

To All Concerned Parties

August 31, 2016

**REIT Securities Issuer** 

3-8-11 Kudan Minami, Chiyoda-ku, Tokyo Sakura Sogo REIT Investment Corporation

Makoto Muranaka, Representative:

**Executive Director:** (Securities Code 3473)

Asset Management Company:

Sakura Real Estate Funds Management, Inc. Representative:

Makoto Muranaka,

Representative Director and

President

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# Notice Concerning Pricing for the Issuance of New Investment Units and Secondary Offering

Sakura Sogo REIT (hereinafter the "Investment Corporation") announces that it determined the issue price and other details with regard to the issuance of new investment units and secondary offering of investment units resolved at its Board of Officers meeting held on August 5, 2016, as described below.

1. Issuance of new investment units through public offering (primary offering)

(1) Number of investment units

332,000 units

to be offered:

Out of which; the number of investment units for domestic offering is 298,421 units and the number of investment units for overseas sales (sales to overseas investors in overseas markets (excluding the U.S. and Canada)) is 33,579 units

(2) Amount to be paid in:

¥87,815 per unit

(Issue amount)

(3) Total amount to be paid in

(issue amount):

¥29,154,580,000

(4) Issue price: ¥91,000 per unit

(Offer price)

(5) Total issue price

¥30,212,000,000

(offer price):

(6) Subscription period: September 1, 2016 (Thursday) through September 6, 2016 (Tuesday)

September 7, 2016 (Wednesday) (7) Payment date: (8) Delivery date: September 8, 2016 (Thursday)

(Note) The underwriters will underwrite and purchase the Investment Corporation's investment units at the above amount to be paid in (issue amount), and conduct public offering at the above issue price (offer price).

## 2. Basis for Calculating the Issue Price

Upon determining the issue price and other details, the Investment Corporation conducted book building centering on institutional investors based on the provisional conditions for the issue price (91,000 year

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exemption from registration under the United States Securities Act of 1933. In case securities are to be publicly offered in the United States, prospectus written in English prepared based on the United States Securities Act of 1933 shall be sued. In such a case, investors will be able to obtain the English prospectus from the Investment Corporation or the selling agency, and detailed information on the Investment Corporation and its executive team as well as the financial statements will be provided in the English prospectus. The securities referred to in this press release will not be publicly offered or sold in the United States.



or more but not exceeding 92,000 yen).

As a result of the above book building, the issue price was determined as 91,000 yen, comprehensively taking into account the market environment including the Real Estate Investment Trust Securities Market, price fluctuation risks during the period leading up to the listing date and other factors.

Furthermore, amount to be paid-in (issue amount) for the issuance of new investment units through public offering was determined as 87,815 yen.

### 3. Secondary offering, etc. through over-allotment

It was stated that secondary offering (hereinafter "Secondary Offering through Over-Allotment") of the Investment Units may be implemented after giving consideration to the demand status, etc. for public offering when implementing the offering and separately from the public offering, in which SMBC Nikko Securities Inc. borrows the Investment Units with a maximum limit of up to 10,400 units from Galaxy JREIT Pty Limited and Nippon Kanzai, Co., Ltd. (hereinafter the "Designated Parties") (provided that such borrowing shall be subject to the condition that the Investment Units subject to the public offering will be sold to the Designated Parties; hereinafter the "Investment Units to be Borrowed"). However, as a result of giving consideration to the demand status, etc. of the book building, it was decided the Secondary Offering through Over-Allotment would not take place.

In relation to the Secondary Offering through Over-Allotment, in order for SMBC Nikko Securities Inc. to acquire the Investment Units required for return of the Investment Units to be Borrowed, the Investment Corporation passed a resolution at its Board of Directors meeting held on Friday, August 5, 2016, indicating that issuance of new investment units through third-party allotment (hereinafter the "Third-Party Allotment") for 10,400 units of the Investment Units which sets SMBC Nikko Securities, Inc. as the allottee shall be implemented by setting October 12, 2016 (Wednesday) as the payment date. However, since the Secondary Offering through Over-Allotment was cancelled, the Investment Corporation resolved at its Board of Directors meeting held today not to implement the Third-Party Allotment.

In addition, it was stated that during the period from September 8, 2016 (Thursday) to October 6, 2016 (Thursday), SMBC Nikko Securities Inc. may purchase, on the TSE, the Investment Units up to the number of units for Secondary Offering through Over-Allotment for the purpose of returning the Investment Units to be Borrowed (hereinafter the "Syndicate Cover Transaction"). However, in line with the cancellation of the Secondary Offering through Over-Allotment, the Syndicate Cover Transaction will not be implemented as well.

#### 4. Designation of party to receive allocated investment units

The underwriter intends to sell, to each of Galaxy JREIT Pty Limited and Nippon Kanzai, Co., Ltd., as parties to purchase designated by the Investment Corporation, 8,200 units of the Investment Units subject to the public offering.

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#### <Reference>

Changes in the Number of Investment Units Issued and Outstanding
 Current total number of investment units issued and outstanding
 1,001 units
 Number of investment units to be added through issuance of new investment units through public offering
 Total number of issued investment units after issuance of new investment units through public offering
 332,000 units
 333,001 units

- 2. Amount, use, and scheduled expenditure timing of funds to be procured
  - (1) Amount of funds to be procured (estimated net proceeds) ¥29,154,580,000
  - (2) Specific use and scheduled expenditure of funds to be procured

    The proceeds from public offering will be allocated to part of the funds for acquiring the new specified assets (the meaning for which is set forth in the Act on Investment Trusts and Investment Corporations, Article 2, Paragraph 1;) to be acquired by the Investment Corporation.

This material is to be distributed to the Kabuto Club, the Ministry of Land, Infrastructure, Transport and Tourism Press Club, and the Ministry of Land, Infrastructure, Transport and Tourism Press Club for Construction Purposes.

Sakura Sogo REIT website address: http://sakurasogoreit.com/en/

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