

March 5, 2013

Real Estate Investment Trust Unit Issuer:
TOKYU REIT, Inc.
1-12-1, Dogenzaka,
Shibuya-ku, Tokyo, 150-0043, Japan
Masahiro Horie
Executive Director
(Securities Code: 8957)

Investment Management Company:
Tokyu Real Estate Investment Management Inc.
Representative:
Masahiro Horie
Representative Director & President, Chief Executive Officer
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Notice Concerning Amendments to the Articles of Incorporation, the Election of Directors

TOKYU REIT, Inc. (“TOKYU REIT”) announced that the following resolution was passed concerning amendments to the Articles of Incorporation and the election of directors at the Board of Directors meeting held on March 5, 2013. These resolutions are subject to approval by the General Meeting of Unitholders of TOKYU REIT to be held on April 12, 2013.

1. Partial amendments to the Articles of Incorporation

- (1) As part of efforts to get back on the path to growth, TOKYU REIT proposes to review the investment management fees payable to TOKYU REIT’s investment management company Tokyu Real Estate Investment Management Inc. and also reduce the investment management fees for the limited period of four fiscal periods over two years starting February 1, 2013 and ending January 31, 2015. (Related to proposed amended Article 40, and Attachment 2)
- (2) The final report by the Financial System Council’s Working Group on Review of Investment Trust and Investment Corporation Regulation states that it is “appropriate to move forward with the improvement of the system for the introduction” of rights offering, acquisition of own investment units and capital reduction without compensation. In view of not having to newly change the Articles of Incorporation in the event that legal amendments are made for the introduction of these, TOKYU REIT proposes to newly add provisions subject to such legal amendments so as to enable rights offering, acquisition of own investment units and capital reduction without compensation in line with such legal amendments. (Related to current Article 5 Paragraph 2; and proposed amended Article 6-2, Article 7-2, Article 30-2, and Article 41)
- (3) Amendments to the Special Taxation Measures Law (Law No. 26 of 1957, including amendments thereto) led to amendments to the Order for Enforcement of the Special Taxation Measures Law (Law No. 43 of 1957, including amendments thereto) to provide the requirement that offerings pertaining to investment units shall be mainly conducted in Japan as one of the requirements for application of special provisions for taxation on investment corporations. Accordingly, TOKYU REIT proposes necessary text revisions, etc. (Related to current Article 6)
- (4) TOKYU REIT proposes to newly add provisions to clarify the handling in the case where unitholders exercise voting rights by electromagnetic means at a meeting of the General Meeting of Unitholders. (Related

to proposed amended Article 14 Paragraph 2)

- (5) TOKYU REIT proposes to newly add provisions to clarify the term of office in the case where a substitute director is appointed. (Related to proposed amended Article 19 Paragraph 3)
- (6) TOKYU REIT proposes changes in view of consistency with other laws and regulations, etc. applicable to TOKYU REIT, as well as changes, consolidations and clarifications of the text, etc. in line with the above amendments. (Related to current Article 5 Paragraph 2, Article 10 Paragraph 1 and Paragraph 3, Article 12 title, Paragraph 1 and Paragraph 3, Article 13 title, Article 15 Paragraph 2, Article 17, Article 22 Paragraph 2, Article 23, Article 24, Article 26 Paragraph 1 and Paragraph 2, Article 29 Paragraph 1, and Article 32 to Article 40; and proposed amended Article 14 Paragraph 1, and Attachment 2)

(Please refer to the attachment “Notice of Convocation of the Sixth General Meeting of Unitholders” on page 3~12 for more details on the amendments to the Articles of Incorporation.)

2. Election of Directors

The terms of office of one executive director (Masahiro Horie) and two supervisory directors (Giichi Yanagisawa and Maruhito Kondo) will end on April 30, 2013. A proposal for the nomination of one executive director (Masahiro Horie) and two supervisory directors (Giichi Yanagisawa and Maruhito Kondo) will be submitted to the General Meeting of Unitholders of TOKYU REIT to be held on April 12, 2013.

(Please refer to the attachment “Notice of Convocation of the Sixth General Meeting of Unitholders” on page 13~14 for more details on the election of directors.)

3. Schedule

- | | |
|----------------|---|
| March 5, 2013 | Board of Directors meeting to approve proposals to be submitted to the General Meeting of Unitholders |
| March 18, 2013 | Mailing of notice of convocation of the General Meeting of Unitholders (planned) |
| April 12, 2013 | The General Meeting of Unitholders (planned) |

Attachment

Notice of Convocation of the Sixth General Meeting of Unitholders

This notice may contain forward-looking statements, such as current plans, strategies, and future performance. These forward-looking statements are based on judgments obtained from currently available information. Please be advised that, for a variety of reasons, actual results may differ materially from those discussed in the forward-looking statements. Events that might affect actual results include, but are not limited to, fluctuations of the real estate market in Japan, general conditions of the Japanese economy, competitive pressures and relevant regulations.
This notice is a translation of the original document in Japanese and is prepared solely for the convenience of non-Japanese speakers. There is no assurance as to the accuracy of the English translation. The original Japanese notice shall prevail in the event of any discrepancies between the translation and the Japanese original.

