

[Provisional Translation Only]

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September 17, 2024

Issuer

Ichigo Hotel REIT Investment Corporation (“Ichigo Hotel,” 3463)

2-6-1 Marunouchi, Chiyoda-ku, Tokyo

Representative: Eriko Ishii, Executive Director

www.ichigo-hotel.co.jp/en

Asset Management Company

Ichigo Investment Advisors Co., Ltd.

Representative: Hiroshi Iwai, President

Inquiries: Hidehito Iwasaka, Head of Ichigo Hotel

Tel: +81-3-4485-5232

**Proposed Amendments to Articles of Incorporation, Director Candidates,
Director Compensation, and Independent Auditor Candidate
for Shareholder Approval at Sixth Shareholder Meeting**

Ichigo Hotel’s Board of Directors decided today to submit the following amendments to its Articles of Incorporation (AOI), Director candidates, Director compensation, and Independent Auditor candidate for approval at its Sixth Shareholder Meeting scheduled on October 26, 2024.

1. Proposal 1: Amendment to the Articles of Incorporation (AOI) – Reduce upper limit on Director compensation and introduce upper limit on number of Directors

Ichigo Hotel’s Board of Directors conducted a review to determine the appropriate number of Directors in light of the profitability and size of Ichigo Hotel’s portfolio and the number of Directors at other investment corporations. As a result, the Board of Directors determined that although three Directors are currently sufficient and appropriate to carry out the functions of the Executive Director, Supervisory Directors, and the Board of Directors, additional Directors may be necessary depending on Ichigo Hotel’s future operating environment. As such, Ichigo Hotel is proposing a limit on the number of Directors to five in order to prevent Ichigo Hotel from having an excess number of Directors in relation to the profitability and size of Ichigo Hotel’s portfolio and incurring excessive Director compensation (Article 18).

Ichigo Hotel’s Board of Directors also conducted a review to determine the appropriate upper Director compensation limit in light of past Director compensation paid by Ichigo Hotel and the expected roles and responsibilities in this role. As a result, Ichigo Hotel determined that an upper limit of JPY 720,000 per month for each Executive Director and JPY 450,000 per month for each Supervisory Director are appropriate amounts, and proposes changing Article 20 as follows and reduce the maximum Executive Director and Supervisor Director compensation amounts by 10% (Article 20).

For details on the proposal, please refer to the attached “Materials for the Sixth Shareholder Meeting.”

2. Proposal 2: Amendment to the Articles of Incorporation (AOI) – Changes in the scope of investments, asset valuation methods, and dividend distribution

As it is a requirement for Ichigo Hotel to make investments pursuant to the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949, including subsequent revisions) and Shinkin Bank Act (Act No. 238 of 1951, including subsequent revisions) when borrowing funds via loans from credit associations or credit unions (*shinkin banks*), Ichigo Hotel is proposing to add these investments to its scope of investments (Article 31, Clause 5).

Pursuant to revisions made to ASBJ Standard No. 30 (Accounting Standard for Fair Value Measurement), ASBJ Standard No. 10 (Accounting Standard for Financial Instruments), and any related new or revised accounting standards and implementation guidelines pertaining to the asset valuation of securities and rights associated with derivative transactions, Ichigo Hotel is proposing to amend the relevant parts of its AOI (Article 34, Clause 1) as follows.

Pursuant to the stipulation of “Total Investments” as a result of revisions to the Investment Trust and Investment Corporation Act and Ordinance on Accounting at Investment Corporations (Cabinet Order No. 47 of 2006, including subsequent revisions), Ichigo Hotel is proposing to similarly stipulate “Total Investments” in its AOI (Article 37).

For details on the proposal, please refer to the attached “Materials for the Sixth Shareholder Meeting.”

3. Proposal 3: Amendment to the Articles of Incorporation (AOI) – Asset Management Fee Reduction & Linkage to Ichigo Hotel Share Performance

If dividend increases as a result of gains on sales and the corresponding value created is distributed to shareholders as dividend, it constitutes an increase in Ichigo Hotel’s NOI & Dividend Performance Fee. Ichigo Hotel reviewed its NOI & Dividend Performance Fee, and is proposing to subtract the Gains on Sale Performance Fee amount from the NOI & Dividend Performance Fee should a Gains on Sale Performance Fee arise (Attachment Item 2).

To further align the asset management company’s incentives with shareholder value, Ichigo Hotel is proposing to reduce the rates of the Gains on Merger Performance Fee and Gains on REIT TOB Sale Performance Fee from 15% to 10% of Unrealized Gains per Share multiplied by Number of Shares Outstanding (Attachment Items 3-4).

Fee Structure		Rate	
		Before	After
Gains on Merger Performance Fee	Unrealized Gains per Share x Number of Shares Outstanding x Rate	15%	10%
Gains on REIT TOB Sale Performance Fee	Unrealized Gains per Share x Number of Shares Outstanding x Rate	15%	10%

In order to provide more detail on the Gains on REIT TOB Sale Performance Fee under the current AOI and reflect the possibility of squeeze-out transactions initiated by the buyer after a TOB, Ichigo Hotel is proposing to add language that squeezed-out shares will be included in the calculation of the additional performance fee and the portion of the performance fee that corresponds to the squeezed-out shares will be calculated at the time of the completion of the squeeze-out transaction (Attachment Item 4).

For details on the proposal, please refer to the attached “Materials for the Sixth Shareholder Meeting.”

