

Please note that this document is an English translation prepared solely for the convenience and information purpose of unitholders who are non-native Japanese. In the event of any inconsistency between this translation and the Japanese authoritative document, the latter shall prevail.

March 23, 2011

Masahiro Horie  
Executive Director:  
TOKYU REIT, Inc.  
12-1, Dogenzaka, 1-chome,  
Shibuya-ku, Tokyo, Japan  
(Securities Code: 8957)

## Notice of Convocation of the Fifth General Meeting of Unitholders

Dear Unitholders:

TOKYU REIT, Inc. (“TOKYU REIT”) hereby gives notification of and requests your attendance to its Fifth General Meeting of Unitholders (“Meeting”) to be held as detailed below.

**In the event that you are unable to attend, you are able to exercise your voting right using a voting rights exercise form. Therefore we request you study the attached reference documents and exercise your voting rights on the enclosed voting rights exercise form by indicating your approval or disapproval of the items of business, and return those documents with your seal impression by April 13, 2011 (Wednesday).**

In accordance with Article 93-1 of the Law for Investment Trusts and Investment Corporations, TOKYU REIT determined in its Articles of Incorporation that unitholders not present at the general meeting of unitholders who do not exercise their voting rights are deemed to approve proposals submitted to the general meeting of unitholders (excluding proposals that contradict each other when there are several proposals).

**Accordingly, please be aware that unitholders not present at the Meeting who do not exercise their voting rights on the voting rights exercise form are deemed to approve proposals submitted to the Meeting. Also please be aware that the number of voting rights held by non-attending unitholders is included in the number of voting rights of unitholders in attendance.**

- Date:** April 14, 2011 (Thursday) at 10:00 a.m.
- Address:** Ball Room Subaru, B2 floor, Cerulean Tower Tokyu Hotel  
26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo, Japan

**3. Agenda:**

**Matters to be Resolved:**

- |                    |   |
|--------------------|---|
| <b>First Item</b>  | Partial amendments to the Articles of Incorporation |
| <b>Second Item</b> | Election of one executive director                  |
| <b>Third Item</b>  | Election of two supervisory directors               |

**4. Decisions at the time of convocation:**

On the day of the Meeting, unitholders may exercise their voting rights by proxy, limited to one other unitholder with voting rights. If voting by proxy, we request that your proxy submit a document certifying his or her authority with your voting rights exercise form.

If your voting rights exercise form fails to clearly express your position with regard to individual agenda items, TOKYU REIT will consider you to be voting for those agenda items.

Notes:

1. If you attend the Meeting, we request that you return the enclosed voting rights exercise form to the reception desk.
2. Any revisions that need to be made to the General Meeting of Unitholders Reference Document will be posted on the TOKYU REIT Web site (<http://www.tokyu-reit.co.jp/eng/>) after revision, so please approve those revisions beforehand.
3. After the conclusion of the Meeting, Tokyu Real Estate Investment Management Inc. (“Tokyu REIM”), our investment management company, which we consign to manage our assets and investments, will hold a management status meeting in the same room and on the same day. We understand that you are busy, but we would appreciate it if you could attend.

# General Meeting of Unitholders Reference Document

## Agenda Items and References

### First Item: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for Amendments

- (1) TOKYU REIT has been implementing investment management by forming a collaborative structure with Tokyu Group companies, including Tokyu Corporation and Tokyu Land Corporation (“Tokyu Land”). Based on the conclusion of a letter of intent for change of sponsor between TOKYU REIT, TOKYU REIT’s investment management company Tokyu Real Estate Investment Management Inc. (“Tokyu REIM”), Tokyu Corporation and Tokyu Land (on January 13, 2011), the collaboration will be terminated to consolidate and reconstruct the collaboration into one that is with Tokyu Corporation (collectively refers to (i) Tokyu Corporation; (ii) A consolidated subsidiary of Tokyu Corporation; or (iii) A party that constitutes either a tokutei mokuteki kaisha (TMK) or special purpose entity (SPE) established under the instruction of Tokyu Corporation or a consolidated subsidiary of Tokyu Corporation and whose majority of silent partnership and other capital are invested by such). Accordingly, TOKYU REIT proposes necessary text revisions, etc. in the basic policy on investment management. (Related to Attachment 1-1(1), Attachment 1-1(3), and Attachment 1-3(3))
- (2) TOKYU REIT is reviewing the investment management fees payable to TOKYU REIT’s investment management company in view of uncertainties continuing to exist in REIT operating conditions due to slowdown in the economic environment. TOKYU REIT is also reducing the investment management fees for the limited period of four fiscal periods over two years starting February 1, 2011 and ending January 31, 2013. This time-limited reduction of investment management fees is, in effect, a continuation of the time-limited reduction that was implemented for the four fiscal periods over two years starting February 1, 2009 and ending January 31, 2011 on the grounds of there being uncertainties in REIT operating conditions. (Related to Article 41 of proposed amendments, and Attachment 2)
- (3) In preparation for the event of TOKYU REIT splitting or consolidating investment units, TOKYU REIT proposes to designate a method of adjusting investment management fees in advance in regards to the incentive fees of the investment management fees payable to the investment management company. (Related to Attachment 2)
- (4) Concerning the basic policy on investment management, TOKYU REIT proposes necessary text revisions, etc. to clarify the replacement, etc. of assets in its portfolio as set forth in the Long-Term Investment Management Strategy (Surf Plan) formulated by the investment management company in September 2009. It is not intended for TOKYU REIT to engage in short-term trading in the replacement of assets in the portfolio. (Related to Attachment 1-1(1), and Attachment 1-3(1))
- (5) Amendments to the Special Taxation Measures Law (Law No. 26 of 1957, including amendments thereto) concerning the requirements for application of special provisions on the taxation of investment corporations have changed the amount used as the basis for calculating the requirements for the amount of distributions payable to the amount of distributable earnings, and changed the requirements for reduction of the tax rate for registration and license tax in the registration of transfer of ownership of real estate. Amendments also establish new requirements for application of special tax provisions upon a merger of investment corporations. Accordingly, TOKYU REIT proposes necessary text revisions, etc. (Related to Article 30 Item 2 and Item 4, and Attachment 1-3(5))
- (6) TOKYU REIT proposes changes in view of consistency with other laws and regulations applicable to TOKYU REIT, as well as changes, consolidations and clarifications of the text, etc. in line with the above amendments. (Related to Article 8, Article 9, Article 10 Paragraph 3, Article 11, Article 12 Paragraph 3, Article 13 Paragraph 2, Article 20, Article 22 Paragraph 1, Paragraph 2 and Paragraph 3, Article 23, Article 26, Article 29 Paragraph 1 Item 3, Article 29 Paragraph 3, Article 33, Article 35, Article 39, Article 40, Attachment 1-1(2), Attachment 1-2(4), Attachment 1-3(1), Attachment 1-3(5), Attachment 1-5(3), and Attachment 2)

