

## Press Release

28 October 2021

REIT Issuer:  
Global One Real Estate Investment Corp.  
Securities Code: 8958  
Representative: Akio Uchida, Executive Director

Asset Manager:  
Global Alliance Realty Co., Ltd.  
Representative: Kenji Kojo, President  
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### **Amendments to Articles of Incorporation and Appointment of Directors**

**28 October 2021** - Global One Real Estate Investment Corp. (“GOR”) announces that it held a board meeting today, during which a decision was reached to submit the following agenda items for consideration to the 11th general unitholders’ meeting scheduled for 14 December 2021 (the “General Unitholders’ Meeting”): 1) amendments to the Articles of Incorporation, and 2) appointment of Board of Directors. Please note that these items, outlined in detail below, will become effective upon approval at the General Unitholders’ Meeting.

#### 1. Amendments to the Articles of Incorporation

##### Reasons for the Amendments

##### (1) Article 10 - related amendments

The amendments are being made to stipulate, regarding not only general unitholders’ meetings to be convened every two years on 10 November or a later date without delay based on the first sentence of Paragraph 1 of Article 10 of the current Articles of Incorporation but also additionally other general unitholders’ meetings to be convened based on the second sentence of Paragraph 1 of Article 10 of the current Articles of Incorporation, that if the general unitholders’ meeting is held within three months of a settlement date, the base date concerning voting shall be that settlement date.

(2) Article 11 - related amendments

In light of the recent discussion on unitholder proposals by minority unitholders and such, the amendments are being made with regard to general unitholders' meeting resolutions to which it is thought to be difficult to submit opposing proposals due to qualitative factors and which may significantly impact the structure of an investment corporation's governance and affect unitholders' interest, to establish a new stipulation to make such resolutions exempt from the deemed votes in favour system stipulated in Paragraph 1 of Article 93 of the Act on Investment Trusts and Investment Corporations as well as Paragraph 1 of Article 11 of the current Articles of Incorporation to reflect more directly the will of unitholders.

(3) Article 21 - related amendments

With the amendment and such of the Accounting Standard for Financial Instruments (Accounting Standards Board of Japan Statement No.10) (including related accounting standards and application guidelines which were newly established or amended), necessary changes shall be made to asset evaluation methods.

## 2. Appointments of Board of Directors

The terms of Executive Directors Akio Uchida and Supervisory Directors Katsuya Natori and Yasuhiro Morita will end at the closure of the General Unitholders' Meeting, so at the General Unitholders' Meeting, GOR will appoint Executive Director Akio Uchida (reelection) and Supervisory Directors Katsuya Natori (reelection) and Yasuhiro Morita (reelection).

If their appointment is approved at the General Unitholders' Meeting, they will take up their respective posts on 14 December 2021.

Furthermore, GOR will appoint Kosuke Nakajima as a Substitute Executive Director and Yuko Katsuta as a Substitute Supervisory Director in preparation for cases of vacancy of an executive director or a supervisory director, or for cases when the number of directors becomes fewer than what is prescribed by law and regulation.

(1) Profile of Executive Director candidate

Candidate:	<b>Akio Uchida</b>
Professional background:	
April 1978	Joined Meiji Life Insurance Co. (currently Meiji Yasuda Life Insurance Co.)
April 1989	Deputy Manager of Real Estate Services, Real Estate Services Department, Meiji Life Insurance Co.
October 1995	Group Leader of Real Estate Business Group, Real Estate Investment Department, Meiji Life Insurance Co.
January 2004	Group Manager of Related Business Promotion Group, Affiliated Companies Department, Meiji Life Insurance Co.

April 2010	Seconded to Meiji Yasuda Real Estate Management Co., Ltd.
April 2012	Director and Manager of General Administration and Planning Department, Meiji Yasuda Real Estate Management Co., Ltd.
April 2015	Managing Director of General Administration and Planning Department, Meiji Yasuda Real Estate Management Co., Ltd.
April 2016	Executive Director of GOR (current position)

- The above candidate for executive director does not own investment units in GOR.
- The candidate has no special interest in GOR.
- The above candidate currently executes various types of business for GOR as an executive director of GOR.
- The overview of the directors and officers liability insurance agreement is as follows.

GOR has concluded a directors and officers liability insurance agreement as stipulated in Paragraph 3-1 of Article 116 of the Act on Investment Trusts and Investment Corporations with an insurance company and shall use this insurance to compensate damages in the event of claim for damages arising as a result of actions taken by directors, the insured under the directors and officers liability insurance agreement, during their term of office based on their position. However, exceptions exist such as damage that is caused deliberately or by gross negligence, which shall not be compensated, etc.

