

For Immediate Release

July 11, 2019

Advance Residence Investment Corporation Securities Code : 3269 1-105 Kanda-Jinbocho, Chiyoda-ku, Tokyo Takeshi Takano, Executive Director

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<u>Notice Concerning A Replacement Transaction</u> <u>Acquisitions of "RESIDIA Ichigaya II and Ichigaya-Sadohara"</u> <u>And Disposition of "RESIDIA Higashi-Ginza"</u>

AD Investment Management Co., Ltd, (ADIM) the asset management company to which Advance Residence Investment Corporation (ADR) entrusts the management of its assets announced its decision today to have ADR make a replacement transaction (the Transaction) as detailed below as part of ADR's growth strategy.

1. Details of the Transaction

ADIM decided on the following Transaction pursuant to the target and policy of asset management as stipulated in its Articles of Incorporation of ADR, to increase the asset under management and build a portfolio that earns stable income through diversified investment in all regions and in all apartment unit types.

	Acquisition		Disposition	
Property Name	RESIDIA Ichigaya II	RESIDIA Ichigaya- Sadohara	RESIDIA Higashi-Ginza	
Location	Shinjuku	-ku, Tokyo	Chuo-ku, Tokyo	
Type of Asset	Beneficiary In	nterests in Trust	Beneficiary Interests in Trust	
Acquisition / Disposition Price ¹	1,915 million yen	4,085 million yen	5,740 million yen	
Appraisal Value ²	2,120 million yen	4,880 million yen	5,740 million yen	
NOI Yield ³	4.7%	4.8%	4.3%	
Yield after Depreciation ⁴	4.2% 4.3%		3.7%	
Book Value ⁵	-		4,985 million yen	
Difference Between Disposition Price and Book Value	-		.754 million yen	
Counterparty	Not disclosed ⁶			
Scheduled Contract Date	July 11, 2019			
Scheduled Settlement Date	September 26, 2019 or a date to be separately agreed upon with the Counterparty (no later than September 30, 2019)			
Payment Method	full payment on delivery/ cash-on-hand(planned)		full payment on delivery	

NOI yield and Yield after Depreciation for the asset to be disposed are calculated based on disposition price.

When calculated based on book value, NOI yield is 4.9%, and Yield after Depreciation are 4.2%.



(Note 1) "Acquisition Price" indicates the purchase price for the property entered in the real estate transaction agreement, which is exclusive of the various expenses required in the acquisition of the concerned property (taxes and public dues, etc.)

(Note 2) "Appraisal Value" of the asset to be acquired is as of May 1, 2019, and that of the asset to be disposed is the price as of the end of January 2019.

(Note 3) "NOI Yield" is calculated as follows.

Acquisition Assets' NOI Yield = Annualized NOI Listed on the Appraisal ÷ Acquisition Price x 100 Disposition Asset's NOI Yield = (FP 2018/7 Actual Annualized NOI + FP 2019/1 Actual Annualized NOI) ÷ Disposition Price x 100

(Note 4)"Yield after Depreciation" is calculated as follows.

"Acquisition Asset's Yield after Depreciation" is calculated using the figures in the acquisition appraisal of asset-to-be-acquired. The calculation is as follows; "(Annualized NOI listed on the appraisal at the time of acquisition – depreciation) \div acquisition price \times 100".

The calculated yield is rounded at the second decimal point. Depreciation of the asset-to-be-acquired is calculated using same straight-line method as the portfolio and expect depreciation of 9,904 thousand yen per annum (RESIDIA Ichigaya II) and 21,845 thousand yen per annum (RESIDIA Ichigaya-Sadohara).

Disposition Asset's Yield after Depreciation = (FP 2018/7 Actual Annualized NOI + FP 2019/1 Actual Annualized NOI - FP 2018/7 Actual Annualized Depreciation - FP 2019/1 Actual Annualized Depreciation) ÷ Disposition Price x 100 (Note 5) "Book value" as of May 31, 2019.

(Note 6) The counterparty of this Transaction is a domestic company whose name and detail are not disclosed according to their wishes. The counterparty does not constitute parties having particular vested interest in ADR or ADIM.

ADIM judged that the Transaction contributes most in improving the unitholders value after the negotiation with the counterparty.

ADIM judged that the Transaction contributes most in improving the unitholders value for the following reasons.

