

To all parties concerned:

Real Estate Investment Trust Securities Issuer:

Oedo Onsen Reit Investment Corporation

Representative: Takeshi Kirihara,
Executive Director
(Securities Code: 3472)

Asset Manager:

Oedo Onsen Asset Management Co., Ltd.

Representative: Takeshi Kirihara,
Chief Executive Officer

Inquiries: Tomohiro Honda,
Director, Chief Financial Officer
(TEL: +81-3-6262-5456)

Notice Concerning Changes in the Principal Shareholders, Parent Company and Specified Associated
Companies of the Asset Manager

Oedo Onsen Reit Investment Corporation (the "Investment Corporation") announces today changes in the principal shareholder, parent company and specified associated companies of Oedo Onsen Asset Management Co., Ltd. (the "Asset Manager"), to which the Investment Corporation entrusts the management of its assets. Details are as follows.

1. Background to change

Oedo-Onsen Monogatari Co., Ltd., which is the principal shareholder, the parent company and a specified associated company of the Asset Manager, has today agreed to transfer all of the shares of the Asset Manager it holds to APA Holdings Co., Ltd. (the "Stock Transfer"). In response to it, the Asset Manager decided to approval of the Stock Transfer. The Stock Transfer is scheduled to be executed on December 19, 2023, subject to the approval of the relevant authorities and other general conditions being met.

As a result of the Stock Transfer, Oedo-Onsen Monogatari Co., Ltd. will no longer be the principal shareholder, the parent company or a specified associated company of the Asset Manager, while Oedo-Onsen Monogatari Hotels & Resorts Co., Ltd., OOM Investments Co., Ltd., and LSREF VI Hot Spring Designated Activity Company, which are indirect parent companies of the Asset Manager, will cease to be the parent company and specified associated companies of the Asset Manager. In addition, Reoma Unity Co., Ltd., which is a lessee of a part of the properties owned by the Investment Corporation, will no longer be a specified associated company of the Asset Manager. APA Holdings Co., Ltd. will be the new principal shareholder, the parent company and a specified associated company of the Asset Manager.

Also, 9,246 outstanding investment units of the Investment Corporation which are held by Oedo-Onsen Monogatari Co., Ltd. (3.9% of the total number of outstanding investment units) will be simultaneously transferred to APA Holdings Co., Ltd. when the Stock Transfer takes place (the "Investment Unit Transfer").

The Asset Manager believes that the most significant management issue the Investment Corporation should address is how it can strengthen its financial base and facilitate external growth. The Oedo Onsen Monogatari Group (Note 1), which is the current sponsor of the Investment Corporation, is moving forward with growth investments and profitability improvements which are the initiatives which are currently its top priority. Against this background and partly due to difficult conditions caused by the COVID-19 pandemic, it is difficult for the Group to prioritize solutions for the management issues of the Investment Corporation over the initiatives and to work on these solutions actively.

On the other hand, APA Holdings Co., Ltd. and its consolidated subsidiaries (the "APA Group") have good

relationships with major financial institutions and therefore, the Investment Corporation expects that it will receive financial support from the APA Group in addition to the anticipation of other benefits such as the preferential provision of information and the granting of preferential negotiation rights regarding properties held or developed by the APA Group, as well as the provision of its hotel operator function.

The Asset Manager proposed to the Ooedo Onsen Monogatari Group to transfer all of the shares of the Asset Manager to the APA Group, because it had considered that to change the Asset Manager's sponsor from the Ooedo Onsen Monogatari Group to the APA Group is the good solution to the above issues. As a result, the Ooedo Onsen Monogatari Group have come to a conclusion that it is best to sell all of the shares of the Asset Manager that are held by Ooedo-Onsen Monogatari Co., Ltd. to the APA Holdings Co., Ltd.

The APA Group, which includes APA Holdings Co., Ltd., was founded in 1971. Starting with the construction of custom-built homes, it shifted to different business categories including the development of residential land, the sale of detached houses and the sale of condominiums while also expanding into the hotel business, opening its first hotel in December 1984. Currently, sales from its hotel business account for approximately 90% of its consolidated sales and most of the directly managed hotels are owned by the APA Group. Starting from 2011, the APA Group expanded its franchised hotels while also enhancing its network of hotels which customers can book through APA Choku, its in-house website, and earn points. Today, it operates 756 hotels with a total of 115,124 rooms (including those in the process of construction and design, those outside Japan, franchised hotels and hotels participating in the APA Choku program) (Note 2), the most as a hotel chain operator in Japan. It will take advantage of the changing demand and the spread of the digital transformation in the post-COVID-19 world while simultaneously seeking to operate 150,000 rooms as the APA Hotel Network by the end of March 2027 with a view toward creating the largest hotel chain in Japan. In terms of financing, the APA Group has good relationships with major financial institutions based on its creditworthiness.

