

TRANSLATION

April 3, 2014

Real Estate Investment Trust Securities Issuer  
Sekisui House SI Investment Corporation  
2-12 Kojimachi, Chiyoda-ku, Tokyo  
Representative: Koji Sakamoto, Executive Director  
(Securities Code: 8973)

Asset Management Company  
Sekisui House SI Asset Management, Ltd.  
2-12 Kojimachi, Chiyoda-ku, Tokyo  
Representative: Osamu Minami, President  
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Notice Concerning Partial Amendments to the Article of Incorporation and Appointment of Board of Directors

Sekisui House SI Investment Corporation (the “Investment Corporation”) hereby announces that resolution was made at its Board of Directors’ meeting held on April 3, 2014 to submit the following matters concerning partial amendments to the Articles of Incorporation and the appointment of directors to its Sixth General Meeting of Unitholders to be held on June 11, 2014 (the “General Meeting of Unitholders”) for approval. Furthermore, the following matters are agendas planned to be proposed to the General Meeting of Unitholders and, in case there are any changes, etc. to the agendas hereafter, the Investment Corporation will promptly announce them.

The partial amendments to the Articles of Incorporation and the appointment of directors shall become effective upon approval by the resolution at the General Meeting of Unitholders.

1. Partial Amendments to the Articles of Incorporation

Essentials and backgrounds of the partial amendments to the Articles of Incorporation are as follows. (Unless otherwise specified, the article numbers of the Articles of Incorporation mentioned in this section are identical with the numbers in the current Articles of Incorporation.)

- (1) The Investment Corporation will work to transform itself from a “diversified REIT centering on residential properties” to a “REIT specialized in residential properties,” under the cooperation system with Sekisui House, Ltd. (“Sekisui House”), the main sponsor. In order to strongly demonstrate this shift, the Investment Corporation will change its trade name to “Sekisui House SI Residential Investment Corporation”. (Article 1 of the current Articles of Incorporation)
- (2) The location of the Investment Corporation’s head office will be moved from Chiyoda Ward, Tokyo to Minato Ward, Tokyo as of the head office relocation date determined at its Board of Directors’ meeting to be held by the end of June 2014. (Article 3 of the current Articles of Incorporation and Paragraph 3 of the supplementary provisions of the proposed Articles of Incorporation)
- (3) The following provisions will be newly established or modified in response to the amendments to the Act on Investment Trusts and Investment Corporations (Law No. 198 of 1951, as amended; the “Investment Trusts Act”) passed by the Diet in accordance with the Act for the Partial Revision of Financial Instruments and Exchange Act, Etc. (Law No. 45 of 2013) (the “Partial Revision Act”) promulgated on June 19, 2013.
  - 1) New provisions will be established to stipulate that the Investment Corporation may acquire its treasury investment units in preparation for the effectiveness of the revisions that have made it possible for the Investment Corporation to acquire its investment units with compensation based on agreement with its unitholders. (Paragraph 2 of Article 5 of the proposed Articles of Incorporation)

