### **Disclaimers**

This document has been prepared solely for the purpose of providing U.K. and Dutch investors with certain information under Article 23 of the European Union Directive on Alternative Investment Fund Managers (European Directive 2011/61/EU) (the "AIFMD") as implemented in their respective jurisdictions. Accordingly, you should not use this document for any other purpose.

# **United Kingdom**

The units of Mitsubishi Estate Logistics REIT Investment Corporation ("MEL" or the "AIF") are being marketed in the United Kingdom pursuant to Article 59 of the United Kingdom Alternative Investment Fund Managers Regulations 2013. In accordance with this provision, Mitsubishi Jisho Investment Advisors, Inc. (the "AIFM") has notified the Financial Conduct Authority (the "FCA") of its intention to offer these units in the United Kingdom. For the purposes of the United Kingdom Financial Services and Markets Act 2000 ("FSMA"), MEL is an unregulated collective investment scheme which has not been authorized by the FCA. Accordingly, any communication of an invitation or inducement to invest in MEL may only be made to (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act of 2000 (Financial Promotion) Order 2005, as amended (the "Order"); or (ii) high net worth companies falling within Articles 49(2)(a) to (d) or the Order and other persons to whom it may lawfully be communicated (all such persons referred to under (i) and (ii) of this paragraph, together being referred to as "Relevant Persons").

In the United Kingdom, this document and its contents are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. The transmission of this document and its contents in the United Kingdom to any person other than a Relevant Person is unauthorized and may contravene the FSMA and other United Kingdom securities laws and regulations.

## **Netherlands**

The units of MEL are being marketed in the Netherlands under Section 1:13b of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, or the "Wft") In accordance with this provision, the AIFM has submitted a notification with the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten, the "AFM"). The units of the AIF will not, directly or indirectly, be offered, sold, transferred or delivered in the Netherlands, except to or by individuals or entities that are qualified investors (*gekwalificeerde beleggers*) within the meaning of Article 1:1 of the Wft. As a consequence, neither the AIFM nor MEL is subject to the license requirement for investment institutions (*beleggingsinstellingen*) or their managers pursuant to the Wft. Consequently, the AIFM and MEL are only subject to the supervision of the AFM and the Dutch Central Bank (*De Nederlandsche Bank*) for the compliance with the ongoing regulatory requirements as referred to in the Dutch law implementation of Article 42 of the AIFMD. This Article 23 AIFMD prospectus is not subject to approval by the AFM. No approved prospectus is required to be published in the Netherlands pursuant to Article 3 of the Regulation (EU) 2017/1129 as amended and applicable in the Netherlands.

# Prohibition of Sales to UK Retail Investors

In addition to the restrictions under the AIFMD, as retained by the United Kingdom in its domestic laws, the units of MEL are not intended to be offered, sold or otherwise made

available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes of this provision, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129, as it forms part of domestic law by virtue of the EUWA; and the expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the international units to be offered so as to enable an investor to decide to purchase or subscribe the international units.

Consequently no key information document required by Regulation (EU) No 1286/2014, as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation"), for offering or selling the units of MEL or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the units of MEL or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

## **European Economic Area**

In addition to the restrictions under the AIFMD, the units of MEL are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, the "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation 2017/1129/EU, as amended (the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) 1286/2014 (the "PRIIPs Regulation"), for offering or selling the units of MEL or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the units of MEL, or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

### ADDITIONAL INFORMATION ON MATERIAL TRANSACTION

On April 17, 2025, MEL announced that it will initiate a repurchase investment units (the "Repurchase") pursuant to the provisions of the Article 80-2 of the Act on Investment Trusts and Investment Corporations of Japan (the "ITA"), which are applied by replacing the terms and phrases of the provisions of Paragraph 2, Article 80-5 of the ITA as well as to cancel all the Repurchase units (the "Cancellation") pursuant to the provisions of the Article 80-2 and 80-4 of the ITA.

The details of the Repurchase are as follows:

- 1. Total number of investment units 30,000 units (Maximum) to be repurchased: up to 30,000 units (2.0% of the total outstanding investment units excluding investment units held by MEL)
- 2. Total amount of investment units: up to ¥3 billion
- 3. Repurchase method: open market purchase
- 4. Repurchase period: From April 18, 2025 to July 31, 2025

On August 31, 2025, MEL announced that it terminated the Repurchase upon expiration of the repurchase period. Pursuant to the Repurchase, MEL repurchased 25,444 investment units for a total acquisition price of ¥2,999,912,700.