4. Nomination of Directors

Due to the expiration of the Directors’ current terms of office as of the end of the Shareholder Meeting scheduled for October 26, 2024, Ichigo Hotel’s Board of Directors is proposing the re-election of Executive Director Eriko Ishii and Supervisory Directors Masaru Iida and the election of Ju Furuta.

To ensure the minimum number of Directors as required by law, Ichigo Hotel’s Board of Directors is also proposing the election of a new Alternate Executive Director and a new Alternate Supervisory Director.

(1) Executive Director Candidate	Eriko Ishii	
(2) Supervisory Director Candidates	Masaru Iida	Ju Furuta (new)
(3) Alternate Executive Director Candidate	Hiromi Yamaguchi	
(4) Alternate Supervisory Director Candidate	Takao Sakuma	

Please see the “Materials for the Sixth Shareholder Meeting” for the candidate profiles.

5. Appointment of Independent Auditor

As the term of the current Independent Auditor, Grant Thornton Taiyo LLC will expire after the shareholder meeting, and in light of Ichigo Hotel’s ongoing growth, Ichigo Hotel is proposing to change its Independent Auditor to Deloitte Touche Tohmatsu LLC (Deloitte), taking into account Deloitte’s extensive experience and their proposed audit service fees, based on Article 26 of the current AOI.

(1) Date of Change in Independent Auditor

October 26, 2024 (date of the shareholder meeting)

The new independent auditor will conduct the audit of Ichigo Hotel’s January 2025 fiscal period (August 1, 2024 to January 31, 2025).

(2) Overview of New Independent Auditor Candidate

Deloitte Touche Tohmatsu LLC	
Location	Marunouchi Nijubashi Building, Marunouchi 3-2-3, Chiyoda-ku, Tokyo
Executive Officers	Masashi Tsurumi, Takeshi Shimoizaka

(3) Overview of Current Independent Auditor

Grant Thornton Taiyo LLC	
Location	Akasaka K Tower, 1-2-7 Moto Akasaka, Minato-ku, Tokyo
Executive Officers	Tetsuo Shibaya, Daisuke Noda

(4) Appointment Date of Current Independent Auditor

July 22, 2015

(5) Audit Opinions of Current Independent Auditor on Financial Reports of Most Recent Three Years

None

(6) New Independent Auditor Rationale

As the term of the current Independent Auditor, Grant Thornton Taiyo LLC, will expire after the shareholder meeting scheduled on October 26, 2024, and in light of Ichigo Hotel's ongoing growth, Ichigo Hotel reviewed and is proposing to change its Independent Auditor to Deloitte Touche Tohmatsu LLC (Deloitte), taking into account Deloitte's extensive experience and their proposed audit service fees, which Ichigo Hotel believes are reasonable and appropriate.

(7) Current Independent Auditor's Opinion Regarding (5) Above

Ichigo Hotel has been notified by the current Independent Auditor that they do not have any opinions regarding the above.

Please see the "Materials for the Sixth Shareholder Meeting" for the new Independent Auditor profile.

6. Schedule

September 17, 2024 (today)	Board of Directors resolution
October 4, 2024	Shareholder meeting materials publication (expected) Electronic provision of the shareholder meeting materials at Ichigo Hotel website and the TSE website (expected)
October 26, 2024	Shareholder meeting (expected)

(Attachment) Materials for the Sixth Shareholder Meeting

Materials for the Sixth Shareholder Meeting

Dear Shareholders:

We are pleased to invite you to attend the Sixth Shareholder Meeting (“Shareholder Meeting”) of Ichigo Hotel REIT (“Ichigo Hotel”).

If you are unable to attend the Shareholder Meeting, you may also exercise your voting rights via postal mail. We would appreciate it if you could please review these Shareholder Meeting materials and cast your vote by returning your voting form no later than Friday, October 25, 2024, 6:15 p.m. JST.

Pursuant to Article 93, Clause 1 of the Act on Investment Trusts and Investment Corporations (“Investment Trusts Act”), Ichigo Hotel stipulates rules with respect to Japan’s Deemed Approval system for shareholder voting in the Investment Trusts Act under Article 15 of its Articles of Incorporation (“AOI”). Cases where Deemed Approval are not applicable are stipulated under Article 15, Clause 3.

Ichigo Office Articles of Incorporation Article 15

1. If a shareholder does not attend the shareholder meeting and does not exercise voting rights, the shareholder shall be deemed to be in favor (“Deemed Approval”) of shareholder meeting proposals (when multiple proposals are submitted, those proposals that conflict with each other will be excluded from this Deemed Approval).
2. The number of votes by shareholders deemed to be in favor of shareholder meeting proposals based on Clause 1 above is added to the number of votes by shareholder in attendance.
3. Clause 2 above is not applicable to proposals regarding the following if (i) a minority shareholder owning at least 1% of total shares outstanding for at least six consecutive months submits a notice of opposition to the Investment Corporation (or if the convener of the shareholder meeting is not the Executive Director or a Supervisory Director, then to the Investment Corporation and the shareholder meeting convener) within two weeks of the earlier of the date that the Investment Corporation announces the proposals on its website or the date the convener announces the proposal; or (ii) the Investment Corporation expresses opposition to the proposals in shareholder meeting materials or on its website.
 - (1) the appointment or dismissal of the Executive Director or Supervisory Directors;
 - (2) the execution or termination of asset management agreements with the Asset Management Company;
 - (3) the dissolution of the Investment Corporation;
 - (4) reverse share splits;
 - (5) the waiving of the liability of the Executive Director, Supervisory Directors, or External Auditors; and
 - (6) approval for absorption-type and consolidation-type (new entity) mergers.
4. Clauses 1 and 2 above are not applicable to proposals regarding amendments to Article 15.