Furthermore, an agreement with the same terms and conditions is scheduled to be concluded when the insurance agreement expires. The above candidate for executive director is included in the insured under the directors and officers liability insurance agreement as executive director. If approval is given to the election of the above candidate for executive director, he shall continue to be included in the insured in the insurance agreement.

## (2) Profile of Substitute Executive Director candidate

Candidate:	<b>Kosuke Nakajima</b>
Professional background:	
April 1985	Joined Meiji Life Insurance Co. (currently Meiji Yasuda Life Insurance Co.)
April 1997	Seconded to Pacific Guardian Life Insurance Co. Ltd. (Hawaii, U.S.A.)
April 2002	Agency Manager, Sawara Agency Office, Narita Regional Office, Meiji Life Insurance Co. (currently Meiji Yasuda Life Insurance Co.)
April 2006	Group Manager, International Operations Group, International Department, Meiji Yasuda Life Insurance Co.
April 2010	Seconded to Meiji Yasuda America Incorporated, Meiji Yasuda Realty Incorporated (New York, U.S.A.) President
April 2012	Seconded to Pacific Guardian Life Insurance Co. Ltd. (Hawaii, U.S.A.) President & CEO

April 2017	Internal Auditor, Internal Audit Department, Meiji Yasuda Life Insurance Co.
April 2020	Seconded to Global Alliance Realty Co., Ltd. ("GAR"), Executive Officer, REIT Management Department and REIT Finance Department (current position)

- The above candidate for substitute executive director does not own investment units in GOR.
- The above candidate currently serves as Executive Officer of REIT Management Department and REIT Finance Department at GAR, a company which conducts asset management for GOR.
- The candidate has no special interest in GOR excluding the preceding item.
- The overview of the directors and officers liability insurance agreement is as follows.

GOR has concluded a directors and officers liability insurance agreement as stipulated in Paragraph 3-1 of Article 116 of the Act on Investment Trusts and Investment Corporations with an insurance company and shall use this insurance to compensate damages in the event of claim for damages arising as a result of actions taken by directors, the insured under the directors and officers liability insurance agreement, during their term of office based on their position. However, exceptions exist such as damage that is caused deliberately or by gross negligence, which shall not be compensated, etc.

Furthermore, an agreement with the same terms and conditions is scheduled to be concluded when the insurance agreement expires. The above candidate for substitute executive director shall be included in the insured under the directors and officers liability insurance agreement when he is appointed.

### (3) Profiles of Supervisory Director candidates

Candidate No. 1:	<b>Katsuya Natori</b>
Professional background:	
April 1986	Admitted in Japanese Bar Association
April 1986	Joined Masuda & Ejiri law offices (currently Nishimura & Asahi)
September 1990	Graduated from University of Washington Law School with a master's degree in law (LL.M)
January 1991	Joined Davis Wright Tremaine law offices
June 1993	Graduated from Georgetown University Business School with a master's degree in business administration
July 1993	Counsel, Exxon Japan
January 1995	General Counsel, Apple Computer Japan
January 1998	General Counsel, Sun Microsystems Japan
March 2002	General Counsel and General Manager, Store Development and Corporate Social Responsibility, Fast Retailing, Co., Ltd.
January 2004	General Counsel, IBM Japan

February 2012	Established Natori law office (currently ITN Partners) (current position)
December 2015	External Board Member, Moritex Corporation (current position)
April 2016	Supervisory Director of GOR (current position)
June 2016	Outside Audit & Supervisory Board Member, KiBERA Co.,LTD., (current position)
June 2020	Outside Audit & Supervisory Board Member, Pasona Tquila Inc. (currently circlace Inc.) (current position)
June 2020	Outside Audit & Supervisory Board Member, Recruit Holdings Co., Ltd. (current position)
September 2020	External Director, TaUNS (current position)
June 2021	External Director, TOKYO ROPE MFG.CO.,LTD (current position)

Candidate No. 2: **Yasuhiro Morita**

Professional background:

April 1992	Joined Chuo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)
January 1997	Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)
December 2000	Financial Services Department of Century Showa Ota & Co.
April 2001	Registered as a certified public accountant
December 2007	Seconded to the Economic and Industrial Policy Bureau, Ministry of Economy, Trade and Industry
April 2008	Registered as a licensed real estate appraiser
February 2009	Returned to the Advisory Services Department, Ernst & Young ShinNihon LLC
October 2009	Joined Tokyo Kyodo accounting office
October 2009	Established Yasuhiro Morita CPA accounting office (current position)
June 2012	Registered as a tax accountant
August 2015	Supervisory Director of Takara Leben Infrastructure Investment Corp. (current position)
April 2016	Supervisory Director of GOR (current position)

- Of the above candidates for supervisory director, Candidate Yasuhiro Morita owns eight investment units in GOR. Candidate Katsuya Natori does not own investment units in GOR.
- The candidates have no special interest in GOR.
- Each of the above candidates for supervisory director currently supervises the execution of various

types of business by executive directors as a supervisory director of GOR.

