平成 27 年 11 月 27 日

### 不動産投資信託証券の発行者等の運用体制等に関する報告書

不動産投資信託証券発行者名

GLP 投資法人

代表者名 執行役員 三木 真人

(コード:3281)

間合せ先 TEL. 03 - 3289 - 9631 (代表)

資産運用会社名

GLP ジャパン・アドバイザーズ株式会社 代表者名 代表取締役社長 三木 真人

### 1. 基本情報

- (1) コンプライアンスに関する基本方針
  - ① コンプライアンスに関する考え方

GLP 投資法人(以下「本投資法人」といいます。)及びGLP ジャパン・アドバイザーズ株式会社(以下「資産運用会社」といいます。)は、その遂行する投資法人の資産運用業務が投資法人の投資主の資金を運用する行為であるという重要性を理解し、適正な運用体制を構築するため、資産運用会社においてコンプライアンス規程等の社内規程を整備するとともに、以下のとおりコンプライアンス委員会及びコンプライアンス・オフィサーを設置し法令等の遵守の確保を図っています。

- ② コンプライアンス体制(法令等遵守確保のための体制)
  - A. コンプライアンス委員会

資産運用会社は、資産運用会社の遂行する投資法人の資産運用業務に係る適正な運用体制を構築するため、コンプライアンス規程の改定(誤字脱字の訂正を除きます。)並びにコンプライアンス・マニュアル及びコンプライアンス・プログラムの策定及び改定(誤字脱字の訂正を除きます。)、コンプライアンス上不適切な行為及び不適切であるとの疑義がある行為に対する改善措置の決定や、利害関係人との取引に関するもの及びコンプライアンス・オフィサーがコンプライアンスに疑義があると判断したものについてのコンプライアンス上の問題の有無を審議する機関としてコンプライアンス委員会を設置しています。

コンプライアンス委員会はコンプライアンス・オフィサーを委員長とし、委員は代表取締役社長及び取締役会が指名する外部の専門家(以下「コンプライアンス委員会外部委員」といいます。) 1名以上で構成されます。取締役会がコンプライアンス委員会外部委員を指名するに際しては、本投資法人の役員会の承認を得なけれ

ばなりません(再任の場合を除きます。)。本書の日付現在、コンプライアンス委員会外部委員は、社外の弁護士(1名)です。なお、執行役員 CFO の下に総務部を設置し、総務部員はコンプライアンス委員会の事務局としてコンプライアンス委員会に出席し、コンプライアンス・オフィサーを補佐します。

コンプライアンス委員会は委員長の招集により原則として3ヶ月に1回開催されますが、その他必要に応じて随時開催されます。

コンプライアンス委員会の決定は、議決権を有する委員の過半数が出席しかつコンプライアンス委員会外部委員の全員が出席し、出席した議決権を有する委員の過半数かつコンプライアンス委員会外部委員全員が賛成したことをもってこれを決します。なお、コンプライアンス委員会の決定事項のうち利害関係人と投資法人との取引に関するもののコンプライアンス上の問題の有無を審議する場合、当該利害関係人に該当することとなる議決権を有する委員又は法人たる当該利害関係人の役員若しくは使用人の地位を現に有する議決権を有する委員(兼職の場合を含みますが、資産運用会社に出向又は転籍している場合を除きます。)は、当該決議に加わることができません。

決定事項については、コンプライアンス・オフィサーより、取締役会へ定期的に報告されます。また、投資委員会において決定することを必要とする事項について コンプライアンス委員会が審議及び承認をした場合、コンプライアンス・オフィサーにより、当該審議内容(審議過程で出された少数意見を含みます。)が投資委員 会に報告されます。

#### B. コンプライアンス・オフィサー

資産運用会社は、その遂行する投資法人の資産運用業務が投資法人の投資主の資金を運用する行為であるという重要性を理解し、適正な運用体制を構築するため、コンプライアンス担当としてコンプライアンス・オフィサーを設置し、他の部署に対する社内牽制機能の実効性を確保します。また、コンプライアンス・オフィサーの選任及び解任については、取締役会に出席した取締役の3分の2以上の賛成によりなされるものとします。

コンプライアンス・オフィサーは、資産運用会社におけるコンプライアンス責任者として、社内のコンプライアンス体制を確立するとともに、法令・諸規則その他のルールを遵守する社内の規範意識を高めることに努めるものとします。このため、コンプライアンス・オフィサーは、コンプライアンス委員会を通じてコンプライアンス・マニュアル及びコンプライアンス・プログラムを制定するとともに、資産運用会社による投資法人のための資産運用における業務執行が、法令・諸規則、投資法人規約、その他の諸規程等に基づいていることを常に監視し、日常の業務執行においてもコンプライアンス遵守状況の監視監督を行います。

なお、執行役員 CFO の指揮統括下に設置され、総務業務全般を管掌する総務部が、コンプライアンス・オフィサーの業務を補佐します。

上記のようなコンプライアンス・オフィサーの職責の重大性に鑑み、資産運用会社におけるコンプライアンス・オフィサーは、コンプライアンス業務を専任に取り 扱うものとします。また、コンプライアンス・オフィサーには、法令・諸規則の遵守のための十分な審査・監督能力を有する人材を選任します。

また、コンプライアンス・オフィサーは、資産運用会社の内部監査を担当します(但し、コンプライアンス・オフィサーの監査は代表取締役社長が行います。なお、代表取締役はコンプライアンス・オフィサーに対する内部監査を常務執行役員CFOに行わせることができます。)。内部監査の対象は全ての組織及び職種とし、各組織の業務及び運営が法令・諸規程・諸規則に従って、適正かつ効率的に行われているか否かの監査等が、コンプライアンス・プログラム及び内部監査規程に基づいて定期的に行われることとします。また、内部監査の実施に当たって、各部は、コンプライアンス・オフィサーの求める書類・帳簿等を提示して説明を行い、監査の円滑な実施に協力しなければならないものとされています。

# (2) 投資主の状況

平成27年8月末日現在

II. 57 57 54	机次注   次立宝田人牡豆はっぱいよ   しの間ば豆が川次の奴体	所有投資口数	比率
氏名・名称	投資法人、資産運用会社又はスポンサーとの関係及び出資の経緯	(口)	(%)
日本トラスティ・サービス信託銀行株式会社(信託口)	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	385, 421	16. 12
GLP Capital Japan2 private L imited	グローバル・ロジスティック・プロパティーズ・リミテッド(以下「GLP」といいます。)及びそのグループ会社(以下「GLP グループ」といいます。)が出資する外国法人です。本投資法人の上場前、平成25年9月及び平成26年9月の投資口の募集(海外募集)に際し、本投資法人の指定する販売先として、海外引受会社からそれぞれ272,455口、39,000口及び43,955口を取得しています。	355, 410	14. 86
日本マスタートラスト信託銀行株式会社(信託口)	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	214, 465	8. 97
資産管理サービス信託銀行株式会社(証券投資信託口)	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	157, 087	6. 57
NOMURA BANK (LUXEMBOURG) S. A.	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	118, 775	4. 96
野村信託銀行株式会社(投信口)	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	73, 650	3. 08
CBLDN-STICHTING PGGM DEPOSIT ARY - LISTED REAL ESTATE PF FUN D	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	73, 235	3.06
THE BANK OF NEW YORK MELLON SA/NV 10	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	33, 762	1. 41
STATE STREET BANK AND TRUST COMPANY	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	29, 203	1. 22

氏名・名称	投資法人、資産運用会社又はスポンサーとの関係及び出資の経緯	所有投資口数 (口)	比率 (%)
BARCLAYS BANK PLC A/C CLIENT SE GREGATED A/C PB CAYMAN CLIENTS	本投資法人、資産運用会社又はスポンサーとの特別な関係はありません。	25, 925	1. 08
	上位 10 名 合計	1, 466, 933	61. 35

<sup>(</sup>注) 比率とは、発行済投資口数の総数に対する所有投資口数の割合をいい、小数点第二位未満を切り捨てにより表示しています。

# (3) 資産運用会社の大株主の状況

# 本書の提出日現在

氏名・名称	   投資法人、資産運用会社又はスポンサーとの関係及び出資の経緯	株数	比率
以石·石桥	投員伝入、員座連用云紅又はヘホンリーとの関係及び山真の経緯	(株)	(%)
グローバル・ロジスティック・プロパティーズ株式会社	資産運用会社の親会社(資産運用会社の設立時(平成23年2月25日)に2,000株を出資、その後、2,000株の増資(平成23年10月20日付)に応じました。なお、その後、GLP Capital Japan2 Private Limitedへ40株、GLPキャピタル合同会社へ40株それぞれ譲渡しましたが、平成26年11月28日付で、当該株式(80株)を買い戻しています。)であり、資産運用会社との間でスポンサー・サポートに関する契約を締結しています。	4, 000	100. 0
	合計	4,000	100. 0

#### (4) -1 投資方針・投資対象

### 基本方針

本投資法人は、投資信託及び投資法人に関する法律(昭和 26 年法律第 198 号)(以下「投信法」といいます。)に基づき、その規約において、資産を主として不動産等資産(不動産、不動産の賃貸借、地上権及びこれらの資産のみを信託する信託の受益権をいいます。)に対する投資として運用することを目的として、規約に定める資産運用の対象とする資産に投資し、中長期にわたる安定した収益の確保と運用資産の着実な成長を目指して資産の運用を行うことをその基本方針とする旨規定しています。

本投資法人は、基本方針に基づき、主として、物流施設又は物流施設に付随・関連する不動産を本体又は裏付けとする不動産関連資産を対象として投資を行います。

### A. 先進的物流施設への重点的な投資

本投資法人は、物流施設の中でも希少性が高く、今後の需要の拡大が期待されるものとして、大規模(延床面積 10,000 ㎡以上)かつ機能的な設計を備えた賃貸用物流施設を「先進的物流施設」と位置付け、本投資法人の主たる投資対象とします。また、かかる先進的物流施設の中でも、機能性を評価するための具体的な目安の一つとして、「延床面積の過半につき、天井高 5.5m以上かつ床荷重 1.5t/㎡以上」の条件を設定し、これらを備える物流施設に重点的に投資を行う方針です。また、先進的物流施設への投資に際しては、上記の条件に加えて、「十分な柱間隔」、「先進的トラックバース(積載スペースの広さ、高床式バース、ドックレベラー)」、「高配送効率のためのバース設計(両面バース、各階バース等)」、「ランプウェイ」、「オフィススペース」、「許容積載量の大きいエレベーター」、「従業員スペース(更衣室、休憩スペース、売店等)」、「施設内照明の高照度(庫内作業に対応した照度)」、「免震構造」、「24時間警備」、「地域環境配慮型」等の機能にも着目します。

こうした機能は、配送や庫内作業の効率化、事業の継続性、安全性等の観点からテナントの業務に対して付加価値を与えるものと考えられます。例えば、十分な柱間隔や天井高を確保することは、テナントによる設備の設置やレイアウトの自由度を高めることとなり、適切な床荷重を設定することで様々な荷物への対応が可能となります。また、トラックが上層階にアクセスできるようにするランプウェイや十分な積載スペース等の機能は、多数のトラックの集中にも対応できる処理能力を提供するものであり、リードタイムの短縮や頻繁な輸送への対応が可能となります。

さらに、充実した従業員スペースは、庫内作業等のための労働力確保に大きく寄与するものと考えます。

このような先進的物流施設に対する堅調な需要が見込まれる一方で、2013年の日本銀行による異次元金融緩和以降の経済活動の活発化により、先進的物流施設の新規供給は増加傾向にあるものの、当該新規供給に合わせて需要も拡大しており、今後も先進的物流施設に関しては安定的な稼働が見込めるものと考えています。特に、2011年3月の東日本大震災の影響から、顧客企業は施設の耐震性、免震性や電力の確保等、様々な面における安全性を重視するようになっており、そのような観点でも先進的物流施設の需要は増加することが見込まれると考えています。

#### B. GLP グループのサポートの活用

本投資法人は、以下のとおり、GLP グループが国内外で有する先進的物流施設の開発、運営、リーシング、プロパティ・マネジメント等に関する情報、ノウハウ及び経営資源等を、本投資法人の運用資産の安定的な運営と着実な外部成長に最大限に活用していく方針です。

### (イ) 先進的物流施設プロバイダーとしての GLP グループ

GLP は、シンガポール会社法に基づき設立され、2010 年 10 月にシンガポール証券取引所にその株式を上場しました。GLP は、現在、日本、中国、ブラジル及び米国で物流施設のポートフォリオを保有し、その運営・管理を行っています。GLP の実質筆頭株主はシンガポール政府投資公社であり、また、中国政府系ファンドである中国投資有限責任公司やカナダ公的年金運用機関である Canadian Pension Plan Investment Board と日本においてそれぞれ合弁事業を行うなど、グローバル投資家との強固なリレーションを活用し、ファンドマネジメント・プラットフォームを構築しています。

また、GLP グループの各国の経営陣は、現地において物流施設の取得、開発、運営において実績のあるメンバーにより構成されており、現地の実態に即した運営が可能となっています。

### (ロ) GLP グループのバリューチェーンを活用した成長戦略

GLP グループは、日本、中国、ブラジルのいずれにおいても、保有延床面積ベースで最大の、また米国においても大規模な、賃貸用物流施設ポートフォリオ (マルチテナント物件、BTS 物件 (Build to Suit: 顧客の要望に沿った立地及び設備を有する物流施設)、シングルテナント物件、リースバック物件等の様々な タイプの施設を含みます。)の保有・運営を行う先進的物流施設プロバイダーです。また、GLP グループは賃貸用物流施設を保有するとともに、これに関連して 物流施設に係る取得、開発、保有・運営、物件管理、リーシング、プロパティ・マネジメント、各種コンサルティング等、様々な物流施設関連のソリューション を提供しており、グループ全体で一つのバリューチェーンとして機能しています。資産運用会社が本投資法人の資産運用を遂行するにあたっては、このようなバリューチェーンを有する GLP グループから全面的なサポートを受けています。

### ② ポートフォリオ構築方針

#### A. 投資エリア

本投資法人は、地理的分散を考慮に入れ、人口分布、域内総生産及び域内物流動向等を考慮した上で、主として、空港及び貿易港の近隣、大消費地間を結ぶ交通網の沿線並びに生産地又は消費地内の流通集積地等に所在する物流施設を投資対象とします。各投資エリアに対する投資比率(取得価格ベース)の目安は以下のとおりです。関東圏及び関西圏を中心としつつ、他の地域にも分散投資することで、安定的なポートフォリオを構築することを目指します。

エリア	投資比率
関東圏	50~70%
関西圏	20~40%
その他	5~20%

<sup>(</sup>注)「関東圏」とは東京都、神奈川県、埼玉県、千葉県、茨城県、栃木県、群馬県及び山梨県を、「関西圏」とは大阪府、兵庫県、京都府、滋賀県、奈良県及び和歌山県を、「その他」とは上記以外の地域を 指します。

# B. 投資基準

本投資法人は、安定した収益の確保を図るとの観点から、安定稼働物件についてのみ投資を行うこととしています。具体的には、取得決定時において、完成後1年以上経過しているか、又は稼働率が93%以上に達している物件のみを投資対象とします。

また、本投資法人は、物件を取得するに当たり、主に立地、規模及び機能性等を考慮し、投資の判断を行います。

稼働状況	完成後1年以上経過しているか、稼働率が93%以上に達している物件のみに投資
規模	延床面積 10,000 m <sup>2</sup> 以上の大規模賃貸用物流施設を中心に投資
機能性	機能性を評価するための具体的な目安の一つとして、「延床面積の過半につき、天井高 5.5m以上かつ床荷重 1.5t/m³以上」の条件
	を満たす物流施設に重点的に投資
	「十分な柱間隔」、「先進的トラックバース(積載スペースの広さ、高床式バース、ドックレベラー)」、「高配送効率のためのバー
	ス設計(両面バース、各階バース等)」、「ランプウェイ」、「オフィススペース」、「許容積載量の大きいエレベーター」、「従業員ス
	ペース(更衣室、休憩スペース、売店等)」、「施設内照明の高照度(庫内作業に対応した照度)」、「免震構造」、「24 時間警備」、
	「地域環境配慮型」等の機能に着目

# C. デュー・ディリジェンス基準

投資対象となる不動産関連資産の投資適格性を判断するために、以下の項目を中心に物件調査(デュー・ディリジェンス)を行います。

調査項目		内容
	テナント評価	1. 賃貸条件、その他の契約内容、転貸の有無
		2. テナントの信用状況、賃料支払状況
		3. 当該テナントのポートフォリオに占める割合等
経済的調査		4. 設備等の所有及び費用負担区分
	マーケット調査	1. 潜在需要の動向(業種・業態)
		2. 周辺の賃料水準、稼働状況の推移
		3. 競合物件、新規供給の状況等

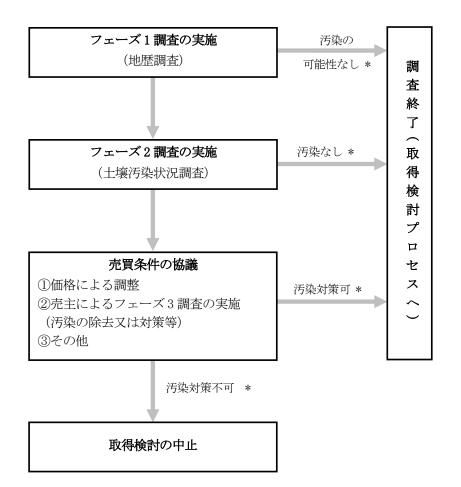
	調査項目	内容
損益計画他		1. 現行の賃料水準、賃貸借契約の内容
		2. 施設の汎用性、テナント誘致に係る競争力
		3. 費用項目、費用水準、支出関連の契約内容
		4. 修繕履歴、修繕費計画、積立状況
		5. 不動産関連課税金額、納税状況、優遇措置の有無等
	立地調査	1. 主要都市、駅及び高速道路のインターチェンジからの距離
		2. 土地の規模、地形、高低
		3. 周辺交通量、道路幅員、信号位置
		4. 嫌悪施設等
	建物調査(耐震性を含む)	1. 竣工年月日、主要構造、規模、設計者、施工者等
物理的調査		2. 建築確認申請書等の各種書面の有無
物连的嗣宜		3. 建ペい率・容積率、賃貸可能面積、その他主要スペック等
		4. 建築確認後の設計変更及び増改築
		5. 未登記建物・工作物等の有無
		6. 耐震性能 (PML レポート)
		7. 建物管理状况
		8. 建物状況調査報告書における指摘事項
	権利関係調査	1. 登記事項(登記簿、公図他)
		2. 権利形態(所有権、地上権、借地権等の賃借権、共有・準共有、区分所有他)
		3. 不動産管理処分信託契約
		4. 売主の義務履行能力
		5. 担保権その他の制限物権
法的調査		6. 埋蔵文化財の有無
		7. その他法令上の制限の有無等
	境界調査	1. 境界確認書
		2. 境界標
		3. 越境物等(覚書の有無)
		4. 潜在的紛争の有無

調査項目		内容
	土壤汚染調査	1. 土壤環境調査報告書
		2. 対策の有無とその内容
r⊞.L <del>文</del> 言田-★		3. 土壌汚染区域に関する指定等の有無
環境調査	アスベスト・フロン調査	1. 建物への使用・管理状況等
		2. アスベストに関する調査報告書の有無
	PCB調査	1. 保管及び届出の有無等

