinagawa Shinagawa Shinagawa Kitaahinagawa Shinagawa Kitaahinagawa Shinagawa Kitaahinagawa Shinagawa-ku | Usubo Park |
| Description of rights                   | 9F 8F 7F 6F 8F 4F 8F   | 7F 6F 5F 4F 3F 2F 1F B1F   | 25F  24F  \tag{ 13F}  12F  \tag{ B2F}   |
|   | Portion acquired at the time of the IPO  | Portion acquired at the time of the 2 <sup>nd</sup> follow-on P  | O Portion held by Sekisui House   |
| Environmental Consideration             | DBJ Green Building Certification: 5 Stars  | -  | DBJ Green Building Certification: 4 Stars   |
| Total Floor Area (entire building)      | 62,975.42m <sup>2</sup> 19,812.85m <sup>2</sup>  |  | 46,010.88㎡  |
| Total Leasable Area (acquired portions) | 29,235.95㎡   | 19,999.97㎡   | 16,699.46㎡  |
| Occupancy Rate                          | 100.0%   | 100.0%   | 100.0%  |
| Completion                              | Feb. 2011  | Feb. 2011  | Feb. 2011   |

# **Outline of Portfolio**

| Property No.                            | J-4  | J-5  | J-6   |  |
|---|--|--|---|--|
| Property name                           | Hommachi Garden City   | HK Yodoyabashi Garden Avenue   | Hirokoji Garden Avenue  |  |
| Photo of Properties  Map of Properties  | Deaka City Hall  Wakanoshima Park  Yodoyabashi Station  Yodoyabashi Station  Wishi Ward  Wakanoshima Park  W | October   Octobe | Sakura-dori Line  Sakura-dori  Hipasinyama Line  Hirokoji Garden Avenue |  |
| Description of rights                   | 27F  | 13 F 12 F 11 F 10 F 9F 8F 7F 6F 5F 4F 3F 2F 1F Portion acquired at the time of the 2 <sup>nd</sup> follo   | 12 F<br>11 F<br>10 F<br>9F<br>8F<br>7F<br>6F<br>5F<br>4F<br>3F<br>2F<br>1F<br>w-on PO Portion held by Sekisui House   |  |
| Environmental<br>Consideration          | DBJ Green Building Certification: 4 Stars  | CASBEE OSAKA: Rank A   | CASBEE NAGOYA: Rank A   |  |
| Total Floor Area (entire building)      | 49 163 1611  |  | 7,017.98㎡   |  |
| Total Leasable Area (acquired portions) | 17,006.94㎡   | 4,554.52m <sup>2</sup>   | 4,442.75m²  |  |
| Occupancy Rate                          | 100.0%   | 98.6%  | 100.0%  |  |
| Completion                              | May 2010   | July 2015  | Mar. 2011   |  |

## Portfolio Map and Growth Potential of the Area



#### **Shinagawa Gotenyama Area**

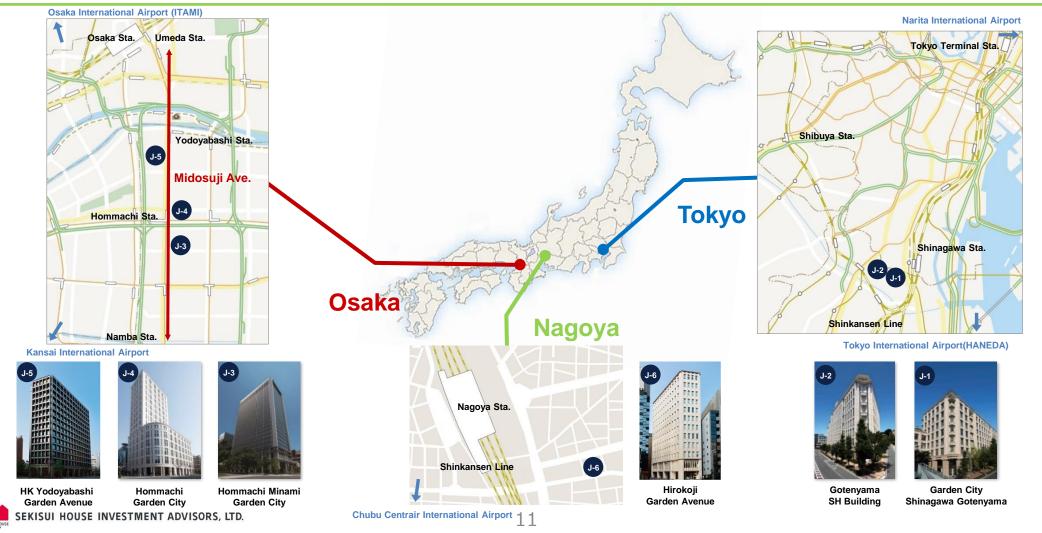
- Shinagawa station, the accessible station from the two buildings below, is one of the largest stations in Tokyo and has a high growth rate in terms of the passenger numbers.
- Shinagawa Station offers easy access to the Shinkansen Line and to Tokyo International Airport.

#### Hommachi - Yodoyabashi Area

- These three buildings are located in an area known as the Hommachi Yodoyabashi area, the representative business area of Osaka.
- This area is convenient for accessing public transportation and also offers easy access to the Shinkansen Line and to Osaka International Airport.

#### Nagoya Meieki Area

- Nagoya Station, the biggest terminal station in Chubu Area, is located in Nagoya Meieki Area, which comprises a business and commercial district.
- A large-scale redevelopment project around Nagoya is underway with an eye to the launch of the Linear Chuo Shinkansen in 2027.



# Sekisui House, SHR's Sponsor



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## Sekisui House's ability to develop urban areas and its track record

■ Projects of Sekisui House



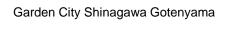
Hommachi Garden City (Osaka) Completion in May 2010



Hommachi Minami Garden City (Osaka) Completion in Feb. 2011



The Minister of Land, Infrastructure and Transport Prize, at the Competition for Specialized Greening Technology for Rooftops, Wall Facings and New Green Spaces



Gotenyama SH Building Gotenyama project (Tokyo) Completion in Feb. 2011

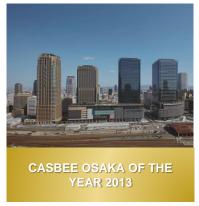


Umeda Sky Building (Osaka)

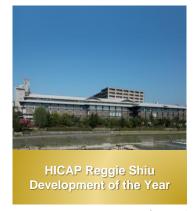
Governor of Osaka Award at the

14th Osaka Machinami Awards

Completion in Mar. 1993



Grand Front Osaka (Osaka) Completion in Apr. 2013



The Ritz-Carlton, Kyoto (Kyoto) Completion in Oct. 2013



Central Park Project in Australia



Akasaka Garden City (Tokyo) Completion in Jan. 2006

(Note 1) Although SHR has acquired parts of the above buildings, it still has preferential negotiation rights by acquiring the remaining parts of these buildings. SHR does not have any plan to acquire the remaining parts of these buildings.