Article 23(1)(a)			
Objectives of the	MEL is a J-REIT focusing on investing in logistics facilities primarily located in the		
AIF	Tokyo Metropolitan Area through the support of Mitsubishi Estate Co., Ltd. (the		
7	"Sponsor"), one of the largest comprehensive developers in Japan, and		
	Mitsubishi Jisho Investment Advisors, Inc. (the "Asset Manager"), our asset		
	manager with an extensive track record of real estate fund management since		
	its establishment in 2001. By leveraging the Sponsor and Asset Manager's		
	support, MEL seeks to selectively invest in highly competitive logistics		
	properties, with a focus on location, building specifications and stability and to		
	maximize unitholder value by building a high-quality portfolio and conducting		
	steady and stable asset management.		
Investment	MEL aims to pursue its investment objective of building a high-quality portfolio		
strategy	of logistics facilities primarily located in the Tokyo Metropolitan Area through a		
	combination of external and internal growth strategies. More specifically, MEL		
	seeks to achieve external growth by leveraging the pipeline support from the		
	Sponsor and the Asset Manager's sourcing capabilities to selectively assess		
	attractive properties. MEL aims to achieve internal growth by leveraging the		
	Sponsor's operational know-how that they acquired as a comprehensive		
	developer and the Asset Manager's operational know-how that they acquired		
	through their extensive track record of fund management.		
Types of assets the	Real estate including trust beneficiary interests in real estate, real estate		
AIF may invest in	securities, specified assets and other assets.		
Techniques it may	See above for a discussion regarding the techniques MEL plans to employ in its		
employ and all	business.		
associated risks			
	The principal risks with respect to investment in MEL are as follows:		
	any adverse conditions in the Japanese economy could adversely affect		
	MEL;		
	MEL's strategy of investing in logistics facilities may entail risks		
	uncommon to other J-REITs that invest in a broader range of real estate		
	or real estate-related assets;		
	<ul> <li>MEL may not be able to acquire properties to execute its growth and investment strategy;</li> </ul>		
	illiquidity in the real estate market;		
	MEL's reliance on the Mitsubishi Estate Group, including the Sponsor		
	and the Asset Manager could have a material adverse effect on its		
	<ul><li>business;</li><li>potential conflicts of interest between MEL and the Sponsor as well as</li></ul>		
	the Asset Manager;		
	MEL has a limited operating history;		
	<ul> <li>the past experience of the Sponsor in the Japanese real estate market is</li> </ul>		
	not an indicator or guarantee of MEL's future results;		
	<ul> <li>increases in prevailing market interest rates;</li> </ul>		
	some of MEL's logistics facilities are generally expected to cater to a		
	single tenant or a small number of tenants and are typically designed		
	for a specific use, which may make it difficult to find substitute tenants;		
	MEL's portfolio contains several large properties comprising a large		
	portion of the portfolio by acquisition price, which could have an		
	adverse effect on its business, financial condition and results of		
	operation;		

- MEL may suffer large losses if any of the properties incurs damage or negative consequences resulting from a natural disaster, climate change or a man-made disaster;
- many of the properties in the portfolio are concentrated in the Tokyo Metropolitan Area;
- any inability to obtain financing for future acquisitions could adversely affect the growth of the portfolio;
- ownership rights in some of MEL's properties may be declared invalid or limited; and
- MEL's failure to satisfy a complex series of requirements pursuant to Japanese tax regulations would disqualify MEL from certain taxation benefits and significantly reduce the cash distributions to the unitholders.

In addition, MEL is subject to potential risks related to:

- increasing operating costs;
- MEL's dependence on the efforts of the AIFM's key personnel;
- the restrictive covenants under debt financing arrangement;
- a high LTV ratio;
- a downgrading of MEL's credit rating;
- entering into forward commitment contracts;
- MEL's success depending on the performance of service providers to which MEL is require to assign various key functions;
- MEL's leasehold or subleasehold rights being terminated or not being asserted against a third party in some cases;
- holding the property in the form of stratified ownership interests (*kubun shoyū*) or co-ownership interests (*kyōyū- mochibun*);
- holding the property through trust beneficiary interests;
- properties not in operation (including properties under development);
- the defective title, design, construction or other defects or problems in the properties;
- properties located on reclaimed land;
- impairment losses relating to the properties;
- tenant leasehold deposits and/or security deposits;
- tenant's default as a result of financial difficulty or insolvency;
- the insolvency of master lessors;
- the insolvency of a property seller following MEL's purchase of a property;
- relying on expert appraisals and engineering, environmental and seismic reports as well as industry and market data;
- the presence of hazardous or toxic substances in the properties, or the failure to properly remediate such substances;
- strict environmental liabilities for the properties;
- the amendment of applicable administrative laws and local ordinances;
- holding Japanese anonymous association (tokumei kumiai) interests;
- investments in trust beneficiary interests;
- holding preferred shares of TMKs (tokutei mokuteki kaisha), a Japanese special purpose company;
- investments in properties with rooftop solar panels;
- insider trading regulations;

