For Translation Purposes Only

To Our Unitholders

(Securities Code: 8960) (Sent Date) August 10, 2023

Shiroyama Trust Tower 18F 4-3-1 Toranomon Minato-ku, Tokyo **United Urban Investment Corporation** Toshiaki Emon, Executive Officer

## Notice of Convocation of the 12th General Meeting of Unitholders

United Urban Investment Corporation (the "Investment Corporation" or "United Urban") hereby informs you that the 12th general meeting of unitholders will be held as follows.

If you are unable to attend the meeting, you can exercise your voting rights in writing. In such case, please review the "Reference Documents of the General Meeting of Unitholders" attached hereto, indicate your approval or disapproval for the items on the enclosed Voting Rights Exercise Form, and then return it by 5:30 p.m. on Monday, August 28, 2023.

In addition, the Investment Corporation has established the following provisions concerning "Deemed Approval" in the Articles of Incorporation pursuant to the Article 93, Paragraph 1 of the Act on Investment Trusts and Investment Corporations (No. 198 of 1951, as amended, the "Investment Trust Act"). In addition, none of the proposals to be resolved at the General Meeting of Unitholders fall under the items exempted from the application of "Deemed Approval" in the Articles of Incorporation. Accordingly, please be aware that if a unitholder does not attend the meeting and does not execute the voting rights by using the Voting Rights Exercise Form, such a unitholder will be deemed to approve the proposals put on the general meeting of unitholders (if more than one proposal are made to the general meeting of unitholders and there are proposals opposite to each other, all of such proposals will be exempted.).

(Excerpt from the current Articles of Incorporation)

Article 15, Paragraph 1 to 3 of the current Articles of Incorporation

Article 15 (Deemed Approval)

- 1. If a unitholder does not attend the general meeting of unitholders and does not execute the voting right, it is considered that such unitholder approves the proposal made to the general meeting of unitholders (if more than one proposal are made to the general meeting of unitholders and there are proposals opposite to each other, all of such proposals will be exempted.)
- 2. Notwithstanding the provision of the precedent paragraph, the provision on Deemed Approval in the precedent paragraph shall not be applied to the resolution of proposals concerning each of the following items:
  - (1) Dismissal of Executive Officer, Supervisory Officer, or Accounting Auditor;
  - (2) Amendment to the Articles of Incorporation (limited to establishment, revision or abolition of provisions related to Deemed Approval);
  - (3) Dissolution;
  - (4) Approval for cancellation of the asset management entrustment agreement by the Asset Management Company; and
  - (5) Cancellation of the asset management entrustment agreement by the Investment Corporation
- 3. The number of voting rights which are considered to approve the proposal according to Paragraph 1 shall be included in the number of voting rights of unitholders attending the general meeting of unitholders.

In connection with the convocation of the general meeting of unitholders, the Investment Corporation takes electronic delivery measures for the information contained in the reference documents of the general meeting of unitholders (matters subject to electronic delivery measure). On the United Urban's website, matters subject to electronic delivery measures are listed as "Notice of Convocation of the 12th General Meeting of Unitholders". Please access our website given below to review such information. In addition,

printed reference documents of general meetings of unitholders, etc. are sent to all unitholders, regardless of whether or not they have requested the delivery of printed documents.

## Investment Corporation's website:

https://www.united-reit.co.jp/en/ir/meeting.html

In addition to the website given above, the matters subject to electronic delivery measures are also posted on the website of the Tokyo Stock Exchange (TSE). Therefore, please access the following TSE website (Tokyo Stock Exchange Listed Company Search), enter and search using the issue name (United Urban Investment Corporation) or code (8960), and select "Basic information," "Documents for public Inspection/PR Information," and "Notice of General Investors Meeting / Informational Materials for a General Investors Meeting" to confirm the information.

