July 1, 2016



For Immediate Release

Real Estate Investment Trust Securities Issuer: Mitsui Fudosan Logistics Park Inc. (Securities Code: 3471) 6-8-7 Ginza, Chuo-ku, Tokyo 104-0061 Representative: Masayuki Isobe, Executive Director

Asset Management Company: Mitsui Fudosan Logistics REIT Management Co., Ltd Representative: Chishu Zushi, President and Chief Executive Officer Inquiries: Tatsu Makino, Director & General Manager of Financial Division . Tel. +81-3-6327-5160

# Notice Concerning Issue of New Investment Units and Secondary Offering

Mitsui Fudosan Logistics Park Inc. ("MFLP-REIT") announced today that a resolution was passed at its Board of Directors meeting held today, July 1, 2016, to issue new investment units and to conduct a secondary offering of the investment units as follows upon the listing of MFLP-REIT investment units ("MFLP-REIT investment units") on the Tokyo Stock Exchange, Inc. ("TSE").

# 1. Issuarance of new investment units through Public Offering (Primary Offering)

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(1)	Number of investment units to be offered	212,800 units
(2)	Amount to be paid in	To be determined
	(issue amount)	The amount to be paid in (issue amount) shall be determined at the Board of Directors meeting to be held on Monday, July 25, 2016 ("Offer
		Price Determination Date").
(3)	Amount to be paid in	To be determined
	(total issue amount)	
(4)	Issue price	To be determined
	(offering price)	The issue price (offer price) will be determined on the Offer Price
		Determination Date, through the book-building method defined in Article 1210 of the Enforcement Rules for Securities Listing Regulations set forth by the TSE (the method of determining the issue price, etc., by presenting to investors the indicative price range pertaining to the issue price at the time of solicitation of applications for acquisition of investment units and understanding factors such as the status of investor demand pertaining to the investment units).
(5)	Total amount of issue price (total offering price)	To be determined
(6)	Offering method	New units are to be offered through primary offering, underwritten by



		the following eight (8) underwriters (collectively, the "Underwriters"),
		including three (3) joint lead managers (collectively, the "Lead
		managers").
		Lead managers:
		Daiwa Securities Co., Ltd.
		Nomura Securities Co., Ltd.
		SMBC Nikko Securities Inc.
		Underwriters:
		Mizuho Securities Co., Ltd.
		Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.
		Merrill Lynch Japan Securities Co., Ltd.
		UBS Securities Japan Co., Ltd.
		Okasan Securities Co., Ltd.
(7)	Underwriting agreement	The Underwriters shall pay to MFLP-REIT the total amount to be paid
~ /		(total issue amount) for this offering on the date stated in (11) below, and
		the difference between the total amount to be paid in (total issue amount)
		and the total amount of issue price (total offering price) shall be the
		proceeds of the Underwriters. MFLP-REIT will not pay an underwriting
		commission to Underwriters.
(8)	Period of notification of	Tuesday, July 19, 2016 to Friday, July 22, 2016
(0)	demand	1 desday, suly 19, 2010 to 11 day, suly 22, 2010
	(book building period)	
(9)	Unit of subscription	One (1) unit or more in multiples of one (1) unit
(9) (10)	Period for subscription	Tuesday, July 26, 2016 to Friday, July 29, 2016
(10)		Tuesday, July 20, 2010 to Filday, July 29, 2010

- (11) Payment date Monday, August 1, 2016
- (12) Delivery and settlement Tuesday, August 2, 2016

date

- (13) The amount to be paid in (issue amount), issue price (offering price), and other matters necessary for the issuance of new investment units will be determined at the Board of Director's Meeting to be held hereafter. However, the determination of provisional conditions related to the issue price will be left to the discretion of the executive director.
- (14) The aforementioned items are subject to the effectiveness of the filing of Securities Registration Statement in accordance with the Financial Instruments and Exchange Act.

### 2. Secondary Offering of investment units (through Over-Allotment) (Refer to <Reference> 2. below.)

Number of units to be 10.000 units (1)offered The number of investment units to be offered above is the maximum number of investment units to be offered in the Secondary Offering through over-allotment by Daiwa Securities Co., Ltd., the lead administrative manager of the primary offering, separately from the primary offering, after taking into consideration market demand and other factors from the primary offering. The number of investment units to be offered may be reduced, or the offering through over-allotment itself may be cancelled, depending on market demand and other factors concerning the primary offering. The number of investment units to be offered will be determined at the Board of Directors' meeting held on the Offer Price Determination Date after taking into account market demand conditions and other factors concerning the primary offering.



