June 24, 2015

Company name: Kenedix, Inc.
Representative: Taisuke Miyajima, CEO & President
Stock code: 4321
Listing: First Section, Tokyo Stock Exchange
Contact: Masahiko Tajima, Director,
Head of Corporate Planning Department

Please note that this document is a translation of the official announcement that was released in Tokyo. The translation is prepared and provided for the purpose of the readers' convenience only.
All readers are strongly recommended to refer to the original Japanese version of the news release for complete and accurate information.

Announcement of Terms of Performance-linked Stock Compensation Plan

Kenedix, Inc. (the "Company") announced on February 10, 2015 the decision to introduce a performance-linked stock compensation plan (the "Compensation Plan") that includes the establishment of a trust (the "Trust") in accordance with a trust contract with Mizuho Trust & Banking Co., Ltd. At the 20th Ordinary General Meeting of Shareholders (the "Shareholders' Meeting") on March 25, 2015, the Company's shareholders approved the Compensation Plan and a proposal to change the variable compensation limit for directors. Today, the following terms of the Compensation Plan have been determined.

1. Overview of the Trust

(1)	Name of trust:	Board Benefit Trust (BBT)
(2)	Trustor:	Kenedix, Inc.
(3)	Trustee:	Mizuho Trust & Banking Co., Ltd. Mizuho Trust & Banking will name Trust & Custody Services Bank, Ltd. a secondary trustee based on its comprehensive trust agreement with this bank
(4)	Beneficiary:	Retired directors who meet the beneficiary requirements based on the Policy on Directors' Stock Compensation
(5)	Trust administrator:	A third party having no conflicts of interest with the Company (lawyers)
(6)	Type of trust:	Money trust other than cash in trust (i.e. third party beneficiary trust)
(7)	Date of trust agreement:	July 2, 2015
(8)	Date of money trust:	July 2, 2015
(9)	Period of trust:	From July 2, 2015 until the end of a trust. (Trust shall continue without determining a specific timeline as long as the Compensation Plan exists.)

2. The Company's stock held by the Trust

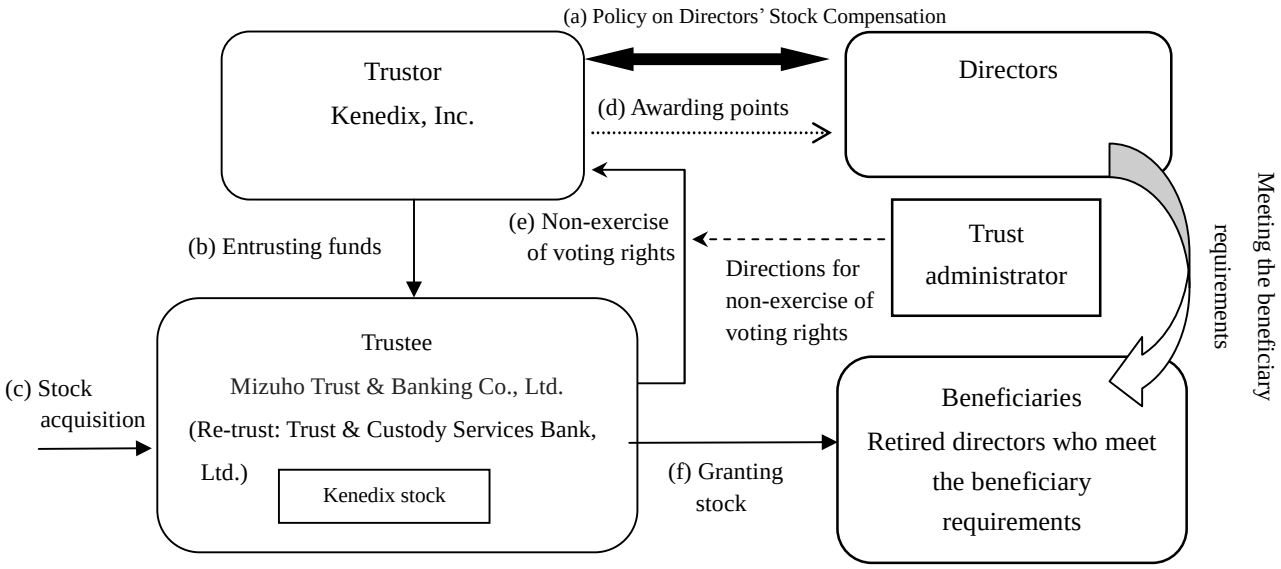
(1) Class and number of shares to be acquired: Common stock of the Company

(2) Amount entrusted for purchase of stock: 397,000,000 yen

(3) Acquisition method of the Company's stock: Stock exchange purchases

(4) Acquisition period: July 2, 2015 to July 8, 2015 (tentative)

3. Structure of the Compensation Plan



(a) The Company obtains approval for the Compensation Plan at the Shareholders' Meeting. The Policy on Directors' Stock Compensation shall be established within the framework of the approval at the Shareholders' Meeting.

(b) The Company entrusts funds to the Trust in accordance with the approval at the Shareholders' Meeting as outlined at (a) above.

(c) The Trust uses the funded amount as outlined at (b) above to acquire the Company's stock.

(d) The Company awards points to directors based on the Policy on Directors' Stock Compensation.

(e) Voting rights for the Company's stock held by the Trust account will not be exercised based on the direction from the trust administrator, who is independent from the Company.

(f) The Trust grants the Company's stock to retired directors who also meet the beneficiary requirements set under the Policy on Directors' Stock Compensation (the "Beneficiary") based on the number of points they have accrued.