Japan Metropolitan Fund Investment Corporation

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To all concerned parties:

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Japan Metropolitan Fund Investment Corporation to Issue New Investment Units and Conduct Secondary Offering of Investment Units

Japan Metropolitan Fund Investment Corporation ("JMF") announces that at its Board of Directors meeting held on September 25, 2024, it has passed a resolution to issue new investment units and conduct a secondary offering of investment units as outlined below.

1. Issuance of new investment units through a public offering ("Public Offering")

(1)	Number of investment units to be offered	:	204,100 units
(2)	Amount to be paid in (issue value)	:	To be determined (The amount to be paid in shall be determined at a Board of Directors meeting to be held on a date between September 30 (Monday), 2024 and October 2 (Wednesday), 2024 (the "Issue Price Determination Date") in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc. of Securities adopted by the Japan Securities Dealers Association. The amount to be paid in (issue value) refers to an amount JMF shall receive as payment proceeds per unit of offered investment units.)
(3)	Total amount to be paid in (total issue value)	:	To be determined
(4)	Issue price (Offer price)	:	To be determined The issue price (offer price) shall be determined at a Board of Directors meeting to be held on the Issue Price Determination Date, taking into consideration the level of demand and other factors, using as a tentative price a figure obtained by multiplying a number from 0.90 to 1.00 by the closing price of JMF's investment units ("Investment Units") for ordinary trading at the Tokyo Stock Exchange, Inc. ("Tokyo Stock Exchange") on the Issue Price Determination Date (in the event of no closing price on such date being available, the closing price on the immediately preceding date) (any fraction of one yen shall be rounded down to the nearest yen), in accordance with the method stated in Article 25 of the Regulations

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Concerning Underwriting, Etc. of Securities adopted by the Japan Securities Dealers Association.

(5) Total issue price (Total offer price) : To be determined

(6) Offering method : Investment Units shall be offered through a public offering, and all Investment Units shall be purchased and underwritten in full by a group of underwriters (collectively referred to as the "Underwriters"). Some of the Investment Units to be offered above are being sold to overseas investors in overseas markets mainly consisting of Europe and Asia (excluding the United States and Canada).

(7) Details of the underwriting agreements : The Underwriters shall pay the total amount to be paid in (total issue value) to JMF on the payment date stated in (11) below. The difference between the total issue price (total offer price) and the total amount to be paid in (total issue value) shall be the proceeds of the Underwriters. JMF will pay no underwriting fee to the Underwriters.

(8) Subscription unit : One unit or more in multiples of one unit

(9) Subscription period : The business day immediately following the Issue Price Determination Date

(10) Subscription margin payment period : From the business day immediately following the Issue Price Determination Date to the second business day following the Issue Price Determination Date

(11) Payment date : A date between October 4 (Friday), 2024 and October 8 (Tuesday), 2024, which shall be four business days following the Issue Price Determination Date.

(12) Delivery date : The business day immediately following the payment date

(13) The issue price (offer price), the amount to be paid in (issue value), and any other matter required for the issuance of the new investment units shall be determined at a Board of Directors meeting to be held in the future.

(14) All matters in the above items are subject to the Security Registration Statement under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter the "FIEA") taking effect.

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2. Secondary offering of investment units ("Overallotment Secondary Offering") (please see <Reference> below)

