

Disclaimers

This document has been prepared solely for the purpose of providing U.K. and Dutch investors with certain information under Article 23 of the European Alternative Investment Fund Managers Directive (European Directive 2011/61/EU) (the “AIFMD”) as implemented in their respective jurisdictions. Accordingly, you should not use this document for any other purpose.

Netherlands

The units of Hulic Reit, Inc. (“Hulic” or the “AIF”) are being marketed in the Netherlands under Section 1:13b of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*, or the “Wft”). In accordance with this provision, Hulic REIT Management Co., Ltd. (the “AIFM”) has submitted a notification with the Netherlands Authority for the Financial Markets. The units of Hulic will not, directly or indirectly, be offered, sold, transferred or delivered in the Netherlands, except to or by individuals or entities that are qualified investors (*gekwalficeerde beleggers*) within the meaning of Article 1:1 of the Wft, and as a consequence neither the AIFM nor Hulic is subject to the license requirement pursuant to the Wft. Consequently, neither the AIFM nor Hulic is subject to supervision of the Dutch Central Bank (*De Nederlandsche Bank*) or the Netherlands Authority for Financial Markets (*Autoriteit Financiële Markten*, the “AFM”) and this Article 23 AIFMD Prospectus is not subject to approval by the AFM. No approved prospectus is required to be published in the Netherlands pursuant to Article 3 of the European Directive 2003/71/EC (the EU Prospectus Directive) as amended and implemented in Netherlands law. The AIFM is solely subject to limited ongoing regulatory requirements as referred to in Article 42 of the AIFMD.

United Kingdom

Units of Hulic are being marketed in the United Kingdom pursuant to Article 59 of the United Kingdom Alternative Investment Fund Managers Regulations 2013. In accordance with this provision, the AIFM has submitted a notification with the Financial Conduct Authority (the “FCA”) in the United Kingdom.

For the purposes of the United Kingdom Financial Services and Markets Act 2000 (“FSMA”) Hulic is an unregulated collective investment scheme which has not been authorized by the FCA.

Accordingly, any communication of an invitation or inducement to invest in Hulic may be made to persons in the United Kingdom only if the communication falls within one or more of the categories of exempt financial promotions under the Financial Services and Markets Act (Financial Promotion) Order 2005 (the “Order”), such as financial promotions communicated to:

- (1) persons who are investment professionals, as defined in article 19 of the Order;
- (2) persons who are certified high net worth individuals, as defined in article 48 of the Order;
- (3) persons who are high net worth companies, unincorporated associations, or other entities listed in article 49 of the Order; or
- (4) persons who are certified sophisticated investors, as defined in article 50 of the Order,

or if the communication is made to persons to whom such an invitation or inducement may otherwise lawfully be communicated. The distribution of this document to any person in the United Kingdom in circumstances not falling within one of the above categories is not permitted and may contravene FSMA. No person falling outside those categories should treat this document as constituting a promotion to him, or act on it for any purposes whatever.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) no offer of units of Hulic may be made to the public in that Relevant Member State except in circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of units shall require the publication of a prospectus pursuant to Article 3 of the Prospectus Directive, or a supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression “an offer of units to the public” in relation to any units in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the units to be offered so as to enable an investor to decide to purchase or subscribe the units, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

Article 23 (1)(a)	
Objectives of the AIF	The objective of Hulic Reit, Inc. (“Hulic”) is to contribute to the interests of all stakeholders, including investors and tenants, and to maximize unitholder value by maintaining and increasing income over the medium to long term and by steadily increasing the size and value of its portfolio.
Investment strategy	<p><i>Tokyo Commercial Properties</i></p> <p>Hulic’s primary investment focus is on Tokyo Commercial Properties, which consist of office and retail properties. Hulic targets office properties that are located within Tokyo’s 23 wards and are, in principle, within a five minute walking distance from the nearest train station and that are highly competitive within the area in which they are located. With respect to retail properties, Hulic targets properties in Tokyo and major cities in the surrounding areas that are located (i) in principle within a five minute walking distance from the nearest train station or (ii) in areas with a high concentration of retail activities. For both office and retail properties, Hulic targets properties with high visibility that can be expected to attract demand from tenants that provide goods and services that are well suited to the surrounding retail area. In order to build a highly competitive portfolio for the medium to long term, Hulic makes investment decisions after carefully considering various factors about each Tokyo Commercial Property, including most importantly location and the surrounding environment, but also use, size, specifications and tenants.</p> <p>Hulic’s target for Tokyo Commercial Properties is approximately 80 to 90% of its portfolio by acquisition price.</p> <p><i>Next-Generation Assets</i></p> <p>We also make selective investments in Next-Generation Assets, which currently comprise (i) private nursing homes, for which Hulic expects increasing demand due to the aging of the population of Japan, (ii) network centers, which Hulic expects to become increasingly important as Japan continues to develop into an information society, and (iii) hotels, which not only feature stable usage through tourism and business, but are also an area in which there is expected to be further expansion in demand in the future, due mainly to the increase in foreign visitors to Japan through inbound tourism. Hulic targets private nursing homes which lease usage rights to elderly persons who are dependent on nursing care. The network centers in which Hulic invests are facilities which serve as the foundation for the provision of various communication services, such as voice and data network services and mobile phone communication services, by connecting the integrated communications network of various telecommunications carriers nationwide. The hotels which Hulic targets are mainly sponsor-developed hotels that are convenient to transportation or near major tourist attractions, so that tourism or business demand can be expected.</p> <p>Hulic’s target for Next-Generation Assets is approximately 10 to 20% of its portfolio by acquisition price.</p>

