

私的独占の禁止及び公正取引の確保に関する法律第九条から第十六条までの規定による認可の申請、報告及び届出等に関する規則

Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade

(昭和二十八年九月一日公正取引委員会規則第一号)
(Fair Trade Commission Rule No. 1 of September 1, 1953)

私的独占の禁止及び公正取引の確保に関する法律（昭和二十二年法律第五十四号）第六条及び第十条から第十六条までの規定による届出、認可申請及び報告に関する規則を次のように定める。

The following rules on applications for approval, reporting, notification, etc. pursuant to the provisions of Article 6 and Articles 10 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947) shall be established:

(用語)

(Terminology)

第一条 この規則において使用する用語であつて、私的独占の禁止及び公正取引の確保に関する法律（以下「法」という。）において使用する用語と同一のものは、この規則に特段の定めがない限り、法において使用する用語と同一の意味において使用するものとする。

Article 1 The terms used in these Rules are the same as those used in the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (hereinafter referred to as the "Act") and shall have the same meaning as the terms used in the Act unless otherwise provided for in these Rules.

(総資産の額)

(Amount of Total Assets)

第一条の二 法第九条第四項に規定する公正取引委員会規則で定める方法による資産の合計金額は、会社の最終の貸借対照表（当該会社はその設立後最初の事業年度を終了していない場合においては、当該会社の成立時の貸借対照表）による資産の合計金額とし、当該貸借対照表に係る事業年度終了の日（当該会社はその設立後最初の事業年度を終了していない場合においては、当該会社の成立時）後において会社法（平成十七年法律第八十六号）第百九十九条の規定による募集株式の発行等、同法第二条第一項第二十一号に規定する新株予約権の行使による株式の交付、社債の発行、株式交換、

合併、分割、事業譲受、事業譲渡その他当該会社の資産に重要な変更があつた場合には、これらによる総資産の額の変動を加え又は除いた額とする。

Article 1-2 The total amount of assets calculated using the method provided for in the Rules of the Fair Trade Commission as prescribed by Article 9, paragraph (4) of the Act shall be the total amount of assets in the final balance sheet of the company (or the balance sheet as of the incorporation of the company if the first business year after the incorporation thereof has not ended) or, in the event of delivery of shares for subscription, etc. pursuant to the provisions of Article 199 of the Companies Act (Act No. 86 of 2005), delivery of shares resulting from an exercise of share options listed in Article 2, paragraph (1), item (xxi) of the same Act, an issue of company bonds, share exchange, merger, split, acquisition of business, transfer of business or any other significant change to the assets of the company after the end of the business year to which said final balance sheet pertains (or after incorporation, if the first business year after the incorporation of the company has not ended), the amount calculated by adding or subtracting the change to or from the amount of total assets resulting from the event.

(会社及びその子会社の総資産の額を合計する方法)

(Method of Calculating the Amount of Total Assets of a Company and its Subsidiary Companies)

第一条の三 法第九条第四項に規定する公正取引委員会規則で定める方法により合計した額は、会社及びその子会社（法第九条第五項に規定する子会社をいう。以下この条及び次条第一項において同じ。）の総資産の額を合計した額とする。この場合において、これらの会社の間で投資勘定及び資本勘定並びに債権及び債務を相殺消去して合計することができるものとする。

Article 1-3 (1) The total amount calculated using the method provided for in the Rules of the Fair Trade Commission as prescribed by Article 9, paragraph (4) of the Act shall be calculated by aggregating the amount of total assets of the company and those of its subsidiary companies (which refers to the subsidiary companies prescribed by Article 9, paragraph (5) of the Act; hereinafter the same shall apply in this Article and paragraph (1) of the following Article). In this case, the total amount may be calculated by offsetting these companies' investment accounts and capital accounts among themselves, as well as by offsetting their claims and obligations among themselves.

2 前項に規定する相殺消去を行うにあつては、事業年度の末日が親会社（子会社の総株主の議決権の過半数を有する会社をいう。以下この項において同じ。）たる会社の事業年度の末日と異なる子会社が当該親会社たる会社の事業年度の末日において、その総資産の額を算定するための決算を行うものとする。ただし、当該子会社の事業年度の末日と当該親会社たる会社の事業年度の末日との差異が三か月を超えない場合にあっては、この限りでない。

(2) In the case of offsetting as prescribed in the preceding paragraph, any subsidiary company whose business year ends on a day different from that of the parent company (which refers to a company holding a majority of the voting rights of all shareholders of the subsidiary company; hereinafter the same shall apply in this paragraph) shall settle its accounts on the final day of the business year of its parent company to calculate the amount of its total assets; provided, however, that this shall not apply when the difference between the final day of the business year of the subsidiary company and that of the parent company does not exceed three months.

(会社及びその子会社の事業に関する報告)

(Report on Business of Company and its Subsidiary Companies)

第一条の四 法第九条第四項の規定により、会社及びその子会社の事業に関する報告をしようとする者は、国内の会社にあつては様式第一号による報告書、外国会社にあつては様式第二号による報告書一通を公正取引委員会に提出しなければならない。

Article 1-4 (1) A person who files a report on the business of a company and its subsidiary companies pursuant to the provisions of Article 9, paragraph (4) of the Act shall submit to the Fair Trade Commission a written report using Form No. 1 if it is a company in Japan or a written report using Form No. 2 if it is a foreign company.

