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For Translation Purpose Only

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Notice Concerning Amendment of the Article of Incorporation and Appointment of Directors

MCUBS MidCity Investment Corporation (hereafter “MCUBS MidCity”) announces that, at a meeting of MCUBS MidCity’s board of directors held today, a resolution concerning amendment of the articles of incorporation and appointment of directors described below was approved to be submitted to the general meeting of unitholders, which will be held on June 2, 2017 as announced in The Nikkei on March 16, 2017. The following will become effective with approval at MCUBS MidCity’s 7th general meeting of unitholders on June 2, 2017.

1. Reasons for amendments

(1) Related to Article 9 and Article 17, Paragraph 2

In relation to the revision of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951, as amended; hereafter, the “Investment Trusts Act”), new establishment and amendment of provisions are being made as follows.

- a. A provision is being newly established in Article 9 to specify that a general meeting of unitholders of MCUBS MidCity shall be convened on March 4, 2019 and thereafter without delay, and subsequently on March 4 and thereafter without delay every two years, and from time to time when it is deemed necessary.
- b. A provision stipulating that, when convening a general meeting of unitholders, a public notice of its convocation shall be made at least two months prior to the date of the general meeting of unitholders, and a written notice or electronic notice pursuant to the law and regulations shall be sent to each unitholder at least two weeks prior to the said date; and a provision stipulating that a general meeting of unitholders to be held within 25 months after the most recent general meeting of unitholders that is held in accordance with the provision of the first sentence of Article 9, Paragraph 2 in the amendment proposal shall not require such public notice, are being newly established in Article 9.
- c. In order to specify that the terms of office of executive directors and supervisory directors may be extended or shortened to the extent permitted by laws and regulations with a resolution of the general meeting of unitholders, amendments are being made to Article 17, Paragraph 2 which is related to the matter.

(2) Related to Article 27, Paragraph 5

As requirements for an investment corporation to apply for special taxation measures have been changed as a result of the revision of the Ordinance for Enforcement of the Act on Special Measures Concerning Taxation (Ordinance of the Ministry of Finance No. 15 of 1957, as amended), provisions that are no longer necessary are being deleted.

Furthermore, in order to clarify that MCUBS MidCity shall be able to invest in shares, etc. of corporations holding overseas real estate (as defined in Article 221-2, Paragraph 1 of the Ordinance for Enforcement of the Act on Investment Trusts and Investment Corporations (Ordinance of the Prime Minister's Office No. 129 of 2000, as amended; hereafter, the “Investment Trust Act Enforcement Regulations”). The same applies hereinafter.), a provision is being newly established to stipulate that MCUBS MidCity may acquire outstanding shares or investments of corporations holding overseas real estate in excess of proportion as prescribed in the Investment Trust Act Enforcement Regulations.

(3) Related to Article 34, Paragraph 1, Items 1, 2 and 4

As for MCUBS MidCity's distribution policy, in regard to the definition of earnings as prescribed in Article 34, Paragraph 1, Item 1, amendments are being made to the same item in accordance with the Investment Trust Act.

In addition, as a result of revisions to the Ordinance on Accountings of Investment Corporations (Cabinet Office Ordinance No. 47 of 2006, as amended), the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, as amended), etc., measures to solve the difference in the accounting and taxation treatments at investment corporations (the discrepancy between taxation and accounting) have been taken. In light of this, amendments are being made to Item 2 of the same paragraph, which is related to the matter.

Furthermore, amendments to the wording of Item 4 of the same paragraph are being made to clarify the requirements for MCUBS MidCity to make cash distribution in excess of profits defined in the Investment Trusts Act.

(4) Related to Article 36, Paragraph 1, Items 1

In order to review the payment date of Management Fee I paid to the asset management company to which MCUBS MidCity entrusts management of its assets for leveling of cash flow, amendments are being made to the relevant provision.

(5) Related to Article 38, Paragraph 2, Item 1

In order to clarify that the cost related to issuance of investment corporation bonds and allotment of new investment unit subscription rights without contribution shall be paid by MCUBS MidCity, amendments are being made to the relevant provision.

(6) Other

Changes other than the above include adjustments to the organization of the articles and paragraphs of the Articles of Incorporation and amendments to the wording as necessary from such aspects as consistency with the indication in laws and regulations and other provisions of the Articles of Incorporation.

2. Appointment of Directors

Katsura Matsuo has requested to resign as executive director effective upon the conclusion of the General Meeting of Unitholders to be held on June 2, 2017. In addition, Haruo Kitamura and Osamu Ito have requested to resign as supervisory director effective upon the conclusion of the General Meeting of Unitholders in order to align the date of termination of term with that of the executive director. Therefore, MCUBS MidCity will submit proposals to appoint one executive director (candidate: Katsuhiko Tsuchiya) and two supervisory directors (candidates: Haruo Kitamura and Osamu Ito) to the General Meeting of Unitholders.

The proposal for resolution concerning the appointment of alternate executive director (candidate: Toyota Watanabe) and alternate supervisory director (candidate: Yonetaro Ori) who will serve in the absence of executive director and supervisory director or when the number of directors as prescribed in laws is insufficient will be resolved.

(1) Candidates for executive director and supervisory directors

Executive Director	Katsuhiko Tsuchiya (to be newly elected)
Supervisory Director	Haruo Kitamura (re-election)
Supervisory Director	Osamu Ito (re-election)

(2) Candidate for alternate executive director

Alternate Executive Director Toyota Watanabe

(Note) The abovementioned candidate for the position of alternate executive director is currently Senior Executive Officer at MCUBS MidCity Inc. He will be elected as a Director at the extraordinary shareholders' meeting of the asset management company to be held on June 1, 2017, and will thereafter be appointed as President & CEO at the meeting of the board of directors.

(3) Candidate for alternate supervisory director

Alternate Supervisory Director Yonetaro Ori

3. Schedule of General Meeting of Unitholders

April 21, 2017	Approval at the meeting of MCUBS MidCity's board of directors to submit the agenda to MCUBS MidCity's 7th general meeting of unitholders
May 12, 2017 (scheduled)	Mailing of "Notice of Convocation of the 6th General Meeting of Unitholders"
June 2, 2017 (scheduled)	The 7th general meeting of unitholders