

January 9, 2019

To all concerned parties:

**Investment Corporation** 

**Industrial & Infrastructure Fund Investment Corporation** 

(Tokyo Stock Exchange Company Code: 3249)

Representative: Yasuyuki Kuratsu, Executive Director

URL: http://www.iif-reit.com/english/

Asset Management Company

Mitsubishi Corp.-UBS Realty Inc.

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### Notice Concerning Asset Acquisition (Equity Investment in a Silent Partnership)

Industrial & Infrastructure Fund Investment Corporation ("IIF") announced today that Mitsubishi Corp.-UBS Realty Inc., IIF's asset manager (the "Asset Manager"), decided to invest in a silent partnership (hereinafter referred to as the "Tokumei Kumiai").

It is the first case for J-REIT to invest in a Tokumei Kumiai based on the Principles for Positive Impact Finance.

#### 1. Summary of Equity Investment

1)	Type of asset	Tokumei Kumiai that invests in trust beneficiary right (Note 1)	
2)		Tokumei Kumiai interest in Godo Kaisha Industrial Asset Holdings 6	
	Asset name	(hereinafter referred to as the "SPC") (Note 2)	
3)	Property held in trust Higashi kojiya 6-chome Rental Factory (hereinafter referred to as the "tar		
		property" or just as the "property", and building is named OTA Techno	
		CORE)	
4)	Investment amount	100 million yen (6.06% of total investment amount in Tokumei Kumiai)	
5)	Contract execution date	January 9, 2019	
6)	Acquisition date	February 28, 2019	
7)	Acquisition funds	Internal cash	

(Note 1) The SPC will acquire the trust beneficiary right relating to the target property on March 1, 2019. IIF will be given preferential negotiation right with expiring date on the last day of February 2024 to acquire the trust beneficiary right and settle accounts when the right is exercised (For more details, please see "3 (1) Outline of Tokumei Kumiai interest(the investment target) and structure".IIF has not decided to acquire the trust beneficiary right and not scheduled to acquire the trust beneficiary right as of today. IIF cannot assure that IIF will be able to acquire the trust beneficiary right in the future.

(Note 2) For more details of the Tokumei Kumiai interest, please see "3 (1) Outline of Tokumei Kumiai interest(the investment target) and structure"



#### 2. Reasons for Acquisition

### **Key Points**

- (1) The SPC established by funds from IIF and other investors invites the Development Bank of Japan Inc. as the senior lender and is going to acquire a rental factory (shared factory) of which Ota-ku is the tenant.
- (2) A preferential negotiation right will be given to IIF to acquire the trust beneficiary right at the price lower than the acquisition price of the SPC, and securing both future acquisition opportunities and high profitability over the medium term.
- (3) PRE development and ESG measures will be undertaken on a continuous basis.

#### [Photo of the Target Property]

The exterior symbolizes the facility's status as a gathering place for manufacturing industries

High specs as an apartment factory and facilities that take the environment into consideration









<Facilities that Allow Sunlight In>
Solar power generation equipment installed on the roof. (top left)
"Sky Showers" are used to provide natural illumination using light ducts. (right) The technology was developed by a maker in Ota-ku.

<Complete Exhibition Space Open to the Local Community>

The "100 Ota Craftsmen" exhibit was presented. The exhibition highlighted award-winning craftsmen who honed their skills at companies with three or fewer employees as exceptional technical workers who contributed to manufacturing in Ota-ku (left)<sup>(Note)</sup> Products made by end tenants are displayed throughout in the building (right).





(Note) Submissions for the 100 Ota Craftsmen exhibit are currently not being accepted.



# (1) The SPC established by funds from IIF and other investors invites the Development Bank of Japan Inc. as the senior lender and is going to acquire a rental factory (shared factory) of which Ota-ku is the tenant.

IIF makes investments based on the principle of aiming to "invest in social infrastructure as a source of power for the Japanese economy and support Japan's industrial activities from a perspective of real estate" since its listing. The Property was created as a gathering place for manufacturing industries that produce high added value, one of the characteristics of the manufacturing industries being promoted by Ota-ku in accordance with its Ota 10-Year Future Plan<sup>(Note 1)</sup>, Ota-ku's basic 10-year plan. The facility is a rental factory with a concentration of small and medium manufacturers, primarily companies involved in precision processing, related fields, and machine metal related research and development.