# D. 土壤汚染調査基準

不動産関連資産の取得に当たっては、原則として、土壌汚染対策法(平成 14 年法律第 53 号)及び関連するその他の環境関連法令、地方自治体の条例又は指導内容に従って、土壌汚染等が適切に処理されている物件を投資対象とします。

当該判断をするために、売買契約締結までに専門家による環境汚染調査を実施し、運用ガイドラインに基づき、以下の「土壌調査フローチャート」に従って調査・ 対策を行います。



\* 汚染の可能性の有無、汚染の有無又は汚染対策の可否についての判断は、必ず専門家の意見書を取得した上で行います。

### ③ 投資対象資産

### A. 不動產関連資產

本投資法人は、中長期にわたる安定した収益の確保と運用資産の着実な成長を目指して、次に掲げる特定資産に投資します。

- (イ) 不動産
- (ロ)次に掲げる各資産(以下併せて「不動産同等物」といい、不動産及び不動産同等物を併せて「不動産等」といいます。)
  - (i) 不動産の賃借権
  - (ii) 地上権
  - (iii) 不動産、不動産の賃借権又は地上権を信託する信託の受益権(不動産に付随する金銭と併せて信託する包括信託を含みます。)
  - (iv) 信託財産を主として不動産、不動産の賃借権又は地上権に対する投資として運用することを目的とする金銭の信託の受益権
  - (v) 当事者の一方が相手方の行う(イ)又は(ロ)(i)乃至(iv)に掲げる資産の運用のために出資を行い、相手方がその出資された財産を主として当該 資産に対する投資として運用し、当該運用から生じる利益の分配を行うことを約する契約に係る出資の持分(以下「不動産に関する匿名組合出資持分」 といいます。)
  - (vi) 信託財産を主として不動産に関する匿名組合出資持分に対する投資として運用することを目的とする金銭の信託の受益権
- (ハ) 不動産等を主たる投資対象とすることを目的とする次に掲げるもの ((イ) 又は (ロ) に該当するものを除きます。権利を表示する証券が発行されていない 場合には当該証券に表示されるべき権利を含みます。) (以下併せて「不動産対応証券」といいます。)
  - (i)優先出資証券(資産の流動化に関する法律(平成10年法律第105号)(以下「資産流動化法」といいます。)に定めるものをいいます。)
  - (ii) 受益証券(投信法に定めるものをいいます。)
  - (iii) 投資証券(投信法に定めるものをいいます。)
  - (iv) 特定目的信託の受益証券(資産流動化法に定めるものをいいます。)

# B. その他の特定資産

本投資法人は、上記A.に掲げる特定資産の他、資金の効率的な運用その他必要がある場合は、以下に掲げる特定資産に投資することができます。

- (イ) 預金
- (ロ) コール・ローン
- (ハ) 有価証券(投信法で定めるものをいいます。但し、A. (ロ) 又は (ハ) に該当するものを除きます。)
- (二) 譲渡性預金証書((ハ) に該当するものを除きます。)
- (ホ) 金銭債権(投資信託及び投資法人に関する法律施行令(平成12年政令第480号)(以下「投信法施行令」といいます。)で定めるものをいいます。但し、A. 又はB. (イ) 乃至(ニ)のいずれかに該当するものを除きます。)
- (へ) 信託財産を主として(イ) 乃至(ホ) に掲げる資産に対する投資として運用することを目的とする金銭の信託の受益権

(ト) デリバティブ取引(投信法施行令で定めるものをいいます。)に係る権利

### C. 特定資産以外の資産

本投資法人は、実質的に不動産関連資産に投資することを目的とする場合又は、それらの資産への投資に付随し若しくは関連する場合に限り、以下に掲げる資産に投資することができます。

- (イ) 商標法(昭和34年法律第127号)に基づく商標権又はその専用使用権若しくは通常使用権
- (ロ) 著作権法(昭和45年法律第48号)で定める著作権等
- (ハ) 温泉法 (昭和23年法律第125号) で定める温泉の源泉を利用する権利及び当該温泉に関する設備等
- (二) 民法(明治29年法律第89号)で定める地役権、動産及び組合の出資持分(B.(ハ)に該当するものを除きます。)
- (ホ) 資産流動化法で定める特定目的会社の特定出資
- (へ) 各種保険契約に係る権利
- (ト) 地球温暖化対策の推進に関する法律(平成 10 年法律第 117 号) に基づく算定割当量その他これに類似するもの、又は排出権(温室効果ガスに関する排出権を含みます。)
- (チ) 上記の他、不動産関連資産に対する投資に付随して取得が必要又は有用となるその他の権利

### (4) -2 テナントの選定基準に関する事項

本投資法人は、上記「(4)投資方針・投資対象 ② ポートフォリオ構築方針 C. デュー・ディリジェンス基準」のとおり、投資適格性の判断にあたっては、 テナントについて以下の事項を調査・評価します。

- (イ) 賃貸条件、その他の契約内容、転貸の有無
- (ロ) テナントの信用状況、賃料支払状況
- (ハ) 当該テナントのポートフォリオに占める割合等
- (二) 設備等の所有及び費用負担区分

また、テナントが退去する際には、GLP グループのネットワークを最大限活用し、早期に新たなテナントとの契約を締結するよう努めつつ、中長期的な安定収益の確保を目指した運用を行います。GLP グループのネットワークの活用にあたっては、グローバル・ロジスティック・プロパティーズとスポンサー・サポート契約を締結することで、国内外の物流施設に関する情報収集及び分析、運用資産の運営・管理等に関する助言を受けることができ、効率的なリーシング活動が可能になると考えます。

テナントとの契約については中長期の賃貸を基本としますが、賃貸借契約の更新に当たっては、ポートフォリオ全体の契約条件等を念頭において、テナントの与 信状況を踏まえて適正な賃料水準、契約期間、その他の諸条件を設定して契約更新を行います。

# (4) -3 海外不動産投資に関する事項 海外不動産への投資を行う予定はありません。

### (5) スポンサーに関する事項

① スポンサーの企業グループの事業の内容

スポンサー(資産運用会社である GLP ジャパン・アドバイザーズ株式会社の株主)であるグローバル・ロジスティック・プロパティーズ株式会社(以下「グローバル・ロジスティック・プロパティーズ」又は「スポンサー」といいます。)は、GLPの日本法人として 2009 年 3 月に設立されました。GLP は、シンガポール会社法に基づき設立され、2010 年 10 月にシンガポール証券取引所にその株式を上場しました。

GLP は、現在、日本、中国、ブラジル及び米国で物流施設のポートフォリオを保有し、その運営・管理を行っています。GLP の実質筆頭株主はシンガポール政府投資 公社であり、また、中国政府系ファンドである中国投資有限責任公司やカナダ公的年金運用機関である Canadian Pension Plan Investment Board と日本においてそれ ぞれ合弁事業を行うなど、グローバル投資家との強固なリレーションを活用し、ファンドマネジメント・プラットフォームを構築しています。

また、GLP グループの各国の経営陣は、現地において物流施設の取得、開発、運営において実績のあるメンバーにより構成されており、現地の実態に即した運営が可能となっています。

GLP グループは、2015 年 9 月末日現在、日本において 93 物件(延床面積約 4.4 百万㎡)(本投資法人が保有し GLP グループが運営・管理する物件、及び第三者との共同出資によるジョイント・ベンチャーを通じて保有し、運営・管理する物件を含みます。)、中国において 719 物件(延床面積約 12.3 百万㎡)(第三者との共同出資によるジョイント・ベンチャーを通じて保有し、運営・管理する物件を含みます。)、ブラジルにおいて 88 物件(延床面積約 2.5 百万㎡)(第三者との共同出資によるジョイント・ベンチャーを通じて保有し、運営・管理する物件を含みます。)、米国において 1,141 物件(延床面積約 10.7 百万㎡)(第三者との共同出資によるジョイント・ベンチャーを通じて保有し、運営・管理する物件を含みます。)を保有し、日本、中国及びブラジルのいずれにおいても保有延床面積において最大の、また、米国においても大規模な、賃貸用物流施設保有者となっており、先進的物流施設プロバイダーとしての地位を確立しています。

GLP の事業の内容の詳細については、同社の有価証券報告書(平成 27 年 9 月 29 日提出、EDINET コード: E24841)及び半期報告書(平成 26 年 12 月 26 日提出)をご参照ください。

- ② スポンサーの企業グループとの物件供給や情報提供に係る契約等の状況
  - A. GLP との物件情報提供契約の活用

GLP グループが保有・運営する物流施設は本投資法人の将来の外部成長のための重要なパイプラインとして期待されるとの基本認識のもと、本投資法人が GLP グループの保有する物流施設を安定的かつ継続的に取得することを目的として、資産運用会社は、GLP との間で、平成 24 年 11 月 13 日付で以下の内容の物件情報提供契約を締結し、平成 27 年 7 月 13 日付で変更合意書を締結しています。資産運用会社は、GLP グループが本書の日付現在において国内において保有する物

件のうち、第三者との共同出資によるジョイント・ベンチャーを通じて保有する物件等を除く 20 物件について、その売却に関する情報を、物件情報提供契約に 基づいて優先的に入手し、本投資法人の外部成長を図っていきます。

### (イ) 情報提供の対象となる物件

情報提供の対象となる物件(以下「情報提供対象物件」といいます。)は、GLP グループが本書の日付現在において国内において保有する物件のうち、第三者との共同出資によるジョイント・ベンチャーを通じて保有する物件等を除く 20 物件です。

### (ロ)優先的な情報提供

GLP 又はその子会社等が情報提供対象物件を売却しようとする場合、GLP は、第三者が優先交渉権を有する場合等一定の場合を除き、第三者に対して売却情報の提供その他の売却活動を開始する前に、優先的に資産運用会社に情報提供対象物件の売却に係る情報を提供し、又は売却を予定している子会社等をして提供させることとしています。

これを受けて、資産運用会社が、本投資法人による当該情報提供対象物件の取得の意向を、GLP 又はその子会社等に対して情報受領日から5営業日以内に通知した場合、GLP は、売買の条件について資産運用会社と誠実に協議を行い、又はその子会社等をしてかかる協議を行わせることとしています。但し、かかる取得意向の通知の日から15営業日以内に当事者間において法的拘束力のある合意に至らなかった場合には、GLP 又はその子会社等は第三者に対して当該情報提供対象物件について売却情報の提供その他の売却活動を行うことができるものとされています。

## (ハ) 追加の売買予約契約締結に向けた誠実協議

物件情報提供契約においては、情報提供対象物件に係る優先的な情報提供に加え、本投資法人が締結済みの売買予約契約に基づく予約完結権の全部又は一部を 行使した場合には、GLP グループが国内において保有する他の物流施設(第三者との共同出資によるジョイント・ベンチャーを通じて保有する物流施設等を除き ます。)を対象とする追加の売買予約契約の締結に向け誠実に協議する旨合意しています。

### (二)期間

物件情報提供契約の有効期間は、平成24年11月13日から10年間とします。但し、本投資法人と資産運用会社との資産運用委託契約が終了した場合又は資産 運用会社がGLPの子会社でなくなった場合、これと同時に物件情報提供契約も終了します。

# B. グローバル・ロジスティック・プロパティーズとのスポンサー・サポートに関する契約の活用

GLP グループが保有する人的・物的資源、物流分野における知識・経験・ノウハウ及び国内外のネットワークを利用して、本投資法人の資産取得業務等を効率的に行うことを目的として、資産運用会社は、グローバル・ロジスティック・プロパティーズとの間で、平成24年11月13日付でスポンサー・サポートに関する契約(以下「スポンサー・サポート契約」といいます。)を締結しています。スポンサー・サポート契約の概要は以下のとおりです。

### (イ)業務支援等の内容

資産運用会社は、グローバル・ロジスティック・プロパティーズから以下の業務支援等の提供を受けることとしています。

・マーケットリサーチサービス

国内外の物流市場に関する情報の収集及び分析その他資産運用会社が依頼する業務の提供

・物件取得業務の補助サービス

本投資法人が取得を検討する物流施設等の情報収集、分析及びデュー・ディリジェンスの補助

・運用物件の運営・管理に関する助言サービス 本投資法人が保有する物流施設等の運営・管理に関する助言

#### (ロ) 不動産売却情報の提供

資産運用会社は、グローバル・ロジスティック・プロパティーズが上記「A. GLP との物件情報提供契約の活用」記載の物件情報提供契約の対象となる物流施 設以外の GLP グループ又は第三者の保有する物流施設の売却情報を入手した場合、適用ある法令、規則及び契約上の制限に反しない限度で、グローバル・ロジス ティック・プロパティーズから当該売却情報の提供を受けることができます。

### (ハ) 報酬

資産運用会社は、グローバル・ロジスティック・プロパティーズに対し、以上のスポンサー・サポート契約に基づくサポートの提供等に対する報酬を別途協議の上支払います。

### (二)期間

スポンサー・サポート契約に有効期間の定めはありません。但し、本投資法人と資産運用会社との資産運用委託契約が終了した場合又は資産運用会社が GLP の子会社でなくなった場合、これと同時にスポンサー・サポート契約も終了します。

### C. 資産運用会社独自の情報収集

資産運用会社は、GLP グループからの物件情報獲得に加え、業界の中でも経験豊富な資産運用会社のマネジメントチームによる独自の情報収集力を活かし、質の高い物流施設の取得に努めます。

### D. GLP グループのブランドの活用

本投資法人は、GLP グループの GLP 及びグローバル・ロジスティック・プロパティーズとの間で、平成 24 年 11 月 13 日付で商標ライセンス契約を締結しています。同契約に基づき、本投資法人の商号や保有する物件等について GLP グループの名称及びロゴ等を使用するための使用許諾を受けており、円滑なリーシングや

安定的な運用等に向け GLP グループのブランド力を活用できるものと考えています。なお、商標使用許諾の対価として、本投資法人は毎年一定額をグローバル・ロジスティック・プロパティーズに支払うこととされています。また、商標ライセンス契約に有効期間の定めはありません。但し、本投資法人と資産運用会社との資産運用委託契約が終了した場合又は資産運用会社が GLP の子会社でなくなった場合、これと同時に商標ライセンス契約も終了します。

### ③ スポンサーの企業グループの事業との棲分けの状況

GLP グループは、その子会社等を通じて、日本の物流施設ポートフォリオを保有するとともに、これに関連して物流施設にかかわる取得、開発、保有・運営、リーシング、プロパティ・マネジメント、各種コンサルティング等、様々な物流施設関連ソリューションを提供しています。そのため、物流施設にかかわる取得、保有・運営及びリーシング等の業務の一部が、本投資法人が行う投資及び資産運用と重複する場合があります。

もっとも、GLP グループは、開発ビジネスを中心に事業を展開しており、また、既に保有・運営する物流施設や今後新たに開発し保有・運営することとなった物流施設を、随時売却することで投下資金の一部を回収し、それを新たな開発や投資に振り向けることを通じたビジネスの循環的拡大を想定したビジネスモデル(キャピタル・リサイクリング・モデル)を志向しています。また、キャピタル・リサイクリング・モデルを推進するための具体的な施策として、GLP 又はその子会社等が情報提供対象物件を売却しようとする場合、GLP は、第三者に対して売却情報の提供その他の売却活動を開始する前に、優先的に資産運用会社に情報提供対象物件の売却に係る情報を提供し、又は売却を予定している子会社等をして提供させることや、グローバル・ロジスティック・プロパティーズが GLP グループの保有する物流施設(情報提供対象物件以外)や第三者の保有する物流施設の売却情報を入手した場合、適用ある法令、規則及び契約上の制限に反しない限度で、当該売却情報の提供をうけることができることとしており、本投資法人との間で競合が生じる可能性は限定的であると考えています。

### 2. 投資法人及び資産運用会社の運用体制等

# (1)投資法人

① 投資法人の役員の状況(本書の日付現在)

役職名	氏 名		主要略歴	選任理由
執行役員	三木 真人	昭和62年4月	三井不動産株式会社入社(不動産証券化業務等に従事)	投資法人の資産の運用における
		平成 14 年 8 月	プロロジス・ジャパン・マネージメント・インク入社(同社の経営	経営判断の妥当性の確保及び効
			に従事)	率性を鑑み、本投資法人の資産
		平成 16 年 4 月	株式会社プロロジス代表取締役	の運用を行う資産運用会社の社
		平成 21 年 3 月	GL プロパティーズ株式会社(現:グローバル・ロジスティック・	長を選任いたしました。
			プロパティーズ株式会社)代表取締役	
		平成 23 年 4 月	GLP ジャパン・アドバイザーズ株式会社取締役(非常勤)	
		平成 23 年 9 月	GLP 投資法人執行役員(現任)	
		平成 24 年 10 月	GLP ジャパン・アドバイザーズ株式会社代表取締役社長(現任)	

役職名	氏 名		主要略歴	選任理由
監督役員	井上 寅喜	昭和 55 年 10 月	アーサーアンダーセン東京事務所 (現:有限責任あずさ監査法人)	経歴、知識、業界内での評判等
			入所	を総合的に勘案の上、さらに投
		平成 20 年 7 月	株式会社ヒューロンコンサルティンググループ マネージングディ	資法人とスポンサーとの利益相
			レクター	反取引を考慮し、スポンサーグ
		平成 20 年 7 月	井上寅喜公認会計士事務所所長(現任)	ループと顧問契約、監査契約等
		平成 22 年 7 月	株式会社アカウンティングアドバイザリー代表取締役社長(現任)	の取引がないことを条件とした
			パイオニア株式会社 社外監査役	上で選任しました。
		平成23年6月	GLP 投資法人監督役員(現任)	
		平成23年9月		
監督役員	山口 孝太	平成 12 年 10 月	長島・大野・常松法律事務所 入所 (平成 12 年から平成 15 年ま	経歴、知識、業界内での評判等
			で、平成17年から平成23年まで)	を総合的に勘案の上、さらに投
		平成 18 年 5 月	Columbia University School of Law 卒業 (LL.M.)	資法人とスポンサーとの利益相
		平成 18 年 10 月	Debevoise & Plimpton LLP (New York) 勤務	反取引を考慮し、スポンサーグ
		平成 23 年 9 月	木村・多久島・山口法律事務所 開設 (現任)	ループと顧問契約、監査契約等
		平成23年9月	GLP 投資法人監督役員(現任)	の取引がないことを条件とした
		平成 25 年 6 月	株式会社平和 社外取締役(現任)	上で選任しました。
補欠執行役員	辰巳 洋治	平成2年4月	株式会社太陽神戸三井銀行(現:株式会社三井住友銀行)に勤務	執行役員が欠けた場合又は法令
			(法人営業等に従事)	に定める員数を欠くことになっ
		平成8年1月	IMD(スイス ローザンヌ)にて経営学修士(MBA)取得	た場合における投資法人の資産
		平成9年1月	株式会社さくら銀行(現:株式会社三井住友銀行)シンガポール支	の運用における経営判断の妥当
			店	性の確保及び効率性を鑑み、本
		平成 15 年 12 月	株式会社三井住友銀行 国際法人営業部	投資法人の資産の運用を行う資
		平成 20 年 7 月	株式会社プロロジス入社	産運用会社の財務管理本部長
		平成 21 年 7 月	GL プロパティーズ株式会社(現:グローバル・ロジスティック・	(現・常務執行役員 CFO)を選
			プロパティーズ株式会社)財務経理部長	任いたしました。
		平成 23 年 4 月	GLP ジャパン・アドバイザーズ株式会社非常勤監査役	
		平成 24 年 9 月	GLP ジャパン・アドバイザーズ株式会社 出向 財務管理本部長	
		平成 26 年 11 月	同社常務執行役員 CFO (現任)	

