(Securities Code: 3466) November 1, 2019

## To Our Unitholders

11-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

LaSalle LOGIPORT REIT

Executive Director Toshimitsu Fujiwara

# Notice of 3rd General Unitholders Meeting

I would like to express my sincere gratitude to all of our unitholders.

You are cordially invited to attend the 3rd General Unitholders Meeting as outlined below.

If you are unable to attend the meeting, you may exercise your voting rights in writing using voting rights exercise form (the "Voting Rights Exercise Form") enclosed herewith after reading the attached "General Unitholders Meeting Reference Documents." Please return the form so that it reaches our office by 6 p.m. on Thursday, November 21, 2019.

In accordance with Article 93, Paragraph 1 of the Act on Investment Trusts and Investment Corporations, LaSalle LOGIPORT REIT ("LLR" or the "Investment Corporation") has established provisions in Article 14 of the current Articles of Incorporation concerning "Deemed Affirmative Vote." Under this provision, if a unitholder does not attend the meeting and does not exercise its voting rights using the Voting Rights Exercise Form in writing, then he/she will be accounted for and treated as if they had agreed with each proposal made at the General Unitholders Meeting (if a number of proposals are submitted, and if any of these proposals have a conflicting intent, then all of these votes would be excluded), and will be tallied along with the voting by the unitholders in attendance. Please take heed of this provision. (Excerpt from the current Articles of Incorporation of LaSalle LOGIPORT REIT)

Article 14 (Deemed Affirmative Vote)

- If a unitholder neither attends the General Unitholders Meeting nor exercises its voting rights, such unitholders shall be deemed to have voted affirmatively to the proposal submitted to the General Unitholders Meeting (excluding any of these agenda items when multiple agenda items are submitted and there is a conflicting agenda among them).
- The number of voting rights held by unitholders that are deemed to have voted affirmatively to the proposal pursuant to the provisions of the preceding paragraph shall be included in the number of voting rights held by unitholders in attendance at the General Unitholders Meeting.

Yours sincerely

#### Notes

1. Date & Time: Friday, November 22, 2019, 10:00 a.m.

(Reception will open at 9:15 a.m.)

2. **Location:** 1-3-7, Yaesu, Chuo-ku, Tokyo

Yaesu First Financial Building

Belle Salle Yaesu 2nd Floor Room A+B+C

(Please refer to the "Map to Venue of the General Unitholders Meeting"

located on the last page.)

3. Purpose of the General Unitholders Meeting:

#### **Resolution Items**

Agenda Item 1: Partial amendment to the Articles of Incorporation

**Agenda Item 2:** Appointment of one (1) Executive Director

Agenda Item 3: Appointment of one (1) Substitute Executive Director

Agenda Item 4: Appointment of two (2) Supervisory Directors

### Request

- When attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk upon your arrival.
- You may exercise your voting rights by proxy. Your proxy must be one (1) individual who
   is a unitholder with voting rights. Your proxy is requested to present a document evidencing
   his or her status as proxy together with the Voting Rights Exercise Form at the reception
   desk. Additionally, please be aware that persons other than unitholders entitled to exercise
   voting rights (including proxies who are not unitholders and persons accompanying
   unitholders) will not be allowed to enter the venue.

#### Guide

- After the General Unitholders M eeting ends, an Investment Status Reporting M eeting will
   be presented by LaSalle REIT Advisors K.K. ("LRA" or the "Asset Manager"), the asset
   management company of LaSalle LOGIPORT REIT.
- How to inform investors when amendments to Reference Documents are made to the General
   Unitholders Meeting
  - Please note that if any matters to be stated in the Reference Documents need to be revised before the date before the General Unitholders Meeting is held, the revised matters will be posted on the Investment Corporation's website (http://lasalle-logiport.com/).
- O Pleasenote that souvenirs will not be distributed. We appreciate your understanding.

## **Reference Documents for the General Unitholders Meeting**

Proposals and Reference Matters

#### Agenda Item 1: Partial amendment of the Articles of Incorporation

- 1. Reasons for amendment
  - (1) The convention for calendar years will be changed from the Japanese calendar convention to the Western calendar convention (relating to Article 9, Paragraph 2 and Article 15, Paragraph 1 of the current Articles of Incorporation).
  - (2) In order to further expand LLR's investment opportunities and to build upon its core asset base, LLR will add data centers, communications facilities, research facilities, factories, supply processing facilities, and other properties that are highly compatible with logistics facilities. In addition, changes will be made to the defined terms to provide concrete examples of "things that can be offered" (related to Article 29, Paragraph 1 of the current Articles of Incorporation).
  - (3) In order to expand investment opportunities and diversify investment methods, LLR will make amendments to enable investments in monetary claims backed by real estate and real estate trust beneficiary interests, bonds backed by monetary claims and trust beneficiary interests, and positions related to contracts (hereinafter collectively referred to as "Real Estate Related Loans, etc.") (Article 30, Paragraph 2 (1) and Article 30, Paragraph 3 of the current Articles of Incorporation). In addition, necessary amendments will be made to the investment attitudes, investment restrictions, and asset valuation methods in accordance with these changes (relating to Article 29, Paragraph 1; Article 31, Paragraph 1; Article 34, Paragraph 1 (6) and (7) of the current Articles of Incorporation; and Article 34, Paragraph 1 (8) of the proposed amendment).
  - (4) The Investment Corporation will change its asset valuation method for securities to acquisition cost if there is no market price (related to Article 34, Paragraph 1 (6) of the current Articles of Incorporated).
  - (5) With respect to asset management fee I, asset management fee II, and asset management fee III, in order to further enhance the correlation between the amount of asset management fees paid to the Asset Manager with that of the unitholders' profit in the Investment Corporation, we will abolish the previously held fee structures associated with asset management fee I through asset management fee III. New asset management fees will be based on operating revenues after deducting real estate leasing business expenses and other business expenses of the Investment Corporation (depreciation expenses and loss on disposal of fixed assets will be excluded), net income before incomes taxes per unit, and net asset value per unit. Necessary changes will be made (related to Article 38-1①, (2) and (3) and Article 38-1(6)① of the current Articles of Incorporation).
  - (6) In line with the change described in (5) above, the Investment Corporation will eliminate asset management fee IV in the event of the transfer of real estate related assets ("Real Estate Related Assets") by the Investment Corporation, in order to

