

## **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 Nomura Real Estate Master Fund, Inc. (“NMF” 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, Nomura Real Estate Asset Management Co., Ltd. (the “AIFM”) has submitted a notification with the Netherlands Authority for the Financial Markets. The units of NMF 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 (*gekwalificeerde beleggers*) within the meaning of Article 1:1 of the Wft, and as a consequence neither the AIFM nor NMF is subject to the license requirement pursuant to the Wft. Consequently, neither the AIFM nor the AIF is subject to supervision of the Dutch Central Bank (*De Nederlandsche Bank*, “DNB”) or the Netherlands Authority for the 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 NMF 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”) NMF 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 NMF 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.

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 NMF 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.

## **Transactional Summary**

NMF executed a merger agreement on May 26, 2016 pursuant to which NMF is expected to merge with Top REIT, Inc. (“**TOP**”) on September 1, 2016 through an absorption-type merger, with NMF as the surviving entity (the “**Merger**”).

The structure of the Merger is as follows:

- i. On September 1, 2016, unitholders of TOP will exchange their investment units for investment units of NMF and become unitholders of NMF; and
- ii. On the same day, TOP will merge with and into NMF. The assets of TOP will be consolidated and held by NMF.

Although the AIFM will not merge with Top REIT Asset Management Co., Ltd. (“**TRAM**”), the current asset manager for TOP, after the Merger is completed, the AIFM will have under its management the assets that are currently under management by TRAM.

Article 23 (1)(a)	
Objectives of the AIF	NMF aims to secure stable mid-to-long term income and to achieve steady growth of its assets by primarily investing in relatively new logistics facilities and retail facilities, residential buildings and office buildings mainly in the Tokyo Area, which we believe will continue to generate strong demand for properties by tenants.
Investment strategy	By using the robust Nomura Real Estate Group's extensive sourcing network, NMF aims to secure stable mid-to-long term income and to achieve steady growth of its assets through primarily investing in (i) relatively new logistics facilities and retail facilities less than 10 years old that are located in the Tokyo Area, (ii) residential buildings which target office workers and students in their twenties and thirties, mainly located in Tokyo Area, and (iii) office buildings mainly located in Tokyo Area.
Types of assets the AIF may invest in	Real estate, trust beneficiary interests in real estate, real estate securities, specified assets and other assets.
Techniques it may employ and all associated risks	<p>The principal risks with respect to investment in NMF are as follows:</p> <ul style="list-style-type: none"> <li>• any adverse conditions in the Japanese economy could adversely affect NMF;</li> <li>• NMF may not be able to acquire properties to execute the growth and investment strategy in a manner that is accretive to earnings;</li> <li>• illiquidity in the real estate market may limit the ability to grow or adjust the portfolio;</li> <li>• the past experience of the AIFM in the Japanese real estate market is not an indicator or guarantee of the future results;</li> <li>• NMF's reliance on Nomura Real Estate Group including the AIFM and other third party service providers could have a material adverse effect on its business;</li> <li>• NMF may change its detailed investment policy without a formal amendment of the articles of incorporation.</li> <li>• there are potential conflicts of interest between NMF, NMF's related parties and AIFM;</li> <li>• NMF's revenues largely comprise leasing revenues from the portfolio properties, which may be negatively affected by factors including vacancies, decreases in rent, and late or missed payments by tenants;</li> <li>• Because many of its logistics and retail properties and some of the office properties are used by a single or a few tenants, NMF's performance may be materially adversely affected by the performance of a small number of tenants in each such property.</li> <li>• NMF faces significant competition in seeking tenants and it may be difficult to find replacement tenants, especially as to logistics properties;</li> <li>• increases in interest rates may increase the interest expense and may result in a</li> </ul>

decline in the market price of the units;

- NMF may suffer large losses if any of the properties incurs damage from a natural or man-made disaster;
- many of the properties in the portfolio are concentrated in the Tokyo Metropolitan Area;
- any inability to obtain financing from issuance of investments units, loan and issuance of investment corporation bonds for future acquisitions could adversely affect the growth of the portfolio;
- NMF's failure to satisfy a complex series of requirements pursuant to Japanese tax regulations would disqualify NMF from certain taxation benefits and significantly reduce the cash distributions to the unitholders; and
- the ownership rights in some of the properties may be declared invalid or limited.