2 前項の報告書には、報告書を提出する会社の最近一事業年度の事業報告、貸借対照表及び損益計算書を添付しなければならない。

(2) The written report described in the preceding paragraph shall include as attachments the business report, balance sheet, and profit and loss statement of the company submitting the written report for the most recent business year.

(新たに設立された持株会社等に関する届出)

(Notification of Newly Incorporated Holding Company, etc.)

第一条の五 法第九条第七項の規定により会社が新たに設立された旨の届出をしようとする者は、様式第三号による届出書一通を公正取引委員会に提出しなければならない。

Article 1-5 (1) A person who files a notification of the new incorporation of a company pursuant to the provisions of Article 9, paragraph (7) of the Act shall submit written notice to the Fair Trade Commission using Form No. 3.

2 前項の届出書には、届出書を提出する会社の登記事項証明書を添付しなければならない。

(2) The written notice described in the preceding paragraph shall include as an attachment a certified copy of the commercial registry for the company submitting the written notice.

第一条の六 削除 (平成十四年公正取引委員会規則第六号)

Article 1-6 Deleted (Fair Trade Commission Rule No. 6 of 2002)

第一条の七 削除（平成十四年公正取引委員会規則第六号）

Article 1-7 Deleted (Fair Trade Commission Rule No. 6 of 2002)

（国内売上高）

(Domestic Sales)

第二条 法第十条第二項に規定する公正取引委員会規則で定めるものは、会社等の最終事業年度における売上高（銀行業及び保険業を営む会社等については経常収益、第一種金融商品取引業を営む会社等については営業収益とする。以下この条、第二条の三第一項及び第二条の五第一項において同じ。）のうち次に掲げる額の合計額（売上値引、戻り高並びに商品に直接課される租税の額に相当する額及び役務の供給を受ける者に当該役務に関して課される租税の額に相当する額を含まないものとする。）とする。

Article 2 (1) Domestic sales of a company, etc. provided for in the Rules of the Fair Trade Commission as prescribed by Article 10, paragraph (2) of the Act shall be calculated by aggregating the following (which shall not include sales allowance, sales return, the amount equivalent to the taxes imposed directly on the goods and the amount equivalent to the taxes with respect to services imposed directly on persons who receive said services) which are included in the sales of the company, etc. in the most recent business year (which refers to ordinary profit, if the company, etc. engages in banking or insurance business, or to operating profit, if the company, etc. engages in Type I Financial Instruments Business; hereinafter the same applies in this Article, Article 2-3, paragraph (1) and Article 2-5, paragraph (1)).

一 国内の消費者（個人（事業として又は事業のために契約の当事者となる場合におけるものを除く。）をいう。）が当該会社等の供給する商品又は役務に係る取引の相手方である場合における当該取引に係る売上高

(i) Sales from transactions, when domestic consumers (which refers to individuals, excluding those who are parties to contracts as businesses or for businesses) are the counterparties to transactions involving goods or services supplied by the relevant company, etc.

二 法人その他の社団若しくは財団又は事業として若しくは事業のために契約の当事者となる場合における個人（以下この項において「法人等」という。）が当該会社等の供給する商品又は役務に係る取引の相手方である場合において、当該取引に係る商品又は役務が国内において供給されるときにおける当該取引に係る売上高（当該会社等が、当該取引に係る契約の締結時において、当該法人等が当該商品の性質又は形状を変更しないで外国を仕向地としてさらに当該商品を取引すること又は当該法人等の外国に所在する営業所、事務所その他これらに準ずるもの（次号において「営業所等」という。）に向けて当該商品を送り出すことを把握しているときにおける当該取引に係る売上高を除く。）

(ii) Sales from transactions, when juridical persons, other associations or

foundations, or individuals who are parties to contracts as businesses or for businesses (hereinafter referred to as "juridical persons, etc." in this paragraph) are the counterparties to transactions involving goods or services supplied by the relevant company, etc. and when the goods or services involved in said transactions are supplied in Japan (excluding sales from transactions when the relevant company, etc. recognizes at the time of concluding the contracts concerning said transactions that the relevant juridical persons, etc. will make further transactions dealing with the relevant goods, with foreign countries as their destinations but without changing the quality or shape of said goods, or that the relevant juridical persons, etc. will send said goods to their sales offices, administrative offices, or their equivalent located in foreign countries (referred to as "business offices, etc." in the following item))

三 法人等が当該会社等の供給する商品又は役務に係る取引の相手方である場合において、当該取引に係る商品が外国において供給され、かつ、当該会社等が、当該取引に係る契約の締結時において、当該法人等が当該商品の性質又は形状を変更しないで本邦を仕向地としてさらに当該商品を取引すること又は当該法人等の本邦に所在する営業所等に向けて当該商品を送り出すことを把握しているときにおける当該取引に係る売上高