- further increase the correlation between the amount of asset management fees paid to the Asset Manager with that of the performance of the Asset Manager, and make all necessary changes (related to Article 38, Paragraph 1 (4) of the current Articles of Incorporation).
- (7) In accordance with the change in (3) above, the necessary changes will be made to asset management fee IV and asset management fee V in order to add Real Estate Related Loans, etc. and other assets to the basis for the fee calculation (related to the current provisions of Article 38, Paragraph 1 (4) and (5) and Article 38, Paragraph 1 (6) and (4) in the Articles of Incorporation).
- (8) The new asset management fees that are due to the change in Article 38-1 described in (5) to (7) above will be applied from the business period of the Investment Corporation that will commence from the first time after the General Unitholders Meeting. Accordingly, the effective date of the amendment due to the change in Article 38-1 of the Articles of Incorporation will be March 1, 2020 in accordance with the supplementary provision (related to Article 43 of the proposed amendment).
- (9) Other changes attributed to the number of provisions and any necessary changes to the wording shall be made.

# 2. Contents of the Amendments

Details of the changes are as follows.

 $(\underline{Underlined\ areas}\ indicate\ changes.)$ 

Current provisions of the Articles of Incorporation	Proposed amendments
Article 9 Convocation	Article 9 Convocation
1. Omit	1. Same as present
2. The General Unitholders Meeting of the	2. The General Unitholders Meeting of the
Investment Corporation will be convened without	Investment Corporation will be convened without
delay on or after November 1 of the Heisei Year	delay on or after November 1, 2017, and thereafter,
29, and thereafter, will be convened every 2 years	will be convened every 2 years on or after
on or after November 1st. In addition, the	November 1st. In addition, the Investment
Investment Corporation may convene a General	Corporation may convene a general meeting of
Unitholders Meeting as needed.	investments as needed.
3. Omit	3. Same as present
Article 15 (Record Date, etc.)	Article 15 (Record Date, etc.)
1. In cases where the Investment Corporation	1. In cases where the Investment Corporation
convenes a General Unitholders Meeting pursuant	convenes a General Unitholders Meeting pursuant
to the provisions of Article 9-2-1, the Investment	to the provisions of Article 9-2-1, the Investment
Corporation shall be an Investor who may exercise	Corporation shall be an Investor who may exercise
its rights with unitholders listed or recorded in the	its rights with unitholders listed or recorded in the
final investor register at the end of August Heisei	final investor register at the end of August 2017,
Year 29, and biannually thereafter. Additionally, in	and biannually thereafter. Additionally, in cases
cases where the Investment Corporation convenes	where the Investment Corporation convenes a
a General Unitholders Meeting pursuant to the	General Unitholders Meeting pursuant to the
provisions of Article 9, Paragraph 2, Subsection 2,	provisions of Article 9, Paragraph 2, Subsection 2,
the Investment Corporation may exercise its rights	the Investment Corporation may exercise its rights
at such General Unitholders Meeting, in principle,	at such General Unitholders Meeting, in principle,
shall be the unitholders whose rights are recorded	shall be the unitholders whose rights are recorded
or recorded in the final list of unitholders as of the	or recorded in the final list of unitholders as of the
record date on which the Investment Corporation	record date on which the Investment Corporation
announces in advance, in accordance with the	announces in advance, in accordance with the
resolution of the Board of Directors and in	resolution of the Board of Directors and in
accordance with the relevant laws and regulations.	accordance with the relevant laws and regulations.
2. Omit	2. Same as present
Article 29 Policy of investment	Article 29 Policy of investment
1. When the Investment Corporation invests in real	1. When the Investment Corporation invests in real
estate (including real estate, etc. (as defined in	estate (including real estate, etc. (as defined in
Article 30, Paragraph 1 (2)) and real estate related	Article 30, Paragraph 1 (2)) and real estate related

securities (as defined in Article 30, Paragraph 1 (3)), its main use shall be or may be used for logistics facilities. However, in cases where multiple real estate properties can be used in an integrated socio-economic manner, in cases where it is judged that the primary use for the evaluation of these properties as a single property can be used or used for logistics facilities, the Investment Corporation may acquire real estate or real estate-related securities related to all or part of the multiple properties as a single property, provided that the primary use of real estate or underlying real estate-related securities to be held by the Investment Corporation can be used or used for logistics facilities.

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securities (as defined in Article 30, Paragraph 1 (3)) and Real Estate Related Loan Assets (as defined in Article 30, Paragraph 2 (1) (13), its principal use shall be those that are used for or can be used for logistics facilities (including, but not limited to, those that can be rebuilt through future use or rebuilding; the same shall apply hereinafter in this section). In addition, properties for which the main use of real estate is available or used for data centers, communication facilities, research facilities, factories, supply processing facilities, and other infrastructure for corporate activities (hereinafter referred to as "Logistics Facilities, etc." in conjunction with "Logistics Facilities") are also subject to investment. However, in cases where multiple real estate properties can be used in an integrated socio-economic manner, if it is judged that the primary use of the properties when evaluated in an integrated manner can be used for the use of Logistics Facilities, etc., the Investment Corporation may acquire real estate, real estaterelated securities, or Real Estate Related Loans, etc. related to all or part of the multiple real estate properties, or real estate-related securities, or Real Estate Related Loans, etc., subject to the condition that the primary use of the real estate, which will be held by the Investment Corporation as the underlying asset of the real estate-related securities, can be used for Logistics Facilities.

#### 2. ~3. (omitted)

Article 30 (Type, purpose and scope of assets to be invested)

- 1. Omit
- 2. The Investment Corporation invests in the following specific assets in addition to the specific assets listed in the preceding paragraph.
- (1) Other specified assets (including the right to be displayed on a security where the security

# 2. ~3. (Same as present)

Article 30 (Type, purpose and scope of assets to be invested)

- 1. Same as present
- 2. The Investment Corporation invests in the following specified assets in addition to the specified assets listed in the preceding paragraph.