(2)	Seller	Daiwa Securities Co., Ltd.
(3)	Offer price	To be determined
		To be determined at the Board of Directors' meeting held on the Offer
		Price Determination Date. The offer price will be the same as the issue
		price (offering price) for the Primary Offering.
(4)	Total amount of offer price	To be determined
(5)	Offering method	Separate from the Primary Offering, Daiwa Securities Co., Ltd., the
		lead administrative manager, will carry out the Secondary Offering of
		the MFLP-REIT investment units borrowed from Mitsui Fudosan Co.,
		Ltd. ("Mitsui Fudosan"), the maximum number of which shall be
		10,000, after taking into account of market demand conditions and
		other factors concerning the primary offering. However, this borrowing
		requires that MFLP-REIT investment units in the primary offering be
		sold to Mitsui Fudosan (the planned number of units to be sold to
		Mitsui Fudosan is 29,800. However, the maximum total sales price
		(issue price) to Mitsui Fudosan shall be ¥7,500 million, and the number
		of units sold may decrease depending on the issue price. Details
		regarding this will be determined at a later date.).
(6)	Unit of subscription	One (1) unit or more in multiples of one (1) unit
(7)	Period for subscription	Tuesday, July 26, 2016 to Friday, July 29, 2016

- (8) Delivery and settlement Tuesday, August 2, 2016
- date
- (9) The offer price and other matters necessary for this secondary offering of investment units will be determined at the Board of Directors' Meeting to be held hereafter.
- (10) The aforementioned items are subject to the effectiveness of the filings of Securities Registration Statement in accordance with the Financial Instruments and Exchange Law.

#### 3. Issuance of New Investment Units through a third-party allotment (Refer to <Reference> 2. below.)

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(1)	Total number of units to	10,000 units
	be offered	
(2)	Amount to be paid-in	To be determined
	(issue amount)	The Amount to be paid-in shall be determined at the Board of
		Directors' meeting held on the Offer Price Determination Date. The
		amount to be paid-in will be the same price as the Amount to be
		paid-in for the Primary Offering.
(3)	Total amount to be paid-in	To be determined
	(total issue amount)	
(4)	Allottee	Daiwa Securities Co., Ltd.
(5)	Unit of subscription	One (1) unit or more in multiples of one (1) unit
(6)	Period for subscription	Friday, August 26, 2016
	(Subscription deadline)	
(7)	Payment date	Monday, August 29, 2016
(0)	TC /1 1' /'	

- (8) If there are no applications for the investment units by the application period (Application date) noted in (6) above, the issuance of such Investment Units shall be cancelled.
- (9) The amount to be paid-in (issue amount) and other matters necessary for this third-party allotment offering of units will be decided at the Board of Directors' Meeting to be held hereafter.

#### <Reference>

## 1. MFLP-REIT investment units are scheduled to be listed on the TSE on Tuesday, August 2, 2016.



## 2. Secondary Offering by Over-Allotment, etc.

In conjunction with the primary offering, Daiwa Securities Co., Ltd. may, after considering demand and other conditions, conduct a secondary offering (over-allotment) of the investment units borrowed from Mitsui Fudosan, a unitholder of MFLP-REIT, up to a maximum of 10,000 units (however, as stated in 5. below, this borrowing requires that the investment units from the primary offering be sold to Mitsui Fudosan) ("borrowed units"). The number of units to be offered through the secondary offering by over-allotment is the upper limit and may be reduced, or the offering through over-allotment itself may be cancelled, depending on demand and other conditions. In order to make Daiwa Securities Co., Ltd. acquire investment units necessary to repay the borrowed units by Daiwa Securities Co., Ltd. in connection with the secondary offering through over-allotment, MFLP-REIT resolved, at the Board of Directors meeting held today, July 1, 2016, that 10,000 new units be issued by third-party allotment to Daiwa Securities Co., Ltd. as allottee (the "third-party allotment") with Monday, August 29, 2016 as the delivery and settlement date.

In addition, Daiwa Securities Co., Ltd. may, during the period from the date of listing (commencing of trading), Tuesday, August 2, 2016, until Wednesday, August 24, 2016 ("syndicate cover transaction period"), purchase up to the maximum number of investment units sold in the secondary offering by over-allotment on the TSE ("syndicate cover transaction"). All investment units procured by Daiwa Securities Co., Ltd. through syndicate cover transactions will be allocated to repay the borrowed units. During the syndicate cover transaction period, Daiwa Securities Co., Ltd. may, at its discretion, choose not to enter into any syndicate cover transactions, or to terminate such transactions prior to reaching the maximum number of units to be issued in the secondary offering by over-allotment. Daiwa Securities Co., Ltd. plans to apply for third-party allotment to cover any shortfall in the number of investment units allocated to repay the borrowed units in the secondary offering through the above syndicate cover transactions from those investment units in the secondary offering through over-allotment.