(iii) Sales from transactions, when juridical persons, etc. are the counterparties to transactions involving goods or services supplied by the relevant company, etc. and when the goods involved in said transactions are supplied outside Japan and the relevant company, etc. recognizes at the time of concluding the contracts concerning said transactions that the relevant juridical persons, etc. will make further transactions dealing with the relevant goods, with Japan as the destination but without changing the quality or shape of said goods, or that the relevant juridical persons, etc. will send said goods to their business offices, etc. located in Japan

2 会社等は、前項各号の規定による売上高を計算することができない場合においては、同項の規定にかかわらず、適正かつ合理的な範囲内において、同項の規定の趣旨及び一般に公正妥当と認められる会計処理の基準に基づくものであつて、同項の規定とは異なる計算方法により国内売上高を計算することができる。

(2) Notwithstanding the provisions of the preceding paragraph, when a company, etc. finds it impossible to calculate its sales pursuant to the provisions of the items in the preceding paragraph, the company, etc. may, within a proper and reasonable scope, calculate its domestic sales by applying a method that is different from the one prescribed in the preceding paragraph and that is based on an accounting standard generally accepted as fair and appropriate and consistent with the purpose of the provisions in the preceding paragraph.

(企業結合集団の国内売上高合計額)

(Total Domestic Sales AmountTotal Amount of Domestic Sales of Group of Combined Companies)

第二条の二 法第十条第二項に規定する公正取引委員会規則で定める会社の国内売上高と当該会社の属する企業結合集団に属する当該会社以外の会社等の国内売上高を合計する方法は、当該会社の属する企業結合集団に属する会社等のそれぞれの国内売上高を合計する方法とする。

Article 2-2 (1) The total amount of domestic sales of a company and domestic sales of the other companies that belong to the group of combined companies to which said company belongs, calculated using the method provided for in the Rules of the Fair Trade Commission as prescribed by Article 10, paragraph (2) of the Act, shall be calculated by aggregating the respective domestic sales of the companies, etc. that belong to said group of combined companies.

2 前項の規定により国内売上高合計額を計算する場合においては、当該企業結合集団に属する会社等相互間の取引に係る国内売上高について相殺消去をして合計することができる。

(2) Domestic sales from mutual transactions between companies, etc. that belong to a group of combined companies may be offset when calculating the total domestic sales amounttotal amount of domestic sales pursuant to the provisions of the preceding paragraph.

3 前項に規定する相殺消去をするにあつては、事業年度の末日が会社の最終親会社（親会社（法第十条第七項に規定する親会社をいう。以下この項において同じ。）であつて他の会社の子会社（法第十条第六項に規定する子会社をいう。以下この項、次条第一項、第二条の四第一項及び第三項、第二条の五第一項、第二条の七第四号及び第五号並びに第二条の九第三項第一号において同じ。）でないものをいい、当該会社に親会社がない場合においては、当該会社をいう。以下この項、第二条の六第二項第四号、第五条第三項第五号、第五条の二第四項第五号、第五条の三第三項第五号及び第六条第二項第五号において同じ。）の事業年度の末日と異なる子会社が当該最終親会社の事業年度の末日において、その国内売上高の額を算定するための決算を行うものとする。ただし、当該子会社の事業年度の末日と当該最終親会社の事業年度の末日との差異が三か月を超えない場合にあっては、この限りでない。

(3) In the case of offsetting as prescribed in the preceding paragraph, any subsidiary company whose business year ends on a day different from that of the ultimate parent company of the company (which refers to the parent company (meaning the parent company prescribed by Article 10, paragraph (7) of the Act; hereinafter the same shall apply in this paragraph) that is not a subsidiary company of another company (meaning the subsidiary company prescribed by Article 10, paragraph (6) of the Act; hereinafter the same shall apply in this paragraph, Article 2-3, paragraph (1), Article 2-4, paragraphs (1) and (3), Article 2-5, paragraph (1), Article 2-7, paragraphs (4) and (5), Article 2-9, paragraph (3), item (i) or meaning the relevant company when said relevant company does not have a parent company; hereinafter the same shall

apply in this paragraph, Article 2-6, paragraph (2), item (iv), Article 5, paragraph (3), item (v), Article 5-2, paragraph (4), item (v), Article 5-3, paragraph (3), item (v), and Article 6, paragraph (2), item (v)) shall settle its accounts to calculate its domestic sales on the final day of the business year of said ultimate parent company; provided, however, that this shall not apply when the difference between the final day of business year of the subsidiary company and that of said ultimate parent company does not exceed three months.