2. Details of Amendments  
Proposed amendments are as follows.

(Shaded portions indicate changes)

Current Articles	Proposed Amendments
<p><b>Article 8. (Investment Unit Handling Regulations)</b> The entry and record in the register of unitholders, procedures for exercising unitholders' rights and any other matters relating to the handling of investment units and investment securities including commissions shall be governed by handling regulations to be established by the Board of Directors.</p> <p><b>Article 9. (Minimum Net Assets)</b> TOKYU REIT shall have a minimum net asset balance of fifty million yen.</p> <p><b>Article 10. (Convocation)</b> 1. (Omitted) 2. (Omitted) 3. (Omitted [insignificant lexical changes in Japanese]) 4. (Omitted) 5. (Omitted)</p> <p><b>Article 11. (Chairperson)</b> (Omitted [insignificant lexical changes in Japanese])</p> <p><b>Article 12. (Resolutions of General Meeting of Unitholders)</b> 1. (Omitted) 2. (Omitted) 3. (Omitted [insignificant lexical changes in Japanese])</p> <p><b>Article 13. (Exercise of Voting Rights in Writing)</b> 1. (Omitted) 2. The number of voting rights exercised in writing shall be included in the number of voting rights of unitholders in attendance.</p> <p><b>Article 20. (Election of Directors)</b> The General Meeting of Unitholders shall elect executive directors and supervisory directors.</p> <p><b>Article 22. (Board of Directors)</b> 1. The Board of Directors shall be comprised of executive directors and supervisory directors. 2. (Omitted [insignificant lexical changes in Japanese]) 3. A notice of convocation of a meeting of the Board of Directors shall be sent to each executive director and supervisory director at least three days prior to the date of the meeting; provided, however, that this may be shortened in the event of an emergency. Moreover, convocation notices may be omitted when the consent of all executive directors and supervisory directors is obtained.</p> <p><b>Article 23. (Resolutions of Board of Directors)</b> (Omitted [insignificant lexical changes in Japanese])</p> <p><b>Article 26. (Director Remuneration and Limitation of Liability)</b> 1. (Omitted) 2. (Omitted) 3. (Omitted)</p> <p><b>Article 29. (Asset Valuation Methods, Standards and Reference Dates)</b> 1. (Omitted) (1) (Omitted) (2) (Omitted) (3) Attachment 1, 2. (2): Asset-backed securities for investment, mainly real estate a. Asset-backed securities listed on financial instrument exchanges (Omitted [insignificant lexical changes in Japanese]) b. (Omitted) c. (Omitted)</p>	<p><b>Article 8. (Investment Unit Handling Regulations)</b> The entry and record in the register of unitholders, procedures for exercising unitholders' rights and any other matters relating to the handling of investment units and investment securities including commissions shall be governed by law or these Articles of Incorporation, as well as the investment unit handling regulations to be established by the Board of Directors.</p> <p><b>Article 9. (Minimum Net Asset Balance Consistently Held by TOKYU REIT)</b> TOKYU REIT shall consistently maintain a minimum net asset balance of fifty million yen.</p> <p><b>Article 10. (Convocation)</b> 1. (No change) 2. (No change) 3. (No change) 4. (No change) 5. (No change)</p> <p><b>Article 11. (Chairperson)</b> (No change)</p> <p><b>Article 12. (Resolutions of General Meeting of Unitholders)</b> 1. (No change) 2. (No change) 3. (No change)</p> <p><b>Article 13. (Exercise of Voting Rights in Writing)</b> 1. (No change) 2. The number of voting rights exercised in writing pursuant to the provisions of the preceding Paragraph shall be included in the number of voting rights of unitholders in attendance.</p> <p><b>Article 20. (Election of Directors)</b> Executive directors and supervisory directors shall be elected by resolution of the General Meeting of Unitholders.</p> <p><b>Article 22. (Board of Directors)</b> 1. The Board of Directors shall be comprised of all executive directors and supervisory directors. 2. (No change) 3. A notice of convocation of a meeting of the Board of Directors shall be sent to each executive director and supervisory director at least three days prior to the date of the meeting of the Board of Directors; provided, however, that this may be shortened in the event of an emergency. Moreover, convocation procedures may be omitted when the consent of all executive directors and supervisory directors is obtained.</p> <p><b>Article 23. (Resolutions of Board of Directors)</b> (No change)</p> <p><b>Article 26. (Director Remuneration and Limitation of Liability for Damages)</b> 1. (No change) 2. (No change) 3. (No change)</p> <p><b>Article 29. (Asset Valuation Methods, Standards and Reference Dates)</b> 1. (No change) (1) (No change) (2) (No change) (3) Attachment 1, 2. (2): Asset-backed securities for investment, mainly real estate a. Asset-backed securities listed on financial instrument exchanges (No change) b. (No change) c. (No change)</p>