IIF will invest in the Tokumei Kumiai for the SPC with the Development Bank of Japan Inc. (hereinafter may be referred to as "DBJ") as the senior lender and IBJ Leasing Company, Limited as the mezzanine lender on February 28, 2019. The other planned investors in the Tokumei Kumiai are domestic investors with high degrees of a public nature such as non-profit organizations including a mutual aid enterprise and educational institutions. The SPC plans to acquire the trust beneficiary right on March 1, 2019.

Ota-ku, the lessee of the target property, is leasing the entire property under a long fixed-term lease agreement (lease term of 20 years; the remaining lease term about 13.2 years as of the date of this press release). As a result, stable rental income is anticipated over the long term from a lessee with extremely high creditworthiness. Ota-ku has subleased the property to approximately 20 end tenants.

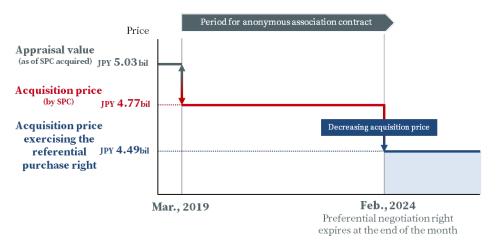
In addition, the DBJ Group (Note 2) including DBJ, the senior lender, has been holding Management of Technology to Create Value Training Sessions ("MOT Training") nationwide for candidate next-generation leaders in manufacturing and other industries over 13 years since 2005. The MOT Training is a forum for learning technology management that can respond to diversifying and increasingly complex customer needs in an environment where it is becoming more difficult for a single company to create value on its own. The training has provided opportunities for open dialogue among different industries and practical exercises to support the reinforcement of the competitiveness of Japan's industries and growth of manufacturing industries that contribute to the growth of local communities. (Note 3) The DBJ Group will continue to actively support customer measures intended to augment competitiveness and raise corporate value in accordance with its corporate philosophy: Design the future with financial expertise—With tireless efforts to cultivate frontier markets in financing, we are committed to resolving customer and social issues and to helping realize sustainable development of Japan and the world.

- (Note 1) A fundamental plan established by Ota-ku in March 2009 for ward administration over the medium- to long-term.
- (Note 2) The DBJ Group refers to the company group including DBJ and its affiliated companies. The same shall apply hereafter.
- (Note 3) As a member of the Tomorrow's Manufacturing Forum held by Ota-ku in 2005, the DBJ Group compiled action proposals aimed at reinforcing management capabilities drawn from an analysis of current circumstances in manufacturing industries in Ota-ku and identified issues.

# (2) A preferential negotiation right will be given to IIF to acquire the trust beneficiary right at the price lower than its acquisition price of the SPC, and securing both future acquisition opportunities and high profitability over the medium term.

IIF plans to invest in the Tokumei Kumiai through the SPC scheme. The expected dividend payout (Note 4) of the SPC is 7.6%, and consequently, high profitability over the medium term is expected. IIF will also be given the preferential negotiation right, which allows IIF to acquire the trust beneficiary right during the five-year time of investment period until the expiration date of the Tokumei Kumiai contract on the last day of February 2024. The SPC shall not conclude any kinds of sales agreement related to the trust beneficiary right with third party other than IIF during the aforementioned period. The SPC plans to acquire the trust beneficiary right on March 1, 2019 at an acquisition price of 4.77 billion yen, but with the preferential negotiation right that IIF plans to acquire as indicated above, IIF will have a preferential negotiation right to the trust beneficiary right at a price of 4.49 billion yen with purchase deadline until the last day of February 2024 (For the detail, please see "3 (1) Outline of Tokumei Kumiai interest (the investment target) and structure")