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Types of assets the AIF may invest in	Real property, real property equivalents such as land leasehold rights and surface rights, real property based securities and trust beneficiary interests in real property.
Techniques it may employ and all associated risks	<p>Hulic aims to increase its cash distributions per unit and grow unitholder value by acquiring a strong portfolio primarily composed of Tokyo Commercial Properties and Next-Generation Assets. While expanding size, Hulic also seeks to maintain and improve the quality and earnings of its portfolio. The principal risks with respect to investment in Hulic are as follows</p> <ul style="list-style-type: none"> • Hulic’s limited operating history and the limited financial information regarding its portfolio and results of operations; • the limited experience of Hulic REIT Management Co., Ltd. (the “Asset Manager”) in operating a J-REIT; • adverse conditions in the Japanese economy; • Hulic’s ability to acquire properties to execute its growth and investment strategy; • illiquidity in the real estate market; • Hulic’s reliance on its sponsor, Hulic Co., Ltd. (the “Sponsor”), and the Hulic group; • the past experience of the Sponsor in the Japanese real estate market being no indicator or guarantee of Hulic’s future results; • potential conflicts of interest between Hulic and certain Hulic group companies, including the Asset Manager; • significant competition in seeking tenants and difficulty in finding replacement tenants; • increases in prevailing market interest rates; • the occurrence of natural or man-made disasters; • concentration of Hulic’s properties in Tokyo and the surrounding areas; • unique risks associated with Next-Generation Assets; • any inability to obtain financing for future acquisitions; and • potential failure to satisfy a complex series of requirements pursuant to Japanese tax regulations. <p>In addition, Hulic is subject to potential risks related to:</p> <ul style="list-style-type: none"> • liquidity and other limitations on Hulic’s activities under debt financing arrangements; • increases in loan-to-value (“LTV”) ratio that may increase Hulic’s exposure to changes in interest rates; • impairment losses relating to Hulic’s properties; • decreases in tenant leasehold deposits and/or security deposits that may increase Hulic’s funding costs; • Hulic’s lack of control over operating costs which may adversely affect Hulic’s business; • loss of rental revenues in the event of lease terminations, decreased lease renewals, or the default of a tenant as a result of financial difficulty or insolvency, or careless or imprudent management of properties by tenants; • becoming an unsecured creditor of the Sponsor as Hulic’s master lessee in the event of the Sponsor’s insolvency;