Therefore, by including the APA Group as its sponsor, the Investment Corporation is expected to receive proactive support from the group, such as the preferential provision of information and the granting of preferential negotiation rights regarding properties held or developed by the APA Group, the provision of the group's bridge and hotel operator functions, and same-boat investments. In addition, support is expected to be provided from financial perspectives, enabling the Investment Corporation to increase the number of partner financial institutions. Under the umbrella of the APA Group, the new sponsor, the Investment Corporation will strive to enhance unitholder value by steadily achieving external and internal growth and implementing financial strategy. For details, see Notice Concerning the Conclusion of a Sponsor Support Agreement with the APA Group released today.

Transactions regarding property acquisitions and leasing and other matters between the Investment Corporation and the APA Group will be considered transactions with stakeholders specified in the stakeholder transaction rules of the Asset Manager, and therefore they are subject to the application of the framework that is specified in these rules for the prevention of conflicts of interest, for example, approval by the Compliance Committee which requires the attendance of external committee members with veto rights.

Even after the Stock Transfer and Investment Unit Transfer, the Investment Corporation will maintain its relationship with the Ooedo Onsen Monogatari Group as a lessee of a part of its properties and a provider of certain supports. In conjunction with these matters, a memorandum of understanding regarding lease agreements and one regarding the support agreement will be concluded. For details, see Notice Concerning the Conclusion of a Memorandum of Understanding for Fixed Term Building Lease Contract with Suspensive Conditions and Building Management Service Outsourcing Contract and Notice Concerning the Conclusion of a Memorandum of Understanding (Amendment to the Sponsor Support Agreement) with the Ooedo Onsen Monogatari Group, both of which have been released today.

(Note1) "Ooedo-Onsen Monogatari Group" is comprised of the Investment Corporation's sponsors, namely Ooedo Onsen Monogatari Hotels & Resorts Co., Ltd. and Ooedo-Onsen Monogatari Co., Ltd. (may be referred to as "Sponsors") and their consolidated subsidiaries (meaning subsidiaries provided for in Article 8, Paragraph 3 of the Regulation on the Terminology, Forms, and Preparation Methods of Financial Statements (Ordinance of the Ministry of Finance No. 59 of 1963, as amended), including the Asset Manager). The same applies hereinafter.

(Note2) The number of hotels and rooms are as of November 30, 2023.

2. Overview of principal shareholders, parent company and specified associated corporation to be changed

(1) The companies that will newly fall under the category of principal shareholders, parent company and specified associated corporation of the Asset Manager.

- ① Name : APA Holdings Co., Ltd.
- ② Address : 3-2-3, Akasaka, Minato-ku, Tokyo
- ③ Representative : Isshi Motoya, President and Chief Executive Officer
- ④ Business details : Holding company
- ⑤ Capital : 90 million yen (as of November 30, 2023)
- ⑥ Date of incorporation : December 21, 2015
- ⑦ Net assets : 232,357 million yen (as of November 30, 2023)
- ⑧ Total assets : 670,510 million yen (as of November 30, 2023)
- ⑨ Major shareholder, shareholding ratio and voting rights ratio (as of Nov. 10, 2023)
- | Major shareholder | shareholding ratio | voting rights ratio |
|-------------------|--------------------|---------------------|
| Toshio Motoya | 29.04% | 43.48% |
| Fumiko Motoya | 17.02% | 43.48% |
| Isshi Motoya | 26.97% | 8.7% |
| Taku Motoya | 26.97% | 4.35% |
- ⑩ Relationship between the Investment Corporation or the Asset Manager and the company
- Capital relationship : There is no capital relationship to report between the Investment Corporation and the company as of today. Also, there is no capital relationship to report between the related parties or companies of the Investment Corporation or the Asset Manager and the related parties or companies of the company as of today.
The company will acquire all of the shares of the Asset Manager on December 19, 2023 through the Stock Transfer and become the principal shareholder, parent company and a specified associated company of the Asset Manager. In addition, when the Stock Transfer takes place, it will simultaneously acquire 9,246 outstanding investment units (3.9% of the total number of outstanding investment units) of the Investment Corporation, which are held by Ooedo-Onsen Monogatari Co., Ltd.
- Personnel relationship : There is no personnel relationship to report between the Investment Corporation or the Asset Manager and the company as of today. It is expected that one Director and one Corporate Auditor of the Asset Manager will be seconded from the company on December 19, 2023 or thereafter.
- Transactional relationship : There is no transactional relationship to report between the Investment Corporation or the Asset Manager and the company as of today. Also, there is no transactional relationship to report between the related parties or companies of the Investment Corporation or the Asset Manager and the related parties or companies of the company as of today.
Moreover, the company will conclude a sponsor support agreement with the Investment Corporation and the Asset Manager on December 19, 2023 and, based on the agreement, provide services as a sponsor.
- Applicability to related parties : The company is not a related party of the Investment Corporation or the Asset Manager as of today.

