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Issuer

**Ichigo Office REIT Investment Corporation (“Ichigo Office,” 8975)**

1-1-1 Uchisaiwaicho, Chiyoda-ku, Tokyo

Representative: Keisuke Chiba, Executive Director

[www.ichigo-office.co.jp/en](http://www.ichigo-office.co.jp/en)

Asset Management Company

**Ichigo Investment Advisors Co., Ltd.**

Representative: Hiroshi Iwai, President

Inquiries: Yuji Kamo, Head of Ichigo Office

Tel: +81-3-3502-4891

## **Ichigo Office’s Position on Berkeley Global’s Shareholder Proposal Withdrawal**

Ichigo Office received a notification from Berkeley Global, LLC (“Berkeley Global”) that Berkeley Global is withdrawing one of its shareholder proposals for the Extraordinary Shareholder Meeting (Fourteenth Shareholder Meeting, “EGM”), as announced in the June 6, 2023 release, “Receipt of Shareholder Proposal Withdrawal Notification.” The EGM will be held on June 23, 2023 based on the shareholder request from Berkeley Global.

Ichigo Office’s Board of Directors has agreed today to accept Berkeley Global’s shareholder proposal withdrawal, as detailed below.

### 1. Notifying Shareholder

Berkeley Global, LLC

c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 USA. Manager: Toru Sugihara

Berkeley Global is a shareholder who has owned 1% or more of Ichigo Office shares for more than six consecutive months.

### 2. Overview of the Notification

The Notifying Shareholder is withdrawing the following Berkeley Global proposal. However, the withdrawal is contingent on Ichigo Office’s Board of Directors not withdrawing or revising Proposal 2, and Proposal 2 remaining on the EGM agenda.

Proposal 10: Partial amendments to the Articles of Incorporation (regarding abolition of Gains on Sale Performance Fee, and adoption of Asset Acquisition Fee and Asset Sale Fee)

### 3. Ichigo Office’s Response to Berkeley Global’s Shareholder Proposal Withdrawal

Ichigo Office’s Board of Directors have carefully reviewed and agreed to accept the shareholder proposal withdrawal from Berkeley Global of their EGM proposal, Proposal 10: Partial amendments to the Articles of Incorporation (regarding abolition of Gains on Sale Performance Fee, and adoption of Asset Acquisition Fee and Asset Sale

Fee).

Ichigo Office will propose the withdrawal of Proposal 10 for shareholder approval at the EGM and upon approval, Proposal 10 will be withdrawn. (Ichigo Office will not make any changes to Proposal 2.)

Although Berkeley Global claims that their reason for withdrawing Proposal 10 is because Proposal 2 essentially abolishes the Gains on Sale Performance Fee, Berkeley Global's assumption that Gains on Sale Performance Fee will always exceed the NOI & Dividend Performance Fee is incorrect, as explained in the Materials for the Fourteenth Shareholder Meeting ("EGM materials").

For example, if large gains on sales are generated and Ichigo Office makes use of the Act on Special Measures Concerning Taxation Article 65-7 "Special Taxation in the Case of Replacement of Specific Assets," choosing to retain and reinvest a portion of earnings to increase long-term shareholder value, the Gains on Sale Performance Fee may exceed the NOI & Dividend Performance Fee. Also, should NOI decline significantly due to natural disasters or the spread of infectious diseases, the Gains on Sale Performance Fee may exceed the NOI & Dividend Performance Fee. In these cases, the NOI & Dividend Performance Fee would not be paid, but a Gain on Sale Performance Fee would be paid.

Ichigo Office's no fixed fee, performance fee-only structure is linked to those elements of shareholder value that can be improved through the asset management company's diligent efforts: NOI, dividend, and gains on sales. The Gains on Sale Performance Fee and NOI & Dividend Performance Fee are fully variable and have no minimum guaranteed fee, as was the case with the previous fee structure.

The current fee structure was designed so that the total amount of asset management fees, when applied to the ten fiscal periods following the shift to an office-specialized J-REIT, not exceed the total amount of fees under the previous fee structure.

The Gains on Sale Performance Fee under the current no fixed fee, performance fee-only structure is compensation realized at the end of a long-term process of shareholder value creation, and therefore Ichigo Office considers it essential it be maintained. However, following the introduction of the current fee structure, significant gains on sale were realized through the sale of Ichigo Akasaka 5 Chome Building (sold in February 2022) at 2.3x book value and Ichigo Ikenohata Building (sold in December 2022) at 2.1x book value, both of which were considerably higher than is typical. This favorable performance resulted in the Gains on Sale Performance Fee exceeding the initial forecast and increasing the total asset management fee. Taking this into consideration and aiming to optimize the fee structure to maximize shareholder value, Ichigo Office proposes to amend the Gains on Sale Performance Fee to subtract the Gains on Sale Performance Fee amount from the NOI & Dividend Performance Fee.

Although Proposal 2, contrary to Berkeley Global's assertion, will not abolish the Gains on Sale Performance Fee, Ichigo Office has decided to agree to Berkeley Global's proposal to withdraw Proposal 10. As the primary objective is to garner as much support as possible from its shareholders for its own proposals, and since Ichigo Office initially objected to Proposal 10, there is no reason to include it in the EGM agenda. Therefore Ichigo Office has decided to agree with the withdrawal of Proposal 10.

#### 4. Amendments to the Materials for the Fourteenth Shareholder Meeting per Withdrawal of Proposal 10

Ichigo Office is making amendments to its EGM materials with respect to 1) Deemed Approval treatment and 2) voting treatment of conflicting proposals, as a result of the withdrawal of Proposal 10.

For details of the amendments, please see today's release "Amendments: Materials for the Fourteenth Shareholder Meeting."

[www.ichigo-office.co.jp/news/news\\_file/file/IchigoOffice\\_20230609\\_14th\\_Shareholder\\_Meeting\\_Materials\\_Amendments\\_ENG.pdf](http://www.ichigo-office.co.jp/news/news_file/file/IchigoOffice_20230609_14th_Shareholder_Meeting_Materials_Amendments_ENG.pdf)