  (1) Other specified assets (including the right to be displayed on a security where the security

Current provisions of the Articles of Incorporation	Proposed amendments
indicating the right has not been issued)	indicating the right has not been issued)
① Omit	① Same as present
To Bonds (meaning bonds stipulated in the	⑦ Bond certificates (meaning bonds stipulated in
Financial Instruments and Exchange Act)	the Financial Instruments and Exchange Act;
	however, excluding those stipulated in this item (12)
® Omit	Same as present
Newly established	① Monetary claims such as loans to special
·	purpose companies (defined in the Asset
	Liquidation Law) and other similar types of
	corporations (hereinafter referred to as "Real
	Estate Related Loans, etc.") whose purpose is to
	invest in the assets described in paragraphs 1 (1)
	and (2) (1)-(4) or (6) of this article.
Newly established	① Corporate bonds issued by a GK for the purpose
·	of investing in monetary claims, such as Real
Newly established	Estate Related Loans, etc.
·	Beneficiary interests in trusts whose principal
	assets are Real Estate Related Loans and other
	monetary claims (hereinafter referred to as "Real
	Estate Related Loans and Other Assets"
	collectively as assets listed in (1) to (3) above and
	Article 3 (10) above).
1 Monetary claims (defined in the Ordinance for	14 Monetary claims (refers to claims stipulated in
Enforcement of the Act on Investment Trusts and	the Ordinance for Enforcement of the Act on
Investment Corporations (hereinafter referred to as	Investment Trusts and Investment Corporations
the "Ordinance for Enforcement of the	(hereinafter referred to as the "Ordinance for
Investment Trusts Act")	Enforcement of the Investment Trusts Act"),
	and excludes claims stipulated in this item; the
	same hereinafter).
① Stock certificates (meaning as stipulated in the	§ Stock certificates (meaning those stipulated in
Financial Instruments and Exchange Act)	the Financial Instruments and Exchange Act)
(3) Beneficiary interest in a money trust whose	16 Beneficiary interest in a money trust whose
purpose is to manage the trust assets mainly as	purpose is to manage the trust assets mainly as
investments in the assets described in ① through ⑫	investments in the assets described in ① through ①
(4) Securities (meaning securities stipulated in the	①Securities (meaning securities stipulated in the
Investment Trust Law, except for securities	Investment Trust Law, except for securities
stipulated in Item 1 (2) or (3) or this item; the same	stipulated in Item 1 (2) or (3) or this item; the same
hereinafter)	hereinafter)
$(2) \sim (3)$ (omitted)	(2) ~(3) (Same as present)

Current provisions of the Articles of Incorporation	Proposed amendments
3. In addition to the above, the Investment	3. In addition to the above, the Investment
Corporation may invest in real estate or real estate-	Corporation may invest in real estate and/or real
related securities (hereinafter collectively referred	estate-related securities (hereinafter collectively
to as "Real Estate Related Assets"), and invest in	referred to as "Real Estate Related Assets"), or the
the following rights, etc. that are deemed necessary	following rights, etc. that are deemed necessary or
or useful in conjunction with the investment.	useful in conjunction with investment in Real
	Estate Related Loans, etc.
(1) ~ (9) (omitted)	(1) ~(9) (Same as present)
Newly Established	(10) The position of the participant in the loan
	agreement in which monetary claims, such as Real
	Estate Related Loans, are the underlying asset (i.e.
	an agreement in which the risks of economic
	profits and losses of the underlying loans are
(10) Other rights that require or become useful in	transferred from the underlying creditor to a third
connection with investments in Real Estate Related	party without transferring the rights and
Assets	obligations of the underlying loans).
Tissets	(11) Other rights that require or become useful in
	connection with investment in Real Estate Related
4. ~5. (omitted)	Assets or assets such as Real Estate Related Loans
4. ~5. (onnited)	Assets of assets such as Real Estate Related Loans
	4. ~5. (Same as present)
Article 31 Investment restrictions	Article 31 Investment restrictions
1. The monetary claims set forth in paragraph 2 (1)	1. The monetary claims set forth in paragraph 2 (1)
① of the previous Article and the securities set	(1) of the previous Article and the securities set
forth in paragraph (4) shall not be actively invested,	forth in paragraph ① shall not be invested
but shall be invested in a manner that takes into	proactively, but shall be invested in consideration
account the safety and liquidity of surplus funds in	of safety and liquidity in the case of investment of
the case of investment, and in other cases, shall be invested in a manner that takes into account the	surplus funds, and in other cases, shall be invested
	in consideration of the relationship with Real
relationship with property-related assets.	Estate Related Assets or Real Estate Related Loans
	and Other Assets.
2. Omit	2. Same as present
Article 34 (Method, Standard and Record Date of	Article 34 (Method, Standard and Record Date of
Asset Valuation)	Asset Valuation)
1. The asset valuation method of the Investment	1. The asset valuation method of the Investment
Corporation shall be determined by the type of	Corporation shall be determined by the type of
assets under management in accordance with the	assets under management in accordance with the
Investment Trust Law, the rules on calculations by	Investment Trust Law, the rules on calculations by
the Investment Corporation, the various rules and	the Investment Corporation, the various rules and

regulations stipulated by the Investment Trusts Association (hereinafter referred to as the "Investment Trusts Association") and other laws and regulations, as well as corporate accounting standards and practices generally accepted in Japan, as follows:

- $(1) \sim (5)$  (omitted)
- (6) Securities stipulated in Article 30, Paragraph 1 3, Paragraph 2 (1)(3) to 7) (9) (1) and (1)

"In cases where there is a market price of the relevant securities, the market price shall be determined based on the price (meaning the market price on a financial instruments exchange, the price published by the Japan Securities Dealers Association, etc., or the transaction price established by a trading system that can be traded or cashed in accordance with these prices; the same shall apply hereinafter). In cases where there is no market price, the price shall be calculated by an alternative reasonable method." Additionally, the market value to be added and the reasonably calculated value shall be obtained by the same method every fiscal year, except when the accuracy of the valuation is improved. If neither market value nor reasonably determined value is available, it may be valued at acquisition cost.

