

January 19, 2015

For Immediate Release

Real Estate Investment Trust Securities Issuer:  
NIPPON REIT Investment Corporation  
1-17-18 Shinkawa, Chuo-ku, Tokyo  
Hisao Ishikawa  
Executive Officer  
(Securities Code: 3296)

Asset Management Company:  
Sojitz REIT Advisors K.K.  
Hisao Ishikawa  
President, Director & CEO

Contact: Kanehisa Nango  
General Manager  
Corporate Planning Department  
Finance & Planning Division  
(TEL: +81-3-3552-8883)

Notice Concerning Issuance of New Investment Units  
and Secondary Offering of Investment Units

NIPPON REIT Investment Corporation ("NIPPON REIT") announces that, at a meeting of the board of officers of NIPPON REIT held on January 19, 2015, the following resolution was passed concerning the issuance of new investment units and secondary offering of investment units.

1. Issuance of new investment units through a public offering

(1) Number of Investment Units to be offered

145,000 investment units

(2) Issue price (offer price)

To be determined

The issue price (offer price) shall be determined at a meeting of board of officers of NIPPON REIT to be held on a day between February 3, 2015 (Tuesday) and February 5, 2015 (Thursday) (the "Pricing Date"), in accordance with the methods provided for in Article 25 of the Regulations Concerning Underwriting of Securities set forth by the Japan Securities Dealers Association, using as a tentative price a figure obtained by multiplying a number from 0.90 to 1.00 by the closing price of the investment units of NIPPON REIT (the "Investment Units") for ordinary trading at the Tokyo Stock Exchange, Inc. ("Tokyo Stock Exchange") on the Pricing Date (in the event of no closing price on such date being available, the closing price on the immediately preceding date) (any fraction of one yen shall be rounded down to the nearest yen).

(3) Total amount of issue price (offer price)

To be determined

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.

(4) Amount to be paid in (issue amount)

To be determined

The amount to be paid in shall be determined at a meeting of the board of officers of NIPPON REIT to be held on the Pricing Date, in accordance with the methods provided for in Article 25 of the Regulations Concerning Underwriting of Securities set forth by the Japan Securities Dealers Association.

(5) Total amount to be paid in (issue amount)

To be determined

(6) Offering method

The offering shall be a primary offering in which all investment units shall be purchased and underwritten by certain underwriters (the "Underwriters").

(7) Content of underwriting agreement

The Underwriters shall pay to NIPPON REIT the total amount to be paid in (issue amount) for the primary offering on the payment date stated in (10) below, and the difference with the total amount of issue price (offer price) shall be the proceeds of the Underwriters. NIPPON REIT shall not pay an underwriting fee to the Underwriters.

(8) Unit of application

One unit or more in multiples of one unit

(9) Application period

From the business day immediately following the Pricing Date to the second business day following the Pricing Date

(10) Payment date

A date between February 10, 2015 (Tuesday) and February 13, 2015 (Friday) which shall be five Japanese business days after the Pricing Date

(11) Delivery date

The business day immediately following the payment date

(12) The issue price (offering price), amount to be paid in (issue amount) and other matters necessary for this issuance of new investment units shall be determined at a future meeting of the board of officers of NIPPON REIT.

(13) Each of the items above shall be subject to the condition that the notification under the Financial Instruments and Exchange Act takes effect.

(14) Of the NIPPON REIT investment units of the primary offering, the Underwriters are scheduled to sell 319 units to Sojitz Corporation, a shareholder of the asset management company and a unitholder of NIPPON REIT, as a purchaser designated by NIPPON REIT.

2. Secondary offering of Investment Units (over-allotment secondary offering)  
(Please refer to <Reference>1. below)

(1) Number of Investment Units to be distributed

7,250 Investment Units

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.

The number of investment units to be distributed above is shown as the maximum number. The number of investment units to be distributed may decrease, or the secondary distribution via over-allotment itself may not take place at all, depending on the status of demand and other factors of the primary offering. The number of investment units to be distributed shall be determined at a meeting of the board of officers of NIPPON REIT to be held on the Pricing Date, taking into account the status of demand and other factors of the primary offering.

(2) Secondary distribution price

To be determined

The secondary distribution price shall be determined on the Pricing Date. The secondary distribution price shall be the same as the issue price (offer price) of the primary offering.

(3) Total amount of secondary distribution price

To be determined

(4) Secondary distribution method

The lead manager of the primary offering (the “Lead Manager”) shall conduct a secondary distribution of NIPPON REIT investment units, which it shall borrow from Sojitz Corporation in a number not to exceed 7,250 units, upon the primary offering, taking into account the status of demand and other factors of the primary offering.