(Note 2) The above projects within and outside Japan include joint projects with other companies and properties that have been sold. SHR does not have any plan to acquire these projects as of the date hereof.





Promoting external growth by focusing on "strategic locations" and "high quality" through utilizing Sponsor Pipeline.

### <Acquisition Policy>

- By setting a target to achieve JPY 200 bil in asset size, promoting continuous external growth focusing on acquisition from sponsor.
- Continuing the policy of making selective investments and actively considering property acquisition from third parties other than the sponsor.

## <Properties acquired from Sponsor in 4th FP>

• SHR acquired recently built and high quality properties for less than appraisal values under adverse acquisition environment.







|                              | Garden City<br>Shinagawa Gotenyama | HK Yodoyabashi<br>Garden Avenue | Hirokoji<br>Garden Avenue |
|------------------------------|------------------------------------|---------------------------------|---------------------------|
| Acquisition Price (JPY bil)  | 15.9                               | 4.4                             | 6.35                      |
| Appraisal Value (JPY bil)    | 16.9                               | 5.1                             | 6.78                      |
| Estimated NOI yield (Note 1) | 3.9%                               | 4.5%                            | 4.8%                      |

## <Pre><Preferential Negotiation Rights (Japan)>







|  | Garden City<br>Shinagawa Gotenyama | Hommachi Minami<br>Garden City | Hommachi<br>Garden City |  |
|--|------------------------------------|--------------------------------|-------------------------|--|
| Asset Type                                   | Office building                    | Office building                | Hotel                   |  |
| Period of Preferential<br>Negotiation Rights | From Oct. 16, 2014                 | From Oct. 16, 2014             | From Apr. 24, 2015      |  |
| Ratio of unacquired floor area (Note 2)      | 24.2%                              | 43.6%                          | 47.3%                   |  |

### <Acquisition Capacity>

 Maintaining LTV (total asset basis) at a conservative level and securing acquisition capacity. (Acquisition capacity until LTV reaches 50% is about JPY 35 bil (Note 3).)

(Note 1) Estimated NOI yield is exclusive of extraordinary factors in the year of acquisition and calculated by dividing the estimated NOI (which is assumed by the Asset Management Company based on the leasing terms and conditions, etc.), by the acquisition price of the property.

(Note 2) "Ratio of unacquired floor area" refers to a percentage of the unacquired floor area in respect of which SHR holds preferential negotiation rights for acquisition to the exclusively-owned area of the entire building.

Unacquired floor area refers to the exclusively-owned areas in Garden City Shinagawa Gotenyama, Hommachi Minami Garden City and Hommachi Garden City for which SHR holds preferential negotiation rights for acquisition.

(Note 3) This indicates the maximum amount procured when SHR procures funds for asset acquisition with new interest-bearing liabilities until LTV (total assets basis) reaches 50%. However, please note that this does not guarantee the actual procurement of the funds.





- Seeking stable earnings and internal growth opportunities
- Policy to select a lease scheme from among pass-through type, fixed-rent type master lease or direct lease with tenants, etc., comprehensively taking into account the status of owned assets, stability of rent revenue, efficiency of operation management and such other factors.
- Maintaining high occupancy rates through operation management utilizing the know-how held by Sekisui House.

Seeking internal growth opportunities

| Lease Types<br>(Ratio of lease types)<br>(Note 1)   | Fixed-Rent Type Master Lease<br>(68.5%) |  |   | Fixed-l  |   |                                    | ype Master Lease<br>3%)              | Direct Lease<br>(21.8%) |
|---|---|--|---|--|---|------------------------------------|--------------------------------------|-------------------------|
| Property Name   |   | en City<br>Gotenyama   | Hommachi Minami<br>Garden City  | Hommachi<br>Garden City                                    | HK Yodoyabashi<br>Garden Avenue                   | Hirokoji<br>Garden Avenue          | Gotenyama<br>SH Building             |                         |
| Photo of Properties   |   |  |   |  |   |                                    |                                      |                         |
| Occupancy Rate  | 100                                     | .0%  | 100.0%  | 100.0%   | 98.6%   | 100.0%                             | 100.0%                               |                         |
| Lessee  | Lessee Sekisui House                    |  | Sekisui House   | Sekisui House  | Sekisui House                                     | Sekisui House                      | Non-disclosure (Note 2)              |                         |
| Main End-Tenant   | The Japan Res<br>Limi<br>3M Japa        | ited/  | Sompo Japan<br>Nipponkoa Insurance<br>Inc./<br>The Dai-ichi Life<br>Insurance Company,<br>Limited | Non-disclosure (Note 2)/<br>Mizuho Securities Co.,<br>Ltd. | Konoike Transport Co.,<br>Ltd./<br>HANWA CO.,LTD. | Sekiwa Real Estate<br>Chubu, Ltd.  | Non-disclosure (Note 2)              |                         |
| Contract Period  (Master Lease or Direct Lease)  (Diacquired portion  From Dec. 2014 to Dec. 2019 |   | ② portion<br>additionally<br>acquired<br>From<br>May 2016<br>to<br>Dec. 2019 | From<br>Dec. 2014<br>to<br>Dec. 2019  | From<br>May 2015<br>to<br>May 2020                         | From<br>May 2016<br>to<br>May 2019                | From<br>May 2016<br>to<br>May 2019 | From<br>Mar. 2011<br>to<br>Feb. 2031 |                         |

<sup>(</sup>Note 1) "Ratio of lease types" refers to the ratio of the leased floor area for each lease type under the relevant lease agreements for the properties (the master lease agreement if a master lease agreement has been concluded for the property) that is valid as of June 16, 2016, to the total of leased floor areas indicated in such lease agreements.

<sup>(</sup>Note 2) The tenant name cannot be disclosed as consent for disclosure has not been acquired from the tenant.