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	<ul style="list-style-type: none"> • the cost of complying with regulations applicable to Hulic’s properties; • property defects; • reliance on expert appraisals and engineering, environmental and seismic reports, which are subject to significant uncertainties; • reliance on industry and market data that are subject to significant uncertainties; • the possibility that Hulic’s buildings may violate earthquake resistance or other building codes, and may collapse in even minor earthquakes or may be required to be strengthened or demolished by Hulic at significant expense; • the possibility that the environmental assessments of Hulic’s properties made prior to ownership may not uncover all environmental liabilities, while Japanese laws subject property owners to strict environmental liabilities; • the possibility that entering into forward commitment contracts or contracts to purchase properties under development may expose Hulic to contractual penalties and market risks; • the possibility that Hulic may be exposed to regulatory and financial risks related to climate change; • Hulic’s success depending on the performance of service providers to which Hulic is required to assign various key functions; • Hulic’s performance depending on the efforts of key personnel of the Asset Manager; • J-REITs and their asset managers being subject to tight supervision by the regulatory authorities; • the possibility that, if the Japanese tax authorities disagree with Hulic’s interpretations of the Japanese tax laws and regulations for prior periods, Hulic may be forced to pay additional taxes for those periods; • the possibility that Hulic may not be able to benefit from reductions in certain real estate taxes enjoyed by qualified J-REITs; • changes in Japanese tax laws that may significantly increase Hulic’s tax burden; • Hulic’s treatment as a “passive foreign investment company” for U.S. federal income tax purposes; • the possibility that unitholders may potentially be subject to U.S. Foreign Account Tax Compliance Act withholding tax after 2016; • the possibility that Hulic may lose its rights in a property if the purchase of the property is recharacterized as a secured financing; • the possibility that Hulic’s ownership rights in some of its properties may be declared invalid or limited; • the possibility that Hulic’s leasehold or subleasehold rights may be terminated or may not be asserted against a third party in some cases; • properties for which third parties hold leasehold interests in the land but own the buildings; • holding some properties in the form of stratified ownership interests; • holding properties in the form of a property or trust co-ownership interest; • holding interests in some properties through preferred shares of special purpose companies (<i>tokutei mokuteki kaisha</i>); • properties being subject to preferential negotiation rights of others;
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	<ul style="list-style-type: none"> • holding interests in some properties through Japanese anonymous association (<i>tokumei kumiai</i>) agreements and limitations on Hulic’s rights relating to such properties; • Hulic’s owning all of its properties through trust beneficiary interests; • the possibility that the AIFMD may negatively affect Hulic’s ability to market its units in the EEA and increase its compliance costs associated with marketing of its units in the EEA; and • the possibility that Hulic’s units may be deemed to constitute “plan assets” for ERISA purposes, which may lead to the rescission of certain transactions, tax or fiduciary liability and Hulic’s being held in violation of ERISA requirements.
Any applicable investment restrictions	<p>Hulic is subject to investment restrictions under Japanese laws and regulations, including the Act on Investment Trusts and Investment Corporations (the “ITA”) and the Financial Instruments and Exchange Act (the “FIEA”). These restrictions require that Hulic must invest primarily in specified assets as defined in the ITA. Specified assets include, but are not limited to, securities, real estate, leaseholds of real estate, and surface rights (<i>chijō-ken</i>) (i.e. the right to use land for the purpose of having a structure on it), as well as trust beneficiary interests in securities, real estate, leaseholds of real estate and surface rights.</p> <p>Furthermore, under the listing rules of the Tokyo Stock Exchange, any listed J-REIT such as Hulic must invest substantially all of its assets in real estate, real estate-related assets and liquid assets as provided by the listing requirements. Real estate in this context includes, but is not limited to, real estate, leaseholds of real estate, surface rights, and trust beneficiary interests for these assets, and real estate-related assets in this context include, but are not limited to, anonymous association (<i>tokumei kumiai</i>) interests for investment in real estate. A J-REIT that lists its units on the Tokyo Stock Exchange must also comply with the Investment Trusts Association, Japan rules, which require the J-REIT to invest more than 50% of its assets in real estate and asset backed securities investing primarily in real estate, which include, but are not limited to, real estate, leaseholds of real estate, surface rights or trust beneficiary interests for real estate, surface rights or leaseholds of land.</p> <p>Pursuant to the ITA, investment corporations may not independently develop land for housing or to construct buildings, but may outsource such activities in certain circumstances.</p> <p>The basic investment policy of Hulic is set out in Hulic’s articles of incorporation. Moreover, the Asset Manager has established investment guidelines to provide more detailed policies based on this basic policy.</p>
Circumstances in which the AIF may use leverage	<p>Hulic may borrow funds or issue investment corporation bonds for such purposes as property acquisitions, property repair, repayment of tenant leasehold and security deposits and guarantees, payment of distributions to unitholders, payment of Hulic’s expenses and repayment of Hulic’s indebtedness.</p>
The types and sources of leverage permitted and associated risks	<p>Hulic currently has outstanding investment corporation bonds and short- and long-term loans, as well as access to several commitment lines. All of Hulic’s currently outstanding loans are unsecured and unguaranteed and are subject to either fixed interest rates or floating rates that are effectively fixed through interest rate swaps. Hulic borrows only</p>