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 18, 2013

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

Notice of Convocation of the Sixth General Meeting of Unitholders

Dear Unitholders:

TOKYU REIT, Inc. (“TOKYU REIT”) hereby gives notification of and requests your attendance to its Sixth 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 11, 2013 (Thursday).

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.

1. **Date:** April 12, 2013 (Friday) at 10:00 a.m.
2. **Address:** Ball Room Subaru, B2 floor, Cerulean Tower Tokyu Hotel
26-1, Sakuragaoka-cho, Shibuya-ku, Tokyo, Japan

3. **Agenda:**

Matters to be Resolved:

- | | |
|--------------------|---|
| First Item | Partial amendments to the Articles of Incorporation |
| Second Item | Election of one executive director |
| Third Item | 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 Meeting 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) As part of efforts to get back on the path to growth, TOKYU REIT proposes to review the investment management fees payable to TOKYU REIT's investment management company Tokyu Real Estate Investment Management Inc. and also reduce the investment management fees for the limited period of four fiscal periods over two years starting February 1, 2013 and ending January 31, 2015. (Related to proposed amended Article 40, and Attachment 2)
- (2) The final report by the Financial System Council's Working Group on Review of Investment Trust and Investment Corporation Regulation states that it is "appropriate to move forward with the improvement of the system for the introduction" of rights offering, acquisition of own investment units and capital reduction without compensation. In view of not having to newly change the Articles of Incorporation in the event that legal amendments are made for the introduction of these, TOKYU REIT proposes to newly add provisions subject to such legal amendments so as to enable rights offering, acquisition of own investment units and capital reduction without compensation in line with such legal amendments. (Related to current Article 5 Paragraph 2; and proposed amended Article 6-2, Article 7-2, Article 30-2, and Article 41)
- (3) Amendments to the Special Taxation Measures Law (Law No. 26 of 1957, including amendments thereto) led to amendments to the Order for Enforcement of the Special Taxation Measures Law (Law No. 43 of 1957, including amendments thereto) to provide the requirement that offerings pertaining to investment units shall be mainly conducted in Japan as one of the requirements for application of special provisions for taxation on investment corporations. Accordingly, TOKYU REIT proposes necessary text revisions, etc. (Related to current Article 6)
- (4) TOKYU REIT proposes to newly add provisions to clarify the handling in the case where unitholders exercise voting rights by electromagnetic means at a meeting of the General Meeting of Unitholders. (Related to proposed amended Article 14 Paragraph 2)
- (5) TOKYU REIT proposes to newly add provisions to clarify the term of office in the case where a substitute director is appointed. (Related to proposed amended Article 19 Paragraph 3)
- (6) TOKYU REIT proposes changes in view of consistency with other laws and regulations, etc. applicable to TOKYU REIT, as well as changes, consolidations and clarifications of the text, etc. in line with the above amendments. (Related to current Article 5 Paragraph 2, Article 10 Paragraph 1 and Paragraph 3, Article 12 title, Paragraph 1 and Paragraph 3, Article 13 title, Article 15 Paragraph 2, Article 17, Article 22 Paragraph 2, Article 23, Article 24, Article 26 Paragraph 1 and Paragraph 2, Article 29 Paragraph 1, and Article 32 to Article 40; and proposed amended Article 14 Paragraph 1, and Attachment 2)

Reference

This year marks TOKYU REIT's tenth year since listing on the Tokyo Stock Exchange. With the ultimate goal of maximizing unitholder value, TOKYU REIT has been engaged in asset management based on principles of ensuring growth, stability and transparency to date.

(Initiatives to Date and Recognition of Present Status)

During this period, the financial crisis that surfaced in 2008 led to turmoil in the credit market, rise in financing risks and other factors that caused "uncertainties" in J-REIT business management to grow, but gradually restored calm thereafter due in part to various policy support measures. Under such circumstances, TOKYU REIT enhanced the competitiveness of assets under management in the real estate leasing market through steady tenant leasing and proactive capital investment with due heed paid to maintaining a balance between depreciation and capital expenditures, increased commitment lines by utilizing funds secured through time-limited reduction of investment management fees (*1) and took other measures to promote strengthening of its financial standing.

Currently, in addition to external growth (acquisition of cash-generating assets), restoring profitability, which had declined with the exit of a major tenant, etc., through such measures as attracting new tenants and thereby eliminating downward pressures on credit ratings (issuer ratings), and, concerning investment unit price, improving the investment unit price / NAV multiple (*2) are recognized as key challenges.