## Financial Standing

|   | End of 3 <sup>rd</sup> PF<br>(actual)<br>(as of April 30, 2016) | After 2 <sup>nd</sup><br>follow-on PO<br>(as of June 16, 2016) |
|---|---|--|
| Total interest-bearing liabilities                                    | JPY 68.1 bil  | JPY 77.3 bil   |
| Fixed interest rate borrowing ratio                                   | 79.4%   | 70.0%  |
| Long-term liability ratio   | 100.0%  | 88.1%  |
| LTV (total asset basis)   | 40.9%   | 40.9%  |
| Acquisition capacity until<br>LTV reaches 50%<br>(Approximate amount) | JPY 31.0 bil  | JPY 35.0 bil   |
| Average interest rate (Note 1)  | 0.80%   | 0.73%  |
| Average remaining term of interest-bearing liabilities (Note 2)       | 4.8 years   | 4.3 years  |

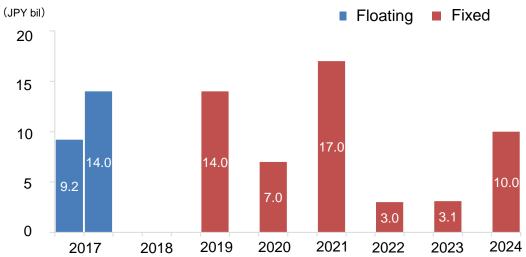
## ■ Credit Rating Information (as of June 16, 2016)

| Credit Rating Company | Long-term Issuer Rating |
|-----------------------|-------------------------|
| JCR                   | AA- (Stable)            |

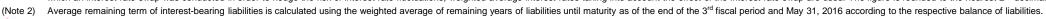
## Distribution of Lenders (excluding short-term loans) (as of June 16, 2016)

| Name of Lenders                              | Percentage (%) |
|--|----------------|
| The Bank of Tokyo-Mitsubishi UFJ, Ltd.       | 23.9           |
| Sumitomo Mitsui Banking Corporation          | 21.4           |
| Mizuho Bank, Ltd.                            | 12.8           |
| Sumitomo Mitsui Trust Bank, Limited          | 12.0           |
| Resona Bank, Limited                         | 7.6            |
| Mitsubishi UFJ Trust and Banking Corporation | 6.3            |
| Development Bank of Japan Inc.               | 5.4            |
| The Norinchukin Bank                         | 5.4            |
| Mizuho Trust & Banking Co., Ltd.             | 5.3            |

## ■ Diversification of Repayment Date (as of June 16, 2016)



<sup>(</sup>Note 1) "Average interest rate" indicates a weighted average annual interest rate using the balance of interest-bearing liabilities as of the end of the 3<sup>rd</sup> fiscal period and May 31, 2016. In respect of the average interest rates of interest-bearing liabilities for which an interest rate swap was conducted in order to hedge the risk of interest rate fluctuations, weighted average interest rates taking into account the effect of the interest rate swap are used. The figure is rounded to the nearest 2<sup>nd</sup> decimal place.





### Loan

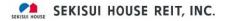
| Term  | Lender  | Balance (JPY mil) | Interest Rate                                  | Drawdown Date | Repayment Date | Remarks                          |
|-------|---|-------------------|--|---------------|----------------|----------------------------------|
| Short | The Bank of Tokyo-Mitsubishi UFJ, Ltd.<br>Sumitomo Mitsui Banking Corporation   | 9,200             | Base Rate<br>(JBA 1-month JPY TIBOR)<br>+0.22% | May 24, 2016  | May 23, 2017   |                                  |
|       | The Bank of Tokyo-Mitsubishi UFJ, Ltd. Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited  | 14,000            | Base Rate<br>(JBA 1-month JPY TIBOR)<br>+0.25% |               | Nov. 30, 2017  |                                  |
|       | Resona Bank, Limited Mitsubishi UFJ Trust and Banking Corporation Development Bank of Japan Inc.  | 14,000            | 0.65830% (Note)                                |               | Nov. 30, 2019  |                                  |
|       | The Norinchukin Bank Mizuho Trust & Banking Co., Ltd.   | 17,000            | 0.94060% (Note)                                | Dec. 3, 2014  | Nov. 30, 2021  |                                  |
|       | The Bank of Tokyo-Mitsubishi UFJ, Ltd. Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited Mitsubishi UFJ Trust and Banking Corporation Development Bank of Japan Inc.      | 10,000            | 1.47450% (Note)                                |               | Nov. 30, 2024  |                                  |
| Long  | Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited Resona Bank, Limited Mitsubishi UFJ Trust and Banking Corporation The Norinchukin Bank Mizuho Trust & Banking Co., Ltd. | 5,350             | 0.62760% (Note)                                |               | Nov. 30, 2020  | Unsecured<br>and<br>Unguaranteed |
|       | Sumitomo Mitsui Banking Corporation<br>Mizuho Bank, Ltd.<br>Sumitomo Mitsui Trust Bank, Limited<br>Resona Bank, Limited   | 1,650             | 0.89470% (Note)                                | July 31, 2015 | Nov. 30, 2022  |                                  |
|       | Sumitomo Mitsui Banking Corporation Mizuho Bank, Ltd. Sumitomo Mitsui Trust Bank, Limited Resona Bank, Limited Mitsubishi UFJ Trust and Banking Corporation Mizuho Trust & Banking Co., Ltd.                      | 2,350             | 1.01850% (Note)                                | July 31, 2015 | Nov. 30, 2023  |                                  |
|       |   | 1,650             | 0.61760%                                       |               | Nov. 30, 2020  | ]                                |
|       | The Bank of Tokyo-Mitsubishi UFJ, Ltd.  | 700               | 0.88470%                                       |               | Nov. 30, 2022  | ]                                |
|       |   | 750               | 1.00850%                                       |               | Nov. 30, 2023  |                                  |
|       | Development Bank of Japan Inc.  | 650               | 0.88500%                                       |               | Nov. 30, 2022  |                                  |
|       | Total   | 77,300            | -  | -             | -              |                                  |

(Note) In order to hedge the risk of interest rate swap transaction, which substantially secured interest rates, was conducted. Accordingly, the interest rates are calculated taking the effect of this interest rate swap into consideration.

### ■ Investment Corporation Bond

As of June 16, 2016, SHR does not issue investment corporation bonds.





Sekisui House REIT's goals are to continue to focus on "Prime Properties", and expand and diversify its portfolio at a sustainable pace, by capitalizing on the strong support of Sekisui House.

## Sekisui House REIT's Operational Philosophy

- Provide high-quality social capital and maximize unitholder value
- · Invest in commercial properties focused on strategic locations and high quality
- Portfolio development policy centering on office buildings
- · Growth strategies that take full advantage of the versatile support of Sekisui House

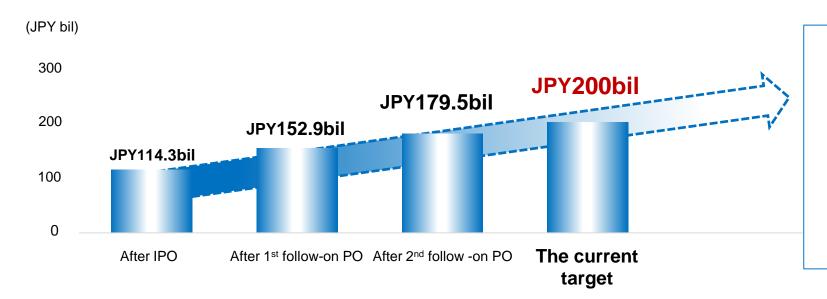
## Sekisui House's Support for Sekisui House REIT

- External growth through Pipeline Support Agreement
- Fixed-rent type Master Lease with Sekisui House