#### **Acquisition Price Comparison**



(Note 4) The expected dividend payout is calculated by dividing (A) the product of (a) the simulated Tokumei Kumiai interest dividend, which is calculated by deducting (i) simulated expenses such as operating expense of the SPC and the interest of debt from (ii) the first year net revenue with the DCF method as described in the real estate appraisal report prepared by the Japan Real Estate Institute with September 30, 2018 as the appraisal date (If special circumstances are expected in the first year, the second or later year net revenue is used), and (b) IIF's investment ratio to total Tokumei Kumiai interest amount (6.06%), by the IIF's Tokumei Kumiai investment amount. The owner of the property will receive subsidies from Ota-ku until 2021, and the expected dividend payout is calculated using the net operating income in the first year in which the effects from those subsidies are not present. Further, the anticipated amounts of expenses are reference values calculated by the Asset Manager, and the actual dividend payout may differ greatly from the reference values or dividends may not be paid at all.

#### (3) PRE development and ESG measures will be undertaken on a continuous basis

The property is a facility that supports small and medium businesses, primarily manufacturing businesses located in Ota-ku. In addition, acquisition of the property through SPC scheme will contribute to the Public Real Estate (PRE) initiatives that IIF has undertaken since its initial public offering. By gaining experience with PRE, IIF plans to expand opportunities for acquisition of public real estate in the future.

In addition, investment in the Tokumei Kumiai is positioned as a "social" action in relation to ESG (environment, social, and governance) measures and is intended to contribute to the continuous development of local communities.



As the only J-REIT specializing in industrial real estate, IIF has gained experience acquiring manufacturing and R&D facilities in recent years. Ota-ku is a region with a concentration of manufacturing industries in Tokyo and has long had a high density of abundant manufacturing human resources such as engineers and craftsmen. IIF believes that through measures with J-REITs premised on holding properties over the long term, Ota-ku can secure the property as a site for human resource development and technology transfer to promote industry over the medium to long term.

IIF also believes that the impact this project gives to the local community falls under the SDGs (Sustainable Development Goals) (Note 5) materiality emphasized by the Asset Manager and will contribute to the creation of a sustainable society. Furthermore, a third-party opinion (Note 6) has been obtained stating that the project is in accordance with the Principles for Positive Impact (Note 7) of the United Nations Environment Programme Finance Initiative (UNEP FI).

- (Note 5) The Sustainable Development Goals (SDGs) are the core of the 2030 Agenda for Sustainable Development adopted at the United Nations summit in September 2015. The Asset Manager has investigated its vision and targets for sustainability and taken measures to carry them out until now, but with rising interest in ESG, it has engaged in dialogue and taken action with stakeholders, identified material issues relating to sustainability, and adopted SDGs with a high degree of relevancy. Details can be found on the IIF's web site.

  http://www.iif-reit.com/english/structure/pdf/ESGReport.pdf
- (Note 6) For the details of the report, please refer the link. http://www.iif-reit.com/english/structure/pdf/Report.pdf
- (Note 7) Principles adopted in January 2017 by members of the United Nations Environment Programme Finance Initiative (UNEP FI), namely financial institutions, to achieve sustainable development and the SDGs as a series of shared principles for financing that will lead to efforts to maximization of the positive impact on the economy, society, and the environment while addressing any negative impacts on these same three items. A request has been made to the UNEP FI Positive Impact Steering Group for an opinion regarding compliance of the equity investment in the Tokumei Kumiai.

Our decision-making process with respect to the acquisition focused on the following points in particular.

#### **■**Continuity

- High degree of continuity backed by a 20-year (non-cancellable), long fixed-term lease agreement with Ota-ku, the tenant of the property
- The facility is expected to be used to support small and medium manufacturing companies over the long term as a means of creating a gathering place for manufacturing industries that produce high added value as planned by Ota-ku.
- ■Versatility (Versatility as a Real Estate Asset)

#### <Location>

- The surrounding area has a high concentration of small and medium manufacturing factories, making the site highly convenient for the end tenants of the property in terms of conducting business with related companies and main trading partners.
- Ota-ku, where the property is located, ranks number one in industry among Tokyo's 23 wards in terms of the value of manufactured goods shipment, number of employees, and number of business sites, and there is solid tenant demand from small and medium manufacturing businesses.