the tight supervision by regulatory authorities and compliance with applicable rules and regulations; tax authority disagreement with the Asset Manager's interpretations of the Japanese tax laws and regulations; being unable to benefit from reductions in certain real estate taxes enjoyed by qualified J-REITs; changes in Japanese tax laws; investment in real estate outside Japan; and the AIFMD may negatively affect MEL's ability to market its units within the European Economic Area ("EEA") and increase compliance costs associated with the marketing of MEL's units in the EEA. Any applicable MEL is subject to investment restrictions under Japanese laws and regulations investment (e.g., the Act on Investment Trusts and Investment Corporations (the "ITA"), the restrictions Financial Instruments and Exchange Act (the "FIEA") as well as its articles of incorporation.) MEL must invest primarily in specified assets as defined in the ITA. Specified assets include, but are not limited to, securities, real estate, leaseholds of real estate, surface rights (chijō-ken) (i.e., right to use land for the purpose of having a structure on it) or trust beneficiary interests for securities or real estate, leaseholds of real estate or surface rights. Furthermore, a listed J-REIT must invest substantially all of its assets in real estate, real estate-related assets, and liquid assets as provided by the listing requirements. Real estate in this context includes, but is not limited to, real estate, leaseholds of real estate, surface rights, and trust beneficiary interests for these assets, and real estate-related assets in this context include, but are not limited to, anonymous association (tokumei kumiai) interests for investment in real estate. A J-REIT that lists its units on the Tokyo Stock Exchange must also comply with the Investment Trusts Association, Japan rules, which require the J-REIT to invest more than 50% of its assets in real estate and asset backed securities investing primarily in real estate, which include, but are not limited to, real estate, leaseholds of real estate, surface rights or trust beneficiary interests for real estate, surface rights or leaseholds of land. Pursuant to the ITA, investment corporations may not independently develop land for housing or to construct buildings, but may outsource such activities in certain circumstances. The basic investment policy of MEL is set out in MEL's articles of incorporation. Moreover, the Asset Manager has established investment guidelines to provide a more detailed framework based on this basic policy. Circumstances in MEL may take out loans or issue long- or short-term investment corporation which the AIF may bonds for the purpose of investing in properties, conducting repairs, paying use leverage cash distributions, repaying obligations (including repayment of tenant leasehold or security deposits, and obligations related to loans or investment corporation bonds) and other activities. The types and MEL currently has outstanding loans, all of which are unsecured and not subject sources of leverage to guarantees. MEL may violate restrictive covenants contained in the loan permitted and agreements MEL executes, such as the maintenance of debt service coverage or associated risks loan-to-value ratios, which may entitle the lenders to require MEL to

collateralize the properties or demand that the entire outstanding balance be

Any restrictions on	paid. MEL may also become subject to additional restrictive covenants in connection with any future indebtedness that may restrict the operations and limit the ability to make cash distributions to unitholders, to dispose of the properties or to acquire additional properties. Further, in the event of an increase in interest rates, to the extent that MEL has any debt with unhedged floating rates of interest or MEL incurs new debt, interest payments may increase, which in turn could reduce the amount of cash available for distributions to unitholders. Higher interest rates may also limit the capacity for short- and long-term borrowings, which would in turn limit the ability to acquire properties, and could cause the market price of the units to decline.  The maximum amount of each loan and investment corporation bond issuance
leverage	will be one trillion yen, and the aggregate amount of all such debt will not exceed one trillion yen.
Any restrictions on collateral and asset reuse arrangements	No applicable arrangements.
Maximum level of leverage which the AIFM is entitled to employ on behalf of the AIF	MEL seeks to maintain an LTV ratio within a range of approximately 40% - 50%. MEL may, however, temporarily exceed any such levels as a result of property acquisitions, changes in asset valuation or other events.
Article 23(1)(b)	
Procedure by which the AIF may change its investment strategy / investment policy	Amendment of the articles of incorporation requires a quorum of a majority of the total issued units and at least a two-thirds vote of the voting rights represented at a general unitholders' meeting. Unitholders should note, however, that under the ITA and MEL's articles of incorporation, unitholders who do not attend and exercise their voting rights at a general meeting of unitholders are deemed to be in agreement with proposals submitted at the meeting, except in cases where contrary proposals are also being submitted. Additionally, the guidelines of the Asset Manager, which provide more detailed policies within MEL's overall investment strategy, can be modified without such formal amendment of the articles of incorporation.
Article 23(1)(c)	
Description of the main legal implications of the contractual relationship entered into for the purpose of investment, including jurisdiction, applicable law, and the existence or not of any legal instruments providing for the recognition and enforcement of	<ul> <li>MEL has entered into the following asset management agreement, sponsor support agreement and trademark license agreements with the Asset Manager and the Sponsor, each of which is governed by Japanese law: <ul> <li>Asset Management Agreement, dated July 21, 2016 between MEL and Asset Manager;</li> <li>Sponsor Support Agreement, dated September 29, 2016 between MEL, Asset Manager and Sponsor;</li> <li>Trademark License Agreement, dated June 15, 2017 between MEL, Asset Manager and Sponsor;</li> <li>Trademark License Agreement, dated July 5, 2017 between MEL, Asset Manager and Sponsor;</li> <li>Trademark License Agreement, dated April 7, 2021 between MEL and Asset Manager; and</li> <li>Trademark License Agreement dated April 3, 2023 between MEL and Asset Manager.</li> </ul> </li> </ul>
judgments in the	