Current Articles	Proposed Amendments
<p>d. (Omitted) e. (Omitted)</p> <p>(4) (Omitted) (5) (Omitted) (6) (Omitted) (7) (Omitted)</p> <p>2. (Omitted) (1) (Omitted) (2) (Omitted)</p> <p>3. The reference date for asset valuations shall be, in principle, the settlement of accounts (last day of January and last day of July each year); provided, however, that the reference date shall be the end of each month for assets listed in Item 3 and Item 4 of Paragraph 1 that are assets that can be valued as an amount based on market prices.</p> <p><b>Article 30. (Cash Distributions)</b> (Omitted) (1) (Omitted) (2) TOKYU REIT shall make cash distributions to its unitholders in excess of 90% of its distributable income as defined in Article 67-15 of the Special Taxation Measures Law (Law No. 26 of 1957, as amended) (hereinafter referred to as “special tax treatment”). Any applicable regulatory amendments shall prevail in the calculation of distributable income and cash distributions. TOKYU REIT is allowed to provide for a long-term maintenance reserves as deemed necessary to maintain and improve asset value, reserve for outstanding claims, reserve for cash distributions and other similar reserves. (3) (Omitted) (4) Cash distributions in excess of earnings When the amount of earnings is no more than an amount equivalent to 90% of its distributable income or when TOKYU REIT deems appropriate in light of economic environment, real estate market, leasing market and other trends, TOKYU REIT shall be able to distribute as cash in excess of earnings an amount that adds to the distribution amount prescribed in Item 2 an amount as it determines, which shall be no more than an amount equivalent to 60% of the depreciation amount recorded on the last day of the fiscal period. When the cash distribution amount in the case above does not satisfy the requirements for special tax treatment, TOKYU REIT shall be able to distribute cash in an amount as it determines under the objective of satisfying the requirements. (5) (Omitted)</p> <p><b>Article 33. (Election of Independent Auditor)</b> The General Meeting of Unitholders shall elect the independent auditor.</p> <p><b>Article 35. (Fees Payable to Independent Auditor)</b> Fees payable to the independent auditor shall be paid in an amount determined by the Board of Directors, which shall be no more than fifteen million yen per fiscal period, no later than one month after receipt of all necessary audit reports via the method of transfer to a bank account designated by the independent auditor.</p> <p><b>Article 39. (Grounds for and End of Use of Representation)</b> Use of “TOKYU” and other related registered trademarks, as well as similar representation, including part of TOKYU REIT’s trade name and those that appear in the Japanese language, by TOKYU REIT</p>	<p>d. (No change) e. (No change)</p> <p>(4) (No change) (5) (No change) (6) (No change) (7) (No change)</p> <p>2. (No change) (1) (No change) (2) (No change)</p> <p>3. The reference date for asset valuations shall be, in principle, the settlement of accounts (last day of January and last day of July each year); provided, however, that the reference date shall be the end of each month for assets listed in Item 3, Item 4 and Item 6 of Paragraph 1 that are assets that can be valued as an amount based on market prices.</p> <p><b>Article 30. (Cash Distributions)</b> (No change) (1) (No change) (2) TOKYU REIT shall make cash distributions to its unitholders in excess of 90% of its distributable earnings amount as defined in Article 67-15 of the Special Taxation Measures Law (Law No. 26 of 1957, as amended) (hereinafter referred to as “special tax treatment”). Any applicable regulatory amendments shall prevail in the calculation of distributable earnings amount and cash distributions. TOKYU REIT is allowed to provide for a long-term maintenance reserves as deemed necessary to maintain and improve asset value, reserve for outstanding claims, reserve for cash distributions and other similar reserves. (3) (No change) (4) Cash distributions in excess of earnings When the amount of earnings is an amount equivalent to 90% of its distributable earnings amount or less or when TOKYU REIT deems appropriate in light of economic environment, real estate market, leasing market and other trends, TOKYU REIT shall be able to distribute as cash in excess of earnings an amount that adds to the distribution amount prescribed in Item 2 an amount as it determines, which shall be no more than an amount equivalent to 60% of the depreciation amount recorded on the last day of the fiscal period. When the cash distribution amount in the case above does not satisfy the requirements for special tax treatment, TOKYU REIT shall be able to distribute cash in an amount as it determines under the objective of satisfying the requirements. (5) (No change)</p> <p><b>Article 33. (Election of Independent Auditor)</b> An independent auditor shall be elected by resolution of the General Meeting of Unitholders.</p> <p><b>Article 35. (Fees Payable to Independent Auditor)</b> Fees payable to the independent auditor shall be paid in an amount determined by the Board of Directors, which shall be no more than fifteen million yen per fiscal period, no later than one month after receipt of all necessary audit reports for that fiscal period via the method of transfer to a bank account designated by the independent auditor.</p> <p><b>Article 39. (Grounds for and End of Use of Representation)</b> Use of “TOKYU” and other related registered trademarks, as well as similar representation, including part of TOKYU REIT’s trade name and those that appear in the Japanese language, by TOKYU REIT shall</p>