(Amendments to TOKYU REIT's Articles of Incorporation Concerning Time-Limited Reduction of Investment Management Fees)

Based on the recognition of the present status described above, TOKYU REIT proposes to implement a time-limited reduction of investment management fees (*3) again. The content of such is to reduce base fee 1, which is linked to the appraisal value of assets under management, for a limited period by an amount equivalent to 15%. Although TOKYU REIT has been steadily contracting with successor tenants following the exit of a major tenant, the setting of a free-rent period, etc. leads to the forecast that it will take a certain period of time yet for profitability to recover. Therefore, TOKYU REIT determined that reducing investment management fees for a limited period in the profitability recovery phase would limit the impact that investment management fees have on TOKYU REIT's cash flow and also enable the execution of effective measures to help put TOKYU REIT back on the path to growth at an early stage. In addition, with the current investment management fees, the amount of base fee 1 is large compared to base fee 2, which is linked to cash flow generated by assets under management. The time-limited reduction will thus be implemented only for base fee 1 this time in order to adjust the balance of such. Base fee 2 is also not being reduced in order to encourage the efforts of the investment management company in improving profitability. Implementing the time-limited reduction of investment management fees of this content is expected to result in a larger amount of reduction than with past time-limited reduction measures that were implemented to respond to "uncertainties" in business management.

Please note that this matter was proposed to TOKYU REIT by the investment management company itself and TOKYU REIT has received a statement from the investment management company that it will not lower the standard of investment management services upon reduction of investment management fees.

(Amendments to TOKYU REIT's Articles of Incorporation Concerning Response to System Reform)

In addition, based on the thinking that systematically securing flexibility in J-REITs' fund procurement and capital policy is required for sustainable growth, calls have been made for system reform in the legal system governing investment corporations. Recently, the likelihood of system reform of content that realizes diversification, etc. of J-REITs' fund procurement and capital policy means has increased as a result of the government's Financial System Council working group discussions. If such system reform is actually implemented, acquisition of own investment units and other capital policy and fund procurement means that are not currently permitted of J-REITs will likely become available to J-REITs. There is thus recognized to be a need to advance arrangements to enable execution of flexible fund procurement and capital policy in preparation for the event that system reform is actually implemented.

In light of the likelihood of system reform of content that realizes diversification, etc. of J-REITs' fund procurement and capital policy means increasing as mentioned above, TOKYU REIT proposes also to change its Articles of Incorporation for the purpose of responding to system reform in order to enable early execution of fund procurement and capital policy that serve to enhance unitholder value.

(Future Policies)

TOKYU REIT will continue to promote initiatives to put it back on the path to growth at an early stage. The time-limited reduction of investment management fees and response to system reform are part of such initiatives. By realizing such, while striving to boost profitability to increase distributions and increase asset value as well as striving to gain greater trust of unitholders and other investment unit market participants, TOKYU REIT will aim to enhance investment unit price and other unitholder value. Along with enhancing unitholder value, TOKYU REIT believes that, if it manages to expand asset size by increasing capital through public offering, it will be able to form a more diversified portfolio, increase total market capitalization of investment units and enhance liquidity of investment units for realizing more stable performance and these will lead to acceleration of the growth cycle.

*1 Investment management fees payable by TOKYU REIT comprise base fee 1, which is linked to the appraisal value of assets under management, base fee 2, which is linked to cash flow generated by assets under management, and incentive fee, which is linked to investment unit price.

<Time-limited reduction of investment management fees for 12th-15th fiscal periods and 16th-19th fiscal periods>

TOKYU REIT implemented a time-limited reduction of investment management fees as follows from the fiscal period ended July 31, 2009 (12th fiscal period).

Content of the time-limited reduction

- Reduction shall be for four fiscal periods from the fiscal period ending July 31, 2009 (12th fiscal period) to the fiscal period ending January 31, 2011 (15th fiscal period) by an amount equivalent to 2-8% of base fee 1, base fee 2 and incentive fee.
- Reduction shall be for four fiscal periods from the fiscal period ending July 31, 2011 (16th fiscal period) to the fiscal period ending January 31, 2013 (19th fiscal period) by an amount equivalent to 5% of base fee 1, base fee 2 and incentive fee.

*2 Investment unit price / NAV multiple = Investment unit price / NAV per unit

NAV (adjusted net asset value) is calculated by adding or subtracting the unrealized gain or loss of assets under management (Appraisal value of assets under management – Carrying amount of assets under management) to the amount of net assets.

*3 <Time-limited reduction of investment management fees for 20th-23rd fiscal periods>

TOKYU REIT proposes to continue the time-limited reduction of investment management fees as follows from the fiscal period ending July 31, 2013 (20th fiscal period).

Content of the time-limited reduction

- Reduction shall be for four fiscal periods from the fiscal period ending July 31, 2013 (20th fiscal period) to the fiscal period ending January 31, 2015 (23rd fiscal period) by an amount equivalent to 15% of base fee 1.

2. Details of Amendments

Proposed amendments are as follows.