(2) The companies that will not fall under the category of the principal shareholders, parent company and a specified associated corporation of the Asset Manager

- ① Name : Ooedo-Onsen Monogatari Co., Ltd.
- ② Address : Ginza Kobiki Building 5th floor, 7-16-21, Ginza, Chuo-ku, Tokyo
- ③ Representative : Keita Hashimoto, Representative Director
- ④ Business details : Managing hotels/Ryokan (Japanese-style hotels)
- ⑤ Capital : 100 million yen (as of February 28, 2023)

- ⑥ Date of incorporation : September 26, 2014
- ⑦ Net assets : (5,009) million yen (as of February 28, 2023)
- ⑧ Total assets : 27,398 million yen (as of February 28, 2023)
- ⑨ Major shareholder and shareholding ratio : Ooedo Onsen Monogatari Hotels & Resorts Co., Ltd. 100% (as of February 28, 2023)
- ⑩ Relationship between the Investment Corporation or the Asset Manager and the company
- Capital relationship : As of today, the company holds 9,246 outstanding investment units (3.9% of the total number of outstanding investment units) of the Investment Corporation. The company also holds 100.0% of the total number of outstanding shares of the Asset Manager.
As of today, the company is the principal shareholder, the parent company and a specified associated company of the Asset Manager, but due to the Stock Transfer, it will cease to be the principal shareholder, the parent company or a specified associated company of the Asset Manager on December 19, 2023. In addition, when the Stock Transfer takes place, it will transfer 9,246 outstanding investment units (3.9% of the total number of outstanding investment units) of the Investment Corporation, which it holds, to APA Holdings Co., Ltd.
- Personnel relationship : There is no personnel relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
- Transactional relationship : As of today, the company has a sponsor support agreement with the Investment Corporation and the Asset Manager and, based on the agreement, it provides services as a sponsor.
The sponsor support agreement will be amended to read as a support agreement on December 19, 2023. Based on the amended agreement, the company will provide services as a support provider.
- Applicability to related parties : Although the company is not a related party of the Investment Corporation, it is an interested party as defined by the internal rules of the Asset Manager. It is also an interested party, etc. as defined in the Act on Investment Trusts and Investment Corporations.
- ① Name : Ooedo Onsen Monogatari Hotels & Resorts Co., Ltd.
- ② Address : Ginza Kobiki Building 5th floor, 7-16-21, Ginza, Chuo-ku, Tokyo
- ③ Representative : Keita Hashimoto, President & Representative Director
- ④ Business details : Operating hotels/Ryokan (Japanese-style hotels)
- ⑤ Capital : 100 million yen (as of February 28, 2023)
- ⑥ Date of incorporation : December 5, 2017
- ⑦ Net assets : 14,952 million yen (as of February 28, 2023)
- ⑧ Total assets : 68,889 million yen (as of February 28, 2023)
- ⑨ Major shareholder and shareholding ratio : OOM Investments Co., Ltd. 100% (as of December 12, 2023)
- ⑩ Relationship between the Investment Corporation or the Asset Manager and the company
- Capital relationship : There is no capital relationship to report between the Investment Corporation and the company as of today.
As of today, the company is the parent company and a specified associated company of the Asset Manager, but due to the Stock Transfer, it will no longer be the parent company or a specified associated company of the Asset Manager on December 19, 2023.

Personnel relationship : There is no personnel relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
One Director of the Asset Manager is people who has been seconded from the company.

