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## [For Translation Purposes Only]







May 27, 2015

#### For Immediate Release

To Whom It May Concern

#### Nomura Real Estate Master Fund. Inc.

Securities Code: 3285 Satoshi Yanagita, Executive Director

#### Nomura Real Estate Office Fund, Inc.

Securities Code: 8959 Yoshiyuki Ito, Executive Director

#### Nomura Real Estate Residential Fund, Inc.

Securities Code: 3240 Shozo Matsumura, Executive Director

Asset Management Company: Nomura Real Estate Asset Management Co., Ltd. Norio Ambe, President & Chief Executive Officer

Inquiries: Motomi Uki General Manager, NMF Investment Management Director TEL. +81-3-3365-8767 nmf3285@nomura-re.co.jp

Shoji Yoshihara General Manager, NOF Investment Management Director

TEL. +81-3-3365-0507 <u>nreof8959@nomura-re.co.jp</u>

Tetsuya Ohira General Manager, NRF Investment Management TEL. +81-3-3365-7729 <a href="mailto:nrf3240@nomura-re.co.jp">nrf3240@nomura-re.co.jp</a>

# Notice Concerning Forecasts of Financial Results for the Fiscal Period Ending February 29, 2016 and the Fiscal Period Ending August 31, 2016 following the Merger between Nomura Real Estate Master Fund, Inc., Nomura Real Estate Office Fund, Inc. and Nomura Real Estate Residential Fund, Inc.

Nomura Real Estate Master Fund, Inc. ("NMF"), Nomura Real Estate Office Fund, Inc. ("NOF") and Nomura Real Estate Residential Fund, Inc. ("NRF") announced today the forecasts of the financial results for the fiscal period ending February 29, 2016 (October 1, 2015 to February 29, 2016) and the fiscal period ending August 31, 2016 (March 1, 2016 to August 31, 2016) of the new investment corporation (the "New Investment Corporation") to be incorporated through the merger (the "Merger"). The forecasts are summarized as follows.

	Operating Revenues (Millions of Yen)	Operating Income (Millions of Yen)	Ordinary Income (Millions of Yen)	Net Income (Millions of Yen)	Cash Distribution Per Unit (Excluding Distribution in Excess of Net Income) (Yen)	Distribution in Excess of Net Income Per Unit (Yen)	Cash Distribution Per Unit (Including Distribution in Excess of Net Income) (Yen)
Fiscal Period Ending February 29, 2016	24,137	6,292	3,581	3,580	962	1,138	2,100
Fiscal Period Ending August 31, 2016	29,642	10,662	8,088	8,087	2,173	537	2,710