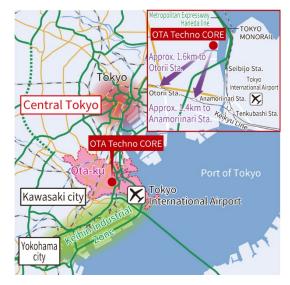
#### <Facilities>

- The property features specifications with a high degree of versatility including floor bearing capacity of 2.5 t/m² on the first and second floors, and 1.5 t/m² on the third and fourth floors, effective ceiling heights of 4.1 m on the first floor, 3.8 m on the second floor, and 3.0 m on the third and fourth floors, one 6.0-ton freight elevator that can be used to transport large machinery and materials, and one standard elevator.
- Usability is not limited to just production and R&D, but also meeting rooms, sales pitch spaces, and exhibition spaces provided in the common area.



### [Map, Location, and Vicinity]

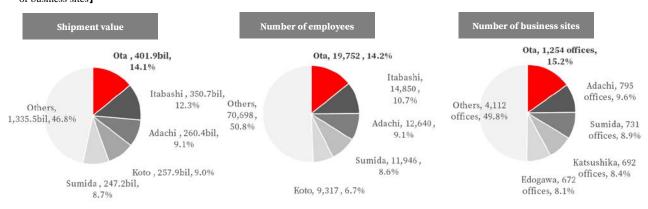
The site is near Tokyo International Airport, an area with a high concentration of manufacturing plants







[Reference: Top five of Tokyo's 23 wards for manufacturing in terms of value of manufactured goods shipment, number of employees, number of business sites]



Source: Prepared by the Asset Manager based on Ministry of Economy, Trade and Industry, "2017 Industrial Statistics Table: Regional Statistics Tables" (released August 24, 2018)



### 3. Summary of Asset

(1) Outline of Tokumei Kumiai interest (the investment target) and structure

-	mei Kumiai interest (the investment target) a	ind structure			
Agent name Effective term of	Godo Kaisha Industrial Asset Holdings 6				
Tokumei Kumiai	Until February 29, 2024				
	(However, if such day is not a business day, the previous business day. Furthermore, if all of the non-recourse debt is not paid, the effective term will be extended until such debt is fully paid.)				
contract	non-recourse debt is not paid, the effective te	erm will be extended until such debt is fully paid.)			
Total amount of					
investment in the	1,650 million yen				
Tokumei Kumiai					
	Summary of Tokumei Kumiai follows;				
	Godo Kaisha Industrial Asset Holdings 6				
		Non-recourse debt (senior) (Note 3)			
		2,200 million yen			
	Trust beneficiary right in real estate etc.	Non-recourse debt (mezzanine) (Note 4)			
	5,050 million yen	1,200 million yen			
	(Note 1) (Note 2)	Equity interest in Tokumei Kumiai etc.			
		(Note 5) (Note 6)			
		1,650 million yen			
	(Note 1)The SPC is scheduled to acquire the tru	st beneficiary right on March 1, 2019. Furthermore,			
	the above-mentioned amount includes	acquisition costs of the trust beneficiary right and			
	the cost of establishing the Tokumei K	Cumiai (rounded down to the nearest million yen).			
		iciary right is 4,770 million yen. As of September 30,			
	2018, the appraisal value of the trust ber				
	(Note 3)Acquisition of a non-recourse loan (senior) from Development Bank of Japan Inc. is				
	planned.	. ) (			
	(Note 4)Acquisition of a non-recourse loan (mezzanine) from IBJ Leasing Company, Limited is				
	planned.	COCOV of total form de invente d'in the Walnum i Warnini			
		5.06% of total funds invested in the Tokumei Kumiai.			
	Such equity interest in which IIF plans to invest is valued at 103 million yen as of September				
	30, 2018. The research value for the equity interest is based on the figure shown on the				
Outline of the	research report prepared by the Japan Real Estate Institute. The other planned inves				
scheme	the Tokumei Kumiai are domestic investors with high degrees of a public nature such as non-profit organizations including a mutual aid enterprise and educational institutions.				
scheine	(Note 6)The expected dividend payout from investment in the Tokumei Kumiai is 7.6%. The expected dividend payout is calculated by dividing (A) the product of (a) the simulated Tokumei Kumiai				
	interest dividend, which is calculated by deducting (i) simulated expenses such as operating				
	expense of the SPC and the interest of debt from (ii) the first year net revenue with the DCF				
		•			
		appraisal report prepared by the Japan Real Estate			
		appraisal date (If special circumstances are expected			
		net revenue is used), and (b) IIF's investment ratio			
		ount (6.06%), by (B) the Tokumei Kumiai interest			
		roperty will receive subsidies from Ota-ku until 2021,			
		ulated using the net operating income in the first year			
		s are not present. Further, the anticipated amounts of			
	expenses are reference values calculated by the Asset Manager, and the actual dividend				
	payout may differ greatly from the reference values or dividends may not be paid at all.				
	$(Note\ 7) Profound\ BMS\ Asset\ Management\ K.K.\ is\ expected\ to\ be\ the\ asset\ manager\ of\ the\ SPC.\ IIF/the$				
		Asset Manager, do not have a particular relationship with the above-mentioned company.			
		(Note 8)Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. will be the private placement arranger			
	for the Tokumei Kumiai.				