# **Our Growth Strategies**



### ■ Growth of Our Asset Size and Target



Utilize sponsor pipeline by Sekisui House

**Utilize acquisition capacity** 

Promote continuous external growth



Investment Strategies

- Investment focusing on Prime Properties
- Continuous expansion of asset size
- Diversifying portfolio (number of properties / tenants)
- Utilizing sponsor pipeline by Sekisui House

Provide high quality social capital

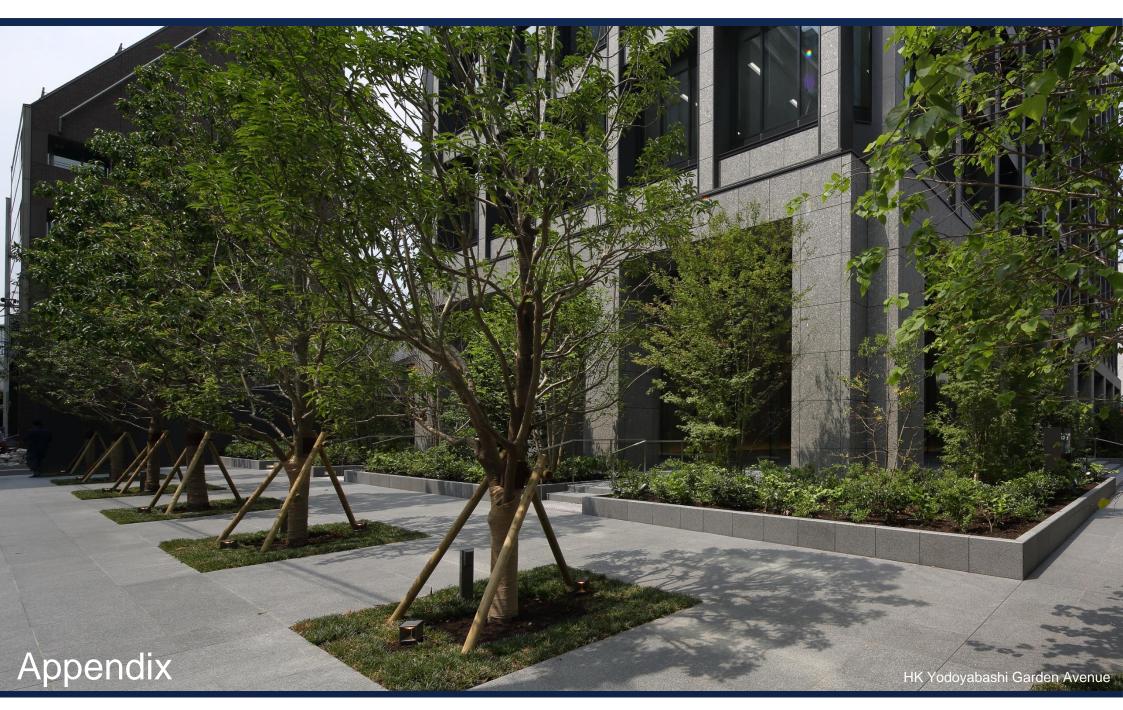
Financial Strategies

- Managing LTV (total asset basis) at a conservative level between 40% and 50%
- Promoting extension of borrowing periods, diversification of repayment dates and fixation of interest rates
- Diversifying funding sources

Realize appropriate financing

Maximize our unitholder value

while maintaining stable DPU growth



## **Financial Results and Forecast**



## **■** Comparison of forecast and actual results

|                             | Actual Results of 1 <sup>st</sup> FP<br>(as of Apr. 30, 2015) | Actual Results of 2 <sup>nd</sup> FP<br>(as of Oct. 31, 2015) | Actual Results of 3 <sup>rd</sup> FP<br>(as of Apr. 30, 2016) | Forecast of 4 <sup>th</sup> FP<br>(as of Oct. 31, 2016) | Forecast of 5 <sup>th</sup> FP<br>(as of Apr. 30, 2017) |
|-----------------------------|---|---|---|---|---|
| Days of Operation           | <b>149</b> days   | <b>184</b> days   | <b>182</b> days   | <b>184</b> days   | <b>181</b> days   |
| Operating Revenue           | 2,108 JPY mil   | 3,379 JPY mil   | 3,467 JPY mil   | 4,052 JPY mil   | 4,151 JPY mil   |
| Operating Income            | 1,580 JPY mil   | 2,290 JPY mil   | 2,278 JPY mil   | 2,633 JPY mil   | 2,683 JPY mil   |
| Ordinary Income             | 1,014 JPY mil   | 1,952 JPY mil   | 1,967 JPY   | 2,281 JPY mil   | 2,343 JPY mil   |
| Net income                  | 1,013 JPY mil   | 1,951 JPY mil   | 1,966 JPY   | 2,280 JPY mil   | 2,342 JPY mil   |
| Distribution per unit (DPU) | 1,603 JPY   | 2,458 JPY   | <b>2,477</b> JPY  | <b>2,550</b> JPY  | <b>2,620</b> JPY  |

## ■ Results of NOI

|                          | Actual Results of 3 <sup>rd</sup> FP<br>(as of Apr. 30, 2016) |                         |  |  |  |
|--------------------------|---|-------------------------|--|--|--|
|                          | Actual Results  | Yield <sup>(Note)</sup> |  |  |  |
| NOI                      | <b>3,166</b> JPY mil  | 4.1%                    |  |  |  |
| NOI (after depreciation) | <b>2,606</b> JPY mil  | 3.4%                    |  |  |  |

## ■ Forecast of NOI yield

|                                | Forecast of 4 <sup>th</sup> FP<br>(as of Oct. 31, 2016) | Forecast of 5 <sup>th</sup> FP<br>(as of Apr. 30, 2017) |
|--------------------------------|---|---|
| NOI yield                      | 4.2 %   | 4.1%  |
| NOI yield (after depreciation) | 3.4 %   | 3.4%  |

(Note) Yield is calculated by dividing annualized NOI and NOI (after depreciation) by total acquisition price of the current portfolio.