#### TES website (Listed Company Search)

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

#### Details

1. Date and Time: August 29, 2023 (Tuesday) at 10:00 a.m. (start accepting: 9:30 a.m.)

2. Venue: 2-10-4 Toranomon, Minato-ku, Tokyo

The Okura Tokyo The Okura Prestige Tower 2F "Orchard"

(Please refer to the "Information Map for the 12th General Meeting of Unitholders" at the end of this notice.)

3. Purpose of the General Meeting of Unitholders:

Resolutions

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of One Executive Officer

Proposal 3: Election of One Substitute Executive Officer

Proposal 4: Election of Two Supervisory Officers

Proposal 5: Election of One Substitute Supervisory Officer

#### (Requests)

- If you attend the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk of the venue.
- If you do not indicate whether you approve or disapprove of each proposal on the returned Voting Rights Exercise Form, it will be treated as an indication of approval.
- If you exercise your voting rights by the proxy, you may appoint another unitholder with voting rights to attend the general meeting of unitholders as your proxy. In such case, please submit a document proving the proxy authority, together with the Voting Rights Exercise Form, to the reception desk of the venue.
- After the general meeting of unitholders, the "briefing session of the asset management" will be held at the same venue by Japan REIT Advisors Co., Ltd., the asset management company of the Investment Corporation. We would appreciate if you could join the session.
- Method of announcement in case of there are any amendments to matters subject to electronic delivery measures
  - If there are any amendments to the matters subject to electronic delivery measures, such amendments (items before and after the amendment) will be posted on the Investment Corporation's website and the TSE website.
- We will not provide any gifts for unitholders who attend the general meeting of unitholders. We would appreciate your understanding.

## Reference Documents of the General Meeting of Unitholders

## **Proposal and Reference Matters**

## Proposal 1: Partial Amendments to the Articles of Incorporation

### 1. Reasons for Amendments

- (1) With the enforcement of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (including amended provisions of the Investment Trust Act, etc. relating thereto) on September 1, 2022, an amendment is deemed to have been made to the United Urban's Articles of Incorporation stating that information contained in reference documents for general meetings of unitholders, etc. shall be provided in electronic format as of September 1, 2022, based on the provision of Article 10, Paragraph 9 of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Act Partially Amending the Companies Act (Act No. 71 of 2019). For the purpose of clarification, United Urban will add a provision to that effect to its Articles of Incorporation. In addition, United Urban will add a provision to its Articles of Incorporation in order to limit the scope of matters described in the documents delivered to unitholders who have requested the delivery of printed documents. (Matters related to Article 11, Paragraphs 2 and 3 of the Proposed Amendment)
- (2) Amendment will be made to the position of the definition terms in conjunction with the above-mentioned amendments, and to delete the supplementary provisions that are no longer necessary due to the effectuation of the amendments to the Articles of Incorporation. (Matters related to Articles 26 and 42 of the current Articles of Incorporation)

#### 2. Details of Amendments

The details of amendments are as described in Attachment.

## **Proposal 2**: Election of One Executive Officer

The term of office of the Executive Officer, Toshiaki Emon will expire on August 31, 2023. Accordingly, the Investment Corporation would like to ask you to elect one Executive Officer as of September 1, 2023. The term of office of the Executive Officer under this proposal shall be two years starting from September 1, 2023, under the provision of the Article 20, Paragraph 1 of the current Articles of Incorporation.

This proposal regarding the election of the Executive Officer was submitted to the general meeting of unitholders with the unanimous consent of all Supervisory Officers.

The candidate for the Executive Officer is as follows.