# ② 投資法人執行役員の資産運用会社役職員との兼職理由及び利益相反関係への態勢

氏 名	資産運用会社の役 職名	兼職理由	利益相反関係への態勢
三木 真人	代表取締役社長	投資法人の意思決定の大部分は、投信法に基づく委託	本投資法人の執行役員は資産運用会社の代表取締役を兼職し
		により資産運用会社の判断において行われるため、投資	ていますが、以下の通り利益相反行為が回避される仕組みと
		法人の経営陣と資産運用会社の経営陣との密接な連携、	なっています。
		情報共有が必要になります。	投資法人の執行役員としては、投信法及び規約により投資法
		執行役員の職務としては、役員会へ業務執行の報告を	人の利益を害する取引を行うことができず、また、弁護士・公
		する必要がありますが、兼職によって、役員会への詳細	認会計士という公正な第三者が監督役員として執行役員の職務
		かつ的確な報告が可能になるものと考えています。	を監督することで、十分な牽制が図られています。
		また、執行役員は、投資主総会において、投資主に対	資産運用会社の代表取締役としても、善管注意義務及び忠実義
		する説明責任を負っていますが、兼職によって、投資主	務により資産運用会社の利益を害する取引を行うことができ
		に対する正確かつ十分な説明を行うことが可能になるも	ず、また、法令により重要な事項については取締役会の承認な
		のと考えています。	しに業務を執行することができません。
		以上の通り、本投資法人と資産運用会社との関係、執	さらに、資産運用会社は、本投資法人の利害が害されること
		行役員の職務の性質など鑑み、兼職によって、適切かつ	を防止するため、利害関係人取引規程を策定することにより、
		妥当な運営を迅速に行うことが可能となるものと考えて	スポンサー関連を含む利害関係人との取引における利益相反を
		います。	回避する仕組みを設けています。

③ その他投資法人役員の兼任・兼職による利益相反関係の有無等(前②に記載された内容を除く)該当する事項はありません。

# (2) 資産運用会社

① 資産運用会社の役員の状況(本書の日付現在))

役職名・常勤非常勤の別	氏 名	主要略歴	兼任・兼職・出向の状況
代表取締役社長	三木 真人	前期「2. 投資法人及び資産運用会社の運用体制等/(1)投資法人/①投資法人の役	(兼任・兼職)
		員の状況」をご参照ください。	GLP 投資法人執行役員

役職名・常勤非常勤の別	氏 名	主要略歴	兼任・兼職・出向の状況	役職名・常勤非常勤の別
取締役(非常勤)	帖佐 義之	平成4年4月	三井不動産株式会社入社	
		平成 12 年 4 月	三井不動産投資顧問株式会社へ出向	
		平成 15 年 3 月	プロロジス・ジャパン・マネージメント・インク入社	
		平成 21 年 7 月	GL プロパティーズ株式会社(現 グローバル・ロジスティック・	グローバル・ロジスティック・
			プロパティーズ株式会社)入社 マネージングディレクター	プロパティーズ株式会社
		平成 23 年 4 月	GLP ジャパン・アドバイザーズ株式会社 取締役(非常勤)(現	代表取締役社長
			任)	
		平成 24 年 10 月	GL プロパティーズ株式会社(現 グローバル・ロジスティック・	
			プロパティーズ株式会社) 代表取締役社長 (現任)	
取締役 (非常勤)	堤 一浩	平成2年4月	第一生命保険相互会社(現 第一生命保険株式会社)入社	
		平成 10 年 11 月	ゴールドマン・サックス・アセット・マネジメント株式会社入社	
		平成 14 年 11 月	プロロジス・ジャパン・マネージメント・インク入社	
		平成 24 年 1 月	GL プロパティーズ株式会社(現 グローバル・ロジスティック・	グローバル・ロジスティック・
			プロパティーズ株式会社)入社 マネージングディレクター・グ	プロパティーズ株式会社
			ローバル・トレジャラー	副社長執行役員
		平成 24 年 9 月	GLP ジャパン・アドバイザーズ株式会社 監査役 (非常勤)	CFO(最高財務責任者)
		平成 24 年 10 月	GL プロパティーズ株式会社(現 グローバル・ロジスティック・	グローバル・トレジャラー
			プロパティーズ株式会社) 副社長執行役員 CFO (最高財務責	
			任者)グローバル・トレジャラー(現任)	
		平成 25 年 6 月	GLP ジャパン・アドバイザーズ株式会社 取締役(非常勤)(現	
			任)	

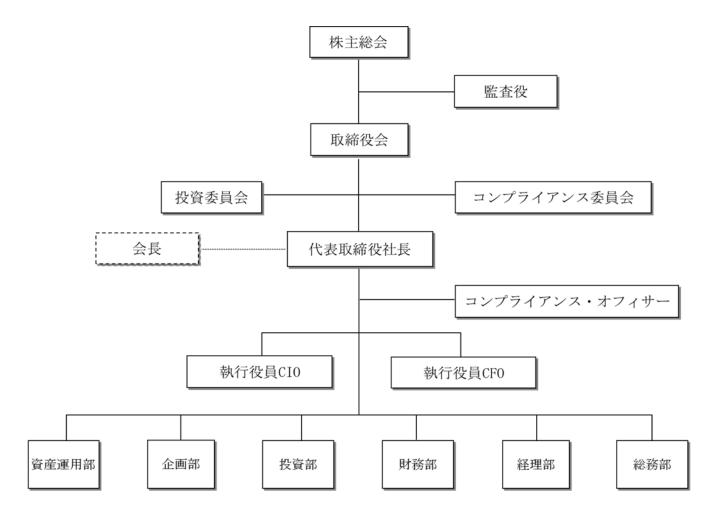
役職名・常勤非常勤の別	氏 名	主要略歴	兼任・兼職・出向の状況	役職名・常勤非常勤の別
監査役(非常勤)	宮本 達矢	平成 15 年 9 月 平成 19 年 8 月	垣見油化株式会社入社 株式会社プロロジス入社	
		平成 21 年 7 月	資産運用部ファンドアカウンタント GL プロパティーズ株式会社(現 グローバル・ロジスティック・ プロパティーズ株式会社)入社 財務経理部マネージャー	グローバル・ロジスティック・プロパティーズ株式会社
		平成 24 年 9 月 平成 25 年 6 月	同社 経理部長 (現任) GLP ジャパン・アドバイザーズ株式会社 監査役 (非常勤) (現任)	経理部長

# ② 資産運用会社の従業員の状況(本書の日付現在)

出向元		出向元と兼務がある場合にはその状況
グローバル・ロジスティック・プロパティーズ株式会社	18	該当なし
株式会社三井住友銀行	1	該当なし
出向者計	19	_
資産運用会社従業員総数	21	左記には、派遣社員2名を含んでいます

# ③ 投資法人及び資産運用会社の運用体制

# A. 組織



### (イ) 取締役会

資産運用会社の経営戦略を含む経営の基本的重要事項についての意思決定を行う機関は取締役会であり、取締役会は原則として3か月に1回開催され、業務執行の基本方針を決定するとともに、代表取締役社長による業務執行を監督します。また、取締役会は、コンプライアンス・オフィサーの選任及び解任についても決議を行います。なお、コンプライアンス・オフィサーの選任及び解任については、出席取締役の3分の2以上の賛成によりなされるものとします。

### (口) 執行役員

執行役員は、取締役会において選任され、取締役会の決定した経営方針に従い、代表取締役の委嘱を受け、資産運用会社における所管部の指揮統括等を行います。執行役員 CFO は、財務部、経理部及び総務部を所管し、執行役員 CIO は、企画部及び投資部を所管します。なお、資産運用部は社長の直轄とします。

# (ハ) 部

資産運用会社は、運用資産の賃貸・管理及びスポンサーとの物件情報提供契約の対象物件(以下「RoFL 物件」といいます。)の取得等を所管する資産運用部、RoFL 物件以外の物件の取得及び売却等を所管する投資部、戦略立案・市場調査分析等を所管する企画部、資金調達及び余剰資金運用等を所管する財務部、経理業務全般、インベスターリレーション(IR)等を所管する経理部並びに資産運用会社の総務・機関運営、人事等を所管する総務部を設置しており、上記のとおり、社長が資産運用部を、執行役員 CFO が財務部、経理部及び総務部を、執行役員 CIO が企画部及び投資部をそれぞれ指揮統括するものとします。

### (二) 投資委員会及びコンプライアンス委員会

資産運用会社は、資産の運用を行う投資法人の資産の運用等に関する事項を審議し、決定すること等を目的として投資委員会を設置しており、また、資産 運用会社における法令、諸規程、諸規則その他に係るコンプライアンスの徹底を図ることを目的としてコンプライアンス委員会を設置しています。

### (ホ) 会長

組織上必要がある場合には、取締役会の決議をもって、会長をおくことができるものとされています。会長は、取締役会において決議された職務分担の範囲で、代表取締役を補助し助言することとされています。

# B. 業務分掌体制

本投資法人の資産運用に関与する資産運用会社の各組織・機関の主な業務・権限は次のとおりです。

# <各組織の業務の概略>

組織名称		各組織の業務の概略
投資委員会	イ	投資の基本方針に関わる事項
		(イ) 投資法人の資産の運用に係る基本方針(運用ガイドライン及び資産管理計画書を含みます。) の策定及び改定
		(誤字脱字の訂正を除きます。)
		(中) 投資法人の年度管理計画の策定及び改定(誤字脱字の訂正を除きます。)
		(ハ) 利害関係人との間で運用資産の売買を行う場合における売買価格と鑑定評価額との乖離幅の上限の決定及び変更
		(二) その他の投資方針にかかる重要事項
	口	個別の資産運用取引に関する事項
		(4) 投資法人による運用資産の取得及び売却についての決定及び変更
		(ロ) 年度管理計画に予定されていない運用資産の管理についての決定及び変更
		(^) 投資法人による資金調達案(リスクヘッジ目的のデリバティブ取引を含みます。)の承認
		(二) その他の投資法人の資産の運用・資金調達にかかる重要事項
コンプライアンス委員会	(1)	コンプライアンス規程の改定 (誤字脱字の訂正を除きます。)、並びにコンプライアンス・マニュアル及びコンプライ
		アンス・プログラムの策定及び改定(誤字脱字の訂正を除きます。)
	(1)	コンプライアンス上不適切な行為及び不適切であるとの疑義がある行為に対する改善措置の決定
	(1)	投資委員会において決定することを必要とする事項で利害関係人と投資法人との取引に関するもののコンプライアン
		ス上の問題の有無の審議及び決定
	(=)	投資委員会において決定することを必要とする事項でコンプライアンス・オフィサーがコンプライアンスに疑義があ
		ると判断したもののコンプライアンス上の問題の有無の審議及び決定
	(‡)	その他コンプライアンス・オフィサーがコンプライアンス上問題があると判断した事項についてのコンプライアンス
		上の問題の有無の審議及び決定
	(^)	上記各号に準ずるコンプライアンス上重要な事項
コンプライアンス・オフィサー	(1)	社内諸規程・規則等の制定・改廃及びその遵守状況の監視監督・報告・改善
	(1)	業務全般についての法令・諸規則の遵守状況の監視監督・報告・改善
	(1)	コンプライアンス・リスク管理、コンプライアンス、監査方針等策定実行に関する事項
	(=)	訴訟行為、執行保全行為に関する事項

組織名称	各組織の業務の概略
	(ホ) コンプライアンス・マニュアル等の策定・見直しに関する事項
	(^) コンプライアンスに関する社員研修等の実施に関する事項
	(ト) 内部監査機関の運営に関する事項
	(チ) コンプライアンス委員会の運営に関する事項
	(リ) コンプライアンスに関する諸記録の管理に関する事項
資産運用部	(イ) 運用資産の管理(修繕を含む。)に関する事項
	(ロ) 運用資産の賃貸に関する事項
	(ハ) スポンサーとの物件情報提供契約の対象となる資産の取得に関する事項
企画部	(イ) 物件又はマーケットの調査に関する事項
	(ロ) 経済全般の動向・不動産マーケットに関する調査実施・報告に関する事項
	(ハ) 運用資産の運用手法の研究開発に関する事項
	(二) 投資法人に関わる法令についての調査
	(ホ) 資産運用会社に関わる法令についての調査
	(4) 投資法人の運営についての施策の検討
財務部	(イ) 資金調達にかかる基本的な方針策定及び改定に関する事項
	(ロ) 資金調達 (デット・エクイティ等) 実務に関する事項
	(ハ) 余剰資金の運用に関する事項
	(二) その他財務全般に関する事項
投資部	(イ) 運用資産(但し、上記資産運用部(ハ)に規定するものを除く)の取得に関する事項
	(1) 運用資産の売却に関する事項
経理部	(イ) 予算策定等に関する事項
	(ロ) 分配政策にかかる基本的な方針の策定及び改定に関する事項
	(ハ) その他経理全般に関する事項
	(ニ) インベスターリレーションズ (法定開示及び金融商品取引所規則に基づく開示を含む。) に関する事項
	(ホ) 広報に関する事項
	(4) 投資家よりの問い合わせ、苦情等の受付に関する事項

組織名称	各組織の業務の概略
総務部	(イ) 資産運用会社の総務全般に関する事項
	(ロ) 資産運用会社の人事全般に関する事項
	(ハ) 投資法人対応に関する事項
	(二) 資産運用管理事務全般に関する事項
	(ホ) 株主総会・取締役会の運営に関する事項
	(^) 諸規程・規則等の制定改廃に関する事項
	(ト) システム情報機器の運用・保全・管理に関する事項
	(チ) 行政機関及び業界諸団体等対応に関する事項
	(リ) コンプライアンス・オフィサーの業務の補佐に関する事項
	(ヌ) 問い合わせ、苦情等の受付に関する事項
	(ル) 情報資産の管理及び保護等に関する事項
	(3) 法人関係情報の管理に関する事項

### C. 投資運用の意思決定機構

投資委員会は、本投資法人の運用資産に係る運用方針等の重要事項を決定する機関であり、特に、本投資法人による新たな不動産等の取得・売却等について、 案件の選定や条件の決定を行います。また、本投資法人のための運用ガイドライン及び資産管理計画書の策定及び改定(誤字脱字の訂正を除きます。)並びに これらに基づく運用資産の管理、資金調達の方針等の重要な事項に関する審議及び資産運用会社としての意思決定を行います。

投資委員会は、代表取締役社長を委員長とし、取締役、執行役員 CIO、執行役員 CFO、コンプライアンス・オフィサー及び取締役会が指名する1名の外部の専門家(以下「投資委員会外部委員」といいます。)をもって構成されます。取締役会が投資委員会外部委員を指名するに際しては、本投資法人の役員会の承認を得なければなりません(再任の場合を除きます。)。監査役は投資委員会に出席することができますが、議決権は付与されません。コンプライアンス・オフィサーは議決権を有しませんが、審議過程にコンプライアンス上の問題があると判断した場合には、審議を中止することができます。なお、コンプライアンス・オフィサーは投資委員会に必ず出席するものとします。

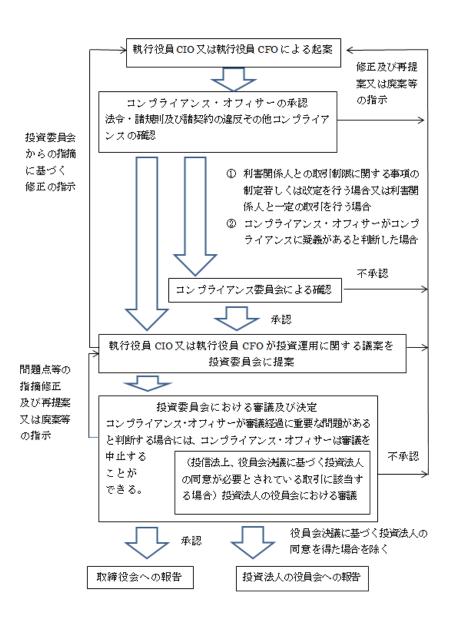
投資委員会は委員長の招集により原則として3ヶ月に1回開催されますが、その他必要に応じて随時開催されます。

投資委員会へ提出される議案は、執行役員 CI0 又は執行役員 CF0 が起案の上、まずコンプライアンス・オフィサーへ提出され、法令・諸規則(金融商品取引法(昭和 23 年法律第 25 号)(以下「金商法」といいます。)、投信法、宅地建物取引業法(昭和 27 年法律第 176 号)その他の法令、投資法人が上場する金融商品取引所が定める上場規則、一般社団法人投資信託協会(以下「投資信託協会」といいます。)が定める諸規則並びに資産運用会社及び投資法人の社内規則をいいます。以下同じです。)の遵守状況その他コンプライアンス上の問題の有無に関する確認を受けます。さらに、コンプライアンス・オフィサーがコンプライアンスに疑義があると判断した場合や、利害関係人との取引制限に関する事項の制定又は改廃を行う場合、利害関係人との取引に該当する場合には、コンプ

ライアンス委員会に付議するものとします。これらの手続を経て、コンプライアンス上の問題がないと判断された場合に限り、執行役員 CIO 又は執行役員 CFO が当該議案を投資委員会へ提案します。

投資委員会の決定は、議決権を有する委員の過半数以上が出席し、出席した議決権を有する委員の過半数が賛成したことをもってこれを決するものとし、決定事項については、代表取締役社長より、取締役会(利害関係人との取引に該当する場合等には、取締役会及び投資法人の役員会)へ報告されます。但し、投資法人の利害関係人等との間で不動産又は有価証券の取得若しくは譲渡又は賃借を行おうとするときは、投信法施行規則第245条の2第1項各号に掲げる取引に該当する場合を除き、その契約締結前に本投資法人の役員会の承認に基づく本投資法人の同意を得るものとします。また、利害関係人との間で運用資産の売買を行う場合における売買価格と鑑定評価額との乖離幅の上限の決定及び変更並びに投資法人による運用資産の取得及び売却の決定及び変更の議案は、投資委員会外部委員が出席し、かつ当該決議事項に対し賛成した場合、又は、やむを得ない事由により投資委員会外部委員が投資委員会に出席できない場合には、当該投資委員会外部委員が書面をもって賛成した場合に限り、投資委員会での決議をすることができるものとします。なお、利害関係人と投資法人との取引に関して投資委員会が審議を行う場合には、当該利害関係人に該当することとなる議決権を有する委員又は法人たる当該利害関係人の役員若しくは使用人の地位を現に有する議決権を有する委員(兼職の場合を含みますが、資産運用会社に出向又は転籍している場合を除きます。)は、当該決議に加わることができないものとします。