In addition, NMF is subject to the following risks:

- risks related to increasing operating costs;
- risks related to the restrictive covenants under debt financing arrangement;
- risks related to entering into forward commitment contracts;
- risks related to third party leasehold interests in the land underlying NMF's properties;
- risks related to investment in properties where NMF owns only the land or only the building;
- risks related to holding the property in the form of compartmentalized ownership (*kubun shoyū*) interests or co-ownership interests (*kyōyū-mochibun*);
- risks related to holding the property in the form of limited proprietary right of land (as it called "*soko-chi*")
- risks related to properties not in operation (including properties under development);
- risks related to the defective title, design, construction or other defects or problems in the properties;
- risks related to suffering impairment losses relating to the properties;
- risks related to decreasing tenant leasehold deposits and/or security deposits;
- risks related to tenants' default as a result of financial difficulty or insolvency;
- risks related to the insolvency of master lessor;
- risks related to the insolvency of seller of the properties;
- risks related to relying on expert appraisals and engineering, environmental and seismic reports as well as industry and market data;
- risks related to the presence of hazardous or toxic substances in the properties, or the failure to properly remediate such substances;
- risks related to the strict environmental liabilities for the properties, and

	<p>implementation of countermeasures against global warming;</p> <ul style="list-style-type: none"> <li>• risks related to the amendment of the applicable administrative laws and local ordinances;</li> <li>• risks related to investments in anonymous associations (<i>tokumei kumiai</i>);</li> <li>• risks related to investments in trust beneficiary interest;</li> <li>• risks related to the tight supervision by the regulatory authorities and compliance with applicable rules and regulations;</li> <li>• risks related to the tax authority disagreement with the AIFM’s interpretations of the Japanese tax laws and regulations;</li> <li>• risks related to being unable to benefit from reductions in certain real estate taxes enjoyed by qualified J-REITs;</li> <li>• risks related to changes in Japanese tax laws; and</li> <li>• the risk of dilution as a result of further issuances of units.</li> </ul>
<p>Any applicable investment restrictions</p>	<p>NMF is subject to investment restrictions under Japanese laws and regulations (e.g., the Act on Investment Trusts and Investment Corporations (the “ITA”), the Financial Instruments and Exchange Act (the “FIEA”)) as well as its articles of incorporation.</p> <p>NMF 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, surface rights (<i>chijō-ken</i>) (i.e., right to use land for the purpose of having a structure on it) or trust beneficiary interests for securities or real estate, leaseholds of real estate or surface rights.</p> <p>Furthermore, a listed J-REIT 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.</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>Circumstances in which the AIF may use leverage</p>	<p>NMF may take out loans or issue long-term or short-term investment corporation bonds for the purpose of investing in properties, conducting repairs, paying cash distributions, repaying obligations (including repayment of tenant leasehold or security deposits, and obligations related to loans or long-term or short-term investment corporation bonds) and other activities.</p>
<p>The types and sources of leverage permitted and associated risks</p>	<p>Loans or investment corporation bonds:</p> <p>NMF may be subject to restrictive covenants in connection with any future indebtedness that may restrict the operations and limit the ability to make cash distributions to</p>