- 1) A preparatory union for urban redevelopment has been formed for the area where the asset-to-be-disposed is located. If the redevelopment is carried out, ADIM believes that there will be considerable possibility of disruption in the earnings of the asset.
- 2) By making the transaction, ADR will be able to secure a stable income, while increasing the revenue from before the transaction.

Property Name Property Profile The property has good access to public transportation. It is about 4 minute-walk to "Ichigaya" station which is a station for four train lines. The neighborhood **RESIDIA** Ichigaya II is very convenient with many dining facilities as well as supermarkets and convenience stores. Therefore, the property can expect demands from singles commuting to city center. The property has good access to public transportation. It is about 6 minute-walk from Toei Oedo Line "Ushigome Kagurazaka" station and it is also within walking distance to "Ichigaya" station which is a station for four train lines **RESIDIA** Ichigaya-Sadohara including JR Chuo Line and JR Sobu Line. In addition, concierges are stationed in the property, and marble is used for the entrance, creating a sense of luxury. Private space is also equipped with a refrigerator and washing machine, which are fully equipped as luxury rental apartments.

The profiles of the assets-to-be-acquired are as follows

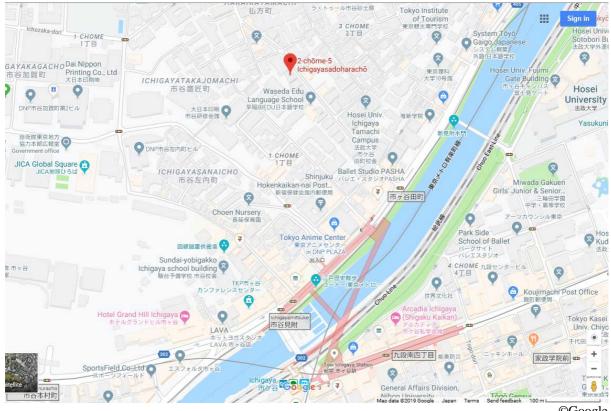


(1) P-111 RESIDIA Ichigaya II









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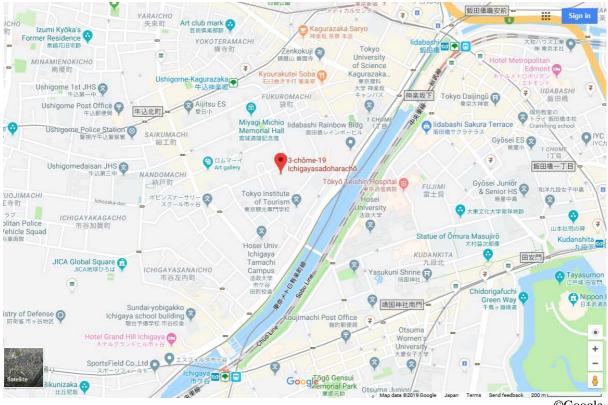


(2) P-112 RESIDIA Ichigaya-Sadohara









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2. Summary of the Assets-To-Be-Acquired

