

Japan Credit Rating Agency, Ltd. (JCR) announces the following credit rating.

## **MORI TRUST Sogo Reit, Inc. (security code: 8961)**

<Affirmation>

Long-term Issuer Rating: AA  
Outlook: Stable  
Bonds: AA

### *Rationale*

- (1) Effective March 1, 2023, an absorption-type merger is expected between MORI TRUST Sogo Reit, Inc. (MTR) and MORI TRUST Hotel Reit, Inc. (MTH), in which MTR is the surviving corporation and MTH is the dissolving corporation. The merger agreement was approved at the Investors' Meeting held on February 1, 2023 for MTR and on January 31, 2023 for MTH respectively. After the merger, MTR will transform itself into a diversified REIT with offices and hotels as its core assets and change the trade name to MORI TRUST REIT, Inc. MORI TRUST Asset Management Co., Ltd. ("MTAM"), the asset manager of MTR and MTH, is sponsored by MORI TRUST Co., Ltd. (95% ownership) and Mori Trust Hotels & Resorts Co., Ltd. (5% ownership). MTR's portfolio currently consists of 16 properties with a total acquisition price of 324.7 billion yen.
- (2) MTR's portfolio is expected to expand to 22 properties with a total acquisition price of 471.1 billion yen after the merger through additional acquisition of existing properties owned and reshuffling of assets currently planned, and acquisition of five hotels for 123.4 billion yen through the merger, expecting a decline in acquisition price ratio of Tokyo Shiodome Building, the largest property in the portfolio, and making progress in diversification in asset type considerably. On the other hand, composition ratio of hotels, for which risk of earning fluctuation has been realized through the COVID crisis, will increase from 6% to 30%. The environment surrounding hotels is on improvement in general in association with easing the restriction on activities. In addition, the hotels MTR intends to acquire this time are competitive in terms of location, and can attract a wide range of international and domestic customers as they are primarily high-quality hotels developed by the sponsor. Furthermore, JCR believes the impact of merger on the ratings will be limited since the hotels have a certain degree of stability in cash flow, as minimum guaranteed rent is adopted in addition to long-term fixed rent and variable rent according to the hotel's characteristics. LTV will unlikely change substantially through the merger. Based on the above, JCR has affirmed the rating on MTR with Stable outlook.
- (3) The occupancy rate of the entire portfolio was 96.5% as of September 30, 2022. For Tokyo Shiodome Building, from which large tenants moved out, filling out of the vacancies has almost been completed. For Shinbashi Ekimae MTR Building, from which the tenant occupying the entire building moved out, MTR reshuffled assets through sponsor support; which is the initiative contributing to increasing stability of cash flow, in JCR's view. Going forward, JCR will watch external growth, trend in portfolio management by MTAM, earning recovery status of hotels and others.
- (4) MTR continues stable financial management backed by good business relationships with financial institutions. The financial position will unlikely change substantially through the merger and there are no particular changes in the financial policy. LTV will be 47.9% after the merger and acquisition of new properties. It is controlled below 50%, a ceiling set by MRT under normal circumstances.

Shigeo Sugiyama, Takanori Akiyama

### *Rating*

Issuer: MORI TRUST Sogo Reit, Inc.

<Affirmation>

Long-term Issuer Rating: AA      Outlook: Stable

Issue	Amount (bn)	Issue Date	Due Date	Coupon	Rating
Bonds no. 6	JPY 1	Feb. 26, 2015	Feb. 26, 2027	1.066%	AA
Bonds no. 9	JPY 1	Feb. 23, 2017	Feb. 23, 2037	1.084%	AA
Bonds no. 12	JPY 4	Feb. 20, 2020	Feb. 20, 2023	0.100%	AA
Bonds no. 13	JPY 3	Feb. 25, 2021	Feb. 22, 2024	0.170%	AA
Bonds no. 14	JPY 1	Feb. 25, 2021	Feb. 25, 2031	0.500%	AA
Bonds no. 15	JPY 1	Feb. 25, 2021	Feb. 25, 2036	0.750%	AA
Bonds no. 16	JPY 1	Feb. 21, 2022	Feb. 28, 2025	0.110%	AA
Bonds no. 17	JPY 1	Feb. 21, 2022	Feb. 27, 2032	0.500%	AA
Bonds no. 18	JPY 2	June 20, 2022	Feb. 29, 2028	0.420%	AA

**Rating Assignment Date: February 2, 2023**

The assumptions for the credit ratings and the definitions of the rating symbols are published as "Types of Credit Ratings and Definitions of Rating Symbols" (January 6, 2014) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

Outline of the rating methodology is shown as "J-REIT" (July 3, 2017) in Information about JCR Ratings on JCR's website (<https://www.jcr.co.jp/en/>).