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- 2) In order to provide that the convocation of the general meeting of unitholders is on a certain date and thereafter without delay, new provisions will be established to stipulate that the convocation of the general meeting of unitholders of the Investment Corporation shall be on June 10, 2016 and onwards without delay and subsequent convocation of the meeting shall be on June 10 and onwards every two years without delay, and that an extraordinary general meeting of unitholders shall be convened at any time as needed. (Paragraph 3 of Article 9 of the proposed Articles of Incorporation)
  - 3) With regard to the general meeting of unitholders convened pursuant to the provisions in the first sentence of Paragraph 3 of Article 9 of the proposed Articles of Incorporation, new provisions will be established to stipulate that no public announcement shall be required for the date of such general meeting of unitholders and that the unitholders eligible to exercise their rights at the general meeting of unitholders shall be designated. (Paragraph 4 of Article 9 and Paragraph 1 of Article 15 of the proposed Articles of Incorporation)
  - 4) With regard to the new provisions and modifications above, supplementary provisions will be newly established to stipulate that they will become effective upon the date of effectiveness of the revisions to the Investment Trusts Act with regard to such provisions and modifications. (Paragraphs 2, 3 and 4 of the supplementary provisions of the proposed Articles of Incorporation)
- (4) Relevant provisions will be modified in order to provide that the Investment Corporation shall manage its assets primarily as investments in real estate and other asset (representing real estate, leasehold interest in real estate, surface right and beneficiary interest in trust for these assets alone), in accordance with the revisions to the Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations (Prime Minister's Office Ordinance No. 129 of 2000, as amended) based on the Partial Revision Act. (Paragraphs 1 and 2 of Article 27, Paragraph 1 of Article 28 and Items from 2 to 5 of Paragraph 5 of Article 32 of the current Articles of Incorporation)
  - (5) Relevant provisions will be modified in order to make it possible to extend or shorten the term of office of the directors designated in the Articles of Incorporation, to the extent as provided by laws and regulations, by the resolution of its general meeting of unitholders. (Paragraph 2 of Article 17 of the current Articles of Incorporation)
  - (6) Relevant provisions will be modified to stipulate that real estate-related assets that are mainly used as residence shall be identified as the investment target of the Investment Corporation and that retail properties, which have been identified as supplementary investment target, shall be removed from the investment target, in order to more vigorously implement the basic strategy of building a portfolio centering on high-quality rental residential properties developed by Sekisui House, the main sponsor, under the cooperation system with Sekisui House. (Paragraph 2 of Article 27 of the current Articles of Incorporation)
  - (7) Necessary modifications will be made to the terminology in association with The Investment Trusts Association, Japan changing its structure from an incorporated association to a general incorporated association as of January 4, 2013. (Main body and Item 10 of Paragraph 1 of Article 32 of the current Articles of Incorporation)
  - (8) Other than the above, expressions will be changed and clarified, words and phrases will be revised, and corrections will be made to the terminology, etc.

## 2. Appointment of Board of Directors

### (1) Appointment of 1 Executive Director

As the term of office of Executive Director Koji Sakamoto will expire on June 11, 2014, the Investment Corporation will propose an agenda concerning the new appointment of 1 Executive Director (candidate: Osamu Minami). In this proposal, the term of office of the Executive Director is two years starting from June 11, 2014, on which the Executive Director will assume office, pursuant to the provisions in Paragraph 2 of Article 17 of the current Articles of Incorporation.

### (2) Appointment of 1 Substitute Executive Director

In preparation for the event of the number of Executive Officers falling below what is set forth by laws and regulations, the Investment Corporation will propose an agenda concerning the appointment of 1 Substitute Executive Director (candidate: Nobuyoshi Sato). In this proposal, the period during which the resolution on the appointment of the Substitute Executive Director shall remain in force is two years starting from June 11, 2014, on which the Executive Director will assume office in the above proposal on the appointment of the Executive Director, pursuant to the provisions in Paragraph 3 of Article 17 of the current Articles of Incorporation.

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(3) Appointment of 2 Supervisory Directors

As the term of office of Supervisory Directors Kaoru Takamatsu and Mikio Koyano will expire on June 11, 2014, the Investment Corporation will propose an agenda concerning the appointment of 2 Supervisory Directors. In this proposal, the term of office of the Supervisory Directors is two years starting from June 11, 2014, on which the Supervisory Directors will assume office, pursuant to the provisions in Paragraph 2 of Article 17 of the current Articles of Incorporation.

3. Schedule

- April 3, 2014: Approval of the agenda to be submitted to the General Meeting of Unitholders by the Board of Directors  
May 27, 2014: Sending of notices of convocation of the General Meeting of Unitholders (planned)  
June 11, 2014: Holding of the General Meeting of Unitholders and submission of the agenda concerning the partial amendments to the Articles of Incorporation and appointment of directors (planned)

(Note) After the approval at the General Meeting of Unitholders, the Investment Corporation will promptly make necessary notifications based on Article 191 of the Investment Trusts Act.

4. Others

Sekisui House SI Asset Management, Ltd., to which the Investment Corporation entrusts management of its assets, has resolved to partially amend the asset management guidelines, one of its internal rules, on the condition that the partial amendments to the Articles of Incorporation are approved at the General Meeting of Unitholders. For details of the amendments to the asset management guideline, please refer to the press release entitled “Notice Concerning Partial Amendments to Asset Management Guidelines at Asset Management Company” separately announced today.

\* Sekisui House SI Investment Corporation website: <http://www.shsi-reit.co.jp/eng/>