No.	(1)	(2)	
Property Number	P-111	P-112	
Name of the Asset-To-Be-Acquired	RESIDIA Ichigaya II	RESIDIA Ichigaya-Sadohara	
Address	2-5 Ichigaya-sadohara, Shinjuku-ku, Tokyo	3-19 Ichigaya-sadohara, Shinjuku-ku, Tokyo	
Land			
Type of Ownership	Proprietary ownership	Proprietary ownership	
Site Area	600.09m ²	966.58m ²	
Zoning	Neighboring commercial area, Second-class high-rise residential area	Class I residential area	
FAR / Building Coverage Ratio	400%/80% , 300%/60%	300%/60%	
Building			
Type of Ownership	Proprietary ownership	Proprietary ownership	
Total Floor Area	2,358.12 m ²	7,303.76m ²	
Structure / Floors	RC with flat roof / 14 floors	RC with flat roof / 5F/B1F	
Use	Multi-family housing	Multi-family housing	
Construction Completion Date	September, 2007	February, 2008	
Building Inspector	Japan ERI Co., Ltd.	Town Residency Evaluation Center Co., Ltd.	
Building Designer	Taisei Corporation first-class architect office	Plantech Style Inc.	
Structural Engineer	Taisei Corporation first-class architect office	Orimoto Structure Design Co., Ltd.	
Construction Contractor	TOKAI KOGYO CO., LTD.	ASANUMA CORPORATION Tokyo head offic	
	Sumitomo Mitsui Trust Bank, Limited(planned)	Sumitomo Mitsui Trust Bank, Limited (planned	
Frustee	· • •	The end of September, 2029 (planned)	
Trust Contract Period	The end of September, 2029 (planned) ITOCHU Urban Community Ltd. (planned)	Mitsui Fudosan Residential Lease (planned)	
Property Manager	ITOCHU Urban Community Ltd. (planned)		
Master Lessee		Mitsui Fudosan Residential Lease(planned	
Master Lease type	Pass-through	Pass-through	
Summary of Building Conditions Investigation Report			
Investigator	Tokio Marine & Nichido Risk Consulting Co., Ltd.	Tokio Marine & Nichido Risk Consulting Co., Lt	
Investigation Date	April 18, 2019	April 18, 2019	
Emergency Repair Costs	-	-	
Short-term Repair Costs (within 1 year)	-	-	
Long-term Repair Costs (next 12 years)	¥60,982 thousand	¥154,683 thousand	
Building Replacement Price	¥572,000 thousand	¥1,667,000 thousand	
Earthquake PML	3.8%	7.3%	
Lease Conditions			
Point in Time	as of June 30, 2019	as of June 30, 2019	
Total Tenants	1	1	
Leasable Units	57 units	28 units	
Leased Units	52 units	26 units	
Leasable Floor Area	2,099.99 m ²	4,957.62m ²	
Leased Floor Area	1,1916.36 m ²	4,595.68m ²	
Occupancy Rate (based on floor area)	91.3%	92.7%	
Monthly Rent (including common service charges)	¥8,090 thousand	¥22,595 thousand	
	¥14,915 thousand	¥72,925 thousand	
Deposits, Guarantees, etc.	117,715 thousand	TT2,725 thousand	
Breakdown of Residential Unit Type	49 units	-	
Single			
Compact	8 units	-	
Family			
Large	-	28 units	
Dormitory	-	-	
Other	-		
Special Notation			

Please refer to "Notes and definitions on items on the tables in the press releases for asset acquisition" on ADR`s website for details on items on above table. (https://www.adr-reit.com/en/financial/)



3. Summary of Appraisal Report (monetary unit: thousand yen)

Name o	f Property	RESIDIA I	chigaya II	Appraisal Date	May 1, 2019
Appraiser		Japan Real Es	tate Institute	Appraisal Value	2,120,000,000 yen
Appraisal Items Appraised Value		Appraised Value	Basis		
ncome	Capitalization App	roach Value	2,120,000	Income capitalization value is estimated using DCF method along with direct capitalization method for verification.	
Dire	ect Capitalization P	rice	2,160,000		
	Total Potential Income Rent Income Other Income		117,117		
			108,925	Based on the current rent and the assumed rent when newly rented, estimated the rent that can be stably received over the medium to long term.	
			8,192	Estimated key money, renewal fee income and anteni contract term, and estimate on average tenant replacement	
	Total Effective Inc	ome	110,733		
	Los	sses from Vacancies, etc.	6,384	Referred to similar properties to estimate the medium to long-term stabilized vacancy rate.	
		Bad Debts Losses	0	Taking into account of tenant situation, no losses was as	ssumed.
	Expenses from Rei	ntal Business	21,110		
	Maintenanc	e and Management Fees	3,426	Estimated by referring to past fiscal year's figures and into account of property's specific characteristics.	fees for similar properties and takin
		Utilities Costs	1,550	Estimated by referring to past fiscal year's figures, cost account of property's specific characteristics.	st of similar properties and taking in
	Manag	ement Commission Fees	3,082	Estimated by referring to planned contract fee terms, fees on similar properties and taking interaccount of property's specific characteristics.	
		Taxes and Public Dues	5,293	Estimated the property tax basing on FY2019 taxable v was based on submitted materials.	alue. Estimate on depreciable asset ta
	Non-	life Insurance Premiums	128	Estimated basing on contract insurance premium for t premiums for similar properties.	he property and referring to insurance
	Leasing Expenses		4,553	Administration fees on leasing, contract signing for r estimated by referring to contract terms and fees in si Leasing expenses were estimated by looking at how mi and actual advertising cost for the past FY leasable. Re at how much fee is paid at the time of renewal and con- vacancy rate.	imilar properties in the neighborhoo ach is needed in leasing to new tenan enewal fees were estimated by lookir
	Repair Costs (in	cluding restoration fees)	2,668	Estimated repair costs by looking at the restitution cost tenants, average expensing timing and level of restituti basing on actual figures for the past FY, cost in simil annual repair and renewal costs listed in the engineerin	on needed. Repair cost were estimate ar properties and referring to average
		Other Expenses	410	Cable TV useage fee.	
	Net Operating Inco	ome	89,623		
		Earnings from Deposits	162	Assumed 1% per annum, by taking into consideration be	oth investment yield and financing co
	Capital Expenditures		3,557	Estimated by referring to the level of capital expenditure annual average of restoration expense listed on the engi	s in similar properties, building age a neering report.
	Net Cash Flow		86,228		
	Cap Rate		4.0%	The cap rate is estimated by adding the yield spread det age of the building to the base yield as well as referring properties.	
DCI	F Price		2,080,000		
	Discount Rate		3.8%	The discount rate is estimated by comparing the discouproperties and reflecting the individual characteristics of	
	Terminal Cap Rate		4.2%	Estimated by comprehensively considering future trends property as an investment, general forecast on economi real estate market.	
ost ap	proach value		1,930,000		
Lan	Land Ratio 80.9%				
Buil	lding Ratio		19.1%		
			Other	Matters of Consideration	



