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Securities Code: 8804

March 5, 2014

To Those Shareholders with Voting Rights:

Hajime Sakuma
Representative Director,
President & Chief Executive Officer
Tokyo Tatemono Co., Ltd.
9-9 Yaesu 1-Chome, Chuo-ku, Tokyo

NOTICE OF THE 196th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 196th Ordinary General Meeting of Shareholders of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you are asked to review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., Thursday, March 27, 2014, by either one of the following methods indicated on next page.

- 1. Date and Time:** 10:00 a.m., Friday, March 28, 2014
- 2. Place:** Tokyo Convention Hall, 5F Tokyo Square Garden
1-1 3-Chome, Kyobashi, Chuo-ku, Tokyo
(Please note that the venue is different from that of the previous year.)
- 3. Agenda of the Meeting:**
Matters to be reported: The Business Reports, the Consolidated Financial Statements and the Financial Statements for the 196th Fiscal Term (from January 1, 2013 to December 31, 2013), as well as the results of audits by the Accounting Auditor and Audit and Supervisory Board of the Consolidated Financial Statements

Proposals to be resolved:
Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of Two (2) Audit and Supervisory Board Members

4. Exercise of Voting Rights:

- (1) In the event that you exercise your voting rights in duplicate by electromagnetic means (via the Internet, etc.) and by returning the Voting Rights Exercise Form, those votes cast via the Internet, etc. shall be deemed effective. In the event that you exercise your voting rights more than once via the Internet, etc., the last cast vote shall be deemed effective.
- (2) If you wish to exercise your voting rights by proxy, you may appoint one other shareholder who owns the Company's voting shares as your proxy; in such case, however, the submission of a document proving your authorization of said shareholder as your proxy is required.

[Exercise of voting rights in writing (mail)]

Please return the enclosed Voting Rights Exercise Form indicating your approval or disapproval of the proposal to be made at the above meeting, so that the Company receives it by the deadline indicated on the previous page.

[Exercise of voting rights via the Internet]

Please access the designated website (<http://www.it-soukai.com/>) provided for exercising your voting rights and follow the instructions on the screen to indicate your approval or disapproval of the proposal.

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- For those attending, please bring this booklet with you and present the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting.
 - Of the documents that should be attached to this Notice, the Notes to Consolidated Financial Statements in the Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements in the Financial Statements are posted on our website (<http://www.tatemono.com/ir/>) in accordance with the laws and Article 16 of the Articles of Incorporation of the Company, and not included in the Attached Documents Related to Matters to be Reported. The Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements have been audited as part of the Consolidated and Non-Consolidated Financial Statements when the Audit Report was prepared by the Audit and Supervisory Board Members and Accounting Auditors.
 - After preparation of this document, in the event that changes are made to any of the Reference Documents for the General Meeting of Shareholders, Business Report, or Consolidated and Non-Consolidated Financial Statements, the amended documents will be posted on our website mentioned above.
 - The voting results on the resolutions of this General Meeting of Shareholders shall be posted on our website mentioned above.

Reference Documents for General Meeting of Shareholders

Proposals and references

Proposal No. 1: Appropriation of Surplus

Regarding year-end dividends for the term, in spite of an unpredictable operating environment projected in the year ahead, the following dividend is proposed in view of such factors as the business performance for this fiscal term.

Year-end dividends:

- | | | | | |
|-----|--|--|---------------|----------------|
| (1) | Type of property dividend: | cash | | |
| (2) | Details of the allotment of property dividend: | | | |
| | | ¥5 per share of the Company's common stock | Total amount: | ¥2,163,067,920 |
| (3) | Date on which dividends from surplus become effective: | March 31, 2014 | | |

Proposal No. 2: Election of Two (2) Audit and Supervisory Board Members

Audit and Supervisory Board Members Mr. Junichiro Okawa and Mr. Tetsuya Kawagishi will resign upon conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed the following two (2) nominees be elected as Audit and Supervisory Board Members.

Audit and Supervisory Board has consented to this proposal.

The nominees for Audit and Supervisory Board Members are as follows. Mr. Toshiyuki Hanazawa shall replace Mr. Junichiro Okawa, and Mr. Masahiro Uehara shall replace Mr. Tetsuya Kawagishi.