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	<p>from institutional investors as defined in the Special Taxation Measures Act (assuming that Hulic's tenant leasehold and security deposits are not considered loans for this purpose).</p> <p>Hulic's loan agreements and the terms of its investment corporation bonds and commitment lines are subject to restrictive covenants. Such covenants may require Hulic to maintain certain debt service coverage or LTV ratios, restrict Hulic's operations or limit its ability to make cash distributions to unitholders, to dispose of properties or to acquire additional properties. A violation by Hulic of such restrictive covenants may entitle lenders to require Hulic to collateralize its properties or to demand that the entire outstanding balance be paid. Moreover, Hulic's cash flow may be insufficient to meet its required principal and interest payments, which may trigger events of default that also entitle lenders to require Hulic to collateralize its properties or demand that the entire balance be paid. Further, if Hulic takes draws down debt with unhedged floating interest rates, Hulic's exposure to changes in interest rates may adversely affect its results of operations. Even if Hulic maintains a conservative LTV ratio, Hulic's interest expense or exposure to changes in interest rates could increase due to macroeconomic factors or market conditions beyond Hulic's control.</p>
Any restrictions on leverage	Under Hulic's articles of incorporation, Hulic has a formal internal limit of ¥2 trillion on the aggregate principal amount of borrowings and investment corporation bonds outstanding.
Any restrictions on collateral and asset reuse arrangements	No applicable arrangements.
Maximum level of leverage which the AIFM is entitled to employ on behalf of the AIF	Hulic has as a general rule set an upper limit of 60% for its LTV ratio in order to operate with a stable financial condition. Additionally, Hulic seeks to maintain an LTV ratio within a range of approximately 40% and 45% for the time being and 40% and 50% over the medium to long term. Hulic may, however, temporarily exceed such levels as a result of property acquisitions or other events.
Article 23(1) (b)	
Procedure by which the AIF may change its investment strategy / investment policy	<p>Changes to Hulic's basic investment policy require an amendment of the articles of incorporation. Such amendment requires a quorum of a majority of the total issued units and at least a two-thirds vote of the voting rights represented at a general meeting of unitholders. Unitholders should note, however, that under the ITA and Hulic's articles of incorporation, unitholders who do not attend and exercise their voting rights at a general meeting of unitholders are deemed to be in agreement with proposals submitted at the meeting, except in cases where contrary proposals are also being submitted.</p> <p>Additionally, the investment guidelines of the Asset Manager, which provide the details of the basic policies set forth in Hulic's articles of incorporation, may be amended or revised by the Asset Manager without a vote of Hulic's unitholders or Hulic's approval, to the extent permitted under Hulic's articles of incorporation.</p>
Article 23(1) (c)	
Description of the main legal implications of the contractual relationship entered	<p>Hulic has entered into the following asset management, support and trademark license agreements with the Asset Manager and the Sponsor, each of which is governed by Japanese law:</p> <ul style="list-style-type: none"> • Asset management agreement dated November 7, 2013 between Hulic and Hulic

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<p>into for the purpose of investment, including jurisdiction, applicable law, and the existence or not of any legal instruments providing for the recognition and enforcement of judgments in the territory where the AIF is established</p>	<p>Reit Management Co., Ltd.</p> <ul style="list-style-type: none"> • Sponsor support agreement dated December 17, 2013 between Hulic, Hulic Reit Management Co., Ltd. and Hulic Co., Ltd. • Trademark license agreement dated November 7, 2013 between Hulic and Hulic Co., Ltd. <p>Additionally, Hulic has entered into purchase and sale agreements with sellers and buyers in connection with the acquisition or disposition of properties, as well as trust agreements with major Japanese trust banks pursuant to which Hulic holds the properties in its portfolio in the form of trust beneficiary interests.</p>
<p>Article 23(1) (d)</p>	
<p>The identity of the AIFM, AIF's depository, auditor and any other service providers and a description of their duties and the investors' rights thereto</p>	<ul style="list-style-type: none"> • Asset Manager (AIFM): Hulic REIT Management Co., Ltd. • Auditor: Ernst & Young ShinNihon LLC • Custodian, general administrator, transfer agent: Mizuho Trust & Banking Co., Ltd. <p>The Asset Manager's duties include formulating and executing Hulic's investment strategy, identifying acquisition targets, purchasing and disposing of properties, financing and budgeting, management of debt and equity issuances to fund Hulic's acquisitions, responsibility for reporting, investor relations, and regulatory filings, and other services based on Hulic's individual requests. The FIEA provides that the Asset Manager owes Hulic a fiduciary duty and must conduct its activities as asset manager in good faith. The FIEA also prohibits the Asset Manager from engaging in certain specified conduct, including entering into transactions outside the ordinary course of business or with related parties of the Asset Manager that are contrary to or violate Hulic's interests. Pursuant to the ITA, Hulic's unitholders have the right to approve the execution or termination of the asset management agreement at a general meeting of unitholders, except in specific cases set forth under the ITA.</p> <p>The auditor's responsibilities include preparing an audit report on Hulic's financial statements for the fiscal periods ending on the last day of February and on the last day of August of each year.</p> <p>The custodian, general administrator and transfer agent owes contractual obligations under its agreements with Hulic. As custodian, it provides custodial services for Hulic's assets. As general administrator, it provides administrative services including services related to financial documents, preparation of books and records, meetings of board of directors and meetings of unitholders, and tax payments. As transfer agent, it provides services including the administration of the unitholder's register, issuances of investment units, distributions, notifications, announcements and reports, and other transfer agency services.</p> <p>Unitholders do not have direct rights against the Asset Manager, auditor, custodian, general administrator or transfer agent.</p>

