

June 25, 2021

For Immediate Release

Real Estate Investment Trust Securities Issuer  
1-1-1 Akasaka, Minato-ku, Tokyo  
XYMAX REIT Investment Corporation  
Representative: Shotaro Kanemitsu, Executive Director  
(Securities Code: 3488)

Asset Management Company  
XYMAX REAL ESTATE INVESTMENT ADVISORS  
Corporation  
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Notice Concerning Acquisition of Domestic Trust Beneficiary Right in Real Estate and Acquisition of Domestic Actual Real Estate and Leasing Thereof (“XYMAX Mita Building” and “The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors)”)

XYMAX REIT Investment Corporation (hereinafter “XYMAX REIT”) hereby announces that XYMAX REAL ESTATE INVESTMENT ADVISORS Corporation (hereinafter the “Asset Management Company”), the asset management company to which XYMAX REIT entrusts the management of its assets, decided on June 25, 2021 to acquire the trust beneficiary right in the following property and the actual real estate described in 1.(1) below (hereinafter the “Assets to Be Acquired”) and to conduct the leasing thereof.

Because XYMAX Corporation (hereinafter “XYMAX”), who is the seller of “The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors)” is the parent company of Asset Management Company and falls under the category of an interested party set forth in Paragraph 1 Article 201 of the Enforcement Order of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951, as amended) (hereinafter referred to as the “Investment Trust Act”) and Article 123 of the Act on Investment Trust and Investment Corporations (Cabinet Order No. 480 of 2000, as amended thereafter), as well as an interested party set forth in the REIT Stakeholder Transaction Management Rules, which are internal rules of Asset Management Company. Accordingly, in entering into Sales and Purchase Agreement of “The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors)”, Asset Management Company has conducted the required deliberations and resolutions in accordance with the provisions of the Rules on the Management of Transactions of Interested Persons. In accordance with these Rules, Asset Management Company has obtained XYMAX REIT’s approval at the Board of Directors meeting of XYMAX REIT held on June 25, 2021, based on its internal rules.

1. Overview of the Acquisition

(1) Assets to Be Acquired

Category	Property no. (Note 1)	Property name	Location	Anticipated acquisition price (million yen) (Note 2)	Appraisal value (million yen) (Note 3)	Appraisal NOI yield (Note 4)	Existence of intermediary:
Office	OF-08	XYMAX Mita Building (Note5)	Minato-ku, Tokyo	668	727	5.0%	None
Retail	RT-05	The Park House Totsuka Front (the Retail	Yokohama-shi, Kanagawa	540	622	5.5%	None

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		Portions of 1st and 2nd Floors)					
Total / Average (2 Properties)			—	1,208	1,349	5.2%	—

- (2) Scheduled purchase and sale agreement date : June 25, 2021
- (3) Scheduled acquisition date : July 1, 2021
- (4) Sellers : See “4. Profile of Seller” below.
- (5) Acquisition Funds : Borrowings (Note 6) and cash on hand
- (6) Settlement method : Full payment upon settlement

(Note 1) “Property no.” refers to the property codes and numbers according to the type of the asset held by XYMAX REIT. For each code, OF represents Office, RT represents Retail, HT represents Hotel, and OT represents Other. The same shall apply hereinafter.

(Note 2) “Anticipated acquisition price” is the purchase price of the Assets to Be Acquired as set forth in the respective purchase and sale agreement. The purchase price does not include national and local consumption taxes nor acquisition costs and is rounded down to the nearest million yen. The same shall apply hereinafter.

(Note 3) “Appraisal value” represents the appraised value as stated in the real estate appraisal report dated May 31, 2021, as appraisal date. The appraisals were prepared by the Japan Real Estate Institute for the XYMAX Mita Building and by the Tanizawa Sogo Appraisal Co., Ltd. for The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floor).

(Note 4) “Appraisal NOI yield” is the ratio of appraisal NOI of Assets to Be Acquired to the anticipated acquisition price rounded off to the first decimal place as a percentage. Appraisal NOI refers to net operating income calculated by deducting operating expenses from operating revenue in the appraisal report and refers to revenue before depreciation is deducted. It is different from NCF (net income, i.e. Net Cash Flow), which are calculated by adding investment gains on security deposits and deducting capital expenditures from NOI. Appraisal NOI yield are figures calculated by Asset Management Company and are not figures in the appraisal report. Actual figures may differ from those after the acquisition by XYMAX REIT.

(Note 5) As of today, the name of XYMAX Mita Building is “Dai-ni Futaba Building”, but since it is scheduled to be changed to the XYMAX Mita Building after the acquisition by XYMAX REIT, the name after the change is stated in this document.

(Note 6) For more details, please refer to “Notice Concerning Borrowing of Funds” dated June 25, 2021.