	<p>unitholders, to dispose of the properties or to acquire additional properties. Furthermore, NMF may violate restrictive covenants contained in the loan agreements NMF executes, such as the maintenance of debt service coverage or loan-to-value ratios, which may entitle the lenders to require NMF to collateralize the properties or demand that the entire outstanding balance be paid.</p> <p>Further, in the event of an increase in interest rates, to the extent that NMF has any debt with unhedged floating rates of interest or NMF incurs new debt, interest payments may increase, which in turn could reduce the amount of cash available for distributions to unitholders. Higher interest rates may also limit the capacity for short- and long-term borrowings, which would in turn limit the ability to acquire properties, and could cause the market price of the units to decline.</p>
Any restrictions on leverage	The maximum amount of each loan and investment corporation bond issuance will be two trillion yen, and the aggregate amount of all such debt will not exceed two trillion yen.
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	NMF has set an upper limit of 60% as a general rule for its loan-to-value, or LTV, ratio in order to operate with a stable financial condition. NMF may, however, temporarily exceed any such levels as a result of property acquisitions or other events.
<b>Article 23(1) (b)</b>	
Procedure by which the AIF may change its investment strategy / investment policy	<p>Amendment of the articles of incorporation – 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 the meeting. Unitholders should note, however, that under the ITA and our 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 guidelines of the AIFM, which provide more detailed policies within NMF’s overall investment strategy and policy, can be modified without such formal amendment of the articles of incorporation.</p>
<b>Article 23(1) (c)</b>	
Description of the main legal implications of the contractual relationship entered	<p>NMF is party to an Asset Custody Agreement with Sumitomo Mitsui Trust Bank, Limited regarding NMF’s assets.</p> <p>NMF is party to the following agreements with Mitsubishi UFJ Trust and Banking Corporation:</p>

<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>	<ul style="list-style-type: none"> <li>• Transfer Agency Agreement;</li> <li>• General Administration Agreement</li> <li>• Special Account Management Agreement</li> </ul> <p>NMF is party to a Financial Agency Agreement with the Bank of Tokyo-Mitsubishi UFJ, Ltd., Sumitomo Mitsui Banking Corporation, Nomura Securities Co., Ltd. and Mizuho Securities Co., Ltd. regarding NMF’s investment corporation bonds.</p> <p>All of the above agreements are governed by Japanese law.</p> <p>NMF is not involved in or threatened by any legal arbitration, administrative or other proceedings, the results of which might, individually or in the aggregate, be material.</p>
<b>Article 23(1) (d)</b>	
<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"> <li>• AIFM (Asset Manager): Nomura Real Estate Asset Management Co., Ltd.</li> <li>• Auditor: Ernst &amp; Young ShinNihon LLC</li> <li>• Custodian: Sumitomo Mitsui Trust Bank, Limited</li> <li>• General Administrator, Transfer Agent, and Manager of Special Accounts: Mitsubishi UFJ Trust and Banking Corporation</li> <li>• General Administrator (Fiscal Agent) : the Bank of Tokyo-Mitsubishi UFJ, Ltd., Sumitomo Mitsui Banking Corporation, Nomura Securities Co., Ltd. and Mizuho Securities Co., Ltd.</li> </ul> <p>Service providers owe contractual obligations under their respective agreements with the AIF or AIFM, as the case may be. In addition, the FIEA provides that the Asset Manager owes the AIF a fiduciary duty and must conduct its activities as the asset manager in good faith.</p> <p>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 the AIF’s interests.</p> <p>Pursuant to the ITA, the unitholders have the right to approve the execution or termination of the asset management agreement at a general meeting of unitholders.</p>
<b>Article 23(1) (e)</b>	
<p>Description of how the AIFM complies with the requirements to cover professional liability risks (own funds / professional indemnity insurance)</p>	<p>Not applicable.</p>
<b>Article 23(1) (f)</b>	



<p>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</p>	<p>Not applicable.</p> <p>There is no delegation of such functions beyond the AIFM, which is responsible for portfolio and risk management, and the Custodian, which is responsible for safekeeping activities.</p>
<p><b>Article 23(1) (g)</b></p>	
<p>Description of the AIF's valuation procedure and pricing methodology, including the methods used in valuing hard-to-value assets</p>	<p>NMF makes investment decisions based on the valuation of properties, upon consideration of the property appraisal value.</p> <p>NMF shall evaluate assets in accordance with its Article of Incorporation. The methods and standards that NMF uses for the evaluation of assets shall be based on the Regulations Concerning the Calculations of Investment Corporations, as well as the Regulations Concerning Real Estate Investment Trusts and Real Estate Investment Corporations and other regulations stipulated by ITA, in addition to Japanese GAAP.</p> <p>J-REITs may only use the valuation methods prescribed in the rules of the Investment Trusts Association, Japan, which emphasize market price valuation.</p>
<p><b>Article 23(1) (h)</b></p>	
<p>Description of the AIF's liquidity risk management, including redemption rights in normal and exceptional circumstances and existing redemption arrangements with investors</p>	<p>NMF uses investment corporation bonds and long-term loans, to finance acquisitions and repayment obligations. NMF controls related risk by diversifying lenders and using multiple ways of raising funds including use of surplus funds and issuing units.</p> <p>For floating rate borrowings exposed to the risk of interest rate fluctuations, NMF maintains low percentage of its LTV, and intends to keep the high proportion of its obligations subject to fixed rate loans.</p> <p>Risks related to deposits are managed through diversifying depositary financial institutions.</p> <p>As NMF is a closed-end investment corporation, unitholders are not entitled to request the redemption of their investment.</p>
<p><b>Article 23(1) (i)</b></p>	