# territory where the AIF is established

MEL is not involved in or threatened by any legal arbitration, administrative or other proceedings, the results of which might, individually or in the aggregate, be material.

MEL is a corporate-type investment trust in the form of investment corporation ( $t\bar{o}shi\ h\bar{o}jin$ ) provided for under the ITA. Therefore, the relationship between MEL and its unitholders is governed by MEL's articles of incorporation (as opposed to individual agreements), which can be amended from time to time upon resolution of a general meeting of unitholders. MEL's articles of incorporation stipulate rules relating to general meetings of unitholders, including the convocation, setting of record date, exercise of voting rights, resolutions and election of MEL's directors.

The relationship between MEL and its unitholders is also governed by, and is subject to the provisions of, Japanese law, including the ITA.

The courts in Japan would recognize as a valid and final judgment any final and conclusive civil judgment for monetary claims (which, for this purpose, are limited to those of a purely civil nature and do not include monetary claims of the nature of criminal or administrative sanction, such as punitive damages, even though they take the form of civil claims) against MEL obtained in a foreign court provided that (i) the jurisdiction of such foreign court is admitted under the laws of Japan, (ii) MEL has received service of process for the commencement of the relevant proceedings, otherwise than by a public notice or any method comparable thereto, or has appeared without any reservation before such foreign court, (iii) neither such judgment nor the relevant proceeding is repugnant to public policy as applied in Japan, (iv) there exists reciprocity as to the recognition by such foreign court of a final judgment obtained in a Japanese court and (v) there is no conflicting judgment on the subject matter by any Japanese court.

### **Article 23(1)(d)**

The identity of the AIFM, AIF's depository, auditor and any other service providers and a description of their duties and the investors' rights thereto

- AIFM (Asset Manager): Mitsubishi Jisho Investment Advisors, Inc.
- Auditor: Ernst & Young ShinNihon LLC
- Custodian, Transfer Agent and General Administrator (Institutions):
   Mitsubishi UFJ Trust and Banking Corporation
- General Administrator (Accounting): Reiwa Accounting Holdings Co., Ltd.
- General Administrator (Tax): Reiwakaikeisha Tax Corporation
- General Administrator (Investment corporation bonds): MUFG Bank, Ltd.
- General Administrator (Investment units repurchase): SMBC Nikko Securities Inc.

Service providers owe contractual obligations under their respective agreements with the AIF or AIFM, as the case may be. In addition, the FIEA provides that the Asset Manager owes the AIF a fiduciary duty and must conduct its activities as the asset manager in good faith.

The FIEA also prohibits the Asset Manager from engaging in certain specified conduct, including entering into transactions outside the ordinary course of business or with related parties of the Asset Manager that are contrary to or violate the AIF's interests.

	Pursuant to the ITA, the unitholders have the right to approve the execution or
	termination of the asset management agreement at a general meeting of
	unitholders.
Article 23(1)(e)	
Description of how	Not applicable.
the AIFM complies	
with the	
requirements to	
cover professional	
liability risks (own	
funds /	
professional	
indemnity	
insurance)	
Article 23(1)(f)	
Description of any	Not applicable.
delegated	
management	There is no delegation of such functions beyond the AIFM, which is responsible
function such as	for portfolio and risk management, and the Custodian, which is responsible for
portfolio	safekeeping activities.
management or	
risk management	
and of any	
safekeeping	
function delegated	
by the depositary,	
the identification	
of the delegate and	
any conflicts of	
interest that may	
arise from such	
delegations	
Article 23(1)(g)	
Description of the	MEL makes investment decisions based on the valuation of properties, upon
AIF's valuation	consideration of the property appraisal value.
procedure and	
pricing	MEL shall evaluate assets in accordance with its article of incorporation. The
methodology,	methods and standards that MEL uses for the evaluation of assets shall be
including the	based on ITA and other regulations stipulated by ITA as well as Japanese GAAP.
methods used in	J-REITs may only use the valuation methods prescribed in the rules of the
valuing hard-to-	Investment Trusts Association, Japan, which emphasize market price valuation.
value assets	
Article 23(1)(h)	The AIGNA site letter had a second of the se
Description of the	The AIFM stipulates basic provisions of risk management in its risk management
AIF's liquidity risk	rules.
management,	Additionally the AIT was various financias and the desired discussions of
including	Additionally, the AIF uses various financing methods, including investment
redemption rights	corporation bonds and long-term or short-term loans, to finance acquisitions
in normal and	and repayment obligations. MEL controls related risk by seeking to maintain its
exceptional	LTV ratio under a certain percentage, diversifying repayment maturities, and
circumstances and	retaining a certain amount of highly liquid cash and deposits.
existing	