投資運用に関する議案の作成・提出から当該議案の決定までの具体的な流れは、以下のとおりです。



#### (3) 利益相反取引への取組み等

#### ① 利益相反取引への対応方針及び運用体制

資産運用会社では、社内規程である利害関係人取引規程に基づき、当該規程に定める利害関係人との取引制限に関する事項の投資の基本方針の策定若しくは改定又は利害関係人との取引については、コンプライアンス委員会の承認並びに投資委員会における審議及び決定を受け、かつ、遅滞なく本投資法人の役員会に報告しなければならないものとしています。コンプライアンス委員会において、法令・諸規則その他コンプライアンス上の問題がないと判断された場合に限り、当該取引についての議案が投資委員会に提案されます。問題があると判断された取引は、投資委員会に提案されず、本投資法人は当該取引を行わない仕組みとなっています。上記利害関係人には、(イ)投信法に定める利害関係人等、(ロ)資産運用会社の株主並びに連結会計基準における資産運用会社の株主の子会社及び関係会社、並びに(ハ)上記(イ)又は(ロ)が投資運用業務、投資助言業務又は資産管理業務等を受託している特別目的会社を含むものとします。

また、本投資法人が投信法上の利害関係人等との間で、不動産又は有価証券の取得若しくは譲渡又は貸借を行おうとする場合には、投信法施行規則第 245条の2第1項各号に掲げる取引に該当する場合を除き、その契約締結前に、本投資法人の役員会の承認に基づく本投資法人の同意を得なければならないものとしています。

資産運用会社では、利害関係人取引規程に基づき、本投資法人が利害関係人との取引等を行おうとする場合には、上記の手続に加え以下の規定に従わなければならないものとしています。

### A. 利害関係人から運用資産を取得する場合

- (イ)不動産等の1物件当たりの取得価格(不動産等そのものの取得価格とし、不動産鑑定評価額の対象となっていない税金及び取得費用等のほか、信託 設定に要する費用、信託勘定内の積立金、信託収益、固定資産税等の期間按分の精算額等を含まないものとします。)は、資産運用会社及び利害関係 人と利害関係のない不動産鑑定士による鑑定評価額(鑑定評価と同様の手法を用いて行われる価格調査による価格を含みます。以下同じです。)を参 考価格として決定します。
- (ロ)(イ)の取得価格は、不動産鑑定士による鑑定評価額に対し一定金額を上乗せして決定することができます。当該上乗せ額は、鑑定評価額に、投資 委員会で定める鑑定評価額からの乖離許容率を乗じた額を上限とします。乖離許容率は、不動産投資市況等を勘案し、一定期間(半年に1回以上)ご とに投資委員会の協議により見直しを行うものとします。但し、乖離許容率は10%を越えてはならないものとします。
- (ハ) 乖離許容率の決定及び見直しにあたっては、投資委員会外部委員の賛成を得なければならないものとします。
- (二) 利害関係人からその他の運用資産を取得する際には、原則として、時価で行うこととし、時価を把握するのが困難な場合は、(イ) に準じるものとします。
- (ホ) 利害関係人が本投資法人への譲渡を前提に、一時的に特別目的会社等の組成を行うなどして負担した諸費用が発生していた場合、本投資法人はこれらの諸費用(仲介手数料、信託報酬、特別目的会社等組成費用、デュー・ディリジェンス費用等)を取得価格に加えて取得することができます。

#### B. 利害関係人に運用資産を売却する場合

- (イ)不動産等1物件当たりの売却価格(不動産等そのものの売却価格とし、税金及び売却費用等のほか、信託設定に要する費用、信託勘定内の積立金、信託収益、固定資産税等の期間按分の精算額等を含まないものとします。)は、資産運用会社及び利害関係人と利害関係のない不動産鑑定士の鑑定評価額を参考価格として決定します。
- (ロ) 売却価格の決定に当たっては、不動産鑑定士による鑑定評価額から一定の金額を減額して決定することができます。当該減額は、鑑定評価額に、A. (ロ) で定める乖離許容率を乗じた額を上限とします。
- (ハ) 利害関係人へその他の運用資産を売却する際には、原則として、時価で行うこととし、時価を把握するのが困難な場合は、(イ) に準じるものとします。

### C. 利害関係人と不動産等の賃貸借契約を締結あるいは変更する場合

本投資法人と利害関係人との間の賃貸借契約の内容は、市場実勢並びに第三者が作成するマーケットレポート及び意見書等を勘案して、適正と判断される条件によるものとします。

### D. 利害関係人へ運用資産の運用管理業務及び建物管理業務を委託する場合

利害関係人へ運用資産の運用管理業務及び建物管理業務を委託する場合は、資産運用会社の社内規程である運用ガイドラインに定める外部委託先の選定条件を具備していることを確認して、委託料については市場実勢及び委託業務の内容等を考慮して決定します。取得する物件について、利害関係人が既に運用管理業務又は建物管理業務を行っている場合は、取得後当面の間、外部委託先選定条件を具備していることを確認して、利害関係人に当該業務を委託できるものとしますが、委託料については市場実勢及び委託業務の内容等を考慮して決定します。

### E. 利害関係人による不動産等の売買及び賃貸に係る媒介の場合

(イ) 不動産等の売買にかかる媒介の場合

支払うべき媒介手数料の金額は、宅地建物取引業法に規定する報酬の範囲内(信託受益権の場合にはその目的となっている宅地又は建物を基準とします。)とします。

(ロ) 不動産等の賃貸に係る媒介の場合

支払うべき媒介手数料の金額は、宅地建物取引業法に規定する報酬の範囲内(信託受益権の場合にはその目的となっている宅地又は建物を基準とします。)とします。

### F. 利害関係人に対する工事の発注

利害関係人と利害関係のない第三者による見積価格又は利害関係人と利害関係のない専門家が作成する意見書等の検証資料を取得の上、適正とされる条

件によるものとします。

### ② 運用体制の採用理由

A. 利益相反取引に対して資産運用会社の取締役会が果たす機能について

取締役会は資産運用会社の経営の基本的重要事項についての意思決定を行う機関です。

資産運用会社は、資産運用会社のコンプライアンス責任者としてコンプライアンス・オフィサーを設置し、また、資産運用会社における法令、諸規程、 諸規則その他にかかるコンプライアンスの徹底を図ることを目的としてコンプライアンス委員会を設置しています。

コンプライアンス委員会はコンプライアンス・オフィサーを委員長とし、委員は代表取締役社長及び取締役会が指名するコンプライアンス委員会外部委員1名以上で構成されます。取締役会がコンプライアンス委員会外部委員を指名するに際しては、投資法人から資産運用を受託している期間中は本投資法人の役員会の承認を得なければなりません(再任の場合を除きます。)。本書の日付現在、コンプライアンス委員会外部委員は、社外の弁護士(1名)です。

# B. コンプライアンス委員会外部委員

本書の日付現在、コンプライアンス委員会外部委員として下記1名が指名されています。

松本 宗大は、弁護士であり、法律の専門家としての知識と経験等を踏まえた幅広い見地から、利益相反取引の適法性を確保することが期待されるとともに、第三者として意思決定に対して牽制を効かしうることで、ガバナンスの強化に資するものと考えます。

役職名	氏名		主要略歴	
コンプライアンス 委員会外部委員	松本 宗大	平成11年4月 平成14年9月 平成15年7月 平成15年8月 平成17年7月	長谷川俊明法律事務所 入所 SSD 法律事務所 (現 スクワイヤ外国法共同事業法律事務所) 入所 スクワイヤ・サンダース (現 スクワイヤ・パットン・ボグズ) ロサンゼルスオフィスにて研修 スクワイヤ・サンダース (現 スクワイヤ・パットン・ボグズ) ワシントン D. C. オフィスにて研修 SSD 法律事務所 勤務 株式会社三井不動産アコモデーションファンドマネジメント 社外コンプライアンス委員 (現任) スクワイヤ・サンダース外国法共同事業法律事務所 (現 スクワイヤ外国法共同事業法律事務所) パートナー	株式会社三井不動産ア コモデーションファン ドマネジメント 社外 コンプライアンス委員

役職名	氏名	主要略歴	兼任・兼職の状況	役職名
		平成 22 年 11 月 平成 23 年 8 月	大阪大学大学院基礎工学研究科 招へい准教授(現任) GLP ジャパン・アドバイザーズ株式会社 コンプライアンス委員会外部	
		平成 25 年 9 月	委員(現任) 松本宗大法律事務所 開設(現任)	

# C. コンプライアンス・オフィサー

本書の日付現在、コンプライアンス・オフィサーには、田村 直樹が就任しています。田村 直樹の兼任・兼職及びスポンサー企業グループとの関係は以下の通りです。

役職名	氏名		主要略歴	
コンプライアンス・ オフィサー	田村直樹	昭和57年4月 平成21年10月 平成24年9月 平成27年4月	日本航空株式会社入社 GL プロパティーズ株式会社 (現:グローバル・ロジスティック・プロパティーズ株式会社) 入社 人事総務部長 GLP ジャパン・アドバイザーズ株式会社 出向 総務部長 同社 コンプライアンス・オフィサー (現任)	グローバル・ロジス ティック・プロパ ティーズ株式会社より 出向

# 3. スポンサー関係者等との取引等

# (1) 利害関係人等との取引等

本投資法人の第7期営業期間(平成27年3月1日~平成27年8月31日)における利害関係人等との取引状況は以下のとおりです。

なお、利害関係人等とは、投信法施行令第 123 条及び投資信託協会の投資信託及び投資法人に係る運用報告書等に関する規則第 26 条第 1 項第 27 号に規定される資産 運用会社の利害関係人等をいいます。

# ①売買取引状況

区八	売買金額等	
区分	買付額等	売付額等
総額	7, 150, 000 千円	一千円
利害関係人等との取引状況の内訳		
神戸西ロジスティック特定目的会社	7, 150, 000 千円 (100.0%)	一千円( 一%)
승計	7, 150, 000 千円 (100.0%)	一千円( 一%)

# ②支払手数料等の金額

	支払手数料等総額(A)	利害関係人等との取引の内訳	(B)/(A)	
区分	(千円)	支払先	支払額(B) (千円)	(%)
プロパティ・マネジメント報酬 (注)	203, 774	グローバル・ロジスティック・プロパティーズ株式会社	203, 774	100.0
ブランド使用料	7, 500	グローバル・ロジスティック・プロパティーズ株式会社	7, 500	100.0
賃貸仲介手数料	14, 329	グローバル・ロジスティック・プロパティーズ株式会社	14, 329	100.0

(注) 各物件のプロパティ・マネジメント報酬の料率は、以下のとおりです。なお、NOI (Net Operating Income) とは、不動産賃貸事業収益の合計から不動産賃貸事業費用 (公租公課、保険料、水道光熱費、信託報酬、修繕費及びその他賃貸事業用費用) を差し引いた金額をいいます。

物件名称	年間報酬(百万円)
GLP 東扇島、GLP 昭島、GLP 富里、GLP 習志野II、GLP 船橋、GLP 加須、GLP 深谷、GLP 岩槻、GLP 春日部、GLP 辰巳、GLP 羽村、GLP 船橋	
Ⅲ、GLP 袖ヶ浦、GLP 辰巳Ⅱa、GLP 辰巳Ⅱb、GLP 桶川、GLP 枚方、GLP 枚方Ⅱ、GLP 舞洲Ⅱ、GLP 津守、GLP 六甲、GLP 尼崎Ⅱ、GLP 奈	プロパティ・マネジメント報酬控除
良、GLP 堺、GLP 六甲Ⅱ、GLP 門真、GLP 西神、GLP 福崎、GLP 神戸西、GLP 盛岡、GLP 富谷、GLP 郡山 I 、GLP 東海、GLP 早島、GLP 早島	前 NOI の 1.5%
Ⅱ、GLP 基山、GLP 鳥栖Ⅲ、GLP 仙台、GLP 江別、GLP 桑名、GLP 廿日市、GLP 扇町、GLP 広島、GLP 福岡、GLP 筑紫野	
	プロパティ・マネジメント報酬控除
GLP 東京、GLP 杉戸Ⅱ、GLP 越谷Ⅱ、GLP 三郷Ⅱ、GLP 浦安Ⅲ、GLP 東京Ⅱ、GLP 尼崎、GLP 郡山Ⅲ、GLP 小牧	前 NOI の 3.0%

# (2) 物件取得等の状況

※ ① 会社名・氏名、② 特別な利害関係にある者との関係、③ 取得経緯・理由等

物件名 (所在地)	投資法人	前所有者・信託受益者	前々所有者・信託受益者
	3	①、②、③	1, 2, 3
*	取得(譲渡)価格	取得(譲渡)価格	取得(譲渡)価格
	取得(譲渡)時期	取得(譲渡)時期	取得(譲渡)時期
GLP 神戸西	③投資法人の投資基準に合致し、長期にわたり安定した	① 神戸西ロジスティック特定目的会社	
(兵庫県神戸市)	収益を確保できる物件であるとの判断から取得しまし	② 資産運用会社の親会社等である GLP が実質 50%保	
	た。取得価格は一般財団法人日本不動産研究所(以下	有する特定目的会社	_
	「日本不動産研究所」といいます。) による鑑定評価額	③ 開発を目的として取得(保有期間:1年超)	
	以下であり、妥当な価格であると考えています。		
	7, 150 百万円	1年を超えて所有していたため、記載を省略します。	_
	平成 27 年 5 月	平成 26 年 2 月 (土地)	_

# 4. その他

(1) 不動産鑑定機関の選定方針及び概要(平成27年8月31日現在)

鑑定業界において定評のある実績と、全国をカバーできる体制を有していること、また、物流施設の評価に理解あること。

# 不動産鑑定機関の概要

	不動産鑑定機関の概要			
物件名称	友 <del>北</del>	<b>分</b> 示	不動産鑑定士	海中田市
	名 称 住 所	の人数	選定理由	
GLP 富里				
GLP 習志野Ⅱ		〒530-0005		   業界トップクラスとしての同業務に対する社会的な信頼性に
GLP 船橋	株式会社谷澤総合鑑定所	大阪市北区中之島二丁目2番7号 中之島セントラルタワー	59名	加え、既存 REIT においても豊富な実績を有していることから選定しました。
GLP 加須				
GLP 深谷				り歴化しよした。
GLP 羽村				

	不動産鑑定機関の概要			
物件名称	名 称	住 所	不動産鑑定士 の人数	選定理由
GLP 浦安 <b>Ⅲ</b>				
GLP 桶川				
GLP 六甲Ⅱ				
GLP 盛岡				
GLP 富谷				
GLP 郡山 I				
GLP 郡山Ⅲ				
GLP 仙台				
GLP 桑名				
GLP 廿日市				
GLP 扇町				
GLP 東京				
GLP 東扇島				
GLP 昭島				
GLP 杉戸Ⅱ				
GLP 岩槻				
GLP 春日部		〒103-0025		
GLP 越谷Ⅱ	森井総合鑑定株式会社	東京都中央区日本橋茅場町一丁目8番3号	21名	業界トップクラスとしての同業務に対する社会的な信頼性に加え、既存 REIT においても豊富な実績を有していることから選定しました。
GLP 三郷Ⅱ				
GLP 辰巳				
GLP 船橋Ⅲ				
GLP 袖ヶ浦				
GLP 辰巳Ⅱa				
GLP 辰巳Ⅱb				
GLP 奈良				
GLP 東海				

	不動産鑑定機関の概要			
物件名称	名 称	住所	不動産鑑定士 の人数	選定理由
GLP 江別				
GLP 小牧				
GLP 東京Ⅱ				
GLP 枚方				
GLP 枚方Ⅱ				
GLP 舞洲Ⅱ				
GLP 津守				
GLP 六甲				
GLP 尼崎				
GLP 尼崎Ⅱ				
GLP 堺		〒105−8485		   業界トップクラスとしての同業務に対する社会的な信頼性に
GLP 門真	一般財団法人 日本不動産研究所	東京都港区虎ノ門一丁目3番2号 勧銀不二屋ビル	282 名	加え、既存 REIT においても豊富な実績を有していることから選定しました。
GLP 西神				
GLP 福崎				JERE OR ORC.
GLP 神戸西				
GLP 早島				
GLP 早島Ⅱ				
GLP 基山				
GLP 鳥栖Ⅲ				
GLP 広島				
GLP 福岡				
GLP 筑紫野				

### (2) エンジニアリング・レポート作成機関の選定方針及び概要

同業務遂行に対する信頼性、特に REIT において定評のある技術水準及び評価報告体制を有していること。

#### エンジニアリング・レポート作成機関の概要

物件名称	エンジニアリング・レポート作成機関の概要			
初件石柳	名 称	住 所	事業内容	選定理由
全 54 物件				建物状況調査業務に関して一定の実績を有する
	デロイトトーマツ PRS 株 式会社	〒100-0005 東京都千代田区丸	建物調査	先であり、調査対象物件の関係者(施工会社お
		の内三丁目3番1号 新東京	土壌汚染調査	よび設計者)ではないこと、また、当社調査依
		ビル	土壌汚染コンサルティング	頼時において他 REIT に対する調査実績を有して
				いたこと。

# (3) その他利益相反の可能性のある取引 該当する事項はありません。

### (4) IRに関する活動状況

## 〈基本方針〉

本投資法人は、透明性確保の観点から、法定開示に加え、投資家に対して正確で偏りのない情報を適時にかつ分かり易く開示することに努めるとともに、投資家に とって重要又は有用と判断した情報について可能な限り積極的かつ自主的な開示を行うものとします。

なお、開示を行うに際しては、投信法、金商法、株式会社東京証券取引所及び投資信託協会等がそれぞれ規定する内容及び様式に従って、適切に開示を行います。 〈適時開示体制〉

資産運用会社において、「適時開示規定」を制定しています。また、当該規定において、情報開示責任者を執行役員 CFO と定め、コンプライアンス・オフィサーを、 適時開示における法令遵守体制を維持し、コンプライアンス上のチェックを担う責任者と定めています。

# 〈IRスケジュール〉

本投資法人は、決算にかかる I R活動を以下のスケジュールで行っています。

- 決算月:2月、8月
- ・決算短信発表(日本語及び英語): 4月、10月
- ・決算アナリスト・機関投資家向け説明会(日本語及び英語):4月、10月
- ・資産運用報告発送:5月、11月

### 〈具体的なIR活動の内容〉

本投資法人及び資産運用会社では、次の諸施策を積極的に実施しています。

- ① アナリスト・機関投資家向け活動 和英文ウェブサイト (http://www.glpjreit.com/) への各種開示情報の掲載、日本語及び英語での決算説明会の開催、国内外投資家への個別面会、物件見学会の実施等
- ② 個人投資家向け活動 和英文ウェブサイトへの各種開示情報の掲載、証券会社等が主催するIRイベントへの参加等

### (5) 反社会的勢力排除に向けた体制整備

資産運用会社は、コンプライアンス・マニュアルを制定し、資産運用会社及び資産運用会社の役職員は、反社会的勢力とは一切の関係を排除し、反社会的勢力による被害を防止することに努めるものと定めております。なお、当該マニュアルにおいて、反社会的勢力チェックに関する業務フローを定め、資産運用会社又は投資法人が新たに今後契約を締結する取引先について事前に反社会的勢力である又は反社会的勢力と関係を有しているかどうかのチェックを行うものとしており、当該チェックの結果、反社会的勢力である又は反社会的勢力との関係があることが疑われる取引先については、基本的に契約及び取引を行わず、契約及び取引を中止、解約する方向で、警察当局や外部専門機関、顧問弁護士等と対応方法を協議するものと定めております。また、取引先が反社会的勢力である又は反社会的勢力との関係があると判明した場合は、警察当局や外部専門機関、顧問弁護士等と対応方法を協議し、直ちに取引を中止、解約するものと定めて全役職員に周知徹底しております。

以上

### Report on the Management Structure and System of the Issuer of Real Estate Investment Trust Units and Related Parties

Issuer of Real Estate Investment Trust Units GLP J-REIT Masato Miki, Executive Director

(Securities Code: 3281)

Inquiries: TEL: +81-3-3289-9631 (pilot number)

Asset Manager: GLP Japan Advisors Inc.