- Candidate Katsuya Natori also serves as Managing Partner of ITN Partners.
- Candidate Yasuhiro Morita also serves as Representative of Yasuhiro Morita CPA accounting office.
- The overview of the directors and officers liability insurance agreement is as follows.

GOR has concluded a directors and officers liability insurance agreement as stipulated in Paragraph 3-1 of Article 116 of the Act on Investment Trusts and Investment Corporations with an insurance company and shall use this insurance to compensate damages in the event of claim for damages arising as a result of actions taken by directors, the insured under the directors and officers liability insurance agreement, during their term of office based on their position. However, exceptions exist such as damage that is caused deliberately or by gross negligence, which shall not be compensated, etc.

Furthermore, an agreement with the same terms and conditions is scheduled to be concluded when the insurance agreement expires. The above candidates for supervisory director are included in the insured under the directors and officers liability insurance agreement as supervisory director. If approval is given to the election of the candidates for supervisory director, they shall continue to be included in the insured in the insurance agreement.

#### (4) Profiles of Substitute Supervisory Director candidates

Candidate:	<b>Yuko Katsuta</b>
Professional background:	
April 1997	Admitted to Tokyo Bar Association and Japan Federation of Bar Associations
April 1997	Associate, Araki Law Office
February 1999	Joined Suzuye & Suzuye Patent Law Firm (currently Suzuye & Suzuye Intellectual Property Law)
February 2002	Partner, Suzuye & Suzuye Patent Law Firm (currently Suzuye & Suzuye Intellectual Property Law)
January 2004	Counsel, IBM Japan, Ltd.
June 2010	Graduated from University of Washington Law School with a master's degree in law (LL.M)
January 2013	Chief Privacy Officer (CPO), IBM Japan, Ltd.
June 2016	Partner, Natori Law Office (currently ITN Partners)(current position)
August 2020	Outside Auditor, Fuji Electric Co., Ltd. (current position)

- The above candidate for substitute supervisory director does not own investment units in GOR.
- The candidate has no special interest in GOR.
- The overview of the directors and officers liability insurance agreement is as follows.

GOR has concluded a directors and officers liability insurance agreement as stipulated in Paragraph 3-1 of Article 116 of the Act on Investment Trusts and Investment Corporations with an insurance company and shall use this insurance to compensate damages in the event of claim for damages

arising as a result of actions taken by directors, the insured under the directors and officers liability insurance agreement, during their term of office based on their position. However, exceptions exist such as damage that is caused deliberately or by gross negligence, which shall not be compensated, etc.

Furthermore, an agreement with the same terms and conditions is scheduled to be concluded when the insurance agreement expires. If the above candidate for substitute supervisory director is appointed, she shall be included in the insured in the insurance agreement.

### 3. Time Schedule

28 October 2021	The items on the agenda to be submitted to the General Unitholders' Meeting were resolved at a GOR board meeting.
26 November 2021	A convocation notice of the General Unitholders' Meeting will be sent to unitholders (scheduled).
14 December 2021	The General Unitholders' Meeting will be held; matters concerning the amendments to the Articles of Incorporation and the appointment of Directors will be submitted as agenda items (scheduled).

#### **About GOR:**

Global One Real Estate Investment Corporation ("GOR") is a Japanese Real Estate Investment Trust (J-REIT) listed on the Tokyo Stock Exchange (TSE: 8958) with the ultimate goal of pursuing maximum returns for unitholders. GOR cautiously selects prime properties at prime locations with an eye on "strong and sustainable competitiveness in the marketplace." The three key watchwords in selecting properties are: (1) *CLOSER* - easily accessible from nearby train stations; (2) *NEWER* - newly or recently built; and (3) *LARGER* - large office buildings with extensive office space.

For more information about GOR, please visit: <https://www.go-reit.co.jp/en/>

Note: This document is the English version of "Press Release" that is written in Japanese. The English version is understood to be a translation of the Japanese version and is supplied as a convenience to investors who prefer to use English. This document, containing forward-looking statements, is not intended to be a solicitation of any particular investment transaction. Investors should consult with their own investment advisors regarding the appropriateness of investing in any of the securities or investment strategies.