第二条の三 前条の規定にかかわらず、当該企業結合集団に属する会社等のうちに連結財務諸表提出会社（連結財務諸表の用語、様式及び作成方法に関する規則（昭和五十一年大蔵省令第二十八号。以下「連結財務諸表規則」という。）第二条第一号に規定する連結財務諸表提出会社をいう。以下この項及び第三項並びに第二条の五第一項及び第三項において同じ。）又は外国の法令に基づく財務計算に関する書類で連結財務諸表（連結財務諸表規則第一条第一項に規定する連結財務諸表をいう。以下この項及び第三項並びに第二条の五第一項及び第三項において同じ。）に相当するもの（以下この項及び第三項並びに第二条の五第一項及び第三項において「外国連結財務諸表」という。）を作成する会社（以下この項及び第三項並びに第二条の五第一項及び第三項において「外国連結財務諸表提出会社」という。）がある場合には、次の各号に掲げる場合の区分に応じ、当該各号に定める額をもつて国内売上高合計額とすることができる。ただし、当該各号に定める額が前条の規定に従い計算した国内売上高合計額と著しく異なることが明らかであると認められるときは、この限りでない。

Article 2-3 (1) Notwithstanding the provisions of the preceding Article, if the companies, etc. that belong to said group of combined companies include a company obliged to submit consolidated financial statements (which refers to a company obliged to submit consolidated financial statements prescribed in Article 2, paragraph (1) of the Regulation regarding Terminology, Forms and Preparation of Consolidated Financial Statements (Ordinance of the Ministry of Finance No. 28 of 1976; hereinafter referred to as the "Regulation on Consolidated Financial Statements"); hereinafter the same shall apply in this paragraph, paragraph (3) of this Article and Article 2-5, paragraphs (1) and (3)) or a company that prepares documents concerning financial calculations that are equivalent to consolidated financial statements (which refers to the consolidated financial statements prescribed by Article 1, paragraph (1) of the Regulation on Consolidated Financial Statements; hereinafter the same shall apply in this paragraph and paragraph (3) of this Article and Article 2-5, paragraphs (1) and (3)) (said documents shall be hereinafter referred to as "foreign consolidated financial statements", and said company shall be hereinafter referred to as "company obliged to submit foreign consolidated financial statements", in this paragraph and paragraph (3) of this Article and Article 2-5, paragraphs (1) and (3)) in accordance with the laws and regulations

of a foreign country, the total domestic sales amount of the group total amount of the group's domestic sales may be the amount listed in one of the following items that is deemed applicable in accordance with the classification thereof; provided, however, that this shall not apply when it is deemed apparent that the amount prescribed in any of said items is remarkably different from the total domestic sales amount total amount of domestic sales calculated pursuant to the provisions of the preceding Article.

一 当該企業結合集団に属する会社等のうちに一又は二以上の連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないものがある場合（第三号に規定する場合を除く。） イ及びロに掲げる額の合計額

(i) When the companies, etc. that belong to said group of combined companies include one or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under item (iii) below): Total of the amount listed in (a) and (b) below

イ 当該一又は二以上の連結財務諸表提出会社の作成する連結財務諸表のうち連結損益計算書における売上高から、当該連結財務諸表における海外売上高（財務諸表等の用語、様式及び作成方法に関する規則等の一部を改正する内閣府令（平成二十一年内閣府令第五号）附則第三条第一項第二号の規定によりなお従前の例によることとされる同令第二条の規定による改正前の連結財務諸表規則第十五条の二第三項に規定する海外売上高をいう。以下この項及び第二条の五第一項において同じ。）を控除した額をそれぞれ合計した額

(a) Amount calculated by aggregating the respective sales amounts recorded in the consolidated profit and loss statement included in the consolidated financial statements prepared by said one or more companies obliged to submit consolidated financial statements, less overseas sales in said consolidated financial statements (which refers to the overseas sales prescribed by Article 15-2, paragraph (3) of the Regulation on Consolidated Financial Statements prior to revision by the provisions of Article 2 of the Cabinet Office Ordinance for Partial Revision of the Regulation for Terminology, Forms and Preparation of Financial Statements, etc. (Cabinet Office Ordinance No. 5 of 2009) for which the provisions then in force shall remain applicable pursuant to the provisions of Article 3, paragraph (1), item (ii) of the Supplementary Provision of said Ordinance; hereinafter the same shall apply in this paragraph and Article 2-5, paragraph (1))

ロ 当該企業結合集団に属する会社等であつて当該一又は二以上の連結財務諸表提出会社の連結会社（連結財務諸表規則第二条第五号に規定する連結会社をいう。以下この項及び第二条の五第一項において同じ。）のいずれでもないもの（連結

財務諸表規則第五条第一項ただし書各号及び第二項に該当するものを除く。以下この項及び第二条の五第一項において同じ。)の国内売上高を合計した額

(b) Amount calculated by aggregating the respective amounts of domestic sales of the companies, etc. that belong to said group of combined companies and that are not consolidated companies (which refers the consolidated companies listed in Article 2, item (v) of the Regulation on Consolidated Financial Statements; hereinafter the same shall apply in this paragraph and Article 2-5, paragraph (1)) of said one or more companies obliged to submit consolidated financial statements (excluding those falling under each item in the proviso of Article 5, paragraphs (1) and (2) of the Regulation on Consolidated Financial Statements; hereinafter the same shall apply in this paragraph and Article 2-5, paragraph (1))

二 当該企業結合集団に属する会社等のうちに一又は二以上の外国連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないものがある場合（次号に規定する場合を除く。） イ及びロに掲げる額の合計額

(ii) When the companies, etc. that belong to said group of combined companies include one or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under the following item): Total of the amount listed in (a) and (b) below