**2. Reasons for the acquisition and leasing**

XYMAX REIT has been growing steadily since the listing, and has adopted a policy of securing stable earnings and realizing steady growth in assets under management from a medium-to long-term perspective through various growth strategies such as internal growth and external growth.

Regarding external growth, XYMAX REIT will capture opportunities to sell properties by utilizing the customer base and information capabilities of the sponsor, XYMAX Group. At the same time, XYMAX REIT will select properties where stable operations can be expected after acquisition by carefully analyzing the properties based on various knowledge, know-how, and data related to real estate management accumulated by XYMAX Group. XYMAX REIT will also adhere to an acquisition perspective that is conscious of the balance between distribution growth and financial soundness.

The Assets to Be Acquired are properties owned by XYMAX or obtained sales information through XYMAX Group's network, and the acquisitions will be made through privately negotiated transactions utilizing the information capabilities of XYMAX Group in both properties. In addition, XYMAX Mita Building is an acquisition through initiatives that utilize the so-called "bridge scheme" (Note) to realize flexible timing of acquisitions by exercising the preferential negotiation rights held by the Asset Management Company, and have the opportunity to acquire properties after decreasing the acquisition price to a certain extent depending on the timing of acquisition.

XYMAX REIT has determined that the Assets to Be Acquired can be expected to be stably managed over the medium to long term, taking into consideration the following points. XYMAX REIT has decided to acquire these assets because it is believed that the acquisitions will be consistent with the Investment Policy of XYMAX REIT and will contribute to improving the quality of the portfolio and unitholder value.

(NOTE) The "bridge scheme" is a scheme that involves only the acquisition of preferential negotiation rights without the conclusion of sales contracts. It does not fall into the category of forward commitments, etc. (contracts for sale or purchase on the other day

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that are to be settled or delivered for more than 1 month after the conclusion of the contract, or other similar contracts) assumed in the "Comprehensive Guidelines for Supervision of Financial Instruments Business Operators, etc." stipulated by the Financial Services Agency.

- OF-08 XYMAX Mita Building (hereinafter "Assets to Be Acquired (1)")  
Assets to Be Acquired (1) have the following features.
  - ✓ This is an Office building located in Minato-ku, Tokyo.
  - ✓ This is an office building located 5 minutes on foot from Mita Station of Toei Subway Mita and Asakusa Lines and 7 minutes on foot from Tamachi Station of the JR Yamanote Line and etc.
  - ✓ Many office buildings are located along Sakurada-Dori, and several major companies are headquartered in the vicinity of Sakurada-Dori. In addition, the Keio Nakadori Shopping District has enhanced its office supporting functions, such as abundant restaurants. Due to the availability of multiple public transportation services and high accessibility to major business areas, XYMAX REIT considers this location to be a location where solid tenant demand can be expected, including relocations from outside the surrounding area.
  - ✓ The typical floor area is approximately 76 m<sup>2</sup> (approximately 23 tsubo), and the ceiling is 2,400mm high. On the equipment side, it is equipped with an OA floor (raised floor) (100 mm), individual air conditioning, and 1 elevator.
  - ✓ During the period held under the bridge scheme, when vacant floors appear, interior renovation work has been implemented to reduce interior and restoration costs when tenants move in and out in the future, and attracts tenants with reduced initial costs such as security deposits through the use of guarantee companies. In this way, Assets to Be Acquired (1) is able to capture a wide range of needs, such as appealing to companies that want to efficiently utilize a small number of people and cash on hand. As a consequence of these efforts, some contracts have been concluded at a higher rent than appraisal unit rent, and the average unit rent has risen by approximately 18.0% since the time of acquisition under the bridge scheme. Even after the acquisition by XYMAX REIT, depending on the circumstances, we will consider the implementation of similar initiatives for vacant floors.
  
- RT-05 The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors) (hereinafter "Assets to Be Acquired (2)")  
(1) Features of the Assets to Be Acquired (2)  
Assets to Be Acquired (2) have the following features.
  - ✓ This is a station-front retail property located 3 minutes on foot from Totsuka Station of JR Tokai-do Line and Yokohama Municipal Subway Blue Line.
  - ✓ Assets to Be Acquired (2) is a retail property located on the first and second floors of a residential property (106 units in total) that was developed through a public offering project of Yokohama City (the "Public Offering Project") and completed in May 2018.
  - ✓ XYMAX Group is involved in this Public Offering Project together with a Japanese major developer, for example, to engage in activities to attract tenants for the Assets to Be Acquired (2) from the development stage.
  - ✓ As of today, the Assets to Be Acquired (2) is 100% occupied by clinics, dispensing pharmacies, ZXY, a satellite office service operated by XYMAX, etc., and the tenant structure is such that even in the Corona crisis, the impact of the decline in sales and other factors is minimal.  
(2) Overview of Market Area
  - ① Location and Transportation accesses
    - ✓ With 225,000 passengers per day in FY2018, the site is located in front of a station at Totsuka Station, the fourth largest number of passengers in Kanagawa Prefecture, and is a location with residential areas behind it. In addition, it is located at the intersection of National Road No. 1 and Chogo-Kaido Street, and has high visibility.
    - ✓ Located on the living lines of neighboring residents who pass through the underpass of Chogo-

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Kaido Street from Totsuka Station, this location is suitable for lifestyle-oriented service formats, targeting mainly residents who use railway stations.