### [Notes]

- 1. The fiscal period ending February 29, 2016 (the first fiscal period) of the New Investment Corporation will be from October 1, 2015 to February 29, 2016. The fiscal periods ending August 31, 2016 (the second fiscal period) and thereafter will be from March 1 to the end of August and September 1 to the end of February of following year.
- 2. The above forecast of the financial results for the fiscal period ending February 2016 (the first fiscal period) is based on a calculation period of 5 months (152 days), and the amount of cash distribution per unit (including distribution in excess of net income) for the 6-month equivalent would be 2,520 yen.
- 3. Anticipated total number of investment units as of the end of the fiscal periods is 3,722,010 units.
- 4. The forecasts presented in this document are calculated as of today, based on the assumptions set forth in the attached "Assumptions for Forecasts of the Financial Results for the Fiscal Periods Ending February 29, 2016 (First Fiscal Period) and August 31, 2016 (Second Fiscal Period)" as Exhibit. The actual operating revenues, operating income, ordinary income, net income and cash distribution per unit may differ due to future acquisition or disposition of properties, changes in the real estate market, and other factors affecting the New Investment Corporation. We do not guarantee the amount of cash distribution stated above.
- 5. In these forecasts, the goodwill from the consolidation-type merger between NMF, NOF and NRF is provisionally estimated to be "80,116 million yen" and the goodwill is scheduled to be accounted as assets and amortized using the straight-line method over 20 years on a regular basis, premised on the adoption of the Accounting Standard for Business Combinations, as amended on September 13, 2013. The actual amount of the goodwill may differ from the amount stated above. Please refer to "Amortization Expenses for Goodwill" in the attached "Assumptions for Forecasts of the Financial Results for the Fiscal Periods Ending February 29, 2016 (First Fiscal Period) and August 31, 2016 (Second Fiscal Period)" as Exhibit for details.
- 6. Distribution in excess of net income per unit consists of distribution of the reserve for temporary difference adjustments and distribution other than that (the "Distribution Reducing Unitholders' Capital for Tax Purpose"). Of the 1,138 yen of distribution in excess of net income per unit for the first fiscal period, the reserve for temporary difference adjustments is expected to be 653 yen and the Distribution Reducing Unitholders' Capital for Tax Purpose is expected to be 485 yen, and of the 537 yen of distribution in excess of net income per unit for the second fiscal period, the reserve for temporary difference adjustments is expected to be 34 yen and the Distribution Reducing Unitholders' Capital for Tax Purpose is expected to be 503 yen. For your reference, the reserve for temporary difference adjustments is treated as dividends for tax purposes and is subject to withholding. In addition, the Distribution Reducing Unitholders' Capital for Tax Purpose falls under a return of capital for tax purpose, and in principle, the large part of such amount is treated as the amount of income generate from transfer of investment units (some part may be treated as deemed dividend).
- 7. The forecasts may be revised if a certain variance from the forecasts mentioned above is expected.
- 8. Amounts less than the stated units are rounded down.

# Assumptions for Forecasts of the Financial Results for the Fiscal Periods Ending February 29, 2016 (First Fiscal Period) and August 31, 2016 (Second Fiscal Period)

Item	Assumptions				
Period	• First Fiscal Period: October 1, 2015 to February 29, 2016				
renod	Second Fiscal Period: March 1, 2016 to August 31, 2016				
Investment Portfolio	• It is assumed that the New Investment Corporation will be incorporated on October 1, 2015 as described in "Notice Concerning Execution of Merger Agreement by and among Nomura Real Estate Master Fund, Inc., Nomura Real Estate Office Fund, Inc. and Nomura Real Estate Residential Fund, Inc." released as of today, and succeed 257 properties consisting of the real estate and the real estate beneficiary interests in trust (the "Assets to Be Succeeded"). It is also assumed that the New Investment Corporation will acquire 4 properties (NRE Kichijoji Building, GEMS Ichigaya, PROUD FLAT Hatchobori and PROUD FLAT Itabashi Honcho) on October 30, 2015 and 3 properties (PMO Tamachi, PMO Ginza Hatchome and PMO Shibakoen) on March 1, 2016 (collectively, the "Assets to Be Acquired") as described in "Notice Concerning Acquisition of Assets" released as of today.				
	• In forecasting the financial results, it is assumed that the New Investment Corporation will have succeeded and acquired the Assets to Be Succeeded and the Assets to Be Acquired (collectively, the "Acquired Assets") on each scheduled succession or acquisition date, and assumes that there will be no changes in assets under management (new property acquisitions or sales of portfolio properties) until August 30, 2016.				
	• The forecasts may be subject to changes, due to the shifting of the portfolio.				
Operating Revenues	• Leasing income is estimated based on the information provided by the curren owners of the Acquired Assets, the tenant trends, competitive properties located in adjacent areas, and the real estate market conditions, etc., and assuming that there are no arrears and nonpayment cases.				
	• In respect of leasing expenses, which constitute a principal component of operating expenses, expenses other than depreciation and amortization are calculated based on the historical data reflecting factors that may cause expenses to fluctuate, based on the information provided by the current owners of each Acquired Asset.				
	• In general, the fixed asset taxes and urban planning taxes of the Assets to Be Acquired are divided between the seller and the purchaser on a pro-rata basis based on holding period and settled at the time of acquisition, and such taxes are deemed as acquisition costs and are not included in the expenses.				
Operating Expenses	The tax amount is estimated to be \(\frac{\text{\frac{\text{\frac{\text{\frac{\text{\text{\frac{\tinc{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\tinc{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\frac{\text{\tinc{\text{\frac{\tinc{\tinc{\tinc{\text{\frac{\text{\frac{\text{\frac{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tilite\text{\frac{\text{\frac{\text{\text{\text{\tinc{\tinc{\tinc{\text{\text{\text{\text{\text{\text{\text{\tinc{\tinc{\tinc{\tinc{\text{\text{\tinc{\text{\text{\text{\text{\text{\tinc{\tinc{\tilite{\text{\tinc{\tinc{\tinc{\text{\text{\text{\text{\text{\tinc{\tinc{\text{\text{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tilite{\tinc{\tinc{\text{\tinc{\tinc{\tinc{\text{\tinc{\text{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tinc{\tilite{\tinc{\tinin}}}\tinc{\tinc{\tinite{\tinc{\tinc{\tinic{\tinc{\tinc				
(excluding Amortization Expenses for Goodwill)	• The outsourcing fee is estimated to be \(\frac{\pmathbf{\f{\frac}\ext{\frac{\pmathbf{\frac{\pmathbf{\frac{\q}\ext{\frac{\pmathbf{\f{\frac{\q}\frac{\f				
	• Maintenance and repair expenses required for each fiscal period are calculated based on the mid-to-long term repair plans the asset management company has established. However, the actual expenses for the maintenance and repair for the fiscal periods may differ significantly from the estimates due to expenses for urgent repair on damages to a building caused by unforeseeable events, the tendency for significant fluctuation in amounts year by year or expenses for certain types of repair not required periodically.				
	• Depreciation and amortization are estimated to be ¥3,461 million for the fiscal period ending February 29, 2016 (the first fiscal period) and ¥4,231 million for the fiscal period ending August 31, 2016 (the second fiscal period). However, the book values as of the effective date of the merger of the buildings and other properties currently owned by NOF, NRF and NMF are				