# redemption arrangements with investors

For floating rate borrowings exposed to the risk of interest rate fluctuations, MEL closely monitors the movement of interest rates, and intends to increase the proportion of its obligations subject to fixed rate loans and similar instruments.

Risks related to deposits are managed through the use of liquid deposits.

As MEL is a closed-end investment corporation, unitholders are not entitled to request the redemption of their investment.

### **Article 23(1)(i)**

Description of all fees, charges and expenses and a maximum amount which is directly / indirectly borne by the investors <u>Compensation</u>: The articles of incorporation provide that MEL may pay its executive officer up to 800 thousand yen per month and each of its supervisory officers up to 300 thousand yen per month. The board of officers is responsible for determining a reasonable compensation amount for the executive officer and each of the supervisory officers.

<u>Asset Manager</u>: MEL pays the Asset Manager asset management, acquisition and disposition fees as follows:

- Asset Management Fee. The Asset Manager receives asset
  management fees, which comprises a type 1 asset management fee,
  type 2 asset management fee and a type 3 asset management fee as
  described below.
  - Type 1 asset management fee. MEL pays to the Asset Manager a type 1 asset management fee for each fiscal period. This type 1 asset management fee of up to 0.2% per fiscal period of MEL's total assets (as stated in MEL's balance sheet at the end of the immediately preceding fiscal period prepared in accordance with Japanese GAAP) is payable by MEL within three months of the settlement day for the relevant fiscal period.
  - Type 2 asset management fee. MEL pays to the Asset Manager a type 2 asset management fee for each fiscal period. This type 2 asset management fee of up to 5.0% per fiscal period of MEL's adjusted net operating income is payable within three months of the settlement day for the relevant fiscal period. Adjusted net operating income is calculated by subtracting property-related expenses (excluding depreciation, custodian fees and loss on retirement of fixed assets) from property-related revenues.
  - Type 3 asset management fee. MEL pays to the Asset Manager a type 3 asset management fee for each fiscal period. This type 3 asset management fee is payable within three months of the settlement day for the relevant fiscal period. The type 3 asset management fee comprises A and B, calculated as follows: A: (i) adjusted net income before tax multiplied by (ii) adjusted net income before tax per unit multiplied by (iii) up to 0.001%. Adjusted net income before tax per unit is equal to the net income before taxes for the relevant fiscal period prior to deducting type 1 asset management fees, type 2 asset management fees and type 3 asset management fees and the non-deductible consumption taxes applicable thereto (including).

any loss carried forward, if applicable) divided by the number of units outstanding as of the end of the relevant fiscal period. B: (i) investment unit performance against TSE REIT Index multiplied by (ii) market capitalization multiplied by (iii) up to 0.1%. Investment unit performance against TSE REIT Index equals (a) minus (b), where (a) is equivalent to (the closing price of MEL's investment unit on the last business day of the first month of the relevant fiscal period minus the closing price of MEL's investment unit on the last business day of the first month of the fiscal period immediately preceding the relevant fiscal period plus distributions per unit for the fiscal period immediately preceding the relevant fiscal period) divided by the closing price of MEL's investment unit on the last business day of the first month of the fiscal period immediately preceding the relevant fiscal period multiplied by 100 (%), and (b) is equivalent to (the closing TSE REIT Index (including dividends) on the last business day of the first month of the relevant fiscal period divided by the closing TSE REIT Index (including dividends) on the last business day of the first month of the fiscal period immediately preceding the relevant fiscal period, minus one) multiplied by 100 (%).

Market capitalization for purposes calculating type 3 asset management fees is equal to the closing price of MEL's investment unit on the last business day of the first month of the relevant fiscal period multiplied by number of units outstanding as of the last business day of the first month of the relevant fiscal period.

- Acquisition/Disposition Fee. For each new property that MEL acquires
  or disposes, the Asset Manager receives an acquisition fee or
  disposition fee equal to up to 1.0% or 0.5% of the acquisition price or
  disposition price, respectively (excluding national and local
  consumption taxes and expenses), payable within a month of the
  acquisition or disposition.
- Merger Fee. The Asset Manager receives a merger fee for services related to each of MEL's consolidation-type/absorption-type merger, including for investigating and evaluating the assets of the counter party, of up to 1.0% of the aggregated appraisal amount as of the effective date of the merger. The merger fee is payable by MEL within three months of the effective date of merger.

