

November 5, 2019

To all concerned parties:

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MCUBS MidCity Investment Corporation
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Notice Concerning Issuance of New Investment Units and
Secondary Offering of Investment Units

MCUBS MidCity Investment Corporation (hereafter “MCUBS MidCity”) announces today that it decided to issue new investment units and conduct a secondary offering of investment units, as follows.

1. Issuance of New Investment Units through Public Offering (Primary Offering)
 - (1) Total number of units to be offered 134,000 units
 - (2) Issue price (offer price) To be determined
The price shall provisionally be calculated by multiplying the closing price of the investment units of MCUBS MidCity (the “Investment Units”) in a regular trading session at the Tokyo Stock Exchange, Inc. (the “TSE”) on a date between November 13, 2019 (Wednesday) and November 18, 2019 (Monday) (the “Pricing Date”) (if the closing price is not available on such date, the closing price on the immediately preceding date) by a factor of 0.90 to 1.00 (amounts less than one yen to be rounded down), in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc. of Securities adopted by the Japan Securities Dealers Association, and then be determined at the board of directors’ meeting to be held on the Pricing Date.
 - (3) Total issue price (total offer price) To be determined
 - (4) Amount to be paid (issue value) To be determined
The amount shall be determined at the board of directors’ meeting to be held on the Pricing Date in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc. of Securities adopted by the Japan Securities Dealers Association.
 - (5) Total amount to be paid (total issue value) To be determined
 - (6) Method for offering The offering of the Investment Units shall be through a public offering (primary offering), purchased and underwritten in full by a group of underwriters (collectively referred to as the “Underwriters”). Some of the Investment Units to be offered above are being sold to overseas investors in overseas markets mainly consisting of Europe and Asia (excluding the United States and Canada).

Note: This press release provides information regarding MCUBS MidCity’s issuance of new investment units and secondary offering of investment units and is not prepared as an inducement or invitation for investment. Investors are advised to read Prospectus Concerning the Issue and Sale of New Investment Units and its corrections (if prepared) before making investment decisions, which are investors’ sole discretion and responsibility and are made at their own risk. This press release does not constitute an offer of securities in the United States of America. The investment units have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “Securities Act”). The investment units may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The investment units referred to above will not be publicly offered or sold in the United States.

- (7) Underwriting agreement The Underwriters shall pay the total amount to be paid (total issue value) in the public offering to MCUBS MidCity on the payment date stated in (10) below. The difference between the total issue price (total offer price) and the total amount to be paid (total issue value) shall be the proceeds of the Underwriters. MCUBS MidCity will pay no underwriting fee to the Underwriters.
- (8) Application unit One unit or more in multiples of one unit
- (9) Subscription period From the business day immediately following the Pricing Date to the day two business days after the Pricing Date
- (10) Payment date A date between November 19, 2019 (Tuesday) and November 22, 2019 (Friday). It shall be four business days after the Pricing Date.
- (11) Delivery date The business day following the payment date stated in (10) above.
- (12) Issue price (offer price), amount to be paid (issue value) and other items necessary for the issuance of new investment units, through public offering shall be determined at a future board of directors' meeting.
- (13) All of the matters in the above items are subject to the effectiveness of the Security Registration Statement under the Financial Instruments and Exchange Act taking effect.

2. Secondary Offering of Investment Units (Over-Allotment) (Please refer to <Reference Information>1. below.)

- (1) Number of investment units to be offered 7,000 units
The above-mentioned number indicates the maximum number of investment units to be offered through the secondary offering (over-allotment). There may be cases where this number is reduced or the secondary offering (over-allotment) itself is not conducted, depending on demand conditions of the public offering and other factors. The number of investment units to be offered through the secondary offering shall be determined at the board of directors' meeting to be held on the Pricing Date taking into account the demand conditions of the primary offering and other factors.
- (2) Seller A domestic underwriter
- (3) Offer price To be determined
The offer price shall be determined on the Pricing Date and shall be same as the issue price (offer price) for the primary offering.
- (4) Total offer price To be determined
- (5) Offering method In consideration of the demand and other factors of the primary offering, the administrative lead manager of the primary offering, shall offer the Investment Units (up to 7,000 units) borrowed from Mitsubishi Corporation ("Mitsubishi Corporation"), a unitholder of MCUBS MidCity.
- (6) Application unit One unit or more in multiples of one unit
- (7) Subscription period Same as the subscription period for the primary offering.
- (8) Delivery date The business day following the payment date for the primary offering.
- (9) If the primary offering is canceled, the secondary offering through over-allotment shall also be canceled.
- (10) The offer price and other items necessary for the secondary offering through over-allotment shall be determined at a future board of directors' meeting.
- (11) All of the matters in the above items are subject to the effectiveness of the Security Registration Statement under the Financial Instruments and Exchange Act taking effect.