not fixed and may be subject to changes. Leasing expenses are estimated to be ¥11,413 million for the fiscal period ending February 29, 2016 (the first fiscal period) and ¥13,811 million for the fiscal period ending August 31, 2016 (the second fiscal period). The amount to be recorded as the merger related expenses is estimated to be ¥2,568 million for the fiscal period ending February 29, 2016 (the first fiscal period). Other operating expenses (fees payable to the asset management company, the custodian of assets and the general administrators) are estimated to be ¥4,762 million for the fiscal period ending February 29, 2016 (the first fiscal period) and ¥3,165 million for the fiscal period ending August 31, 2016 (the second fiscal period). Goodwill is expected to accrue upon the Merger and will be accounted as assets and amortized using the straight-line method over 20 years on a regular basis pursuant to the Accounting Standards for Business Combinations (Statement No. 21), as amended on September 13, 2013. Currently, the amount of goodwill is provisionally estimated to be \quad \quad \text{80,116 million.} Such amount is calculated on the assumption that the New Investment Corporation will succeed the assets (¥556,017 million in total) and liabilities (¥321,040 million in total) from NOF and NFR, the acquirees under such accounting standards and the acquisition cost of the merger will be ¥315,094 million (calculated based on the closing price (¥153,200) of NMF units on May 26, 2015, which will be allotted as the consideration for the acquisition). **Amortization Expenses** However, the amount of goodwill is not fixed and may be subject to changes. for Goodwill The goodwill amortization is provisionally estimated to be ¥1,669 million for the fiscal period ending February 29, 2016 (the first fiscal period) and ¥2,002 million for the fiscal period ending August 31, 2016 (the second fiscal period). The goodwill amortization is the item that will cause the difference between accounting and tax treatment and may result in the imposition of corporation tax or other tax. Following the tax reform in tax year 2015, the New Investment Corporation intends to make cash distributions in excess of its profits for the purpose of tax relief during the goodwill amortization period, and it is expected that the New Investment Corporation will be able to avoid such taxation. Listing and other related expenses are estimated to be \footnote{\pi}520 million as temporary expenses for the fiscal period ending February 29, 2016 (the first fiscal period). Non-Operating Expenses Interest expenses and borrowing related expenses are estimated to be \(\frac{\pma}{2}\),389 million for the fiscal period ending February 29, 2016 (the first fiscal period) and ¥2,779 million for the fiscal period ending August 31, 2016 (the second fiscal period). As of the effective date of the Merger, the outstanding interest-bearing debts of NMF, NOF and NRF are estimated to be \\pm 110,307 million, \\pm 196,700 million and ¥87,740 million, respectively. It is assumed that the New Investment Corporation will succeed ¥394,747 million in total, consisting of borrowings (¥347,247 million) and investment corporation bonds (¥47,500 million). Portions of the borrowings (¥11,082 million) will become due and payable by the end of the fiscal period ending February 29, 2016 (the first fiscal period). It is assumed that the New Investment Corporation will repay ¥382 million by using cash on hand and refinance the entire remaining amount through **Interest-Bearing Debts** Although portions of the investment corporation bonds borrowings. (¥15,000 million in total) will reach maturity by the end of the same fiscal period, it is assumed that the New Investment Corporation will redeem such bonds through the funds raised by the borrowings or other funding methods. Portions of the borrowings (\forall 26,322 million) will become due and payable by the end of the fiscal period ending August 31, 2016 (the second fiscal period). It is assumed that the New Investment Corporation will repay ¥92 million by using cash on hand and refinance the entire remaining amount through borrowings. No investment corporation bonds will reach maturity by the end of the same fiscal period.

