

[For Information Purpose Only.
The Japanese language press release should be referred to as the original.]

November 19, 2024

To All Concerned Parties

Name of REIT Issuer:

Invincible Investment Corporation
Naoki Fukuda, Executive Director
(Securities code: 8963)

Asset Manager:

Consonant Investment Management Co., Ltd.
Naoki Fukuda, President & CEO
Contact: Jun Komo
General Manager of Planning Department
(Tel. +81-3-5411-2731)

Notice concerning Amendments of Articles of Incorporation and Appointment of Directors

Invincible Investment Corporation (“INV”) hereby announces that the Board of Directors resolved at its meeting held today to propose the following agenda for partial amendments of Articles of Incorporation and appointment of directors at the 22nd general meeting of unitholders (the “General Unitholders Meeting”) scheduled to be held on December 19, 2024. Details are as follows. The agenda explained below shall take effect with its approval by the General Unitholders Meeting stated above.

Details

1. Main Contents and Reason for Amendments of Articles of Incorporation

- (1) In light of the fact that the total number of investment units issued and outstanding is approaching the total number of investment units authorized to be issued, the total number of investment units authorized to be issued is to be increased in advance in case the total number of investment units issued and outstanding further increases as a result of future issuance of new investment units. (Matters related to Article 6, Paragraph 1)
- (2) The minutes of general unitholders meetings and the minutes of the board of directors’ meetings will be made available as electromagnetic records, and the minutes of the board of directors’ meetings will be made available for electronic signatures, for the purpose of streamlining and improving administrative efficiency, and establishing a flexible management system. (Matters related to Article 27 and Article 35)
- (3) With the consent of Consonant Investment Management Co., Ltd, the asset management company (the “Asset Manager”), the asset management fees for the period from January

This English language notice is a translation of the Japanese-language notice released on November 19, 2024 and was prepared solely for the convenience of, and reference by, non-Japanese investors. It is not intended as an inducement or solicitation for investment. We caution readers to undertake investment decisions based on their own investigation and responsibility. This translation of the original Japanese-language notice is provided for informational purposes only, and no warranties or assurances are given regarding the accuracy or completeness of this English translation. Readers are advised to read the original Japanese-language notice. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail in all respects.

2013 to December 2024 have been reduced. The Investment Corporation has further obtained the consent of the Asset Manager to reduce the amount of asset management fees for the period from January 2025 to December 2025 to an amount which is lower than the amount that would be applicable if such reduction were not made, but higher than the amount that was applied for the period from January 2024 to December 2024 so that the amount of asset management fees are appropriate considering the expansion of the Investment Corporation's asset size, profit level and other factors resulting from its internal and external growth. Accordingly, the Investment Corporation will amend the standards concerning the amount and payment of the asset management fees for the period from January 2025 to December 2025. (Matters related to Article 41 and the Supplementary Provision.)

In addition, with the aim of setting the asset management fee to an appropriate amount, INV and the asset management company regularly review the amount of the asset management fee and the standards for payment. Regarding the asset management fee for January 2026 onward, INV plan to discuss with the asset management company so that it will be an appropriate amount in light of the future management situation.

- (4) The change is intended to clarify the scope of assets subject to acquisition fees paid by the Investment Corporation to its asset manager. (Matters related to Article 41)
- (5) The change is intended to clarify the scope of assets subject to disposition fees and the payment terms of disposition fees. The Investment Corporation invests in the specified assets stipulated in Article 11 of the current Articles of Incorporation. In the event that the Investment Corporation disposes the specified assets, works that its asset manager conducts are not limited to those relevant to the disposition of the specified assets, but might involve those relevant to the disposition of the assets underlying the specified assets (hereinafter referred to as "Underlying Assets") and the assets invested accompanying or in conjunction with the specified assets (hereinafter referred to as "Relevant Assets"). As such, income to the Investment Corporation is generated by the disposition not only of the specified assets but also of the Underlying Assets or the Relevant Assets. Thus, the change is to stipulate that not only the principal amount of the investment but also the income from the disposition of the Underlying Assets or the Relevant Assets are included in the amount subject to the calculation of the disposition fees. (Matters related to Article 41)
- (6) The change is to stipulate that, in the event of a merger between the Investment Corporation and another investment corporation, where its asset manager conducts services such as investigation and evaluation of the assets held by such other investment corporation, the Investment Corporation pays its asset manager a merger fee calculated based on the appraisal value of the real estate and the real estate-backed securities held by such other investment corporation. (Matters related to Article 41)
- (7) In addition to the above, there will be some formal changes such as corrections of wording and clarification of references to provisions. (Matters related to Article 11, Paragraph 3 and Article 17)

2. Appointment of directors

In order to adjust the term of office considering that pursuant to the Articles of Incorporation, the term of office of the directors shall be not more than two years from their respective election, and therefore if elected at the General Unitholders Meeting, the term of office of the directors will be two years commencing on December 19, 2024, executive director Naoki Fukuda and supervisory director Yoshihiro Tamura and Marika Nagasawa represented their intention to temporarily resign from such position as of the closing of the General Unitholders Meeting. Therefore, INV will propose the new appointment of one executive director and two supervisory directors to be appointed on December 19, 2024.