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Article 23(1) (e)	
Description of how the AIFM complies with the requirements to cover professional liability risks (own funds / professional indemnity insurance)	Not applicable.
Article 23(1) (f)	
Description of any delegated management function such as portfolio management or risk management and of any safekeeping function delegated by the depositary, the identification of the delegate and any conflicts of interest that may arise from such delegations	Not applicable. There is no delegation of such functions beyond the Asset Manager, which is responsible for portfolio and risk management, and the asset custodian, which is responsible for safekeeping activities.
Article 23(1) (g)	
Description of the AIF's valuation procedure and pricing methodology, including the methods used in valuing hard-to-value assets	Hulic values its assets based on generally accepted accounting principles applicable to J-REITs and pursuant to the ITA and the Ordinance on Accountings of Investment Corporations. As a J-REIT, Hulic may only use the valuation methods prescribed in the rules of the Investment Trusts Association, Japan. The asset evaluation methods and standards used in specific cases depend on the type of invested asset. Hard to value assets include assets such as equity interests in real estate anonymous associations (<i>tokumei kumiai</i>) and beneficiary interests in trusts of money principally invested in real estate anonymous associations, as well as tenant leasehold and security deposits. Future cash flows of hard to value assets are difficult to estimate. Hulic values hard to value assets differently depending on the asset, but pursuant to the ITA, the Ordinance on Accountings of Investment Corporations and the evaluation rules of the Investment Trusts Association of Japan or in accordance with generally accepted accounting principles in Japan applicable to J-REITs.
Article 23(1) (h)	
Description of the AIF's liquidity risk management, including redemption rights in normal and	Net cash generated from operating activities constitutes Hulic's primary source of liquidity to fund distributions, interest payments on outstanding debt, fees to the Asset Manager and other service providers, property-related taxes, repairs and maintenance, and capital expenditures for Hulic's properties in the ordinary course of business. However, Hulic's ability to use its cash flows from operations to finance property acquisitions is severely

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<p>exceptional circumstances and existing redemption arrangements with investors</p>	<p>limited, because Hulic is required to distribute more than 90% of all of its distributable income, calculated in accordance with the Special Taxation Measures Act, for each fiscal period to its unitholders. Therefore, Hulic depends primarily on outside financing in order to finance property acquisitions, including borrowings from financial institutions, equity financing, and the issuance of primarily long-term investment corporation bonds. Hulic also considers the effects of assumption of tenant leasehold and security deposits in evaluating its liquidity needs.</p> <p>Hulic controls liquidity-related risk by aiming to maintain its LTV ratio between approximately 40% and 45% for the time being and 40% and 50% over the medium to long term, maintaining strong and stable relationships with multiple financial institutions, and evaluating its long-term and fixed-rate debt ratios, maturity diversification, and the availability of commitment lines.</p> <p>Because Hulic is a closed-end investment corporation, unitholders are not entitled to request the redemption of their investment.</p>
<p>Article 23(1) (i)</p>	
<p>Description of all fees, charges and expenses and a maximum amount which is directly / indirectly borne by the investors</p>	<p><u>Directors' compensation:</u> Hulic's articles of incorporation provide that Hulic may pay its executive officer up to ¥1 million per month and each of its supervisory officers up to ¥700 thousand per month.</p> <p><u>Asset management, acquisition and disposition Fees:</u> Hulic pays the Asset Manager asset management, acquisition and disposition fees as follows:</p> <ul style="list-style-type: none"> • <i>Management fees.</i> The Asset Manager receives a management fee, which comprises a type 1 management fee and a type 2 management fee as described below. <ul style="list-style-type: none"> • <i>Type 1 management fee: Asset-based fee.</i> Hulic pays to the Asset Manager a type 1 management fee for each fiscal period. This type 1 asset management fee of up to 0.5% per year of Hulic's total assets (as stated in Hulic's balance sheet at the end of the immediately preceding fiscal period prepared in accordance with Japanese GAAP) is payable by Hulic within three months of the settlement day for the relevant fiscal period. • <i>Type 2 management fee: DPU-based fee.</i> Hulic pays to the Asset Manager a type 2 management fee for each fiscal period. This type 2 management fee is payable within three months of the settlement day for the relevant fiscal period, and is equal to (i) the distribution per unit (before deduction of type 2 management fee) multiplied by (ii) operating income (before deduction of type 2 management fee), which is the total rental and other operating revenues earned during the fiscal period and multiplied by (iii) up to 0.004%. For purposes of calculation of type 2 management fee, the distribution per unit (before deduction of type 2 management fee) is equal to net income before income taxes (after deducting consumption taxes and the type 2 management fee, and excluding negative goodwill), and including any loss carried forward, if applicable, calculated in accordance with Japanese GAAP, and operating income (before deduction of type 2 management fee) is equal to operating income (before deducting consumption taxes and the type 2

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management fee) calculated in accordance with Japanese GAAP.