(7) Monetary claims (as stipulated in Article 30, Paragraph 2 (1)(11))

Acquisition price less allowance for doubtful accounts. However, if the difference between the amount of acquisition and the amount of the claim is deemed to be an adjustment of interest rates when the claim is acquired at a lower price or at a higher price than the amount of the claim, the value is determined by deducting the allowance for doubtful accounts from the amount calculated based on the amortized cost method.

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regulations stipulated by the Investment Trusts Association (hereinafter referred to as the "Investment Trusts Association") and other laws and regulations, as well as corporate accounting standards and practices generally accepted in Japan, as follows:

- (1) ~(5) (Same as present)
- (6) Securities stipulated in Article 30, Paragraph 1 3, Paragraph 2(1)(3) to 7, 9, 10, 12, and 17

"In cases where there is a market price of the relevant securities, the value shall be based on the price (meaning the market price on a financial instruments exchange, the price published by the Japan Securities Dealers Association, etc., or the transaction price established by a trading system that can be traded or liquidated as needed in accordance with these prices). In cases where there is no market price, the acquisition cost shall be deemed to be the market price."

(7) Monetary claims (stipulated in Article 30, Paragraph 2 (1)(1),(1), and Paragraph 3 (10).

Acquisition price less allowance for doubtful accounts. However, if the difference between the amount of acquisition and the amount of the claim is deemed to be an adjustment of interest rates when the claim is acquired at a lower price or at a higher price than the amount of the claim, the value is determined by deducting the allowance for doubtful accounts from the amount calculated based on the amortized cost method.

Newly Established (8) Beneficiary interests in tr	usts whose trust assets
consist mainly of monetary	claims such as Real
Estate Related Loans (as sti	pulated in Article 30,
<u>Paragraph 2 (1)(13)</u> .	
Accounting shall be perform	ed in accordance with
accounting standards general	lly accepted in Japan,
such as the Practical Issues	s Task Force Report.
Financial assets and liability	ities which are trust
assets shall be evaluated in ac	ccordance with Article
7. Financial assets and liabili	ities shall be evaluated
in accordance with accou	inting standards and
practices generally accepted	in Japan, and the total
amount of assets less total	al liabilities shall be
calculated as the value equiv	valent to the equity in
the beneficiary interest of the	e trust.
(8) The beneficiary interest in a money trust (as (9) Beneficiary interests in	
stipulated in Article 30, Paragraph 2 🕦 ) which is purpose is to manage trus	t assets primarily as
intended to manage trust assets primarily as investments in the assets se	•
investments in assets as stipulated in Article 30, Paragraph 2 ①, Paragraph	
Paragraph 2 ①① to ② forth in Article 30, Paragraph	h 2 ①, Paragraph 16).
Accounting shall be performed in accordance with Accounting shall be perform	
accounting standards generally accepted in Japan, accounting standards general	
such as the Practical Issues Task Force Report. In such as the Practical Issues	•
the case of item (6) or (7) of this paragraph, the the case of item (6) or (7) of this paragraph, the	
constituent assets of trust assets shall be evaluated constituent assets of trust ass	
in accordance with the methods stipulated in accordance with the	1
respectively. Financial assets and liabilities shall respectively. Financial asset	
be evaluated in accordance with accounting be evaluated in accordance	C
standards and practices generally accepted as fair standards and practices gene	• •
and appropriate, and the total amount of liabilities and appropriate, and the total	
shall be deducted from the total amount of assets to shall be deducted from the to	
calculate the equity equivalent of the trust calculate the equity equi	valent of the trust
beneficiary interest. beneficiary interest.	
(10) 5-	
(9) Omitted (10) Same as present	
(10) Omitted	
(10) Omitted (11) Same as present	

#### 2. ~3. (omitted)

Article 38 (Standards for Payment of Asset Management Fees to Asset Management Companies)

1. The method of calculating remuneration to be paid to the Asset Management Company (hereinafter referred to as the "Asset Management Company") to which the Investment Corporation entrusts the management of assets under management and the timing of payment shall be as follows. The Investment Corporation shall not pay to the Asset Manager any fees relating to the agency or intermediary stipulated in the Building Lots and Buildings Transaction Business Act.

#### (1) Asset Management Fee I

For each business period, as consideration for the management of the period from the day immediately following the closing date immediately before the relevant business period to the day after 3 months (hereinafter referred to as "Calculation Period I") and the period from the day following the closing date of Calculation Period I to the fiscal period of the relevant business period (hereinafter referred to as "Calculation Period II"), the amount obtained by multiplying the total assets of the Investment Corporation calculated by the rate separately agreed with the Asset Manager up to 0.22% (annual rate) calculated by the following method by the actual number of days in the relevant Calculation Period I or Calculation Period II, and dividing the amount by 365 (rounded down to the nearest JPY1).

### <Total Assets in Calculation Period I>

Total assets stated in the balance sheet for the fiscal period immediately before the calculation period I (limited to those approved by the Board of Directors pursuant to the Investment Trust Act; the same shall apply hereafter)

## Proposed amendments

#### 2. ~3. (Same as present)

Article 38 (Standards for Payment of Asset Management Fees to Asset Management Companies)

1. The method of calculating remuneration to be paid to the Asset Management Company (hereinafter referred to as the "Asset Management Company") to which the Investment Corporation entrusts the management of assets under management and the timing of payment shall be as follows. The Investment Corporation shall not pay to the Asset Manager any fees relating to the agency or intermediary stipulated in the Building Lots and Buildings Transaction Business Act.

#### (1) Asset Management Fee I

For each business period, the asset management fee I shall be the amount obtained by deducting the real estate rental business expenses and other business expenses (excluding depreciation expenses and loss on retirement of fixed assets) from the business revenue of the Investment Corporation during the relevant business period (provided, however, that the amount is JPY0 if the said amount is negative), multiplied by the rate separately agreed with the asset management company up to 10% (rounded down to the nearest JPY1). That is, the following formula is used.

