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For Immediate Release

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## Notice Concerning Conclusion of Merger Agreement with Asset Management Company Premier REIT Advisors Co., Ltd.

Premier Investment Corporation (“PIC”) hereby announces that Premier REIT Advisors Co., Ltd. (“PRA”), the asset management company of PIC, decided at its board of directors’ meeting held today to conclude a merger agreement with NTT Urban Development Asset Management Corporation (“UDAM”) (the “Merger”). UDAM is a wholly owned subsidiary of NTT Urban Development Corporation, and is an asset management company of NTT Urban Development Private REIT Inc. (“NUPR”), which is an unlisted private placement REIT.

This is a merger between PRA, which is the asset management company of PIC, and UDAM, and the asset management of PIC will be succeeded by UDAM (the “New Company after the Merger”) after the Merger.

### 1. Purpose of the Merger

Both PRA and UDAM are entrusted with the asset management operations of PIC, a listed REIT, and NUPR, an unlisted, private placement REIT, as wholly owned subsidiaries of NTT Urban Development Corporation. We have decided to conduct a merger between PRA and UDAM with an aim to maximize unitholder value of each investment corporation entrusted with such operations through the improvement of efficiency and stabilization of the management base as well as enhancement of competitiveness by concentrating management resources related to the real estate asset management business of NTT Urban Development Group that is split between PRA and UDAM.

The Merger is an absorption-type merger with UDAM as the surviving company, and there are no plans to change the trade name of New Company after the Merger.

### 2. Effect of the Merger

PIC believes that the following points are expected in PRA as the effects of the Merger.

#### (1) Establishment of Efficient Asset Management Structure

Improvement in the quality of asset management operations through the establishment of an efficient asset management structure by integrating and unifying overlapping businesses that were implemented at each asset management company, such as management operations.

#### (2) Sophistication of Asset Management Operations

Integration of management know-how by unifying the same functional departments at each asset management company, and further sophistication of asset management and compliance structure through such integration.

#### (3) Expansion of Acquisition Opportunities of Property Information

Diversification of property information and expansion of opportunities for property acquisition with the enhancement of the presence and recognition of asset management companies in the real estate market through the expansion of the balance of assets under management (AUM) of the New Company after the Merger and sharing of information channels related to property acquisitions by listed REITs, private placement REITs, private placement funds, etc.

#### (4) Expansion of Human Resources

Development and expansion of human resources with advanced expertise and abundant management experience through the integration of the knowledge and experience of each asset management company.

### 3. Structure for Preventing Conflicts of Interest

The New Company after the Merger will be entrusted with the asset management operations of PIC and NUPR. Because PIC invests mainly in offices and residences located in the Tokyo metropolitan area and NUPR invests mainly in offices, residences, commercial facilities, hotels, etc., there is a possibility that competition over opportunities for property acquisition will arise between the investment corporations.

The New Company after the Merger will prevent arbitrary distribution of property information as well as conflicts of interest between the investment corporations by establishing a "rotation rule" outlined below regarding property information on offices and residences from third parties including sponsors.

<Rotation rule regarding property information pertaining to the acquisition of offices and residences from third parties>

(1) When the property pertaining to the said property information is located in the Tokyo Economic Bloc (\*1)

No. 1 PIC

No. 2 NUPR

No. 3 Private placement funds, etc. and self-managed funds

(2) When the property pertaining to the said property information is located in Major regional cities (\*2)

No. 1 NUPR

No. 2 PIC

No. 3 Private placement funds, etc. and self-managed funds

(3) When the property pertaining to the said property information is located in Major cities throughout Japan (\*3)

No. 1 NUPR

No. 2 Private placement funds, etc. and self-managed funds

(\*1) "Tokyo Economic Bloc" refers to Tokyo, Kanagawa (Yokohama City, Kawasaki City, etc.), Saitama (Saitama City, etc.) and Chiba (Chiba City, etc.) prefectures.

(\*2) "Major regional cities" refers to Sapporo City, Sendai City, Shizuoka City, Nagoya City, Osaka City, Kyoto City, Kobe City, Hiroshima City, Okayama City, Fukuoka City, etc.

(\*3) "Major cities throughout Japan" refers to Kanagawa, Saitama, Chiba, Aichi, Osaka, Kyoto, Hyogo prefectures and their surrounding areas, ordinance-designated cities and their equivalent major cities throughout Japan, excluding the Tokyo Economic Bloc and Major regional cities.

If a specific fund is designated as an acquisition candidate by the seller or other related parties (excluding sponsors), holds preferential negotiation rights or co-ownership interest, etc., or owns the land of the adjacent property or the target property, the fund can preferentially consider acquisition.

With the introduction of the rotation rule, PIC will be able to consider acquisition opportunities prior to NUPR for properties located in the Tokyo Economic Bloc. Therefore, we recognize that there will be no impact on opportunities for property acquisition for PIC.