<u>Custodian</u>: MEL pays the Custodian a fee per fiscal period calculated as follows.

A	Calaulatian mathad (amount)
Amount of total assets	Calculation method (annual)
¥10 billion or less	¥4,200,000
Over ¥10 billion and not more than ¥50 billion	¥4,200,000 + (Total Assets - ¥10 billion) x 0.030%
Over ¥50 billion and not more than ¥100 billion	¥16,200,000 + (Total Assets - ¥50 billion) x 0.024%
Over ¥100 billion and not more than ¥200 billion	¥28,200,000 + (Total Assets - ¥100 billion) x 0.021%
Over ¥200 billion and not more than ¥300 billion	¥49,200,000 + (Total Assets - ¥200 billion) x 0.018%
Over ¥300 billion and not more than ¥500 billion	¥67,200,000 + (Total Assets - ¥300 billion) x 0.015%
Over ¥500 billion	¥97,200,000 + (Total Assets - ¥500 billion) x 0.012%

<u>General Administrator (Institutions)</u>: MEL pays the general administrator (institutions) a fee per fiscal period calculated as follows.

Amount of total assets	Calculation method (annual)
¥10 billion or less	¥11,000,000
Over ¥10 billion and not more than ¥50 billion	¥11,000,000 + (Total Assets - ¥10 billion) x 0.080%
Over ¥50 billion and not more than ¥100 billion	¥43,000,000 + (Total Assets - ¥50 billion) x 0.060%
Over ¥100 billion and not more than ¥200 billion	¥73,000,000 + (Total Assets - ¥100 billion) x 0.055%
Over ¥200 billion and not more than ¥300 billion	¥128,000,000 + (Total Assets - ¥200 billion) x 0.040%
Over ¥300 billion and not more than ¥500 billion	¥168,000,000 + (Total Assets - ¥300 billion) x 0.035%
Over ¥500 billion	¥238,000,000 + (Total Assets - ¥500 billion) x 0.030%

<u>General Administrator (Accounting)</u>: MEL pays the general administrator (accounting) as follows:

- Monthly fee
  - The sum of one twelfth of a yearly flat fee of up to ¥10 million and an amount equal to a variable amount of up to ¥200,000 multiplied by the number of properties at the end of the month.
- When MEL acquires a new property, MEL pays to the general administrator (accounting) an initial registration fee of up to ¥1 million per property to be determined pursuant to discussions.

<u>General Administrator (Tax)</u>: MEL pays the general administrator (tax) as follows:

- Monthly fee
  - One twelfth of a yearly flat fee of up to \$10 million. If services are provided for the preparation of a depreciable assets tax notification, the sum of one twelfth of a yearly flat fee of up to \$10 million, an amount equal to a variable amount of up to \$100,000 multiplied by the number of properties at the end of December.
- If services are provided for the preparation of business income tax returns, an amount equal to a variable amount of up to ¥100,000 multiplied by the number of properties held as of the end of the fiscal period immediately preceding the month on which such business income tax return is due.

General Administrator (Investment corporation bonds): In connection with the issuance of MEL's first series of investment corporation bonds (green bonds), MEL paid the general administrator (investment corporation bonds) an amount of up to ¥10,000,000 that was separately agreed upon between MEL and the general administrator (investment corporation bonds) as of April 14, 2021 for 1st investment corporation bonds, and July 25, 2023 for 2nd investment corporation bonds.

General Administrator (Investment units - repurchase): In connection with the repurchase of MEL's investment units, MEL paid the general administrator (investment units - repurchase) an amount equal to 0.3% of repurchase price that was separately agreed upon between MEL and the general administrator (investment units - repurchase) as of April 17, 2025 for the repurchase of up to 30,000 units from April 18, 2025 to July 31, 2025.

<u>Transfer Agent Fee</u>: MEL pays the transfer agent fees pursuant to the transfer agency agreement.

### Monthly standard fee:

MEL pays the transfer agent monthly standard fees equal to one sixth of the total amount of fees calculated below. There is a minimum monthly fee of ¥220,000.

Number of unitholders	Fees per unitholder
The first 5,000 unitholders	¥390
Over 5,000 to 10,000	¥330
Over 10,000 to 30,000	¥280
Over 30,000 to 50,000	¥230
Over 50,000 to 100,000	¥180
Over 100,000	¥150

The rate for removal of a unitholder from the registry is 55 yen per person.

#### • Other fees:

MEL pays the transfer agent fees for various other services, including fees for services in connection with the payment of distributions, notices, general meetings of unitholders, postal items, unitholder information and expense reimbursements.