Name (Date of Birth)	Career Summary and Significant Concurrent Positions		
	April 1986	Joined Marubeni Corporation,	
		Overseas Construction Dept.	
	April 1988	Development & Construction Administration Dept.	
	April 1989	Seconded to Iraq Overseas Construction Execution Office	
	April 1991	Seconded to Thailand C.I.M Development Co., Ltd	
	April 1994	Returned to Marubeni Corporation,	
		Development & Construction Administration Dept.	
	April 1999	Planning & Promotion Dept.	
	April 2000	Development & Construction Administration Dept.	
	April 2003	Assistant General Manager, Construction Business Team	
	October 2004	Seconded to Marubeni Setsubi Co., Ltd.	
	December 2005	Returned to Marubeni Corporation,	
Kenmin Asatani		Assistant General Manager, Construction Business Team	
(May 2, 1963)	April 2006	Assistant General Manager, Estate Management Dept.	
	February 2008	Seconded to Marubeni Asset Management Co., Ltd.	
		Director	
	February 2015	Seconded to Japan REIT Advisors, Co., Ltd.	
		General Manager, Corporate Operation Team &	
		General Manager, Regulatory & Risk Management Team	
	April 2018	Seconded to Marubeni Real Estate Management Co., Ltd.	
		General Manager, Business Administration Dept.	
	May 2019	Seconded to Japan Infrastructure Fund Advisors Ltd.	
		Chief Financial Officer &	
		General Manager, Finance Dept. &	
		General Manager, Administration & Accounting Dept.	
		(current position)	

- The above candidate for Executive Officer does not serve as a representative of other companies or the executive officer of other investment corporations.
- The above candidate for Executive Officer does not have any investment units of the Investment Corporation.
- There are no special interests between the above candidate for Executive Officer and the Investment Corporation.
- The above candidate for Executive Officer will be complete his secondment to Japan Infrastructure Fund Advisors Ltd. on August 31, 2023 and will return to Marubeni Corporation. After that, the above candidate for Executive Officer will retire from Marubeni Corporation on September 30, 2023.
- The Investment Corporation has concluded with an insurance company Directors and Officers Liability Insurance Agreement as stipulated in Article 116-3, Paragraph 1 of the Investment Trust Act to cover loss,

such as compensation payment and dispute costs, etc. to be borne by the insured to a certain extent when they receive a claim for compensation for the actions they have taken as an officer of the Investment Corporation. When the above candidate for Executive Officer assumes the office of Executive Officer, he will be included in the insured under the insurance agreement. In addition, an insurance agreement with the same coverage will be concluded again upon the expiration of the insurance agreement.

## **Proposal 3**: Election of One Substitute Executive Officer

The Investment Corporation would like to ask you to elect one Substitute Executive Officer in preparation for any vacancy of the Executive Officer or an insufficient number of Executive Officers prescribed by laws and regulations.

The effective period of a resolution regarding the election of the Substitute Executive Officer shall be two years starting from September 1, 2023, under the provision of the Article 20, Paragraph 2 of the current Articles of Incorporation.

The election of the Substitute Executive Officer to be elected in this proposal may be cancelled by a resolution of the board of directors of the Investment Corporation prior to the assumption of office.

In addition, this proposal regarding the election of the Substitute Executive Officer was submitted to the general meeting of unitholders with the unanimous consent of all Supervisory Officers.

The candidate for the Substitute Executive Officer is as follows.

Name (Date of Birth)	Career Summary and Significant Concurrent Positions			
,	April 1991	1991 Joined Marubeni Corporation		
		Osaka Development & Construction Dept I		
	April 1999	Development & Construction Dept II		
	April 2003	Tokyo Housing Development Dept II		
	April 2008	Housing Development Dept II		
	April 2010	Housing Development Dept I		
	April 2011	Real Estate Business Dept.		
	April 2013	Development & Construction Dept I		
Inmishi Datai	April 2015	Seconded to Japan REIT Advisors Co., Ltd.		
Junichi Batai (August 27, 1968)		General Manager of Investment Team		
	April 2016	Division Director of Asset Management Division		
	April 2017	Returned to Marubeni Corporation,		
		General Manager of Real Estate Development Business Dept.		
	April 2022	Seconded to Marubeni Real Estate Development Co., Ltd.		
		President		
	April 2022	Marubeni Real Estate Agency Co., Ltd.		
		President		
	April 2023	President and Chief Executive Officer, Japan REIT Advisors Co., Ltd. (current position)		