### 4. Summary of the Merger

#### (1) Schedule of the Merger

Date of Resolution at Board of Directors	November 25, 2020
Date of Conclusion of the Contract	November 25, 2020
Resolution at Shareholders' Meeting*	Early December 2020 (planned)
Effective Date of the Merger	April 1, 2021 (planned)
Registration Date of the Merger	April 1, 2021 (planned)
Notification Date to the Prime Minister	Early April 2021 (planned)

(\*) Since the Merger falls under the category of a simplified merger at UDAM, no resolution at the Shareholders' Meeting will be made at UDAM. In addition, PRA plans to obtain consent from shareholders pursuant to the provisions of Article 319, Paragraph 1 of the Companies Act without holding the Shareholders' Meeting.

#### (2) Method of the Merger

An absorption-type merger with UDAM as the surviving company.

#### (3) Details of the Allocation Pertaining to the Merger

Since the Merger falls under the category of a merger between wholly owned subsidiaries of NTT Urban Development Corporation, consideration for shares, etc. will not be provided by the surviving company in

the absorption-type merger.

5. Overview of the Companies Involved in the Merger (as of November 25, 2020)

	Surviving company in the absorption-type merger	Dissolving company In the absorption-type merger
(1) Name	NTT Urban Development Asset Management Corporation	Premier REIT Advisors Co., Ltd.
(2) Location	1-5-1 Otemachi, Chiyoda-ku, Tokyo	1-5-1 Otemachi, Chiyoda-ku, Tokyo
(3) Representatives' positions and names	Yasunori Onodera, President	Tomoyoshi Kosugi, President
(4) Businesses	(1) Investment management business (2) Real estate brokerage business (including the business of discretionary entrustment of transactions defined in Article 50-2, Paragraph 1, Item 1 of the Real Estate Brokerage Act, etc.) (3) General administrative services based on the Act on Investment Trusts and Investment Corporations (the "Investment Trusts Act") (4) Asset management business of private placement funds, etc. (5) Specified joint real estate venture	(1) Investment management business (2) Real estate brokerage business (including the business of discretionary entrustment of transactions defined in Article 50-2, Paragraph 1, Item 1 of the Real Estate Brokerage Act, etc.) (3) General administrative services based on the Investment Trusts Act
(5) Paid-in capital	100 million yen	300 million yen
(6) Establishment date	January 16, 2015	July 17, 2001
(7) Net assets	420 million yen (as of the end of March 2020)	1,496 million yen (as of the end of March 2020)
(8) Total assets	445 million yen (as of the end of March 2020)	1,625 million yen (as of the end of March 2020)
(9) Major shareholders and shareholding ratios	NTT Urban Development Corporation (100%)	NTT Urban Development Corporation (100%)
(10) Relationship between PIC/PRA and UDAM		
Capital relationship	PRA and UDAM are group companies with NTT Urban Development Corporation as the parent company.	
Personnel relationship	Tomohiko Sato, the compliance officer of PRA, also serves as the compliance officer of UDAM.	
Business relationship	Not applicable.	
Related parties	NTT Urban Development Corporation is the parent company of both PRA and UDAM. Therefore, UDAM falls under the category of related parties of PRA.	
(11) Operating results and financial position for the last year		
Fiscal year-end	Fiscal period ended March 2020	Fiscal period ended March 2020
Net assets	420 million yen	1,496 million yen
Total assets	445 million yen	1,625 million yen
Sales	242 million yen	779 million yen
Operating income	18 million yen	231 million yen
Ordinary income	18 million yen	260 million yen
Net income	21 million yen	177 million yen

## 6. Status after the Merger

	Surviving company in the absorption-type merger
(1) Name	NTT Urban Development Asset Management Corporation
(2) Location	1-5-1 Otemachi, Chiyoda-ku, Tokyo
(3) Representatives' positions and names	Tomoyoshi Kosugi, President
(4) Businesses	investment management business, real estate brokerage business, general administrative services based on the Investment Trusts Act, asset management business of private placement funds, etc., specified joint real estate venture, etc.
(5) Paid-in capital	100 million yen
(6) Fiscal year-end	March
(7) Net assets	1,917 million yen (calculated by simply adding up net assets of UDAM and PRA as of March 31, 2020)
(8) Total assets	2,071 million yen (calculated by simply adding up total assets of UDAM and PRA as of March 31, 2020)

## 7. Future Outlook

### (1) Change in Asset Management Agreement of PIC

There are no plans to change the asset management agreement concluded between PIC and PRA, and it is scheduled to be succeeded by the New Company after the Merger.