イ 当該一又は二以上の外国連結財務諸表提出会社の作成する外国連結財務諸表に記載される当該外国連結財務諸表提出会社の外国における連結会社に相当するもの（以下この項及び第二条の五第一項において「外国連結会社」という。）の売上高の合計額のうち国内売上高を合計した額に相当するものをそれぞれ合計した額

(a) Amount calculated by aggregating the respective amounts, recorded in the foreign consolidated financial statements prepared by said one or more companies obliged to submit foreign consolidated financial statements, that represent the total amount of domestic sales included in the total amount of sales of companies that are foreign consolidated companies of said companies obliged to submit foreign consolidated financial statements (hereinafter referred to as "foreign consolidated companies" in this paragraph and Article 2-5, paragraph (1))

ロ 当該企業結合集団に属する会社等であつて当該一又は二以上の外国連結財務諸表提出会社の外国連結会社のいずれでもないもの（外国における連結財務諸表規則第五条第一項ただし書各号及び第二項に該当するものに相当するものを除く。以下この項及び第二条の五第一項において同じ。）の国内売上高を合計した額

(b) Amount calculated by aggregating the respective amounts of domestic sales of the companies, etc. that belong to said group of combined companies and that are not foreign consolidated companies of said one or more companies obliged to submit foreign consolidated financial statements (excluding those falling under each item in the proviso of Article 5, paragraphs (1) and (2) of the Regulation on Consolidated Financial Statements; hereinafter the same shall apply in this paragraph and Article 2-5, paragraph (1))

三 当該企業結合集団に属する会社等のうちに一又は二以上の連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないもの及び一又は二以上の外国連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないものがある場合 次に掲げる額の合計額

(iii) When the companies, etc. that belong to said group of combined companies include one or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements, and one or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements: Total of the amount listed in the following

イ 当該一又は二以上の連結財務諸表提出会社の作成する連結財務諸表のうち連結損益計算書における売上高から、当該連結財務諸表における海外売上高を控除した額をそれぞれ合計した額

(a) Amount calculated by aggregating the respective amounts of sales recorded in the consolidated profit and loss statement included in the consolidated financial statements prepared by said one or more companies obliged to submit consolidated financial statements, less overseas sales in said consolidated financial statements

ロ 当該一又は二以上の外国連結財務諸表提出会社の作成する外国連結財務諸表に記載される当該外国連結財務諸表提出会社の外国連結会社の売上高の合計額のうち国内売上高を合計した額に相当するものをそれぞれ合計した額

(b) Amount calculated by aggregating the respective amounts, recorded in the foreign consolidated financial statements prepared by said one or more companies obliged to submit foreign consolidated financial statements, that represent the total amount of domestic sales included in the total amount of sales of foreign consolidated companies of said companies obliged to submit foreign consolidated financial statements

ハ 当該企業結合集団に属する会社等であつて当該一又は二以上の連結財務諸表提出会社の連結会社のいずれでもないもの及び当該一又は二以上の外国連結財務諸

表提出会社の外国連結会社のいずれでもないものの国内売上高を合計した額

(c) Amount calculated by aggregating the respective amounts of domestic sales of the companies, etc. that belong to said group of combined companies and that are neither consolidated companies of said one or more companies obliged to submit consolidated financial statements nor foreign consolidated companies of said one or more companies obliged to submit foreign consolidated financial statements

2 前項の規定により国内売上高合計額を計算する場合には、当該企業結合集団に属する会社等相互間の取引に係る国内売上高について相殺消去をして合計することができる。

(2) Domestic sales from mutual transactions between companies, etc. that belong to a group of combined companies may be offset when calculating the total domestic sales amounttotal amount of domestic sales pursuant to the provisions of the preceding paragraph.

3 前項に規定する相殺消去をするにあつては、当該企業結合集団に属する会社等のうち、事業年度の末日が連結財務諸表提出会社等（第一項の規定に基づく国内売上高合計額の計算に用いる連結財務諸表を作成した連結財務諸表提出会社又は外国連結財務諸表を作成した外国連結財務諸表提出会社をいい、同項の規定に基づく当該企業結合集団の国内売上高合計額の計算をするために二以上の連結財務諸表又は外国連結財務諸表を用いようとする場合にあつては、そのうちいずれか一の連結財務諸表を作成した連結財務諸表提出会社又は外国連結財務諸表を作成した外国連結財務諸表提出会社をいう。以下この項において同じ。）の事業年度の末日と異なるものが、当該連結財務諸表提出会社等の事業年度の末日において、その国内売上高の額を算定するための決算を行うものとする。ただし、当該連結財務諸表提出会社等の事業年度の末日と当該企業結合集団に属する会社等の事業年度の末日との差異が三か月を超えない場合にあつては、この限りでない。

(3) In the case of offsetting as prescribed in the preceding paragraph, any company, etc. that belongs to said group of combined companies and whose business year ends on a day different from that of the company obliged to submit consolidated financial statements, etc. (which refers to the company obliged to submit consolidated financial statements that prepared the consolidated financial statements used to calculate the total amount of domestic sales pursuant to the provisions of paragraph (1) or the company obliged to submit foreign consolidated financial statements that prepared the foreign consolidated financial statements, and when two or more consolidated financial statements or foreign consolidated financial statements are to be used to calculate the total amount of domestic sales of said group of combined companies pursuant to said paragraph, refers to one of the companies obliged to submit consolidated financial statements that prepared said consolidated financial statements or one of the companies obliged to submit foreign consolidated financial statements that prepared said foreign consolidated

financial statements; hereinafter the same shall apply in this paragraph) shall settle its accounts to calculate its domestic sales on the final day of the business year of said company obliged to submit consolidated financial statements, etc.; provided, however, that this shall not apply when the difference between the final day of business year of said company obliged to submit consolidated financial statements, etc. and that of said company, etc. that belongs to said group of combined companies does not exceed three months.