Masato Miki, Representative Director, President & CEO

## 1. Basic Information

# (1) Basic Policy on Compliance

### [1] Thinking regarding compliance

GLP J-REIT (hereinafter referred to as the "Investment Corporation") and GLP Japan Advisors Inc. (hereinafter referred to as the "Asset Manager") are fully cognizant of the significance of the fact that the asset management the Asset Manager conducts for the assets of the Investment Corporation constitutes the management of the funds of the Investment Corporation's investors, and the Asset Manager has prepared internal compliance rules and other necessary rules and has established a Compliance Committee and a position of Compliance Officer as described below to ensure full compliance with applicable laws and regulations in order to ensure the development of an appropriate management structure.

# [2] The Compliance Structure (structure for ensuring compliance with laws and regulations)

## (A) The Compliance Committee

In order to establish an appropriate management structure for the Asset Manager to conduct the asset management of the Investment Corporation, the Asset Manager has established a Compliance Committee charged with the revision (excluding the correction of errata) of compliance rules; the formulation and revision of a Compliance Manual and Compliance Program (excluding the correction of errata); deciding on corrective measures regarding conduct which is, or is suspected to be, inappropriate from a compliance standpoint; and the review on whether there are issues of compliance with respect to matters concerning transactions with related parties and other matters regarding which the Compliance Officer judges there to be questions in terms of compliance.

The Compliance Committee is composed of the Compliance Officer as chairperson, the President & CEO and at least one outside professional designated by the Board of Directors (hereinafter referred to as the "Outside Expert(s) on the Compliance Committee"). When designating the Outside Expert(s) on the Compliance Committee, the approval of the board of directors of the Investment Corporation will be required (but will not be required for reappointment). As of the date of this report an outside attorney is the one Outside Expert on the Compliance Committee. Furthermore, the General Administration Department has been established under the CFO (Executive Officer) and a member of the General Administration Department will attend Compliance Committee meetings in the role of secretariat to the Compliance Committee to assist the Compliance Officer.

The Compliance Committee in principle meets once every three months as convened by the chairperson, and as otherwise necessary.

Decisions of the Compliance Committee require that a majority of all of the members having voting rights and all Outside Expert(s) on the Compliance Committee be present and a majority of those members and all Outside Expert(s) on the Compliance Committee vote their approval. When the Compliance Committee reviews as one of the matters it must decide on whether there are issues of compliance with respect to matters concerning transactions between related parties and the Investment Corporation, a committee member having voting rights who is a related party or a committee member having voting rights who currently holds the position of an officer or employee (including as a concurrent position, but excluding cases when such person has been seconded or transferred to the Asset Manager) of a related party, which is a corporation, may not participate in the decision.

Decisions of the Compliance Committee will be reported regularly to the Board of Directors by the Compliance Officer. When the Compliance Committee reviews and approves matters which the Investment Committee must decide, the substance of the review (including any minority opinion presented during the course of the review) will be reported to the Investment Committee by the Compliance Officer.

## (B) The Compliance Officer

The Asset Manager, fully cognizant of the significance of the fact that the asset management it conducts with the assets of the Investment Corporation constitutes the management of the funds of the Investment Corporation's investors, in order to ensure the development of an appropriate management structure, has established the position of Compliance Officer as key person responsible for compliance, thereby ensuring the effectiveness of the function of internal oversight of other units. The selection or the dismissal of the Compliance Officer requires the approval of two thirds or more of the directors in attendance at a board of directors meeting.

The Compliance Officer, as the key person responsible for compliance in the Asset Manager, is charged with establishing and maintaining the internal compliance structure of the company and raising the level of standards awareness within the company in regard to compliance with all applicable laws, regulations and rules. To those ends the Compliance Officer prepares a Compliance Manual and Compliance Program through the Compliance Committee, continually monitors to ensure that all operations conducted for the asset management of the Investment Corporation by the Asset Manager comply with all applicable laws, regulations, rules and the articles of incorporation of the Investment Corporation, and exercises supervision over the overall internal compliance environment in daily operations.

The General Administration Department, established under the overall direction and control of the CFO (Executive Officer) and being charged with overall general administrative operations, will assist the work of the Compliance Officer.

In view of the importance of the duties of the Compliance Officer, the Compliance Officer in the Asset Manager devotes him/herself exclusively and on a full-time basis to addressing compliance matters. Only a person having adequate investigative and supervisory capacity for ensuring compliance with all applicable laws, regulations and rules may be appointed as the Compliance Officer.

The Compliance Officer is also in charge of internal auditing of the Asset Manager (however, the internal auditing of the Compliance Officer is conducted by the President & CEO. Furthermore, the President & CEO can assign the CFO (Executive Officer) to conduct the internal auditing on the Compliance Officer). All internal organization and job classifications are subject to internal audit; audit and other procedures to assess whether the operations and management of all internal organizations comply with all applicable laws, regulations and rules and are being conducted appropriately and efficiently will be carried out on a regular basis based on the Compliance Program and the Internal Audit Rules. When internal audits are conducted all departments must submit and explain all documents, account books or other materials as requested by the Compliance Officer and cooperate fully to ensure the smooth implementation of the internal auditing.

# (2) Unitholders

As of the end of August 2015

Name	Relationship with the Investment Corporation, the Asset Manager or Sponsor and the background for holding units	Units held	Percentage (%)
Japan Trustee Services Bank, Ltd. (Trust account)	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	385,421	16.12
GLP Capital Japan 2 Private Limited	A foreign corporation invested in by Global Logistic Properties Limited (hereinafter referred to as "GLP") and its group companies (the "GLP Group" or the "Group"). Upon the (overseas) offering of units before listing of the Investment Corporation, in September 2013 and in September 2014, it acquired 272,455 units, 39,000 units and 43,955 units, respectively, from overseas subscribers as a purchaser designated by the Investment Corporation.	355,410	14.86
The Master Trust Bank of Japan, Ltd. (Trust account)	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	214,465	8.97
Trust & Custody Services Bank, Ltd. (Securities investment trust account)	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	157,087	6.57
Nomura Bank (Luxembourg) S.A.	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	118,775	4.96
The Nomura Trust and Banking Co., Ltd. (Investment trust account)	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	73,650	3.08
CBLDN-STICHTING PGGM DEPOSITARY - LISTED REAL ESTATE PF FUND	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	73,235	3.06
The Bank of New York Mellon SA/NV 10	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	33,762	1.41
State Street Bank and Trust Company	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	29,203	1.22
BARCLAYS BANK PLC A/C CLIENT SEGREGATED A/C PB CAYMAN CLIENTS	No special relationship with the Investment Corporation, the Asset Manager or the Sponsor.	25,925	1.08
	Total	1,466,933	61.35

(Note) The percentage means the ratio of the number of units owned to the total number of issued units, and is indicated by rounding all numbers down to the second decimal place.

### (3) Major Shareholders of the Asset Manager

As of the date of submission of this report

Name	Relationship with the Investment Corporation, the Asset Manager or Sponsor and the background for holding shares	Number of shares held	Percentage (%)
Global Logistic Properties Inc.	The parent company of the Asset Manager (At the time of the formation of the Asset Manager (February 25, 2011) it acquired 2,000 shares. Subsequently it subscribed to a capital increase of 2,000 shares (October 20, 2011). It later transferred 40 shares to GLP Capital Japan 2 Private Limited and 40 shares to GLP Capital GK, but has repurchased those shares (80 shares) on November 28, 2014.) It has concluded a Sponsor Support Agreement with the Asset Manager.	4,000	100.0
	Total	4,000	100.0

## (4) – 1 Investment Policy and Investment Targets

### [1] Basic Investment Policy

Pursuant to the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951) (the "Investment Trusts Act"), the Investment Corporation provides in its articles of incorporation that its basic investment policy shall be to manage assets by investing in the assets set forth in the articles of incorporation as investment targets for the purpose of managing assets by investing primarily in real estate, etc. (meaning real estate, real estate leasehold rights, surface rights and trust beneficiary interests to which only these assets are entrusted) with the aim of achieving stable income over the medium to long term and steady growth of the investment assets.

The Investment Corporation, in accordance with this basic policy, will invest in logistics facilities or real estate-related assets which are real estate ancillary to or related to logistics facilities or real estate securities backed by the foregoing.

# (A) Investment Focused on Modern Logistics Facilities

The Investment Corporation has established as its primary investment target logistics properties which it identifies as "modern logistics facilities," which are large-scale (minimum gross floor area of 10,000 m²) and highly-functional leasable logistics facilities characterized by limited supply and future demand growth potential. In particular, the focus will be on investing in those facilities having the following features, among others, which in our view indicate high functionality: more than half of the gross floor area with a floor-to-ceiling height of 5.5 m or more and a floor load tolerance of 1.5 t/m² or more.

When investing in modern logistics facilities, in addition to the functions just cited, attention will also be given to such additional functions as "significant interpillar space" "advanced truck loading yards (width of loading space, high floored truck berths, dock levelers)," "high delivery efficiency truck berth design (truck berths on both sides and on each floor)," "ramp ways," "office space" "high capacity elevators," "employee space (changing room, employee lounge, store)," "high-intensity lighting (intensity appropriate for warehouse work)," "seismically isolated structures," "24-hour security" and "advanced environmentally-friendly features"

These functionalities are deemed to provide added value to tenants' operations from the perspectives of delivery and warehouse work efficiency, business sustainability and safety. For example, significant inter-pillar space and greater floor-to-ceiling height increases tenants' options in terms of the positioning and layout of equipment; adequate floor load tolerance allows for the handling of a large range of cargo. By providing the additional functionalities of ramp way access

for trucks to higher floors and adequate loading space, the capacity for handling the simultaneous arrival of large numbers of trucks facilitates a reduction of lead time and accommodation of frequent deliveries.

The provision of ample employee space significantly contributes to the ability to attract labor for warehouse and other workers.

Although steady demand is foreseen for this type of modern logistics facility, new supply of modern logistics facilities is increasing due to intensifying economic activity since the 'new dimension' of monetary easing announced by the Bank of Japan in 2013, but because demand is also growing along with the concerned new supply, we believe that looking ahead stable utilization rates can be predicted for modern logistics facilities. Particularly due to the impact of the Great East Japan Earthquake in March 2011, customers are now placing greater emphasis on earthquake resistance, seismic isolation, security of electric power and other related factors, all of which, we believe, will result in increasing demand for modern logistics facilities.

### (B) Utilization of Support from the GLP Group

In order to ensure the stable operation and steady external growth of its investment assets, it is the policy of the Investment Corporation to utilize to the fullest extent all of the domestic and international data, knowhow and management resources of the GLP Group relating to the development, operation, leasing and property management, of modern logistics facilities.

### (i) The GLP Group as provider of modern logistics facilities

GLP, a company formed under the Singapore Companies Act, listed its shares on the Singapore Stock Exchange in October 2010. GLP currently owns and operates a portfolio of logistics facilities in Japan, China, Brazil and the U.S. With its substantial major shareholder being the Government of Singapore Investment Corporation Pte Ltd., GLP also operates joint ventures in Japan respectively with the China Investment Corporation, a sovereign wealth fund of China, and the Canadian Pension Plan Investment Board, a public entity for pension investment in Canada. Capitalizing on such firm relationship with global investors, GLP has established a fund management platform.

Furthermore, the GLP Group's management teams in each country are comprised of members with strong track records in the acquisition, development and management of logistics facilities in respective areas, enabling operations that fit the actual conditions of the areas.

# (ii) Growth strategy through utilization of the GLP Group's value chain

The GLP Group is a provider of modern logistics facilities which holds and operates the largest portfolio, based on the size of gross floor areas, of leasable logistics facilities (of many types including multi-tenant facilities, BTS facilities (Build-to-Suit: logistic facilities with location and equipment that accommodate to the demand of clients), single-tenant facilities, or leaseback facilities) in Japan, China and Brazil as well as a large scale of such in the U.S. In conjunction with holding these leasable logistics facilities, GLP also provides a full array of logistics facilities solutions encompassing acquisition, development, owning and operating, facility management, leasing, property management and a broad range of consulting services, thus the Group as a whole functioning as a comprehensive value chain. The Asset Manager receives full support in the management of the Investment Corporation's assets from the GLP Group, which possesses this value chain.

# [2] Portfolio Development Policy

### (A) Investment Area

Taking into account the need for geographical diversification as well as population distribution, gross regional product and trends in regional logistics, the Investment Corporation will principally target for investment logistics facilities located near airports and trading ports, along transportation networks linking large consumer regions and in distribution hubs in manufacturing or consumer zones. The guidelines for the ratio of investment (on an acquisition cost basis) for each of

the investment area are indicated below. While the focus of investments will be in the Tokyo metropolitan and Greater Osaka area the Investment Corporation will aim for portfolio stability by also investing in other area as well.

Area	Investment Ratio
Tokyo metropolitan area	50-70%
Greater Osaka area	20-40%
Other	5-20%

(Note) "Tokyo metropolitan area" includes the Tokyo Metropolis, Kanagawa Prefecture, Saitama Prefecture, Chiba Prefecture, Ibaraki Prefecture, Tochigi Prefecture, Gunma Prefecture and Yamanashi Prefecture; "Greater Osaka area" includes Osaka Prefecture, Hyogo Prefecture, Kyoto Prefecture, Shiga Prefecture, Nara Prefecture and Wakayama Prefecture; "Other" means all area other than the foregoing.

### (B) Investment Criteria

From the standpoint of achieving a stable earnings flow, the Investment Corporation will invest only in facilities with stable operations. Specifically, the Investment Corporation will only invest in those properties which have been completed at least one year prior or have occupancy rates of at least 93%.

When making investment decisions regarding the acquisition of properties the Investment Corporation will put emphasis on location, scale, and functionality among other factors.

Occupancy status	Will invest only in properties completed at least one year prior or having occupancy rates of at least 93%.
Scale	Will invest primarily in large-scale leasable logistics facilities with minimum gross floor areas of 10,000 m <sup>2</sup> .
Functionality	Investment priority will be placed on properties having the following features, among others, which in our view indicate high functionality: "more than half of the gross floor area with a floor-to-ceiling height of 5.5 m or
	more and a floor load tolerance of 1.5 t/m <sup>2</sup> or more."
	Attention will be given to the functionalities of "significant inter-pillar space," "advanced truck loading yards
	(width of loading space, high floored truck berths, dock levelers)," "high delivery efficiency truck berth design
	(truck berths on both sides and on each floor)," "ramp ways," "office space," "high capacity elevators,"
	"employee space (changing room, employee lounge, store)," "high intensity lighting (intensity appropriate for
	warehouse work)," "seismically isolated structures," "24-hour security" and "advanced environmentally-
	friendly features."

### (C) Due Diligence Standards

In deciding on the appropriateness of real estate related assets as investment targets due diligence will focus on the items outlined below.

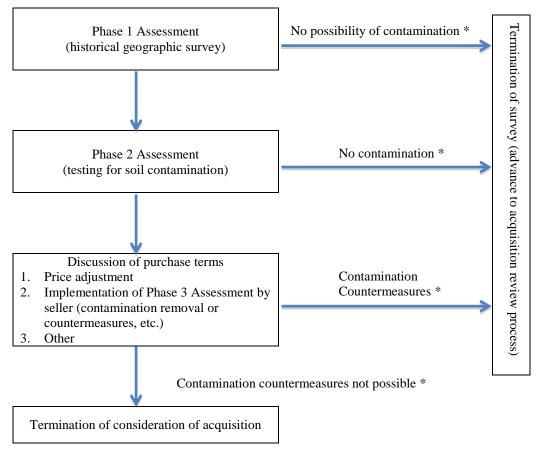
Due Diligence Item		Description
Economic due diligence	Tenant evaluation	<ol> <li>Leasing terms, other contract terms, existence of sub-tenants</li> <li>Credit-worthiness of tenants, rent payment record</li> <li>Ratio of the tenants by creditworthiness in the portfolio</li> <li>Ownership of equipment, etc., and allocation of costs</li> </ol>
diffgence	Market survey	<ol> <li>Trends in latent demand (business types and conditions)</li> <li>Rent levels in the surrounding area, occupancy rate trends</li> <li>Competing properties, prospects of new supply</li> </ol>

Due Diligence Item		Description
	Profit plan and other review	<ol> <li>Current rent level, content of lease agreements</li> <li>Facility flexibility, competitiveness for attracting tenants</li> <li>Cost items, cost levels, expenditure-related contracts</li> <li>Repair record, repair plan, state of reserves</li> <li>Amount of real estate taxes, tax payment status, existence of tax privileges</li> </ol>
	Site survey	<ol> <li>Distance from major cities, railroad stations and highway interchanges</li> <li>Size, formation, undulation of the site</li> <li>Volume of traffic in the surrounding area, road width, location of traffic lights</li> <li>Existence of undesirable establishments</li> </ol>
Physical due diligence	Building survey (including seismic resistance)	<ol> <li>Date of completion, primary structural features, scale, architect, builder</li> <li>Existence of the building certification application and other documents</li> <li>Building-coverage ratio, floor-area ratio, leasable area and other important specifications</li> <li>Design changes and extension or rebuilding subsequent to the building certification</li> <li>Existence of unregistered buildings or structures, etc.</li> <li>Seismic resistance (PML report)</li> <li>Condition of building management</li> <li>Matters pointed out in the engineering report</li> </ol>
Legal due diligence	Examination of rights  Boundaries survey	<ol> <li>Registrations (register, map of demarcated plots)</li> <li>Type of rights (ownership, surface rights, land leasehold rights, coownership and quasi-co-ownership, sectional ownership)</li> <li>Real estate trust agreements for management and disposal</li> <li>The seller's capacity to perform obligations</li> <li>Security interests and other restricted property rights</li> <li>Existence of buried cultural properties</li> <li>Existence of other legal or regulatory restrictions</li> <li>Boundaries confirmation document</li> <li>Boundary markers</li> </ol>
	Soil contamination survey	3. Encroaching structures (existence of memoranda) 4. Existence of latent disputes 1. Soil contamination survey report 2. Description of Countermeasures, if any
Environmental due diligence	Asbestos and CFCs study PCB survey	<ol> <li>Existence of designations of soil contamination zones</li> <li>Conditions of use and control in the building</li> <li>Existence of an asbestos survey report</li> <li>Existence of stored PCB and survey on file or reported</li> </ol>

### (D) Soil Contamination Survey Standards

In the acquisition of real estate related assets in principle only properties in which soil contamination is being properly handled in accordance with the Soil Contamination Countermeasures Act (Act No. 53 of 2002), other related environmental laws and regulations and the ordinances and guidance of local governments will be targeted for investment.