ame of Property	RESIDIA Ich	igaya-Sadohara	Appraisal Date	May 1, 2019	
Appraiser Japan Real Es		Estate Institute	Appraisal Value	4,880,000,000 yen	
I	Appraisal Items	Appraised Value	Basis		
ncome Capitalization Approach Value		4,880,000	Income capitalization value is estimated using DCF r method for verification.	nethod along with direct capitalizati	
Direct Capitalization Price 4,950,00					
Total Potential Income 289,		289,597			
Rent Income		289,067	Based on the current rent and the assumed rent when n be stably received over the medium to long term.	ewly rented, estimated the rent that of	
	Other Income	530	Accrued trunk room income etc.		
Total Effect	ctive Income	258,504			
	Losses from Vacancies, etc	. 31,093	Referred to similar properties to estimate the medium to	o long-term stabilized vacancy rate.	
	Bad Debts Losses	s 0	Taking into account of tenant situation, no losses was a	ssumed.	
Expenses t	from Rental Business	62,161			
Ma	intenance and Management Fee	5 16,500	Estimated by referring to past fiscal year's figures and into account of property's specific characteristics.	d fees for similar properties and taking	
	Utilities Cost	s 4,400	Estimated by referring to past fiscal year's figures, co account of property's specific characteristics.	st of similar properties and taking ir	
	Management Commission Fee	6,449	Estimated by referring to planned contract fee terms, fees on similar properties and taking in account of property's specific characteristics.		
	Taxes and Public Due	s 13,372	Estimated the property tax basing on FY2019 taxable was based on submitted materials.	value. Estimate on depreciable asset t	
	Non-life Insurance Premium	371	Estimated basing on contract insurance premium for premiums for similar properties.	the property and referring to insurar	
	Leasing Expense:	s 7,004	Administration fees on leasing, contract signing for new tenants and tenant rene estimated by referring to contract terms and fees in similar properties in the neig Leasing expenses were estimated by looking at how much is needed in leasing to n and actual advertising cost for the past FY leasable. Renewal fees were estimated l at how much fee is paid at the time of renewal and considering the expected turnov vacancy rate.		
Repair	Costs (including restoration fees) 11,365	Estimated repair costs by looking at the restitution cost tenants, average expensing timing and level of restitut basing on actual figures for the past FY, cost in simi annual repair and renewal costs listed in the engineerin	ion needed. Repair cost were estimate lar properties and referring to avera	
	Other Expenses	s 2,700	Accrued internet usage fees etc.		
Net Operat	ting Income	196,343			
	Earnings from Deposit	645	Assumed 1% per annum, by taking into consideration b	oth investment yield and financing c	
	Capital Expenditures	s 9,023	Estimated by referring to the level of capital expenditure annual average of restoration expense listed on the eng		
Net Cash I	Flow	187,965			
Cap Rate		3.8%	The cap rate is estimated by adding the yield spread de age of the building to the base yield as well as referrin properties.		
DCF Price		4,810,000			
Discount F	Rate	3.6%	The discount rate is estimated by comparing the disco properties and reflecting the individual characteristics of		
Terminal C	Cap Rate	4.0%	Estimated by comprehensively considering future trends in investment yield, risk factors of property as an investment, general forecast on economic growth and general price trend in real estate market.		
ost approach valu	ie	4,870,000			
Land Ratio		80.2%			
Building Ratio		19.8%			
		Other	Matters of Consideration		