<p>Description of all fees, charges and expenses and a maximum amount which is directly / indirectly borne by the investors</p>	<p><u>Compensation:</u> Compensation for an executive director shall be no more than 800,000 yen per month, and the amount of compensation shall be determined by the Board of Directors taking into account the levels of compensation of directors and statutory auditors performing similar work in similar positions for other companies and legal entities, general economic trends, trends concerning wages and other factors.</p> <p>Compensation for a supervisory director shall be no more than 700,000 yen per month, and the amount of compensation shall be determined by the Board of Directors taking into account the levels of compensation of directors and statutory auditors performing similar work in similar positions for other companies and legal entities, general economic trends, trends concerning wages and other factors.</p> <p><u>Asset Manager:</u></p> <ul style="list-style-type: none"> <li>• Asset Management Fee: NMF will pay the Asset Manager an asset management fee as follows: <ol style="list-style-type: none"> <li>1. Management Fee <p>Management Fee shall be the amount calculated by multiplying (a) the total assets of NMF determined by the method specified below by (b) 0.6% per annum for the period from the day after NMF’s immediately preceding Settlement Date until the last day of the third month following such Settlement Date (“Calculation Period 1”) and for the period from the day after the final day of Calculation Period 1 until the next Settlement Date (“Calculation Period 2”) (pro rata daily amounts shall be calculated on the basis of 365 days per year; amounts less than one yen shall be rounded down).</p> <p>Total Assets in Calculation Period 1</p> <p>The total amount of assets indicated on NMF’s balance sheet as of the Settlement Date of NMF’s immediately preceding Fiscal Period (limited to the balance sheet approved at the meeting of the Board of Directors in accordance with the Article 131, Paragraph 2 of the Investment Trust Act).</p> <p>Total Assets in Calculation Period 2</p> <p>The total amount of assets indicated in Calculation Period 1, <i>plus or minus</i> difference of the total acquisition price (meaning the purchase price in a case of purchase, the price of the asset acquired by way of exchange provided in the exchange agreement in a case of exchange (the amount after the deduction of the compressed amount, if compressed entry is made), the contribution amount in a case of capital contribution, and the amount of assets recognized with respect to the property (excluding ancillary expenses) in accordance with the Accounting Standards for Business Combination (<i>kigyo ketsugo ni kansuru kaikei kijun</i>) in a case</p> </li> </ol> </li> </ul>
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of merger; excluding national and local consumption taxes required for acquisition of buildings, hereinafter the same in this Item and the following Item) of acquired specified assets, and the total book value of the disposed specified assets indicated on NMF's balance sheet as of the Settlement Date of NMF's immediately preceding Fiscal Period (limited to the balance sheet approved at the meeting of the Board of Directors in accordance with the Article 131, Paragraph 2 of the Investment Trust Act), if NMF acquired or disposed of specified assets as specified in the Articles of Incorporation during Calculation Period 1.

Fees for Calculation Period 1 shall be paid by the last day of Calculation Period 1 and fees for Calculation Period 2 shall be paid by the last day of Calculation Period 2.

## 2. Acquisition Fee

If NMF acquired specified assets as specified in Articles of Incorporation, NMF shall pay Acquisition Fee in the amount obtained by multiplying the acquisition price by a rate separately agreed upon with the Asset Management Company, which rate shall be up to 1.0% (0.5%, if the acquisition is from a related party defined in the Article 201, Paragraph 1 of the Investment Trust Act or a company etc. for which a related party provides the asset management or investment advisory service).