Outline of the scheme	such computation period shall be distributed to investors in proportion to each invest investment ratios for such computation period.  If losses from the said business are generated during each computation period, losses for s computation period shall be distributed to investors in proportion to each invest investment ratios for such computation period. If the cumulative amount of losses distributed to investors exceeds the total amount of capital contribution, the distribution of losses so be limited to the total capital contribution, and any excess losses will be distributed to operator.		
Others	The preferential negotiation right to the trust beneficiary right    Description of right   IIF will be granted the right to preferentially purchase the trust beneficiary right which the SPC acquires. IIF has not decided to acquire the trust beneficiary right and not scheduled to acquire the trust beneficiary right as of today. IIF cannot assure that IIF will be able to acquire the trust beneficiary right in the future.    Planned preferential negotiation right exercise period   From the scheduled acquisition date for the SPC to the last day of February 2024.    Prom the scheduled acquisition date for the SPC to the last day of February 2024.		



## (2) Profile of agent that invests in the Tokumei Kumiai

Name	Godo Kaisha Industrial Asset Holdings 6	
Location	7-1, Nihonbashi 2-chome, Chuo-ku, Tokyo	
Name and Job title of	Executive Director: General Incorporated Association (Ippan Shadan Hojin)	
Representatives	OMM Asset Holdings	
	Administrator ( <i>Shokumu Shikkou Sya</i> ): Shogo Kikuchi	
	1. Acquisition, possession and disposal of trust beneficiary rights in property	
Business	2. Acquisition, possession, disposal, leasing, and management of property	
	3. Any businesses incidental or related to the above-mentioned businesses	
Capital	100,000 yen	
Date Established	December 11, 2018	
Relationship with IIF or a	sset manager	
Capital relationship Personal relationship Trade relationship	There is no capital, personal , and business relationships between IIF/the Asset Manager and the SPC.	
Interested party	The SPC is not an interested party to IIF/the Asset Manager.	