Please refer to Shareholder Meeting Proposals Treatment below for a description of how the above rules are applied to each Shareholder Meeting proposal.

In holding the Shareholder Meeting, Ichigo Hotel has taken measures to electronically provide reference materials for the Shareholder Meeting and has uploaded “Materials for the Sixth Shareholder Meeting” on its website.

Ichigo Hotel website:

www.ichigo-hotel.co.jp/en/ir/general_meeting.html

Ichigo Hotel has also uploaded its reference materials for the Shareholder Meeting on the Tokyo Stock Exchange (“TSE”) website. To access the reference materials, please visit the TSE website and search the entity name “Ichigo Hotel REIT Investment Corporation” or the security code “3463,” go to “Basic Information” and “Documents for Public Inspection/PR information” tabs, and select “Notice of General Investors Meeting/Informational Materials for a General Investors Meeting.”

Japan Exchange Group website (Listed Company Search):

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

Shareholder Meeting Details

- 1. Date and Time** Saturday, October 26, 2024 at 10:00 a.m.
- 2. Place** La Rose I, Fifth Floor, Dai-ichi Hotel Tokyo
1-2-6 Shimbashi, Minato-ku, Tokyo

3. Agenda

- Proposal 1: Amendment to the Articles of Incorporation (AOI) – Reduce upper limit on Director compensation and introduce upper limit on number of Directors
- Proposal 2: Amendment to the Articles of Incorporation (AOI) – Changes in the scope of investments, asset valuation methods, and dividend distribution
- Proposal 3: Amendment to the Articles of Incorporation (AOI) – Asset Management Fee Reduction & Linkage to Ichigo Hotel Share Performance
- Proposal 4: Nomination of Eriko Ishii as Executive Director
- Proposal 5: Nomination of Masaru Iida and Ju Furuta as Supervisory Directors
- Proposal 6: Nomination of Hiromi Yamaguchi as Alternate Executive Director
- Proposal 7: Nomination of Takao Sakuma as Alternate Supervisory Director
- Proposal 8: Appointment of Independent Auditor

Please bring your voting form with you and hand it in at the reception when attending the Shareholder Meeting.

Please note that votes cast in writing that do not indicate “For” or “Against” for any proposals will be treated as “For” those proposals.

To cast a vote via proxy, another shareholder with voting rights may attend the Shareholder Meeting as a proxy. In this case, the proxy shareholder must submit a power of attorney and the voting form at the reception.

Should there be any corrections to the reference materials, Ichigo Hotel will announce the relevant sections before and after the corrections on the Ichigo Hotel and TSE websites.

Ichigo Hotel Website: www.ichigo-hotel.co.jp/en

Japan Exchange Group Website (Listed Company Search):
www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

Shareholder Meeting Proposals

- (1) Proposal 1: Amendment to the Articles of Incorporation (AOI) – Reduce upper limit on Director compensation and introduce upper limit on number of Directors

Ichigo Hotel's Board of Directors conducted a review to determine the appropriate number of Directors in light of the profitability and size of Ichigo Hotel's portfolio and the number of Directors at other investment corporations. As a result, the Board of Directors determined that although three Directors are currently sufficient and appropriate to carry out the functions of the Executive Director, Supervisory Directors, and the Board of Directors, additional Directors may be necessary depending on Ichigo Hotel's future operating environment. As such, Ichigo Hotel is proposing a limit on the number of Directors to five in order to prevent Ichigo Hotel from having an excess number of Directors in relation to the profitability and size of Ichigo Hotel's portfolio and incurring excessive Director compensation (Article 18).

Ichigo Hotel's Board of Directors also conducted a review to determine the appropriate upper Director compensation limit in light of past Director compensation paid by Ichigo Hotel and the expected roles and responsibilities in this role. As a result, Ichigo Hotel determined that an upper limit of JPY 720,000 per month for each Executive Director and JPY 450,000 per month for each Supervisory Director are appropriate amounts, and proposes changing Article 20 as follows and reduce the maximum Executive Director and Supervisor Director compensation amounts by 10%.

Current	After Amendment
Article 18 Number of Directors and Composition of the Board of Directors The Investment Corporation shall have at least one Executive Director and at least two Supervisory Directors (however, the number of Supervisory Directors shall be the number of Executive Directors plus at least one). The Board of Directors is comprised of all Executive Directors and Supervisory Directors. Article 20 Payment Standards for Compensation of Directors The payment standards and timing of payment for Directors of the Investment Corporation shall be as follows. (1) Compensation for each Executive Director shall be an amount determined by the Board of Directors as a reasonable amount in light of general price trends, wage trends, etc., and limited to a maximum of <u>JPY 800,000</u> per month. Remuneration for the current month shall be paid by the end of the current month each month. (2) Compensation for each Supervisory	Article 18 Number of Directors and Composition of the Board of Directors The Investment Corporation shall have at least one Executive Director and at least two Supervisory Directors (however, the number of Supervisory Directors shall be the number of Executive Directors plus at least one). The Board of Directors is comprised of all Executive Directors and Supervisory Directors, <u>and is limited to no more than five Directors.</u> Article 20 Payment Standards for Compensation of Directors The payment standards and timing of payment for Directors of the Investment Corporation shall be as follows. (1) Compensation for each Executive Director shall be an amount determined by the Board of Directors as a reasonable amount in light of general price trends, wage trends, etc., and limited to a maximum of <u>JPY 720,000</u> per month. Remuneration for the current month shall be paid by the end of the current month each month. (2) Compensation for each Supervisory