Current Articles	Proposed Amendments
<p>shall be subject to a license being granted based on an agreement with the holder of the trademark rights Tokyu Corporation and the use shall be suspended when the license is no longer granted.</p> <p><b>Article 40. (Consumption Tax and Local Consumption Tax)</b></p> <p>Within asset management and other payable expenses and amounts, TOKYU REIT pays the total amount of the cost and consumption taxes and local consumption taxes (hereinafter, collectively referred to as “consumption taxes”) on items subject to taxation (hereinafter “taxable items”) under the Consumption Tax Law (Law No. 108 of 1988, as amended) and the Local Tax Law (Law No. 226 of 1950, as amended). All figures in these Articles of Incorporation, unless otherwise stated, are shown without consumption tax.</p> <p style="text-align: center;">(New addition)</p>	<p>be subject to a license being granted based on an agreement with the holder of the trademark rights Tokyu Corporation and the use shall be suspended when the license is no longer granted.</p> <p><b>Article 40. (Consumption Tax and Local Consumption Tax)</b></p> <p>Within asset management and other payable expenses and amounts, TOKYU REIT pays the total amount of the cost and consumption taxes and local consumption taxes (hereinafter, collectively referred to as “consumption taxes”) on items subject to taxation under the Consumption Tax Law (Law No. 108 of 1988, as amended) and the Local Tax Law (Law No. 226 of 1950, as amended). All figures in these Articles of Incorporation, unless otherwise stated, are shown without consumption tax.</p> <p><b>Article 41.</b></p> <p>The special provision regarding investment management fees from the 16th fiscal period through to the 19th period under Attachment 2 shall remain effective until January 31, 2013, and the special provision, together with this Article, shall be deleted on the following day.</p>
<p><b>Attachment 1: Scope and Policy of Investment Management</b></p> <p><b>1. Policy of Investment Management</b> (Omitted)</p> <p>(1) Growth (Omitted)</p> <p>① (Omitted)</p> <p>② External growth factors <u>Proactive property acquisition</u></p> <p>TOKYU REIT actively seeks to acquire office properties and retail properties located in its primary investment targeted areas of Central Tokyo and the Tokyu Areas at reasonable prices by taking advantage of Tokyu REIM’s proprietary skill and know-how in collecting information and detailed investigation and research of properties. Premising acquisitions on holding properties for the long term, each real estate is selected based on a careful property consideration in view of maintaining and increasing the quality of the portfolio. At the same time, TOKYU REIT aims to develop a portfolio that leads to increase in asset value and growth of earnings per investment unit.</p> <p><u>Property acquisition from Tokyu Group companies</u> TOKYU REIT shall secure stable and continuous opportunities for acquisition of property owned by Tokyu Group companies.</p> <p>③ Synergy effect with Tokyu Group companies</p>	<p><b>Attachment 1: Scope and Policy of Investment Management</b></p> <p><b>1. Policy of Investment Management</b> (No change)</p> <p>(1) Growth (No change)</p> <p>① (No change)</p> <p>② External growth factors <u>Proactive property acquisition, and maintaining and increasing portfolio quality</u></p> <p>TOKYU REIT actively seeks to acquire office properties and retail properties located in its primary investment targeted areas of Central Tokyo and the Tokyu Areas at reasonable prices by taking advantage of Tokyu REIM’s proprietary skill and know-how in collecting information and detailed investigation and research of properties. Premising acquisitions on holding properties for the long term, each real estate is selected based on a careful property consideration. On the other hand, TOKYU REIT will maintain and increase the quality of the portfolio by replacing properties in its portfolio, etc. as needed as it aims to develop a portfolio that leads to increase in asset value and growth of earnings per investment unit.</p> <p><u>Property acquisition from Tokyu Corporation</u> TOKYU REIT shall secure stable and continuous opportunities for acquisition of property owned by Tokyu Corporation In these Articles of Incorporation, Tokyu Corporation refers to any of a. to c. below: a. Tokyu Corporation; b. A consolidated subsidiary of Tokyu Corporation; or c. A party that constitutes either a tokutei mokuteki kaisha (TMK) or special purpose entity (SPE) established under the instruction of Tokyu Corporation or a consolidated subsidiary of Tokyu Corporation and whose majority of silent partnership and other capital are invested by such.</p> <p>③ Synergy effect with Tokyu Corporation</p>