(他の会社の国内売上高及び当該他の会社の子会社の国内売上高を合計した額)
(Total Amount of Domestic Sales of Another Company and Domestic Sales of its Subsidiary Companies)

第二条の四 法第十条第二項に規定する公正取引委員会規則で定める他の会社の国内売上高及び当該他の会社の子会社の国内売上高を合計する方法は、他の会社及び当該他の会社の子会社（次項及び次条において「他の会社等」という。）のそれぞれの国内売上高を合計する方法とする。

Article 2-4 (1) The total amount of domestic sales of other companies and domestic sales of subsidiary companies of said other companies, calculated using the method provided for in the Rules of the Fair Trade Commission, as referred to in Article 10, paragraph (2) of the Act, are calculated by aggregating the respective domestic sales of the other companies and subsidiary companies of said other companies (hereinafter referred to as "other company(ies), etc." in the following paragraph and the following Article).

2 前項の規定により他の会社等の国内売上高を合計した額を計算する場合には、当該他の会社等相互間の取引に係る国内売上高について相殺消去をして合計することができる。

(2) Domestic sales from mutual transactions among other companies, etc. may be offset when calculating the total amount of domestic sales of said other companies, etc. pursuant to the provisions of the preceding paragraph.

3 前項に規定する相殺消去をするにあつては、事業年度の末日が他の会社の事業年度の末日と異なる当該他の会社の子会社が当該他の会社の事業年度の末日において、その国内売上高の額を算定するための決算を行うものとする。ただし、当該他の会社の子会社の事業年度の末日と当該他の会社の事業年度の末日との差異が三か月を超えない場合にあつては、この限りでない。

(3) In the case of offsetting as prescribed in the preceding paragraph, any subsidiary company of another company whose business year ends on a day different from that of said other company shall settle its accounts to calculate its domestic sales on the final day of the business year of said other company; provided, however, that this shall not apply when the difference between the final day of business year of said subsidiary company and that of said other company does not exceed three months.

第二条の五 前条の規定にかかわらず、当該他の会社等のうちに連結財務諸表提出会社又は外国連結財務諸表提出会社がある場合には、次の各号に掲げる場合の区分に応じ、当該各号に定める額をもつて当該他の会社等の国内売上高を合計した額とすることができる。ただし、当該各号に定める額が前条の規定に従い計算した当該他の会社等の国内売上高を合計した額と著しく異なることが明らかであると認められるときは、この限りでない。

Article 2-5 (1) Notwithstanding the provisions of the preceding Article, if the other companies, etc. include a company obliged to submit consolidated financial statements or a company obliged to submit foreign consolidated financial statements, the total domestic sales amount of said other companies, etc. may be the amount listed in one of the following items that is deemed applicable in accordance with the classification thereof; provided, however, this shall not apply when it is deemed apparent that the amount prescribed in any of said items is remarkably different from the total amount of domestic sales of said other company, etc. calculated pursuant to the provisions of the preceding Article.

一 当該他の会社等のうちに一又は二以上の連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないものがある場合（第三号に規定する場合を除く。） イ及びロに掲げる額の合計額

(i) If the other companies, etc. include one or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or foreign consolidated financial statements (excluding cases that fall under item (iii) below): Total of the amounts listed in (a) and (b) below

イ 当該一又は二以上の連結財務諸表提出会社の作成する連結財務諸表のうち連結損益計算書における売上高から、当該連結財務諸表における海外売上高を控除した額をそれぞれ合計した額

(a) Amount calculated by aggregating the respective sales amounts recorded in the consolidated profit and loss statement included in the consolidated financial statements prepared by said one or more companies obliged to submit consolidated financial statements, less overseas sales

ロ 当該他の会社等であつて当該一又は二以上の連結財務諸表提出会社の連結会社のいずれでもないものの国内売上高を合計した額

(b) Amount calculated by aggregating the domestic sales amount of said other company, etc. that is not a consolidated company that includes said one or more companies obliged to submit consolidated financial statements

二 当該他の会社等のうちに一又は二以上の外国連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないものがある場合（次号に規定する場合を除く。） イ及びロに掲げる額の合計額

(ii) If the other companies, etc. include one or more companies obliged to submit foreign consolidated financial statements that are not subsidiary

companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under the following item):