Current	After Amendment
Director shall be an amount determined by the Board of Directors as a reasonable amount in light of general price trends, wage trends, etc., and limited to a maximum of <u>JPY 500,000</u> per month. Compensation for the current month shall be paid by the end of the current month each month.	Director shall be an amount determined by the Board of Directors as a reasonable amount in light of general price trends, wage trends, etc., and limited to a maximum of <u>JPY 450,000</u> per month. Compensation for the current month shall be paid by the end of the current month each month.

4. Proposal 2: Amendment to the Articles of Incorporation (AOI) – Changes in the scope of investments, asset valuation methods, and dividend distribution

As it is a requirement for Ichigo Hotel to make investments pursuant to the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949, including subsequent revisions) and Shinkin Bank Act (Act No. 238 of 1951, including subsequent revisions) when borrowing funds via loans from credit associations or credit unions (*shinkin banks*), Ichigo Hotel is proposing to add these investments to its scope of investments (Article 31, Clause 5).

Pursuant to revisions made to ASBJ Standard No. 30 (Accounting Standard for Fair Value Measurement), ASBJ Standard No. 10 (Accounting Standard for Financial Instruments), and any related new or revised accounting standards and implementation guidelines pertaining to the asset valuation of securities and rights associated with derivative transactions, Ichigo Hotel is proposing to amend the relevant parts of its AOI (Article 34, Clause 1) as follows.

Pursuant to the stipulation of “Total Investments” as a result of revisions to the Investment Trust and Investment Corporation Act and Ordinance on Accounting at Investment Corporations (Cabinet Order No. 47 of 2006, including subsequent revisions), Ichigo Hotel is proposing to similarly stipulate “Total Investments” in its AOI (Article 37).

(Amended areas underlined)

Current	After Amendment
Article 31 Asset Type, Objective, and Scope of Managed Assets	Article 31 Asset Type, Objective, and Scope of Managed Assets
1. – 4. (omitted)	1. – 4. (no change)
5. In addition to real estate-related assets and assets specified under the above clauses, the Investment Corporation is able to invest in the following assets as necessary for investments in real estate-related assets.	5. In addition to real estate-related assets and assets specified under the above clauses, the Investment Corporation is able to invest in the following assets as necessary for investments in real estate-related assets.
(1) – (11) (omitted)	(1) – (11) (no change)
(NEW)	(12) <u>Investments stipulated under the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949, including subsequent revisions), limited to investments necessary for the Investment Corporation to borrow funds.</u>
(NEW)	(13) <u>Investments stipulated under the Shinkin Bank Act (Act No. 238 of 1951, including subsequent revisions), limited to investments necessary for the Investment Corporation to borrow funds.</u>

Current	After Amendment
(12) (omitted)	(14) (no change)
6. (omitted)	6. (no change)
Article 34 Asset Valuation Methods, Standards, and Reference Date	Article 34 Asset Valuation Methods, Standards, and Reference Date
1. (no change)	1. (no change)
(1) – (5) (no change)	(1) – (5) (no change)
(6) Securities Prescribed in Article 31, Clause 4, Item 4 Held-to-maturity bonds are valued based on acquisition price <u>and other securities</u> are valued based on market price. If no market price is available, securities will be valued based on acquisition price.	(6) Securities Prescribed in Article 31, Clause 4, Item 4 <u>Securities generating profits from changes in market prices are valued based on market prices.</u> Held-to-maturity bonds are valued based on acquisition price. <u>However, if bonds are acquired at a price that is lower or higher than the bond price, and the difference between the acquisition price and bond price is determined to be treated as an interest rate adjustment, the bonds are valued at a price calculated using the amortized cost method.</u> Other securities are valued based on market price. If no market price is available, securities will be valued based on acquisition price.
(7) – (10) (no change)	(7) – (10) (no change)
Article 37 Dividend Distribution Policy	Article 37 Dividend Distribution Policy
The Investment Corporation distributes dividends based on the following policy.	The Investment Corporation distributes dividends based on the following policy.
(1) Distribution of earnings (i) Of the total shareholder dividend amount, the Investment Corporation’s earnings (hereinafter referred to as “distributable amount”) are <u>earnings</u> calculated based on accounting practices commonly accepted as fair and reasonable.	(1) Distribution of earnings (i) Of the total shareholder dividend amount, the Investment Corporation’s earnings <u>(in cases where net assets recorded under the Investment Corporation’s balance sheet exceed the total investment amounts recorded under each accounting item stipulated under the Ordinance on Accounting at Investment Corporations (Cabinet Order No. 47 of 2006, including subsequent revisions) (hereinafter referred to as “total investment amount”), the amount equal to net assets minus total investment amount)</u> (hereinafter referred to as “distributable

Current	After Amendment
(ii) (omitted)	amount”) are calculated based on accounting practices commonly accepted as fair and reasonable. (ii) (no change)
(2) – (5) (omitted)	(2) – (5) (no change)

5. Proposal 3: Amendment to the Articles of Incorporation (AOI) – Asset Management Fee Reduction & Linkage to Ichigo Hotel Share Performance

If dividend increases as a result of gains on sales and the corresponding value created is distributed to shareholders as dividend, it constitutes an increase in Ichigo Hotel's NOI & Dividend Performance Fee. Ichigo Hotel reviewed its NOI & Dividend Performance Fee, and is proposing to subtract the Gains on Sale Performance Fee amount from the NOI & Dividend Performance Fee should a Gains on Sale Performance Fee arise (Attachment Item 2).

