

## For translation purposes only.

June 14, 2013

#### For Immediate Release

Nomura Real Estate Office Fund, Inc. Yuichi Maruko, Executive Director (Securities Code: 8959)

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# Notice Concerning Amendment of Articles of Incorporation and Election of Directors

Nomura Real Estate Office Fund, Inc. ("Nomura Office Fund" or the "Fund") announced its resolution at the Board of Directors' Meeting held on this day to hold the Sixth General Unitholders' Meeting (the "Meeting") on July 26, 2013, and to propose, at the Meeting, the following amendments to its Articles of Incorporation and election of directors. The amendments and elections will become effective upon approval by the Meeting.

### 1. Amendment of the Articles of Incorporation (summary)

(1) Amendment to Article 16, Paragraph 3

In regard to the terms of resolutions regarding the selection of substitute Executive Director and substitute Supervisory Directors, new provisions are stipulated in the regulations to conform in principle to the term of office of Executive and Supervisory Directors.

(2) Amendment to Article 19, Paragraph 2 & 3

In order to enhance the ability to call emergency board meetings, the amendment makes it possible to shorten the procedures for convocation notice delivery by waiving the requirement for approval from all corporate and supervisory officers.

(3) Amendment to Article 32, Paragraph 1, Section 10

Along with the transition of The Investment Trust Association, Japan from an incorporated association to a general incorporated association as of January 4, 2013, related terms are amended.

## (4) Amendment to Article 34, Paragraph 1 & 2

Necessary matters regarding the policies for distribution of monies are amended to clarify the contents, respond to the amendment of laws, and conform to the regulations for The Investment Trust Association as a general incorporated association.

#### (5) Amendment to Article 36

The standards for asset management fees to be paid to asset management companies are amended to unify the descriptions and clarify the contents.

#### 2. Election of Directors

The terms of Executive Director Yuichi Maruko and Supervisory Directors Saneaki Ichijo, and Naohito Miya will expire on August 7, 2013. The Fund will propose election of one Executive Director (Candidate: Yoshiyuki Ito) and two Supervisory Directors (Candidates: Saneaki Ichijo, and Naohito Miya) for its Sixth General Unitholders' Meeting to be held on July 26, 2013.

The Fund will also propose election of the substitute Supervisory Director (Candidate: Sadahiko Yoshimura) in preparation for any unanticipated lack of an Supervisory Director or insufficiency in the number of Supervisory Directors legally required. As the above candidate for the substitute Supervisory Director is serving as a General Manager of Office Management Division for Nomura Real Estate Asset Management Co., Ltd., the asset management company consigned with management of the Fund's assets.

## 3. Scheduled Dates of the Meetings, etc.

| June 14, 2013 | Resolution of Board of Directors' Meeting for holding the Sixth |
|---------------|---|
|               | General Unitholders' Meeting                                    |
| July 9, 2013  | Posting of Notice of the Sixth General Unitholders' Meeting     |
|               | (scheduled)   |
| July 26, 2013 | Sixth General Unitholders' Meeting (scheduled)                  |

<sup>\*&</sup>lt;Nomura Real Estate Office Fund, Inc> URL: <a href="http://www.nre-of.co.jp/english/">http://www.nre-of.co.jp/english/</a>

### [Exhibits]

Biographical outlines of the candidate directors

## Candidate for Executive Director

| No. | Name<br>(Date of Birth)             | Brief Employment History |   | Number of<br>Investment<br>Units Held |
|-----|-------------------------------------|--------------------------|---|---------------------------------------|
|     | Yoshiyuki Ito<br>(January 21, 1957) | April 1980               | Entered Nomura Real Estate<br>Development Co., Ltd. ("NRED")  |                                       |
|     |                                     | June 1990                | Shin Yurigaoka Sales Office<br>Manager  |                                       |
|     |                                     | June 1994                | Shibuya Branch Manager,   |                                       |
| 1   |                                     | June 1997                | Headquarters Brokerage Center<br>Manager  |                                       |
|     |                                     | March 2001               | Headquarters Brokerage Center<br>Manager, Brokerage Division ,<br>Nomura Real Estate Urban Net<br>Co., Ltd. ("NREUN")                         |                                       |
|     |                                     | May 2003                 | Division Manager, Brokerage<br>Division   |                                       |
|     |                                     | February 2004            | General Manager, Investment<br>Management Department  |                                       |
|     |                                     | June 2004                | Director, General Manager,<br>Investment Management<br>Department,  |                                       |
|     |                                     | April 2007               | Director, Corporate Real Estate<br>Brokerage Division Manager<br>and in charge of Insurance<br>Agency Department                              | 0                                     |
|     |                                     | April 2008               | Senior Executive Officer, in<br>charge of Corporate Real Estate<br>Brokerage Division and<br>Insurance Agency Department                      |                                       |
|     |                                     | April 2009               | Senior Executive Officer, in<br>charge of Deputy Division<br>Manager of Brokerage Division<br>and in charge of Insurance<br>Agency Department |                                       |
|     |                                     | April 2010               | Senior Executive Officer, in<br>charge of Investment<br>Management Department and<br>Insurance Agency Department,                             |                                       |
|     |                                     | April 2012               | Statutory Auditor (current position)  |                                       |