(5) Unit of application

One unit or more in multiples of one unit

(6) Application period

The application period shall be the same as the application period of the primary offering.

(7) Delivery date

The delivery date shall be the business day following the payment date of the primary offering.

(8) If the primary offering is suspended, the secondary distribution via over-allotment shall also be suspended.

(9) The secondary distribution price and other matters necessary for this secondary distribution of investment units shall be determined at a future meeting of the board of officers of NIPPON REIT.

(10) Each of the items above shall be subject to the condition that the notification under the Financial Instruments and Exchange Act takes effect.

3. Issuance of new investment units by way of a third-party allotment

(Please refer to <Reference>1. Below)

(1) Number of Investment Units to be offered

7,250 Investment Units

(2) Amount to be paid in (issue amount)

To be determined

The amount to be paid in (issue amount) shall be determined at a meeting of the board of

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.

officers of NIPPON REIT to be held on the Pricing Date. The amount to be paid in (issue amount) shall be the same as the amount to be paid in (issue amount) of the primary offering.

- (3) Total amount of amount to be paid in (issue amount)  
To be determined
- (4) Unit of application  
One unit or more in multiples of one unit
- (5) Application period (application date)  
March 9, 2015 (Monday)
- (6) Payment date  
March 10, 2015 (Tuesday)
- (7) NIPPON REIT investment units for which no application has been filed during the application period (application date) stated in (5) above shall not be issued.
- (8) The amount to be paid in (issue amount) and other matters necessary for this issuance of new investment units shall be determined at a future meeting of the board of officers of NIPPON REIT.
- (9) If the primary offering is suspended, the third-party allotment shall also be suspended.
- (10) Each of the items above shall be subject to the condition that the notification under the Financial Instruments and Exchange Act takes effect.

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.

<Reference>

1. Over-allotment secondary offering

There are cases where the Lead Manager may conduct a secondary distribution (secondary distribution via over-allotment) of NIPPON REIT investment units, which it shall borrow from Sojitz Corporation in a number not to exceed 7,250 units, upon the primary offering, taking into account the status of demand and other factors of the primary offering. The number of investment units to be distributed in the secondary distribution via over-allotment is scheduled to be 7,250 units. The concerned number of investment units to be distributed is the maximum number. The number may decrease, or the secondary distribution via over-allotment itself may not take place at all, depending on the status of demand and other factors.

In connection with the secondary distribution via over-allotment, at a meeting of the board of officers of NIPPON REIT held on January 19, 2015 (Monday), NIPPON REIT passed a resolution to issue new investment units by way of third-party allotment for 7,250 units of NIPPON REIT investment units to the Lead Manager (the “third-party allotment”) with March 10, 2014 (Tuesday) as the payment date in order for the Lead Manager to acquire the NIPPON REIT investment units necessary for the Lead Manager to return the NIPPON REIT investment units borrowed from Sojitz Corporation (the “borrowed investment units”).

During the period from the date following the last application period for the primary offering and the secondary distribution via over-allotment until March 3, 2015 (Tuesday) (the “syndicate covering transaction period”), there are cases where the Lead Manager may purchase NIPPON REIT investment units on Tokyo Stock Exchange, which shall be in a number not to exceed the number of investment units pertaining to the secondary distribution via over-allotment, for the purpose of returning the borrowed investment units (the “syndicate covering transaction”). All of the NIPPON REIT investment units acquired by the Lead Manager in the syndicate covering transaction shall be allocated to returning the borrowed investment units. Furthermore, during the syndicate covering transaction period, there are cases where the Lead Manager may decide not to engage in the syndicate covering transaction at all, or end the syndicate covering transaction in a number not reaching the number of investment units pertaining to the secondary distribution via over-allotment.

In addition, the Lead Manager may engage in stabilizing transactions in connection with the primary offering and the secondary distribution via over-allotment., and may use all or part of the NIPPON REIT investment units purchased through such stabilizing transactions to return the borrowed investment units.

The Lead Manager is scheduled to acquire NIPPON REIT investment units by applying for the allotment pertaining to the third-party allotment in the number of investment units arrived at when the number of investment units acquired in the syndicate covering transaction and stabilizing transactions, which is allocated to returning the borrowed investment units, is deducted from the number of investment units pertaining to the secondary distribution via over-allotment. For this reason, there are cases where application may not be filed for the number of investment units to be issued in the third-party allotment, in whole or in part. As a result, the final number of investment units issued in the third-party allotment may decrease by up to the number of investment units acquired in the syndicate covering transaction and stabilizing transactions, or the issuance itself may not take place at all, due to forfeiture.