To further align the asset management company's incentives with shareholder value, Ichigo Hotel is proposing to reduce the rates of the Gains on Merger Performance Fee and Gains on REIT TOB Sale Performance Fee from 15% to 10% of Unrealized Gains per Share multiplied by Number of Shares Outstanding (Attachment Items 3-4).

In order to provide more detail on the Gains on REIT TOB Sale Performance Fee under the current AOI and reflect the possibility of squeeze-out transactions initiated by the buyer after a TOB, Ichigo Hotel is proposing to add language that squeezed-out shares will be included in the calculation of the additional performance fee and the portion of the performance fee that corresponds to the squeezed-out shares will be calculated at the time of the completion of the squeeze-out transaction (Attachment Item 4).

(Amended areas underlined)

Current	After Amendment
Attachments	Attachments
Asset Management Fee Structure	Asset Management Fee Structure
2. Gains on Sale Performance Fee	2. Gains on Sale Performance Fee
When the Investment Corporation sells a real estate asset during the relevant fiscal period and Gains on Sale are generated, a Gains on Sale Performance Fee shall be calculated by multiplying the Gains on Sale (before the deduction of the Gains on Sale Performance Fee) by 15%.	When the Investment Corporation sells a real estate asset during the relevant fiscal period and Gains on Sale are generated, a Gains on Sale Performance Fee shall be calculated by multiplying the Gains on Sale (before the deduction of the Gains on Sale Performance Fee) by 15%.
Gains on Sale Performance Fee = Gains on Sale of a real estate asset (before the deduction of the Gains on Sale Performance Fee) * 15%	Gains on Sale Performance Fee = Gains on Sale of a real estate asset (before the deduction of the Gains on Sale Performance Fee) * 15%
However, in cases where the Investment Corporation's cumulative sum of all Gains on Sale of real estate assets minus the sum of all losses on such sales through the relevant fiscal period is negative, the Gains on Sale Performance Fee shall be zero.	However, in cases where the Investment Corporation's cumulative sum of all Gains on Sale of real estate assets minus the sum of all losses on such sales through the relevant fiscal period is negative, the Gains on Sale Performance Fee shall be zero.
	<u>Should a Gains on Sale Performance Fee arise, the amount will be subtracted from the NOI & Dividend Performance Fee prescribed in Clause 1 "NOI & Dividend Performance Fee."</u>

Current	After Amendment
The Gains on Sale Performance Fee payment date shall be within three months of the relevant fiscal period. 3. Gains on Merger Performance Fee When the Investment Corporation merges with another investment corporation, the Gains on Merger Performance Fee shall be calculated by multiplying the Investment Corporation's share price as determined by the merger ratio minus net assets per share at the time the merger agreement is approved at the Investment Corporation's shareholder meeting (as defined below) by the number of shares outstanding at the time of the merger and multiplying by <u>15%</u>. Gains on Merger Performance Fee = Gains per Share at the Time of the Merger (Merger Price at the Time of the Merger – Net Assets per Share at the Time of the Merger) * Number of Shares Outstanding at the Time of the Merger * <u>15%</u> However, where the Gains per Share at the Time of the Merger is negative, the Gains on Merger Performance Fee shall be zero. The Gains on Merger Performance Fee arises when the Investment Corporation merges with another investment corporation either via a new merged entity or absorption-type merger, (including both cases where the Investment Corporation is the surviving entity or the extinguished entity in an absorption-type merger), and the asset management company of the Investment Corporation due to the merger does not continue to manage the assets under management due to the merger. The Investment Corporation's Share Price Calculated Based Upon the Merger Ratio Stipulated Under the Merger Agreement is the Investment Corporation's share price calculated by multiplying the closing price of the merged investment corporation before the merger agreement is approved at the Investment Corporation's shareholder meeting and the merger ratio stipulated under the merger agreement. Net Assets per Share at the Time of the Merger is based upon the Investment Corporation's net assets on the	The Gains on Sale Performance Fee payment date shall be within three months of the relevant fiscal period. 3. Gains on Merger Performance Fee When the Investment Corporation merges with another investment corporation, the Gains on Merger Performance Fee shall be calculated by multiplying the Investment Corporation's share price as determined by the merger ratio minus net assets per share at the time the merger agreement is approved at the Investment Corporation's shareholder meeting (as defined below) by the number of shares outstanding at the time of the merger and multiplying by <u>10%</u>. Gains on Merger Performance Fee = Gains per Share at the Time of the Merger (Merger Price at the Time of the Merger – Net Assets per Share at the Time of the Merger) * Number of Shares Outstanding at the Time of the Merger * <u>10%</u> However, where the Gains per Share at the Time of the Merger is negative, the Gains on Merger Performance Fee shall be zero. The Gains on Merger Performance Fee arises when the Investment Corporation merges with another investment corporation either via a new merged entity or absorption-type merger, (including both cases where the Investment Corporation is the surviving entity or the extinguished entity in an absorption-type merger), and the asset management company of the Investment Corporation due to the merger does not continue to manage the assets under management due to the merger. The Investment Corporation's Share Price Calculated Based Upon the Merger Ratio Stipulated Under the Merger Agreement is the Investment Corporation's share price calculated by multiplying the closing price of the merged investment corporation before the merger agreement is approved at the Investment Corporation's shareholder meeting and the merger ratio stipulated under the merger agreement. Net Assets per Share at the Time of the Merger is based upon the Investment Corporation's net assets (<u>before</u>