(Underlined portions indicate changes)

Current Articles	Proposed Amendments
<p>Article 5. (Total Number of Investment Units Authorized)</p> <p>1. (Omitted)</p> <p>2. Within the scope of the total number of investment units prescribed in the preceding paragraph and with the approval of the Board of Directors, TOKYU REIT shall be able to solicit persons to subscribe for the investment units it issues. In this case, the amount to be paid in for the investment units for subscription (meaning the investment units allotted to persons who have applied to subscribe for the investment units in response to the solicitation) shall be an amount that is fair in light of the content of the assets held by TOKYU REIT (hereinafter referred to as “assets”) approved by the Board of Directors.</p>	<p>Article 5. (Total Number of Investment Units Authorized)</p> <p>1. (No change)</p> <p>2. Within the scope of the total number of investment units prescribed in the preceding paragraph and with the approval of the Board of Directors, TOKYU REIT shall be able to solicit persons to subscribe for the investment units it issues. In this case, the amount to be paid in <u>per investment unit</u> for the investment units for subscription (meaning the investment units allotted to persons who have applied to subscribe for the investment units in response to the solicitation) shall be an amount that is fair in light of the content of the assets held by TOKYU REIT (hereinafter referred to as “assets”) approved by the Board of Directors.</p> <p><u>However, in the case where an amount other than an amount that is fair in light of the content of the assets pursuant to laws and regulations is allowed to be approved as the amount to be paid in, the amount shall be an amount approved by the Board of Directors pursuant to the provisions of laws and regulations.</u></p>
<p>Article 6. (Offerings in Japan)</p> <p>Of the <u>amount to be paid in for</u> investment units <u>issued by TOKYU REIT</u>, the <u>amount to be paid in</u> for investment units offered in Japan shall account for over 50%.</p>	<p>Article 6. (Offerings in Japan)</p> <p>Of the <u>total amount of issue value for TOKYU REIT</u> investment units, the <u>issue value</u> for investment units offered in Japan shall account for over 50%.</p>
<p><u>(New addition)</u></p>	<p>Article 6-2. (Rights Offerings)</p> <p><u>TOKYU REIT may offer and issue new investment units to unitholders through allotment of rights that allow unitholders to receive delivery of TOKYU REIT investment units by exercising such rights to TOKYU REIT (hereinafter referred to as “investment unit options”) pursuant to laws and regulations (hereinafter referred to as “rights offering”). In this case, unless otherwise provided for in laws and regulations, the content and number of investment unit options and other matters necessary for rights offerings shall be specified by resolution of the Board of Directors.</u></p>
<p><u>(New addition)</u></p>	<p>Article 7-2. (Acquisition of Own Investment Units)</p> <p><u>TOKYU REIT may, by resolution of the Board of Directors, acquire its own investment units through market transactions or other method provided in laws and regulations.</u></p>
<p>Article 10. (Convocation)</p> <p>1. The General Meeting of Unitholders of TOKYU REIT shall, in principle, be held once every two years.</p> <p>2. (Omitted)</p> <p>3. <u>Except where</u> otherwise provided for in laws and regulations, based on approval of the Board of Directors, the General Meeting of Unitholders shall be convened by the executive director in the case where there is one executive director and by one of the executive directors in accordance with the order determined in advance by the Board of Directors in the case where there are two or more executive directors.</p> <p>4.~5. (Omitted)</p>	<p>Article 10. (Convocation)</p> <p>1. The General Meeting of Unitholders of TOKYU REIT shall, in principle, be held <u>at least</u> once every two years.</p> <p>2. (No change)</p> <p>3. <u>Unless</u> otherwise provided for in laws and regulations, based on approval of the Board of Directors, the General Meeting of Unitholders shall be convened by the executive director in the case where there is one executive director and by one of the executive directors in accordance with the order determined in advance by the Board of Directors in the case where there are two or more executive directors.</p> <p>4.~5. (No change)</p>