Candidates for Supervisory Directors

| No. | Name<br>(Date of Birth)            | Brief Employment History |   | Number of<br>Investment<br>Units Held |
|-----|------------------------------------|--------------------------|---|---------------------------------------|
| 1   | Saneaki Ichijo<br>(August 6, 1945) | April 1973               | Admitted to practice law (Daiichi Tokyo Bar Association)  |                                       |
|     |                                    | April 1973               | Joined ANDERSON MORI &<br>RABINOWITZ (currently<br>Anderson Mori & Tomotsune)                   |                                       |
|     |                                    | February 1980            | Worked at Whitman & Ransom in the U.S. (currently Winston & Strawn LLP)                         |                                       |
|     |                                    | November 1980            | Returned ANDERSON MORI & RABINOWITZ (currently Anderson Mori & Tomotsune)                       | 0                                     |
|     |                                    | January 1982             | Partner, Anderson Mori &<br>Tomotsune (current position)  |                                       |
|     |                                    | April 2002               | Member, the Civil Conciliating<br>Committee of the Tokyo<br>Summary Court (current<br>position) |                                       |
|     |                                    | August 2007              | Supervisory Director, Nomura<br>Real Estate Office Fund, Inc.<br>(current position)             |                                       |

| Car | Candidates for Supervisory Directors |                |  |   |  |  |
|-----|--------------------------------------|----------------|--|---|--|--|
|     |                                      | April 1974     | Entered Chuo Kyodo audit<br>corporation (currently KMPG  |   |  |  |
|     |                                      | September 1975 | AZSA LLC)  Registered as a Certified Public Accountant   |   |  |  |
|     |                                      | October 1987   | Inoue Saito audit corporation<br>(merged with Inoue Tatsuo audit<br>corporation)                         |   |  |  |
|     |                                      | October 1991   | Representative Partner, Inoue<br>Saito Eiwa audit corporation<br>(merged with Eiwa audit<br>corporation) |   |  |  |
|     |                                      | October 1993   | Asahi audit corporation<br>(currently KMPG AZSA LLC)<br>(merged with Asahi Shinwa<br>audit corporation)  |   |  |  |
| 2   | Naohito Miya<br>(January 29, 1950)   | July 2003      | The Fifth Division Manager,<br>Administration officer of Tokyo<br>Office, Asahi audit corporation        | 0 |  |  |
|     |                                      | July 2006      | Head and Administration officer,<br>KPMG AZSA & Co. (currently<br>KMPG AZSA LLC)                         |   |  |  |
|     |                                      | June 2008      | Manager of Miya Naohito CPA<br>Firm  |   |  |  |
|     |                                      | August 2009    | Supervisory Director, Nomura<br>Real Estate Office Fund, Inc.<br>(current position)                      |   |  |  |
|     |                                      | October 2010   | Manager of Miya Naohito<br>Certified Tax Accountant Firm<br>(current position)                           |   |  |  |
|     |                                      | October 2010   | Representative Partner, Futaba<br>Audit Corporation  |   |  |  |
|     |                                      | March 2011     | Senior Representative Partner,<br>Futaba Audit Corporation<br>(current position)                         |   |  |  |

Candidate for substitute Supervisory Director

| No. | Name<br>(Date of Birth)                     | Brief Employment History |   | Number of<br>Investment<br>Units Held |
|-----|---|--------------------------|---|---------------------------------------|
|     |   | May 1996                 | Director of Showa Ota & Co.<br>(currently Ernst &<br>Young ShinNihon LLC)   |                                       |
|     |   | May 2002                 | Executive Director of Shin Nihon & Co. (currently Ernst & Young ShinNihon LLC)  |                                       |
|     |   | May 2004                 | Vice-president  |                                       |
|     |   | August 2008              | Senior Advisor  |                                       |
|     |   | July 2009                | Corporate Auditor of Ishihara<br>Holdings Co., Ltd. (current<br>position)   |                                       |
| 1   | Sadahiko<br>Yoshimura<br>(October 18, 1947) | April 2010               | Special Professor of the<br>Department of Professional<br>Accountancy at the Graduate<br>School of Aoyama Gakuin<br>University (current position) | 0                                     |
|     |   | June 2010                | Corporate Auditor of JAFCO Co.,<br>Ltd.   |                                       |
|     |   | January 2010             | Corporate Auditor of PGM<br>Holdings K.K. (current position)  |                                       |
|     |   | June 2012                | Full-time Corporate Auditor of JAFCO Co., Ltd. (current position)   |                                       |
|     |   | Jane 2013                | Supervisory Director of Nomura<br>Real Estate Master Fund, Inc.<br>(current position)   |                                       |