Whether or not the secondary distribution via over-allotment will be conducted, and the number of units to be sold if the secondary distribution via over-allotment is conducted, will be determined on the Pricing Date. In the case where the secondary distribution via over-allotment is not conducted, the above-mentioned borrowing of investment units by the Lead Manager from Sojitz Corporation will not be conducted. Therefore, The Lead Manager will not accept and will not subscribe for the third-party allotment, and the issuance of investment units through the third-party allotment itself will be cancelled entirely. Also, the syndicate covering transactions on the Tokyo Stock Exchange will not be conducted.

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.

2. Changes in number of investment units issued and outstanding as a result of this issuance of new investment units

Total number of investment units issued and outstanding at present	151,810 units
Increase in number of investment units due to the issuance of new investment units through public offering	145,000 units
Total number of investment units issued and outstanding after the issuance of new investment units through public offering	296,810 units
Increase in number of investment units due to the third-party allotment	7,250 units (Note)
Total number of investment units issued and outstanding after the third-party allotment	304,060 units (Note)

(Note) The number of investment units in the event that application is filed by the Lead Manager and issuance takes place for all of the number of investment units to be issued in the third-party allotment.

3. Objective and rationale for the issuance

After considering the market conditions and other factors, NIPPON REIT decided to issue new investment units in order to increase its unitholder value through building up more profitable and risk-proof portfolio, with expansion of asset size and diversification at both level of properties and tenants through the acquisition of new specified assets.

4. Amount, use and scheduled outlay of funds to be procured

(1) Amount of funds to be procured (estimated net proceeds)

50,734,000,000yen (maximum)

(Note) The sum total amount of 48,318,000,000 yen in proceeds from the primary offering and 2,416,000,000 yen in maximum proceeds from the issuance of new investment units by way of third-party allotment. In addition, the amount above is the expected amount calculated based on the closing price of the investment unit in the Tokyo Stock Exchange as of January 7, 2015 (Wednesday)

(2) Specific use and scheduled outlay of funds to be procured

Proceeds from the primary offering are scheduled to be used as the part of the funds for acquisition of specified assets that NIPPON REIT is scheduled acquire. Furthermore, proceeds from the issuance of new investment units by way of third-party allotment are scheduled to be used to repay borrowings.

5. Designation of allottee

Of the NIPPON REIT investment units of the primary offering, the Underwriters are scheduled to sell 319 units to Sojitz Corporation, a shareholder of the asset management company and a unitholder of NIPPON REIT, as a purchaser designated by Investment Corporation.

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.

6. Lock-up

- (1) In connection with the primary offering, plans are to have the designated parties reach an agreement with the Lead Manager to the effect that, without the prior written consent of the Lead Manager, no sale, etc. of NIPPON REIT investment units (provided, however, that this shall exclude lending, etc. of NIPPON REIT investment units accompanying the secondary distribution via over-allotment) shall be conducted during the period beginning on the Pricing Date and ending on the date that is the 180th day after the concerned offering's delivery deadline.

In the event of the above, the Lead Manager is scheduled to have the authority to cancel the concerned agreement, in whole or in part, at its discretion.

- (2) In connection with the primary offering, NIPPON REIT has reached an agreement with the Lead Manager to the effect that, without the prior written consent of the Lead Manager, no issuance, etc. of NIPPON REIT investment units (provided, however, that this shall exclude issuance, etc. of new investment units accompanying primary offering, the third-party allotment and split of investment units) shall be conducted during the period beginning on the Pricing Date and ending on the date that is the 90th day after the concerned offering's delivery deadline.

In the event of the above, the Lead Manager has the authority to cancel the concerned agreement, in whole or in part, at its discretion.

\*This material is distributed to the press club of the Tokyo Stock Exchange (Kabuto Club), the press club of the Ministry of Land, Infrastructure, Transport and Tourism, and the press club for construction trade publications of the Ministry of Land, Infrastructure, Transport and Tourism.

\*NIPPON REIT Investment Corporation website: <http://www.nippon-reit.com/>

This notice is the English translation of the original Japanese document and is provided solely for information purposes. There is no assurance as to the accuracy of the English translation. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Disclaimer: This press release is a document for making a public announcement concerning issuance of new investment units and secondary offering of investment units, and has not been prepared for the purpose of solicitation for investment. Investors should ensure that they read the prospectus for the issuance of new investment units and secondary distribution of investment units, as well as any amendments thereto, prepared by NIPPON REIT before they invest. Investors who make any investment do so at their own risk and discretion.