

June 16, 2014

To whom it may concern:

Company: Mitsui Fudosan Co., Ltd  
Representative: Masanobu Komoda  
(President & Chief Executive Officer)  
Securities Code: 8801 (First Section, TSE)  
Contact: Makoto Tokuda,  
General Manager of Corporate  
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**Notice regarding Determination of Issue Price, Selling Price and Other Matters**

Mitsui Fudosan Co., Ltd. (the “Company”) hereby announces that it has determined the issue price, selling price and other matters in relation to the issuance of new shares and a secondary offering of its shares, which were resolved at a meeting of the board of directors of the Company held on May 27, 2014, as set forth below.

1. Issuance of New Shares by way of Public Offering

(1) Class and Number of Shares to be Offered	100,000,000 shares of common stock of the Company, which is the aggregate of (i) through (iii) below.	
	(i) 67,000,000 shares of common stock of the Company to be underwritten and purchased by the Japanese underwriters in the Japanese public offering	
	(ii) 28,700,000 shares of common stock of the Company to be underwritten and purchased by the international managers in the international offering	
	(iii) A maximum of 4,300,000 shares of common stock of the Company pursuant to an option to purchase additionally issued shares granted to the international managers in connection with the international offering	
(2) Issue Price (Offer Price)	(Note 1)	<u>JPY 3,138 per share</u>
(3) Total Amount of Issue Price	(Note 2)	<u>JPY 313,800,000,000</u>
(4) Amount to be Paid	(Note 1)	<u>JPY 3,008.56 per share</u>
(5) Total Amount to be Paid	(Note 2)	<u>JPY 300,856,000,000</u>
(6) Amount of Stated Capital and	Amount of Stated Capital to be Increased	<u>JPY 150,428,000,000</u>

Note: This document does not constitute a part of any offer for the sale of any securities. This document is a press release provided for the sole purpose of publicly announcing matters relating to the issuance of the new shares and the secondary offering of shares of the Company and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. Investors should carefully review the prospectus regarding the issuance of the new shares and the secondary offering of the shares of the Company as well as the supplements or amendments thereto (if any) prepared by the Company prior to making any investment decisions. In addition, this announcement does not constitute an offer for the sale or purchase of securities in the United States. The securities referred to above have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States without registration or exemption from such registration requirement under the Securities Act. If any public offering of securities is made in the United States, the prospectus may be obtained from the Company or sellers and will contain detailed information about the Company and its management as well as financial statements; however, the Company does not intend to conduct a public offering in the United States in connection with this matter.

Additional Paid-in Capital to be Increased	(Note 2)	Amount of Additional Paid-in Capital to be Increased	JPY 150,428,000,000
(7) Subscription Period (in Japanese Public Offering)		From Tuesday, June 17, 2014 to Wednesday, June 18, 2014	
(8) Payment Date		Monday, June 23, 2014	

Notes:

- The underwriters will underwrite and purchase at the amount to be paid and will offer at the issue price (the offer price).
- These figures are based on the assumption that the option set forth in (1) (iii) above will be exercised in full by the international managers.

## 2. Secondary Offering of Shares (Secondary Offering to cover the Over-Allotment)

(1) Class and Number of Shares to be Sold		10,000,000 shares of common stock of the Company
(2) Selling Price		JPY 3,138 per share
(3) Total Amount of the Selling Price		JPY 31,380,000,000
(4) Subscription Period		From Tuesday, June 17, 2014 to Wednesday, June 18, 2014
(5) Delivery Date		Tuesday, June 24, 2014

## 3. Issuance of New Shares by way of Third-Party Allotment (the “Capital Increase by way of Third-Party Allotment”)

(1) Amount to be Paid		JPY 3,008.56 per share
(2) Total Amount to be Paid		(Up to) JPY 30,085,600,000
(3) Amount of Stated Capital and Additional Paid-in Capital to be Increased	Amount of Stated Capital to be Increased	(Up to) JPY 15,042,800,000
	Amount of Additional Paid-in Capital to be Increased	(Up to) JPY 15,042,800,000
(4) Subscription Period (Subscription Deadline)		Friday, July 18, 2014
(5) Payment Date		Tuesday, July 22, 2014

## Reference

### 1. Calculation of Issue Price and Selling Price

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(1) Base Date for Calculation and Price on the Base Date	<u>Monday, June 16, 2014</u>	<u>JPY 3,236</u>
(2) Discount Rate		<u>3.03%</u>

2. Syndicate Cover Transaction Period

From Thursday, June 19, 2014 to Monday, July 14, 2014

3. Use of Proceeds

Proceeds from the Japanese public offering, the international offering and the Capital Increase by way of Third-Party Allotment estimated to be up to JPY 328,978,600,000 are planned to be used to pay a part of the amount of JPY 376,063 million of the capital investment plan for the fiscal year ending March 2015, which includes investments related to mixed-use development including office buildings and retail facilities such as Nihonbashi/Yaesu area, Hibiya area and Iidabashi Grand Bloom, retail facilities across Japan including LaLaport Fujimi (tentative name), as well as logistics facilities, rental condominiums, hotels and resorts in Japan by March 31, 2015.

Please refer to “Notice regarding Issuance of New Shares and Secondary Offering of Shares”, which was published on May 27, 2014, for further details.

End.

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