The rating stakeholder participated in the rating process of the aforementioned credit ratings.

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JCR publishes its press releases regarding the rating actions both in Japanese and in English on the same day. In case that it takes time to translate rating rationale, JCR may publicize the summary version, which will be replaced by the full translated version within three business days. (Regarding Structured Finance products, JCR only publicize the summary version in English.)

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## INFORMATION DISCLOSURE FORM

Japan Credit Rating Agency, Ltd.

### Disclosure Required by Paragraph (a)(1)(ii) of Rule 17g-7

Issuer:	MORI TRUST Sogo Reit, Inc.
Rating Publication Date:	February 6, 2023

1

The Symbol, Number, or Score in the Rating Scale used to Denote Credit Rating Categories and Notches and, the Identity of the Obligor or the Identity and a Description of the Security or Money Market Instrument as Required by Paragraph (a)(1)(ii)(A) of Rule 17g-7

- Please see the news release. If the credit rating is a private rating, please see the report for private rating.

2

The version of the procedure or methodology used to determine the credit rating; as Required by Paragraph (a)(1)(ii)(B) of Rule 17g-7

- Please see the news release. If the credit rating is a private rating, please see the report for private rating.

3

The Main Assumptions and Principles used in Constructing the Procedures and Methodologies used to Determine the Credit Rating as Required by Paragraph (a)(1)(ii)(C) of Rule 17g-7

- The credit rating methodology assumes, in principle, to be applied to assess the likelihood of a given debt payment in light of its issuer's condition and market environment, etc. in the relevant future. There is certain limitation, however, in the time horizon that the rating foresees
- The credit rating methodology assumes, in principle, that the factors posted in the below are particularly important for such likelihood to be determined, and that the rating determination is made by evaluating each of them not only quantitatively but also employing qualitative analyses.

#### A) Portfolios

The likelihood of a given debt payment is highly conditional to its issuer's portfolios - how they can be maintained/ enhanced into the future and thereby secure earnings and cash flows in adequacy and in a sustainable way.

#### B) Financial Grounds and Asset Quality

The likelihood of debt payment is highly dependent on the degree of the issuer's indebtedness and loss absorption capacity in terms of equity capital. Also notable is that a J-REIT might see a significant loss of financial grounds as a result of changes in value of the assets under its possession.

#### C) Liquidity Positions

The likelihood of debt payment is highly dependent on the adequacy of the issuer's cash and other sources of repayment (liquidity positions) including certainty of refinancing.

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The likelihood of debt payment is affected one way or the other by the issuer's related parties such as sponsor, asset manager, guarantor, and the government of the issuer's business domicile, etc. - by their own conditions and/ or position of support/ assistance for the issuer.

E) Order of Seniority in Debt Payment

The likelihood of debt payment can be different between given debts of the same issuer. The likelihood of debt payment for an individual debt is dependent on the issuer's discretion, and/ or its rank relative to other debts of the same issuer in the order of seniority in principal/ interest payment which is determined by design as financial product or by laws, etc.

4 The Potential Limitations of the Credit Rating as Required by Paragraph (a)(1)(ii)(D) of Rule 17g-7

- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- The objective of the credit rating herewith presented does not include any concerns other than the likelihood of debt payment, such as risks of price changes, market liquidity, etc.
- The credit rating herewith presented is necessary to be reviewed along with possible changes of the issuer of rated objects in its business performance and/ or circumstances which include regulatory environment, and hence subject to possible alteration.

5 Information on the Uncertainty of the Credit Rating as Required by Paragraph (a)(1)(ii)(E) of Rule 17g-7

- The information used for the determination of credit rating as herewith presented is obtained by JCR from the issuer of rated objects and other sources that JCR trusts in terms of accuracy and reliability but possibly contains errors due to human, non-human or other causes. Consequently, the credit rating determined on the grounds of such information does not constitute, explicitly or implicitly, any representation or warrant of JCR on the information itself or any consequences of its use in terms of accuracy, relevance, timeliness, wholeness, market value, or usefulness for any specific purposes.

6 Use of Due Diligence Services of a Third Party in Taking the Rating Action as Required by Paragraph (a)(1)(ii)(F) of Rule 17g-7

- There is no use of any third-party due diligence service in the determination of the credit rating herewith presented.