(1)	Seller	:	One of the Underwriters
(2)	Number of investment units to be offered in the secondary offering	:	10,200 units The above-mentioned number of investment units to be offered in the secondary offering is the maximum number of investment units to be offered in the Overallotment Secondary Offering that will be conducted by one of the Underwriters apart from the Public Offering, taking into consideration the level of demand and other factors in the Public Offering. Depending on the level of demand and other factors, such number may decrease or such Overallotment Secondary Offering may not take place at all. The number of investment units to be offered in the secondary offering shall be determined at a Board of Directors meeting to be held on the Issue Price Determination Date, taking into consideration the level of demand and other factors in the Public Offering.
(3)	Offer price	:	To be determined (at a Board of Directors meeting to be held on the Issue Price Determination Date; the offer price shall be identical to the issue price (offer price) for the Public Offering)
(4)	Total offer value	:	To be determined
(5)	Offering method	:	Apart from the Public Offering, one of the Underwriters shall offer Investment Units in the secondary offering up to a maximum of 10,200 units to be borrowed from KKR Alternative Assets LLC, JMF's unitholder (such investment units shall be referred to as "Borrowed Units"), taking into consideration the level of demand and other factors in the Public Offering.
(6)	Subscription unit	:	One unit or more in multiples of one unit
(7)	Subscription period	:	Identical to the subscription period for the Public Offering
(8)	Subscription margin payment period	:	Identical to the subscription margin payment period for the Public Offering
(9)	Delivery date	:	Identical to the delivery date for the Public Offering

(10) If the Public Offering is suspended, the Overallotment Secondary Offering shall also be suspended.

(11) The offer price and other matters required for the Overallotment Secondary Offering shall be determined at a Board of Directors meeting to be held in the future.

(12) All matters in the above items are subject to the Security Registration Statement under the FIEA taking effect.

3. Issuance of new investment units through a third-party allotment

(1)	Number of investment units to be offered	:	10,200 units
(2)	Amount to be paid in (Issue value)	:	To be determined (at a Board of Directors meeting to be held on the Issue Price Determination Date; the amount to be paid in (issue value) shall be identical to the amount to be paid in (issue value) for the Public Offering.)
(3)	Total amount to be paid in (total issue value)	:	To be determined
(4)	Allottee and number of	:	One of the Underwriters: 10,200 units

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	investment units to be allotted		
(5)	Subscription unit	:	One unit or more and in multiples of one unit
(6)	Subscription period (Subscription date)	:	A date between November 5 (Tuesday), 2024 and November 6 (Wednesday), 2024. (Provided, however, that such date shall be the date two business days after the 30th day (or, if the 30th day is not a business day, the preceding business day) commencing on the day immediately following the subscription period for the Public Offering and the Overallotment Secondary Offering).
(7)	Payment date	:	A date between November 6 (Wednesday), 2024 and November 7 (Thursday), 2024. (Provided, however, that such date shall be the date three business days after the 30th day (or, if the 30th day is not a business day, the preceding business day) commencing on the day immediately following the subscription period for the Public Offering and the Overallotment Secondary Offering).

(8) Investment units for which no application for subscription has been made during the subscription period (subscription date), mentioned in (6) above, shall not be issued.

(9) The amount to be paid in (issue value) and any other matter required for the issuance of new investment units through the third-party allotment (the "Third-Party Allotment") shall be determined at a Board of Directors meeting to be held in the future.

(10) If the Public Offering is suspended, the Third-Party Allotment shall also be suspended.

(11) All matters in the above items are subject to the Security Registration Statement under the FIEA taking effect.

<Reference>

1. Overallotment Secondary Offering, etc.

Taking into consideration the level of demand and other factors in the Public Offering, one of the Underwriters in the Public Offering, may conduct, apart from the Public Offering, a secondary offering of investment units, using a maximum of 10,200 units to be borrowed from KKR Alternative Assets LLC (the "Overallotment Secondary Offering"). The above number of investment units to be offered in the Overallotment Secondary Offering is planned to be 10,200 units, which is the maximum number of investment units for the secondary offering. Depending on the level of demand and other factors, such number of investment units to be offered may decrease, or the Overallotment Secondary Offering itself may not take place at all.

In relation to the Overallotment Secondary Offering, JMF, at its Board of Directors meeting held on September 25 (Wednesday), 2024, passed a resolution to issue 10,200 new Investment Units through the Third-Party Allotment to one of the Underwriters as allottee, with a date between November 6 (Wednesday), 2024 and November 7 (Thursday), 2024 (Provided, however, that such date shall be the date three business days after the 30th day (or, if the 30th day is not a business day, the preceding business day) commencing on the day immediately following the subscription period for the Public Offering and the Overallotment Secondary Offering) as the payment date (the "Payment Date for Third-Party Allotment" (Note)), for the purpose of allowing one of the Underwriters to acquire Investment Units required for returning the Borrowed Units.