Current	After Amendment
day of the above closing price divided by the number of shares outstanding at the time of the merger agreement. When the Investment Corporation merges with another investment corporation and the total appraisal value of the Investment Corporation's real estate and other relevant assets (prior to deducting the Gains on Merger Performance Fee) used to calculate the merger ratio exceeds the total book value of the assets, the Gains on Merger Performance Fee is calculated as <u>15%</u> of the difference and paid as compensation to the asset management company. The Gains on Merger Performance Fee will arise when the merger agreement is approved at the Investment Corporation's shareholder meeting, and the payment date shall be within one month of the merger date. 4. Gains on REIT TOB Sale Performance Fee When the Investment Corporation is acquired by a third party via a TOB, the Gains on REIT TOB Sale Performance Fee shall be calculated by multiplying the TOB price per share minus net assets per share at the time of the TOB by the number of shares purchased by the third-party via the TOB and multiplying by <u>15%</u>. Gains on REIT TOB Sale Performance Fee = Gains per Share (TOB Price – Net Assets per Share) * Number of Shares Purchased in TOB * <u>15%</u> However, where the Gains per Share is negative, the Gains on REIT TOB Sale Performance Fee shall be zero. A TOB sale is completed when the Investment Corporation's shares are acquired by a third party other than the Investment Corporation and the asset management company via a TOB (<u>limited to cases when the third party acquires the Investment Corporation's share via a TOB</u>). "Net Assets	<u>the Gains on Merger Performance Fee is deducted</u>) on the day of the above closing price divided by the number of shares outstanding at the time of the merger agreement. When the Investment Corporation merges with another investment corporation and the total appraisal value of the Investment Corporation's real estate and other relevant assets (prior to deducting the Gains on Merger Performance Fee) used to calculate the merger ratio exceeds the total book value of the assets, the Gains on Merger Performance Fee is calculated as <u>10%</u> of the difference and paid as compensation to the asset management company. The Gains on Merger Performance Fee will arise when the merger agreement is approved at the Investment Corporation's shareholder meeting, and the payment date shall be within one month of the merger date. 4. Gains on REIT TOB Sale Performance Fee When the Investment Corporation is acquired by a third party via a TOB, the Gains on REIT TOB Sale Performance Fee shall be calculated by multiplying the TOB price per share minus net assets per share at the time of the TOB by the number of shares purchased by the third-party via the TOB (<u>however, if a squeeze-out of minority shareholders is to be initiated after the TOB, then the shares to be squeezed out are to be included</u>) and multiplying by <u>10%</u>. Gains on REIT TOB Sale Performance Fee = Gains per Share (TOB Price – Net Assets per Share) * Number of Shares Purchased in TOB * <u>10%</u> However, where the Gains per Share is negative, the Gains on REIT TOB Sale Performance Fee shall be zero. A TOB sale is completed when the Investment Corporation's shares are acquired by a third party other than the Investment Corporation and the asset management company <u>of the Investment Corporation via a TOB, and the asset management company is to change at the end of the TOB share</u>

Current	After Amendment
per Share at the time of the TOB” refers to net assets at the end of the TOB share acquisition period divided by the number of shares outstanding at that time. <u>The Gains on REIT TOB Sale Performance Fee will arise the end of the TOB share acquisition period. The payment date shall be within one month from the last day of the tender offer period.</u>	<u>acquisition period. “Net Assets per Share at the time of the TOB” refers to net assets at the end of the TOB share acquisition period (before deduction of the Gains on REIT TOB Sale Performance Fee) divided by the number of shares outstanding at that time.</u> <u>The Gains on REIT TOB Sale Performance Fee will arise when the current asset management company loses its position as the asset management company of the Investment Corporation the end of the TOB share acquisition period. (However, if squeeze-out transactions are scheduled, the portion of the performance fee at the time of acquisition that corresponds to the squeezed-out shares will be calculated at the time of completion of the squeeze-out transaction.) The payment date shall be within one month from the time when the current asset management company loses its position as the asset management company of the Investment Corporation after the last day of the tender offer period. (However, the payment date for the portion of the Gains on REIT TOB Sale Performance Fee that corresponds to the squeezed-out shares will be at the time of completion of the squeeze-out transaction.)</u>

(4) Proposal 4: Nomination of Eriko Ishii as Executive Director

Due to the expiration of Eriko Ishii's current term of office as of the end of the Sixth Shareholder Meeting, Ichigo Hotel is proposing the re-election of Eriko Ishii as Executive Director.

Under this proposal, pursuant to Article 19, Clause 3 of the AOI, the term of the Executive Director ends at the end of the shareholder meeting held pursuant to Article 9, Clause 2 of the AOI after the Executive Director has been appointed.