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3. Issuance of new investment units through third-party allotment (Please refer to <Reference Information>1. below.)
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| (1) Number of investment units to be offered | 7,000 units |
| (2) Amount to be paid (Issue value) | To be determined
The amount to be paid (issue value) shall be determined at the board of directors' meeting to be held on the Pricing Date and shall be same as the amount to be paid (issue value) for the primary offering. |
| (3) Total amount to be paid (total issue value) | To be determined |
| (4) Allottees | A domestic underwriter |
| (5) Application unit | One unit or more in multiples of one unit |
| (6) Subscription period (Subscription date) | December 16, 2019 (Monday) |
| (7) Payment date | December 17, 2019 (Tuesday) |
| (8) Issuance of new investment units with no application for subscription on or before the subscription period (subscription date) described in (6) above shall be cancelled. | |
| (9) If the primary offering is canceled, the issuance of new investment units through third-party allotment shall also be canceled. | |
| (10) The amount to be paid (issue value) and other items necessary for the issuance of new investment units through third-party allotment shall be determined at a future board of directors' meeting. | |
| (11) All of the matters in the above items are subject to the effectiveness of the Security Registration Statement under the Financial Instruments and Exchange Act taking effect. | |

<Reference Information>

1. Details of the Secondary Offering (Over-Allotment)

Taking into account the demand and other factors upon the primary offering, the administrative lead manager of the primary offering (the "Administrative Lead Manager"), may implement a secondary offering of the Borrowed Investment Units (up to 7,000 units) (secondary offering through over-allotment) (as defined below) borrowed from Mitsubishi Corporation, a unitholder of MCUBS MidCity. The number of investment units to be offered in the secondary offering through over-allotment is 7,000 units which is the maximum amount. The number may decrease or the secondary offering through over-allotment itself may not take place at all, depending on the demand and other factors.

In order to allow the Administrative Lead Manager to acquire the Investment Units needed to return the investment units borrowed from a unitholder of MCUBS MidCity described above (the "Borrowed Investment Units") upon the secondary offering through over-allotment, MCUBS MidCity has resolved at its board of directors' meeting held on November 5, 2019 (Tuesday) to issue 7,000 units of the new Investment Units through third-party allotment (the "Third-Party Allotment"), to the Administrative Lead Manager as the allottee with the payment date on December 17, 2019 (Tuesday).

For the purpose of returning the Borrowed Investment Units, the Administrative Lead Manager may also purchase the Investment Units up to the number of units for the secondary offering (over-allotment) at the TSE (the "Syndicated Cover Transaction") during the period from the day following the close of the subscription period for the primary offering and the secondary offering (over-allotment) to December 11, 2019 (Wednesday) (the "Syndicated Cover Transaction Period"). All of the Investment Units purchased by the Administrative Lead Manager through the Syndicated Cover Transaction shall be used to return the Borrowed Investment Units. There may be

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cases in which the Administrative Lead Manager does not conduct the Syndicated Cover Transaction at all or ends the Syndicated Cover Transaction with the number of Investment Units that is smaller than the number of the Investment Units offered through the secondary offering (over-allotment), at its sole discretion during the Syndicated Cover Transaction Period.

Moreover, the Administrative Lead Manager may conduct stabilizing transactions in correlation with the primary offering and the secondary offering (over-allotment). The Investment Units purchased through such stabilizing transactions may be used, in whole or in part, to return the Borrowed Investment Units.

The Administrative Lead Manager intends to agree to the Third-Party Allotment to acquire the Investment Units for the number of the Investment Units obtained by subtracting the number of Investment Units that are purchased through the stabilizing transactions and the Syndicated Cover Transaction and used to return the Borrowed Investment Units from the number of the Investment Units for the secondary offering (over-allotment). As a result, there may be cases in which there will be no subscription to the Investment Units offered through the Third-Party Allotment in whole or in part, and accordingly the final number of the Investment Units issued through the Third-Party Allotment will decrease to that extent (the number of the Investment Units that are purchased through the stabilizing transactions and the Syndicated Cover Transaction and used to return the Borrowed Investment Units) due to forfeiture of rights, or such issuance itself will not take place at all.