No.	Name (Date of birth)	Brief personal profile, title and management positions with companies other than the Company		Number of the Company's shares held
1	Toshiyuki Hanazawa (July 14, 1957)	April 1981	Joined Yasuda Fire & Marine Insurance Co., Ltd.	0
		April 2007	General Manager of Accounting Department of Sompo Japan Insurance Inc.	
		April 2009	Managing Officer and General Manager of Accounting Department of Sompo Japan Insurance Inc.	
		June 2010	Managing Officer and General Manager of International Planning Department of Sompo Japan Insurance Inc.	
		March 2012	Managing Officer and General Manager of Overseas Business Planning Department of Sompo Japan Insurance Inc.	
		April 2012	Managing Officer and General Manager of Overseas Business Planning Department and General Manager of Europe Affairs Department of Sompo Japan Insurance Inc.	
		June 2012	Director and Executive Managing Officer of Sompo Japan Insurance Inc. (to the present)	
2	Masahiro Uehara (April 8, 1946) External Audit and Supervisory Board Member Candidate	March 1975	Registered as a Certified Public Accountant	0
		July 1984	Established Certified Public Accountant Office of Masahiro Uehara (to the present)	
		(Management positions with companies other than the Company) Certified Public Accountant, Head of Uehara Certified Public Accountant Office		

Notes:

1. No conflicts of interest exist between the Company and both candidates for Audit and Supervisory Board Members.
2. Both Candidates are newly appointed nominees.
3. Mr. Toshiyuki Hanazawa is expected to retire from his position as Director and Executive Managing Officer of Sampo Japan Insurance Inc. as of March 27, 2014.
4. Mr. Masahiro Uehara is a nominee for external Audit and Supervisory Board Member.
Although Mr. Masahiro Uehara does not have management experience other than his experience as an external officer, he has been appointed as a nominee for external Audit and Supervisory Board Member, in the belief that his expertise and experience as a certified public accountant make him suitable for this position. Should Mr. Masahiro Uehara be elected, the Company plans to conclude a contract with him to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations.
The Company has given notice to the Tokyo Stock Exchange, Inc. (TSE) of Mr. Masahiro Uehara as a prospective independent Audit and Supervisory Board Member in compliance with TSE provisions.
5. As both candidates are to be elected to fill the positions of resigning Audit and Supervisory Board Members in accordance with the provisions of the Company's Articles of Incorporation, the term of office shall be the same as the remaining term of office of the resigning Audit and Supervisory Board Members as follows:
Mr. Toshiyuki Hanazawa: Until the conclusion of the Ordinary General Meeting of Shareholders for the 198th Fiscal Term (from January 1, 2015 to December 31, 2015)
Mr. Masahiro Uehara: Until the conclusion of the Ordinary General Meeting of Shareholders for the 197th Fiscal Term (from January 1, 2014 to December 31, 2014)

Consolidated Balance Sheet
(As of December 31, 2013)

(Millions of yen)

(Assets)		(Liabilities)	
Item	Amount	Item	Amount
Current assets	195,964	Current liabilities	163,803
Cash	52,272	Short-term borrowings	92,849
Notes and operating accounts receivable	19,678	Current portion of bonds	20,450
Investments in silent partnerships	6,875	Accounts payable, trade	9,598
Real estate for sale	39,653	Accrued income taxes	5,313
Real estate for sale in progress	31,395	Provision for compensation for completed construction	7
Real estate for development	30,174	Provision for bonuses	484
Deferred income taxes	3,056	Provision for bonuses to directors	26
Other current assets	13,112	Deposits received under Real Estate Specified Joint Enterprise Act	5,373
Allowance for doubtful accounts	(253)	Other current liabilities	29,701
Fixed assets	742,196	Long-term liabilities	512,080
Property and equipment	412,666	Bonds	119,500
Buildings and structures	109,482	Long-term debt	197,635
Land	290,863	Deferred income taxes	33,990
Construction in progress	5,536	Deferred income taxes on land revaluation	26,549
Other property and equipment	6,782	Accrued severance indemnities	9,069
Intangible and other assets	17,419	Provision for retirement benefits for directors	173
Leaseholds	15,975	Provision for environmental measures	339
Other intangible assets	1,443	Guarantee deposits received	59,503
Investments	312,111	Deposits received under Real Estate Specified Joint Enterprise Act	53,627
Investment securities	235,254	Other long-term liabilities	11,692
Investments in silent partnerships	52,918	Total Liabilities	675,884
Long-term loans	81		
Deferred income taxes	1,428	(Net Assets)	
Guarantee deposits paid	10,585	Shareholders' equity	172,098
Other investments	39,428	Capital stock	92,451
Allowance for doubtful accounts	(65)	Capital surplus	63,432
Allowance for investment losses	(27,520)	Retained earnings	18,590
		Treasury stock	(2,375)
		Accumulated other comprehensive income	78,362
		Valuation difference on available-for-sale securities	56,589
		Deferred gains or losses on hedges	(308)
		Revaluation reserve for land	16,161
		Foreign currency translation adjustments	5,919
		Minority interests	11,815
		Total Net Assets	262,276
Total Assets	938,161	Total Liabilities and Net Assets	938,161

Note: Figures less than a million are rounded down.