In addition, with respect to the agenda for the appointment of Naoto Ichiki and Christopher Reed, as substitute executive directors, INV will propose the new appointment of two substitute executive directors, in order to be prepared for the event the number of executive directors falls below the number of executive directors as prescribed by the relevant laws and regulations. If this proposal is approved, the order of priority for the appointment of executive director shall be as follows: Naoto Ichiki as the first priority and Christopher Reed as the second priority.

- (1) Candidate for executive director
Naoki Fukuda (current position) (Note 1)
- (2) Candidates for supervisory directors
Yoshihiro Tamura (current position), *Marika Nagasawa* (current position)
- (3) Candidate for substitute executive director
Naoto Ichiki (current position) (Note 2), *Christopher Reed* (new position) (Note 3)

(Note 1) The executive director candidate above is the representative director of Consonant Investment Management Co., Ltd., with whom INV has been entering into the relevant asset management agreement.

(Note 2) Naoto Ichiki, the substitute executive director candidate above, is the chairman and director and head of the new REIT preparation office of Consonant Investment Management Co., Ltd., with whom INV has been entering into the relevant asset management agreement.

(Note 3) The substitute executive director candidate above is the director of Consonant Investment Management Co., Ltd., with whom INV has been entering into the relevant asset management agreement.

3. Schedule of 22st General Unitholders Meeting

November 19, 2024	Meeting of the board of directors to approve agenda to be submitted at the 22 nd General Unitholders Meeting
December 3, 2024	Convocation Notice for the 22 nd General Unitholders Meeting will be sent (planned)
December 19, 2024	22 nd General Unitholders Meeting will be held (planned)

<Attachment>

Convocation Notice for the 22nd General Unitholders Meeting

Website of INV: <https://www.invincible-inv.co.jp/en/>

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(Securities Code: 8963)
(Date of Distribution)
December 3, 2024
(Date of Commencement of Electronic Delivery Measures)
November 27, 2024

To Our Unitholders

Roppongi Hills Mori Tower
6-10-1, Roppongi, Minato-ku, Tokyo
Invincible Investment Corporation
Naoki Fukuda, Executive Director

Convocation Notice for the 22nd General Unitholders Meeting

Invincible Investment Corporation (“Investment Corporation”) hereby notifies you of the 22nd general unitholders meeting for the Investment Corporation to be held as set out below.

You can exercise your voting rights by mailing the voting form enclosed hereto in advance to the general unitholders meeting, instead of attending the meeting in person. In case you exercise your voting rights in writing, please refer to the reference documents for the 22nd general unitholders meeting attached hereto, fill out your vote in favor of or against the proposal on the voting form enclosed and return the voting form to us so that we may receive it by 5:30 pm on December 18, 2024 (Wednesday).

Pursuant to Paragraphs 1 and 3 of Article 93 of the Act on Investment Trusts and Investment Corporations, the Investment Corporation has set forth the provisions regarding “Deemed Affirmative Vote” in Article 25 of the Articles of Incorporation set out below. Accordingly, if you are unable to attend the general unitholders meeting and do not exercise voting rights by means of the voting form (including the case where your voting form does not reach us by 5:30 p.m. on December 18, 2024 (Wednesday)), except as provided in Paragraph 2 of the same Article of the Articles of Incorporation, you will be deemed to have voted in favor of each of the proposals at such general unitholders meeting. We would appreciate your understanding.

(Excerpt from the Articles of Incorporation of the Investment Corporation)
Article 25 Deemed Affirmative Vote

1. If a unitholder neither attends a general unitholders meeting nor exercises his or her voting rights, such unitholder shall be deemed to have voted affirmatively for the proposal submitted to the general unitholders meeting (in cases where more than one proposal has been submitted and they include conflicting proposals, excluding all of those conflicting proposals).
2. Notwithstanding the provisions of the preceding paragraph, the provisions concerning deemed affirmative vote in the preceding paragraph shall not be applicable to the resolutions of the proposals concerning any of the following items:
 - (1) Dismissal of executive director or supervisory director
 - (2) Consent to the termination of the asset management agreement by the Asset Manager
 - (3) Termination of the asset management agreement by the Investment Corporation
 - (4) Amendment to the Articles of Incorporation (which shall be limited to the addition, amendment or abolition of the provisions related to deemed affirmative vote); and
 - (5) Dissolution of the Investment Corporation
3. The number of voting rights held by unitholders that are deemed to have voted affirmatively to the proposal pursuant to Paragraph 1 shall be included in the number of voting rights held by the unitholders in attendance at the general unitholders meeting.

In convening the general unitholders meeting, we take electronic delivery measures to provide the information contained in the reference documents, etc. for the general unitholders meeting (the matters subject to electronic delivery measures). The matters subject to electronic delivery measures are posted as “Convocation Notice for the 22nd General Unitholders Meeting” on our website. Please access our website given below to review such information. Please note that hard copies of reference

documents, etc. for the general unitholders meeting are sent to all unitholders, regardless of whether or not they have requested the delivery of hard copies.

The Investment Corporation's website

<https://www.invincible-inv.co.jp/ir/meeting.html>

In addition to the website given above, the matters subject to electronic delivery measures are also posted on the Tokyo Stock Exchange (TSE) website. You can access the information via the TSE website by visiting the website given below (Listed Company Search), entering issuer name (Invincible Investment Corporation) or securities code (8963) to run a search, and then choosing "Basic Information," "Documents for Public Inspection/PR Information" and "Notice of General Unitholders Meeting/Informational Materials for a General Unitholders Meeting."