Current Articles	Proposed Amendments
<p>TOKYU REIT shall aim to achieve growth by improving added value of the areas along the Tokyu rail lines through the synergy effect with <b>Tokyu Group companies</b>.</p> <p>(2) Stability (Omitted [insignificant lexical changes in Japanese])</p> <p>(3) Transparency In order to secure transparency, TOKYU REIT shall conduct proactive and timely disclosure of material information that is judged to be useful and appropriate for unitholders in addition to legal disclosures. Furthermore, it shall give due consideration to averting conflicts of interest with <b>Tokyu Group companies</b> for individual business and transactions while keeping in mind that businesses and transaction opportunities may be granted to <b>Tokyu Group companies</b> throughout its investment activities.</p> <p><b>2. Type, Purpose and Scope of Specified Assets for Investments</b> (Omitted)</p> <p>(1) (Omitted)</p> <p>(2) (Omitted)</p> <p>(3) (Omitted)</p> <p>(4) (Omitted)</p> <p>a. (Omitted)</p> <p>b. (Omitted)</p> <p>c. (Omitted)</p> <p>d. (Omitted)</p> <p>e. (Omitted)</p> <p>f. (Omitted)</p> <p>g. (Omitted)</p> <p>h. (Omitted)</p> <p>i. (Omitted)</p> <p>j. (Omitted)</p> <p>k. (Omitted [insignificant lexical changes in Japanese])</p> <p>l. (Omitted)</p> <p>m. (Omitted)</p> <p>n. (Omitted)</p> <p>(5) (Omitted)</p> <p><b>3. Investment Posture</b></p> <p>(1) (Omitted)</p> <p>a. Holding Period TOKYU REIT, in principle, acquires properties for the purpose of holding properties for the long term and does not acquire properties for the purpose of holding properties for the short <b>to medium</b> term.</p> <p>b. (Omitted)</p> <p>c. (Omitted)</p> <p>d. Selling Policy TOKYU REIT, in principle, <b>intends to hold</b> properties for the long term, <b>but may</b> consider selling as appropriate in light of the market environment, etc.</p> <p>(2) (Omitted)</p> <p>(3) (Omitted)</p> <p>a. (Omitted)</p> <p>b. Property management business</p> <p>(i) (Omitted)</p> <p>(ii) Selection standards of property management companies In principle, TOKYU REIT shall select</p>	<p>TOKYU REIT shall aim to achieve growth by improving added value of the areas along the Tokyu rail lines through the synergy effect with <b>Tokyu Corporation</b>.</p> <p>(2) Stability (No change)</p> <p>(3) Transparency In order to secure transparency, TOKYU REIT shall conduct proactive and timely disclosure of material information that is judged to be useful and appropriate for unitholders in addition to legal disclosures. Furthermore, it shall give due consideration to averting conflicts of interest with <b>Tokyu Corporation and other related parties of Tokyu REIM</b> for individual business and transactions while keeping in mind that businesses and transaction opportunities may be granted to <b>Tokyu Corporation</b> throughout its investment activities.</p> <p><b>2. Type, Purpose and Scope of Specified Assets for Investments</b> (No change)</p> <p>(1) (No change)</p> <p>(2) (No change)</p> <p>(3) (No change)</p> <p>(4) (No change)</p> <p>a. (No change)</p> <p>b. (No change)</p> <p>c. (No change)</p> <p>d. (No change)</p> <p>e. (No change)</p> <p>f. (No change)</p> <p>g. (No change)</p> <p>h. (No change)</p> <p>i. (No change)</p> <p>j. (No change)</p> <p>k. (No change)</p> <p>l. (No change)</p> <p>m. (No change)</p> <p>n. (No change)</p> <p>(5) (No change)</p> <p><b>3. Investment Posture</b></p> <p>(1) (No change)</p> <p>a. Holding Period TOKYU REIT, in principle, acquires properties for the purpose of holding properties for the long term and does not acquire properties for the purpose of holding properties for the short term.</p> <p>b. (No change)</p> <p>c. (No change)</p> <p>d. Selling Policy TOKYU REIT, in principle, <b>premises on holding</b> properties for the long term, <b>but may</b> consider selling as appropriate in light of the market environment, etc. <b>to replace properties in its portfolio in view of maintaining and increasing the quality of the portfolio.</b></p> <p>(2) (No change)</p> <p>(3) (No change)</p> <p>a. (No change)</p> <p>b. Property management business</p> <p>(i) (No change)</p> <p>(ii) Selection standards of property management companies In principle, TOKYU REIT shall select</p>