## 3. Disposition Fee

If NMF disposed of specified assets as specified in Article 29, Paragraph 1, NMF shall pay Disposition Fee in the amount obtained by multiplying the disposition price (meaning the disposition price in a case of sale, and the price of the asset disposed of by way of exchange provided in the exchange agreement in a case of exchange; excluding national and local consumption taxes required for disposition of buildings, hereinafter the same in this Item) by a rate separately agreed upon with the Asset Management Company, which rate shall be up to 1.0% (0.5%, if the disposition is to a related party defined in the Article 201, Paragraph 1 of the Investment Trust Act or a company etc. for which a related party provides the asset management or investment advisory service).

Disposition Fees shall be paid by the last day of the month following the month in which the specified asset was disposed of.

### Custodian:

- Custodian Fee: NMF will pay the Custodian fee and the compensation tax per three

months ending February, May, August and November every year as follows (for any period of less than a month, the fee will be calculated on a pro-rata basis; amounts less than one yen shall be rounded down):

Not more than the amount calculated by multiplying (a) total amount indicated in the assets section on NMF's balance sheet as of the Settlement Date of NMF's immediately preceding Fiscal Period by (b) 0.03% and then dividing 12, which is calculated by NMF and the Custodian upon discussion.

General Administrator:

- **General Administrators Fee:** NMF will pay the General Administrators fee and the compensation tax per three months ending February, May, August and November every year as follows (for any period of less than three months, the fee will be calculated on a pro-rata basis; amounts less than one yen shall be rounded down):

Not more than the amount calculated using the following table, based of the total asset amount indicated on NMF's balance sheet as of the Settlement Date of NMF's immediately preceding Fiscal Period, which is calculated by NMF and the General Administrator in compliance with the asset structure, and the compensation tax.

Total Asset Amount (JPY billion)	Method of Calculation
Portions not exceeding 10	11,000,000 yen
Over 10 to 50	11,000,000 yen + (Total asset amount – 10 billion yen) × 0.080 %
Over 50 to 100	43,000,000 yen + (Total asset amount – 50 billion yen) × 0.060 %
Over 100 to 200	73,000,000 yen + (Total asset amount – 100 billion yen) × 0.055 %
Over 200 to 300	128,000,000 yen + (Total asset amount – 200 billion yen) × 0.040 %
Over 300 to 500	168,000,000 yen + (Total asset amount – 300 billion yen) × 0.035 %
Over 500	238,000,000 yen + (Total asset amount – 500 billion yen) × 0.030 %

Transfer Agent:

- **Transfer Agent Fee (Standard Fee):**

Standard transfer agent fees are for services such as preparation, maintenance and storage of NMF's unitholder register; preparation and reporting of the end-of-fiscal period unitholders register and unitholder statistical data.

The monthly standard fees will be the total of the amount 1 and 2 below.

1. The amount calculated using the following table divided by 6, with a minimum monthly fee of 220,000 yen.

Number of Unitholders	Fees per Unitholder
first 5,000 unitholders	390 yen
over 5,000 to 10,000	330 yen
over 10,000 to 30,000	280 yen
over 30,000 to 50,000	230 yen
over 50,000 to 100,000	180 yen
over 100,000	150 yen

2. 55 yen per unitholder disqualified in each month.

- Other fees:

NMF pays the transfer agent other fees for various other services, including in connection with the issuance of dividends.

Manager of Special Accounts:

- Special Account Management Fee:

Special account management fees are for services such as preparation, maintenance and storage of NMF's transfer account registry and annexed books; reporting regarding notice to all unitholders; opening/closing of special accounts and other related matters.

The monthly special account management fees will be the total of the amount 1 and 2 below.

1. The monthly special account management fee:

The monthly fee is calculated using the following table, with a minimum monthly fee of 20,000 yen.