|   | 2 <sup>nd</sup> Fiscal Period<br>October 31, 2015 | 3 <sup>rd</sup> Fiscal Period<br>April 30, 2016 |
|---|---|---|
| Assets                                      | October 51, 2015                                  | April 30, 2010                                  |
| Current assets                              |   |   |
| Cash and deposits                           | 2,117,144   | 4,059,682                                       |
| Cash and deposits in trust                  | 10,093,565  | 10,037,966                                      |
| Prepaid expenses                            | 79,735  | 82,843  |
| Deferred tax assets                         | 10  | 17  |
| Consumption taxes receivable                | 1,000,376   | -   |
| Other                                       | 14,663  | 6,333   |
| Total current assets                        | 13,305,495  | 14,186,844                                      |
| Non-current assets                          |   |   |
| Property, plant and equipment               |   |   |
| Buildings in trust                          | 45,889,590  | 45,895,496                                      |
| Accumulated depreciation                    | (848,625)   | (1,399,667)                                     |
| Buildings in trust, net                     | 45,040,965  | 44,495,829                                      |
| Structures in trust                         | 672,428   | 672,428   |
| Accumulated depreciation                    | (16,259)  | (25,303)  |
| Structures in trust , net                   | 656,169   | 647,125   |
| Tools, furniture and fixtures in trust      | 996   | 996   |
| Accumulated depreciation                    | (13)  | (97)  |
| Tools, furniture and fixtures in trust, net | 982   | 898   |
| Land in trust                               | 106,673,263                                       | 106,673,263                                     |
| Construction in progress in trust           | -   | 16,023  |
| Total property, plant and equipment         | 152,371,380                                       | 151,833,140                                     |
| Intangible assets                           |   |   |
| Other                                       | 6,087   | 5,352   |
| Total intangible assets                     | 6,087   | 5,352   |
| Investments and other assets                |   |   |
| Lease and guarantee deposits                | 10,000  | 10,000  |
| Long-term prepaid expenses                  | 306,492   | 267,961   |
| Total investments and other assets          | 316,492   | 277,961   |
| Total non-current assets                    | 152,693,959                                       | 152,116,453                                     |
| Total assets                                | 165,999,455                                       | 166,303,297                                     |

|   |                               | (unit: JPY thousand)          |
|---|-------------------------------|-------------------------------|
|   | 2 <sup>nd</sup> Fiscal Period | 3 <sup>rd</sup> Fiscal Period |
| 11.196  | October 31, 2015              | April 30, 2016                |
| Liabilities                                     |                               |                               |
| Current liabilities                             |                               |                               |
| Operating accounts payable                      | 53,524                        | 75,140                        |
| Accounts payable - other                        | 277,730                       | 319,477                       |
| Accrued expenses                                | 68,627                        | 69,909                        |
| Income taxes payable                            | 586                           | 775                           |
| Accrued consumption taxes                       | -                             | 223,779                       |
| Total current liabilities                       | 400,469                       | 689,082                       |
| Non-current liabilities                         |                               |                               |
| Long-term loans payable                         | 68,100,000                    | 68,100,000                    |
| Tenant leasehold and security deposits in trust | 7,803,586                     | 7,803,586                     |
| Total non-current liabilities                   | 75,903,586                    | 75,903,586                    |
| Total liabilities                               | 76,304,055                    | 76,592,668                    |
|   |                               |                               |
| Net assets                                      |                               |                               |
| Unitholders' equity                             |                               |                               |
| Unitholders' capital                            | 87,743,594                    | 87,743,594                    |
| Surplus   |                               |                               |
| Unappropriated retained earnings                | 1,951,805                     | 1,967,034                     |
| Total surplus                                   | 1,951,805                     | 1,967,034                     |
| Total unitholders' equity                       | 89,695,399                    | 89,710,628                    |
| Total net assets                                | 89,695,399                    | 89,710,628                    |
|   |                               |                               |
| Total liabilities and net assets                | 165,999,455                   | 166,303,297                   |

# **Statement of Income and Retained Earnings**



|                                   |  | (unit : JPY thousand )  |
|-----------------------------------|--|---|
|                                   | 2 <sup>nd</sup> Fiscal Period<br>From May 1, 2015<br>to October 31, 2015 | 3 <sup>rd</sup> Fiscal Period<br>From November 1, 2015<br>to April 30, 2016 |
| Operating revenue                 |  |   |
| Rent revenue - real estate        | 3,379,712  | 3,467,176   |
| Other lease business revenue      | 42   | 379   |
| Total operating revenue           | 3,379,755  | 3,467,556   |
| Operating expenses                |  |   |
| Expenses related to rent business | 790,155  | 860,922   |
| Asset management fee              | 246,331  | 272,995   |
| Asset custody fee                 | 2,579  | 3,154   |
| Administrative service fees       | 10,774   | 11,783  |
| Directors' compensations          | 3,600  | 3,600   |
| Other operating expenses          | 35,771   | 36,517  |
| Total operating expenses          | 1,089,212  | 1,188,973   |
| Operating income                  | 2,290,542  | 2,278,582   |
| Non-operating income              |  |   |
| Interest income                   | 1,127  | 1,267   |
| Interest on refund                | 1,087  | 197   |
| Total non-operating income        | 2,215  | 1,465   |
| Non-operating expenses            |  |   |
| Interest expenses                 | 265,059  | 275,257   |
| Borrowing related expenses        | 50,646   | 36,447  |
| Investment unit issuance expenses | 24,618   | -   |
| Other                             | 83   | 499   |
| Total non-operating expenses      | 340,407  | 312,204   |
| Ordinary income                   | 1,952,350  | 1,967,842   |
| Income before income taxes        | 1,952,350  | 1,967,842   |
| Income taxes - current            | 815  | 969   |
| Income taxes - deferred           | 14   | (7)   |
| Total income taxes                | 830  | 961   |
| Net Income                        | 1,951,520  | 1,966,880   |
| Retained earnings brought forward | 285  | 153   |
| Unappropriated retained earnings  | 1,951,805  | 1,967,034   |

# Entire Portfolio (as of April 30, 2016)



| Property No.   | J-1                                | J-2                      | J-3                            | J-4                     |
|--|------------------------------------|--------------------------|--------------------------------|-------------------------|
| Property name  | Garden City<br>Shinagawa Gotenyama | Gotenyama<br>SH Building | Hommachi Minami<br>Garden City | Hommachi<br>Garden City |
| Address  | Shinagawa-ku,<br>Tokyo             | Shinagawa-ku,<br>Tokyo   | Osaka-shi,<br>Osaka            | Osaka-shi,<br>Osaka     |
| Acquisition price (JPY mil)  | 39,700                             | 51,500                   | 23,100                         | 38,600                  |
| Leasable area (m²)   | 21,033.47                          | 19,999.97                | 16,699.46                      | 17,006.94               |
| Occupancy rate (%)   | 100.0                              | 100.0                    | 100.0                          | 100.0                   |
| Tenant   | Sekisui House                      | non-disclosure (Note 1)  | Sekisui House                  | Sekisui House           |
| Days of operation  | 182                                | 182                      | 182                            | 182                     |
| Notes to Statement of Income<br>April 30, 2016 (end of 3 <sup>rd</sup> FP) |                                    |                          |                                | (Unit: JPY thousand)    |
| Property-related operating revenue   | 887,965                            | 1,088,998                | 586,791                        | 903,801                 |
| Rent revenue   | 887,585                            | 1,088,998                | 586,791                        | 903,801                 |
| Other lease business revenue   | 379                                | -                        | -                              | -                       |
| Property-related operating expenses  | 211,633                            | 195,938                  | 185,048                        | 268,301                 |
| Property management fees   | 6,000                              | 1,200                    | 6,000                          | 6,000                   |
| Trust fees   | 400                                | 400                      | 500                            | 250                     |
| Property and other taxes   | 77,312                             | 51,411                   | 62,510                         | 58,807                  |
| Insurance expenses   | 1,418                              | 952                      | 974                            | 1,803                   |
| Repair expenses  | 11,340                             | -                        | 3,485                          | 6,417                   |
| Depreciation   | 114,933                            | 139,639                  | 111,369                        | 194,227                 |
| Other expenses related to rent business                                    | 228                                | 2,335                    | 209                            | 796                     |
| ③ Property-related operating income (= ① - ②)                              | 676,331                            | 893,059                  | 401,742                        | 635,499                 |
| NOI (= 3 + Depreciation)   | 791,264                            | 1,032,699                | 513,111                        | 829,727                 |
| NOI yield (Note 2)   | 4.0%                               | 4.0%                     | 4.4%                           | 4.3%                    |

(Note 1) The tenant name cannot be disclosed as consent for disclosure has not been acquired from the tenant.