Asset Management Fee I = (Operating revenue in the relevant business period - Business expenses related to the real estate leasing business and other businesses (excluding depreciation and amortization and loss on disposal of fixed assets)) (JPY0 if the said amount is negative) × up to 10%. The rate separately agreed with the asset management company (rounded down to the nearest JPY1)

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#### <Total assets in Calculation Period II>

The total asset amount in the preceding calculation period I shall mean the acquisition price of the Real Estate Related Assets acquired by the Investment Corporation during the said calculation period I (in the case of a sale or purchase, the value of the Real Estate Related Assets acquired through exchange in the case of an exchange, the investment stated in the agreement for an investment, and the asset recorded amount of the assets under the accounting standard for a business combination in the case of a merger (excluding incidental expenses), except for consumption tax and local consumption tax (hereinafter referred to as "consumption tax, etc."). Add to this amount and subtract the book value on the balance sheet for the immediately preceding accounting period of the Real Estate Related Assets disposed of by the Investment Corporation (including those expropriated) during the said accounting period I (provided, however, that the acquisition price for Real Estate Related Assets not recorded on the balance sheet for the immediately preceding accounting period).

### (2) Asset Management Fee II

For each business period, profit before deduction of asset management fee II and asset management fee III for the relevant business period and non-deductible consumption taxes to be expensed for the relevant business period (however, in the case of the transfer of Real Estate Related Assets during the relevant business period, asset management fee II and non-deductible consumption taxes related to asset management fee III; the same hereinafter) is added to depreciation and amortization and deduction of gain on sale of specific assets and valuation gain (excluding gains and losses recorded in extraordinary gains and losses), and losses on sale of specific assets and valuation

### (2) Asset Management Fee II

For each business period, the asset management fee II shall be the amount of profit before income taxes for the relevant business period before deducting the asset management fee I, the asset management fee III, and the non-deductible consumption taxes to be expensed for the said business period (however, the amount shall be the amount after covering the amount of loss carried forward from the previous business period) (and the amount shall be JPY0 if the amount is negative), multiplied by the respective rates separately agreed with the asset management company (rounded down to the nearest JPY1) with the limit of adjusted EPU and

losses (excluding those recorded in extraordinary gains and losses) are recorded. The amount obtained by multiplying the amount obtained by adding 5.8% by the rate separately agreed with the asset management company (rounded down to the nearest JPY1) shall be the asset management fee II. That is, the following formula is used.

Asset Management Fee II = (Recurring profit before deduction of investment fees II and management fees III and non-deductible consumption taxes to be expensed for the relevant business period + Depreciation and amortization + Amortization of deferred assets-Gains and losses on transfer of specified assets (excluding gains and losses on extraordinary gains and losses) + Losses and losses on valuation of specified assets (excluding losses on transfer of special gains and losses) x 5.8% (rounded down to the nearest JPY1)

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0.002% (the amount shall be rounded down to the nearest JPY1). That is, the following formula is used.

Asset Management Fee II = (Amount of profit before income taxes for the relevant business period before deducting the asset management fee I, the asset management fee II and the asset management fee III, and the non-deductible consumption taxes to be expensed for the relevant business period (However, if there is a loss brought forward from the previous business period, the amount shall be compensated for) (JPYO if this amount is negative) and the rate separately agreed with the asset management company (rounded down to the nearest JPY1) with the maximum amount to be adjusted EPU×0.002%

#### <Adjusted EPU>

Adjusted EPU is the value obtained by dividing A by B (rounded down to the nearest JPY1).

A: The amount of profit before income taxes for the relevant business period before deducting the asset management fee I, the asset management fee III and the asset management fee III, and the non-deductible consumption taxes to be expensed in the relevant business period (provided, however, that if there is a loss carried forward from the previous period, the amount after the amount has been covered). (Also, if this amount is negative, it shall be JPY0.)

B: Number of investment units issued and outstanding at the fiscal period

In the event that the following events become

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effective during the relevant business period and the number of investment units issued increases or decreases, the amount of asset management fee II shall be adjusted for each such event by the method stipulated below.

### ① Division or merger of investment units

(i) If the investment units of the Investment Corporation are split at a ratio of 1:X, the amount of the asset management fee II for the relevant business period and each business period thereafter shall be X times the calculated value of asset management fee II according to the above formula (rounded down to the nearest JPY1). If the investment units of the Investment Corporation are merged at a ratio of Y:1, the amount of asset management fee II for the relevant business period and each business period thereafter shall be 1 times the calculated value of asset management fee II according to the above formula (rounded down to the nearest JPY1).

② Issuance of new investment units through the exercise of investment unit subscription rights pertaining to free allocation to investors

In the event that new investment units are issued through the exercise of subscription rights to new investment units during the relevant business period, the number of units after deemed to have increased is deemed to have increased from the number of investment units increased, which is calculated by multiplying the number of investment units increased through the issuance of such new investment units by the ratio calculated by dividing the amount of paid-in per unit upon the exercise of subscription rights to new investment units by the market price per unit; the same hereinafter). In this case, the amount of asset management fee II for the relevant business period and for each subsequent business period shall be

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the amount calculated by multiplying the calculated value of the asset management fee II according to the above formula by the ratio obtained by dividing the value obtained by deemed by the number of investment units issued and outstanding during the relevant business period from the number of investment units issued and outstanding during the relevant business period by the number of investment units issued and outstanding during the relevant business period by the number of investment units issued and outstanding during the immediately preceding business period (rounded down to the nearest JPY1).

In addition, if the Investment Corporation acquires its own investment units and holds treasury investment units that have not been disposed of or redeemed during the fiscal period in the relevant business period, the number of investment units that the Investment Corporation holds divided by the total number of investment units issued and outstanding during the fiscal period in the relevant business period shall be deemed to be the "number of investment units issued and outstanding during the fiscal period in the relevant business period."

## (3) Asset Management Fee III

For each business period, the asset management fee III shall be the amount (rounded down to the nearest JPY1) obtained by multiplying the sum of the asset management fee I and the asset management fee II for the relevant business period of the Investment Corporation by the respective rates separately agreed with the Asset Management Company, with the limit of the adjusted EPU and 0.026%. In other words, the following formula is used.