- The above candidate for Substitute Executive Officer does not have any investment units of the Investment Corporation.
- The above candidate for Substitute Executive Officer is President and Chief Executive Officer of Japan REIT Advisors Co., Ltd. There are no special interests between the above candidate for Substitute Executive Officer and the Investment Corporation other than above.
- The Investment Corporation has concluded with an insurance company Directors and Officers Liability Insurance Agreement as stipulated in Article 116-3, Paragraph 1 of the Investment Trust Act to cover loss, such as compensation payment and dispute costs, etc. to be borne by the insured to a certain extent when they receive a claim for compensation for the actions they have taken as an officer of the Investment Corporation. When the above candidate for Substitute Executive Officer assumes the office of Executive Officer, he will be included in the insured under the insurance agreement. In addition, an insurance agreement with the same coverage will be concluded again upon the expiration of the insurance agreement.

## **Proposal 4**: Election of Two Supervisory Officers

The term of office of the Supervisory Officers, Kenichiro Okamura and Kumiko Sekine will expire on August 31, 2023. Accordingly, the Investment Corporation would like to ask you to elect two Supervisory Officers as of September 1, 2023. The term of office of the Supervisory Officers under this proposal shall be two years starting from September 1, 2023, under the provision of the Article 20, Paragraph 1 of the current Articles of Incorporation.

The candidates for the Supervisory Officer are as follows.

Candidate No.	Name (Date of Birth)	Career Summary, Position and Responsibilities at the Investment		
140.	(Date of Birtin)	Corporation, and Significant Concurrent Positions  April 1994 Joined MISUZU Audit Corporation		
		April 1997	Registered as Certified Public Accountant	
		February 2007	Chief Executive Officer, Kaede Accounting Advisory, Inc. (current position)	
		June 2011	Representative Partner, Kaede Tax Corporation (current position)	
1	Kenichiro Okamura	June 2011	Outside Corporate Auditor, CYBERDYNE, INC. (current position)	
1	(August 18, 1971)	June 2015	Outside Corporate Auditor, SG Holdings Co., Ltd. (current position)	
		June 2015	Outside Corporate Auditor, Kanematsu Sustech Corporation	
		June 2016	Outside Director (auditing committee member),	
		September 2019	Kanematsu Sustech Corporation Supervisory Officer of United Urban Investment Corporation (current position)	
		October 2005	Be appointed Judges, and Assistant Judges of Yokohama District Court	
7		April 2008	Attorney at Law based on "Act on Treatment of Work Experience for Assistant Judges and Public Prosecutors Temporary Practicing as Attorneys"	
	Kumiko Sekine	April 2010	Assistant Judges of Yokohama District Court Kawasaki Branch, and Judges of Kawasaki Summary Court	
	(July 24, 1978)	April 2013	Assistant Judges of Utsunomiya District Court, and Judges of Utsunomiya Summary Court	
		October 2014	Attorney at Law, and joined Tanabe & Partners	
		April 2015	Partner, Tanabe & Partners (current position)	
		September 2019	Supervisory Officer of United Urban Investment Corporation (current position)	

- None of the above candidates for Supervisory Officer have any investment units of the Investment Corporation.
- There are no special interests between the abovementioned candidates for Supervisory Officer and the Investment Corporation.
- Both of the abovementioned candidates are currently supervising execution of duties of the Executive Officer of the Investment Corporation as the Supervisory Officer.
- One of the above candidate for Supervisory Officer, Kenichiro Okamura currently serves as Chief Executive Officer of Kaede Accounting Advisory, Inc., Representative Partner of Kaede Tax Corporation, Outside Corporate Auditor of CYBERDYNE, INC., and Outside Corporate Auditor of SG Holdings Co., Ltd.
- One of the above candidate for Supervisory Officer, Kumiko Sekine currently serves as Partner of Tanabe & Partners.
- The Investment Corporation has concluded with an insurance company Directors and Officers Liability Insurance Agreement as stipulated in Article 116-3, Paragraph 1 of the Investment Trust Act to cover loss, such as compensation payment and dispute costs, etc. to be borne by the insured to a certain extent when