In order to make that decision, prior to the execution of any purchase and sale contract, an environmental contamination survey will be conducted by a professional and the survey and countermeasures will be carried out in accordance with the following "Soil Survey Flowchart" based on the Investment Guidelines.



<sup>\*</sup> All decisions as to whether there is the possibility of contamination, whether there is contamination or whether countermeasures are possible will always be made upon the receipt of a written professional opinion.

### [3] Assets Targeted for Investment

#### (A) Real Estate-Related Assets

The Investment Corporation invests in the following specified assets with the aim of achieving stable income over the medium to long term and steady growth of the investment assets.

- (i) Real estate
- (ii) The assets listed below (hereinafter referred to collectively as "Real Estate Equivalents" and real estate and the Real Estate Equivalents together to collectively be referred to as "Real Estate, etc.")
  - (a) Real estate leasehold rights
  - (b) Surface rights
  - (c) Trust beneficiary rights in real estate, real estate leasehold rights or surface rights (including blanket trusts in which moneys incidental to the real estate are also entrusted)
  - (d) Trust beneficiary rights in cash which aim to manage the trust assets by investing primarily in real estate, real estate leasehold rights or surface rights
  - (e) Equity interests in contracts whereby one party makes investment in the asset management by the counterparty of assets of the kind listed in (i) or (ii)(a) through (d) above and the counterparty manages the contribution by the first party by primarily investing it in the cited assets and distributes the profits derived from those investments (hereinafter referred to as "Equity Interests in Real Estate Anonymous Associations")
  - (f) Trust beneficiary rights in cash which aim to manage the trust assets by investing primarily in Equity Interests in Real Estate Anonymous Associations
- (iii) The following securities which aim to invest primarily in Real Estate, etc. (excluding the types of assets cited in (i) or (ii) above; including the rights which should be indicated in the subject securities/certificates in instances in which securities/certificates indicating the interests are not issued) (hereinafter referred to collectively as "Real Estate-Backed Securities")
  - (a) Preferred equity securities (as defined in the Act on the Securitization of Assets (Act No. 105 of 1998) (the "Asset Securitization Act")
  - (b) Beneficiary certificates (as defined in the Investment Trusts Act)
  - (c) Investment securities (as defined in the Investment Trusts Act)
  - (d) Beneficiary certificates of specific purpose trusts (as defined in the Asset Securitization Act)

## (B) Other Specified Assets

In addition to the specified assets listed in A above, the Investment Corporation may also invest in the specified assets listed below for the efficient investment of funds and as otherwise necessary.

- (i) Deposits
- (ii) Call loans
- (iii) Securities (as defined in the Investment Trusts Act, but excluding assets falling under A (ii) or (iii) above)
- (iv) Negotiable certificates of deposit (excluding assets falling under (iii) above)
- (v) Monetary claims (as defined in the Order for Enforcement of the Act on Investment Trusts and Investment Corporations (Cabinet Order No. 480 of 2000) (the "Investment Trust Act Enforcement Order"), but excluding assets falling under A or B (i) through (iv) above)
- (vi) Trust beneficiary rights in cash which manage the trust assets by investing primarily in the assets listed in (i) through (v) above
- (vii) Interests in derivative transactions (as defined in the Investment Trusts Act Enforcement Order)

# (C) Assets Other than Specified Assets

Only in cases in which the objective is substantially to invest in Real Estate Related Assets or when incidental or related to investment in those assets may the Investment Corporation invest in the following assets.

- (i) Trademark rights, exclusive right to use or non-exclusive rights to use trademarks based on the Trademark Act (Act No. 127 of 1959)
- (ii) Copyrights, etc., as defined in the Copyright Act (Act No. 48 of 1970)

- (iii) Rights to use the source of a hot spring as prescribed by the Hot Springs Act (Act No. 125 of 1948) and facilities, etc., related to such hot spring
- (iv) Servitudes, movables and investment interests in partnerships as defined in the Civil Code (Act No. 89 of 1896) (excluding assets falling under B (iii) above)
- (v) Specified equity in special purpose companies as defined in the Asset Securitization Act
- (vi) Rights under insurance contracts
- (vii) Carbon dioxide equivalent quotas or other similar assets or emission rights (including emission rights for greenhouse gases) based on the Act on Promotion of Global Warming Countermeasures (Act No. 117 of 1998)
- (viii) In addition to the foregoing, other rights the acquisition of which are necessary or useful, in connection with investments in the Real Estate Related Assets

### (4) – 2 Matters Concerning Tenant Selection Criteria

The Investment Corporation, pursuant to the aforementioned "(4) Investment Policy and Investment Targets [2] Portfolio Development Policy (C) Due Diligence Standards, will investigate and evaluate the following items for tenants in deciding on their investment appropriateness.

- (i) Leasing terms, other contract terms, existence of sub-tenants
- (ii) Credit-worthiness of tenants, rent payment record
- (iii) Ratio of the tenants in the portfolio
- (iv) Ownership of equipment, etc., and allocation of costs

Upon tenant exit, the Investment Corporation will conduct operations with an aim to secure stable income over the mid- to long-term by striving to conclude a lease agreement with a new tenant at an early stage by utilizing the GLP Group network to the fullest. As for utilizing the GLP Group network, the Investment Corporation believes that by concluding a Sponsor Support Agreement with Global Logistic Properties Inc., the Investment Corporation will be able to receive advice regarding the collection/analysis of information on logistics facilities inside and outside Japan and the operation/management of the investment assets, and thus will be able to conduct more efficient leasing activities.

Concerning leasing agreements with tenants, the basic policy is for mid- to long-term leasing. However, when actually renewing leasing agreements, appropriate rent levels, leasing periods, and other terms will be set considering the tenant's credit status, with the contract terms of the entire portfolio in mind.

# (4) – 3 Matters Concerning Overseas Real Estate Investment

Investment in overseas real estate is not planned.

# (5) Matters Concerning the Sponsor

# [1] Details of the Businesses of the Sponsor Company Group

The Sponsor, Global Logistic Properties Inc. (hereinafter referred to as "Global Logistic Properties" or the "Sponsor") (the shareholder of the asset management company, GLP Japan Advisors Inc.) was established in March 2009 as the Japanese subsidiary of GLP. GLP, a company formed under the Singapore Companies Act, listed its shares on the Singapore Stock Exchange in October 2010. GLP currently owns and operates a portfolio of logistics facilities in Japan, China, Brazil and the U.S. With its substantial major shareholder being the Government of Singapore Investment Corporation Pte Ltd., GLP also operates joint ventures in Japan respectively with the China Investment Corporation, a sovereign wealth fund of China, and the Canadian Pension Plan Investment Board, a public entity for pension investment in Canada. Capitalizing on such firm relationship with global investors, GLP has established a fund management platform.

Furthermore, the GLP Group's management teams in each country are comprised of members with strong track records in the acquisition, development and management of logistics facilities in respective areas, enabling operations that fit the actual conditions of the areas.

As of the end of September 2015, the GLP Group owned 93 properties in Japan (with a gross floor area of approximately 4.4 million square meters) (including the properties owned by the Investment Corporation and managed by the GLP Group and properties owned and managed through joint ventures based on joint investment with third parties), 719 properties in China (with a gross floor area of approximately 12.3 million square meters) (including properties owned and managed through joint ventures based on joint investment with third parties), 88 properties in Brazil (with a gross floor area of approximately 2.5 million square meters) (including properties owned and managed through joint ventures based on joint investment with third parties) and 1,141 properties in the U.S. (with a gross floor area of approximately 10.7 million square meters) (including properties owned and managed through joint ventures based on joint investment with third parties), making it the largest owner of leasable logistics facilities in terms of gross floor area in Japan, China and Brazil, respectively, and clearly establishing its position as a provider of large-scale modern logistics facilities in the U.S.

For more details about the GLP's businesses please see its annual securities report (filed on September 29, 2015, EDINET Code: E24841) and semi-annual report (filed on December 26, 2014).

## [2] Agreements on the Supply of Properties and Information Provision with the Sponsor Company Group

# (A) Use of the Right-of-First-Look Agreement with GLP

On the foundation of the basic understanding that the logistics facilities owned and managed by the GLP Group may be expected to serve as an important conduit for contributing to the future external growth of the Investment Corporation, the Asset Manager has entered into a Right-of-First-Look Agreement with GLP on November 13, 2012 (an amendment agreement concluded on July 13, 2015), the main points of which are described below, having as its objective the stable and continued acquisition by the Investment Corporation of logistics facilities owned by the GLP Group. The Asset Manager, pursuant to the Right-of-First-Look Agreement, has obtained on a priority basis information on 20 of the properties, not including those owned through joint ventures based on joint investment with third parties, which the GLP Group owns in Japan as of the date of this report in order to provide for the external growth of the Investment Corporation.

- (i) Properties subject to the right-of-first-look

  There are 20 properties subject to right-of-first-look (hereinafter referred to as the "Property(ies) Subject to Right-of-First-Look"), not including properties owned through joint ventures based on joint investment with third parties, which the GLP Group owns in Japan as of the date of this report.
- (ii) Priority provision of information

If GLP or its subsidiaries, intend to sell one of the Properties Subject to Right-of-First-Look, except in accordance with certain conditions such as a superior right-of-first-refusal or negotiating rights granted, prior to providing sale information or initiating any other sales activities directed toward third parties, GLP will provide information relating to the sale of the Property Subject to Right-of-First-Look on a priority basis to the Asset Manager or cause a subsidiary, which intends to sell a Property Subject to Right-of-First-Look, to do so.

If the Asset Manager notifies GLP or its subsidiary, within five business days of receipt of the information of interest on the part of the Investment Corporation to acquire that Property Subject to Right-of-First-Look, GLP will discuss in good faith with the Asset Manager the terms and conditions for a sale or will cause its subsidiary, to do so; provided, however, that if a binding agreement is not reached between the parties within 15 business days from the abovementioned notification of interest to acquire, GLP or its subsidiary, may then provide third parties with sale information and initiate other sales activities relating to that Property Subject to Right-of-First-Look.

(iii) Discussion in good faith aiming for the execution of additional right-of-first-look agreements

Under the Right-of-First-Look Agreement, in addition to the priority provision of information related to Properties Subject to Right-of-First-Look, the GLP Group agrees that it is prepared to discuss in good faith the execution of additional right-of-first-look agreements related to other logistics facilities it owns in Japan

(excluding logistics facilities, owned through joint ventures based on joint investment with third parties) at such time as the Investment Corporation exercises all or part of a right to complete a reservation pursuant to a previously executed right-of-first-look agreement.

### (iv) Term

The effective period of the Right-of-First-Look Agreement is for the 10-years period starting from November 13, 2012; provided, however, that if the Asset Management Agreement between the Investment Corporation and the Asset Manager is terminated or if the Asset Manager ceases to be a subsidiary of GLP, the Right-of-First-Look Agreement will terminate simultaneously with either of the foregoing events.

### (B) Use of the Sponsor Support Agreement with Global Logistic Properties

With the objective of facilitating the effective conduct of asset acquisition activities by the Investment Corporation through the utilization of the human and physical resources, knowledge, experience and knowhow in the logistics area and the network in Japan and overseas of the GLP Group, the Asset Manager concluded a Sponsor Support Agreement (the "Sponsor Support Agreement") with Global Logistic Properties on November 13, 2012, the main provisions of which are listed below.

### (i) Business support

The Asset Manager will obtain the following business support from Global Logistic Properties:

- Market research services
  - Collection and analysis of information regarding domestic and global logistics markets and provision of other services that the Asset Manager requests
- Support service for acquisition of properties
  - Collection and analysis of information regarding logistics facilities that we may acquire and support for due diligence review in connection with the acquisition
- Advisory services regarding the operation and management of investment properties
  - Advice regarding the operation and management of logistics facilities owned by the Investment Corporation

### (ii) Provision of real estate sales information

The Asset Manager may obtain, to the extent permitted under the restrictions stipulated under applicable laws, regulations and contracts, sales information which Global Logistic Properties may obtain about logistics facilities of the GLP Group other than those which are subject to the Right-of-First-Look Agreement cited in "(A) Use of the Right-of-First-Look Agreement with GLP" above and about logistics facilities owned by third parties.

### (iii) Compensation

The Asset Manager will pay fees for provision of business support and other services under the Sponsor Support Agreement to Global Logistic Properties determined upon separate mutual consultation.

#### (iv) Term

No effective period is stipulated in the Sponsor Support Agreement; provided, however, that if the Asset Management Agreement between the Investment Corporation and the Asset Manager is terminated or if the Asset Manager ceases to be a subsidiary of GLP, the Sponsor Support Agreement will terminate simultaneously with either of the foregoing events.

### (C) Independent Collection of Information by the Asset Manager

In addition to the receipt of information on properties from the GLP Group, the Asset Manager will also utilize information collected independently by its management team, which has a wealth of experience in the logistics industry, for the acquisition of high quality facilities.

## (D) Use of the GLP Group Brand

The Investment Corporation executed a Licensing Agreement with GLP and Global Logistic Properties of the GLP Group on November 13, 2012. Under that agreement the Investment Corporation received a license for use of the GLP Group name and logo, in its trade name and for the properties, owned by the Investment Corporation; it is expected that the Investment Corporation will be able to utilize the power of GLP Group brand to facilitate the smooth leasing of properties and stable operations. The Investment Corporation will pay a set annual amount as consideration for the licensing agreement to Global Logistic Properties. No effective period is stipulated in the Licensing Agreement; provided, however, that if the Asset Management Agreement between the Investment Corporation and the Asset Manager is terminated or if the Asset Manager ceases to be a subsidiary of GLP, the Licensing Agreement will terminate simultaneously with either of the foregoing events.

## [3] Segregation from the Businesses of the Sponsor Company Group

The GLP Group, through its subsidiaries, holds a portfolio of logistics facilities in Japan and in conjunction with this also provides a various array of logistics facilities solutions encompassing acquisition, development, owning and managing, leasing, property management and a broad range of consulting services. As a result there may be instances in which some of the operations relating to acquisition, ownership, development, leasing and other functions with respect to logistics facilities may overlap with the investing and asset management operations of the Investment Corporation.

The GLP Group follows a business model posited on circulative expansion (a capital recycling model) under which it focusses on the development business, and selling the logistics facilities which it already owns and manages and those which it will newly develop, own and manage from time to time, and using, or "recycling," the proceeds from such sales to replenish its portfolio through the development or acquisition of additional properties. When GLP or one of its subsidiaries, intends to sell a Property Subject to the Right-of-First-Look as a specific step in the implementation of the capital recycling model, because GLP prior to providing sale information or initiating any other sales activities vis-à-vis third parties, will provide information relating to the sale of the Property Subject to Right-of-First-Look on a priority basis to the Asset Manager or cause a subsidiary, which intends to sell a Property Subject to Right-of-First-Look, to also do so and because the Investment Corporation may also obtain to the extent permitted under the restrictions stipulated under applicable laws, regulations and contracts, sales information which Global Logistic Properties may obtain about logistics facilities of the GLP Group (other than the Properties Subject to the Right-of-First-Look) and about logistics facilities owned by third parties, we believe that the possibility of competition arising between the Investment Corporation and the GLP Group is limited.

## 2. Management Structure and System of the Investment Corporation and the Asset Manager

#### (1) Investment Corporation

# [1] Directors of the Investment Corporation

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Job title	Name		Career summary	Reason for selection
Executive	Masato Miki	April 1987	Joined Mitsui Fudosan Co., Ltd. (engaged in real estate	Mr. Miki, as the President of the Asset
Director			securitization, etc.)	Manager, which manages the assets of
		August 2002	Joined ProLogis Japan Management Inc. (involved in	the Investment Corporation, was
			management of the company)	selected taking into account the need for
		April 2004	Representative Director, K.K. ProLogis	ensuring appropriate management
		March 2009	Representative Director, Global Logistic Properties Inc.	decision-making and efficiency in the
		April 2011	Director, GLP Japan Advisors Inc. (part-time)	management of the Investment
		September 2011	Executive Director, GLP J-REIT (present post)	Corporation's assets.
		October 2012	Representative Director, President & CEO, GLP Japan	
			Advisors Inc. (present post)	

Job title	Name		Career summary	Reason for selection
Supervisory	Toraki Inoue	October 1980	Joined the Tokyo Office of Arthur Andersen (now KPMG	Mr. Inoue was selected taking
Director			AZSA LLC)	comprehensively into account his career
		July 2008	Managing Director, K.K. Huron Consulting Group	record, knowledge and reputation in the
		July 2008	General Manager, Office of Toraki Inoue Certified Public	industry and subject to the condition that
			Accountant (present post)	he not engage in any business under
		July 2010	Representative Director and President, Accounting Advisory	consulting contracts or auditing
			Co., Ltd.(present post)	contracts, with the Sponsor group in
		June 2011	Outside Company Auditor, Pioneer Corporation	order to ensure there being no conflict of
		September 2011	Supervisory Director, GLP J-REIT (present post)	interest transactions with the Investment
C	Kota	October 2000	L'. 1N . 1'. Ol . 0 T (6 2000 t. 2002	Corporation and the Sponsor.
Supervisory Director	Yamaguchi	October 2000	Joined Nagashima, Ohno & Tsunematsu (from 2000 to 2003 and from 2005 to 2011)	Mr. Yamaguchi was selected taking comprehensively into account his career
Director	Taillagueili	May 2006	Graduated (LL.M.) from Columbia University School of Law	record, knowledge and reputation in the
		October 2006	Debevoise & Plimpton LLP (New York)	industry and subject to the condition that
		September 2011	Founded Kimura, Takushima & Yamaguchi (present post)	he not engage in any business under
		September 2011	Supervisory Director, GLP J-REIT (present post)	consulting contracts or auditing
		June 2013	Independent Director, KK Heiwa (present post)	contracts, with the Sponsor group in
		Julic 2015	independent Director, KK Herwa (present post)	order to ensure there being no conflict of
				interest transactions with the Investment
				Corporation and the Sponsor.
Substitute	Yoji Tatsumi	April 1990	Joined The Mitsui-Taiyokobe Bank, Limited (now Sumitomo	Mr. Tatsumi, as the Chief Financial
Executive			Mitsui Banking Corporation)	Officer (now CFO (Executive Officer))
Director		January 1996	MBA from IMD (Lausanne, Switzerland)	of the Asset Manager, which manages
		January 1997	Worked in Singapore Branch of The Sakura Bank,	the assets of the Investment
			Limited(now Sumitomo Mitsui Banking Corporation)	Corporation, was selected taking into
		December 2003	Global Client Business Department, Sumitomo Mitsui	account the need for ensuring
			Banking Corporation	appropriate management decision-
		July 2008	Joined K.K. ProLogis	making and efficiency in the
		July 2009	Head of Finance & Accounting Department, Global Logistic	management of the Investment
			Properties Limited (presently, Global Logistic Properties Inc.)	Corporation's assets when there is any
		April 2011	Auditor (part-time), GLP Japan Advisors Inc.	vacancy in the executive directors or shortfall in the number of executive
		September 2012	Temporarily transferred to GLP Japan Advisors Inc. as Chief Financial Officer	directors as provided in laws and
		November 2014	CFO (Executive Officer), GLP Japan Advisors Inc. (present	regulations.
		2.5,00002.2011	post)	
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[2] Reasons why the Executive Director of the Investment Corporation concurrently hold a position of officer or staff of the Asset Management Company and stance regarding relationships involving conflicts of interest

Name	Job title in the Asset Manager	Reason for concurrent position	Stance regarding relationships involving conflicts of interest
Name  Masato Miki		Because the greater part of the decision-making of the Investment Corporation is made through judgments made by the Asset Manager based on delegation pursuant to the Investment Trusts Act, close cooperation and full sharing of information between the management ranks of the Investment Corporation and the management ranks of the Asset Manager are necessary.  A duty of the Executive Director is to report on the execution of business to the Board of Directors and we believe that detailed and accurate reporting to the Board of Directors is facilitated by the holding of concurrent positions.  The Executive Director also has the duty of briefing unitholders at the general meeting of unitholders and by virtue of holding concurrent positions the Executive Director is best able to provide accurate and adequate briefings to the unitholders.  Taking into consideration the relationship between the Investment Corporation and the Asset Manager as explained above, by virtue of the holding of concurrent positions the expeditious conduct of appropriate and adequate management is facilitated.	Conflicts of interest  The Executive Director of the Investment Corporation concurrently holds the position of Representative Director, President & CEO of the Asset Manager; however, the arrangements outlined below have been put in place to prevent the occurrence of conflicts of interest. As the Executive Director of the Investment Corporation, the person fulfilling that role may not execute any business damaging the interests of the Investment Corporation and due also to the fact that fair third parties comprised of an attorney and a certified public accountant serving as Supervisory Directors supervise the execution of duties by the Executive Director adequate restraints are provided for. As the Representative Director, President & CEO of the Asset Manager, because of his/her duty of due care of a prudent manager and the duty of loyalty, the person fulfilling that role may not execute any business damaging the interests of the Asset Manager and in addition under the applicable laws and regulations he/she may not execute important matters of business without the approval of the Board of Directors. In addition, the Asset Manager has formulated rules governing transactions by related parties to prevent the interests of the Investment Corporation from being damaged as a result of which arrangements are in place to prevent conflicts of
		facilitated.	rules governing transactions by related parti- prevent the interests of the Investment Corp from being damaged as a result of which

[3] Other Relationships Involving Conflicts of Interest Due to Other Positions Held Concurrently by Directors of the Investment Corporation (excluding matters stated in "[2]" above)

Not applicable.