TSE website (Listed Company Search)

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

Details

- 1. Date and Time:** December 19, 2024 (Thursday) 10:00 a.m.
(reception will open at 9:30 a.m.)
- 2. Venue:** Bellesalle Roppongi Grand Conference Center, Room C+D+E
Sumitomo Fudosan Roppongi Grand Tower, 9th Floor
3-2-1, Roppongi, Minato-ku, Tokyo

Please refer to the "Access Map to the Venue of the General Unitholders Meeting" attached at the end of this notice.

3. Meeting Agenda:

Matters to be Resolved

Proposal No. 1 Partial Amendment to Articles of Incorporation

Proposal No. 2 Appointment of One (1) Executive Director

Proposal No. 3 Appointment of Two (2) Substitute Executive Directors

Proposal No. 4 Appointment of Two (2) Supervisory Directors

-End-

(Requests / Information)

- ◎ For those attending the meeting, please kindly submit the enclosed voting form to the reception at the venue.
- ◎ If you return the voting form to us instead of attending the meeting and do not indicate your approval or disapproval of each proposal on the returned voting form, we will treat it as an indication of your approval.
- ◎ If you are to exercise your voting rights by proxy, you may appoint one (1) unitholder having voting rights and have him/her attend the general unitholders meeting as your proxy pursuant to the Article of Incorporation of the Investment Corporation. In such case, the proxy shall submit a document evidencing his/her authority of a proxy together with your voting form, as well as his/her voting form at the reception desk. Please also note only unitholders having voting rights are allowed to attend the general unitholders meeting, and that any other persons including a person acting as a proxy that is not a unitholder or a guest of a unitholder may not attend the general unitholders meeting.
- ◎ Method of notification in the case of amendment to the reference documents for the general unitholders meeting:
Please note that, if the Investment Corporation needs to amend matters subject to electronic delivery measures for the general unitholders meeting, such amendment will be posted on the Investment Corporation's website (<https://www.invincible-inv.co.jp/>) and TSE website.
- ◎ Following the general unitholders meeting, Consonant Investment Management Co., Ltd., the Investment Corporation's asset management company, will hold an "Asset Management Briefing" at the same venue. Those attending the general unitholders meeting are cordially invited to the briefing.
- ◎ We will not provide any gifts for unitholders who attend the general unitholders meeting. We would appreciate your understanding.

Reference Documents for the General Unitholders Meeting

Proposal and Reference Matter

Proposal No. 1 Partial Amendment to Articles of Incorporation

1. Outline of Proposal and Reasons for Amendment

- (1) In light of the fact that the total number of investment units issued and outstanding is approaching the total number of investment units authorized to be issued, the total number of investment units authorized to be issued is to be increased in advance in case the total number of investment units issued and outstanding further increases as a result of future issuance of new investment units. (Matters related to Article 6, Paragraph 1)
- (2) The minutes of general unitholders meetings and the minutes of the board of directors' meetings will be made available as electromagnetic records, and the minutes of the board of directors' meetings will be made available for electronic signatures, for the purpose of streamlining and improving administrative efficiency and establishing a flexible management system. (Matters related to Article 27 and Article 35)
- (3) With the consent of Consonant Investment Management Co., Ltd, the asset management company (the "Asset Manager"), the asset management fees for the period from January 2013 to December 2024 have been reduced. The Investment Corporation has further obtained the consent of the Asset Manager to reduce the amount of asset management fees for the period from January 2025 to December 2025 to an amount which is lower than the amount that would be applicable if such reduction were not made, but higher than the amount that was applied for the period from January 2024 to December 2024 so that the amount of asset management fees are appropriate considering the expansion of the Investment Corporation's asset size, profit level and other factors resulting from its internal and external growth. Accordingly, the Investment Corporation will amend the standards concerning the amount and payment of the asset management fees for the period from January 2025 to December 2025. (Matters related to Article 41 and the Supplementary Provision.)
- (4) The change is intended to clarify the scope of assets subject to acquisition fees paid by the Investment Corporation to its asset manager. (Matters related to Article 41)
- (5) The change is intended to clarify the scope of assets subject to disposition fees and the payment terms of disposition fees. The Investment Corporation invests in the specified assets stipulated in Article 11 of the current Articles of Incorporation. In the event that the Investment Corporation disposes the specified assets, works that its asset manager conducts are not limited to those relevant to the disposition of the specified assets, but might involve those relevant to the disposition of the assets underlying the specified assets (hereinafter referred to as "Underlying Assets") and the assets invested accompanying or in conjunction with the specified assets (hereinafter referred to as "Relevant Assets"). As such, income to the Investment Corporation is generated by the disposition not only of the specified assets but also of the Underlying Assets or the Relevant Assets. Thus, the change is to stipulate that not only the principal amount of the investment but also the income from the disposition of the Underlying Assets or the Relevant Assets are included in the amount subject to the calculation of the disposition fees. (Matters related to Article 41)
- (6) The change is to stipulate that, in the event of a merger between the Investment Corporation and another investment corporation, where its asset manager conducts services such as investigation and evaluation of the assets held by such other investment corporation, the Investment Corporation pays its asset manager a merger fee calculated based on the appraisal value of the real estate and the real estate-backed securities held by such other investment corporation. (Matters related to Article 41)
- (7) In addition to the above, there will be some formal changes such as corrections of wording and clarification of references to provisions. (Matters related to Article 11, Paragraph 3 and Article 17)

2. Content of Amendment

The Investment Corporation will amend part of the existing Articles of Incorporation as follows.