② Overview of the surrounding area

- ✓ According to the 2020 Basic Resident Register, the administrative population of Totsuka-ku is 282,000, an increase of 2.2% over 2015.
- ✓ The percentage of people in their 30s is high in the current commercial area, and the percentage of people in their 20s is also high compared to the average of Kanagawa Prefecture. This is an area that appeals to many younger generations because of its good access to Yokohama Station and central Tokyo.

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### 3. Summary of Assets to be Acquired

The summary of Assets to Be Acquired is as follows.

Refer to Reference 3 “Explanation of matters stated in Summary of Assets to Be Acquired” for explanations of matters stated in the columns in the table.

#### ➤ Assets To Be Acquired (1)

Property Name	XYMAX Mita Building		Category	Office
			Property no.	OF-08
<b>Summary of the Specified Asset</b>				
Expected date of acquisition	July 1, 2021		Type of specified asset	Trust beneficiary right
Anticipated acquisition price	668 Million yen		Outline of Trust beneficiary right	Mitsubishi UFJ Trust and Banking Corporation
Appraisal value (appraisal date)	727 Million yen (May 31, 2021)			Trust maturity date
Location	5-13-11, Shiba, Minato-ku, Tokyo			
Transportation	5 minutes on foot from Mita Station of Toei Subway Mita and Asakusa Lines 7 minutes on foot from Tamachi Station of JR Yamanote Line, etc.			
Land	Lot number	5-3-39, Shiba, Minato-ku, Tokyo	Area	137.02 m <sup>2</sup>
	Building coverage ratio	80%	Floor-area ratio	600%
	Zoning	Commercial area	Type of Ownership	Ownership
Building	Construction date	May 31, 1991	Structure and number of floors	Steel construction, flat roof, ten floors
	Use	Office	Total Floor Area	799.78 m <sup>2</sup>
	Architect	KOKEN ARCHITECTS, INC.	Builder	Tosei Corporation
	Construction confirmation	District construction surveyor, Minato-ku	Type of Ownership	Ownership
ML company (planned)	Godo Kaisha ML1		ML type	Pass-through
PM company (planned)	XYMAX ALPHA Corporation			
Remarks Not applicable				
<b>Overview of Leasing</b>				
Leasable area	741.41 m <sup>2</sup>		Leased area	589.05 m <sup>2</sup>
Occupancy rate	79.5%		Number of tenants	8
Annual rent	30,278 thousand yen		Lease deposits	6,791 thousand yen
Main tenant	Undisclosed (Note)			
(NOTE) Since the approval of the lessee for the disclosure of information has not been obtained, the information has not been disclosed due to this unavoidable reason				
<b>Outline of Engineering Report</b>				
Inspection company	Tokio Marine & Nichido Risk Consulting Co., Ltd.		Date of inspection	June 2021
Urgent and short-term repair expenses	0 yen		Long-term repair expenses (annual averages)	5,232 thousand yen
<b>Outline of Earthquake Risk Analysis, etc.</b>				
Inspection company	Tokio Marine & Nichido Risk Consulting Co., Ltd.		PML	2.6%
State of collaterals	None			

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Summary of Appraisal Report		
Property name	XYMAX Mita Building	
Appraisal value	727 Million yen	
Name of appraiser	Japan Real Estate Institute	
Appraisal date	May 31, 2021	
Items	Details (unit: thousand yen)	Summary, etc.
Value based on income approach	727,000	Assessed by jointly analyzing the values indicated by the income approach based on the direct capitalization method and the DCF method.
Value based on direct capitalization method	738,000	
(1) Operating revenue (i. - ii.)	45,432	
i. Effective gross revenue	47,782	Assessed the reasonable rents that can be received stably for the medium to long term, based on current and expected new rent and characteristics of tenants, etc.
ii. Loss from vacancy, etc.	2,350	Assessed medium-to long-term stable occupancy rates and estimated loss from vacancy based on the occupancy status, supply and demand trends, past results, and future trends of similar properties.
(2) Operating expenses (a. +b. +c. +d. +e. +f. +g. +h.)	12,228	
a. Maintenance and management expenses	3,700	Assessed in consideration of the individuality of the subject property with reference to the past year results and maintenance and management expenses of similar properties.
b. Utility expenses	2,000	Assessed based on the historical results after taking into account the occupancy rate, etc.
c. Repair expenses	1,570	Assessed in consideration of prior year actual results, future management and operation plans, expense levels of similar properties and ER.
d. PM fee	1,898	Assessed in consideration of contracted terms, rates of PM fee calculations for similar properties, and the individuality of the subject property.
e. Tenant leasing expenses, etc.	352	Estimated the annual average amount based on the assumed turnover period of tenants.
f. Taxes and public dues	2,655	Estimated based on available property taxes information.
g. Insurance premiums	53	Estimated in consideration of insurance premiums under the insurance contracts and insurance premium rates for buildings similar to the subject building.
h. Other expenses	0	There are no special expenses.
(3) Net operating income ((1)-(2))	33,204	
(4) Gain from investment of deposits	104	Assessed by multiplying the amount of deposits based on the current leases, the number of months of deposits at the time of new contracts, and occupancy rates by the investment yield of 1.0%.
(5) Capital expenditures	3,802	Estimated considering the level of capital expenditures, age and ER of similar properties.
Net income ((3)+(4)-(5))	29,506	
Capitalization rate	4.0%	Assessed based on yields used as benchmarks for subject district, considering location, building conditions, etc., and taking into account uncertainties in the future and