# (2) Asset Manager

# [1] Officers of the Asset Manager

As of the date of this report Concurrent positions and Job title (full-time or Name Career summary part-time) assignments and temporary transfers Please refer to "2. Management Structure and System of the Concurrent positions and Masato Miki Representative Investment Corporation and the Asset Manager (1) Investment Director, President assignments) Corporation [1] Directors of the Investment Corporation" above. & CEO (full-time) Executive Director, GLP J-REIT Yoshiyuki Chosa Director (part-time) April 1992 Joined Mitsui Fudosan Co., Ltd. April 2000 Temporarily transferred to Mitsui Fudosan Investment Advisors, Inc. March 2003 Joined ProLogis Japan Management, Inc. July 2009 Joined Global Logistic Properties Inc. as Global Logistic Properties Inc. Managing Director President Director (part-time), GLP Japan Advisors Inc. April 2011 (present post) Representative Director, Global Logistic October 2012 Properties Inc. (present post) Director (part-time) Kazuhiro Tsutsumi April 1990 Joined the Dai-ichi Mutual Life Insurance Company (now, Dai-Ichi Life Insurance Company., Limited) Joined Goldman Sachs Asset Management Co., November 1998 Global Logistic Properties Inc. November 2002 Joined ProLogis Japan Management, Inc. Managing Director, Global January 2012 Joined Global Logistic Properties Inc. as Treasurer Managing Director and Global Treasurer and Chief Financial Officer Japan Auditor (part-time), GLP Japan Advisors Inc. September 2012 Chief Financial Officer and Global Treasurer, October 2012 Global Logistic Properties Inc. June 2013 Director (part-time), GLP Japan Advisors Inc. (present post) Joined Kakamiyuka Co., Ltd. Auditor (part-time) Tatsuya Miyamoto September 2003 Joined K.K. ProLogis as Fund Accountant, Fund August 2007 Management Joined Global Logistic Properties Inc. as Manager, July 2009 Finance and Accounting Global Logistic Properties Inc. Head of Accounting, Global Logistic Properties Head of Accounting September 2012 Inc. (present post) Auditor (part-time), GLP Japan Advisors Inc. June 2013 (present post)

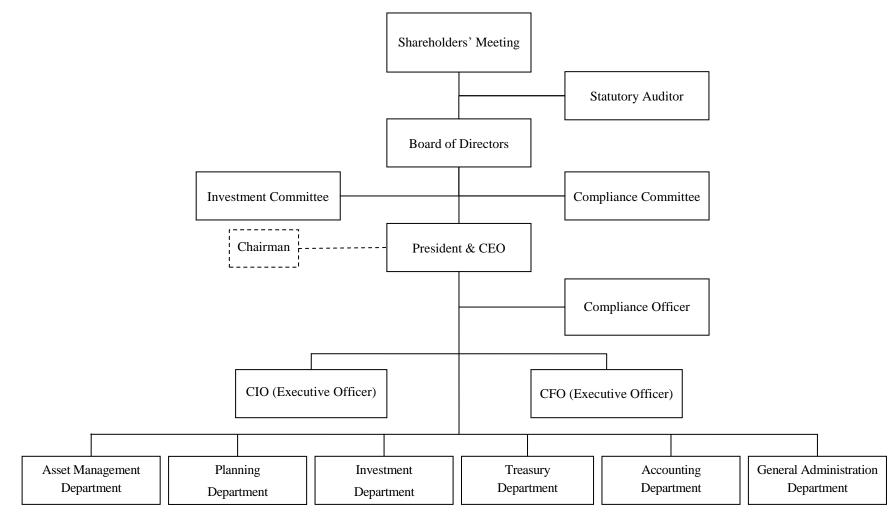
# [2] Employees of the Asset Manager

# As of the date of this report

Temporarily transferred from	Number of employees	Concurrent assignments with company from which temporarily transferred
Global Logistic Properties Inc.	18	None
Sumitomo Mitsui Banking Corporation	1	None
Total temporary transferees	19	_
Total employees of the Asset Manager	21	Including 2 temporary employees

# [3] Management Structure of the Investment Corporation and Asset Manager

# (A) Organization



## (i) Board of Directors

The Board of Directors is the decision-making body for basic important management matters including the management strategy of the Asset Manager and in principle meets once every three months to decide on basic business policies and supervise the business execution of the President & CEO. It also makes decisions regarding the selection and dismissal of the Compliance Officer, with such decisions requiring a two thirds majority vote of the directors present.

#### (ii) Executive Officers

Executive Officers, who are selected by the Board of Directors, are responsible for the overall direction and control, etc. of the departments they are in charge of at the Asset Manager as delegated to them by the Representative Director in accordance with the management policies decided by the Board of Directors. The CFO (Executive Officer) is in charge of the Treasury Department, Accounting Department and General Administration Department, and the CIO (Executive Officer) is in charge of the Planning Department and Investment Department. The Asset Management Department is under the direct control of the President & CEO.

### (iii) Departments

The Asset Manager has established the Asset Management Department, which is in charge of such functions as leasing and management of investment assets and acquisition of properties subject to right-of-first-look agreement with the Sponsor (hereinafter referred to as the "RoFL Properties"), the Investment Department, which is in charge of such functions as acquisition and sale of properties other than RoFL Properties, the Planning Department, which is in charge of such functions as strategy planning and market survey analysis, the Treasury Department, which is in charge of such functions as fund procurement and management of surplus funds, the Accounting Department, which is in charge of such functions as accounting in general and investor relations (IR), and the General Administration Department, which is in charge of such functions as general administration, organizational operation and human resources of the Asset Manager. As mentioned above, the President & CEO is responsible for the overall direction and control of the Asset Management Department, the CFO (Executive Officer) for the Treasury Department, Accounting Department and General Administration Department, and the CIO (Executive Officer) for the Planning Department and Investment Department.

## (iv) Investment Committee and Compliance Committee

The Investment Committee reviews and decides on matters concerning the management of the assets of the Investment Corporation, which is engaged in the management of assets, and related matters and the Compliance Committee with the purpose of ensuring ongoing compliance of all relevant laws, regulations and rules by the Asset Manager.

#### (v) Chairman

The Asset Manager may appoint a Chairman, if necessary, upon the resolution of the Board of Directors. The Chairman shall support and advise the President within the scope of business, which is resolved by the Board of Directors.

## (B) Allocation of Duties

The primary functions and authorities of each of the internal organizations and bodies of the Asset Manager which are involved in the asset management of the Investment Corporation are set forth below.

## < Summary of Functions of Internal Organizations >

Summary of Functions of Internal	Organizations >
Organization	Summary of Functions
Investment Committee	A. Matters relating to basic investment policies
	i. Formulation and revision (excluding the correction of errata) of basic policies (including investment guidelines and
	asset management plan) concerning the management of the assets of the investment corporation
	ii. Formulation and revision (excluding the correction of errata) of the annual business plan of the investment corporation
	iii. Determination or changes of the maximum percentage of divergence between the acquisition or disposition price and
	the appraised value of investment assets in trading with related parties.
	iv. Other important matters relating to investment policy
	B. Matters concerning individual asset management transactions
	i. Decisions on and changes to the acquisition and sale of investment assets by the investment corporation

Compliance Committee  (i) Revision (excluding the correction of errata) of compliance rules and the formulation and revision (excluding the correction of errata) of the Compliance Manual and the Compliance Program  Decisions on corrective measures for actions which are, or are suspected to be, inappropriate from a compliance standpoint  (iii) Review and decision on whether there are issues of compliance with respect to matters which the Investment Communs decide relating to transactions between related parties and the Investment Corporation  Review and decision on whether there are issues of compliance with respect to matters which the Investment Communs decide with respect to which the Compliance Officer judges there to be questions in terms of compliance  (v) Review and decision on whether there are issues of compliance with respect to matters which the Investment Communs decide with respect to which the Compliance Officer judges there to be questions in terms of compliance  (vi) Other matters regarding compliance ismilar to above  Compliance Officer  (ii) Formulation, revision and repeal of internal rules and regulations and monitoring, supervision, reporting and improvement of compliance with all laws, regulations and rules relevant to dusiness operations  (iii) Matters relating to compliance risk management, compliance and formulation and implementation of audit policies  (vi) Matters relating to the formulation and revision of the Compliance  (vii) Matters relating to the formulation and revision of the Compliance  (vii) Matters relating to the operation of the internal audit body  (viii) Matters relating to the operation of the internal audit body  (viii) Matters relating to the management (including repairs) of investment assets  (iii) Matters relating to the management (including repairs) of investment assets  (iii) Matters relating to the management (including repairs) of investment assets  (iii) Matters relating to report and market surveys  (iii) Matters relating to report and market surveys  (iii)	Organization	Summary of Functions				
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Compliance Committee		iii. Approval of financing plans (including risk hedge derivative transactions) by the investment corporation				
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<ul> <li>(iii) Matters relating to research and development of investment methodologies for investment assets</li> <li>(iv) Surveys of statutory and regulatory requirements relating to the investment corporation</li> <li>(v) Surveys of statutory and regulatory requirements relating to the asset management company</li> <li>(vi) Consideration of measures relating to the operations of the investment corporation</li> </ul>	Planning Department	(i) Matters relating to property and market surveys				
<ul> <li>(iv) Surveys of statutory and regulatory requirements relating to the investment corporation</li> <li>(v) Surveys of statutory and regulatory requirements relating to the asset management company</li> <li>(vi) Consideration of measures relating to the operations of the investment corporation</li> </ul>						
<ul> <li>(v) Surveys of statutory and regulatory requirements relating to the asset management company</li> <li>(vi) Consideration of measures relating to the operations of the investment corporation</li> </ul>						
(vi) Consideration of measures relating to the operations of the investment corporation						
	Treasury Department	(i) Matters relating to the formulation and revision of basic policies on financing activities				
(ii) Matters relating to carrying out financing activities (debt, equity, etc.)						
(iii) Matters relating to the investment of surplus funds						
(iv) Other matters relating to general finance						
	Investment Department					
Asset Management Department)		Asset Management Department)				

Organization	Summary of Functions
	(ii) Matters relating to the sale of investment assets
Accounting Department	(i) Matters relating to formulation of budgets
	(ii) Matters concerning the formulation and revision of basic policies regarding distribution plans
	(iii) Other matters relating to general accounting
	(iv) Matters relating to investor relations (including statutory disclosures and disclosures pursuant to the rules of financial
	instruments exchanges)
	(v) Matters relating to public relations
	(vi) Matters relating to the receipt of inquiries, complaints, etc. from investors
General Administration	(i) Matters relating to the overall general affairs of the Asset Manager
Department	(ii) Matters relating to overall human resources of the Asset Manager
	(iii) Matters relating to dealing with the Investment Corporation
	(iv) Matters relating to the overall administrative operation of asset management
	(v) Matters relating to the operation of Shareholders Meetings and Board of Directors meetings
	(vi) Matters relating to the formulation, revision and repeal of rules and regulations, etc.
	(vii) Matters relating to the operation, maintenance and administration of data systems equipment
	(viii) Matters relating to dealing with government agencies and industry associations, etc.
	(ix) Matters relating to assisting the work of the Compliance Officer
	(x) Matters relating to the receipt of inquiries, complaints, etc.
	(xi) Administration and protection of data assets
	(xii) Matters relating to management of corporate-related data

### (C) The Decision-making Body for Investment Management

The Investment Committee is the decision-making body for important matters such as investment policies, pertaining to the investment assets of the Investment Corporation and in particular makes decisions concerning the selection and terms and conditions of deals for new acquisition or sale of real estate by the Investment Corporation. It also prepares and revises (excluding correction of errata) investment guidelines and asset management plan for the Investment Corporation, administers the investment assets based on the foregoing, deliberates important matters regarding financing policies and makes decisions as the Asset Manager.

The Investment Committee is composed of the President & CEO as chairperson, the directors, the CIO (Executive Officer), the CFO (Executive Officer), the Compliance Officer and one outside professional designated by the Board of Directors (hereinafter referred to as the "Outside Expert on the Investment Committee"). When the Board of Directors designates the Outside Expert on the Investment Committee it must obtain the approval of the Board of Directors of the Investment Corporation (but not in the case of reappointment). The statutory auditor may attend Investment Committee meetings but has no vote. The Compliance Officer also has no voting right, but if during the course of the deliberations he/she judges there to be an issue in terms of compliance, he/she may stop the deliberations. All meetings of the Investment Committee require attendance of the Compliance Officer.

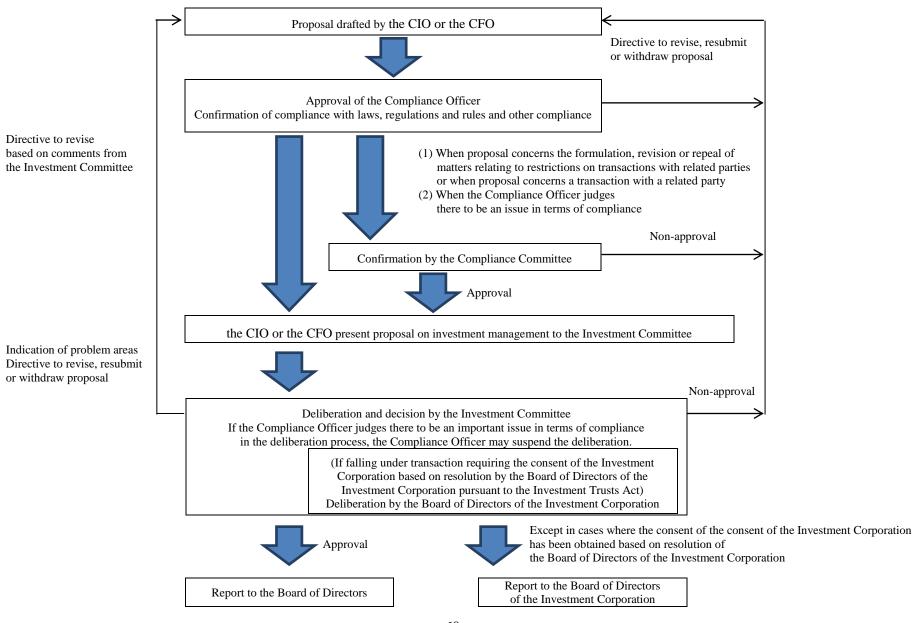
The Investment Committee in principal meets once in three months as convened by its chairperson, and also as necessary.

Proposals placed before the Investment Committee, after being drawn up by the CIO (Executive Officer) or the (Executive Officer), will be submitted to the Compliance Officer and confirmation obtained regarding any issues in terms of compliance with laws, regulations and rules (Meaning the Financial Instruments and Exchange Act (Act No. 25 of 1948) (the "Financial Instruments Act"), the Act on Investment Trusts and Investment Corporations, the Building Lots and Buildings Transaction Business Act (Act No. 176 of 1952), other laws and regulations, listing rules laid down by the financial instruments exchanges on which the

Investment Corporation is listed, rules laid down by The Investment Trusts Association, Japan (the "Investment Trusts Association") and internal rules of the Asset Manager and the Investment Corporation; and the same shall apply hereinafter.) and regarding whether there are any other issues in terms of compliance. In addition, if the Compliance Officer judges there to be questions concerning compliance or if a proposal concerning the formulation, revision or repeal of matters relating to restrictions on transactions with related parties is being considered or if the proposal falls under a transaction with a related party, it shall be placed before the Compliance Committee. Only after if it is found upon the completion of the foregoing procedures that there are no issues in terms of compliance may the CIO (Executive Officer) or the (Executive Officer) submit the proposal to the Investment Committee.

Decisions of the Investment Committee require that a majority of all of the members having voting rights be present and a majority of those vote their approval. Decisions taken will be reported by the President & CEO to the Board of Directors (when the decision involves a transaction with a related party or similar matter, the Board of Directors and the Board of Directors of the Investment Corporation). However, acquisition/transfer or leasing of real estate or securities with related parties of the investment corporation require the consent of the Investment Corporation based on approval of the Board of Directors of the Investment Corporation before entering into the agreement, except in cases where it falls under a transaction listed in the items of Article 245-2, Paragraph 1 of the Ordinance for Enforcement of the Investment Trusts Act. When a proposal concerns the determination or change of the maximum percentage of divergence between the acquisition or disposition price and the appraised value of investment assets in trading with related parties or a decision or change concerning the acquisition or sale of an investment asset by the Investment Corporation, it may only be decided by the Investment Committee if the Outside Expert on the Investment Committee is present and votes in favor of the resolution or if the Outside Expert on the Investment Committee approves the resolution in writing in instances in which due to unavoidable circumstances he/she is unable to attend the meeting of the Investment Committee. When the Investment Committee is deliberating on transactions between related parties and the investment corporation, a committee member having voting rights who is a related party or a committee member having voting rights who currently holds the position of an officer or employee (including as a concurrent position, but excluding cases when such person has been seconded or transferred to the Asset Manager) of a related party, which is a corporation, may not participate in the decision.