Therefore, there may be no applications for all or part of the investment units issued by third-party allotment, and as a result, the final maximum number of investment units by third-party allotment may decrease due to the forfeiture of subscription rights, or the issue may be cancelled altogether.

Whether or not the secondary offering through over-allotment is exercised and the number of units to be subscribed in the secondary offering through over-allotment is exercised will be determined on the Date for Determination of Issue Price, etc. If secondary offering through over-allotment is not exercised, Daiwa Securities Co., Ltd. will not borrow MFLP-REIT investment units from Mitsui Fudosan. Consequently, Daiwa Securities Co., Ltd. will not respond to or apply for third-party allotment and subscription rights will be forfeited and the issuance of new units by third-party allotment will not take place at all. Similarly, the syndicate cover transaction on the TSE will not be exercised.

Daiwa Securities Co., Ltd. will execute the syndicate cover transaction after consulting with Nomura Securities Co., Ltd. and SMBC Nikko Securities Inc.

#### 3. Total Number of Investment Units Issued and Outstanding after the New Issue

Number of investment units outstanding at present	1,200 units
Increase in number of investment units by primary offering	212,800 units
Total number of units outstanding after primary offering	214,000 units
Increase in number of units by third-party allotment	10,000 units <sup>(*)</sup>
Total number of units outstanding after third-party allotment	$224,000 \text{ units}^{(*)}$

<sup>(\*)</sup> These figures represent the number of investment units when application is made by Daiwa Securities Co., Ltd. for the entire investment units offered in the third-party allotment and they are issued.



## 4. Total Amount to be Procured, Use of Proceeds, and Scheduled Outlay Period

- (1) Total amount to be procured (approximate net proceeds)
  - ¥55,700,000,000 (maximum)

(\*) The above figure represents the sum of ¥53,200,000,000 in net proceeds from the primary offering and the ¥2,500,000,000 maximum net proceeds from the issuance of new investment units by third-party allotment. The above-mentioned amounts are estimated as of today, July 1, 2016.

#### (2) Specific use of proceeds and scheduled outlay period

Plan to allocate proceeds from the primary offering and maximum proceeds of ¥55,700,000,000 from the offering of new investment units in the third-party allotment in part to the acquisition of trust beneficiary interest that MFLP-REIT plans to acquire.

#### 5. Designation of Distributes

The underwriters plan on selling 29,800 investment units in the primary offering to Mitsui Fudosan, a shareholder of the Asset Management Company, as a purchaser designated by MFLP-REIT. However, the maximum total sale price (issue price) for Mitsui Fudosan is set at ¥7,500 million, and the number of units sold may decrease depending on the issue price. Details regarding this will be determined at a later date.

#### 6. Operating Forecasts

Please refer to the release titled "Notice Concerning the Forecast of Operating Results for the Fiscal Period ending January 31, 2017 and the Fiscal Period Ending July 31, 2017" also released today.

#### 7. Status of Equity Finance Executed Previously

Date	Issue value (millions of yen)	Total equity after issue (millions of yen)	Remarks
March 4, 2016	300	300	Private offering for establishment

#### 8. Limitations on Sales and Additional Issues of Investment Units

(1) In relation to the primary offering, MFLP-REIT intends to ask Mitsui Fudosan to promise not, without prior written approval from Lead managers, to sell any of the investment units to the s for a period commencing on Monday, July 25, 2016 and ending on Thursday, July 27, 2016 (except where investment units are lent to Daiwa Securities Co., Ltd. for the purpose of secondary offering by over-allotment).

The Lead managers will have the right to cancel such agreement in whole or in part, even during the period, at their discretion.

(2) In relation to the primary offering, MFLP-REIT has agreed with the Lead managers not to issue new investment units, without prior written consent of the Lead managers, for a period commencing on Monday, July 25, 2016 and ending on Sunday, October 30, 2016 (except for primary offering, the third-party allotment and unit issuance in case of unit split, etc).

The Lead managers have the right to cancel such agreement in whole or in part, even during the period, at their discretion.

(3) Furthermore, separately from the restrictions stated in (1) above, Mitsui Fudosan has promised MFLP-REIT that it will continually hold MFLP-REIT investment units from the listing on the TSE in



accordance with the rules and regulations of the TSE. In this regard, Mitsui Fudosan will hold its investment units owned as of today, July 1, 2016, for a period of at least one (1) year commencing on Friday, March 4, 2016.

• This document is released to media organizations through the Kabuto Club (the press club of the Tokyo Stock Exchange), the Ministry of Land, Infrastructure and Transport Press Club, and the Press Club for the Ministry of Land, Infrastructure and Transport Construction Paper.