

June 25, 2015

#### For Immediate Release

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# Notice Concerning the Asset Management Company's Existing Shareholder Composition and Other Changes

AD Investment Management Co., Ltd. (ADIM), the asset management company to which Advance Residence Investment Corporation (ADR) entrusts the management of its assets, announced that it resolved at the meeting of its board of directors held today, to approve the transfer of ADIM's shares held by Aozora Bank, Ltd., Sumitomo Mitsui Trust Bank, Limited, Mizuho Trust & Banking Co., Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (existing 5 shareholders), and the change in the shareholder composition as described below.

#### **Details**

#### 1. Overview and Date of the Share Transfer

Each of existing 5 shareholders will each transfer 180 shares of ADIM which it owns (2.91% of total shares issued each, totaling 900 shares which is 14.56% of total shares issued), to the largest ADIM shareholder, ITOCHU Corporation (ITC) on June 26, 2015. ADIM was requested by existing 5 shareholders to approve the above share transfer pursuant to Article 136 and Article 138-1 of the Companies Act and Article 10 of the Articles of Incorporation, and resolved to approve the share transfer at the Board of Directors Meeting held today.



2. Shareholder Composition of ADIM before and after the share transfer (changes are indicated by the shaded cells)

Shareholder	Before the share transfer		After the share transfer	
	No. of Shares Held	%	No. of Shares Held	%
Total	6,180	100.00%	6,180	100.00%
ITOCHU Corporation	4,080	66.02%	4,980	80.58%
ITOCHU Property Development, Ltd.	1,200	19.42%	1,200	19.42%
Aozora Bank, Ltd.	180	2.91%	-	-
Sumitomo Mitsui Trust Bank, Limited	180	2.91%	-	-
Mizuho Trust & Banking Co., Ltd.	180	2.91%	-	-
Sumitomo Mitsui Banking Corporation	180	2.91%	-	-
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	180	2.91%	-	-

• The number of shares without voting rights deducted from the total number of shares issued: 0 shares The total number of shares issued as of June 25, 2015: 6,180 shares

### 3. The Effect of the Share Transfer

With the said share transfer, all the ADIM shares held by the existing 5 shareholders will be transferred to ITC. ITC has played a core role as a main sponsor of ADIM by supplying many properties to ADR. As a group company, ITOCHU Group has provided support to ADIM in diverse areas such providing property management services to many of ADR's properties. We expect that the relationship between ADR and ITOCHU will grow even stronger, as a result of this share transfer which will increase ITOCHU Group's share holdings in ADIM to 100%.

Although the existing 5 shareholders will cease to be ADIM's shareholder and ADR's sponsor following the share transfer, all business relations including the lender / debtor relations will continue. Going forward, ADR will continue to maintain the good business relations with the existing 5 shareholders as well as with its all other lenders, to realize its aim to distribute a stable dividend to shareholders.

Further, there will be no change to the agreement between Sumitomo Mitsui Trust Bank, Limited signed on October 20, 2005 titled "Agreement on Access to Real Estate Brokerage Information".



## 4. Future Outlook

No impact is expected to ADR's performance in the 10<sup>th</sup> fiscal period due to the share transfer.

Required filings and other procedures will be performed in relation to this matter, in compliance with *the Financial Instruments and Exchange Law*, *the Building Lots and Buildings Transaction Business Law* and other applicable laws, ordinances and regulations.

\* The original Japanese version of this material is released today to the Kabuto Club (the press club of the Tokyo Stock Exchange), the ministry of Land, Infrastructure and Transport Press Club, and the Ministry of Land, Infrastructure and Transport Press Club for Construction Publications.

\* URL: <u>http://www.adr-reit.com/en/</u>

[Provisional Translation Only]

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



<Attachment $>$	ADR's Borrowing Information	(As of June 25, 2015)
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NO Lender	T and a	Borrowing balance	G1
	(thousand yen)	nd yen) Share	
1	Sumitomo Mitsui Trust Bank, Limited	29,045,286	15.1%
2	The Bank of Tokyo-Mitsubishi UFJ, Ltd.	29,007,286	15.1%
3	Mizuho Bank, Ltd.	18,873,029	9.8%
4	Sumitomo Mitsui Banking Corporation	18,484,516	9.6%
5	Mitsubishi UFJ Trust and Banking Corporation	15,669,000	8.2%
6	Development Bank of Japan Inc.	13,964,788	7.3%
7	Aozora Bank, Ltd.	12,612,000	6.6%
8	Mizuho Trust & Banking Co.,Ltd.	10,350,000	5.4%
9	Resona Bank, Limited	9,189,000	4.8%
10	The Norinchukin Bank	7,000,000	3.6%
11	Shinsei Bank, Limited	5,195,371	2.7%
12	The Bank of Fukuoka, Ltd.	5,000,000	2.6%
13	Taiyo Life Insurance Company	3,000,000	1.6%
14	The Nishi-Nippon City Bank, Ltd.	2,600,000	1.4%
15	The Yamaguchi Bank, Ltd.	2,500,000	1.3%
16	Tokio Marine & Nichido Fire Insurance Co., Ltd.	1,500,000	0.8%
17	The Iyo Bank, Ltd.	1,000,000	0.5%
18	The Kagawa Bank, Ltd.	1,000,000	0.5%
19	The Gunma Bank, Ltd.	1,000,000	0.5%
20	The 77 Bank, Ltd.	1,000,000	0.5%
21	The Tokyo Tomin Bank, Limited.	1,000,000	0.5%
22	The Hiroshima Bank, Ltd.	1,000,000	0.5%
23	Nippon Life Insurance Company	1,000,000	0.5%
24	Mitsui Sumitomo Insurance Company, Limited	1,000,000	0.5%
Total 191,990,276			