Number of Unitholders Using Special Accounts	Fees per Unitholder
first 3,000 unitholders	150 yen
over 3,000 to 10,000	125 yen
over 10,000 to 30,000	100 yen
over 30,000	75 yen

2. Other special account management fee:

The following fees are paid as special account management fee:

Type of Fee	Amount
Reporting to notice of all unitholders	150 yen/report
Receipt of request to individual unitholder notice	250 yen/receipt
Receipt of request to provision of information	250 yen/receipt
Receipt of various notifications	250 yen/receipt
Assisting of designation for transfer of dividends	130 yen/assisting

- Other fees:

NMF pays the manager of Special Accounts other fees for various other services, including in connection with the transfer to other accounts of the unitholder using special accounts.

Auditor:

- Auditor Fee:

The compensation amount to the independent auditor for each fiscal period (defined in the Article of Incorporation) subject to audit shall be determined by the Board of Directors within a maximum amount of thirty million (30,000,000) yen, and such amount shall be paid no later than the last day of the month following the month when the audit engagement for the settlement of the relevant fiscal period finishes.

The AIF may also incur other miscellaneous fees in connection with property management, issuance of units, investment corporation bonds and the operation, acquisition or disposition of properties.

**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

Under Article 77 paragraph 4 of the Act on Investment Trusts and Investment Corporations of Japan, which applies the requirements of Article 109 paragraph 1 of the Companies Act 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 units held under Article 77 paragraph 2 item 2 and Article 158 of the ITA.

detailing the type of investors and their legal or economic links with the AIF or AIFM									
<b>Article 23(1) (k)</b>									
The latest annual report referred to in Article 22(1)	No semi-annual report is currently available. NMF's first semi-annual report prepared in accordance with Article 22 will be filed by August 31, 2016. For reference, the semi-annual reports of the three J-REITs (Nomura Real Estate Master Fund, Inc. ("Former NMF"), Nomura Real Estate Residential Fund, Inc. ("NRF") and Nomura Real Estate Office Fund, Inc. ("NOF")) that merged into NMF are available at <a href="http://www.nre-mf.co.jp/en/ir/library_nmf.html">http://www.nre-mf.co.jp/en/ir/library_nmf.html</a> .								
<b>Article 23(1) (l)</b>									
The procedure and conditions for the issue and sale of the units	NMF is authorized under the articles of incorporation to issue up to 20,000,000 units. NMF's units have been listed on the Tokyo Stock Exchange since October 2, 2015. 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.								
<b>Article 23(1) (m)</b>									
Latest net asset value of the AIF or latest market price of the unit or share of the AIF	NMF'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 <a href="http://www.reuters.com/finance/stocks/overview?symbol=3462.T">http://www.reuters.com/finance/stocks/overview?symbol=3462.T</a> ). For reference only, TOP'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 <a href="http://www.reuters.com/finance/stocks/overview?symbol=8982.T">http://www.reuters.com/finance/stocks/overview?symbol=8982.T</a> ).								
<b>Article 23(1) (n)</b>									
Details of the historical performance of the AIF, where available	Given that NMF was established on October 1, 2015, only one fiscal period of historical performance is available, as follows. NMF <table border="1" data-bbox="406 1720 1492 1973"> <thead> <tr> <th>Fiscal period ended</th> <th>Total Assets (JPY million)</th> <th>Total Net Assets (JPY million)</th> <th>Net Assets per unit (JPY)</th> </tr> </thead> <tbody> <tr> <td>1st Fiscal Period (five months ended February 29, 2016)</td> <td>928,297</td> <td>477,601</td> <td>128,318</td> </tr> </tbody> </table>	Fiscal period ended	Total Assets (JPY million)	Total Net Assets (JPY million)	Net Assets per unit (JPY)	1st Fiscal Period (five months ended February 29, 2016)	928,297	477,601	128,318
Fiscal period ended	Total Assets (JPY million)	Total Net Assets (JPY million)	Net Assets per unit (JPY)						
1st Fiscal Period (five months ended February 29, 2016)	928,297	477,601	128,318						

Additionally, the four most recent fiscal periods' performances of the three J-REITs that were merged to create NMF are as follows.