they receive a claim for compensation for the actions they have taken as an officer of the Investment Corporation. The above candidates for Supervisory Officer are currently included in the insured under the insurance agreement as Supervisory Officer. When the above candidates for Supervisory Officer assume the office of Supervisory Officer, they will be included in the insured under the insurance agreement. In addition, an insurance agreement with the same coverage will be concluded again upon the expiration of the insurance agreement.

## Proposal 5: Election of One Substitute Supervisory Officer

The Investment Corporation would like to ask you to elect one Substitute Supervisory Officer in preparation for any vacancy of the Supervisory Officers or an insufficient number of Supervisory Officers prescribed by laws and regulations.

The effective period of a resolution regarding the election of the Substitute Supervisory Officer shall be two years starting from September1, 2023, under the provision of the Article 20, Paragraph 2 of the current Articles of Incorporation.

The election of the Substitute Executive Officer to be elected in this proposal may be cancelled by a resolution of the board of directors of the Investment Corporation prior to the assumption of office.

Name (Date of Birth)	Career Summary and Significant Concurrent Positions	
	October 2005	Attorney at Law, and joined Tanabe & Partners
Fumi Shimizu (May 19, 1979) (Family register name: Fumi Yamazaki)	April 2015	Partner, Tanabe & Partners
	October 2015	Joined Japan Securities Finance Co., LTD.
	April 2018	Returned to Partner of Tanabe & Partners (current position)
	June 2020	Outside Director, TECHNO ASSOCIE Co., Ltd.
	January 2023	Committee member, Defense Procurement Council (current position)

- The above candidate for Substitute Supervisory Officer does not have any investment units of the Investment Corporation.
- There are no special interests between the above candidate for Substitute Supervisory Officer and the Investment Corporation.
- The above candidate for Substitute Supervisory Officer currently serves as Partner of Tanabe & Partners and Committee member of Defense Procurement Council.
- The Investment Corporation has concluded with an insurance company Directors and Officers Liability Insurance Agreement as stipulated in Article 116-3, Paragraph 1 of the Investment Trust Act to cover loss, such as compensation payment and dispute costs, etc. to be borne by the insured to a certain extent when they receive a claim for compensation for the actions they have taken as an officer of the Investment Corporation. When the above candidate for Substitute Supervisory Officer assumes the office of Supervisory Officer, she will be included in the insured under the insurance agreement. In addition, an insurance agreement with the same coverage will be concluded again upon the expiration of the insurance agreement.

#### Reference Matter

If there are any conflicting proposals among the proposals submitted to the general meeting of unitholders or there are proposals prescribed in Article 15, Paragraph 2 of the current Articles of Incorporation, the provision of "Deemed Approval" prescribed in Article 15, Paragraph 1 to 3 of the current Articles of Incorporation shall be not applied to any proposals. With respect to Proposal 1, 2, 3, 4, and 5 above, none of them fall under the category of conflicting proposals or proposals prescribed in Article 15, Paragraph 2 of the current Articles of Incorporation.

# [Attachment]

Details of Amendments

(Underlined parts are amended.)