(Note 2) NOI yield is calculated by dividing annualized NOI by total acquisition price.



## ■ Appraisal Value List

|           |   | Book Value         |                         |                  |   |                    | Capitalization              |                         |                             |                  |  |
|-----------|---|--------------------|-------------------------|------------------|---|--------------------|-----------------------------|-------------------------|-----------------------------|------------------|--|
| Property  |   | Appraisal<br>Value |                         |                  | Unrealized Gain/Loss Direct Return Method |                    | D                           | DCF Method              |                             |                  | Appraisal                                |
| No.       | Property Name   | (JPY mil)          | price<br>②<br>(JPY mil) | ①-②<br>(JPY mil) | Capitalization<br>(JPY mil)               | Cap<br>Rate<br>(%) | Capitalization<br>(JPY mil) | Discount<br>Rate<br>(%) | Terminal<br>Cap Rate<br>(%) | NOI<br>(JPY mil) | Institution                              |
| J-1       | Garden City<br>Shinagawa Gotenyama  | 44,300             | 39,432                  | +4,867           | 45,300                                    | 3.6                | 43,900                      | 3.3                     | 3.8                         | 1,618            | DAIWA REAL ESTATE<br>APPRAISAL CO.,LTD.  |
| J-2       | Gotenyama SH Building   | 56,300             | 51,141                  | +5,158           | 57,300                                    | 3.7                | 55,800                      | 3.7                     | 3.9                         | 2,063            | The Tanizawa Sōgō<br>Appraisal Co., Ltd. |
| J-3       | Hommachi Minami<br>Garden City  | 26,900             | 22,806                  | +4,093           | 27,800                                    | 4.1                | 26,500                      | 3.8                     | 4.3                         | 1,141            | Rich Appraisal Institute<br>Co., Ltd.    |
| J-4       | Hommachi Garden City  | 42,200             | 38,436                  | +3,763           | 42,700                                    | 3.8                | 41,600                      | 3.5                     | 4.0                         | 1,607            | Japan Real Estate<br>Institute           |
| Sub-      | -total as of end of 3 <sup>rd</sup> FP                                    | 169,700            | 151,817                 | +17,882          | 173,100                                   | -                  | 167,800                     | -                       | -                           | 6,431            | -  |
| J-1       | Garden City<br>Shinagawa Gotenyama<br>(portion of additional acquisition) | 16,900             | 15,900                  | +1,000           | 17,200                                    | 3.7                | 16,700                      | 3.4                     | 3.9                         | 631              | DAIWA REAL ESTATE<br>APPRAISAL CO.,LTD.  |
| J-5       | HK Yodoyabashi<br>Garden Avenue   | 5,100              | 4,400                   | +700             | 5,320                                     | 4.3                | 5,010                       | 4.3                     | 4.4                         | 229              | The Tanizawa Sōgō<br>Appraisal Co., Ltd. |
| J-6       | Hirokoji Garden Avenue  | 6,780              | 6,350                   | +430             | 6,910                                     | 4.5                | 6,720                       | 4.3                     | 4.7                         | 311              | DAIWA REAL ESTATE<br>APPRAISAL CO.,LTD.  |
| Sub-total | of acquisition in 4 <sup>th</sup> FP (Note)                               | 28,780             | 26,650                  | +2,130           | 29,430                                    | -                  | 28,430                      | -                       | -                           | 1,172            | -  |
|           | Total   | 198,480            | 178,467                 | +20,012          | 202,530                                   | -                  | 196,230                     | -                       | -                           | 7,603            | -  |

(Note) For properties acquired in 4th FP, the figures are calculated based on appraisal reports as of March 31, 2016.

## ■ Appraisal Value (as of end of 3<sup>rd</sup> Fiscal Period, compared to as of end of 2<sup>nd</sup> Fiscal Period)

| Property    |                                 | Ар                             | praisal Value (JPY m           | il)               | Direct Cap Rate (%)       |                                |                   |  |
|-------------|---------------------------------|--------------------------------|--------------------------------|-------------------|---------------------------|--------------------------------|-------------------|--|
| No. Propert | Property Name                   | End of 2 <sup>nd</sup> FP<br>① | End of 3 <sup>rd</sup> FP<br>② | Comparison<br>②-① | End of 2 <sup>nd</sup> FP | End of 3 <sup>rd</sup> FP<br>② | Comparison<br>②-① |  |
| J-1         | Garden City Shinagawa Gotenyama | 42,200                         | 44,300                         | +2,100            | 3.8                       | 3.6                            | △0.2              |  |
| J-2         | Gotenyama SH Building           | 54,800                         | 56,300                         | +1,500            | 3.8                       | 3.7                            | △0.1              |  |
| J-3         | Hommachi Minami Garden City     | 26,200                         | 26,900                         | +700              | 4.2                       | 4.1                            | △0.1              |  |
| J-4         | Hommachi Garden City            | 41,100                         | 42,200                         | +1,100            | 3.9                       | 3.8                            | △0.1              |  |
|             | Total                           | 164,300                        | 169,700                        | +5,400            | -                         | -                              | -                 |  |

# ■ Portfolio Development Policy by Asset Type and by Country (Japan/Overseas)

| Asset Type                         | Ja             | Overseas |           |
|------------------------------------|----------------|----------|-----------|
| Office buildings                   | 80%<br>or more | 80%      | Less than |
| Retail properties and hotels, etc. | Less than 20%  | or more  | 20%       |

## ■ Portfolio Development Policy by Area (Japan)

| Area                          | Ratio         |
|-------------------------------|---------------|
| 3 major<br>metropolitan areas | 80% or more   |
| Other areas                   | Less than 20% |

(Note) "3 major metropolitan areas" refers to Greater Tokyo, Osaka area and Nagoya area.

#### Investment in overseas real estate

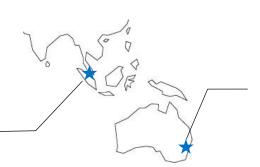
SHR may invest in real estate located overseas. The overseas areas where SHR intends to invest in real estate are those where Sekisui House has expertise in its actual development projects. Currently, such areas are mainly Singapore, Australia and the U.S.