Current Articles	Proposed Amendments
<p>Article 12. (Resolutions)</p> <ol style="list-style-type: none"> 1. <u>Except where</u> otherwise provided for in laws and regulations, resolutions of the General Meeting of Unitholders shall be adopted by a majority of the voting rights of the unitholders in attendance. 2. (Omitted) 3. <u>Other than</u> the preceding paragraph, when necessary, TOKYU REIT may determine the unitholders or registered pledgees of investment units stated or recorded in the register of unitholders on a certain date by resolution of the Board of Directors <u>and by giving</u> public notice in advance as the unitholders or registered pledgees of investment units who are to exercise their rights. 	<p>Article 12. (Resolutions, Etc.)</p> <ol style="list-style-type: none"> 1. <u>Unless</u> otherwise provided for in laws and regulations, resolutions of the General Meeting of Unitholders shall be adopted by a majority of the voting rights of the unitholders in attendance. 2. (No change) 3. <u>Notwithstanding the provisions of</u> the preceding paragraph, when necessary, TOKYU REIT may determine the unitholders or registered pledgees of investment units stated or recorded in the register of unitholders on a certain date <u>specified</u> by resolution of the Board of Directors <u>for which</u> public notice <u>is given</u> in advance as the unitholders or registered pledgees of investment units who are to exercise their rights.
<p>Article 13. (Exercising Voting Rights in Writing)</p> <p>1.~2. (Omitted)</p>	<p>Article 13. (Exercise of Voting Rights in Writing)</p> <p>1.~2. (No change)</p>
<p>Article 14. (Exercise of Voting Rights by Electromagnetic Means)</p> <p>(Omitted [insignificant lexical changes in Japanese]) (<u>New addition</u>)</p>	<p>Article 14. (Exercise of Voting Rights by Electromagnetic Means)</p> <ol style="list-style-type: none"> 1. (No change) 2. <u>The number of voting rights exercised by electromagnetic means pursuant to the provisions of the preceding paragraph shall be included in the number of voting rights of the unitholders in attendance.</u>
<p>Article 15. (Deemed Approval)</p> <ol style="list-style-type: none"> 1. (Omitted) 2. The number of voting rights held by the unitholders deemed to have approved the proposal <u>as provided in</u> the provisions of the preceding paragraph shall be included in the number of voting rights of the unitholders in attendance. 	<p>Article 15. (Deemed Approval)</p> <ol style="list-style-type: none"> 1. (No change) 2. The number of voting rights held by the unitholders deemed to have approved the proposal <u>pursuant to</u> the provisions of the preceding paragraph shall be included in the number of voting rights of the unitholders in attendance.
<p>Article 17. (Minutes of the General Meeting of Unitholders)</p> <p>Minutes of the proceedings concerning the meeting of the General Meeting of Unitholders shall be prepared that state or record an outline of the progress of proceedings and the outcome thereof as well as other matters provided <u>by</u> laws and regulations, and the chairperson, executive directors and supervisory directors in attendance shall affix their name and seal or provide an electronic signature on the minutes.</p>	<p>Article 17. (Minutes of the General Meeting of Unitholders)</p> <p>Minutes of the proceedings concerning the meeting of the General Meeting of Unitholders shall be prepared that state or record an outline of the progress of proceedings and the outcome thereof as well as other matters provided <u>in</u> laws and regulations, and the chairperson, executive directors and supervisory directors in attendance shall <u>sign or</u> affix their name and seal or provide an electronic signature on the minutes.</p>
<p>Article 19. (Number of Directors)</p> <p>1.~2. (Omitted) (<u>New addition</u>)</p>	<p>Article 19. (Number of Directors)</p> <ol style="list-style-type: none"> 1.~2. (No change) 3. <u>The period that a resolution pertaining to the appointment of a substitute director (meaning an executive director or supervisory director; hereinafter the same in this paragraph) remains in force shall be until expiry of the term of office of the director who is to be substituted appointed at the General Meeting of Unitholders at which the concerned resolution was adopted; provided, however, that this shall not preclude the shortening of such period by resolution of the General Meeting of Unitholders.</u>
<p>Article 22. (Board of Directors)</p> <ol style="list-style-type: none"> 1. (Omitted) 2. <u>Except where</u> otherwise provided for in laws and regulations, the Board of Directors shall be convened by the executive director in the case where there is one executive director and by one of the executive directors in accordance with the order determined in advance by the Board of Directors in the case where there are two or more executive directors. 3. (Omitted) 	<p>Article 22. (Board of Directors)</p> <ol style="list-style-type: none"> 1. (No change) 2. <u>Unless</u> otherwise provided for in laws and regulations, the Board of Directors shall be convened by the executive director in the case where there is one executive director and by one of the executive directors in accordance with the order determined in advance by the Board of Directors in the case where there are two or more executive directors. 3. (No change)

Current Articles	Proposed Amendments
<p>Article 23. (Resolutions of the Board of Directors) <u>Except where</u> otherwise provided for in laws and regulations or these Articles of Incorporation, resolutions of the Board of Directors shall be adopted with a majority of the members of the Board of Directors who are entitled to participate in the vote in attendance and by a majority of those members in attendance.</p>	<p>Article 23. (Resolutions of the Board of Directors) <u>Unless</u> otherwise provided for in laws and regulations or these Articles of Incorporation, resolutions of the Board of Directors shall be adopted with a majority of the members of the Board of Directors who are entitled to participate in the vote in attendance and by a majority of those members in attendance.</p>
<p>Article 24. (Minutes of the Meeting of the Board of Directors) Minutes of the proceedings concerning the meeting of the Board of Directors shall be prepared that state or record an outline of the progress of proceedings and the outcome thereof as well as other matters provided <u>by</u> laws and regulations, and the executive directors and supervisory directors in attendance shall affix their name and seal or provide an electronic signature on the minutes.</p>	<p>Article 24. (Minutes of the Meeting of the Board of Directors) Minutes of the proceedings concerning the meeting of the Board of Directors shall be prepared that state or record an outline of the progress of proceedings and the outcome thereof as well as other matters provided <u>in</u> laws and regulations, and the executive directors and supervisory directors in attendance shall <u>sign or</u> affix their name and seal or provide an electronic signature on the minutes.</p>
<p>Article 26. (Directors' Compensation and Limitation of Liability for Damages) 1. (Omitted) 2. (Omitted [insignificant lexical changes in Japanese]) 3. (Omitted)</p>	<p>Article 26. (Directors' Compensation and Limitation of Liability for Damages) 1. (No change) 2. (No change) 3. (No change)</p>
<p>Article 29. (Asset Valuation Methods, Standards and Reference Dates) 1. (Omitted) (1)~(6) (Omitted) (7) Other (Omitted [insignificant lexical changes in Japanese]) 2.~3. (Omitted)</p>	<p>Article 29. (Asset Valuation Methods, Standards and Reference Dates) 1. (No change) (1)~(6) (No change) (7) Other (No change) 2.~3. (No change)</p>
(New addition)	<p>Article 30-2. (Capital Reduction Without Contribution) <u>TOKYU REIT may by resolution of the Board of Directors, reduce the amount of unitholders' capital or capital surplus for the purpose of deficit disposition within the scope provided in laws and regulations.</u></p>
<p>Article 32. (Calculation of Distributions in Proportion to Number of Days) <u>When TOKYU REIT conducts an additional issuance of investment units during a fiscal period, the amount of cash distributions for the concerned investment units shall be able to be calculated in proportion to the number of days.</u></p>	(Deleted)
<p>Article 33. (Appointment of Independent Auditors) (Omitted)</p>	<p>Article 32. (Appointment of Independent Auditors) (No change)</p>
<p>Article 34. (Term of Office of Independent Auditors) 1. (Omitted) 2. When it is not resolved otherwise at the General Meeting of Unitholders prescribed in the preceding paragraph, independent auditors shall be deemed to have been reappointed at <u>that</u> General Meeting of Unitholders.</p>	<p>Article 33. (Term of Office of Independent Auditors) 1. (No change) 2. When it is not resolved otherwise at the General Meeting of Unitholders prescribed in the preceding paragraph, independent auditors shall be deemed to have been reappointed at <u>said</u> General Meeting of Unitholders.</p>
<p>Article 35. (Fees Payable to Independent Auditors) (Omitted)</p>	<p>Article 34. (Fees Payable to Independent Auditors) (No change)</p>
<p>Article 36. (Loans) 1. (Omitted) (1)~(2) (Omitted) (3) Use of Loans For use in acquisition or repair, etc. of assets, payment of distributions or repayment of obligations (including <u>payment</u> of leasehold and</p>	<p>Article 35. (Loans) 1. (No change) (1)~(2) (No change) (3) Use of Loans For use in acquisition or repair, etc. of assets, payment of distributions or repayment of obligations (including <u>repayment</u> of leasehold and</p>