Whether or not the secondary offering (over-allotment) will be conducted, and the number of units to be sold in the case where the secondary offering (over-allotment) is conducted, will be determined on the Pricing Date. In the case where the secondary offering (over-allotment) is not conducted, the above-mentioned borrowing of investment units by the Administrative Lead Manager from the unitholder of MCUBS MidCity will not be conducted. Therefore, the Administrative Lead Manager will not accept and will not subscribe for the Third-Party Allotment, and the issuance of investment units through the Third-Party allotment itself will not be conducted at all. In addition, the syndicate covering transactions on the TSE will not be conducted.

The Administrative Lead Manager shall conduct the transactions described above upon consultation with the other joint lead managing underwriters (including the Administrative Lead Manager, the "Joint Lead Managers").

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2. Changes in Number of Investment Units Issued and Outstanding after these Issuances of New Investment Units

Total number of Investment Units issued and outstanding at present	1,643,125 units
Number of new Investment Units to be issued through public offering	134,000 units
Total number of Investment Units issued and outstanding after new issuance through public offering	1,777,125 units
Number of new Investment Units to be issued through the Third-Party Allotment	7,000 units ^(Note)
Total number of Investment Units issued and outstanding after the Third-Party Allotment	1,784,125 units ^(Note)

Note: The number is on the assumption that the Administrative Lead Manager subscribes to all the Investment Units to be issued through the Third-Party Allotment and all such units are issued.

3. Purpose of and Reason for the Issuance

Having considered the market trend and the level of distribution per unit, MCUBS MidCity has decided to issue new investment units for the purpose of improving earnings potential of the portfolio through acquisition of new specified assets (as defined in Article 2, paragraph 1 of Act on Investment Trusts and Investment Corporations; the same hereinafter) and further reinforcing/stabilizing the financial base.

4. Total Amount to be Procured, Use of Proceeds and Scheduled Expenditure Date

(1) Total amount to be procured (approximate net proceeds of MCUBS MidCity)

15,930,000,000 yen (maximum)

Note: The above-mentioned amount represents the sum of 15,140,000,000 yen as net proceeds MCUBS MidCity will receive from the primary offering and the maximum amount of the net proceeds of 790,000,000 yen MCUBS MidCity will receive from the Third-Party Allotment. Moreover, the amount is an estimate calculated on the basis of the closing price of the Investment Unit in a regular trading session at the TSE as of October 3, 2019 (Thursday).

(2) Specific use of proceeds and scheduled expenditure date

The proceeds MCUBS MidCity will receive from the primary offering will be used for part of the funds for the acquisition of new specified assets described in “Notice Regarding Acquisition and Leasing of Trust Beneficiary Interests in Domestic Real Estates (Acquisition of Two Office Properties and One Hotel Property)” separately announced today. Furthermore, the proceeds MCUBS MidCity will receive from issuance of new investment units through the Third-Party Allotment will be deposited at financial institutions until expenditure and be used for future acquisition of specified assets, etc.

5. Designation of the Allottee

Not applicable.

6. Outlook

Please refer to “Notice Regarding Revision of Business Outlook and Distributions Forecast for the 27th Period Ending December 31, 2019 and the 28th Period Ending June 30, 2020” separately announced today.

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7. Lock-up

- (1) Concerning the primary offering, Mitsubishi Corporation has reached an agreement with the Joint Lead Managers to the effect that, without the prior written consent of the Joint Lead Managers, no sale, etc. of the Investment Units (provided, however, that this shall exclude lending, etc. of the Investment Units accompanying the secondary offering through over-allotment) shall be conducted during the period beginning on the Pricing Date and ending on the date that is the 180th day after the concerned offering's delivery date.
- (2) Concerning the primary offering, MCUBS MidCity has reached an agreement with the Joint Lead Managers to the effect that, without the prior written consent of the Joint Lead Managers, no issuance, etc. of the Investment Units (provided, however, that this shall exclude issuance, etc. of new investment units accompanying primary offering, the Third-Party Allotment and split of investment units) shall be conducted during the period beginning on the Pricing Date and ending on the date that is the 90th day after the concerned offering's delivery date.
- (3) In the event of the above (1) and (2), the Joint Lead Managers have the rights to cancel the agreed matters in part or in whole, or to shorten the period limitation, at their discretion.

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