Total of the amount listed in (a) and (b) below

イ 当該一又は二以上の外国連結財務諸表提出会社の作成する外国連結財務諸表に記載される当該外国連結財務諸表提出会社の外国連結会社の売上高の合計額のうち国内売上高を合計した額に相当するものをそれぞれ合計した額

(a) Amount calculated by aggregating the respective amounts, recorded in the foreign consolidated financial statements prepared by said one or more companies obliged to submit foreign consolidated financial statements, that represent the total amount of domestic sales included in the total amount of sales of foreign consolidated companies of said companies obliged to submit foreign consolidated financial statements

ロ 当該他の会社等であつて当該一又は二以上の外国連結財務諸表提出会社の外国連結会社のいずれでもないものの国内売上高を合計した額

(b) Amount calculated by aggregating the amount of domestic sales of said another company, etc. that are not foreign consolidated companies of said one or more companies obliged to submit foreign consolidated financial statements

三 当該他の会社等のうちに一又は二以上の連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないもの及び一又は二以上の外国連結財務諸表提出会社であつて他の連結財務諸表提出会社若しくは外国連結財務諸表提出会社の子会社でないものがある場合 次に掲げる額の合計額

(iii) If the other companies, etc. include one or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements, and one or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements: Total of the amount listed in the following

イ 当該一又は二以上の連結財務諸表提出会社の作成する連結財務諸表のうち連結損益計算書における売上高から、当該連結財務諸表における海外売上高を控除した額をそれぞれ合計した額

(a) Amount calculated by aggregating the respective amounts of sales recorded in the consolidated profit and loss statement included in the consolidated financial statements prepared by said one or more companies obliged to submit consolidated financial statements, less overseas sales in said consolidated financial statements

ロ 当該一又は二以上の外国連結財務諸表提出会社の作成する外国連結財務諸表に

記載される当該外国連結財務諸表提出会社の外国連結会社の売上高の合計額のうち国内売上高を合計した額に相当するものをそれぞれ合計した額

(b) Amount calculated by aggregating the respective amounts, recorded in the foreign consolidated financial statements prepared by said one or more companies obliged to submit foreign consolidated financial statements, that represent the total amount of domestic sales included in the total amount of sales of foreign consolidated companies of said companies obliged to submit foreign consolidated financial statements

ハ 当該他の会社等であつて当該一又は二以上の連結財務諸表提出会社の連結会社のいずれでもないもの及び当該一又は二以上の外国連結財務諸表提出会社の外国連結会社のいずれでもないものの国内売上高を合計した額

(c) Amount calculated by aggregating the respective amounts of domestic sales of said another company, etc. that are neither consolidated companies of said one or more companies obliged to submit consolidated financial statements nor foreign consolidated companies of said one or more companies obliged to submit foreign consolidated financial statements

2 前項の規定により他の会社等の国内売上高を合計した額を計算する場合には、当該他の会社等相互間の取引に係る国内売上高について相殺消去をして合計することができる。

(2) Domestic sales from mutual transactions among other companies, etc. may be offset when calculating the total amount of domestic sales of said other companies, etc. pursuant to the provisions of the preceding paragraph.

3 前項に規定する相殺消去をするにあつては、当該他の会社等のうち、事業年度の末日が連結財務諸表提出会社等（第一項の規定に基づく当該他の会社等の国内売上高を合計した額の計算に用いる連結財務諸表を作成した連結財務諸表提出会社又は外国連結財務諸表を作成した外国連結財務諸表提出会社をいい、同項の規定に基づく当該他の会社等の国内売上高を合計した額を計算するために二以上の連結財務諸表又は外国連結財務諸表を用いようとする場合にあっては、そのうちいずれか一の連結財務諸表を作成した連結財務諸表提出会社又は外国連結財務諸表を作成した外国連結財務諸表提出会社をいう。以下この項において同じ。）の事業年度の末日と異なるものが、当該連結財務諸表提出会社等の事業年度の末日において、その国内売上高の額を算定するための決算を行うものとする。ただし、当該連結財務諸表提出会社等の事業年度の末日と当該他の会社等の事業年度の末日との差異が三か月を超えない場合にあっては、この限りでない。

(3) In the case of offsetting as prescribed in the preceding paragraph, any other company, etc. whose business year ends on a day different from that of the company obliged to submit consolidated financial statements, etc. (which refers to the company obliged to submit consolidated financial statements that prepared the consolidated financial statements used to calculate the total amount of domestic sales of the other companies, etc. pursuant to the provisions of paragraph (1) or the company obliged to submit foreign

consolidated financial statements that prepared the foreign consolidated financial statements, and when two or more consolidated financial statements or foreign consolidated financial statements are to be used to calculate the total amount of domestic sales of the other companies, etc. pursuant to the provisions of said paragraph, refers to one of the companies obliged to submit consolidated financial statements that prepared said consolidated financial statements or one of the companies obliged to submit foreign consolidated financial statements that prepared said foreign consolidated financial statements; hereinafter the same shall apply in this paragraph) shall settle its accounts to calculate its domestic sales on the final day of the business year of said company obliged to submit consolidated financial statements, etc.; provided, however, this shall not apply when the difference between the final day of business year of said company obliged to submit consolidated financial statements, etc. and that of the other company, etc. does not exceed three months.

