

Nomura Real Estate Master Fund, Inc.  
Securities Code: 3462  
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## Notice Concerning Debt Financing and Repayment of Debt Financing (“Financing”)

Nomura Real Estate Master Fund, Inc. (“Nomura Master Fund” or the “Fund”) announced the decision made today that it will procure debt financing (“Debt Financing”) to refinance the existing debt totaling ¥13,000 million (“Existing debt I”) and the existing debt totaling ¥20,862 million (“Existing debt II”) as described below.

### I. Debt Financing

#### **1. Debt financing for refinance Existing debt I**

##### (1) Purpose

The Fund has decided to procure the loan in order to repay current outstanding loans which matures on November 28, 2016.

##### (2) Details

Loan Type : Term Loan (Scheduled contract date: November 24, 2016)

| Lenders                                                                             | Amount<br>(millions of yen) | Interest Rate                                  | Drawdown Date        | Term                       | Repayment<br>Date <sup>(Note1)</sup> | Terms of<br>Repayment                          | Collateral                     |
|-------------------------------------------------------------------------------------|-----------------------------|------------------------------------------------|----------------------|----------------------------|--------------------------------------|------------------------------------------------|--------------------------------|
| Mitsubishi UFJ Trust and Banking Corporation<br>Sumitomo Mitsui Trust Bank, Limited | 4,000                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 28,<br>2016 | 7 years                    | November 26,<br>2023                 | Lump-sum<br>repayment on the<br>repayment date | Unsecured,<br>unguarante<br>ed |
| Mizuho Bank, Ltd.                                                                   | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 28,<br>2016 | 7 years<br>and 6<br>months | May 26,<br>2024                      | Lump-sum<br>repayment on the<br>repayment date | Unsecured,<br>unguarante<br>ed |
| Mizuho Trust & Banking Co., Ltd<br>The Norinchukin Bank                             | 3,000                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 28,<br>2016 | 8 years                    | November 26,<br>2024                 | Lump-sum<br>repayment on the<br>repayment date | Unsecured,<br>unguarante<br>ed |
| The Bank of Tokyo-Mitsubishi UFJ,<br>Ltd                                            | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note4) | November 28,<br>2016 | 10 years                   | November 26,<br>2026                 | Lump-sum<br>repayment on the<br>repayment date | Unsecured,<br>unguarante<br>ed |
| Sumitomo Mitsui Banking<br>Corporation                                              | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 28,<br>2016 | 11 years                   | November 26,<br>2027                 | Lump-sum<br>repayment on the<br>repayment date | Unsecured,<br>unguarante<br>ed |

- (Note 1) Repayment Date is the following business day if the date is a non-business day, or the prior business day if the following business date is in the next month.
- (Note 2) The interest rate will be determined on or before the anticipated borrowing date based on the contract dated November 24, 2016 concerning this borrowing. We will make an announcement about the interest when it is determined.
- (Note 3) May 26, 2017, the first interest payment date, and 26th of every May and November thereafter until the Repayment Date. (or the following business day if the date is a non-business day, or the prior business day if the following business date is in the next month)
- (Note 4) February 26, 2017, the first interest payment date, and 26th of every February, May, August and November thereafter until the Repayment Date. (or the following business day if the date is a non-business day, or the prior business day if the following business date is in the next month)

### (3) Use of Funds

- ① Specifics : To be used for repayment of the existing borrowings based on the term loan<sup>(Note)</sup> agreement totaling ¥13,000 million which will mature on November 28, 2016.
- ② Scheduled Date of Use : November 28, 2016

(Note) For details of the term loan agreement, please refer to the press releases “Notice Concerning Debt Financing” the former Nomura Real Estate Master Fund on June 12, 2013.

## 2. Debt financing for refinance Existing debt II

### (1) Purpose

The Fund has decided to procure the loan in order to repay current outstanding loans which matures on November 30, 2016.

### (2) Details

Loan Type : Term Loan (Scheduled contract date: November 28, 2016)