Consolidated Statement of Income
(From January 1, 2013 to December 31, 2013)

(Millions of yen)

Item	Amount	
Revenue from operations		220,026
Cost of revenue		166,031
Gross profit		53,995
Selling, general and administrative expenses		24,633
Operating income		29,361
Non-operating income		
Interest and dividend income	850	
Equity in earnings of affiliated companies	1,016	
Other non-operating income	671	2,538
Non-operating expenses		
Interest expense	7,692	
Bond issuance cost	203	
Dividends paid under Real Estate Specified Joint Enterprise Act	831	
Other non-operating expenses	1,214	9,941
Ordinary income		21,959
Extraordinary income		
Gain on sales of fixed assets	2,158	
Gain on sales of investment securities	10,021	
Gain on sales of subsidiaries and affiliates' stock	5,281	
Gain on negative goodwill	2,251	
Gain on step acquisitions	1,101	
Compensation income	153	
Gain on reversal of foreign currency translation adjustment	569	21,537
Extraordinary loss		
Loss on sales and disposal of fixed assets	141	
Loss on sales of investment securities	13	
Write-down of investment securities	5,584	
Provision for allowance for investment loss	8,570	
Loss on transfer of business	177	
Impairment loss	7,727	22,215
Income before income taxes		21,281
Current income taxes	8,644	
Deferred income taxes	2,044	10,688
Income before minority interests		10,592
Gain on minority interests		471
Net Income		10,121

Note: Figures less than a million are rounded down.

Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2013 to December 31, 2013)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of the current term	92,451	63,518	11,164	(549)	166,584
Changes in items during the term					
Dividends from surplus			(2,163)		(2,163)
Net income			10,121		10,121
Reversal of revaluation reserve for land			(532)		(532)
Acquisition of treasury stock				(68)	(68)
Disposal of treasury stock		0		1	1
Increase or decrease in treasury stock associated with change of scope of consolidation				(1,759)	(1,759)
Change of scope of consolidation		(86)			(86)
Net amount of changes in items other than shareholders' equity					-
Total amount of changes during the term	-	(85)	7,425	(1,825)	5,513
Balance at end of the current term	92,451	63,432	18,590	(2,375)	172,098

	Accumulated other comprehensive income					Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at beginning of the current term	23,960	(368)	15,672	(774)	38,489	7,417	212,491
Changes in items during the term							
Dividends from surplus					-	-	(2,163)
Net income					-	-	10,121
Reversal of revaluation reserve for land					-	-	(532)
Acquisition of treasury stock					-	-	(68)
Disposal of treasury stock					-	-	1
Increase or decrease in treasury stock associated with change of scope of consolidation					-	-	(1,759)
Change of scope of consolidation					-	-	(86)
Net amount of changes in items other than shareholders' equity	32,629	60	488	6,694	39,872	4,398	44,271
Total amount of changes during the term	32,629	60	488	6,694	39,872	4,398	49,785
Balance at end of the current term	56,589	(308)	16,161	5,919	78,362	11,815	262,276

Note: Figures less than a million are rounded down.

Non-Consolidated Balance Sheet
(As of December 31, 2013)

(Millions of yen)