The process from the formulation and submission to a decision on a proposal relating to investment management



## (3) Policies on Transactions Involving Conflicts of Interest

## [1] Policy and Management System for Dealing with Transactions Involving Conflicts of Interest

At the Asset Manager, based on the Rules on Transactions with Related Parties established as internal rules of the company, the drafting or the revision of basic policies on investments covered by the provisions concerning restrictions on transactions with related parties or transactions with related parties as provided in the Rules, must be approved by the Compliance Committee, deliberated and passed by the Investment Committee and in addition be reported without delay to the Board of Directors of the Investment Corporation. A proposal may only be submitted to the Investment Committee after the Compliance Committee has judged there to be no conflict with applicable laws, regulations and rules or other matters of compliance. Transactions which are judged to be problematic from a compliance standpoint may not be proposed to the Investment Committee and accordingly the Investment Corporation may not make such transactions. Related parties as referred to above include (a) related parties, as defined in the Investment Trusts Act, (b) shareholders of the Asset Manager and subsidiaries and affiliates of the shareholder of the Asset Manager as per consolidated accounting standards and (c) special purpose companies which outsource asset management, investment advisory services and asset administration, to the aforementioned (a) or (b).

In addition, acquisition/transfer or leasing of real estate or securities by the Investment Corporation with related parties as defined in the Investment Trusts Act require the consent of the Investment Corporation based on approval of the Board of Directors of the Investment Corporation before entering into the agreement, except in cases where it falls under a transaction listed in the items of Article 245-2, Paragraph 1 of the Ordinance for Enforcement of the Investment Trusts Act.

At the Asset Manager, pursuant to its internal rules on transactions by related parties, if the Investment Corporation intends to carry out a transaction, with a related party, in addition to the abovementioned procedures, the following rules must also be adhered to.

### (A) Acquisition of Investment Assets from a Related Party

- (i) The acquisition price for each asset of Real Estate, etc. (meaning the acquisition price of the Real Estate, etc., not including taxes, acquisition costs, costs of creating a trust, reserves in trust accounts, trust earnings or the pro rata portion of real estate taxes) will be determined taking as reference the appraised value (Including values derived from value investigations using methods similar to an appraisal valuation and the same shall apply hereinafter.) of a real estate appraiser who has no interests in the Asset Manager or the related party.
- (ii) The acquisition price in (i) above may be decided by adding on a certain amount to the value as appraised by the real estate appraiser; however the maximum amount that may be added on is the product of the appraised value multiplied by the allowable percentage of divergence from the appraised value as determined by the Investment Committee. The allowable percentage of divergence will be reviewed periodically (but at least once every six months) by the Investment Committee taking into account conditions in the real estate market; provided, however, that the allowable percentage of divergence may not exceed 10%.
- (iii) In any decision or review of the allowable percentage of divergence the approval of the Outside Expert on the Investment Committee must be obtained.
- (iv) The acquisition of other investment assets from related parties, will in principle be done at the market price, but if a market price is difficult to ascertain, then the price will be determined in accordance with (i) above.
- (v) When a related party, incurs miscellaneous costs for establishing a special purpose company or other entity on the premise of its eventual transfer to the Investment Corporation, the Investment Corporation may add the miscellaneous costs (intermediation fees, trust fees, special purpose company, establishment costs, due diligence costs) to the acquisition price.

# (B) Sale of Investment Assets to a Related Party

(i) The sale price for each asset of Real Estate, etc. (meaning the sale price of the Real Estate, etc., not including taxes, acquisition costs, costs of creating a trust, reserves in trust accounts, trust earnings or the pro rata portion of real estate taxes) will be determined taking as reference the appraised value of a real estate appraiser who has no interests in the Asset Manager or the related party.

- (ii) The sale price may be decided by subtracting a certain amount from the value as appraised by the real estate appraiser; however the maximum amount that may be subtracted is the product of the appraised value multiplied by the allowable percentage of divergence from the appraised value as prescribed in A. (ii) above.
- (iii) The sale of other investment assets to related parties, will in principle be done at the market price, but if a market price is difficult to ascertain, then the price will be determined in accordance with (i) above.

### (C) Concluding or Changing Lease Agreements for Real Estate, etc., with Related Parties

Lease agreements between the Investment Corporation and related parties should be on terms and conditions judged appropriate taking into account the market and market reports and written opinions, prepared by unrelated third parties.

## (D) Outsourcing of Management and Administration Services for Investment Assets and Building Management Services to Related Parties

If management and administration services for investment assets and building management services are outsourced to related parties, confirmation will be made that the criteria for the selection standards of outside services providers prescribed in the Investment Guidelines, which are internal rules of the Asset Manager, are met and the outsourcing fee will be determined taking into account market rates and the nature of the services. If an interested party is already providing management and administration services or building management services for a property when acquired, for a certain period subsequent to the acquisition the services may continue to be outsourced to the related party upon confirmation that it meets the selection criteria for outside services providers but the outsourcing fee is to be determined taking into account market rates and the nature of the services.

## (E) Brokerage of Sale or Lease of Real Estate, etc., by Related Parties

- (i) Brokerage of sale of Real Estate, etc.
  - The amount of brokerage fees paid will be within the range prescribed in the Building Lots and Building Transaction Business Act (In the case of trust beneficiary interests the standard applied should be the land or building under trust.)
- (ii) Brokerage of leases for Real Estate, etc.
  - The amount of brokerage fees paid will be within the range prescribed in the Building Lots and Building Transaction Business Act (In the case of trust beneficiary interests the standard applied should be the land or building under trust.)

## (F) Ordering of Construction Work from Related Parties

Orders may be placed with related parties if the terms and conditions are considered appropriate upon review of estimates obtained from third parties who have no interests in the related parties or of written opinions or other evaluation materials from professionals who have no interests in related parties.

## [2] Reasons for Adopting the Investment Structure

# (A) The Role of the Board of Directors of the Asset Manager in regard to Conflict of Interest Transactions

The Board of Directors is the decision-making body for basic important management matters of the Asset Manager.

The Asset Manager has established the position of Compliance Officer as key person responsible for compliance. It has also established a Compliance Committee for the purpose of ensuring full compliance by the Asset Manager with all applicable laws, regulations, rules and other compliance matters.

The Compliance Committee will have the Compliance Officer as it chairperson and its membership will be comprised of at least one Outside Expert on the Compliance Committee. When the Board of Directors designates the Outside Expert(s) on the Compliance Committee at any time while it is being entrusted with asset management by the Investment Corporation it must also obtain the approval of the Board of Directors of the Investment Corporation (but not in the case of reappointment). As of the date of this report an outside attorney is the one Outside Expert(s) on the Compliance Committee.

## (B)Outside Expert(s) on the Compliance Committee

As of the date of this report one person, introduced below, has been nominated as the Outside Expert on the Compliance Committee.

Munehiro Matsumoto is an attorney, who because of his broad perspective based on his knowledge and experience as a legal professional can be looked to for assurance of legality with respect to potential conflicts of interest transactions and, we believe, will also provide the restraining influence of a third party over decision-making and contribute to the overall corporate governance of the Asset Manager.

Title	Name		Career summary	Concurrent positions and assignments
Outside Expert on the Compliance Committee  Mu	Iunehiro Matsumoto	April 1999 September 2002 July 2003 August 2003 July 2005 January 2009 November 2010 August 2011 September 2013	Joined Hasegawa & Co., Law Offices Joined SSD Law Office (now Squire Gaikokuho Kyodo Jigyo Horitsu Jimusho [Foreign Law Joint Enterprise Law Office]) Intern, Squire Sanders (now Squire Patton Boggs), Los Angeles Office Intern, Squire Sanders (now Squire Patton Boggs), Washington D.C. Office Worked at SSD Law Office Outside Compliance Committee Member, Mitsui Fudosan Accommodations Fund Management (present post) Partner, Squire Sanders Gaikokuho Kyodo Jigyo Horitsu Jimusho (now Squire Gaikokuho Kyodo Jigyo Horitsu Jimusho) Invited as Associate Professor, Osaka University Graduate School of Engineering Science (present post) Outside Expert on the Compliance Committee, GLP Japan Advisors Inc. (present post) Founded M. Matsumoto & Co., Law Offices (present post)	Outside Compliance Committee Member, Mitsui Fudosan Accommodations Fund Management

# (C)Compliance Officer

As of the date of this report, Naoki Tamura has been appointed Compliance Officer. Naoki Tamura's holding of concurrent positions and assignments, and relationship with the Sponsor company group are as outlined below.

Title	Name			Concurrent positions and assignments, and relationship with Sponsor company group
Compliance Officer	Naoki Tamura	April 1982 October 2009 September 2012 April 2015	Joined Japan Airlines Co., Ltd. Vice President, HR & Administration, Global Logistic Properties Limited (presently Global Logistic Properties Inc.) Temporarily transferred to GLP Japan Advisors Inc. General Manager, General Administration Department, GLP Japan Advisors Inc. Compliance Officer, GLP Japan Advisors Inc. (present post)	Temporarily transferred from Global Logistic Properties Inc.

## 3. Transactions with Those Who Are Related to the Sponsor and Other Parties

## (1) Transactions with Related Parties and Others

The following table sets forth the status of transactions between the Investment Corporation and related parties and others for the seventh business operation period (from March 1, 2015 to August 31, 2015).

For the purposes of this paragraph, "related parties and others" shall mean related parties and others of the Asset Manager as provided in Article 123 of the Order for Enforcement of the Act on Investment Trusts and Investment Corporations and Article 26, Paragraph 1, Item 27 of the rules for investment reports, etc. of investment trusts of the Investment Trusts Association, Japan and investment corporations.

[1] Status of sales and purchase transactions

[1] States of sales and parenase transactions						
Category	Transaction Amounts, etc.					
Category	Purchase price, etc.	Sales price, etc.				
Total amount	7,150,000 thousand yen	<ul><li>thousand yen</li></ul>				
Details of transactions status with related parties and others						
Kobe Nishi Logistic Special Purpose Company	7,150,000 thousand yen (100.0%)	– thousand yen (–%)				
Total	7,150,000 thousand yen (100.0%)	– thousand yen (–%)				

[2] Amount of commission paid, etc.

Category	Total amount of commission paid, etc. (A) (thousand yen)	Details of transactions with related parties and others		(B)/(A) (%)
		Party to receive commission paid, etc.	Amount of payment (B) (thousand yen)	
Property management fee (Note)	203,774	Global Logistic Properties Inc.	203,774	100.0
Fee for use of brand	7,500	Global Logistic Properties Inc.	7,500	100.0
Agent commission	14,329	Global Logistic Properties Inc.	14,329	100.0

<sup>(</sup>Note) The rates for the property management fees for each property are as set forth below. In this regard, NOI (Net Operating Income) means the amount obtained by subtracting the real property lease operating expenses (taxes and public charges, insurance premiums, utilities expenses, trust compensation, repair expenses, and other lease operating expenses) from the total real property lease operating revenue.

Property Name	Annual Compensation (millions of yen)
GLP Higashi-Ogishima, GLP Akishima, GLP Tomisato, GLP Narashino II, GLP Funabashi, GLP Kazo, GLP	1.5% of NOI* before the deduction of the
Fukaya, GLP Iwatsuki, GLP Kasukabe, GLP Tatsumi, GLP Hamura, GLP Funabashi III, GLP Sodegaura, GLP	property management fee
Tatsumi IIa, GLP Tatsumi IIb, GLP Okegawa, GLP Hirakata, GLP Hirakata II, GLP Maishima II, GLP Tsumori,	
GLP Rokko, GLP Amagasaki II, GLP Nara, GLP Sakai, GLP Rokko II, GLP Kadoma, GLP Seishin, GLP	
Fukusaki, GLP Kobe-Nishi, GLP Morioka, GLP Tomiya, GLP Koriyama I, GLP Tokai, GLP Hayashima, GLP	

Property Name	Annual Compensation (millions of yen)
Hayashima II, GLP Kiyama, GLP Tosu III, GLP Sendai, GLP Ebetsu, GLP Kuwana, GLP Hatsukaichi, GLP Ogimachi, GLP Hiroshima, GLP Fukuoka, GLP Chikushino	
GLP Tokyo, GLP Sugito II, GLP Koshigaya II, GLP Misato II, GLP Urayasu III, GLP Tokyo II, GLP Amagasaki, GLP Koriyama III, GLP Komaki	3.0% of NOI* before the deduction of the property management fee

# (2) Status of Property Acquisitions

\* (i) Company name/Name (ii) Connection to persons with whom there is a special relationship (iii) Transaction history, reasons, etc.

Property Name (Location)	The Investment Corporation	Previous Owner/Trust Beneficiary	Owner, Trust Beneficiary Prior to Previous One
*	(iii) Acquisition (sales) price Timing of acquisition (sales)	(i), (ii), (iii)  Acquisition (sales) price  Timing of acquisition (sales)	(i), (ii), (iii) Acquisition (sales) price Timing of acquisition (sales)
GLP Kobe-Nishi (Kobe, Hyogo)	(iii) Acquisition was decided as the Property satisfies the investment criteria of the Investment Corporation and stable income over the long-term can be expected. The acquisition price is below the appraisal value provided by Japan Real Estate Institute ("Japan Real Estate Institute"), thus considered as reasonable.	<ul> <li>(i) Kobe Nishi Logistic Special Purpose Company</li> <li>(ii) A tokutei mokuteki kaisha (special purpose company) which is, substantially 50% owned by GLP, the parent company of the Asset Manager</li> <li>(iii) Acquired for the purpose of development (holding period: more than one year)</li> </ul>	-
	7,150 million yen	Omitted as the holding period was longer than one year	-
	May 2015	February 2014 (Land)	-

# 4. Other

(1) Real property appraisal agency selection policy and overview (as of August 31, 2015): Agencies that have well-established reputations in the appraisal industry, have a nationwide network, and have an understanding of logistics facilities valuation.

Real Property Appraisal Agency Overview

	Real Property Appraisal Agency Overview				
Property Name	Name	Address	Number of Real Property Appraisers	Reason for Selection	
GLP Tomisato GLP Narashino II GLP Funabashi GLP Kazo GLP Fukaya GLP Hamura GLP Urayasu III GLP Okegawa GLP Morioka GLP Tomiya GLP Koriyama I GLP Koriyama III GLP Sendai GLP Kuwana GLP Hatsukaichi GLP Ogimachi	The Tanizawa Sogo Appraisal Co., Ltd.	Nakanoshima Central Tower, 2-2-7 Nakanoshima, Kita-ku, Osaka-shi, 530-0005	59	Selected because of the confidence of society in its industry top-class operations, as well as its outstanding track record with existing REITs.	
GLP Tokyo GLP Higashi-Ogishima GLP Akishima GLP Sugito II GLP Iwatsuki GLP Kasukabe GLP Koshigaya II GLP Misato II GLP Tatsumi GLP Funabashi III GLP Sodegaura GLP Tatsumi IIa	Morii Appraisal & Investment Consulting Inc.	1-8-3 Nihonbashikayaba-cho, Chuo-ku, Tokyo 103-0025	21	Selected because of the confidence of society in its industry top-class operations, as well as its outstanding track record with existing REITs.	

	Real Property Appraisal Agency Overview				
Property Name	Name	Address	Number of Real Property Appraisers	Reason for Selection	
GLP Tatsumi IIb GLP Nara GLP Tokai GLP Ebetsu GLP Komaki					
GLP Tokyo II GLP Hirakata GLP Hirakata II GLP Maishima II GLP Tsumori GLP Rokko GLP Amagasaki GLP Amagasaki II GLP Sakai GLP Kadoma GLP Seishin GLP Fukusaki GLP Hayashima GLP Hayashima GLP Hayashima GLP Hiroshima GLP Hiroshima GLP Fukuoka GLP Fukuoka GLP Chikushino	Japan Real Estate Institute	Kangin Fujiya Building, 1-3-2 Toranomon, Minato-ku, Tokyo 105-8485	282	Selected because of the confidence of society in its industry top-class operations, as well as its outstanding track record with existing REITs.	

### (2) Selection policy and overview regarding firm preparing engineering report

Trustworthiness in performing the work, in particular, having proven technical standards and valuation reporting systems for REITs.

Overview of Business Preparing Engineering Report

Property Name	Overview of Firm Preparing Engineering Report			
	Name	Address	Business	Reason for Selection
All 54 properties	Deloitte Tohmatsu Property	Shin Tokyo Building,	Building investigation,	Because it has a track record in building
	Risk Solution Co., Ltd.	3-3-1 Marunouchi, Chiyoda-ku,	soil contamination survey,	investigations, is not a related party
		Tokyo 100-0005	soil contamination consulting	(construction company or designer) with
				respect to the subjected properties under
				survey, and because it has a track record of
				surveying for other J-REITs at the time the
				Investment Corporation requested its
				services.

## (3) Other transactions with possibility of conflict of interest:

Not applicable.

### (4) IR activities

## [1] Basic Policy

The Investment Corporation will actively and voluntarily disclose information it determines to be material or useful to investors to the extent possible, in addition to statutory disclosure, and it will make efforts to disclose accurate and unbiased information in a timely and easy-to-understand manner from the perspective of maintaining transparency.

In doing so, the Investment Corporation will make disclosures appropriately in accordance with the content and form prescribed by the Securities Investment Trust Law, the Financial Instruments and Exchange Act, the Tokyo Stock Exchange, the Investment Trusts Association of Japan, and the like.

# [2] Timely Disclosure System

The Asset Manager has established "provisions for timely disclosure." These provisions also provide that the manager for information disclosure shall be the CFO (Executive Officer), and the Compliance Officer shall be responsible for maintaining the compliance system for timely disclosure and conducting compliance checks.

# [3] IR Schedule

The Investment Corporation carries out IR activities relating to settlement of accounts according to the following schedule.

- · Account closing months: February, August
- Publishing tanshin reports (in Japanese and English): April, October
- · Settlement information session for analysts and institutional investors (in Japanese and English): April, October
- Dispatch of asset management report: May, November

# [4] Details of Specific IR Activities

The Investment Corporation and the Asset Manager actively implement the following measures.

## (A) Activities directed toward analysts and institutional investors

Publication of assorted disclosure information on English and Japanese websites (http://www.glpjreit.com/), hosting business result briefings in English and Japanese, individual meeting with domestic and foreign investors, implementing tours to the properties, and the like.

### (B) Activities directed toward individual investors

Publication of assorted disclosure information on English and Japanese website, participation in IR events organized by securities companies, and the like.

#### (5) Measures for exclusion of anti-social forces

The Asset Manager has formulated a compliance manual that provides that the Asset Manager and the officers and employees of the Asset Manager shall reject any and all relationships with anti-social forces and make efforts to prevent harm from anti-social forces. The manual prescribes a work flow relating to checks against anti-social forces and stipulates that checks must be performed in advance on all business partners with whom the Asset Manager or the Investment Corporation is to enter into any new agreement in the future in order to confirm that such business partner is not an anti-social force and has no relationship with any anti-social force. If such check reveals that a business partner is suspected to be an anti-social force or to have a relationship with anti-social forces, the manual provides that in principle the agreement or transaction will not be executed and the transaction will be stopped or cancelled immediately following discussion on how to handle the issue with law enforcement, external professional organizations, legal counsel or other persons, and the manual has been thoroughly distributed among all officers and employees.