## Major overseas projects

SHR and the asset management company have entered into respective basic agreements on the sale of properties overseas with Sekisui House in relation to the following two projects, which gives SHR and the said company **preferential negotiation rights exercisable after Dec. 2016**.



Punggol Waterway Point Project in Punggol, Singapore





Central Park Project in Sydney, Australia



## ■ Image of Lease Scheme

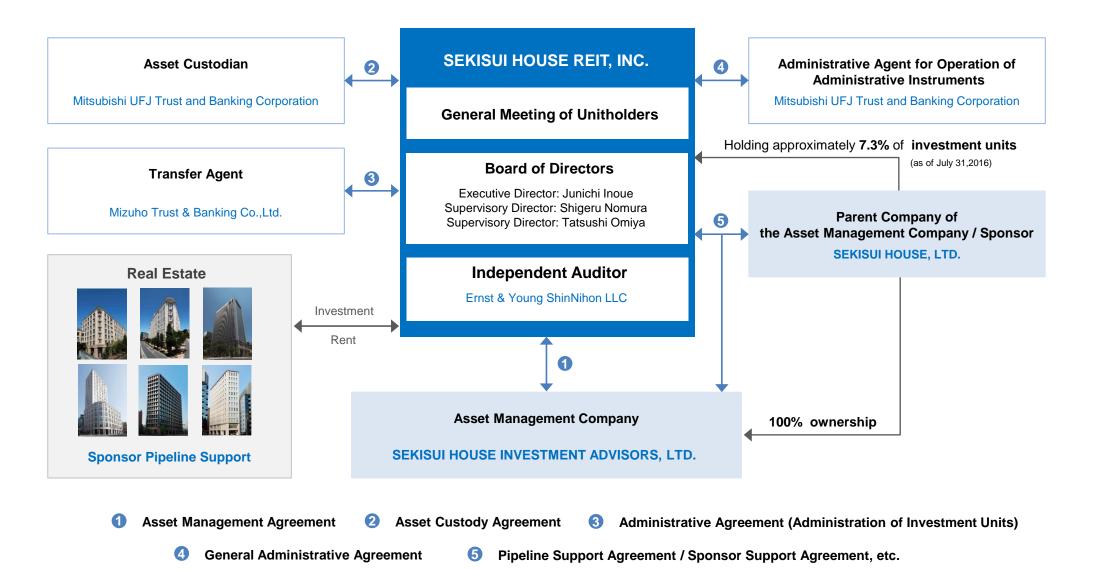
|                            | Fixed-Rent Type<br>Master Lease | Pass-Through Type<br>Master Lease | Direct Lease |
|----------------------------|---------------------------------|-----------------------------------|--------------|
| End-Tenant<br>(Sub-lessee) | End-Tenant Rent                 | End-Tenant<br>Rent                | End-Tenant   |
| Tenant<br>(Lessee)         | Sekisui House Fixed-Rent        | Sekisui House<br>Rent             | Rent         |
| Lessor                     | SHR                             | SHR                               | SHR          |

### Characteristics of SHR's Internal Growth

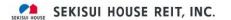
- Approximately 70% of the portfolio (ratio of lease types) adopts fixed-rent type master lease with Sekisui House.
   Rent revenue is being fixed in order to reduce the impact of tenant vacation, etc. on earnings.
- HK Yodoyabashi Garden Avenue and Hirokoji Garden Avenue adopt pass-through type master lease with Sekisui House.
   Since SHR can receive rent of the same amount as the rent under the lease agreement concluded between Sekisui House and end-tenants, SHR can benefit from rent revenue upside when the occupancy rate rises or the rent is revised upward.
- Gotenyama SH Building adopts direct lease in which the property is directly leased to the end-tenant. A 20-year lease
  agreement has been concluded with the tenant, and thus the rent revenue is stable over the long-term.



## Structure Diagram



# **Unitholders Composition**



## ■ Major Unitholders (Top 10) (as of April 30, 2016)

| Name   | Unit    | Percentage |
|--|---------|------------|
| Japan Trustee Services Bank, Ltd. (Trust Account)                            | 225,764 | 28.43%     |
| Sekisui House, Ltd.  | 63,300  | 7.97%      |
| Trust & Custody Services Bank, Ltd.<br>(Securities Investment Trust Account) | 63,216  | 7.96%      |
| The Master Trust Bank of Japan, Ltd.<br>(Trust Account)                      | 30,976  | 3.90%      |
| The Nomura Trust and Banking Co., Ltd. (Investment Trust Account)            | 20,866  | 2.63%      |
| BNY FOR GCM CLIENT ACCOUNTS(E) ISG   | 11,321  | 1.43%      |
| The Hyakujushi Bank, Ltd.  | 9,200   | 1.16%      |
| The Hokuriku Bank, Ltd.  | 8,736   | 1.10%      |
| NOMURA BANK (LUXEMBOURG) S. A.   | 8,568   | 1.08%      |
| The Hokkoku Bank, Ltd.   | 6,572   | 0.83%      |
| Total  | 448,519 | 56.49%     |

(Note) Percentages, rounded to the nearest 2<sup>nd</sup> decimal place, are based on the total number of investment units issued and outstanding as of April 30, 2016 (794,000 units).

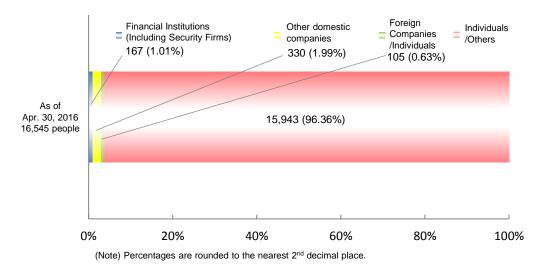
# ■ Main Report on Possession of Large Volume (Including Change Report) (as of July 31, 2016)

| Name   | Unit    | Share  | Submission<br>Date |
|--|---------|--------|--------------------|
| Sumitomo Mitsui Trust Bank, Ltd.<br>Sumitomo Mitsui Trust Asset Management Co., Ltd.<br>Nikko Asset Management Co., Ltd. | 111,158 | 12.43% | April 25<br>2016   |
| Mizuho Asset Management Co., Ltd.<br>Shinko Asset Management Co., Ltd.   | 80,248  | 8.98%  | July 25<br>2016    |
| DIAM Co., Ltd.   | 56,615  | 6.33%  | July 5<br>2016     |
| Nomura Securities Co., Ltd.<br>Nomura Asset Management Co., Ltd.   | 32,538  | 3.64%  | May 11<br>2016     |

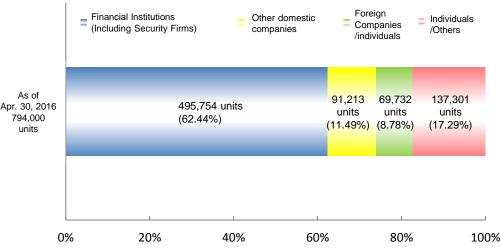
(Note) Percentages, rounded to the nearest 2<sup>nd</sup> decimal place, are based on the total number of investment units issued and outstanding as of July 31, 2016 (894,000 units).