	(Underlined parts are amended.)
Current Articles of Incorporation	Proposed Amendments
(Announcement <u>and Notice of</u> Convocation of General Meeting of Unitholders)	(Announcement, Convocation Notice, and Electronic Delivery Measures, etc. of General Meeting of Unitholders)
Article 11	Article 11
(Omitted)	1. (No amendment)
(Newly established)	2. Upon convening a general meeting of unitholders, the Investment Corporation shall take electronic delivery measures to provide information contained
(Newly established)	in reference documents for general meeting of unitholders, etc.  3. Of the items prescribed in the Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations ("Investment Trust Act Enforcement Ordinance") to be so delivered electronically, the Investment Corporation may omit all or any of these items from documents to be delivered to unitholders that have requested the delivery of hard copies on or before the record date
	for entitlement to voting rights.
(Basic Investment Policy)	(Basic Investment Policy)
Article 26	Article 26
In order to obtain stable earnings over the medium to long term, the Investment Corporation shall conduct asset management by investing primarily in real estate, leasehold right of real estate, surface right, and trust beneficial interests in which ownership of these assets is entrusted, of real estate assets (with the meaning defined in Article 105, Item 1 of the Ordinance for Enforcement of the Investment Trust Act, the same shall apply hereinafter).  Chapter 11. Supplementary Provision  (Effective Date of Amendment)  Article 42  The amendment concerning asset management fees set forth in Article 41 will become effective on December 1, 2021, and the asset management fee II set forth in Item (1) (a) of the same Article shall be incurred from the fiscal period starting on the same date.	In order to obtain stable earnings over the medium to long term, the Investment Corporation shall conduct asset management by investing primarily in real estate, leasehold right of real estate, surface right, and trust beneficial interests in which ownership of these assets is entrusted, of real estate assets (with the meaning defined in Article 105, Item 1 of the Investment Trust Act Enforcement Ordinance, the same shall apply hereinafter).  (Deleted)
Established: October 28, 2003 Amended: November 20, 2003 August 30, 2005 August 30, 2007 August 28, 2009 June 29, 2010 August 31, 2011 August 30, 2013 August 28, 2015 August 28, 2017 August 29, 2019	Established: October 28, 2003 Amended: November 20, 2003 August 30, 2005 August 30, 2007 August 28, 2009 June 29, 2010 August 31, 2011 August 30, 2013 August 28, 2015 August 28, 2017 August 29, 2019

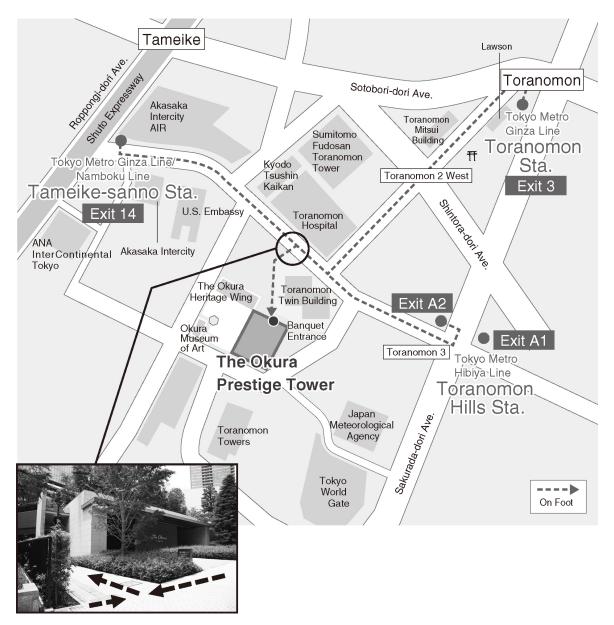
Current Articles of Incorporation	Proposed Amendments
August 31, 2021	August 31, 2021
December 1, 2021	December 1, 2021
	August 29, 2023

## **Information Map for the 12th General Meeting of Unitholders**

Venue: The Okura Tokyo, The Okura Prestige Tower 2F "Orchard"

2-10-4 Toranomon, Minato-ku, Tokyo

Tel: 03-3582-0111



#### Access

- Tokyo Metro Hibiya Line "Toranomon Hills Station": 5 minutes' walk from Exit A1, A2
- Tokyo Metro Ginza Line "Toranomon Station": 10 minutes' walk from Exit 3
- Tokyo Metro Ginza Line and Namboku Line "Tameike-sanno Station": 10 minutes' walk from Exit 14

(Note) The congestion on roads around the venue and parking lots are expected, so please refrain from coming by car.