| Lenders                                                                                                  | Amount<br>(millions of yen) | Interest Rate                                  | Drawdown Date     | Term                 | Repayment Date <sup>(Note1)</sup> | Terms of Repayment                       | Collateral              |
|----------------------------------------------------------------------------------------------------------|-----------------------------|------------------------------------------------|-------------------|----------------------|-----------------------------------|------------------------------------------|-------------------------|
| Mitsubishi UFJ Trust and Banking Corporation                                                             | 2,500                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 30, 2016 | 6 years and 6 months | May 26, 2023                      | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| Mizuho Trust & Banking Co., Ltd<br>The Norinchukin Bank<br>Resona Bank, Limited                          | 1,500                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 30, 2016 | 7 years              | November 26, 2023                 | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd                                                                    | 1,800                       | Fixed<br>(To be determined)<br>(Note2) (Note4) | November 30, 2016 | 8 years              | November 26, 2024                 | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd                                                                    | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note4) | November 30, 2016 | 8 years and 6 months | May 26, 2025                      | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| Sumitomo Mitsui Banking Corporation                                                                      | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 30, 2016 | 8 years and 6 months | May 26, 2025                      | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| Development Bank of Japan Inc.<br>Nippon Life Insurance Company                                          | 2,800                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 30, 2016 | 8 years and 6 months | May 26, 2025                      | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| Mizuho Bank, Ltd.<br>Mitsubishi UFJ Trust and Banking Corporation<br>Sumitomo Mitsui Trust Bank, Limited | 4,200                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 30, 2016 | 9 years              | November 26, 2025                 | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd                                                                    | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note4) | November 28, 2016 | 13 years             | November 26, 2029                 | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |
| Sumitomo Mitsui Banking Corporation                                                                      | 2,000                       | Fixed<br>(To be determined)<br>(Note2) (Note3) | November 28, 2016 | 13 years             | November 26, 2029                 | Lump-sum repayment on the repayment date | Unsecured, unguaranteed |

- (Note 1) Repayment Date is the following business day if the date is a non-business day, or the prior business day if the following business date is in the next month.
- (Note 2) The interest rate will be determined on or before the anticipated borrowing date based on the contract dated November 28, 2016 concerning this borrowing. We will make an announcement about the interest when it is determined.
- (Note 3) May 26, 2017, the first interest payment date, and 26th of every May and November thereafter until the Repayment Date. (or the following business day if the date is a non-business day, or the prior business day if the following business date is in the next month)
- (Note 4) February 26, 2017, the first interest payment date, and 26th of every February, May, August and November thereafter until the Repayment Date. (or the following business day if the date is a non-business day, or the prior business day if the following business date is in the next month)

### (3) Use of Funds

- ① Specifics : To be used for repayment of the existing borrowings based on the term loan<sup>(Note)</sup> agreement totaling ¥20,862 million which will mature on November 30, 2016. (The remaining to be repaid with cash on hand.)
- ② Scheduled Date of Use : November 30, 2016.

(Note) For details of the term loan agreement maturing please refer to the press release “Notice Concerning Borrowing” announced by Top REIT Inc. on January 7, 2010 and November 24, 2011 (For the press release of Top REIT Inc., please refer to [http://www.nre-mf.co.jp/en/ir/index\\_top.html](http://www.nre-mf.co.jp/en/ir/index_top.html)).

## II. Status of Interest Bearing Debts after Financing

|                              |                                                                     | (millions of yen)                    |                                     |                            |
|------------------------------|---------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------------------------|
|                              |                                                                     | Before Financing <sup>(Note 1)</sup> | After Financing <sup>(Note 1)</sup> | Increased/Decreased Amount |
|                              | Short-term Borrowings                                               | —                                    | —                                   | —                          |
|                              | Current portion of Long-term borrowings <sup>(Note 2)</sup>         | 86,146                               | 52,284                              | — 33,862                   |
|                              | Long-term borrowings <sup>(Note 3)</sup>                            | 381,221                              | 415,021                             | + 33,800                   |
|                              | Total Borrowings                                                    | 467,367                              | 467,305                             | — 62                       |
|                              | Current portion of Investment Corporation Bonds <sup>(Note 2)</sup> | 10,000                               | 10,000                              | —                          |
|                              | Investment Corporation Bonds <sup>(Note 4)</sup>                    | 22,500                               | 22,500                              | —                          |
|                              | Total Investment Corporation Bonds                                  | 32,500                               | 32,500                              | —                          |
| Total Interest-Bearing Debts |                                                                     | 499,867                              | 499,805                             | — 62                       |

(Note 1) Both columns indicate figures assuming that agreed repayments (¥21.4 million in total) scheduled for November 28, 2016.

(Note 2) Nature of term is as of the end of the 2nd fiscal period (August 31, 2016).

(Note 3) Excludes Long-term Borrowings due within one year.

(Note 4) Excludes Investment Corporation Bond due within one year.

## III. Forecasts of Financial Results

There is only small impact to Nomura Master Fund’s forecasts of financial results for the fiscal period ending February 28, 2017 (September 1, 2016 to February 28, 2017), there is no revision to the forecast of financial results.

## IV. Other Matters Required for Investors to Accurately Understand and Evaluate the Information

No change has been made to the content of “Section 1 Fund Information / 1 Status of Fund / 3 Investment Risks” of the Securities Report (in Japanese) filed on May 25, 2016, regarding the risk involved in the debt financing.