Current Articles	Proposed Amendments								
<p>property management companies from among Tokyu Corporation, Tokyu Land Corporation or other Tokyu Group companies from the perspective of their strength in tenant marketing, which is based on their familiarity with local areas, and their information network with respect to retail tenants, as well as cost reductions due to economies of scale. The Board of Directors of TOKYU REIT shall separately stipulate items necessary for measures to prevent conflict of interest.</p> <p>(iii) (Omitted)  c. (Omitted)  d. (Omitted)  (4) (Omitted)  (5) Other  a. TOKYU REIT shall adhere to a policy of maintaining a ratio of 75% or higher for the total value of specified real estate (real estate, real estate leasing rights, land surface rights or trust beneficiary interests in real estate, land leasing rights and land surface rights) relative to the total value of specified assets.  (New addition)</p> <p>b. The rate above may be changed from that at the commencement of investment management to reflect capital trends, market trends, general economic situation, real estate market trends, etc.</p> <p>4. (Omitted)</p> <p><b>5. Asset Portfolio Leasing</b>  (1) (Omitted)  (2) (Omitted)  (3) TOKYU REIT shall not lease out assets other than real estate, real estate leasing rights, land surface rights (including underlying real estate, real estate leasing rights and land surface rights for trust beneficiary rights and other assets to be acquired by TOKYU REIT) and movables attached to such real estate.</p>	<p>property management companies from among Tokyu Corporation Corporation, Tokyu Land Corporation or other Tokyu Group companies. In principle, TOKYU REIT shall select property management companies from Tokyu Corporation from the perspective of their strength in tenant marketing, which is based on their familiarity with local areas, and their information network with respect to retail tenants, as well as cost reductions due to economies of scale. However, TOKYU REIT shall not be hindered from selecting companies other than Tokyu Corporation as the property management company, depending on the respective property's characteristics, continuity of management, or other factors. Moreover, the Board of Directors of TOKYU REIT shall separately stipulate items necessary for measures to prevent conflict of interest.</p> <p>(iii) (No change)  c. (No change)  d. (No change)  (4) (No change)  (5) Other  a. TOKYU REIT shall adhere to a policy of maintaining a ratio of 75% or higher for the total value of specified real estate (real estate, real estate leasing rights, land surface rights or trust beneficiary interests in real estate ownership, land leasing rights and land surface rights) relative to the total value of specified assets.  b. TOKYU REIT shall adhere to a policy of maintaining a ratio of 70% or higher for the value of real estate, etc. stipulated in Article 22-19 of the Ordinance for Enforcement of the Special Taxation Measures Law (Ministry of Finance Ordinance No. 15 of 1957, including amendments thereafter) relative to the total value of assets.  c. The rate above may be changed from that at the commencement of investment management to reflect capital trends, market trends, general economic situation, real estate market trends, etc.</p> <p>4. (No change)</p> <p><b>5. Asset Portfolio Leasing</b>  (1) (No change)  (2) (No change)  (3) TOKYU REIT shall not lease out assets other than real estate, real estate leasing rights, land surface rights (including underlying real estate, real estate leasing rights and land surface rights for trust beneficiary rights and other assets to be acquired by TOKYU REIT), movables attached to such real estate, etc.</p>								
<p><b>Attachment 2: Fees Paid to Investment Management Company</b></p> <p>(Omitted)</p> <table border="1" data-bbox="228 1877 778 2047"> <thead> <tr> <th data-bbox="228 1877 395 1933">Compensation Type</th> <th data-bbox="395 1877 778 1933">Calculation Method and Payment Period</th> </tr> </thead> <tbody> <tr> <td data-bbox="228 1933 395 2047">Base 1 (Asset-based)</td> <td data-bbox="395 1933 778 2047">Amount of total from the following calculation about asset value at the end of previous period. Moreover, the total value of assets</td> </tr> </tbody> </table>	Compensation Type	Calculation Method and Payment Period	Base 1 (Asset-based)	Amount of total from the following calculation about asset value at the end of previous period. Moreover, the total value of assets	<p><b>Attachment 2: Fees Paid to Investment Management Company</b></p> <p>(No change)</p> <table border="1" data-bbox="813 1877 1364 2047"> <thead> <tr> <th data-bbox="813 1877 981 1933">Compensation Type</th> <th data-bbox="981 1877 1364 1933">Calculation Method and Payment Period</th> </tr> </thead> <tbody> <tr> <td data-bbox="813 1933 981 2047">Base 1 (Asset-based)</td> <td data-bbox="981 1933 1364 2047">Amount of total from the following calculation about asset value at the end of previous period. Moreover, the total value of assets</td> </tr> </tbody> </table>	Compensation Type	Calculation Method and Payment Period	Base 1 (Asset-based)	Amount of total from the following calculation about asset value at the end of previous period. Moreover, the total value of assets
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Current Articles		Proposed Amendments	
	<p>under management here refers to the total appraisal value of all real estate properties (in the case of trust beneficiary interests in real estate, real estate in trust).</p> <p>[Calculation Formula]</p> <ul style="list-style-type: none"> <li>• The amount derived by multiplying 0.150% by the portion of the total value of assets under management 200 billion yen or less</li> <li>• The amount derived by multiplying 0.125% by the portion of the total value of assets under management exceeding 200 billion yen</li> </ul> <p>The payment period is until the end of the fiscal period.</p>		<p>under management here refers to the total appraisal value of all real estate properties (in the case of trust beneficiary interests in real estate, real estate in trust).</p> <p>[Calculation Formula]</p> <ul style="list-style-type: none"> <li>• The amount derived by multiplying 0.150% by the portion of the total value of assets under management 200 billion yen or less</li> <li>• The amount derived by multiplying 0.125% by the portion of the total value of assets under management exceeding 200 billion yen and 300 billion yen or less</li> <li>• The amount derived by multiplying 0.115% by the portion of the total value of assets under management exceeding 300 billion yen</li> </ul> <p>The payment period is until the end of the fiscal period.</p>
Base 2 (Cash-based)	<p>Amount of total from the following calculation about operating cash flow in current period. Moreover, operating cash flow here refers to the ordinary income posted on the income statement of TOKYU REIT, plus depreciation and amortization of deferred assets, minus profit or loss from the sale of specified assets and profit or loss from the valuation of specified assets (excluding those posted under the account extraordinary profit and loss.) (“CF”). Furthermore, when calculating base 2, CF before deducting base 1, base 2 and the incentive set forth below shall serve as the base.</p> <p>[Calculation Formula]</p> <ul style="list-style-type: none"> <li>• The amount derived by multiplying 6.0% by the portion of CF 5 billion yen or less</li> <li>• The amount derived by multiplying 5.0% by the portion of CF exceeding 5 billion yen</li> </ul> <p>The payment period is within two months of the end of the fiscal period.</p>	Base 2 (Cash-based)	<p>Amount of total from the following calculation about standard cash flow in current period. Moreover, standard cash flow here shall be the amount derived by subtracting an amount equivalent to 50% each of profit or loss from the sale of specified assets (figures rounded off to the nearest yen) and profit or loss from the valuation of specified assets (figures rounded off to the nearest yen) from the net income or loss before income taxes posted on the income statement of TOKYU REIT, plus depreciation and amortization of deferred assets (“CF”). Furthermore, when calculating base 2, CF before deducting base 1, base 2 and the incentive set forth below shall serve as the base. However, the lower limit of base 2 shall be 0 yen.</p> <p>[Calculation Formula]</p> <ul style="list-style-type: none"> <li>• The amount derived by multiplying 6.0% by the portion of CF 5 billion yen or less</li> <li>• The amount derived by multiplying 5.0% by the portion of CF exceeding 5 billion yen and 7.5 billion yen or less</li> <li>• The amount derived by multiplying 4.6% by the portion of CF exceeding 7.5 billion yen</li> </ul> <p>The payment period is within two months of the end of the fiscal period.</p>
Incentive (Unit price-based)	<p>The incentive is the amount calculated as follows based on the average closing price of TOKYU REIT units as reported on the Tokyo Stock Exchange. However, in the event that TOKYU REIT aggregates or splits its units, the following calculation methods may be revised.</p>	Incentive (Unit price-based)	<p>The incentive is the amount calculated as follows based on the average closing price of TOKYU REIT units as reported on the Tokyo Stock Exchange (“closing price of units”).</p>