Current Articles	Proposed Amendments
<p>security deposits, repayment of loans and redemption of investment corporation bonds), etc. 2. (Omitted)</p>	<p>security deposits, repayment of loans and redemption of investment corporation bonds), etc. 2. (No change)</p>
<p>Article 37. (Investment Corporation Bonds, Etc.) 1. (Omitted) (1)~(2) (Omitted) (3) Use of Funds Procured Through Issuance of Investment Corporation Bonds For use in acquisition or repair, etc. of assets, payment of distributions or repayment of obligations (including <u>payment</u> of leasehold and security deposits, repayment of loans and redemption of investment corporation bonds), etc. 2. (Omitted)</p>	<p>Article 36. (Investment Corporation Bonds, Etc.) 1. (No change) (1)~(2) (No change) (3) Use of Funds Procured Through Issuance of Investment Corporation Bonds For use in acquisition or repair, etc. of assets, payment of distributions or repayment of obligations (including <u>repayment</u> of leasehold and security deposits, repayment of loans and redemption of investment corporation bonds), etc. 2. (No change)</p>
<p>Article 38. (Investment Management Fees Payable to Investment Management Company) (Omitted)</p>	<p>Article 37. (Investment Management Fees Payable to Investment Management Company) (No change)</p>
<p>Article 39. (Grounds for and End of Use of Representation) (Omitted)</p>	<p>Article 38. (Grounds for and End of Use of Representation) (No change)</p>
<p>Article 40. (Consumption Tax and Local Consumption Tax) (Omitted)</p>	<p>Article 39. (Consumption Tax and Local Consumption Tax) (No change)</p>
<p><u>(New addition)</u></p>	<p>Article 40. <u>The special provision concerning investment management fees from the 20th fiscal period to the 23rd fiscal period under Attachment 2 shall remain effective until January 31, 2015, and the special provision, together with this Article, shall be deleted on the following day.</u></p>
<p><u>(New addition)</u></p>	<p>Article 41. (Entry into Force of Revisions) 1. <u>The revision pertaining to new addition of Article 6-2 shall become effective on the date of enforcement of the revision of the Investment Trust Law approving investment corporations to issue investment unit options. In addition, in the case where necessary for conducting rights offerings, the provisions of Article 6-2 shall be deemed to be replaced in accordance with the provisions of the revised law.</u> 2. <u>The revision pertaining to new addition of Article 7-2 shall become effective on the date of enforcement of the revision of the Investment Trust Law approving investment corporations to acquire their own investment units through market transactions, etc. Furthermore, in the case where the revised law requires that an upper limit be provided when implementing acquisition of own investment units, the upper limit for 'TOKYU REIT' shall be the number arrived at when the total number of TOKYU REIT investment units issued and outstanding on the date of the enforcement is multiplied by one-third (in the case where the revised law provides a number below this, then that number). In addition, in the case where necessary for implementing acquisition of own investment units, the provisions of Article 7-2 shall be deemed to be replaced in accordance with the provisions of the revised law.</u> 3. <u>The revision pertaining to new addition of Article 30-2 shall become effective on the date of enforcement of the revision of the Investment Trust Law approving investment corporations to reduce the amount of unitholders' capital or capital surplus for the purpose of deficit disposition. In addition, in the case where necessary for conducting the reduction, the provisions</u></p>