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			transaction yields related to similar properties.
	DCF-based Value based on income approach	716,000	
	Discount rate	3.5%	Assessed based on a comprehensive consideration of the individuality, etc. of the subject property, with reference to investment yields, etc. of similar properties.
	Terminal capitalization rate	3.9%	Assessment based on a comprehensive consideration of future trends of investment yields, etc. with reference to transaction yields, etc. of similar properties.
	Cost approach value	665,000	
	Land ratio	89.8%	
	Building ratio	10.2%	
	Other items considered by real estate appraiser upon appraisal	None.	

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➤ Assets to Be Acquired (2)

Property Name	The Park House Totsuka Front (the Retail Portion of 1st and 2nd Floors)		Category	Retail
			Property no.	RT-04
<b>Summary of the Specified Asset</b>				
Expected date of acquisition	July 1, 2021		Type of specified asset	Actual Real Estate
Anticipated acquisition price	540 Million yen			
Appraisal value (appraisal date)	622 Million yen (May 31, 2021)			
Location	4018-1, Totsuka-cho, Totsuka-ku, Yokohama-shi, Kanagawa			
Transportation	3 minutes on foot from Totsuka Station of JR Tokai-do Line and Yokohama Municipal Subway Blue Line			
Land	Lot number	2-4018-1, Totsuka-cho, Totsuka-ku, Yokohama, etc.	Area	1,595.49 m <sup>2</sup> (Note 1)
	Building coverage ratio	80%	Floor-area ratio	600%
	Zoning	Commercial area	Type of Ownership	Ownership (Note 2)
Building	Construction date	May 23, 2018	Structure and number of floors	Reinforced concrete flat roof, 14 floors with 1 basement level
	Use	Stores	Total Floor Area	12,236.50 m <sup>2</sup> (Note 1)
	Architect	Fujita Corporation 1st Class Architects Office	Builder	Fujita Corporation
	Construction confirmation	HOUSEPLUS ARCHITECTURAL INSPECTION, inc.	Type of Ownership	Sectional ownership (Note 3)
ML company (planned)	XYMAX ALPHA Corporation		ML type	Pass-through
PM company (planned)	XYMAX ALPHA Corporation			
Remarks				
<ul style="list-style-type: none"> <li>Assets to Be Acquired (2) may not change the designated use, not be transferred and loaned to a third party until 30 Sep, 2023, unless approved by Yokohama City in writing. However, in the case Yokohama City approves, transfer and loan to the third party may be possible. The Acquisition of the Assets to Be Acquired (2) by XYMAX REIT has been approved by Yokohama City in writing.</li> <li>The management association leases a part of the roof free of charge to Tsunagu Network Communications, Inc. (hereinafter Tsunagu Net) under a temporary loan for use agreement. Tsunagu Net installed its solar power generation equipment and is supplying electricity to the common area of Assets to Be Acquired (2).</li> </ul>				
<b>Overview of Leasing</b>				
Leasable area	861.60 m <sup>2</sup>	Leased area	861.60 m <sup>2</sup>	
Occupancy rate	100%	Number of tenants	5	
Annual rent	46,723 thousand yen	Lease deposits	30,562 thousand yen	
Main tenant	XYMAX Corporation			
<b>Outline of Engineering Report</b>				
Inspection company	Sompo Risk Management, Inc.		Date of inspection	June 10, 2021
Urgent and short-term repair expenses	0 yen		Long-term repair expenses (annual averages)	2,422 thousand yen
<b>Outline of Earthquake Risk Analysis, etc.</b>				
Inspection company	Tokio Marine & Nichido Risk Consulting Co., Ltd.		PML	6.7%
<b>State of collaterals</b>	None			

(Note 1) Areas are the total area of the entire site and the total floor area of the entire building based on the entries in the real estate registry.