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During the period from the date immediately following the subscription period for the Public Offering and the Overallotment Secondary Offering until the date three business days before the Payment Date for Third Party Allotment ("Syndicate Cover Transaction Period" (Note)), one of the Underwriters may purchase, on the Tokyo Stock Exchange, Investment Units in a quantity up to the number of Investment Units offered in the Overallotment Secondary Offering, for the purpose of returning the Borrowed Units ("Syndicate Cover Transaction"). All Investment Units purchased by such Underwriter through such Syndicate Cover Transaction will be used for returning the Borrowed Units. During the Syndicate Cover Transaction Period, such Underwriter may, based on its own judgment, not carry out any Syndicate Cover Transaction or may finish the Syndicate Cover Transaction before completing the acquisition of the number of Investment Units offered in the Overallotment Secondary Offering.

In addition, one of the Underwriters may engage in stabilizing transactions in connection with the Public Offering and the Overallotment Secondary Offering, and may use all or part of Investment Units purchased through such stabilizing transactions to return the Borrowed Units.

As for the number of Investment Units offered in the Overallotment Secondary Offering less the number of Investment Units acquired through the Syndicate Cover Transaction and stabilizing transaction to be used for returning the Borrowed Units, one of the Underwriters intends to acquire such number of Investment Units through accepting the allotment under the Third-Party Allotment. Consequently, there may be cases where there will be no subscription for the whole or a part of the number of Investment Units to be issued through the Third-Party Allotment, resulting in, due to forfeiture, a commensurate decrease in the ultimate number of Investment Units to be issued through the Third-Party Allotment, or such issuance itself will not take place at all.

Whether or not the Overallotment Secondary Offering will be conducted, and the number of units to be offered in the case where the Overallotment Secondary Offering is conducted, will be determined on the Issue Price Determination Date. In the case where the Overallotment Secondary Offering is not conducted, the above-mentioned borrowing of Investment Units by one of the Underwriters from KKR Alternative Assets LLC will not be conducted. Therefore, such Underwriter will not accept and will not subscribe for the allotment under the Third-Party Allotment, and the issuance of investment units through the Third-Party Allotment itself will, due to forfeiture, not be conducted at all. In addition, the Syndicate Cover Transaction on the Tokyo Stock Exchange will not be conducted either.

The transactions described above will be conducted by one of the Underwriters upon consultation with the other Underwriters.

(Note) The Payment Date for Third-Party Allotment and the Syndicate Cover Transaction Period are as follows:

(i) If the Issue Price Determination Date is September 30 (Monday), 2024, the Payment Date for Third-Party Allotment is November 6 (Wednesday), 2024, and the Syndicate Cover Transaction Period is October 2 (Wednesday), 2024 to October 31 (Thursday), 2024".

(ii) If the Issue Price Determination Date is October 1 (Tuesday), 2024, the Payment Date for Third-Party Allotment is November 7 (Thursday), 2024, and the Syndicate Cover Transaction Period is October 3 (Thursday), 2024 to November 1 (Friday), 2024.

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(iii) If the Issue Price Determination Date is October 2 (Wednesday), 2024, the Payment Date for Third-Party Allotment is November 7 (Thursday), 2024, and the Syndicate Cover Transaction Period is October 4 (Friday), 2024 to November 1 (Friday), 2024.

2. Change in the number of investment units outstanding after the issuance of the new investment units

Current number of investment units outstanding	6,978,509 units	
Increase in the number of investment units outstanding due to the issuance of new investment units through the Public Offering	204,100 units	(Note 1)
Total number of investment units outstanding after the issuance of new investment units through the Public Offering	7,182,609 units	(Note 1)
Increase in the number of investment units outstanding due to the issuance of new investment units through the Third-Party Allotment	10,200 units	(Note 2)
Total number of investment units outstanding after the issuance of new investment units through the Third-Party Allotment	7,192,809 units	(Note 2)

(Note 1) The ratio of the number of investment units issued in the Public Offering to the number of investment units outstanding (the number of investment units issued in the Public Offering divided by the total number of investment units currently outstanding) is 2.92%.