### (3) Asset Management Fee III

For each business period, the Investment Corporation shall determine Asset Management Fee III by multiplying the Net Asset Value (hereinafter referred to as the "Adjusted NAV") for the fiscal period immediately before the relevant business period of the Investment Corporation by the NAV per unit for the fiscal period immediately before the relevant business period of the Investment Corporation and the rates separately agreed to with the Asset Manager (rounded down to the nearest JPY1) up to 0.6%. In other words, the following formula is used.

Asset Management Fee III = Adjusted NAV ×

Asset Management Fee III = (sum of asset management fee I and asset management fee II for the relevant business period)  $\times$  adjusted EPU $\times$ 0.026% (rounded down to the nearest JPY1)

#### <Adjusted EPU>

Adjusted EPU is the value obtained by dividing A by B (rounded down to the nearest JPY1).

A: Income before income taxes for the relevant business period before deducting the management fee II and the management fee III for the relevant business period and non-deductible consumption taxes to be expensed for the said business period (However, if there is a loss carried forward, the amount shall be the amount after compensation for the amount, and if there is a tax burden in the relevant business period due to no distribution related to the provision for temporary difference adjustment, the amount after deducting the amount).

B: Number of investment units issued and outstanding during the fiscal period

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NAV per unit for the fiscal period immediately before the relevant business period  $\times$  0.6%  $\times$  the rate separately agreed with the asset management company (rounded down to the nearest JPY1)

#### <Adjusted NAV>

Adjusted NAV is the amount obtained by adding C to the amount A minus B (hereinafter referred to as "NAV") divided by JPY1 million (rounded down to the nearest JPY1).

A: The amount of net assets of the Investment Corporation as stated in the balance sheet for the fiscal period immediately before the relevant business period (limited to those that have been approved by the Board of Directors under the Investment Trust Act; the same shall apply hereinafter).

B: The amount of distributions stated in the financial statements concerning the distribution of money for the fiscal period immediately before the relevant business period of the Investment Corporation (limited to those that have been approved by the Board of Directors under the Investment Trust Act).

C: The sum of the appraisal value of assets set forth in Article 30, Paragraph 1 (1) and (2)(1) to (3) held by the Investment Corporation in the fiscal period immediately before the said business period minus the amount of total property, plant and equipment (net of accumulated depreciation) and the amount of leasehold rights (including land rights) stated in intangible assets in the balance sheet as of the fiscal period immediately before the said business period.

<NAV per unit for the fiscal period immediately before the relevant business period>

The NAV per unit for the fiscal period immediately before the relevant business period is calculated by dividing the NAV for the fiscal period immediately

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before the relevant business period by the number of investment units issued and outstanding at the fiscal period end immediately before the relevant business period (rounded down to the nearest JPY1).

In the event that the following events become effective during the relevant business period and the number of investment units issued increases or decreases, the amount of management fee III shall be adjusted for each such event by the method stipulated below.

In cases where the following events become effective and the number of investment units issued increases or decreases during the business period immediately before the said business period, the amount of the management fee III shall be adjusted for each such event by the method stipulated below.

- 1 Division or merger of investment units
- (i) When the investment units of the Investment Corporation are split at a ratio of 1:X, the amount of asset management fee III for the relevant business period and each subsequent business period shall be X times the calculated value of asset management fee III according to the above formula (rounded down to the nearest JPY1). If the investment units of the Investment Corporation are merged at a ratio of Y:1, the amount of asset management fee III for the relevant business period and each subsequent business period shall be 1-fold the calculated value of asset management fee III according to the above formula (rounded down to the nearest JPY1).
- ① Division or merger of investment units
- (i) When the investment units of the Investment Corporation are split at a ratio of 1:X, the amount of asset management fee III for the relevant business period and each subsequent business period shall be X times the calculated value of asset management fee III according to the above formula (rounded down to the nearest JPY1). If the investment units of the Investment Corporation are merged at a ratio of Y:1, the amount of asset management fee III for the relevant business period and each subsequent business period shall be 1-fold the calculated value of asset management fee III according to the above formula (rounded down to the nearest JPY1).
- ② Issuance of new investment units through the exercise of investment unit subscription rights pertaining to free allocation to investors
- In the event that new investment units are issued through the exercise of subscription rights to new investment units during the relevant business period, the number of units after deemed to have increased is deemed to have increased from the number of investment units increased, which is
- ② Issuance of new investment units through the exercise of investment unit subscription rights pertaining to free allocation to investors
- In the <u>business period immediately before</u> the relevant business period, when new investment units are issued through the exercise of new investment unit subscription rights, the number of units deemed to have increased is deemed to have increased from the number of units issued which

calculated by multiplying the number of investment units increased through the issuance of such new investment units by the ratio calculated by dividing the amount of paid-in per unit upon the exercise of subscription rights to new investment units by the market price per unit; the same hereinafter). In this case, the amount of the management fee III for the relevant business period and each subsequent business period shall be the amount calculated by multiplying the calculated value of the management fee III according to the above formula by the ratio obtained by dividing the value obtained by deemed by the number of investment units issued and outstanding during the relevant business period from the number of investment units issued and outstanding during the relevant business period by the number of investment units issued and outstanding during the immediately preceding business period (rounded down to the nearest JPY1).

In addition, if the Investment Corporation acquires its own investment units and holds treasury investment units that have not been disposed of or redeemed during the fiscal period in the relevant business period, the number of investment units that the Investment Corporation holds divided by the total number of investment units issued and outstanding during the fiscal period in the relevant business period shall be deemed to be the "number of investment units issued and outstanding during the fiscal period in the relevant business period."

# (4) Asset Management Fee IV

In the case where the Investment Corporation has acquired or transferred Real Estate Related Assets

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has increased by multiplying the number of units issued at the deemed market price (which is the ratio calculated by dividing the amount of paid-in per unit upon the exercise of new investment unit subscription rights by the market price per unit; the same hereinafter) by the number of units issued through the issuance of such new investment units. In this case, the amount of asset management fee III for the relevant business period and each subsequent business period shall be an amount calculated by multiplying the calculated value of asset management fee III according to the above formula by the ratio obtained by dividing the value obtained by deemed by the number of investment units issued and outstanding in the business period immediately before the relevant business period from the number of investment units issued and outstanding in the business period immediately before the relevant business period by the number of investment units issued and outstanding in the business period 2 years before the relevant business period (rounded down to the nearest JPY1).