Transactional relationship : As of today, the company has a sponsor support agreement with the Investment Corporation and the Asset Manager and, based on the agreement, it provides services as a sponsor.
The sponsor support agreement will be amended to read as a support agreement on December 19, 2023. Based on the amended agreement, the company will provide services as a support provider.

Applicability to related parties : Although the company is not a related party of the Investment Corporation, it is an interested party as defined by the internal rules of the Asset Manager. It is also an interested party, etc. as defined in the Act on Investment Trusts and Investment Corporations.

- ① Name : OOM Investments Co., Ltd.
- ② Address : 1-6-5, Marunouchi, Chiyoda-ku, Tokyo
- ③ Representative : Kazuhiro Matsuzawa, Representative Director
- ④ Business details : Investment business
- ⑤ Capital : 2,650 million yen (as of October 31, 2023)
- ⑥ Date of incorporation : January 5, 2022
- ⑦ Net assets : 38,760 million yen (as of October 31, 2023)
- ⑧ Total assets : 78,257 million yen (as of October 31, 2023)
- ⑨ Major shareholder and shareholding ratio : LSREF VI Hot Spring Designated Activity Company 100% (as of November 10, 2023)

- ⑩ Relationship between the Investment Corporation or the Asset Manager and the company
- Capital relationship : There is no capital relationship to report between the Investment Corporation and the company as of today.
As of today, the company is the parent company and a specified associated company of the Asset Manager, but due to the Stock Transfer, it will no longer be the parent company or a specified associated company of the Asset Manager on December 19, 2023.
- Personnel relationship : There is no personnel relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
- Transactional relationship : There is no transactional relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
- Applicability to related parties : Although the company is not a related party of the Investment Corporation, it is an interested party as defined by the internal rules of the Asset Manager. It is also an interested party, etc. as defined in the Act on Investment Trusts and Investment Corporations.

- ① Name : LSREF VI Hot Spring Designated Activity Company
- ② Address : Fitzwilliam Court, Leeson Close, Dublin, D02 YW24, Ireland
- ③ Representative : Ros Woodcock, Director
- ④ Business details : Holding company
- ⑤ Capital : 1 euro (as of January 11, 2022)

- ⑥ Date of incorporation : January 11, 2022
- ⑦ Net assets : Not disclosed (Note 1)
- ⑧ Total assets : Not disclosed (Note 1)
- ⑨ Major shareholder and shareholding ratio : LS51 Charitable Trust (Note 2) 100% (as of November 10, 2023)
- ⑩ Relationship between the Investment Corporation or the Asset Manager and the company
- Capital relationship : There is no capital relationship to report between the Investment Corporation and the company as of today.
As of today, the company is the parent company and a specified associated company of the Asset Manager, but due to the Stock Transfer, it will no longer be the parent company or a specified associated company of the Asset Manager on December 19, 2023.
- Personnel relationship : There is no personnel relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
- Transactional relationship : There is no transactional relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
- Applicability to related parties : Although the company is not a related party of the Investment Corporation, it is an interested party as defined by the internal rules of the Asset Manager. It is also an interested party, etc. as defined in the Act on Investment Trusts and Investment Corporations.

(Note1) These items are not disclosed as consent has not been obtained from the parties involved.

(Note2) It is a Charitable Trust of which administrator is Blackglen Corporate Governance Solutions Limited (Ireland), so it does not fall under the category of the parent company of LSREF VI Hot Spring Designated Activity Company.

- ① Name : Reoma Unity Co., Ltd.
- ② Address : 40-1, Kurikumunishi, Ayauta-cho, Marugame-shi, Kagawa
- ③ Representative : Isamu Fujioka, Representative Director
- ④ Business details : Operating hotels, bathing facilities and theme parks
- ⑤ Capital : 50 million yen (as of October 31, 2023)
- ⑥ Date of incorporation : October 1, 2003
- ⑦ Net assets : (2,987) million yen (as of February 28, 2023)
- ⑧ Total assets : 1,200 million yen (as of February 28, 2023)
- ⑨ Major shareholder and shareholding ratio : Oedo-Onsen Monogatari Co., Ltd. 100% (as of November 10, 2023)
- ⑩ Relationship between the Investment Corporation or the Asset Manager and the company
- Capital relationship : There is no capital relationship to report between the Investment Corporation and the company as of today.
As of today, the company is the parent company and a specified associated company of the Asset Manager, but due to the Stock Transfer, it will no longer be the parent company or a specified associated company of the Asset Manager on December 19, 2023.
- Personnel relationship : There is no personnel relationship to report between the Investment Corporation or the Asset Manager and the company as of today.
- Transactional relationship : As of today, the company has a lease contract with the Investment Corporation, and based on the contract, a part of the properties held by the Investment Corporation has been leased to the company.