Ichigo Hotel's Board of Directors approved this proposal on September 17, 2024.

Title	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Important Concurrent Positions	
Executive Director Candidate	Eriko Ishii (January 3, 1981)	October 2004	Qualified as Attorney at Law Mori Hamada & Matsumoto LPC
		December 2007	Seconded to Planning and Coordination Bureau, Corporate Accounting and Disclosure Division, Financial Services Agency
		August 2010	LL.M. degree, Columbia Law School
		October 2010	Seconded to Legal Department, Itochu Europe PLC (London)
		February 2011	Admitted as lawyer in New York
		April 2016	Visiting Lecturer, Keio University Law School (current)
		July 2016	Partner, Shin Saiwai Law Office (current)
		June 2018	External Director, Sophia Holdings Co., Ltd.
		December 2018	External Corporate Auditor, Smart Drive Inc.
		January 2019	External Corporate Auditor, FUNDINNO, Inc.
		May 2019	Supervisory Director, Canadian Solar Infrastructure Fund, Inc. (current)
		June 2019	External Corporate Auditor, Almado Inc. (current)
		July 2019	External Corporate Auditor, LIFE CREATE Co., Ltd.
		March 2021	External Corporate Auditor, Tamron Co., Ltd. (current) Audit Committee Member, Sun* Inc. (current)
		October 2021	External Corporate Auditor, SYNQA Co., Ltd. (Now OPN Holdings, Co., Ltd.) (current)
		February 2022	Supervisory Director, Advance Private Investment Corporation (current)
		October 2022	Executive Director, Ichigo Hotel (current)
		June 2023	External Corporate Auditor, erex Co., Ltd. (current)
		December 2023	Audit Committee Member, Smart Drive Inc. (current)

The above Executive Director candidate does not have Ichigo Hotel shares, is not a related party of Ichigo Hotel or its asset management company, and currently serves as an Executive Director.

(5) Proposal 5: Nomination of Masaru Iida and Ju Furuta as Supervisory Directors

Due to the expiration of Masaru Iida and Satoko Suzuki's current terms of office as of the end of the Sixth Shareholder Meeting, Ichigo Hotel is proposing the re-election of Masaru Iida and the election of Ju Furuta as Supervisory Directors.

Under this proposal, pursuant to Article 19, Clause 3 of the AOI, the terms of the Supervisory Directors end at the end of the shareholder meeting held pursuant to Article 9, Clause 2 of the AOI after the Supervisory Directors have been appointed.

Title	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Important Concurrent Positions	
Supervisory Director Candidate	Masaru Iida (February 15, 1967)	April 1989	Joined The Sumitomo Bank, Limited (Now Sumitomo Mitsui Banking Corporation)
		May 1993	LL.M. degree, University of Pennsylvania Law School
		April 2001	Vice President Planning Dept. Treasury Unit, Sumitomo Mitsui Banking Corporation
		March 2008	J.D., Hitotsubashi University School of Law
		December 2009	Qualified as Attorney at Law
		January 2010	Joined Masuda & Partners Law Office
		June 2011	External Corporate Auditor, DeNA Co., Ltd.
		July 2011	Founded Iida Business Law Office (current)
		May 2013	External Director, Stats Investment Management Co., Ltd.
		March 2015	External Corporate Auditor, Archaea Energy Co., Ltd.
		July 2015	Supervisory Director, Ichigo Hotel (current)
		August 2015	Corporate Auditor, Nishi-Tokyo Recycle Center Co., Ltd. (current)
		June 2016	External Corporate Auditor, Medicare Life Insurance Co., Ltd. (current)
		February 2019	Auditor, Stats Investment Management Co., Ltd.
		June 2019	External Corporate Auditor, ExaWizards Inc. (current)
		April 2020	External Director, Archaea Energy Co., Ltd. (current)

Title	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Important Concurrent Positions	
Supervisory Director Candidate (New)	Ju Furuta (February 13, 1969)	October 1991 August 1999 June 2000 January 2001 December 2008 January 2011 June 2013 January 2017 April 2020 September 2021 January 2022 April 2024	Chuo Shinko Audit Corporation AGS Consulting Co., Ltd. (current) External Corporate Auditor, Nihon Housing Co., Ltd. (current) Head of MS1, AGS Consulting Co., Ltd. Partner, AGS Certified Tax Co. (current) Deputy Head of BS Division, AGS Consulting Co., Ltd. Auditor, OPTIMA Co.,Ltd. (current) Head of Nagoya Branch, AGS Consulting Co., Ltd. Auditor, Taketora Holdings, Co., Ltd. (current) Auditor, Maruhaku Holdings K.K. (current) Head of SC Division, AGS Consulting Co., Ltd. (current) Auditor, USC Limited (current)

The above Supervisory Director candidates do not have Ichigo Hotel shares and are not related parties of Ichigo Hotel or its asset management company. Masaru Iida currently serves as Supervisory Director.

(6) Proposal 6: Nomination of Hiromi Yamaguchi as Alternate Executive Director

To ensure the minimum number of Directors as required by law, Ichigo Hotel is proposing the election of Hiromi Yamaguchi as an Alternate Executive Director.

Under this proposal, pursuant to Article 19, Clause 4 of the AOI, the term of the Alternate Executive Director ends at the end of the term of the Executive Director nominated under Proposal 4.

The nomination of the Alternate Executive Director may be canceled by Ichigo Hotel's Board of Directors prior to the Director's appointment date.