(The amended portions are underlined.)

Existing Articles of Incorporation	Proposed Amendment
Chapter II Investment Units	Chapter II Investment Units
<p>Article 6 Total Number of Investment Units Authorized to be Issued</p> <p>1. The total number of investment units of the Investment Corporation authorized to be issued is <u>10</u> million units. (Omitted below.)</p>	<p>Article 6 Total Number of Investment Units Authorized to be Issued</p> <p>1. The total number of investment units of the Investment Corporation authorized to be issued is <u>20</u> million units. (No Change below.)</p>
Chapter IV Calculation	Chapter IV Calculation
<p>Article 17 Policy on the Distribution of Funds</p> <p>The Investment Corporation shall make distributions of funds to unitholders or to recorded pledgees of investment units registered or recorded in the last registry of unitholders on each Closing Date in accordance with the policy set forth below:</p> <p>(1) (Omitted)</p> <p>(2) The amount of distributions shall, in principle, be an amount determined by the Investment Corporation (but shall not, in any case, be greater than the Distributable Amount), which shall exceed 90% of the distributable profit (hereinafter referred to as the “Distributable Profit”) (however, if there is a change in the method of calculation due to amendments to laws and regulations, then the amount as calculated after such change), as defined in Article 67-15 of the Special Taxation Measures Act; provided, however, that if any tax losses arise or if no profits have been recorded for tax purposes due to tax losses carried forward, the foregoing shall not apply and the amount of distribution shall be an amount reasonably determined by the Investment Corporation.</p> <p>Furthermore, the Investment Corporation may set aside funds for long-term repair reserves, reserves for payment, reserves for distribution and similar reserves and provisions, which are necessary to maintain or increase the value of its assets. (Omitted below.)</p>	<p>Article 17 Policy on the Distribution of Funds</p> <p>The Investment Corporation shall make distributions of funds to unitholders or to recorded pledgees of investment units registered or recorded in the last registry of unitholders on each Closing Date in accordance with the policy set forth below:</p> <p>(1) (No Change)</p> <p>(2) The amount of distributions shall, in principle, be an amount determined by the Investment Corporation (but shall not, in any case, be greater than the Distributable Amount), which shall exceed 90% of the distributable profit (hereinafter referred to as the “Distributable Profit”) (however, if there is a change in the method of calculation due to amendments to laws and regulations, then the amount as calculated after such change), as defined in Article 67-15, <u>Paragraph 1</u> of the Special Taxation Measures Act; provided, however, that if any tax losses arise or if no profits have been recorded for tax purposes due to tax losses carried forward, the foregoing shall not apply and the amount of distribution shall be an amount reasonably determined by the Investment Corporation.</p> <p>Furthermore, the Investment Corporation may set aside funds for long-term repair reserves, reserves for payment, reserves for distribution and similar reserves and provisions, which are necessary to maintain or increase the value of its assets. (No Change below.)</p>

Existing Articles of Incorporation	Proposed Amendment
Chapter V General Unitholders Meeting	Chapter V General Unitholders Meeting
<p>Article 27 General Unitholders Meeting Minutes</p> <p>Regarding the proceedings of a general unitholders meeting, minutes shall be prepared that set forth an overview of the course of the proceedings, the results thereof, and any other matters prescribed by laws and regulations. The minutes prepared shall be maintained at the head office of the Investment Corporation for ten years.</p>	<p>Article 27 General Unitholders Meeting Minutes</p> <p>Regarding the proceedings of a general unitholders meeting, minutes shall be prepared that set forth <u>or record</u> an overview of the course of the proceedings, the results thereof, and any other matters prescribed by laws and regulations. The minutes prepared shall be maintained at the head office of the Investment Corporation for ten years.</p>
Chapter VI Executive Directors, Supervisory Directors and Board of Directors	Chapter VI Executive Directors, Supervisory Directors and Board of Directors
<p>Article 35 Board of Directors' Meeting Minutes</p> <p>Regarding the proceedings of the board of directors, the chairperson shall prepare the minutes that set forth an overview of the course of the proceedings and the results thereof and any other matters prescribed by laws and regulations, and the Directors present at such meeting shall sign their names <u>or</u> affix their names and seals thereon. The minutes prepared shall be maintained at the head office of the Investment Corporation for ten years.</p>	<p>Article 35 Board of Directors' Meeting Minutes</p> <p>Regarding the proceedings of the board of directors, the chairperson shall prepare the minutes that set forth <u>or record</u> an overview of the course of the proceedings and the results thereof and any other matters prescribed by laws and regulations, and the Directors present at such meeting shall sign their names, affix their names and seals, <u>or electronically sign</u> thereon. The minutes prepared shall be maintained at the head office of the Investment Corporation for ten years.</p>