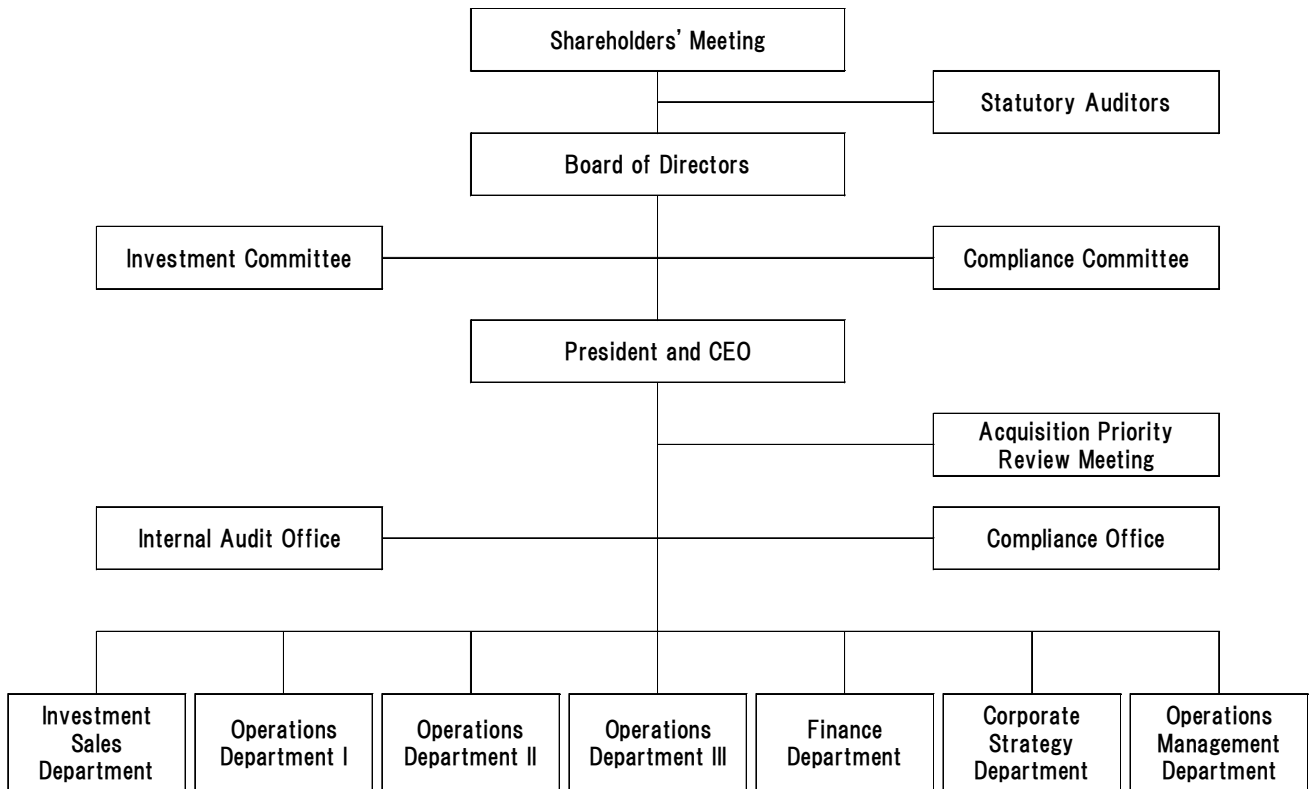
### (2) Organizational Structure of the New Company after the Merger (Planned)

The organization chart of the New Company after the Merger is scheduled to be as follows.

At the New Company after the Merger, operations will be divided between the Operations Department I (operation of PIC), Operations Department II (operation of NUPR), Operations Department III (operation of private placement funds, etc.), Investment Sales Department, Finance Department, Corporate Strategy Department, Operations Management Department, Internal Audit Office, and Compliance Office under the following organization. The operation managers of Operations Department I, Operations Department II, and Operations Department III will not concurrently serve for other departments including other Operations Departments. In addition, the Investment Committee has been established as the organ that deliberates on asset management, the Compliance Committee as the organ that deliberates on compliance, and the Acquisition Priority Review Meeting as the organ that confirms the process of prioritizing the order of discussion of properties whose acquisition is being discussed.

Most of the staff who conducted operations at PRA will continue to be engaged in the operation of PIC, and there will be no significant change in the management structure of PIC.