Current Articles		Proposed Amendments	
		of Article 30-2 shall be deemed to be replaced in accordance with the provisions of the revised law.	
Attachment 2		Attachment 2	
Investment Management Fees Payable to Investment Management Company		Investment Management Fees Payable to Investment Management Company	
(Omitted)		(No change)	
Fee Type	Calculation Method and Payment Period	Fee Type	Calculation Method and Payment Period
Base 1 (Asset valuation-based)	<p>The sum total amount of amount found by the following calculation formula according to the total value of assets under management at the <u>end of the previous fiscal period</u>. Moreover, total value of assets under management here shall be the sum total amount of 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"> • The amount derived by multiplying 0.150% by the portion of the total value of assets under management 200 billion yen or less • The amount derived by multiplying 0.125% by the portion of the total value of assets under management exceeding 200 billion yen but 300 billion yen or less • The amount derived by multiplying 0.115% by the portion of the total value of assets under management exceeding 300 billion yen <p>Payment of fees pertaining to <u>the concerned</u> fiscal period shall be made by the settlement of accounts of the concerned fiscal period.</p>	Base 1 (Asset valuation-based)	<p><u>For every fiscal period</u>, the sum total amount of amount found by the following calculation formula according to the total value of assets under management at the <u>immediately preceding settlement of accounts</u>. Moreover, total value of assets under management here shall be the sum total amount of 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"> • The amount derived by multiplying 0.150% by the portion of the total value of assets under management 200 billion yen or less • The amount derived by multiplying 0.125% by the portion of the total value of assets under management exceeding 200 billion yen but 300 billion yen or less • The amount derived by multiplying 0.115% by the portion of the total value of assets under management exceeding 300 billion yen <p>Payment of fees pertaining to <u>each</u> fiscal period shall be made by the settlement of accounts of the concerned fiscal period.</p>
Base 2 (Cash flow-based)	<p>The sum total amount of amount found by the following calculation formula according to the standard cash flow in the concerned fiscal period. Moreover, standard cash flow here shall be the amount of income before income taxes on the statements of income of TOKYU REIT, plus depreciation and deferred assets amortization, and less an amount equivalent to 50% of gain/loss on sales of specified assets (rounded down to the nearest yen) and an amount equivalent to 50% of gain/loss on valuation of specified assets (rounded down to the nearest yen) (standard cash flow hereinafter referred to as “CF”). In addition, when calculating base fee 2, CF before deducting base fee 1, base fee 2 and the incentive fee set forth below shall serve as the base. However, the lower limit of base fee 2 shall be 0 yen.</p>	Base 2 (Cash flow-based)	<p><u>For every fiscal period</u>, the sum total amount of amount found by the following calculation formula according to the standard cash flow in the concerned fiscal period. Moreover, standard cash flow here shall be the amount of income before income taxes on the statements of income of TOKYU REIT, plus depreciation and deferred assets amortization, and less an amount equivalent to 50% of gain/loss on sales of specified assets (rounded down to the nearest yen) and an amount equivalent to 50% of gain/loss on valuation of specified assets (rounded down to the nearest yen) (standard cash flow hereinafter referred to as “CF”). In addition, when calculating base fee 2, CF before deducting base fee 1, base fee 2 and the incentive fee set forth below shall serve as the base. However, the lower limit of base fee 2 shall be 0 yen.</p>

Current Articles		Proposed Amendments	
	<p>[Calculation Formula]</p> <ul style="list-style-type: none"> • The amount derived by multiplying 6.0% by the portion of CF 5 billion yen or less • The amount derived by multiplying 5.0% by the portion of CF exceeding 5 billion yen but 7.5 billion yen or less • The amount derived by multiplying 4.6% by the portion of CF exceeding 7.5 billion yen <p>Payment shall be made no later than two months after the settlement of accounts pertaining to the concerned fiscal period.</p>		<p>[Calculation Formula]</p> <ul style="list-style-type: none"> • The amount derived by multiplying 6.0% by the portion of CF 5 billion yen or less • The amount derived by multiplying 5.0% by the portion of CF exceeding 5 billion yen but 7.5 billion yen or less • The amount derived by multiplying 4.6% by the portion of CF exceeding 7.5 billion yen <p>Payment of fees pertaining to each fiscal period shall be made no later than two months after the settlement of accounts pertaining to the concerned fiscal period.</p>
Incentive (Unit price-based)	<p>The amount found by the following calculation formula according to the investment unit price (closing) on the Tokyo Stock Exchange (hereinafter referred to as “closing price”) in the concerned fiscal period.</p> <p>[Calculation Formula]</p> <ul style="list-style-type: none"> • (Average closing price in the concerned fiscal period * – Highest average closing price over fiscal periods up to the previous fiscal period) ** × Number of investment units issued and outstanding at the <u>end of the previous fiscal period</u> *** × 0.4% <p>* The average closing price shall be the aggregate sum of the closing price for each trading day during the concerned fiscal period, divided by the number of trading days during the fiscal period. Days with no closing price shall be 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 for each trading day is (ii) multiplied by the number of investment units issued and outstanding before the split and (iii) divided by the number of investment units issued and outstanding after the split to derive the amount (rounded down to the nearest yen) that is deemed the closing price 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 for each trading day is (ii) multiplied by the number of investment units issued and outstanding before the consolidation and (iii) divided by the number of investment units issued and outstanding after the consolidation</p>	Incentive (Unit price-based)	<p>For every fiscal period, the amount found by the following calculation formula according to the investment unit price (closing) on the Tokyo Stock Exchange (hereinafter referred to as “closing price”) in the concerned fiscal period.</p> <p>[Calculation Formula]</p> <ul style="list-style-type: none"> • (Average closing price in the concerned fiscal period * – Highest average closing price over fiscal periods up to the previous fiscal period) ** × Number of investment units issued and outstanding at the <u>previous settlement of accounts</u> *** × 0.4% <p>* The average closing price shall be the aggregate sum of the closing price for each trading day during the concerned fiscal period, divided by the number of trading days during the fiscal period. Days with no closing price shall be 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 for each trading day is (ii) multiplied by the number of investment units issued and outstanding before the split and (iii) divided by the number of investment units issued and outstanding after the split to derive the amount (rounded down to the nearest yen) that is deemed the closing price 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 for each trading day is (ii) multiplied by the number of investment units issued and outstanding before the consolidation and (iii) divided by the number of investment units issued and outstanding after the consolidation</p>