Existing Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter VIII Asset Manager, Asset Custodian and Administrative Agent</p>	<p style="text-align: center;">Chapter VIII Asset Manager, Asset Custodian and Administrative Agent</p>
<p>Article 41 Standards for Amount and Payment of Asset Management Fees to Asset Manager</p>	<p>Article 41 Standards for Amount and Payment of Asset Management Fees to Asset Manager</p>
<p>The standards for the amounts of the asset management fees to be paid to the Asset Manager shall consist of a management fee, acquisition fee <u>and</u> disposition fee and the amounts or calculation methods thereof and time of payment of such fees shall be specifically stated below:</p> <p>Asset Management Fee:</p> <p>The Investment Corporation shall pay the amounts in (1) and the sum of the amounts in (2) below every half accounting period within six months after the last day of each of the relevant half accounting periods.</p> <p>(1) With respect to the period in and after January <u>2024</u> to December <u>2024</u>, as the fees for every half accounting period (three months), an amount not exceeding the lower of either (A) the amount calculated by multiplying the total amount of the relevant assets recorded as of the end of the relevant half accounting period by 0.4%, and then dividing by 4 (disregarding any amounts less than one yen) or (B) <u>225,000,000 yen</u>; and</p> <p>(2) With respect to the period in and after January <u>2025</u>, as the monthly fees, the higher of either (A) the amount calculated by multiplying the total amount of the relevant assets recorded as of the end of each relevant month by 0.4%, and then dividing by 12 (disregarding any amounts less than one yen) or (B) 25,000,000 yen.</p>	<p>The standards for the amounts of the asset management fees to be paid to the Asset Manager shall consist of a management fee, acquisition fee, <u>disposition fee, and merger fee</u>, and the amounts or calculation methods thereof and time of payment of such fees shall be specifically stated below:</p> <p>Asset Management Fee:</p> <p>The Investment Corporation shall pay the amounts in (1) and the sum of the amounts in (2) below every half accounting period within six months after the last day of each of the relevant half accounting periods.</p> <p>(1) With respect to the period in and after January <u>2025</u> to December <u>2025</u>, as the fees for every half accounting period (three months), an amount not exceeding the lower of either (A) the amount calculated by multiplying the total amount of the relevant assets recorded as of the end of the relevant half accounting period by 0.4%, and then dividing by 4 (disregarding any amounts less than one yen) or (B) <u>275,000,000 yen</u>; and</p> <p>(2) With respect to the period in and after January <u>2026</u>, as the monthly fees, the higher of either (A) the amount calculated by multiplying the total amount of the relevant assets recorded as of the end of each relevant month by 0.4%, and then dividing by 12 (disregarding any amounts less than one yen) or (B) 25,000,000 yen.</p>

Existing Articles of Incorporation	Proposed Amendment
<p>Acquisition Fee:</p> <p>If the Investment Corporation acquires any Real Estate, etc., <u>and other assets, including trust beneficiary interests, which are backed by any Real Estate, etc.,</u> which are targeted for asset investment, the Investment Corporation shall pay an amount not exceeding 0.5% of the amount contributed by the Investment Corporation among the purchase price thereof (excluding an amount equivalent to the consumption tax thereon relevant to the building) within three months from the end of the month in which the date of acquisition of such assets falls.</p>	<p>Acquisition Fee:</p> <p>If the Investment Corporation acquires any Real Estate, etc. <u>or Real Estate-Backed Securities,</u> which are targeted for asset investment, the Investment Corporation shall pay an amount not exceeding 0.5% of the amount contributed by the Investment Corporation among the purchase price thereof (excluding an amount equivalent to the consumption tax thereon relevant to the building) within three months from the end of the month in which the date of acquisition of such assets falls.</p>

Existing Articles of Incorporation	Proposed Amendment
<p>Disposition Fee:</p> <p>If the Investment Corporation disposes of any Real Estate, etc., <u>and other assets, including trust beneficiary interests, which are backed by any Real Estate, etc.,</u> which are targeted for asset investment, the Investment Corporation shall pay an amount not exceeding 0.5% of the <u>amount received by the Investment Corporation among</u> disposition price thereof (excluding an amount equivalent to the consumption tax thereon relevant to the building) within three months <u>from</u> the end of the month in which the date of disposition of such assets falls.</p>	<p>Disposition Fee:</p> <p>If the Investment Corporation disposes of any <u>Specified Assets defined in Article 11, Paragraph 1 (meaning the Real Estate, etc., and the Real Estate-Backed Securities), or any Specified Assets defined in Paragraphs 2 or any assets defined in Paragraph 3 of the same Article invested accompanying or in conjunction with the Specified Assets defined in Article 11, Paragraph 1</u> which are targeted for asset investment (<u>hereinafter referred to as “Disposed Assets”</u>) (<u>including but not limited to when any assets underlying these assets are disposed of</u>), the Investment Corporation shall pay an amount not exceeding 0.5% of the disposition price thereof (excluding an amount equivalent to the consumption tax thereon relevant to the building; <u>hereinafter the same shall apply.</u> <u>For the avoidance of any doubt, in the event that the assets underling these assets are disposed of, the disposition price means the principal amount of the investment and the profits, etc. thereof (meaning dividends and other distributions other than the principal amount of the investment, which does not include any amounts reasonably calculated to have been collected by the Investment Corporation irrespective of whether or not such disposition of assets is made; hereinafter the same shall apply) collected by the Investment Corporation (hereinafter referred to as the “Amount Received by the Investment Corporation”</u>)). This amount shall be paid within three months <u>after</u> the end of the month in which the date of disposition of such assets falls (<u>provided however that in the event that the assets underlying these assets are disposed of, within three months after the end of the month in which the date when the Amount Received by the Investment Corporation is received by the Investment Corporation falls</u>). For the avoidance of any doubt, if the Investment Corporation does not gain any profit from the subject disposition, no disposition fee shall be generated therefrom.</p>