- *Acquisition fees.* For each new property Hulic acquires (excluding cases where the Asset Manager receives merger fees as set forth below), the Asset Manager receives an acquisition fee, which is equal to up to 1.0%, or 0.5% in case of a transaction with a related party, of the purchase price (excluding national and local consumption taxes and expenses), payable by the end of the month following the month in which Hulic acquires a property.
- *Disposition fees.* For each property Hulic disposes of (excluding cases where the Asset Manager receives merger fees as set forth below), the Asset Manager receives a disposition fee to the extent there is any net profit as a result of such disposition, which is equal to up to 1.0%, or 0.5% in case of a transaction with a related party, of the disposition price (excluding national and local consumption taxes and expenses) payable by the end of the month following the month in which Hulic disposes of a property.
- *Merger fees.* In the case where the Asset Manager investigates and evaluates the assets and other matters of the other party in a consolidation-type merger or absorption-type merger to which Hulic is a party (including cases where Hulic is the surviving party of an absorption-type merger and cases where Hulic is the absorbed party of an absorption-type merger) (the “Merger”) and performs other services relating to the Merger on behalf of Hulic and the Merger takes effect, Hulic shall pay to the Asset Manager an amount equal to the total valuation amount of the real estate-related assets held by the other party to the Merger that are assumed or held by the newly established entity in a consolidation-type merger or the surviving entity in an absorption-type merger on the day that the Merger takes effect, multiplied by the rate separately agreed with the Asset Manager which shall not exceed 1.0%. Hulic shall pay the merger fee to the Asset Manager within one month from the last day of the month following the month in which the Merger takes effect.

Custodian fee:

Hulic pays the custodian a fee per fiscal period in an amount agreed upon by Hulic and the custodian based on the total assets recorded on Hulic’s balance sheet as of the last day of the fiscal period, up to the semi-annual amount calculated by the following formulas.

Amount of total assets	Calculation method (Semi-annual amount)
¥20 billion or less.....	¥1,500,000
Over ¥20 billion and not more than ¥100 billion	Total Assets × 0.00750%
Over ¥100 billion and not more than ¥150 billion ...	Total Assets × 0.00630%
Over ¥150 billion and not more than ¥200 billion ...	Total Assets × 0.00540%
Over ¥200 billion and not more than ¥250 billion ...	Total Assets × 0.00360%
Over ¥250 billion and not more than ¥300 billion ...	Total Assets × 0.00300%
Over ¥300 billion and not more than ¥400 billion ...	Total Assets × 0.00285%
Over ¥400 billion and not more than ¥500 billion ...	Total Assets × 0.00270%
Over ¥500 billion	Total Assets × 0.00255%

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Should Hulic acquire actual real estate (rather than a trust beneficiary interest in real estate or deposits in banks), the custodian fee shall equal (1) the amount agreed upon by Hulic and the custodian up to the semi-annual amount determined by the calculation formula above plus (2) the amount agreed upon by Hulic and the custodian, with respect to the actual properties Hulic owns during the applicable period, up to ¥200,000 per month for each of such properties.

General administrator fee:

Hulic pays the general administrator fees in an amount agreed upon by Hulic and the general administrator based on Hulic’s total assets recorded on its balance sheet as of the last day of the fiscal period, up to the semi-annual amount calculated by the following formulas.

Amount of total assets	Calculation method (Semi-annual amount)
¥20 billion or less.....	¥4,500,000
Over ¥20 billion and not more than ¥100 billion	Total Assets × 0.02250%
Over ¥100 billion and not more than ¥150 billion ...	Total Assets × 0.01890%
Over ¥150 billion and not more than ¥200 billion ...	Total Assets × 0.01620%
Over ¥200 billion and not more than ¥250 billion ...	Total Assets × 0.01080%
Over ¥250 billion and not more than ¥300 billion ...	Total Assets × 0.00900%
Over ¥300 billion and not more than ¥400 billion ...	Total Assets × 0.00855%
Over ¥400 billion and not more than ¥500 billion ...	Total Assets × 0.00810%
Over ¥500 billion	Total Assets × 0.00765%

Should Hulic acquire actual real estate (rather than a trust beneficiary interest in real estate or deposits in banks), the general administrator fee shall equal (1) the amount agreed upon by Hulic and the general administrator up to the semi-annual amount determined by the calculation formula above plus (2) the amount agreed upon by Hulic and the general administrator, with respect to the actual properties Hulic owns during the applicable period, up to ¥200,000 per month for each of such properties.