# SEKISUI HOUSE

## ■ Number of Unitholders by Unitholder Type



## Number of Investment Units Issued and Outstanding by Unitholder Type



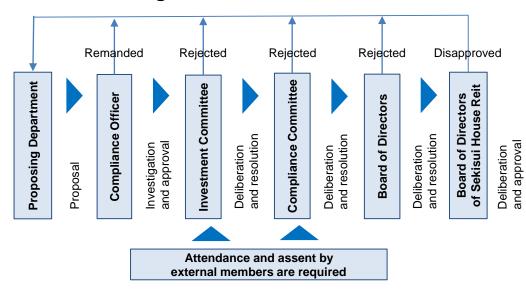
(Note) Percentages are rounded to the nearest 2<sup>nd</sup> decimal place.

# **Governance System**



### Adopts a Scheme that Emphasizes Unitholders' Interests

### Decision-Making Process



## ■ Performance-Based Asset Management Fees

| Management Fee               | Calculation Method   |
|------------------------------|--|
| Type 1<br>(Asset-based fee)  | Total assets at prior FY-end $\times$ (up to) 0.5% (Note 1)  |
| Type 2 (DPU-based fee)       | DPU $^{\text{(Note 2)}}\times$ Operating Income $^{\text{(Note 3)}}\times$ (up to) 0.004% $^{\text{(Note 1)}}$     |
| Type 3 (Acquisition Fees)    | Purchase price $\times$ (up to) 0.5% (Note 1) (up to 0.25% (Note 1) in case of a transaction with a related party) |
| Type 4<br>(Disposition Fees) | Sale price × (up to) 0.5% (zero in case of a transaction with a related party)                                     |

(Note 1) As of June 16, 2016,

Rate for Type 1 management fee is 0.15%,

Rate for Type 2 management fee is 0. 0023%,

Rate for Type 3 management fee is 0.3% (or 0.15% in case of a transaction with a related party)

(Note 2) DPU= distributable profit before deduction of Type 2 management fee / total number of investment units issued and outstanding

(Note 3) Operating Income before deduction of type 2 management fee

## SEKISUI HOUSE

# **Strong Alignment of Interests between Sekisui House and Our Unitholders**

- Same-Boat Investment from Sekisui House

  Sekisui House has confirmed that it intends to continue holding SHR's investment units on a long-term basis
- Agreement on Consideration of Co-Ownership or Sectional Ownership with Sekisui House

Sekisui House has confirmed that it will consider faithfully co-ownership (including beneficiary interests) or sectional ownership with us upon our request

# Measures to Prevent Transactions Involving Conflict of Interest

| Property Acquisition   | Acquisition price shall be equal to or less than the appraisal value.   |  |
|--|---|--|
| Property Transfer  | Transfer price shall be equal to or higher than the appraisal value.  |  |
| Payment of Brokerage Fee   | Brokerage fee shall be within the scope of reward stipulated in the Building Lots and Buildings Transaction Business Act, and shall be determined after taking into account the levels of contract terms and conditions, difficulty in conducting brokerage and other factors.  |  |
| Outsourcing of Management<br>and Other Services of Real<br>Estate and Other Assets | <ul> <li>a. Consignment shall be made under conditions that are deemed to be appropriate after comprehensively taking into account the market levels of the outsourcing fees, the content of provided services, total work volume and other factors.</li> <li>b. Upon acquiring real estate and other assets, and if their management and other services have been outsourced to interested parties and will</li> </ul> |  |
| Execution of Lease<br>Agreements for Real Estate<br>and Other Assets               | The agreements shall be executed under the terms and conditions that are deemed to be adequate after investigating such factors as the market rent level and price situation in neighboring markets and, as needed, referring to the opinions of third parties that are not interested parties.   |  |
| Placement of Orders for Construction Work, Etc. with Contract Amount               | Orders may be placed to interested parties only when such factors as the estimated price and the content of services to be provided are not disadvantageous to SHR after comparing such factors with those of third   |  |

parties other than the interested parties.

Surpassing 30 million yen

## Asset Management Company (as of June 16, 2016)



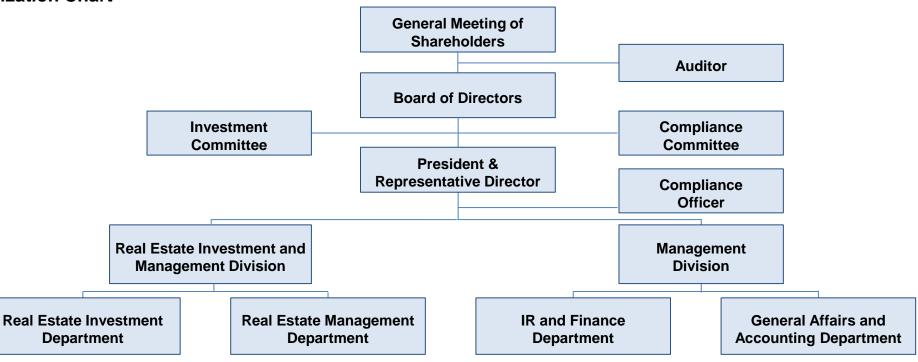
### Overview of Asset Management Company

| Trade Name              | Sekisui House Investment Advisors, Ltd.<br>(Financial Instruments Business Operator: Director-General<br>of the Kanto Finance Bureau (Kinsho) No. 2791) |  |
|-------------------------|---|--|
| Foundation              | February 17, 2014   |  |
| Paid-in capital         | JPY 400 mil   |  |
| Shareholder             | Sekisui House, Ltd.(100%)   |  |
| Directors and employees | 19  |  |

## ■ Directors and Corporate Auditors

| President & Representative Director | Junichi Inoue   |
|-------------------------------------|---|
| Director                            | Atsuhiro Kida<br>(General Manager of Management Division)   |
| Director                            | Shoichi Maruyama<br>(General Manager of Real Estate Investment<br>Management Division)                        |
| Director                            | Ichiro Maeoka(Compliance Officer)   |
| Director (Part time)                | Hideyuki Kamijyo<br>(Executive Officer, Chief Manager of Accounting &<br>Finance Department of Sekisui House) |
| Auditor (Part time)                 | Keizo Yoshimoto<br>(Senior Manager of Secretariat of Sekisui House)   |

## Organization Chart



## ■ Change in Unit Price (December 3, 2014 - July 31, 2016)



(Note) TSE REIT Index performance is indexed to SHR unit price (132,000 yen) as of December 3, 2014, which is our listing date.

TSE REIT Index refers to the weighted average-type index of market capitalization of all REIT counters.



# Memo