(Note 2) With regard to land, a site right has been established for the building, and the site area equivalent to the percentage of ownership in the building of the real estate in kind that XYMAX REIT plans to acquire is approximately 197.84 m<sup>2</sup> (approximately 12.4%).

(Note 3) The amount of exclusive area based on the list of the real estate registry of the sectional ownership that XYMAX REIT is planning to acquire is 1,080.19 m<sup>2</sup>.

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<b>Summary of Appraisal Report</b>		
Property name	The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors)	
Appraisal value	622 Million yen	
Name of appraiser	Tanizawa Sogo Appraisal Co., Ltd.	
Appraisal date	May 31, 2021	
Items	Details (unit: thousand yen)	Summary, etc.
Value based on income approach	622,000	Assessed mainly based on DCF-based value and compare it with the value based on the direct capitalization method.
Value based on direct capitalization method	626,000	
(1) Operating revenue (i. - ii.)	49,771	
iii. Effective gross revenue	52,434	Assessed based on the rent level recognized to be stable level, considering actual rent and recent leasing results, etc.
iv. Loss from vacancy, etc.	2,662	Assessed based on the vacancy rate recognized to be stable, considering occupancy trend and market conditions, etc.
(2) Operating expenses (a. +b. +c. +d. +e. +f. +g. +h.)	20,242	
a. Maintenance and management expenses	4,652	Assessed based on estimated amount and historical results.
b. Utility expenses	4,911	Assessed based on historical results.
c. Repair expenses	625	Assessed based on ER, similar cases, etc.
d. PM fee	2,400	Assessed based on estimated amount.
e. Tenant leasing expenses, etc.	619	Assessed based on estimated amount, tenant replacement ratio, etc.
f. Taxes and public dues	3,620	Assessed based on property taxes data for FY2021.
g. Insurance premiums	103	Assessed based on estimated amount.
h. Other expenses	3,309	Assessed based on historical results, etc.
(3) Net operating income ((1)-(2))	29,529	
(4) Gain from investment of deposits	322	
(5) Capital expenditures	1,668	Assessed based on ER, similar cases, etc.
Net income ((3)+(4)-(5))	28,183	
Capitalization rate	4.5%	Assessed by comprehensively considering the location, building, and other conditions of the subject property and by referring to capitalization rate of similar properties in the same trading area.
DCF-based Value based on income approach	620,000	
Discount rate	4.6%	Assessed by determining the yield of retail property using the accumulation method based on the yield of financial instruments, etc., and considering the individual risks of the subject property.
Terminal capitalization rate	4.7%	Assessed based on the capitalization rate considering the future uncertainty.
Cost approach value	602,000	
Land ratio	41.8%	
Building ratio	58.2%	
Other items considered by real estate appraiser upon appraisal	None.	

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#### 4. Profile of Seller

##### (1) Assets to Be Acquired (1)

The seller of the Assets to Be Acquired (1) is a domestic company, however, the name of the seller cannot be disclosed since the approval of the seller for the disclosure of information has not been obtained. The seller is neither an interested party stipulated in Article 201(1) of the Investment Trust Law or Article 123 of the Enforcement Order of the Investment Trust Law nor an interested party stipulated in the Regulations Governing the Management of REIT Interested Party Transactions, which is an internal regulation of the Asset Management Company (hereinafter collectively referred to as the "Interested Party"). In addition, there are no noteworthy equity, personal or business relationships between the seller and XYMAX REIT and the Asset Management Company, and the seller does not fall under the category of a related party of the Asset Management Company.

##### (2) Assets to Be Acquired (2)

(1)	Name	XYMAX Corporation
(2)	Location	1-1-1, Akasaka, Minato-ku, Tokyo
(3)	Representative	Kenji Yoshimoto, President
(4)	Business activities	<ul style="list-style-type: none"> <li>• Ownership, sale, purchase, lease, management, brokerage, consulting and appraisal of real estate</li> <li>• Outsourcing of operations related to real estate such as Office buildings, Retail properties, logistics properties, and Hotel</li> <li>• Comprehensive management and maintenance services for buildings and related facilities</li> <li>• Comprehensive Security Services</li> <li>• Planning, subcontracting, construction, design, construction supervision, and consulting services for construction work, etc.</li> <li>• Financial instruments business prescribed in the Financial Instruments and Exchange Act</li> <li>• Research, analysis and research on real estate management and the real estate market</li> </ul>
(5)	Capital	2,892 Million yen (As of the end of March, 2021)
(6)	Date of establishment	March 1, 1990
(7)	Net assets	25,665 Million yen (As of the end of March, 2021)
(8)	Total assets	117,340 Million yen (As of the end of March, 2021)
(9)	Major shareholders and their shareholding ratio	JDC CORPORATION (9.3%), SG Holdings, Inc. (6.2%), Nippon Steel Kowa Fudosan Co., Ltd. (5.2%), Mitsubishi UFJ Capital Co., Ltd. (4.6%) (Note) Major shares and holding ratios are as of the end of March 2021, and the holding ratios are rounded off to the nearest second decimal place.
(10)	Relationship between the investment corporation and asset management company and the said company	
	Capital relationship	The said company owns the Investment units of 5.6% XYMAX REIT's outstanding units as of the date hereof. In addition, the relevant company is the parent company of the Asset Management Company (100% stake), which corresponds to interested parties, etc. stipulated in the Investment Trust Law.
	Personnel relationship	As of today, 6 of the Asset Management Company's executives and employees are seconded from the said company
	Business relationship	The said company is a Sponsor stipulated in a sponsor support agreement entered into with XYMAX REIT and the Asset Management Company.
	Status of relationship	The said company is the parent company of the Asset Management Company and corresponds to a related party. In addition, as described above, it corresponds to persons with interests in the Asset Management Company as stipulated in the Investment Trust Law.