Current Articles	Proposed Amendments
<p data-bbox="405 181 612 208">[Calculation Formula]</p> <ul data-bbox="405 212 770 293" style="list-style-type: none"> <li>• (Average price in current period – Record average price) × Number of investment unit × 0.4%</li> </ul> <p data-bbox="405 320 770 533">The average closing price is equivalent to the aggregate sum of the closing price of units for each trading day during the fiscal period, divided by the total number of trading days during the fiscal period. Trading days with no closing price are omitted from the calculation.</p> <p data-bbox="405 1288 770 1451">The incentive shall be 0 yen in the event that the average closing price during the fiscal period does not exceed the highest average closing price of units over all previous fiscal periods.</p>	<p data-bbox="976 181 1184 208">[Calculation Formula]</p> <ul data-bbox="976 212 1342 320" style="list-style-type: none"> <li>• (Average closing price in current period * – Record average closing price) ** × Number of investment unit *** × 0.4%</li> </ul> <p data-bbox="976 324 1342 1283">* The average closing price is equivalent to the aggregate sum of the closing price of units for each trading day during the fiscal period, divided by the total number of trading days during the fiscal period. Trading days with no closing price are omitted from the calculation. However, in the event of a split of investment units, for each trading day up to the day preceding the effective date of the split of investment units, (i) the closing price of units for each trading day is (ii) multiplied by the number of units before the split and (iii) divided by the number of units after the split to derive the amount (figures rounded off to the nearest yen) that is deemed the closing price of units for each trading day. Furthermore, in the event of a consolidation of investment units, for each trading day up to the effective date of the consolidation of investment units, (i) the closing price of units for each trading day is (ii) multiplied by the number of units before the consolidation and (iii) divided by the number of units after the consolidation to derive the amount (figures rounded off to the nearest yen) that is deemed the closing price of units for each trading day.</p> <p data-bbox="976 1288 1342 1451">** The incentive shall be 0 yen in the event that the average closing price during the fiscal period does not exceed the highest average closing price of units over all previous fiscal periods.</p> <p data-bbox="976 1456 1342 2031">*** In the event of a split of investment units during the fiscal period, (i) the number of units at the end of the previous fiscal period is (ii) multiplied by the number of units after the split and (iii) divided by the number of units before the split to derive the number of units (figures rounded off to the nearest unit) that is deemed the number of units at the end of the previous fiscal period for the fiscal period. Furthermore, in the event of a consolidation of investment units during the fiscal period, (i) the number of units at the end of the previous fiscal period is (ii) multiplied by the number of units after the consolidation and (iii) divided by the number of units before the consolidation to derive</p>