	• It is assumed that the New Investment Corporation will borrow ¥9,300 million in new loans to finance the acquisition of 4 properties on October 30, 2015.			
	• It is assumed that the New Investment Corporation will borrow ¥14,700 million in new loans to finance the acquisition of 3 properties on March 1, 2016.			
	• It is assumed that there will be no changes in the amount of the outstanding borrowings and investment corporation bonds (including the short term investment corporation bonds) other than the amount stated above.			
	• It is assumed that the number of investment units to be issued upon the merger will be 3,722,010 as described in "Notice Concerning Execution of Merger Agreement by and among Nomura Real Estate Master Fund, Inc., Nomura Real Estate Office Fund, Inc. and Nomura Real Estate Residential Fund, Inc." released as of today.			
Investment Units	• Other than the above, it is assumed that no new investment units will be issued until the end of fiscal period ending August 31, 2016 (the second fiscal period).			
	• Cash distribution per unit is calculated based on 3,722,010 units of the New Investment Corporation to be issued upon the merger.			
Cash Distributions per Unit	• Cash distributions per unit may differ due to various factors, including changes of portfolio, changes in leasing income caused by change in tenants, and unforeseen repairs.			
Distribution in Excess of Net Income per Unit	• The amount of distribution in excess of net income is estimated on the assumption that, for the purpose of tax relief, the New Investment Corporation will distribute the amount equivalent to the total amount of the goodwill amortization, etc. that will cause the difference between accounting and tax treatment, and may result in the imposition of corporation tax or other tax. In order to alleviate the impact of the goodwill amortization and other merger related expenses (the "Merger Expenses") on cash distribution, the above estimate is based on the assumption that, if the total amount of the difference between accounting and tax treatment for each fiscal period is less than the Merger Expenses, the New Investment Corporation will make distribution in excess of net income by adding such amount up to the amount of Merger Expenses, within the limit as prescribed by the regulations of the Investment Trusts Association, Japan (meaning the amount equivalent to 60/100 of the depreciation and amortization recorded as of the end of the relevant calculation period).			
Others	• It is assumed that there will be no amendments in legislation, taxation, accounting principles, listing requirements and the Investment Trusts Association, Japan regulations, which affect the above forecasts.			
	• It is assumed that there will be no material changes in general economic conditions and real estate markets.			