Applicability to related parties : Although the company is not a related party of the Investment Corporation, it is an interested party as defined by the internal rules of the Asset Manager. It is also an interested party, etc. as defined in the Act on Investment Trusts and Investment Corporations.

3. Scheduled date of change

- (1) Date on which the principal shareholder, the parent company and the specified affiliated companies will change: December 19, 2023
 (2) Date of notification to the Prime Minister: December 19, 2023 (planned)

4. Numbers of shares held by the principal shareholders, the parent company and specified associated companies (the number of voting rights) and ratios to the number of voting rights of all shareholders

APA Holdings Co., Ltd.

	Attribute	Number of voting rights (Voting rights holding ratio)			Major shareholder ranking
		Directly held	Subject for totaling	Total	
Before change	Not applicable	0 (0.0%)	0 (0.0%)	0 (0.0%)	-
After change	Parent company Specified associated company	200 (100.0%)	0 (0.0%)	200 (100.0%)	1st

Ooedo-Onsen Monogatari Co., Ltd.

	Attribute	Number of voting rights (Voting rights holding ratio)			Major shareholder ranking
		Directly held	Subject for totaling	Total	
Before change	Parent company Specified associated company	200 (100.0%)	0 (0.0%)	200 (100.0%)	1st
After change	Not applicable	0 (0.0%)	0 (0.0%)	0 (0.0%)	-

Ooedo Onsen Monogatari Hotels & Resorts Co., Ltd.

	Attribute	Number of voting rights (Voting rights holding ratio)			Major shareholder ranking
		Directly held	Subject for totaling	Total	
Before change	Parent company Specified associated company	0 (0.0%)	200 (100.0%)	200 (100.0%)	1st
After change	Not applicable	0 (0.0%)	0 (0.0%)	0 (0.0%)	-

OOM Investments Co., Ltd.

	Attribute	Number of voting rights (Voting rights holding ratio)			Major shareholder ranking
		Directly held	Subject for totaling	Total	
Before change	Parent company Specified associated company	0 (0.0%)	200 (100.0%)	200 (100.0%)	1st
After change	Not applicable	0 (0.0%)	0 (0.0%)	0 (0.0%)	-

LSREF VI Hot Spring Designated Activity Company

	Attribute	Number of voting rights (Voting rights holding ratio)			Major shareholder ranking
		Directly held	Subject for totaling	Total	
Before change	Parent company Specified associated company	0 (0.0%)	200 (100.0%)	200 (100.0%)	1st
After change	Not applicable	0 (0.0%)	0 (0.0%)	0 (0.0%)	-

Reoma Unity Co., Ltd.

	Attribute	Number of voting rights (Voting rights holding ratio)			Major shareholder ranking
		Directly held	Subject for totaling	Total	
Before change	Specified associated company	0 (0.0%)	0 (0.0%)	0 (0.0%)	-
After change	Not applicable	0 (0.0%)	0 (0.0%)	0 (0.0%)	-

5. Future outlook

- (1) Change in the Investment Corporation's asset management agreement
No change is planned.
- (2) Change in structure of the Asset Manager
No change is planned.
- (3) Change in investment management decision-making structure
No change is planned.
- (4) Change in rules concerning compliance, related-parties, etc.
No change is planned.
- (5) Change in investment policy
No change is planned.
- (6) Change in agreements with sponsors, etc.

The Investment Corporation and the Asset Manager will conclude two memorandums of understanding on December 19, 2023, (i) one with Oedo Onsen Monogatari Hotels & Resorts Co., Ltd. and Reoma Unity Co., Ltd. mainly to extend the period during which cancellation before the expiration date is prohibited regarding the lease contract, and (ii) one with Oedo-Onsen Monogatari Co., Ltd. and Oedo Onsen Monogatari Hotels & Resorts Co., Ltd. to amend the sponsor support agreement to read as a support agreement. For details, please refer to Notice Concerning the Conclusion of a Memorandum of Understanding for Fixed Term Building Lease Contract with Suspensive Conditions and Building Management Service Outsourcing Contract and Notice Concerning the Conclusion of a Memorandum of Understanding (Amendment to the Sponsor Support Agreement) with the Oedo Onsen Monogatari Group, both of which have been released today.