Current Articles		Proposed Amendments	
	<p>The payment period is within two months of the end of the fiscal period.</p> <p>(New addition)</p>		<p>the number of units (figures rounded off to the nearest unit) that is deemed the number of units at the end of the previous fiscal period for the fiscal period.</p> <p>The payment period is within two months of the end of the fiscal period.</p>
		<p>Special provision concerning Investment Management Fees from the 16th fiscal period to the 19th fiscal period</p>	<p>Notwithstanding the above provisions, the following reductions will be made from the respective total of base 1, base 2 and incentive derived through the abovementioned calculation formulas for Investment Management Fees from the 16th fiscal period to the 19th fiscal period:</p> <p>16th Fiscal Period (February 1, 2011 to July 31, 2011): 5% of the total</p> <p>17th Fiscal Period (August 1, 2011 to January 31, 2012): 5% of the total</p> <p>18th Fiscal Period (February 1, 2012 to July 31, 2012): 5% of the total</p> <p>19th Fiscal Period (August 1, 2012 to January 31, 2013): 5% of the total</p>

**Second Item: Election of One Executive Director**

The term of office of executive director Masahiro Horie will end on April 30, 2011. TOKYU REIT requests the election of one executive director on May 1, 2011. Under this item, the term of office of the executive director shall be two years from May 1, 2011 in accordance with TOKYU REIT's current Articles of Incorporation.

This item was submitted after the unanimous approval of all supervisory directors at TOKYU REIT's Board of Directors meeting held on March 7, 2011 was obtained.

The candidate for executive director is as follows.

Name (Date of Birth)	Career Summary
Masahiro Horie (December 31, 1961)	April 1984 Entered Tokyu Corporation, Railway Operation Division
	April 1985 Tokyu Corporation, Tama Den-en-toshi Division
	March 1986 Tokyu Corporation, Resort Operation Division, Overseas Development Department
	July 1989 Posted to Emerald Resorts and Hotels, Assistant Vice President Emerald Liquidation Trust, Executive Assistant to Trustee (Honolulu)
	March 1994 Tokyu Corporation, Finance & Accounting Division
	February 1996 Tokyu Corporation, Group Controllers Division
	December 1999 Tokyu Corporation, Manager of Group Restructuring Strategy & Investor Relations Division
	June 2001 Posted to Tokyu REIM, Executive Vice President and Representative Director
	September 2002 Appointed Representative Director & President, Chief Executive Officer of Tokyu REIM (current position)
	June 2003 Appointed Executive Director of TOKYU REIT (current position)
	June 2009 Appointed Executive Director of The Investment Trusts Association, Japan (current position)

- The above candidate for executive director does not own TOKYU REIT investment units.
- The above candidate for executive director is currently the representative director of TOKYU REIM. Approval of the Commissioner of the Financial Services Agency was obtained on June 16, 2003 for his concurrent holding of positions in accordance with the then Article 13 of the Law Concerning Investment Trusts and Investment Corporations. There is no other particular vested interest between the above candidate for executive director and TOKYU REIT.

**Third Item: Election of Two Supervisory Directors**

The term of office of supervisory directors Giichi Yanagisawa and Maruhito Kondo will end on April 30, 2011. TOKYU REIT requests the election of two supervisory directors on May 1, 2011. Under this item, the term of office of the supervisory directors shall be two years from May 1, 2011 in accordance with TOKYU REIT's current Articles of Incorporation.

The number of supervisory directors must be at least one more than the number of executive directors as stipulated in the Law for Investment Trusts and Investment Corporations and TOKYU REIT's current Articles of Incorporation.

The candidates for supervisory director are as follows.

No.	Name (Date of Birth)	Career Summary
1	Giichi Yanagisawa (August 3, 1956)	March 1985 Certified as a public accountant in Japan. (current) Established Yanagisawa Certified Public Accountant Office May 1985 Certified as a tax accountant in Japan (current) June 2000 Appointed Representative, Shinso Audit Corporation (current position) July 2001 Appointed Council Member of The Japanese Institute of Certified Public Accountants June 2003 Appointed Supervisory Director of TOKYU REIT (current position) July 2004 Appointed Executive Board Member of The Japanese Institute of Certified Public Accountants (current position) July 2010 Appointed Deputy President of the Tokyo Chapter of The Japanese Institute of Certified Public Accountants (current position)
2	Maruhito Kondo (March 6, 1962)	April 1988 Admitted to the Bar of Japan (Tokyo Bar Association) Entered Ohara Law Office May 1988 Studied abroad at the Chinese University of Hong Kong September 1988 Studied abroad at the Renmin University of China July 1989 Employed at Robert Lee & Fong Solicitors (law office), Hong Kong February 1996 Established Maruhito Kondo Law Office (current) May 1998 Admitted to Daini Tokyo Bar Association (current) June 2003 Appointed Supervisory Director of TOKYU REIT (current position)

- The above candidates for supervisory director do not own TOKYU REIT investment units.
- There is no particular vested interest between the above candidates for supervisory director and TOKYU REIT.

**Reference Information:**

In the event that there are conflicting proposals submitted to the General Meeting of Unitholders, "deemed approval" as stated in Article 93-1 of the Law Concerning Investment Trusts and Investment Corporations and Article 15-1 of TOKYU REIT's current Articles of Incorporation shall not apply to either proposal. Proposals in the First Item to the Third Item above do not conflict.