Ichigo Hotel's Board of Directors approved this proposal on September 17, 2024.

Title	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Important Concurrent Positions	
Alternate Executive Director Candidate	Hiromi Yamaguchi (March 6, 1954)	April 1977	Tokyu Hotels International Corporation (Now Pan Pacific Hotels and Resorts)
		April 1984	Section Head of Operations & Development Division, Tokyu Hotels International Corporation
		April 1987	Seconded to Pan Pacific Properties Ltd. as Controller, Administration & Finance
		September 1989	Vice President & Financial Controller, Alpha U.S.A. Inc.
		May 1994	Assistant Controller, Sapporo Westin Hotel Tokyo
		April 1996	Director of Finance, Pan Pacific Yokohama
		January 2000	Assistant General Manager, Finance, People Innovation/Education, and Facilities Development & Maintenance, Pan Pacific Yokohama
		January 2005	Head of Accounting & Finance, Mandarin Oriental Tokyo K.K.
		July 2007	Director, Archon Hospitality K.K. (Now Abilitas Hospitality Co., Ltd.)
		October 2008	Chief Operating Officer, Archon Hospitality K.K.
		July 2015	Representative Director, Hospitality Directions Co., Ltd. (current)

The above Alternate Executive Director candidate does not have Ichigo Hotel shares and is not a related party of Ichigo Hotel or its asset management company.

(7) Proposal 7: Nomination of Takao Sakuma as Alternate Supervisory Director

To ensure the minimum number of Directors as required by law, Ichigo Hotel is proposing the election of Takao Sakuma as an Alternate Supervisory Director.

Under this proposal, pursuant to Article 19, Clause 4 of the AOI, the term of the Alternate Supervisory Director ends at the ends of the terms of the Supervisory Directors nominated under Proposal 5.

The nomination of the Alternate Supervisory Director may be canceled by Ichigo Hotel's Board of Directors prior to the Director's appointment date.

Title	Name (Date of Birth)	Career Summary, Positions, Responsibilities, and Important Concurrent Positions	
Alternate Supervisory Director Candidate	Takao Sakuma (May 4, 1987)	April 2010 August 2013 August 2016 July 2019 August 2021 August 2023	KPMG AZSA LLC Financial Services Qualified as Certified Public Accountant KPMG US New York Office Financial Services Manager, KPMG AZSA LLC Financial Services Senior Manager, Global Solutions Consulting Co., Ltd. Director, Global Solutions Consulting Co., Ltd. (current)

The above Alternate Supervisory Director candidate does not have Ichigo Hotel shares and is not a related party of Ichigo Hotel or its asset management company.

(8) Proposal 8: Appointment of Independent Auditor

In light of Ichigo Hotel's ongoing growth and pursuant to Article 26 of its AOI, Ichigo Hotel is proposing to change its Independent Auditor to Deloitte Touche Tohmatsu LLC (Deloitte), taking into account Deloitte's extensive experience and their proposed audit service fees.

This proposal was approved by Ichigo Hotel's Board of Directors on September 17, 2024.

Deloitte Touche Tohmatsu LLC		
Corporate History	May 1968	Established Tohmatsu Awoki & Co.
	May 1975	Joined Touche Ross International ("TRI") alliance
	October 1986	Merged with Sanwa & Co. (established in 1973) and changed company name to Tohmatsu Awoki & Sanwa
	April 1988	Merged with Marunouchi & Co. (established in 1968)
	October 1988	Merged with Nishikata Audit Corporation (established in 1969) and Sapporo Dai-ichi Kaikei Audit Corporation (established in 1976)
	February 1990	Merged with Mita Audit Corporation (DH&S-Japan established in June 1985) due to the merger of TRI with Deloitte Haskins & Sells ("DH&S") in the U.S.; Changed company name to Tohmatsu & Co.
	April 2001	Merged with SAN-AI Audit Corporation (established in May 1983)
	July 2002	Merged with Seiwa Audit Corporation (established in 1974)
	July 2009	Converted to a limited liability company and changed company name in English to Deloitte Touche Tohmatsu LLC
Paid-in Capital	JPY 1,173 million (as of February 29, 2024)	
Location	Marunouchi Nijubashi Building, Marunouchi 3-2-3, Chiyoda-ku, Tokyo	
Overview	<u>Details of Executives</u>	
	Number of Certified Public Accountants (CPAs): 480	
	Number of Other Executives: 61	
	<u>Details of Employees</u>	
	Number of CPAs: 2,514	
	Number of Employees who Have Passed the CPA Exam and Assistant CPAs: 1,236	
	Other Employees: 3,610	
	Number of Administrative Employees: 89	
	<u>Total Number of Executives & Employees</u>	
	7,990 (CPAs: 2,994)	

Ichigo Hotel's current independent auditor, Grant Thornton Taiyo LLC, will resign on October 26, 2024, due to the end of the contract term.

(Reference)

The Deemed Approval provision will not be applicable to any conflicting proposals, as stipulated under Article 93, Clause 1 of the Investment Trusts Act and Article 15, Clause 1 of the AOI, or any proposals stipulated under Article 15, Clause 3 of the AOI for which a minority shareholder meeting certain requirements submits a notice of opposition to Ichigo Hotel.

Ichigo Hotel has not received any notices of opposition from a minority shareholder regarding Proposals 1 to 8 for which Article 15, Clause 3 of the AOI is applicable.