Existing Articles of Incorporation	Proposed Amendment
(New)	<p><u>Merger Fee:</u></p> <p><u>If the Investment Corporation is merged with another investment corporation (including by way of either incorporation-type mergers (<i>sinsetsu-gappei</i>) or absorption-type mergers (<i>kyushu-gappei</i>) in which the Investment Corporation becomes either the surviving corporation or the absorbed corporation after the merger; hereinafter the same shall apply), where the Asset Manager conducts services in respect of such merger such as investigating and evaluating the assets held by such other investment corporation and other matters and thereafter the merger becomes effective, the Investment Corporation shall pay an amount not exceeding 0.5% of the appraised value (at the time of the merger) of the Real Estate, etc. and the Real Estate-Backed Securities held by such other investment corporation at the time of the merger (disregarding any amounts less than one yen). This amount shall be paid within three months after the effective date of such merger.</u></p>
Supplementary Provision	Supplementary Provision
The amendment concerning the asset management fee prescribed in Article 41 shall come into effect as of January 1, <u>2024</u> .	The amendment concerning the asset management fee prescribed in Article 41 shall come into effect as of January 1, <u>2025</u> .

Proposal No. 2 Appointment of One (1) Executive Director

In order to adjust the term of office considering that pursuant to the Articles of Incorporation of the Investment Corporation, the term of office of the executive director shall be not more than two years from their respective election, and therefore if elected at this general unitholders meeting, the term of office of the executive director will be two years commencing on December 19, 2024, Naoki Fukuda, the executive director, represented his intention to temporarily resign from such position as of the closing of this general unitholders meeting and therefore the Investment Corporation will hereby propose the new appointment of one (1) executive director. In this proposal, the term of office of the executive director will be two years commencing December 19, 2024, pursuant to Article 30, Paragraph 1 of the Articles of Incorporation of the Investment Corporation.

This proposal has been submitted according to the unanimous agreement of the supervisory directors at the board of directors meeting held on November 19, 2024.

The executive director candidate is as follows.

Name (Date of Birth)	Career Summary, Status of Significant Concurrent Positions and Position and Responsibility in the Investment Corporation	Number of Investment Corporation Units Held
Naoki Fukuda (Born on July 23, 1962)	Apr. 1985 Joined The Dai-ichi Mutual Life Insurance Company (current name: The Dai-ichi Life Insurance Company, Limited) Apr. 1998 Seconded to Dai-ichi Life Capital Properties, Inc. as President Apr. 2000 Manager, Investment Affiliated Enterprises Department of The Dai-ichi Mutual Life Insurance Company Apr. 2004 Deputy General Manager, Real Estate Department, Real Estate Planning Group of the same Apr. 2006 Seconded to Dai-ichi Life International (U.S.A.), INC. as President Apr. 2008 Seconded to Japan Excellent Asset Management Co., Ltd. as a Director and Manager of the Real Estate Investment Division Apr. 2011 Seconded to SOHGO HOUSING CO., Ltd. as an Executive Officer Apr. 2012 Joined Prologis, Inc. as a Senior Vice President and Finance Director, Asia Apr. 2013 Joined Fortress Real Estate (Asia) GK (current name: Fortress Investment Group (Japan) GK) as a Managing Director Apr. 2013 Advisor, Consonant Investment Management Co., Ltd. May 2013 Seconded to Calliope Godo Kaisha May 2013 Seconded to Consonant Investment Management Co., Ltd. as President and CEO (current position) Jun. 2013 Executive Director of Invincible Investment Corporation (current position)	0

Notes:

1. Naoki Fukuda, the executive director candidate above, is the representative director of Consonant Investment Management Co., Ltd., with whom the relevant asset management agreement was executed by the Investment Corporation. Other than the above, there is no special interest between the candidate and the Investment Corporation.
2. The executive director candidate above is currently serving as the executive director of the Investment Corporation and managing the whole business of the Investment Corporation.
3. The Investment Corporation has entered into a director and other officer liability insurance contract with an insurance company as stipulated in Article 116-3, Paragraph 1 of the Act on Investment Trusts and Investment Corporations. The liability insurance contract covers, up to certain coverage, the loss that is the damages and litigation expenses, incurred by the insured party as a consequence of being claimed for payment of the damages due to the actions taken by the insured party in connection with its duties as a director of the Investment Corporation. The above executive director candidate is currently counted as the insured party of the subject liability insurance contract as the existing executive director, and will continue to be counted as the insured party of the relevant liability insurance contract in the event he assumes the office of executive director under this proposal. In addition, when the contract term of the subject insurance contract expires, the Investment Corporation will re-execute a contract having the same terms and conditions as the current contract.

Proposal No. 3 Appointment of Two (2) Substitute Executive Directors

In order to be prepared for the event in which the number of the Investment Corporation’s executive directors falls below the number required by laws and regulations, the Investment Corporation will propose the appointment of two (2) substitute executive directors as of December 19, 2024. If this proposal is approved, the order of priority for the appointment of executive director shall be as follows: Naoto Ichiki as the first priority and Christopher Reed as the second priority. In this proposal, the resolution regarding the appointment of two substitute executive directors will be effective until the term of office of the executive director in Proposal No. 2 expires, pursuant to Article 30, Paragraph 2 of the Articles of Incorporation of the Investment Corporation.