The Investment Corporation, the Asset Manager and APA Holdings Co., Ltd. will conclude a sponsor support agreement on December 19, 2023. Through this agreement, the Investment Corporation expects to receive support such as the preferential provision of information and the granting of preferential negotiation rights regarding properties held or developed by the APA Group, the provision of bridge and hotel operator functions, and same-boat investments, as well as support to be provided from financial perspectives, enabling the Investment Corporation to increase the number of partner financial institutions. For details, please see Notice Concerning the Conclusion of a Sponsor Support Agreement with the APA Group released today.

(7) Continuation of the Investment Corporation's listing

The Investment Corporation plans to remain listed.

(8) Changes in the trade names of the Asset Manager, etc.

With the Stock Transfer, the trade name of the Asset Manager will be changed to a name that does not include the word "Ooedo Onsen" on December 19, 2023.

In addition, the trade name of the Investment Corporation will be changed to a name that does not include the word "Ooedo Onsen."

(9) Future policy, etc.

With changes in Directors and Corporate Auditors expected to take place after the Stock Transfer, details of the management structure of operations related to the management of the Investment Corporation's assets by the Asset Manager will be announced in "Report on the Management Structure and System of the Real Estate Investment Trust Securities Issuer and Related Parties" which is scheduled to be submitted to the Tokyo Stock Exchange after the Stock Transfer.

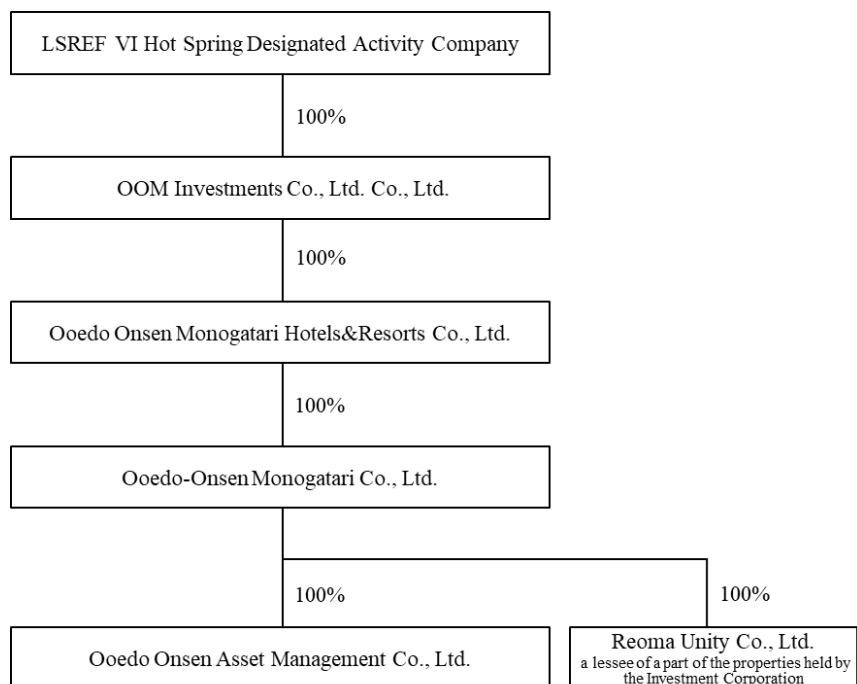
6. Others

In the event that matters to be disclosed concerning execution of operation of the Investment Corporation and the Asset Manager arise, such will be promptly announced. Required procedures will be completed in regard to the change pursuant to the Financial Instruments and Exchange Act and other related laws and regulations.

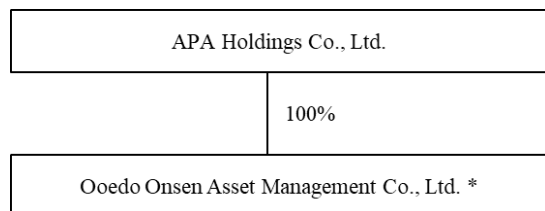
* The Investment Corporation's website: <https://oom-reit.com/en/>

[Reference: Figure showing capital relationship in regard to principal shareholder, parent company and specified associated corporation of the Asset Manager]

Before change



After change



*The trade name of the Asset Manager will be changed on December 19, 2023.