<<Organization Chart of the New Company after the Merger (Planned)>>



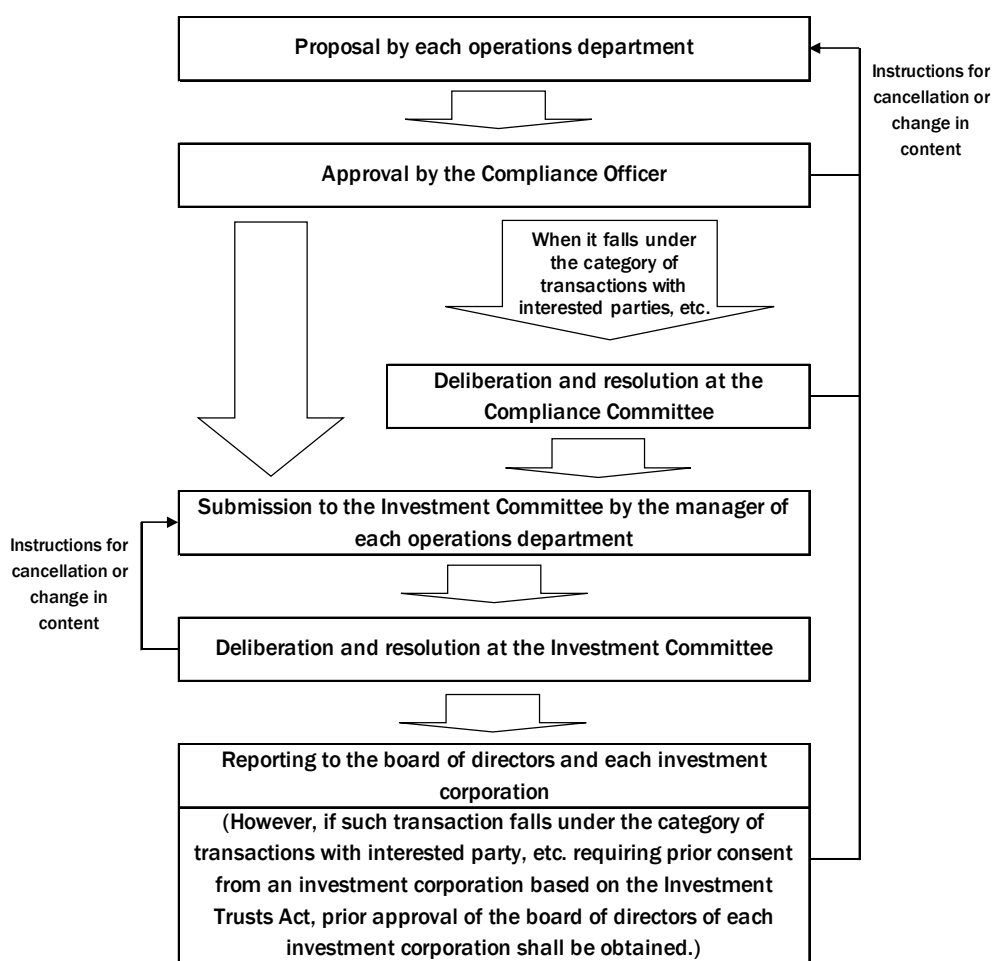
(3) Decision-Making Method for Asset Management (Planned)

In the New Company after the Merger, in principle, each Operations Department will prepare proposals upon property acquisition based on the investment policy, etc. of each investment corporation, and the content will be deliberated and resolved at the Investment Committee after the compliance officer examines and approves whether there are any legal compliance issues. In principle, in the case of certain transactions with interested parties, deliberation and resolution will be executed at the Compliance Committee before deliberation and resolution at the Investment Committee.

In addition, the Merger will not cause any significant changes to the management structure including the decision-making process pertaining to asset management of PIC, and internal rules including asset management guidelines will be succeeded by the New Company after the Merger and there are no significant changes.

For details of the decision-making flow, please refer to the following chart.

<<Decision-Making Flow Regarding Acquisition of Assets Under Management (Planned) >>



(\*) Reporting matters regarding private placement funds, etc. only to the board of directors

- (4) Change in Rules on Compliance and Interested Parties, Etc.  
There are no significant changes.
- (5) Change in Investment Policies  
There are no plans to change the investment policy of PIC.
- (6) Change in Agreements with Sponsors, Etc.  
There are no plans to change the "Agreement on Information Provision" concluded among PIC, PRA, and NTT Urban Development Corporation, and it is scheduled to be succeeded by the New Company after the Merger.
- (7) Expectations for Continuance of Listing of PIC  
PIC is scheduled to remain listed.
- (8) Future Policies, Etc.  
Furthermore, necessary filing and other arrangements will be made regarding the above matters pursuant to the provisions of the Financial Instruments and Exchange Act, the Real Estate Brokerage Act, the Act on Specified Joint Real Estate Ventures, and other applicable laws, regulations, and rules. Of the undecided matters at this point in time, those that need to be disclosed will be disclosed as soon as they are decided.

\* PIC's website is <https://www.pic-reit.co.jp/en/>

\*\* Neither PIC nor Premier REIT Advisors Co., Ltd. makes any assurance or warranty with respect to the completeness or accuracy of this English translation. For more complete and accurate information, please refer to the original announcement in Japanese.