<u>Auditor Fee</u>: MEL may pay the independent auditor up to ¥20 million per fiscal period as a fixed fee. The board of officers is responsible for determining the actual compensation amount.

### Article 23(1)(j)

Description of the AIFM's procedure to ensure fair treatment of investors and details of any preferential treatment received by investors, including detailing the type of investors and their legal or economic links with the AIF or AIFM

Under Article 77 paragraph 4 of the ITA, which applies the requirements of Article 109 paragraph 1 of the Companies Act of Japan to investment corporations, investment corporations are required to treat unitholders equally depending on the number and content of units held. In addition, upon liquidation, the allotment of residual assets to unitholders is required to be made equally depending on the number of units held under Article 77 paragraph 2 item 2 and Article 158 of the ITA.

### **Article 23(1)(k)**

The latest annual report referred to in Article 22(1)

Additional information may be found in MEL's most recent semi-annual report prepared in accordance with Article 22 of the AIFMD, which is available at the AIFM's office located at Marunouchi Kitaguchi Building, 19th Floor, 6-5 Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan.

# **Article 23(1)(I)**

The procedure and conditions for the

MEL is authorized under its articles of incorporation to issue up to 10,000,000 units. Its units have been listed on the Tokyo Stock Exchange since September 14, 2017. Secondary market sales and transfers of units will be conducted in

issue and sale of the units	accordance with the rules of the Tokyo Stock Exchange. Unit prices on the Tokyo Stock Exchange are determined on a real-time basis by the equilibrium between bids and offers. The Tokyo Stock Exchange sets daily price limits, which limit the maximum range of fluctuation within a single trading day. Daily price limits are set according to the previous day's closing price or special quote.			
Auticle 22/1\/ms\				
Article 23(1)(m)	NATI/aait/a lataat	والمارية والمرابع	l	alii ia Cha ali
Latest net asset	MEL's unit's latest market price is publicly available at the Tokyo Stock Exchange or from financial information venders (including Reuters, which can			
value of the AIF or	_			
latest market price	be viewed at https:/	/www.reuters.com/	mance/stocks/over	view/3481.1).
of the unit or share				
of the AIF				
Article 23(1)(n)				<u> </u>
Details of the	The units of MEL we			•
historical	2017. The most rece	nt five fiscal periods	' performance of M	EL is as follows.
performance of the				
AIF, where	Fiscal period	Total Assets	Total Net Assets	Net Assets per unit
available		(JPY millions)	(JPY millions)	(JPY)
	14th Fiscal Period	274 257	150.000	105.041
	(March 1, 2023 to August 31, 2023)	271,357	159,869	105,841
	15th Fiscal Period			
	(September 1,	201 002	159,644	105 602
	2023 to February	281,003	159,044	105,693
	29, 2024)			
	16th Fiscal Period (March 1, 2024 to	282,348	160,409	106 100
	August 31, 2024)	202,340	100,409	106,199
	17th Fiscal Period			
	(September 1,	282,127	160,369	106,172
	2024 to February	202,127	100,309	100,172
	28, 2025) <sup>(1)</sup>			
	18th Fiscal Period (March 1, 2025 to	287,596	156,381	105,306
	August 31, 2025) <sup>(1)</sup>	287,330	130,301	103,300
	(Note)			
	1 1 '	ted a one-for-three ur	nit split effective Marc	h 1, 2025 and the
	Net Asset pe	er unit indicated above	e reflects this unit split	t.
Article 23(1)(o)				
Identity of the	Not applicable.			
prime broker, any				
material				
arrangements of				
the AIF with its				
prime brokers, how				
conflicts of interest				
are managed with				
the prime broker				
and the provision				
in the contract with				
the depositary on				
the possibility of				
transfer and reuse				
transier and reuse				

	T		
of AIF assets, and			
information about			
any transfer of			
liability to the			
prime broker that			
may exist			
,			
Article 23(1)(p)			
Description of how	The AIFM v	will disclose the matters described in Articles 23(4) and 23(5)	
and when periodic		y through MEL's website and semi-annual report.	
disclosures will be	periodican	y through WEE 3 Website and semi annual report.	
made in relation to			
leverage, liquidity			
and risk profile of			
the assets,			
pursuant to			
Articles 23(4) and			
23(5)			
Article 23(2)			
The AIFM shall	Not applica	able.	
inform the			
investors before			
they invest in the			
AIF of any			
arrangement made			
by the depository			
to contractually			
discharge itself of			
liability in			
accordance with			
Article 21(13)			
The AIFM shall also	Not applica	able.	
inform investors of			
any changes with			
respect to			
depositary liability			
without delay			
Article 23(4)(a)			
Percentage of the All	F's assets	There are no assets that are subject to special arrangements arising	
which are subject to	special	from their illiquid nature.	
arrangements arising	-	·	
their illiquid nature. The			
percentage shall be calculated			
as the net value of those assets			
subject to special			
	d by the		
arrangements divided by the net asset value of the AIF			
concerned	- All		
concerned			