#### 5. Transactions with interested parties

Since XYMAX Corporation, the seller of the Assets to Be Acquired (2), qualifies as a stakeholder, the Asset Management Company has obtained the consent of XYMAX REIT based on the approval of the Board of Directors of XYMAX REIT today, in accordance with the Investment Trust Law, in entering into the purchase and sale agreement.

With respect to the Assets to Be Acquired (1), a property management agreement (hereinafter "PM

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Agreement”) will be concluded between the Trustee of the Assets to Be Acquired (1) (hereinafter “Trustee”) and XYMAX ALPHA Corporation (hereinafter “Contractor”), and with respect to the Assets to Be Acquired (2), a master lease and property management agreement (hereinafter “ML and PM Agreement”) will be concluded between Contractor on the scheduled acquisition date.

Since Contractor is a stakeholder, the Asset Management Company has obtained the consent of the XYMAX REIT based on the approval of the Board of Directors of XMAX REIT today, in accordance with the Investment Trust Act, in entering into the Business Trust Agreement.

6. Status of Previous Owners, etc.

Property acquisitions from special interested parties are as follows:

The following tables describe: (1) the Company's name, (2) the relationships with those in which the Company has a special interest, and (3) the history and reasons for the acquisition.

Property Name (Location)	Previous Owner	Former Owner
	(1), (2), (3) Acquisition price Time of acquisition	-
The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors) (4018-1, Totsuka-cho, Totsuka-ku, Yokohama-shi, Kanagawa)	(1) XYMAX Corporation (2) Parent company of the Asset Management Company (3) Acquired for investment purposes	Other than those with special interests
	Omitted because the property is owned for more than 1 year.	-
	July 2018	-

7. Outline of Intermediation

Not applicable.

8. Future Outlook

The impact of the acquisition of the Assets to Be Acquired is immaterial and is within the minor criteria set forth by the Tokyo Stock Exchange.

XYMAX REIT's forecast of the status of operations for the August 2021 (7th fiscal period) and the February 2022 (8th fiscal period), which incorporates this impact, is scheduled to be announced in the Investment Corporation's August 2021 (7th fiscal period) financial results report, which is scheduled to be announced on 15 October, 2021.

\* XYMAX REIT website: <https://xymaxreit.co.jp/en/index.html>

(For reference)

“Notice Regarding Borrowing of Funds” dated June 25, 2021

<Attachment>

Reference 1 Property photographs and maps

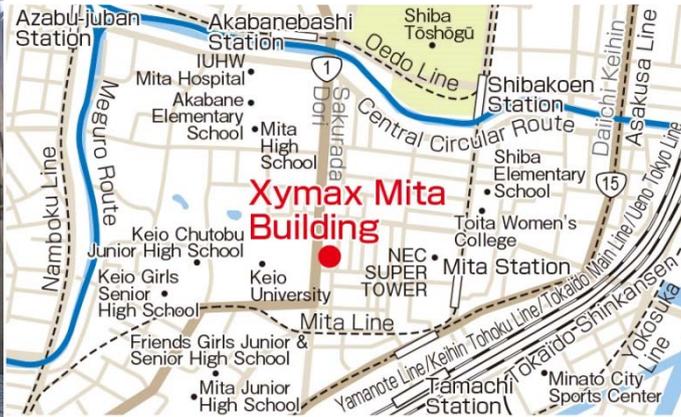
Reference 2 Property portfolio of XYMAX REIT (after the transaction)

Reference 3 Explanation of matters to be stated in Summary of Assets to Be Acquired

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Reference 1 Property photographs and maps

➤ XYMAX Mita Building



➤ The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors )



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**Reference 2 Property portfolio of XYMAX REIT (after the transaction)**