Transfer agent fee:

Hulic pays the transfer agent fees pursuant to the transfer agency agreement.

- Monthly standard fee:

Hulic pays the transfer agent monthly standard fees equal one sixth of the total amount of fees calculated in the manner below. There is a minimum monthly fee of ¥200,000.

Number of investors	Fees per investor
The first 5,000 investors.....	¥480
More than 5,000 and not more than 10,000	¥420
More than 10,000 and not more than 30,000	¥360
Over 30,000 and not more than 50,000.....	¥300

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	<table border="1"> <tr> <td>Over 50,000 and not more than 100,000</td> <td>¥260</td> </tr> <tr> <td>Over 100,000 investors</td> <td>¥225</td> </tr> </table> <ul style="list-style-type: none"> • Other fees: <p>Hulic pays the transfer agent fees for various other services, including fees for services in connection with the payment of distributions, notices, unitholder meetings, postal items, unitholder information and expense reimbursements.</p> <p><u>Auditor Fee:</u> Hulic may pay the independent auditor up to ¥30 million per fiscal period. The board of officers is responsible for determining the actual compensation amount.</p>	Over 50,000 and not more than 100,000	¥260	Over 100,000 investors	¥225
Over 50,000 and not more than 100,000	¥260				
Over 100,000 investors	¥225				
Article 23(1) (j)					
Description of the AIFM's procedure to ensure fair treatment of investors and details of any preferential treatment received by investors, including detailing the type of investors and their legal or economic links with the AIF or AIFM	Under Article 77 paragraph 4 of the ITA, which applies the requirements of Article 109 paragraph 1 of the Companies Act of Japan to investment corporations, investment corporations are required to treat unitholders equally depending on the number and content of units held. In addition, upon liquidation, the allotment of residual assets to unitholders is required to be made equally depending on the number of units held under Article 77 paragraph 2 item 2 and Article 158 of the ITA.				
Article 23(1) (k)					
The latest annual report referred to in Article 22(1)	Additional information may be found in our most recent semi-annual report prepared in accordance with Article 22 of the AIFMD, which is available at the AIFM's office located at 2-26-9, Hatchobori, Chuo-ku, Tokyo, Japan.				
Article 23(1) (l)					
The procedure and conditions for the issue and sale of the units	Hulic is authorized under its articles of incorporation to issue up to 20,000,000 units. Its units have been listed on the Tokyo Stock Exchange since February 7, 2014. Secondary market sales and transfers of units will be conducted in accordance with the rules of the Tokyo Stock Exchange. Unit prices on the Tokyo Stock Exchange are determined on a real-time basis by the equilibrium between bids and offers. The Tokyo Stock Exchange sets daily price limits, which limit the maximum range of fluctuation within a single trading day. Daily price limits are set according to the previous day's closing price or special quote.				
Article 23(1) (m)					
Latest net asset value of the AIF or latest market price of the unit or share of the AIF	Hulic's unit's latest market price is publicly available at the Tokyo Stock Exchange or from financial information vendors (including Reuters, which can be viewed at http://www.reuters.com/finance/stocks/overview?symbol=3295.T)				
Article 23(1) (n)					
Details of the historical	The units of Hulic were listed on the Tokyo Stock Exchange on February 7, 2014.				

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performance of the AIF, where available	The most recent five fiscal periods' performance of the units is as follows.			
	Fiscal period	Total Assets (JPY thousands)	Total Net Assets (JPY thousands)	Net Assets per unit (JPY)
	3rd Fiscal Period (March 1, 2015 to August 31, 2015)	166,256,109	88,921,190	113,855
	4th Fiscal Period (September 1, 2015 to February 29, 2016)	178,813,262	88,936,011	113,874
	5th Fiscal Period (March 1, 2016 to August 31, 2016)	213,084,904	120,545,206	125,961
	6th Fiscal Period (September 1, 2016 to February 28, 2017)	244,942,821	135,504,399	129,669
	7th Fiscal Period (March 1, 2017 to August 31, 2017)	264,657,772	135,581,596	129,743
Article 23(1) (o)				
Identity of the prime broker, any material arrangements of the AIF with its prime brokers, how conflicts of interest are managed with the prime broker and the provision in the contract with the depositary on the possibility of transfer and reuse of AIF assets, and information about any transfer of liability to the prime broker that may exist	No applicable prime broker.			
Article 23(1) (p)				
Description of how and when periodic disclosures will be made in relation to leverage, liquidity and risk profile of the assets, pursuant to	The AIFM will disclose the matters described in Articles 23(4) and 23(5) periodically through Hulic's website and semi-annual report.			