Current Articles		Proposed Amendments	
	<p>to derive the amount (rounded down to the nearest yen) that is deemed the closing price for each trading day.</p> <p>** The incentive fee shall be 0 yen in the event that the average closing price in the concerned fiscal period does not exceed the highest average closing price over fiscal periods up to the previous fiscal period.</p> <p>*** In the event of a split of investment units in the concerned fiscal period, (i) the number of investment units issued and outstanding at the <u>end of the previous fiscal period</u> is (ii) multiplied by the number of investment units issued and outstanding after the split and (iii) divided by the number of investment units issued and outstanding before the split to derive the number of investment units (rounded down to the nearest investment unit) that is deemed the number of investment units issued and outstanding at the <u>end of the previous fiscal period</u> in the concerned fiscal period. Furthermore, in the event of a consolidation of investment units in the concerned fiscal period, (i) the number of investment units issued and outstanding at the <u>end of the previous fiscal period</u> is (ii) multiplied by the number of investment units issued and outstanding after the consolidation and (iii) divided by the number of investment units issued and outstanding before the consolidation to derive the number of investment units (rounded down to the nearest investment unit) that is deemed the number of investment units issued and outstanding at the <u>end of the previous fiscal period</u> in the concerned fiscal period.</p> <p>Payment shall be made no later than two months after the settlement of accounts pertaining to the concerned fiscal period.</p>		<p>to derive the amount (rounded down to the nearest yen) that is deemed the closing price for each trading day.</p> <p>** The incentive fee shall be 0 yen in the event that the average closing price in the concerned fiscal period does not exceed the highest average closing price over fiscal periods up to the previous fiscal period.</p> <p>*** In the event of a split of investment units in the concerned fiscal period, (i) the number of investment units issued and outstanding at the <u>previous settlement of accounts</u> is (ii) multiplied by the number of investment units issued and outstanding after the split and (iii) divided by the number of investment units issued and outstanding before the split to derive the number of investment units (rounded down to the nearest investment unit) that is deemed the number of investment units issued and outstanding at the <u>previous settlement of accounts</u> in the concerned fiscal period. Furthermore, in the event of a consolidation of investment units in the concerned fiscal period, (i) the number of investment units issued and outstanding at the <u>previous settlement of accounts</u> is (ii) multiplied by the number of investment units issued and outstanding after the consolidation and (iii) divided by the number of investment units issued and outstanding before the consolidation to derive the number of investment units (rounded down to the nearest investment unit) that is deemed the number of investment units issued and outstanding at the <u>previous settlement of accounts</u> in the concerned fiscal period.</p> <p><u>Payment of fees pertaining to each fiscal period</u> shall be made no later than two months after the settlement of accounts pertaining to the concerned fiscal period.</p>
	(New addition)	<p><u>Special provision concerning investment management fees from the 20th fiscal period to the 23rd fiscal period</u></p>	<p><u>Notwithstanding the provisions above, of the investment management fees from the 20th fiscal period (February 1, 2013 to July 31, 2013) to the 23rd fiscal period (August 1, 2014 to January 31, 2015), base fee 1 shall be the amount calculated by the calculation method above, reduced by an amount equivalent to 15%.</u></p>

Second Item: Election of One Executive Director

The term of office of executive director Masahiro Horie will end on April 30, 2013. TOKYU REIT requests the election of one executive director on May 1, 2013. Under this item, the term of office of the executive director shall be two years from May 1, 2013 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 5, 2013 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	

- 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, 2013. TOKYU REIT requests the election of two supervisory directors on May 1, 2013. Under this item, the term of office of the supervisory directors shall be two years from May 1, 2013 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 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) April 2011 Appointed Chief Representative, Shinso Audit Corporation (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.