Category	Property no.	Property name	Location	(Expected) acquisition date	(Anticipated) acquisition price (million yen) (Note 1)	Share of portfolio (%) (Note 2)
Office	OF-01	XYMAX Nishi-Shimbashi Building	Minato-ku, Tokyo	February 16, 2018	2,500	7.1
	OF-02	XYMAX Iwamotocho Building	Chiyoda-ku, Tokyo	February 16, 2018	4,250	12.0
	OF-03	XYMAX Shinjuku-Gyoen Building	Shinjuku-ku, Tokyo	February 16, 2018	5,020	14.2
	OF-04	XYMAX Kamiyacho Building	Minato-ku, Tokyo	February 16, 2018	880	2.5
	OF-05	XYMAX Higashi-Azabu Building	Minato-ku, Tokyo	February 16, 2018	1,550	4.4
	OF-06	XYMAX Higashi-Ueno Building	Taito-ku, Tokyo	February 16, 2018	1,150	3.3
	OF-07	XYMAX Hachioji Building	Hachioji-shi, Tokyo	February 16, 2018	2,600	7.4
	OF-08	XYMAX Mita Building	Minato-ku, Tokyo	July 1, 2021	668	1.9
	Subtotal/Average			-	-	18,618
Retail	RT-01	Muza Kawasaki	Kawasaki-shi, Kanagawa	February 16, 2018	4,100	11.6
	RT-02	Life Kawasaki Miyuki Store	Kawasaki-shi, Kanagawa	February 16, 2018	790	2.2
	RT-03	Vita Seiseki-Sakuragaoka	Tama-shi, Tokyo	February 16, 2018	3,100	8.8
	RT-04	Life Fukuizumi Store	Sakai-shi, Osaka	September 1, 2020	1,065	3.0
	RT-05	The Park House Totsuka Front (the Retail Portions of 1st and 2nd Floors)	Yokohama-shi, Kanagawa	July 1, 2021	540	1.5
	Subtotal/Average			-	-	9,595
Hotel	HT-01	Hotel Vista Sendai	Sendai-shi, Miyagi	February 16, 2018	4,400	12.5
	Subtotal/Average			-	-	4,400
Other	OT-01	Renaissance 21 Chihaya	Fukuoka-shi, Fukuoka	February 16, 2018	2,700	7.6
	Subtotal/Average			-	-	2,700
Total/Average			-	-	35,313	100.0

(Note 1) "(Anticipated) acquisition price" refers to the transaction amount excluding acquisition expenses, (brokerage fees, tax and dues, etc.) listed in each the purchase and sale agreement, and is rounded down to the nearest million yen.

(Note 2) "Share of portfolio" is the percentage of acquisition price or (anticipated) acquisition price of each portfolio asset versus the total of acquisition price and (anticipated) acquisition prices, rounded to one decimal place.

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Reference 3 Explanation of matters to be stated in Summary of Assets to Be Acquired

(a) Explanation of the “Category” and “Property no.”

- “Category” refers to Office, Retail, Hotel, and Other that XYMAX REIT will invest in.
- “Property no.” is numbered as OF for Office, RT for Retail, HT for Hotel, and OT for Other.

(1) Explanation of the “Summary of the Specified Asset”

- “Expected date of acquisition” indicates the expected date of acquisition of the trust beneficiary right and actual real estate contained in the respective purchase and sale agreement for the Assets to Be Acquired.
- “Type of the specified asset” describes the type of real estate and other assets as specified assets and the assets incidental or related thereto.
- “Anticipated acquisition price” rounds down the sales price (excluding consumption tax, local consumption tax, and brokerage fees) stated in the sales contract pertaining to the Assets to Be Acquired to the nearest million yen.
- “Appraisal value (appraisal date)” refers to Appraisal value stated in the real estate appraisal report relating to the Assets to Be Acquired prepared by Japan Real Estate Institute and Tanizawa Sogo Appraisal Co., Ltd.
- Outline of Trust beneficiary right lists the terms of the trust agreement entered into with Trustee for the Assets to Be Acquired.
- In principle, the “Location” describes the residential address.
- “Transportation” describes the time (rounded up to the nearest minute) when the distance from the nearest station calculated by Asset Management Company is walked at 80 meters per minute or the time indicated in the real estate appraisal report or Engineering Report.
- “Lot number” describes the building's location on the real estate register (or location of one of them if there is more than one).
- “Site area” is based on the description in the real estate registry (including the leased land area if any) and may not coincide with the current situation.
- Land's “Building coverage ratio” refers, in principle, to the ratio of the building area of a building to site area set forth in Article 53 of the Building Standards Act (Law No. 201 of 1950, including subsequent revisions; the same shall apply hereinafter), and includes the upper limit of building coverage ratio (designated building coverage ratio), if any, set forth in the City Planning in accordance with Zoning, etc. The specified building coverage ratio may be relaxed, increased or reduced due to fire-resistant buildings in the Fire Protection Geographic Area or for other reasons and may differ from building coverage ratio actually applied.
- “Floor-area ratio” refers to the ratio of the total area of buildings to Site Area set forth in Article 52 of the Building Standards Act, and includes the upper limit (designated floor-area ratio) of floor-area ratio set forth in the city plan according to Zoning, etc. (if there are two or more such values, both). The specified floor-area ratio may be relaxed, increased or decreased due to the width of the road to be connected to the site or for other reasons, and may differ from floor-area ratio actually applied.
- “Zoning” describes the types of Zoning (if there are more than one) listed in Article 8, Clause 1, item 1 of the Urban Planning Law (Law No. 100 of 1968, including any subsequent revisions).
- The “Type of ownership” of land and building describes the types of rights pertaining to the Assets to Be Acquired by XYMAX REIT.
- “Construction date” indicates the date of the new construction of the main building described in the real