Please note that the resolution regarding the appointment of Naoto Ichiki as the substitute executive director made at the general unitholders meeting held on December 21, 2023 will be void on condition that this proposal be duly approved at this meeting. In addition, this proposal has been submitted according to the unanimous agreement of the supervisory directors at the board of directors meeting held on November 19, 2024.

The substitute executive director candidates are as follows.

Candidate Number	Name (Date of Birth)	Career Summary and Status of Significant Concurrent Positions	Number of Investment Corporation Units Held
1	Naoto Ichiki (Born on July 10, 1960)	<p>Apr. 1983 Joined McKinsey & Company Tokyo Branch</p> <p>Aug. 1990 Joined Morgan Guaranty Trust, Tokyo Branch</p> <p>Jun. 1996 Seconded to Morgan Trust Bank as Head of Real Estate Japan</p> <p>May.1998 Seconded to JPMorgan Securities as Head of Real Estate Finance Asia</p> <p>Aug. 2006 Joined Babcock & Brown Co., Ltd. (Current: Tokyo Gas Real Estate Investment Advisors Co., Ltd.) as Representative Director & Chief Operating Officer</p> <p>Feb. 2012 Joined Simplex Investment Advisors Inc. (Current: Mizuho Realty One Co., Ltd.) as Representative Director, Chairman & CEO</p> <p>Mar. 2012 Representative Director, Chairman & CEO of Simplex Real Estate Management Inc. (Current: Mizuho Real Estate Management Co., Ltd.)</p> <p>May 2012 Director of Simplex REIT Partners Inc. (Current: Mizuho REIT Management Co., Ltd.)</p> <p>Mar. 2016 Joined KK PICONTE as Chief Financial Officer</p> <p>Nov. 2018 Joined Fortress Investment Group Japan GK as a Managing Director</p> <p>Dec. 2018 Seconded and appointed as Chairman of Consonant Investment Management Co., Ltd. (current position)</p> <p>Apr. 2024 Chairman and Director and Head of the New REIT Preparation Office of Consonant Investment Management Co., Ltd (current position)</p>	0

Candidate Number	Name (Date of Birth)	Career Summary and Status of Significant Concurrent Positions	Number of Investment Corporation Units Held
2	Christopher Reed (Born on August 2, 1970)	<p>Jan. 2001 Joined Prospect Asset Management, Inc.</p> <p>Mar. 2001 Seconded to PROSPECT Corporation Ltd. as a Director</p> <p>Apr. 2006 Joined the same as a Director</p> <p>Sep. 2012 Joined Fortress Real Estate (Asia) GK (currently Fortress Investment Group (Japan) GK) as a Director (current)</p> <p>Oct. 2012 Advisor, Consonant Investment Management Co., Ltd.</p> <p>May 2013 Director (part-time), Consonant Investment Management Co., Ltd. (current)</p>	0

Notes:

1. Naoto Ichiki, the substitute executive director candidate above, is the Chairman and Director and Head of the New REIT Preparation Office of Consonant Investment Management Co., Ltd., with whom the relevant asset management agreement was executed by the Investment Corporation. Other than the above, there is no special interest between the candidate and the Investment Corporation.
Christopher Reed, the substitute executive director candidate above, is the Director of Consonant Investment Management Co., Ltd., with whom the relevant asset management agreement was executed by the Investment Corporation. Other than the above, there is no special interest between the candidate and the Investment Corporation.
The appointment of the candidates as the substitute executive director may be cancelled by a resolution of the board of directors of the Investment Corporation prior to the candidate's assumption of office as the executive director.
2. The Investment Corporation has entered into a director and other officer liability insurance contract with an insurance company as stipulated in Article 116-3, Paragraph 1 of the Act on Investment Trusts and Investment Corporations. The liability insurance contract covers, up to certain coverage, the loss that is the damages and litigation expenses, etc. incurred by the insured party as a consequence of being claimed for payment of the damages due to the actions taken by the insured party in connection with its duties as a director of the Investment Corporation. The above substitute executive director candidates will be counted as the insured parties of the subject liability insurance contract in the event they assume the office of executive director. In addition, when the term of the insurance contract expires, the Investment Corporation will re-execute a contract having the same terms and conditions as the current contract.

Proposal No. 4 Appointment of Two (2) Supervisory Directors

In order to adjust the term of office considering that pursuant to the Articles of Incorporation of the Investment Corporation, the term of office of the supervisory directors shall not be more than two years from their respective election, and therefore if elected at this general unitholders meeting, the term of office of the supervisory director will be two years commencing on December 19, 2024, Yoshihiro Tamura and Marika Nagasawa, the supervisory directors, represented their intention to temporarily resign from such positions as of the closing of this general unitholders meeting and therefore the Investment Corporation will hereby propose the new appointment of two (2) supervisory directors. In this proposal, the terms of office of the supervisory directors will be two years commencing December 19, 2024, pursuant to Article 30, Paragraph 1 of the Articles of Incorporation of the Investment Corporation.

The supervisory director candidates are as follows.