### (3)Summary of the target property

	of specific asset	Trust beneficiary right in real estate				
Beneficiary of trust		Mizuho Trust & Banking Co., Ltd.				
	d of trust	March 15, 2012 – October 31, 2028				
Locati	ion	4-17, Higashi kojiya 6-chome, Ota-ku, Tokyo (Note 1)				
		Area 5,258.43 m <sup>2</sup> (Note 1)				
Land	and	Zoning	Exclusive Industrial area			
		Type of possession	Ownership			
		Structure / stories	Main building: 4-stories; steel-framed with galvanized alloy steel sheet roofing (Note 1)  Annex: One-story; steel-framed concrete structure with flat roof (Note 1)			
		Total floor space	Main Building: 8,359.71m <sup>2</sup> (Note 1) Annex: 16.19m <sup>2</sup> (Note 1)			
Buildi	ilding	Designated floor area ratio / building-to-land ratio	200% / 60%	Туре	Main Building: Factory (Note 1) Annex: Warehouse (Note 1)	
		Type of possession	Ownership	Construction completion	February 24, 2012 (Note 1)	
		Designer	Takenaka Corporation			
		Constructor	Takenaka Corporation			
		Institution to confirm on construction	Ota- ku Construction Director			
Note on earthquake resistance		PML: 8.5% (based on the joint search report of earthquake risk by Engineering & Risk Services Corporation and OYO RMS Corporation)				
Appra	aisal value	5,030 million yen (as of September 30, 2018)				
Appra	aisal Firm	Japan Real Estate Institute				
Prese	nt Owner	SPC (Note 2)				
Nι	umber of tenants	1 (Tenant name: Ota-ku)				
_ Re	ent	Not disclosed (Note 3)				
de de	ecurity and eposit	Not disclosed (Note 3)				
E Le	ease area	8,285.90 m <sup>2</sup>				
E Le	easable area	8,285.90 m <sup>2</sup>				
<u> 0</u>	ccupancy rate	100%				
1e	erm of contract	April 1, 2012 – March 31, 2032				
Type of contract Fixed-term leasehold agreement						



	Revision of rent	Revision of rent is permitted through consultations by the parties only in the case where the street value of the property increases or decreases by at least 20% from the time when the lease agreement commenced.
	Cancelation before ended contract period	If the lessee terminates the lease by March 31, 2022 (inclusive), the lease agreement may be terminated by paying, at the time of termination, a lump-sum amount equivalent to rent for the remaining period from the time of termination until expiration of the lease agreement; provided, however, that if the lessee terminates the agreement on or after April 1, 2022 (inclusive), the lease agreement may be terminated by paying, at the time of termination, a lump-sum amount equivalent to 90 percent of the rent for the remaining period.
С	ollateral note	None
Other Note		Prior to acquisition, the SPC contracted K.K. Field Partners to conduct a soil contamination risk assessment. As a result, it is considered that the possibility of health hazards by specific toxic substances is small

- (Note 1) "Location" represents the address of the property or noted in the registry book. Descriptions of "Structure / stories", "Total floor space", "Type" and "Construction completion" are based on the registry books. For the "Area", the it includes the part of a driveway owned by the trustee currently used as the public road (12.14 m²) and the co-ownership interest held by the trustee (ownership: 33.13%)in the driveways currently used as the public road (988.61 m²).
- (Note 2) The current owner is the SPC established by the domestic business company who does not fall under the category of a related party of IIF/the Asset Manager. IIF has not obtained the necessary permission from the current owner to disclose this information.
- (Note 3) IIF has not obtained the necessary permission from the tenant to disclose this information.

#### 4. Broker

None

#### 5. Future Outlook of IIF

The impact of the anticipated transaction on IIF's operating status for the period ending January 2019 (August 1, 2018 – January 31, 2019) is not material and the forecast of operating status for the same period after planned acquisition remain unchanged.

#### (Reference)

#### [Summary of Appraisal]

Appraisal firm		Japan Real Estate Institute		
Appraisal value		5,030 million yen		
Appraisal date		September 30, 2018		
Value based on direct capitalization method		5,080 million yen		
	Direct cap rate	4.1%		
Value based on DCF method		4,980 million yen		
	Discount rate	3.5%		
	Terminal cap rate	4.2%		
Integrated value based on cost method		4,920 million yen		
	Proportion of land	73.4 %		
	Proportion of building	26.6 %		

About IIF: Industrial and Infrastructure Fund Investment Corporation ("IIF") is the first J-REIT focused on acquiring and operating both industrial and infrastructure properties in Japan-properties that play a vital role in the Japanese economy, and for which IIF expects to see stable demand in the mid to long term. With respect to industrial properties, IIF intends to invest in a diverse portfolio of properties, including manufacturing and research and development facilities. Please refer to our website at http://www.iif-reit.com/english/

Contacts: For the further information relating to this press release as well as IIF and its Asset Manager, please feel free to contact Mr. Hidehiko Ueda (Telephone Number: 81-3-5293-7090), Head of Industrial Division at Mitsubishi Corp.-UBS Realty, Inc., asset manager for Industrial & Infrastructure Fund Investment Corporation.

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