7 Use of Servicer or Remittance Reports to Conduct Surveillance of the Credit Rating Required by Paragraph (a)(1)(ii)(G) of Rule 17g-7

- There is no use of any servicer or remittance report to conduct surveillance of the credit rating herewith presented.

8 The Types of Data Relied Upon for the Purpose of Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(H) of Rule 17g-7

- The information posted in the below, which includes data, is used for the determination of the credit rating herewith presented.

A) Audited financial statements presented by the rating stakeholders

B) Explanations of business performance, management plans, etc. presented by the rating stakeholders

## 9 Overall assessment of the Quality of Information Available and Considered in Determining the Credit Rating as Required by Paragraph (a)(1)(ii)(I) of Rule 17g-7

- JCR holds its basic policies for securing the quality of information as a base of due diligence for the determination of credit ratings. The information used as a base for the determination of credit rating herewith presented satisfies such policies, which include the audit by an independent auditor, the publication by the issuer or some independent media or, otherwise, JCR analyst's scrutiny, etc.
- JCR sees no particular weakness in the quality of information used for the determination of the credit rating herewith presented as compared to the information used in other cases of the credit rating for comparable issuers or ratable objects.
- If the credit rating is an Indication, please see the report for Indication.

## 10 Information Relating to Conflicts of Interest as Required by Paragraph (a)(1)(ii)(J) of Rule 17g-7

- JCR receives payment of compensation for the determination of the credit rating herewith presented from either one of those parties who are issuer, underwriter, depositor or sponsor.
- JCR did not receive in the last fiscal year in the past payment of compensation from the same party for any kind of JCR's service other than the determination of public or private credit rating, such as one in the ancillary business.

## 11 Explanation or Measure of the Potential Volatility of the Credit Rating as Required by Paragraph (a)(1)(ii)(K) of Rule 17g-7

### A) Portfolios

The credit rating is subject to alteration if there is improvement or deterioration of quality, competitive strength and diversification in the issuer's portfolios, since its revenue, etc. may improve or deteriorate by the change in its investment strategies, tenants' preferences, competitive situation, or a technological innovation. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the portfolios is large.

### B) Financial Grounds and Asset Quality

The credit rating is subject to alteration if the issuer increases/ decreases its debt/ capital or vice versa and thereby makes its individual debt payment liability less or more bearable and its loss absorption capacity into the future decreased or increased. Also, the changes in the quality of asset under the issuer's holding may affect the credit rating, since such changes could raise or lower the likelihood of future loss of the issuer's financial grounds. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change in the financial grounds and/ or asset quality is large.

### C) Liquidity Positions

The credit rating is subject to alteration if there is a change in the issuer's financial management policy or in the relations with fund procurement sources and the change thereby makes its liquidity positions improve or deteriorate. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is large.

D) Related Parties' Status and Stance of Support/ Assistance for the Issuer

The credit rating is subject to alteration if there is a change in the issuer's sponsor or asset manager, guarantor or other provider of credit enhancement, or the government of the issuer's business domicile, or other related parties' own conditions and/ or position of support/ assistance for the issuer, and the change thereby makes its portfolios, financial grounds and/ or liquidity positions improve or deteriorate, and/ or making the effectiveness of guarantee and other credit enhancement improve or deteriorate. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large.

E) Order of Seniority in Debt Payment and Non-Payment Forgiven by Contract

The credit rating is subject to alteration if there is a change in the rated debt's status in the order of seniority relative to other debts caused by the improvement/ deterioration of the issuer's financial condition. The resultant alteration of the credit rating is usually a notch, with possibility of a few notches if and when the change is large. Also, in case of the financial products for which non-payment of interest/ principal is contractually permissible, the credit rating is subject to alteration if and when the likelihood of such non-payment is projected to increase or decrease. The resultant alteration of the credit rating could be by a notch but often as much as a few notches.

F) Rise and Fall in General Economy and Markets

The credit rating is subject to alteration if there is a rise/ fall in the general economy and/ or the markets, of e.g. real estate or interest rates, inducing the issuer's revenues/ expenses to increase/ decrease and vice versa, etc. The resultant alteration of the credit rating is usually by a notch, with possibility of a few notches if and when the change is exceptionally large.

G) Various Events

The credit rating is subject to alteration on occurrence of various events, such as change in the issuer's sponsor or asset manager, M&A and other organizational change, accident, violation of the law, litigation, legal/ regulatory change, natural disaster, etc., which are unforeseeable at the time when the credit rating is determined, causing a significant change on the issuer's business bases, financial grounds, etc. The resultant alteration of the credit rating could be by a notch but more often than not as much as a few notches.