4. Financial Impact on ADR in the Event of Failure to Fulfill Forward Commitment or Similar Agreement Real estate sales transaction agreement (hereafter, "the Agreement 1") for the assets-to-be-acquired and real estate sales transaction agreement (hereafter, "the Agreement 2") for the asset-to-be-disposed might constitute a forward commitment or similar agreement (Note 7) by an investment corporation as stipulated in "*The Comprehensive Guidelines for Supervision of Financial Instruments Business Operators, etc.*" by the Financial Services Agency.

In the event of a violation of provisions in the Agreement by ADR or the seller, the counterparty shall have the right to terminate the Agreement and claim an amount equivalent to 20% of the purchase price of the property as penalty.

However, under the Agreement 1 there is a condition precedent whereby ADR is required to procure funds for acquiring the asset-to-be-acquired. Therefore, if ADR cannot procure the acquisition fund the Conveyance Agreement will be annulled or can be terminated by ADR notifying the seller, and except where ADR is at fault, ADR is not obliged to pay the penalty.

(Note 7)Refers to a postdated purchase and sales agreement under which payment and property delivery shall be made at least 1 month after the conclusion of the agreement, or any other agreement similar thereof.

5. Counterparty Profile

The Counterparty of the property is a domestic company whose name and detail are not disclosed according to their wishes. The Counterparty does not constitute parties having particular vested interest in ADR or ADIM.

6. Broker Profile

Trade name	Itochu Property Development, Ltd.		
Head Office location	2-9-11, Akasaka, Minato-ku, Tokyo		
Representative	Norio Matsu, President and Chief Executive Officer		
Capital	10,225 million yen		
Commission	180,060 thousand yen		
	(exclusive of consumption tax and local consumption tax)		
Relationship with ADR or	Itochu Property Development, Ltd is a shareholder of ADIM and thus constitutes an		
ADIM	interested party of the asset management company as defined in the Investment		
	Trusts and Investment Corporations Law.		

- 7. Disclosures on ADIM's Vested Interest Concerning the Asset-to-be-acquired and disposed
 - The procedures required in accordance with the provisions of the asset management company's bylaws "Related-Party Transaction Rules" have been performed for the related-party transaction outlined in "6. Broker Profile" above.
 - (2) ADR is scheduled to sign a master lease agreement and delegate property management services regarding the RESIDIA Ichigaya II to ITOCHU Urban Community Ltd. (IUC). IUC is a related party of ADIM. Accordingly, the transaction approval procedures stipulated in ADIM's bylaws on "Rules Regarding Related Party Transaction" will be performed.

8. Matters Concerning Earthquake Resistance

The validity of structural calculation document on the assets have been examined by a third-party inspector. ADR has obtained the following inspection results stating that no intentional manipulations, falsifications or other corruptions in the structural calculation document were found and that the structural calculation is deemed to have been performed in accordance with the law.

ADR received the notification of structural engineering inspection for the assets to-be-acquired from the designated structural inspection institute following "the Building Standard Act" enforced on June 2007.



/Investment Corporation	
Property number	C-10
Name of the asset-to-be-disposed	RESIDIA Higashi-Ginza
Address	1-12-5, Tsukiji , Chuo-ku, Tokyo
Acquisition date	April 12, 2007
Land	
Type of ownership	Proprietary ownership
Site area	762.08 m²
Zoning	Commercial area
FAR / Building coverage ratio	600%/80%
Building	
Type of ownership	Proprietary ownership
Total floor area	6,607.86m ²
Structure / Floors	RC with flat roof, 15F/B1F
Use	Multi-family housing
Construction completion date	September 2006
Trustee	Sumitomo Mitsui Trust Bank, Limited
Contract Term	to February 28, 2027
Lease Conditions	
Point in time	as of June 30, 2019
Total Tenants	1
Leasable units	169 units
Leased units	158 units
Leasable floor area	4,871.02 m²
Leased floor area	4,531.37 m²
Occupancy rate (based on floor area)	93.0%
Monthly rent (including common service charges)	¥ 22,408 thousand
Deposits, guarantees, etc.	¥ 16,676 thousand
Breakdown of residential unit type	
Single	99 units
Compact	67 units
Family	3 units
Large	-
Dormitory	-
Other	-
Special Notation	
	None
L	