In addition, if the Investment Corporation acquires treasury investment units and holds treasury investment units that have not been disposed of or redeemed in the fiscal period <u>immediately before the relevant business period</u>, the number of investment units that the Investment Corporation has held divided by the total number of investment units issued and outstanding in the fiscal period immediately <u>before</u> the relevant business period shall be deemed to be the "number of investment units issued and outstanding in the fiscal period immediately before the relevant business period."

## (4) Asset Management Fee IV

In the case where the Investment Corporation has acquired or transferred Real Estate Related Assets

(excluding the case specified in item (5)), the Investment Corporation shall determine the asset management fee IV as the selling price (in the case of the sale, the value of the consideration for the acquisition or transfer of said Real Estate Related Assets stated in the contract for the sale or purchase; in the case of the exchange, the appraisal value of said Real Estate Related Assets acquired or transferred through the exchange; and in the case of investment, the contribution stated in the contract for the investment; except for the consumption tax and local consumption tax, and the costs required for the acquisition or transfer). The Investment Corporation shall calculate the amount obtained by multiplying the amount by the rate separately agreed with the asset management company up to 1.0% (rounded down to the nearest JPY1).

## (5) Asset Management Fee V

In cases where the Asset Manager conducts research and valuation of the assets, etc. held by the counterparties to the Investment Corporation's new incorporation or absorption-type merger (including the case where the Investment Corporation is the surviving corporation through absorption-type merger and the Absorption-type Merger; (hereinafter the same shall collectively be referred to as the "Merger"), the amount of the Real Estate Related Assets held by the relevant counterparties, which are to be taken over by the new merger of the corporation continuing through absorptiontype merger, obtained by multiplying the total of the valuation amount as of the effective date of the merger by 1.0% (amounts less than JPY1 are rounded down) to the Asset Manager.

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or Loans and Other Assets (excluding the case described in item (5)), and the value of the purchase of the Real Estate Related Assets or Loans and Other Assets stated in the purchase and sale agreement. In the case of an exchange, the value of the Real Estate Related Assets or Loans and Other Assets acquired through exchange. In the case of investment, the equity investment means the equity investment stated in the investment agreement, except for consumption tax and local consumption tax, and the costs of acquisition. The amount obtained by multiplying 1.0% by the rate separately agreed with the asset management company (rounded down to the nearest JPY1) shall be defined as asset management fee IV.

## (5) Asset Management Fee V

In cases where the Asset Manager conducts research and valuation of the assets, etc. held by the counterparties to the Investment Corporation's new incorporation or absorption-type merger (including the case where the Investment Corporation is a surviving corporation and the case where the Investment Corporation is a merged corporation; (the same hereinafter "Merger") In the event that the business pertaining to the investigation and valuation of the assets, etc. held by the counterparty and the property-related loan assets, etc. held by the relevant counterparty becomes effective, the amount obtained by multiplying the total valuation of the assets assumed or held by the new merger by a rate agreed upon separately with the asset management company on the effective date of the said merger (rounded down to the nearest JPY1) will be paid to the asset management company.

Current provisions of the Articles of Incorporation	Proposed amendments
(6) Timing of Payment of Remuneration	(6) Timing of Payment of Remuneration
The period when the Investment Corporation pays	The period when the Investment Corporation pays
the remuneration set forth in the preceding items	the remuneration set forth in the preceding items
shall be as follows:	shall be as follows:
①Asset Management Fee I	①Asset Management Fee I
The Investment Corporation will pay the Asset	The Investment Corporation shall pay the Asset
Management Fee I for the "Accounting Period I"	Management Fee I for each business period to the
to the Asset Manager within 3 months from the last	Asset Manager within 3 months after the closing
day of the Accounting Period I.	date for the said business period.
The Investment Corporation shall pay the	
Investment Fee I for the Accounting Period II to	
the Asset Manager within 3 months from the last	
day of the Accounting Period II.	
②Asset Management Fee II	②Asset Management Fee II
Omit	Same as present
3 Asset Management Fee III	3 Asset Management Fee III
Omit	Same as present
(4) Asset Management Fee IV	(4) Asset Management Fee IV
The Investment Corporation shall pay Asset	The Investment Corporation pays the Asset
Management Fee IV to the Asset Manager by the	Management Fee IV to the Asset Manager by the
last day of the month following the month in which	end of the month following the month in which the
the date of delivery of the property-related assets	date of delivery of the acquired Real Estate Related
acquired or transferred belongs.	Assets or Real Estate Related Loans and Other
	Assets are closed.
⑤Asset Management Fee V	⑤Asset Management Fee V
Omit	Same as present
2 Omit	2 6
2. Omit	2. Same as present
Supplementary Provisions	Article 9 Supplementary Provisions
Newly Established	Article 43 (Effective effect of revision)
Tioning Established	The amendment of Article 38(1) will come into
	effect on March 1, 2020. This section shall be
	eliminated after the revision of Article 38,
	Paragraph 1 becomes effective.

### Agenda Item 2: Appointment of an Executive Director

The term of office of the Executive Director, Toshimitsu Fujiwara, will expire on November 30, 2019. Accordingly, we ask for the appointment of another Executive Director from December 1, 2019. The terms of office for this executive director will be 2 years from December 1, 2019 in accordance with the provisions of Article 17, Paragraph 2 of the current Articles of Incorporation.

This agenda item was submitted at the LaSalle LOGIPORT REIT Board of Directors meeting held on October 17, 2019, with unanimous consent obtained from all of the Supervisory Directors.

Candidate for the position of Executive Director is as follows.