## 12

Information on the Content of the Credit Rating, Including the Historical Performance of the Credit Rating and the Expected Probability of Default and the Expected Loss in the Event of Default as Required by Paragraph (a)(1)(ii)(L) of Rule 17g-7

- Historical records of the credit rating herewith presented are posted in the end of this paper.
- The credit rating herewith presented by JCR is its summary opinion with regard to the likelihood of given debt payment and hence not necessarily a perfect representation of such likelihood. The credit rating is not intended to estimate the probability of default or the loss on given default, either.
- Facts of the probability of default are posted as Form NRSRO Exhibit 1 on the JCR website under the URL:

<https://www.jcr.co.jp/en/service/company/regu/nrsro/>

## 13

Information on the Sensitivity of the Credit Rating to Assumptions Made as Required by Paragraph (a)(1)(ii)(M) of Rule 17g-7

A) Portfolios

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's portfolios and powers of earning or cash flow generation, etc. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of quality, competitive strength and diversification in the issuer's portfolios on some drastic change in the market environments, etc.

**B) Financial Grounds and Asset Quality**

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's financial grounds and asset quality. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's financial grounds and/ or asset quality on some drastic change in its portfolios.

**C) Liquidity Risks**

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's liquidity positions including certainty of refinancing. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if the development is rapid in improvement or deterioration of the issuer's liquidity positions on some drastic change in its financial management policy or relations with fund procurement sources, etc.

**D) Related Parties' Status and Stance of Support/ Assistance for the Issuer**

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the issuer's sponsor or asset manager, guarantor or other providers of credit enhancement, the government of the issuer's business domicile or other related parties' status and stance of support/ assistance for the issuer. The resultant change of the credit rating is most likely by a notch, as JCR speculates, but possibly as much as a few notches if there is a major change on the part of related parties, such as replacement, disappearance, some drastic improvement/ deterioration of financial grounds/ balances, etc.

**E) Rise and Fall in General Economy and Markets**

The credit rating herewith presented could be changed if and when the assumptions made at the time of its determination turn out to be inaccurate with regard to the prospects of general economy and markets of e.g. real estate or interest rates. JCR expects the change should be most likely by a notch but could be as much as a few notches, should the economy or the markets change so greatly.

14

Information on the Representations, Warranties, and Enforcement Mechanisms of an Asset-backed Security as Required by Paragraph (a)(1)(ii)(N) of rule 17g-7

- The credit rating herewith presented is not for an ABS product, and hence no relevant issue.

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## The Historical Performance of the Credit Rating

Issuer Name	Issue Name	Publication Date	Rating	Outlook/Direction
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	September 24, 2010	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	November 2, 2011	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	November 22, 2012	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	November 29, 2013	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 29, 2015	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 14, 2016	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 31, 2017	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 16, 2018	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 28, 2019	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 27, 2020	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 28, 2021	AA	Stable
MORI TRUST Sogo Reit, Inc.	Issuer(Long-term)	January 17, 2022	AA	Stable
MORI TRUST Sogo Reit, Inc.	Bonds No.6	February 6, 2015	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 14, 2016	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 31, 2017	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 16, 2018	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 28, 2019	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 27, 2020	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 28, 2021	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.6	January 17, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.9	February 10, 2017	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.9	January 16, 2018	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.9	January 28, 2019	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.9	January 27, 2020	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.9	January 28, 2021	AA	
MORI TRUST Sogo Reit, Inc.	Bonds No.9	January 17, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.12	February 7, 2020	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.12	January 28, 2021	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.12	January 17, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.13	February 18, 2021	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.13	January 17, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.14	February 18, 2021	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.14	January 17, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.15	February 18, 2021	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.15	January 17, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.16	February 15, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.17	February 15, 2022	AA	
MORI TRUST Sogo Reit, Inc.	Bonds no.18	June 10, 2022	AA	



## Attestation Required by Paragraph (a)(1)(iii) of Rule 17g7

I, Yoshinori Namioka, have responsibility to this Rating Action and to the best of my knowledge:

- A) No part of the credit rating was influenced by any other business activities.
- B) The credit rating was based solely upon the merits of the obligor, security, or money market instrument being rated.
- C) The credit rating was an independent evaluation of the credit risk of the obligor, security, or money market instrument.

清岡 由典

Yoshinori Namioka  
General Manager of Structured Finance Department II

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