

February 16, 2007

To whom it may concern:

Japan Real Estate Investment Corporation
Taketo Yamazaki, Executive Director
(TSE code: 8952)

Contact: (Asset Management Contractor)
Japan Real Estate Asset Management Co., Ltd.
Kazuhiko Arahata, CEO & President
Inquiries to: Haruhiko Araki, General Manager, Planning Department
Phone: +81-3-3211-7921

Notice of Amendments to the Articles of Incorporation and the Election of Directors

As announced in the morning edition of the *Nihon Keizai Shimbun* dated January 22, 2007, Japan Real Estate Investment Corporation (the “Investment Corporation”) will hold the Fourth General Unitholders’ Meeting on March 27, 2007. Please be informed that the Board of Directors of the Investment Corporation resolved at a board meeting held on February 16, 2007 the following items concerning the amendments to the Articles of Incorporation and the election of directors.

Set out below are the agenda for the proposed General Unitholders’ Meeting which will become effective upon resolution to be adopted at the Fourth General Unitholders’ Meeting of the Investment Corporation scheduled to be held on March 27, 2007.

1. The proposed amendments to the Articles of Incorporation and the reasons therefor

- 1) The Articles of Incorporation are, due to the amendments to the “Law Concerning Investment Trusts and Investment Corporations”(the “Investment Trusts Law”)following the enforcement as of May 1, 2006 of the amendments to the “Company Law” and the “Law Concerning the Coordination, Etc., of Associated Laws in Connection with the Enforcement of the Company Law,” proposed to be amended in terms of certain expression and wording to the extent necessary (Article 3, Article 4, Article 5, Article 7, Article 10, Article 12, Article 19, Article 20, Paragraph 4, Article 22-2, Article 28, Paragraph 1, Item (6) and Paragraph 2, Article 32, Item (6) of the current Articles of Incorporation).
Also, in order to accommodate the amendments (including future amendments) to the Investment Trusts Law and other laws and regulations, the numbering of articles, paragraphs and items of the Investment Trusts Law and other laws and regulations that are

described in the current Articles of Incorporation is deleted to simplify the Articles of Incorporation (Article 2, Article 25, Paragraph 2, Item (4), Paragraph 3, Paragraph 4, Item (2) and Item (3), Paragraph 5, Article 30, Paragraph 3, Article 32, Item (3) and Article 36, Paragraph 1 of the current Articles of Incorporation).

- 2) Certain amendments are proposed to be made in terms of the kinds of assets to be invested in order to allow the Investment Corporation to make an investment in the assets that are considered to be necessary or useful under the basic policies for the management of the assets by the Investment Corporation, as the Listing Rules of the Tokyo Stock Exchange, Inc. were amended to deregulate the restrictions on the holding of certain assets other than real estates, etc. to be held by listed investment corporations. Also, the contents of securities, that are currently identified individually in the Articles of Incorporation, are proposed to be replaced, for simplification purposes, with the word “securities” as defined in the Investment Trusts Law (Article 25, Paragraph 4, Item (1) and Paragraph 5 of the current Articles of Incorporation).
- 3) Certain provisions are proposed to be amended in order to clarify that the Investment Corporation may sub-lease real estates leased from a third party to another party (Article 27 of the current Articles of Incorporation).
- 4) Certain provisions are proposed to be amended in order to permit flexible financing by the Investment Corporation, having regard to the enforcement of the “Law for Partial Amendments to the Securities and Exchanges Law,” pursuant to which investment corporations will in future be able to issue short-term bonds (Article 30, Paragraph 1 of the current Articles of Incorporation and supplementary provisions of the proposed amendments).
- 5) Under the circumstances that the importance of the role and responsibilities of accountants is increasing, considering that the scope of the auditing services will expand as the size of the assets managed by the Investment Corporation will become larger, the maximum amount of the remuneration to the accountants is proposed to be increased so that the amount of such remuneration will be at an appropriate level (Article 35 of the current Articles of Incorporation).
- 6) In addition to the proposed amendments referred to above, certain provisions are proposed to be added and deleted, some expressions are changed and clarified, and the numbering of Articles is rearranged (Article 15, Article 23, Article 25, Paragraph 4, Item (2), Article 32, Item (5), Article 36, Paragraph 2 of the current Articles of Incorporation, Article 30, Paragraph 4 of the proposed amendments).

2. Summary of election of directors

The term of office of Taketo Yamazaki as Executive Director, and Kenji Kusakabe and Tomohiro Okanoya as Supervisory Directors will expire as of May 10, 2007. Therefore, the Investment Corporation will propose agenda to elect one (1) Executive Director and two (2) Supervisory Directors at the Fourth General Unitholders’ Meeting of the Investment Corporation to be held on March 27, 2007.

In preparation for any unanticipated lack of an Executive Director, or an insufficient number of directors legally required, the Investment Corporation will propose an agendum to elect Kazuhiko Arahata as a substitute Executive Director. The said candidate for the substitute

Executive Director is the CEO and President of Japan Real Estate Asset Management Co., Ltd., with which the Investment Corporation executed the Agreement on the Delegation of Asset Management. Therefore, with respect to Kazuhiko Arahata's assumption of office as the substitute Executive Director of the Investment Corporation, an application was filed to seek an approval of the concurrent office of Kazuhiko Arahata, pursuant to Article 13 of the Law Concerning Investment Trusts and Investment Corporations, with the Commissioner of the Financial Services Agency as of February 16, 2007.

3. Schedule for the Fourth General Unitholders' Meeting

- February 16, 2007: Resolution at a board meeting on the agenda for the Fourth General Unitholders' Meeting
- March 5, 2007: Dispatch of "Convocation Notice of the Fourth General Unitholders' Meeting" (planned)
- March 27, 2007: Holding of the Fourth General Unitholders' Meeting (planned)

This notice is the English translation of an announcement dated February 16, 2007 in Japanese on our website. However, no assurance or warranties are made or given for the completeness or accuracy of this English translation.