(Note 2) The number of units represents the case where one of the Underwriters has applied for all investment units to be offered through the Third-Party Allotment, resulting in the issuance of such investment units.

3. Objective and rationale for the issuance

After considering the market conditions and other factors, JMF decided to issue new investment units with the objective of diversifying its portfolio and increasing unitholder value through the acquisition of new specified assets (these assets fall under the category of assets as set forth in Article 2, Paragraph 1 of the Act on Investment Trusts and Investment Corporations).

4. Amount of funds to be raised, use of proceeds and scheduled timing of expenditure

(1) Amount of funds to be raised (estimated net proceeds)

20,622,000,000 yen (maximum)

(Note) The above amount represents the total sum of 19,641,000,000 yen in anticipated proceeds from the Public Offering, and 981,000,000 yen in maximum proceeds from the Third-Party Allotment which was resolved on the same day as the Public Offering. The above figures represent estimated amounts calculated based on the closing price of investment units for ordinary trading on the Tokyo Stock Exchange on September 17 (Tuesday), 2024.

(2) Specific use of proceeds and scheduled timing of expenditure

JMF will use the proceeds from the Public Offering to partially fund its acquisition of “G-Bldg. Jingumae 10”, “JMF-Bldg. Yokohama Kohoku 01” and “JMF-Bldg. Osaka Fukushima 02”, three of the new specified assets stated in the press releases “Notice Concerning Acquisition of Trust Beneficiary Right in Real Estate in Japan” announced today. The maximum proceeds from the Third-Party Allotment (981,000,000 yen) which was resolved on the same day as the Public Offering will be placed in a financial institution and will be kept for the purpose of, among others, the future acquisition of other specified assets.

(Note) The above figures are the estimates calculated based on the closing price of investment units of the ordinary trading at Tokyo Stock Exchange on September 17 (Tuesday), 2024.

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5. Designation of allottee
   Not applicable

6. Others (restriction on sale or additional issuance, etc.)
   (1) KJR Management agrees with the Underwriters in regards to the Public Offering not to engage in the sale, etc. of the Investment Units owned by it prior to the Public Offering, in principle, without the prior written consent of the Underwriters during the period starting from the Issue Price Determination Date to a date 180 days from the delivery date for the Public Offering.
   (2) KKR Alternative Assets LLC agrees with the Underwriters in regards to the Public Offering not to engage in the sale, etc. of the Investment Units owned by it prior to the Public Offering (excluding the loan, etc. of Investment Units to one of the Underwriters in connection with the Overallotment Secondary Offering), in principle, without the prior written consent of the Underwriters during the period starting from the Issue Price Determination Date to a date 180 days from the delivery date for the Public Offering.
   (3) JMF agrees with the Underwriters in regard to the Public Offering not to engage in the issuance, etc. of Investment Units without the prior written consent of the Underwriters during the period starting from the Issue Price Determination Date to the date 90 days from the delivery date for the Public Offering (excluding the Public Offering, the Third-Party Allotment and the issuance, etc. of investment units through split of investment units).
   (4) For (1) through (3) above, the Underwriters retain the right to terminate a part or all of the aforementioned agreement at their own discretion during the restriction period thereof or to shorten the restriction period thereof.

<References> Other press releases announced as of today
"Notice Concerning Debt Financing (Green Loan, etc.) (New Debt Financing)"
"Notice Concerning Revised Forecasts for Operating Results and Distributions for the February 2025 (46th) Fiscal Period and Forecasts for Operating Results and Distributions for the August 2025 (47th) Fiscal Period"
"Notice Concerning Acquisition of Trust Beneficiary Right in Real Estate in Japan"
"Supplemental Material Concerning Today's Press Release"

End

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