Name Date of birth	Biography, status of material concurrent posts, and responsible positions of the Investment Corporation	
	April. 1994	Nippon Life Insurance Company
	March 1997	Seconded to Nippon Life (Deutschland) GmbH (dissolved and liquidated in March 2006)
	March 2000	Nippon Life Insurance Company
	March 2003	Seconded to NLI Properties East, Inc. (dissolved and liquidated in March 2009)
■ Toshimitsu	August 2008	MGPA Japan LLC (currently BlackRock Japan Co., Ltd. through business transfer)
Fujiwara (February 24, 1971)	October 2009	LaSalle Investment Management K.K. Associate Director, Asset Management Division
	July 2012	Director, Asset Management Division
	July 2013	Regional Director, Asset Management Division
	October 2013	Executive Director
	May 2015	Seconded to LaSalle REIT Advisors K.K. President & CEO (current)
	October. 2015	Executive Director of LaSalle LOGIPORT REIT (current)

- As of August 31, 2019, the above candidate for Executive Director holds 8 investment units of the Investment Corporation through the LaSalle Investment Unit Ownership Association.
- The above candidate for Executive Director is the current President and CEO of LaSalle REIT
  Advisors K.K. which is the asset management company of LaSalle LOGIPORT REIT. There are no
  other special interests between the above candidate and the Investment Corporation.
- The above candidate for Executive Director is currently serving as the Executive Director of LaSalle LOGIPORT REIT and is responsible for the overall business of the Investment Corporation.

### Agenda Item 3: Appointment of a Substitute Executive Director

In the event of an absence of the Executive Director or an insufficient number of executive directors as stipulated by law, we request for the appointment of one (1) Substitute Executive Director starting on December 1, 2019. In accordance with the provisions of Article 17, Paragraph 3 of the current Articles of Incorporation, the term of office for this Substitute Executive Director will be until November 30, 2021, which is when the term of office for the Executive Director under Item 2 above will expire.

This agenda item was submitted at the LaSalle LOGIPORT REIT Board of Directors meeting held on October 17, 2019 with unanimous consent obtained from all of the Supervisory Directors.

Candidate for the position of Substitute Executive Director is as follows.

Name Date of birth	Biography and status of material concurrent positions	
	July 1997	Beyer Blinder Belle Architects & Urban Planners LLP
	July 2003	Lehman Brothers Japan Co., Ltd. (dissolved upon completed liquidation in August 2019)
	January. 2006	Lehman Brothers Holdings, Inc.
Ryunosuke Konishi	April 2008	Aetos Capital LLC (currently Aetos Capital Real Estate LP)
	November 2009	Aozora Asia Pacific Finance Limited
(October 17, 1975)	January 2011	Sciame Development Inc.
	April 2012	Hanover Street Capital LLC
	August 2014	LaSalle Investment Management K.K.
	April 2016	Seconded to LaSalle REIT Advisors K.K.  Managing Director of Acquisitions and Investor Relations (current)
	May 2017	Appointed as Interim Chief Investment Officer of the Investments Division

- As of August 31, 2019, the above candidate for Substitute Executive Director holds 4 investment units
  of the Investment Corporation through the LaSalle Investment Unit Ownership Association.
- The above candidate is a Managing Director of Acquisitions and Investors Relations of LaSalle REIT
  Advisors K.K. which is the asset management company of LaSalle LOGIPORT REIT. There are no
  other special interests between the above candidate and the Investment Corporation.
- The above candidate for Substitute Executive Director, may have their position cancelled by a LaSalle LOGIPORT REIT Board of Directors resolution, prior to any ascension as Executive Officer of the Investment Corporation.

# Agenda Item 4: Appointment of Two (2) Supervisory Directors

The term of office for the two (2) Supervisory Directors, Mr. Kentaro Shibata and Mr. Koji Nishiuchi, will expire on November 30, 2019. Accordingly, we ask for the appointment of two (2) new Supervisory Directors effective from December 1, 2019. The term of office will be 2 years from December 1, 2,019 in accordance with the provisions of Article 17, Paragraph 2 of the current Articles of Incorporation.

Candidates for Supervisory Board Directors are as follows.

Candidate Number	Name Date of birth	Biography, status of material concurrent posts, and position at the Investment Corporation	
		April. 1998	Yasuda Fire and Marine Insurance Co., Ltd. (currently Sompo Japan Nipponkoa Insurance Co., Ltd.)
		October 2001	T. Hasegawa & Co., Law Office
		October. 2006	Nagashima, Ohno, and Tsunematsu Law Offices
1	1 Kentaro Shibata (June 23, 1975)	February 2014	Shibata, Suzuki, and Nakada Law Offices (current)
		October. 2015	Supervisory Director, LaSalle LOGIPORT REIT (current)
		August 2017	External Director, Towa Engineering Co., Ltd. (current)
		April. 1992	Tokyu Land Corporation
		October 1999	Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)
		April 2006	Pacific Management K.K.
		April 2008	K.K. daVinci Advisors (currently K.K. DA Investments)
		April. 2009	Industrial Growth Platform, Inc.
2 Koji Nishiuchi (November 14, 1968)	June 2011	Nishiuchi Certified Public Accounting Office, Managing Partner (current)	
		February 2014	Accounting Management Services K.K., Representative Director (current)
		October. 2015	LaSalle LOGIPORT REIT, Supervisory Director (current)
		March 2016	K.K. daVinci Holdings, Director (part time) (currently K.K. DA Holdings)
		March 2016	K.K. daVinci Advisors, Director (part time) (currently K.K. DA Investments)

<sup>·</sup> None of the above candidates for Supervisory Board Directors hold any investment units of the

Investment Corporation.

- All of the above candidates for supervisory directors are currently serving as a Supervisory Director
  of LaSalle LOGIPORT REIT, where they supervise the overall execution of duties by the Executive
  Director.
- There are no special interests between the above candidates for Supervisory Director and the Investment Corporation.

# Reference

If there are contradicting objectives among any proposals submitted to the General Unitholders Meeting, pursuant to the provisions in Article 93, Paragraph 1 of the Act on Investment Trusts and Investment Corporations, any "deemed affirmative votes" as outlined in Article 14 of the Articles of Incorporation shall not apply to such proposals

There are no proposals put forth under Agenda Item 1 to 4 that would fall under a category of a contradicting proposal.

End of document