Candidate Number	Name (Date of Birth)	Career Summary, Status of Significant Concurrent Positions and Position and Responsibility in the Investment Corporation	Number of Investment Corporation Units Held
1	Yoshihiro Tamura (Born on August 20, 1965)	Apr. 1996 Registered as lawyer (Tokyo Bar Association) Joined Shiba-Daimon Law Office (current position) Oct. 2011 Statutory Auditor of BEQONE PARTNERS.Inc. (current position) Sep. 2013 Special Committee Member of Dispute Reconciliation Committee for Nuclear Damage Compensation, Ministry of Education, Culture, Sports, Science and Technology Aug. 2017 Outside Member of Compliance Committee, Mi-Casa Asset Management Inc. (currently Daiwa Real Estate Asset Management Co. Ltd) Dec. 2018 Supervisory Director of Invincible Investment Corporation (current position)	0
2	Marika Nagasawa (Born on July 12, 1985)	Feb. 2011 Joined KPMG AZSA LLC Dec. 2019 Registered as Certified Public Accountant Feb. 2021 Joined Avantia GP (current position) Nov. 2021 Established Marika Nagasawa Accounting Firm (current position) Dec. 2023 Supervisory Director of Invincible Investment Corporation (current position)	0

Notes:

1. There is no special interest between the supervisory director candidates above and the Investment Corporation.
2. The supervisory director candidates above are currently serving as the supervisory director of the Investment Corporation and supervising the whole performance of duties by the Investment Corporation's Executive Director.
3. The Investment Corporation has entered into a director and other officer liability insurance contract with an insurance company as stipulated in Article 116-3, Paragraph 1 of the Act on Investment Trusts and Investment Corporations. The liability insurance contract covers, up to certain coverage, the loss that is the damages and litigation expenses, incurred by the insured party as a consequence of being claimed for payment of the damages due to the actions taken by the insured party in connection with its duties as a director of the Investment Corporation. The above supervisory director candidates are currently counted as the insured party of the relevant liability insurance contract as the existing supervisory director, and will

continue to be counted as the insured party of the subject liability insurance contract in the event he assumes the office of supervisory director under this proposal. Moreover, when the contract term of the insurance contract expires, the Investment Corporation will re-execute a contract having the same terms and conditions as the current contract.

Reference Matter

If there are conflicting proposals among the proposals to be submitted to this general unitholders meeting, the provision "Deemed Affirmative Vote" prescribed in Article 25, Paragraph 1 of the Articles of Incorporation of the Investment Corporation shall not be applicable with respect to any of such conflicting proposals. In addition, pursuant to the provisions of Paragraph 2 of the same Article, the "Deemed Affirmative Vote" provision stipulated in Paragraph 1 of the same Article shall not apply to the proposals stipulated in each item of Paragraph 2 of the same Article.

Please note that none of the proposals from Proposal 1 to Proposal 4 above constitutes a conflicting proposal.

End of document

Access Map to the Venue of the General Unitholders Meeting

Venue	Bellesalle Roppongi Grand Conference Center, Room C + D + E
Address & Phone	Sumitomo Fudosan Roppongi Grand Tower 9F 3-2-1, Roppongi, Minato-ku, Tokyo, Japan TEL: 03-5545-1722
The Nearest Stations	Roppongi-itchohome Station on Tokyo Metro Namboku Line (Directly connected to the West Gate) *Most recommended station to access Roppongi Station on Toei Oedo Line (7-minute walk from the No. 5 exit) Roppongi Station on Tokyo Metro Hibiya Line (8-minute walk from the No. 3 exit)

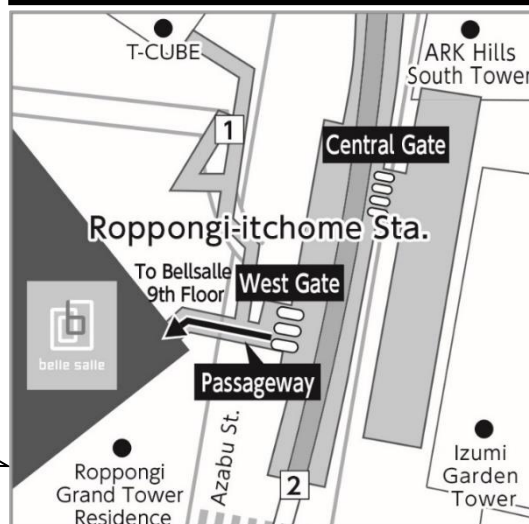


Access from Roppongi Sta.

Access from Roppongi-Itchohome Sta.

- ❶ Go out of Roppongi Station on Tokyo Metro Hibiya Line at exit No. 3, turn right and go along Roppongi Street.
- ❷ Go out of Roppongi Station on Toei Oedo Line at exit No. 5 and go along Roppongi Street.
- ❸ Go past the Convenience store (Seven Eleven) and cross the road at the first traffic light. Ride down the front escalator, turn right and go straight. Then you will arrive at the entrance to the building of the venue.

Directly connected to the building that the venue locates from the West Gate of Roppongi-itchohome Station



*There is no parking lot available at the venue. Please refrain from coming by car.

*The venue of the General Unitholders Meeting may change due to sudden restrictions on the use of the venue or otherwise, so please visit the Investment Corporation's website (<https://www.invincible-inv.co.jp/>) prior to coming to the venue.

We will not provide any gifts for unitholders who attend the meeting.
We would appreciate your understanding.