10. Appraisal Report Summary (monetary unit: thousand yen)

Real estate appraiser Japan Real Estat		e Institute	Real estate appraisal value	5,740,000,000 yen	
Appraisal item		Appraised value	Basis		
acome capitalization approach value		5,740,000	Income capitalization value is estimated using DCF method along with di capitalization method for verification.		
Direct capitalization price		5,830,000			
Total potential profit		315,236			
		Rent income	297,090	Based on the current rent and the assumed rent that can be stably received over the medium to	
	Other income		18,146	Estimated key money, renewal fee income and tenant contract term, and estimate on average turnover period.	
Totz	d effective prof	it	292,281		
		Losses from vacancies, etc.	16,955	Referred to similar properties to estimate the me rate.	dium to long-term stabilized vacan
		Bad debts losses	0	Taking into account of tenant situation, no losse	es was assumed.
Exp	enses from rent	al business	55,389		
Maintenance and management fees 5,257 Estimated by referring to past fiscal year's figures and fees taking into account of property's specific characteristics.					
		Utilities costs	4,300	Estimated by referring to past fiscal year's figure into account of property's specific characteristic	
	1	Management commission fees	7,026	Estimated by referring to planned contract fee taking into account of property's specific character	
		Taxes and public dues	12,145	Estimated by taking into consideration the conte the burden adjustment measures.	nts of the data on taxes and duties a
	Non-life insurance premiums Leasing expenses		352	Estimated basing on contract insurance premiu insurance premiums for similar properties.	im for the property and referring
			15,209	Administration fees on leasing, contract signing were estimated by referring to contract terms neighborhood. Leasing expenses were estimated leasing to new tenants and actual advertising co fees were estimated by looking at how much considering the expected turnover rate and vaca	and fees in similar properties in t l by looking at how much is needed ost for the past FY leasable. Renew ee is paid at the time of renewal a
		Repair costs	9,680	Estimated repair costs by looking at the restitu borne by tenants, average expensing timing ar cost were estimated basing on actual figures for and referring to average annual repair and ref report.	d level of restitution needed. Rep the past FY, cost in similar propert
		Other expenses	1,150	Neighborhood fee, sports club facility use charge	es.
Net	Operating Inco	me	242,982		
		Earnings from Deposits	166	Assumed 1% per annum, by taking into constinuancing cost.	ideration both investment yield a
		Capital expenditures	9,692	Estimated by referring to the level of capita building age and annual average of restoration report.	
Net	Cash Flow		233,366		
Cap	rate		4.0%	The cap rate is estimated by adding the y specifications and age of the building to the ba cap rates in deals for similar properties.	
DCF Pric	DCF Price		5,650,000		
Disc	count rate		3.8%	The discount rate is estimated by comparing the similar properties and reflecting the individual c	
Terr	ninal cap rate		4.2%	Estimated by comprehensively considering fu factors of the property as an investment, gener general price trend in the real estate market.	
			Other matter	s of consideration	



The effect of the acquisitions and disposition on the management performance forecasts for fiscal periods ending January 2019, please refer to the "Notice Concerning the Revision of Management Performance Forecast and the Management Performance Forecast for Fiscal Period Ending January 2020 (FP19)" dated July 11, 2019.

About Advance Residence Investment Corporation

Advance Residence Investment Corporation is the largest residential J-REIT, investing in over 260 rental apartments located mostly in central Tokyo and in other major cities throughout Japan (AUM over 400 billion yen). ADR can be expected have a stable dividend in the long-term and can be considered as a defensive J-REIT, on back of the stable income from residential assets and with the largest dividend reserve among J-REITs.

ADR's website: https://www.adr-reit.com/en/

[Provisional Translation Only]

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