Former NMF

Fiscal period ended	Total Assets (JPY million)	Total Net Assets (JPY million)	Net Assets per unit (JPY)
5th Fiscal Period (ended August 31, 2015)	287,696	164,813	98,971
4th Fiscal Period (ended February 28, 2015)	276,539	165,267	99,244
3rd Fiscal Period (ended August 31, 2014)	257,040	165,201	99,204
2nd Fiscal Period (ended February 28, 2014)	261,582	165,982	99,673

NRF

Fiscal period	Total Assets (JPY million)	Total Net Assets (JPY million)	Net Assets per unit (JPY)
17th Fiscal Period (ended May 31, 2015)	169,316	75,155	467,382
16th Fiscal Period (ended November 30, 2014)	164,852	75,148	467,340
15st Fiscal Period (ended May 31, 2014)	167,940	75,226	467,827
14th Fiscal Period (ended November 30, 2013)	168,019	75,236	467,887



## NOF

Fiscal period	Total Assets (JPY million)	Total Net Assets (JPY million)	Net Assets per unit (JPY)
23rd Fiscal Period (ended April 30, 2014)	439,861	215,198	577,630
22th Fiscal Period (ended October 31, 2014)	435,644	215,525	578,510
21st Fiscal Period (ended April 30, 2014)	434,715	215,310	577,931
20th Fiscal Period (ended October 31, 2013)	404,207	215,405	578,188

In addition, for reference only, the five most recent fiscal periods' performance of TOP is as follows.

## TOP

Fiscal period	Total Assets (JPY million)	Total Net Assets (JPY million)	Net Assets per unit (JPY)
19th Fiscal Period (ended October 31, 2015)	189,568	92,976	528,278
18th Fiscal Period (ended April 30, 2015)	189,737	92,998	528,400
17th Fiscal Period (ended October 31, 2014)	200,551	93,120	529,095
16th Fiscal Period (ended April 30, 2014)	200,802	93,081	528,873
15th Fiscal Period (ended October 31, 2013)	186,169	83,871	541,105

**Article 23(1) (o)**

Identity of the prime broker, any material arrangements of the AIF with its prime

No applicable prime broker.

brokers, how conflicts of interest are managed with the prime broker and the provision in the contract with the depository on the possibility of transfer and reuse of AIF assets, and information about any transfer of liability to the prime broker that may exist	
<b>Article 23(1) (p)</b>	
Description of how and when periodic disclosures will be made in relation to leverage, liquidity and risk profile of the assets, pursuant to Articles 23(4) and 23(5)	The AIFM will disclose the matters described in Articles 23(4) and 23(5) periodically through the AIF Internet website and other public disclosures.
<b>Article 23(2)</b>	
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	Not applicable.

to depositary liability without delay	
<b>Article 23(4)(a)</b>	
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.
<b>Article 23(4)(b)</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 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,	Any new arrangements or change in applicable arrangements will be disclosed at an appropriate time.

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	NMF 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.
<b>Article 23(4)(c)</b>	
The current risk profile of the AIF and the risk management systems employed by the AIFM to manage those risks	<p>Investment corporation bonds and long-term loans are used to finance rehabilitation obligations, acquisition of real estate and repayment of loans. These financial instruments are exposed to liquidity risk. NMF manages and limits such risk by diversifying the lenders, inquest and implement of diversified procuring funds including use of surplus funds and the procurement from the capital market by issuing investment units.</p> <p>For floating rate borrowings exposed to the risk of rising interest, NMF, in order to limit the impact caused by maintaining a low LTV ratio and high ratio of fixed rate loans compared to floating rate loans. Also, NMF can use derivatives trading as hedging instruments.</p> <p>Deposits are exposed to risks of failure of the financial institution holding the deposit and other credit risks, but such risks are managed through diversifying the financial institutions holding the deposits.</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.
<b>Article 23(5)(a)</b>	
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.
<b>Article 23(5)(b)</b>	
Information on the total amount of leverage employed by the AIF calculated in accordance with the gross and commitment methods	The aggregate amount of NMF's interest-bearing debt (including investment corporation bonds) was JPY 403,164 million as of February 29, 2016.  In addition, for reference only, the aggregate amount of TOP's

interest-bearing debt (including investment corporation bonds) was JPY 90,279 million as of October 31, 2015.