(Assets)		(Liabilities)	
Item	Amount	Item	Amount
Current assets	174,978	Current liabilities	144,259
Cash	45,246	Short-term borrowings	86,157
Accounts receivable, trade	16,274	Current portion of bonds	20,000
Investments in silent partnerships	6,875	Accounts payable, trade	7,780
Real estate for sale	19,598	Accrued expenses	5,424
Real estate for sale in progress	31,426	Accrued income taxes	4,082
Real estate for development	30,211	Advances received	8,754
Advance payments, trade	661	Deposits received	3,868
Advance expenses	1,944	Provision for bonuses	104
Deferred income taxes	1,879	Deposits received under Real Estate Specified Joint Enterprise Act	5,384
Short-term loans receivable	13,963	Other current liabilities	2,702
Other current assets	7,111	Long-term liabilities	467,275
Allowance for doubtful accounts	(215)	Bonds	119,000
Fixed assets	670,760	Long-term debt	176,254
Property and equipment	320,070	Deferred income taxes	23,935
Buildings	75,898	Deferred income taxes on land revaluation	26,549
Structures	1,486	Accrued severance indemnities	5,981
Machinery and equipment	443	Provision for environmental measures	331
Vehicles	0	Guarantee deposits received	54,415
Furniture and equipment	225	Deposits received under Real Estate Specified Joint Enterprise Act	55,877
Land	237,570	Other long-term liabilities	4,929
Lease assets	29	Total Liabilities	611,534
Construction in progress	4,415	(Net Assets)	
Intangible and other assets	15,322	Shareholders' equity	165,704
Leaseholds	15,289	Capital stock	92,451
Other intangible assets	33	Capital surplus	63,207
Investments	335,367	Legal capital reserve	63,207
Investment securities	209,572	Other capital surplus	0
Shares and investments in subsidiaries and affiliates	48,551	Retained earnings	10,384
Investments in other securities of affiliated companies	29,522	Other retained earnings	10,384
Investments in silent partnerships	52,119	(Reserve for reduction entry of property replacement)	4,937
Long-term loans	13,345	(Retained earnings brought forward)	5,446
Guarantee deposits paid	7,220	Treasury stock	(338)
Other investments	5,718	Valuation and translation adjustments	68,500
Allowance for doubtful accounts	(2,439)	Valuation difference on available-for-sale securities	52,646
Allowance for investment losses	(28,244)	Deferred gains or losses on hedges	(308)
		Revaluation reserve for land	16,161
		Total Net Assets	234,204
Total Assets	845,739	Total Liabilities and Net Assets	845,739

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Income
(From January 1, 2013 to December 31, 2013)

(Millions of yen)

Item	Amount	
Revenue from operations		
Revenue from building business	51,563	
Revenue from residential business	97,826	
Revenue from other businesses	1,062	150,452
Cost of revenue		
Cost of building business	28,094	
Cost of residential business	81,112	
Cost of other businesses	1,439	110,646
Gross profit		39,805
Selling, general and administrative expenses		17,020
Operating income		22,785
Non-operating income		
Interest and dividend income	2,940	
Other non-operating income	524	3,465
Non-operating expenses		
Interest expense	7,128	
Bond issuance cost	203	
Dividends paid under Real Estate Specified Joint Enterprise Act	920	
Provision for allowance for doubtful accounts	1,046	
Other non-operating expenses	1,005	10,304
Ordinary income		15,945
Extraordinary income		
Gain on sales of fixed assets	2,000	
Gain on sales of investment securities	10,021	
Gain on sales of subsidiaries and affiliates' stock	6,362	
Gain on exchange from business combination	47	18,432
Extraordinary loss		
Loss on disposal of fixed assets	53	
Write-down of investment securities	5,584	
Provision for allowance for investment loss	8,570	
Loss on transfer of business	147	
Impairment loss	5,025	19,381
Income before income taxes		14,996
Current income taxes	6,183	
Deferred income taxes	1,707	7,891
Net Income		7,104

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2013 to December 31, 2013)

(Millions of yen)

	Shareholders' equity						
	Capital stock	Capital surplus			Retained earnings		
		Legal capital reserve	Other Capital surplus	Total Capital surplus	Other retained earnings		Total retained earnings
				Reserve for reduction entry of property replacement	Retained earnings brought forward		
Balance at beginning of the current term	92,451	63,207	-	63,207	4,937	1,038	5,975
Changes in items during the term							
Dividends from surplus						(2,163)	(2,163)
Net income						7,104	7,104
Reversal of revaluation reserve for land						(532)	(532)
Acquisition of treasury stock							
Disposal of treasury stock			0	0			
Net amount of changes in items other than shareholders' equity							
Total amount of changes during the term	-	-	0	0	-	4,408	4,408
Balance at end of the current term	92,451	63,207	0	63,207	4,937	5,446	10,384

	Shareholders' equity		Valuation and translation adjustments				Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Total valuation and translation adjustments	
Balance at beginning of the current term	(272)	161,362	22,253	(368)	15,672	37,557	198,920
Changes in items during the term							
Dividends from surplus		(2,163)				-	(2,163)
Net income		7,104				-	7,104
Reversal of revaluation reserve for land		(532)				-	(532)
Acquisition of treasury stock	(68)	(68)				-	(68)
Disposal of treasury stock	1	1				-	1
Net amount of changes in items other than shareholders' equity			30,392	60	488	30,942	30,942
Total amount of changes during the term	(66)	4,342	30,392	60	488	30,942	35,284
Balance at end of the current term	(338)	165,704	52,646	(308)	16,161	68,500	234,204

Note: Figures less than a million are rounded down.