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Articles 23(4) and 23(5)	
Article 23(2)	
The AIFM shall inform the investors before they invest in the AIF of any arrangement made by the depository to contractually discharge itself of liability in accordance with Article 21(13)	Not applicable.
The AIFM shall also inform investors of any changes with respect to depository liability without delay	Not applicable.
Article 23(4)(a)	
Percentage of the AIF's assets which are subject to special arrangements arising from their illiquid nature. The percentage shall be calculated as the net value of those assets subject to special arrangements divided by the net asset value of the AIF concerned	There are no assets that are subject to special arrangements arising from their illiquid nature.
Overview of any special arrangements, including whether they relate to side pockets, gates or other arrangements	There are no such special arrangements.
Valuation methodology applied to assets which are subject to such arrangements	There are no such special arrangements.
How management and performance fees apply to such assets	There are no such special arrangements.
Article 23(4)(b)	
Any new arrangements for managing the liquidity of the AIF	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.
For each AIF that the AIFM manages that is not an unleveraged closed-end AIF, notify to investors whenever they make changes to its liquidity management systems (which enable an AIFM to monitor the liquidity risk	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.

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of the AIF and to ensure the liquidity profile of the investments of the AIF complies with its underlying obligations) that are material in accordance with Article 106(1) of Regulation (EU) No 231/2013 (ie. there is a substantial likelihood that a reasonable investor, becoming aware of such information, would reconsider its investment in the AIF, including because such information could impact an investor's ability to exercise its rights in relation to its investment, or otherwise prejudice the interests of one or more investors in the AIF).	
Immediately notify investors where they activate gates, side pockets or similar special arrangements or where they decide to suspend redemptions	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.
Overview of changes to liquidity arrangements, even if not special arrangements	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.
Terms of redemption and circumstances where management discretion applies, where relevant	Hulic is a closed-end investment corporation and unitholders are not entitled to request the redemption of their investment.
Also any voting or other restrictions exercisable, the length of any lock-up or any provision concerning 'first in line' or 'pro-rating' on gates and suspensions shall be included	There are no voting or other restrictions on the rights attaching to units.
Article 23(4)(c)	
The current risk profile of the AIF and the risk management systems employed by the AIFM to manage those risks	<p>The Asset Manager stipulates basic provisions of risk management in its risk management rules. The appropriateness and effectiveness of the Asset Manager's risk management systems are regularly reviewed and evaluated by the Asset Manager.</p> <p>The use of long-term loans and investment corporation bonds to finance asset acquisitions and other purposes gives rise to liquidity risks. Hulic controls such risks by aiming to maintain a conservative LTV ratio of approximately 40%-45% for the time being and 40%-50% over the medium to long term, diversifying financing methods and lenders, dispersing repayment deadlines, retaining a certain amount of liquid cash deposits and establishing commitment lines.</p>

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	<p>Hulic takes out short-term loans with unhedged floating interest rates that would be exposed to the risk of interest rate fluctuations. Hulic, in order to reduce the impact caused by rising interest rates, closely monitors the movement of interest rates.</p> <p>Derivative transactions (interest rate swap transactions) may be used to hedge against the risks of increases in floating interest rates.</p> <p>Hulic's use of tenant leasehold and security deposits gives rise to liquidity risk since repayment of these deposits is triggered when tenants move out of Hulic's properties. This risk is controlled through such measures as preparing cash management plans and retaining cash and deposits sufficient to return deposits to tenants.</p>
Measures to assess the sensitivity of the AIF's portfolio to the most relevant risks to which the AIF is or could be exposed	No such measures have been implemented.
If risk limits set by the AIFM have been or are likely to be exceeded and where these risk limits have been exceeded a description of the circumstances and the remedial measures taken	No such situation has occurred.
Article 23(5)(a)	
Any changes to the maximum amount of leverage which the AIFM may employ on behalf of the AIF, calculated in accordance with the gross and commitment methods. This shall include the original and revised maximum level of leverage calculated in accordance with Articles 7 and 8 of Regulation (EU) No 231/2013, whereby the level of leverage shall be calculated as the relevant exposure divided by the net asset value of the AIF.	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.
Any right of the reuse of collateral or any guarantee granted under the leveraging agreement, including the nature of the rights granted for the reuse of collateral and the nature of the guarantees granted	No such right or guarantee exists.
Details of any change in service providers relating to the above.	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.
Article 23(5)(b)	

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Information on the total amount of leverage employed by the AIF calculated in accordance with the gross and commitment methods	The aggregate amount of interest-bearing debt (including investment corporation bonds) was JPY 115,850 million as of October 31, 2017.
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