Overview of any special	There are no such special arrangements.
arrangements, including	
whether they relate to side	
pockets, gates or other	
arrangements	
Valuation methodology applied	There are no such special arrangements.
to assets which are subject to	
such arrangements	
How management and	There are no such special arrangements.
performance fees apply to such	
assets	
Article 23(4)(b)	
Any new arrangements for	Any new arrangements or change in applicable arrangements will
managing the liquidity of the	be disclosed at an appropriate time.
AIF	
For each AIF that the AIFM	Any new arrangements or change in applicable arrangements will
manages that is not an	be disclosed at an appropriate time.
unleveraged closed-end AIF,	
notify to investors whenever	
they make changes to its	
liquidity management systems	
(which enable an AIFM to	
monitor the liquidity risk of the	
AIF and to ensure the liquidity	
profile of the investments of	
the AIF complies with its	
underlying obligations) that are	
material in accordance with	
Article 106(1) of Regulation	
(EU) No 231/2013 (ie. there is a	
substantial likelihood that a	
reasonable investor, becoming	
aware of such information,	
would reconsider its	
investment in the AIF, including	
because such information	
could impact an investor's	
ability to exercise its rights in	
relation to its investment, or	
otherwise prejudice the	
interests of one or more	
investors in the AIF).	
Immediately notify investors	Any new arrangements or change in applicable arrangements will
where they activate gates, side	be disclosed at an appropriate time.
pockets or similar special	
arrangements or where they	
decide to suspend redemptions	
Overview of changes to	Any new arrangements or change in applicable arrangements will
liquidity arrangements, even if	be disclosed at an appropriate time.
not special arrangements	
Terms of redemption and	MEL is a closed-end investment corporation and unitholders are not
circumstances where	entitled to request the redemption of their investment.

management discretion	
applies, where relevant	
Also any voting or other	There are no voting or other restrictions on the rights attaching to
restrictions exercisable, the	units.
length of any lock-up or any	
provision concerning 'first in	
line' or 'pro-rating' on gates	
and suspensions shall be	
included	
2 11 1 22/21/2	
Article 23(4)(c)	
The current risk profile of the	The AIFM stipulates basic provisions of risk management in their
AIF and the risk management	risk management rules.
systems employed by the AIFM	
to manage those risks	Investment corporation bonds and long-term or short-term loans
	are used to finance acquisition of real estate, redemption of
	investment corporation bonds and repayment of loans. These
	financial instruments are exposed to liquidity risk. MEL controls
	such risk by seeking to maintain its LTV ratio under a certain
	percentage, diversifying repayment maturities, and retaining a
	certain amount of highly liquid cash and deposits.
	For floating rate borrowings exposed to the risk of interest rate
	fluctuations, MEL, in order to reduce the impact caused by rising
	interest rates, closely monitors the movement of interest rates.
	interest rates, closely monitors the movement of interest rates.
	Deposits are exposed to credit risks, including collapse of the
	financial institutions where deposits are made, and, thus, are
	managed through the use of liquid deposits.
Measures to assess the	No such measures have been implemented.
sensitivity of the AIF's portfolio	The such measures have been implemented.
to the most relevant risks to	
which the AIF is or could be	
exposed	
If risk limits set by the AIFM	No such situation has occurred.
have been or are likely to be	
exceeded and where these risk	
limits have been exceeded a	
description of the	
circumstances and the	
remedial measures taken	
Article 23(5)(a)	
Any changes to the maximum	Any new arrangements or change in applicable arrangements will
amount of leverage which the	be disclosed at an appropriate time.
AIFM may employ on behalf of	
the AIF, calculated in	
accordance with the gross and	
commitment methods. This	
shall include the original and	
revised maximum level of	
leverage calculated in	

accordance with Articles 7 and 8 of Regulation (EU) No 231/2013, whereby the level of leverage shall be calculated as the relevant exposure divided by the net asset value of the AIF	
Any right of the reuse of collateral or any guarantee granted under the leveraging agreement, including the nature of the rights granted for the reuse of collateral and the nature of the guarantees granted	No such right or guarantee exists.
Details of any change in service	Any new arrangements or change in applicable arrangements will
providers relating to the above	be disclosed at an appropriate time.
Article 23(5)(b)	
Information on the total amount of leverage employed by the AIF calculated in accordance with the gross and commitment methods	The aggregate amount of MEL's interest-bearing debt (including investment corporation bonds) was JPY 122,719 million as of August 31, 2025.