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estate register.

- “Structure and number of floors” is based on real estate registers for the main building.
- “Use” is based on building types of entries in the real estate registry for the main building.
- “Total floor area” includes the floor area of the attached building based on the description in the real estate register.
- “Architect,” “Constructor” and “Inspection agency” are listed in the name of the company or institution at the time the building was designed and constructed.
- “ML company” and “PM company” represent the master leasing company and PM company for the Assets to Be Acquired. “ML type” is the master lease type of the Assets to Be Acquired (pass-through type, fixed rent type, or variable rent type).
- In addition to matters that are considered to be important for rights and use relating to the Assets to Be Acquired as of today, remarks include matters that are considered to be of importance considering the appraised value, profitability, and impact on disposal potential.

(c) “Overview of Leasing”

- “Leasable area” represents the sum of leased area based on building drawing and other drawings attached to the lease agreements as of today and the vacant area based on building drawing and other drawings.
- “Leased area” presents the totals of leased area based on the lease agreements relating to the Assets to Be Acquired as of today and building drawings attached to the lease agreements. In the event that a master lease agreement has been concluded for the Assets to Be Acquired, the total area actually concluded and leased with the end tenant is rounded to the nearest third decimal place.
- “Occupancy rate” represents the ratio of leased area to leasable area related to the Assets to Be Acquired as of today, rounded off to the first decimal place.
- “Number of tenants” presents the sum of number of tenants on the Assets to Be Acquired under a lease agreement entered into as of today. (the total number of end tenants if the pass-through master lease agreement is concluded).
- “Annual rent revenue” rounds down the sum of the annual rent (one-year rent calculated in accordance with the provisions of the lease agreement if only the monthly rent is provided) including the CAM set forth in the respective lease agreement for which the Assets to Be Acquired has been executed as of today to the nearest million yen.
- “Security deposit” with respect to tenants already occupied, rounds down the sum of the security deposit specified in the respective lease agreement as of today to the nearest million yen. In addition, in the event that the master lease agreement has been concluded for the Assets to Be Acquired and if the security deposit is equal to the total of the security deposit stipulated in the lease agreements concluded with the end tenants, the sum of the security deposit and is rounded down to the nearest million yen.
- “Main tenant” represents the tenant that leases the biggest area among the tenants those who leases the Assets to Be Acquired from XYMAX REIT or Trustee as of today. Where a pass-through type master lease agreement has been concluded, the Main tenant represents the end tenants.

(d) Explanation concerning the “Outline of Engineering Report”

- “Urgent and short-term repair expenses” and “Long-term repair expenses (annual averages)” are stated based on Engineering Report.
- “Short-term repair expenses” refers to the cost of repairing and renewing defects that require repairs, etc.

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in preference to daily maintenance, and describes the estimated total amount of repair expenses required within one year from the date of Engineering Report.

- “Long-term repair expenses (annual average)” refers to the cost of repair and renewal for the purpose of maintaining functions or safety in operation for aging deterioration. The aggregate amount of repair expenses and renewal costs required within 12 years from the date of Engineering Report is converted into the annual average amount by Asset Management Company and rounded off to the nearest thousand yen.

(d) Explanation of the “Outline of Earthquake Risk Analysis, etc.”

- “PML” means the expected loss rate (Probable Maximum Loss) due to earthquakes. Although there is no uniform and rigorous definition of PML, this document defines expected losses and probabilities for large and small earthquakes that may occur in 475 years as the percentage of expected losses relative to building replacement cost calculated and statistically processed. PML is calculated based on the ground conditions, geographic area factors, and structural considerations. PML figures are based on Seismic Risk Evaluation Report dated June 2021 issued by Tokio Marine & Nichido Risk Consulting Co., Ltd. The descriptions in Seismic Risk Evaluation Report only indicate the opinions of the reporter and do not guarantee the appropriateness or accuracy of the descriptions.

(f) Explanation of the “State of collaterals”

- If the collaterals are cancelled after the acquisition of the Assets to Be Acquired, stated as “None.”

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