(株式の取得に関する計画の届出)

(Notification of Plan with Respect to Share Acquisition)

第二条の六 法第十条第二項の規定により株式の取得に関する計画を届け出ようとする者は、様式第四号（同条第五項の規定により適用される同条第二項の規定により株式の取得に関する計画を届け出ようとする者にあつては様式第五号）による届出書一通を公正取引委員会に提出しなければならない。ただし、合併又は分割をすることにより、株式取得会社が株式発行会社の株式の取得の後において所有することとなる当該株式発行会社の株式に係る議決権の数と、当該株式取得会社以外の会社等（法第十条第二項に規定する当該株式取得会社以外の会社等をいう。）が所有する当該株式発行会社の株式に係る議決権の数とを合計した議決権の数の当該株式発行会社の総株主の議決権の数に占める割合が法第十条第二項の政令で定める数値を超えることとなる場合において、法第十五条第二項の規定により公正取引委員会に届け出ることとされている合併に関する計画又は法第十五条の二第二項の規定により公正取引委員会に届け出ることとされている共同新設分割に関する計画若しくは法第十五条の二第三項の規定により公正取引委員会に届け出ることとされている吸収分割に関する計画において当該株式の取得に関する事項を記載したときは、その合併に関する計画又は共同新設分割に関する計画若しくは吸収分割に関する計画を届け出ることをもつて当該株式の取得に関する計画の届出書の提出に代えることができる。

Article 2-6 (1) A person who intends to give notification of a plan with respect to share acquisition pursuant to the provisions of Article 10, paragraph (2) of the Act shall submit to the Fair Trade Commission a written notice using Form No. 4 (or a written notice using Form No. 5 if the person intends to give notification of a plan with respect to share acquisition pursuant to paragraph (2) of said Article that is applied pursuant to paragraph (5) of said Article); provided, however, that when the ratio of the total number of voting rights

adding the voting rights from the shares of the share issuing company to be held by the share acquiring company after acquiring the shares of said share issuing company and the voting rights from the shares of said share issuing company held by companies, etc. other than said share acquiring company (which refers to the companies, etc. other than the share acquiring company prescribed by Article 10, paragraph (2) of the Act) to the number of voting rights held by all shareholders of said share issuing company exceeds the level specified by the Cabinet Order prescribed by Article 10, paragraph (2) of the Act as a result of a merger or a split, and when information on said share acquisition is stated in the plan with respect to a merger to be submitted to the Fair Trade Commission pursuant to the provisions of Article 15, paragraph (2) of the Act, in the plan with respect to a joint incorporation-type split to be submitted to the Fair Trade Commission pursuant to the provisions of Article 15-2, paragraph (2) of the Act or in the plan with respect to an absorption-type split to be submitted to the Fair Trade Commission pursuant to the provisions of Article 15-2, paragraph (3) of the Act, submission of the written notice on the plan with respect to said share acquisition may be replaced by filing of a notification of the plan with respect to the merger, the joint incorporation-type split or the absorption-type split.

2 前項の届出書には、次に掲げる書類を添付しなければならない。

- (2) The written notice described in the preceding paragraph shall include the following documents as attachments:
- 一 株式の取得に関する契約書の写又は意思決定を証するに足りる書類
 - (i) A copy of the contract with respect to the share acquisition or a document certifying the decision over the share acquisition
 - 二 届出会社の最近一事業年度の事業報告、貸借対照表及び損益計算書
 - (ii) The business report, balance sheet, and profit and loss statement of the notifying company for the most recent business year
 - 三 株式の取得に関し株主総会の決議又は総社員の同意があつたときには、その決議又は同意の記録の写
 - (iii) A copy of the record of resolution passed by the shareholders meeting, or record of consent from all members, with respect to the share acquisition, if any
 - 四 届出会社の属する企業結合集団の最終親会社により作成された有価証券報告書（金融商品取引法（昭和二十三年法律第二十五号）第二十四条第一項に規定する有価証券報告書をいい、外国におけるこれに相当するものを含む。第五条第三項第五号、第五条の二第四項第五号、第五条の三第三項第五号及び第六条第二項第五号において同じ。）その他当該届出会社が属する企業結合集団の財産及び損益の状況を示すために必要かつ適当なもの
 - (iv) The securities report prepared by the ultimate parent company of the group of combined companies to which the notifying company belongs (which

refers to the securities report prescribed by Article 24, paragraph (1) of the Financial Instruments and Exchange Act (Act No. 25 of 1948) and includes its equivalents in foreign countries; hereinafter the same shall apply in Article 5, paragraph (3), item (v), Article 5-2, paragraph (4), item (v), Article 5-3, paragraph (3), item (v), and Article 6, paragraph (2), item (v)) or any other document that is necessary and appropriate to show the assets and profit and loss situation of the group of combined companies to which the notifying company belongs

(株式取得会社があらかじめ届出を行うことが困難と認められる場合)

(Case that Prior Notification by Share Acquiring Company is Deemed Difficult)
第二条の七 法第十条第二項ただし書に規定する公正取引委員会規則で定める場合は、次に掲げる場合とする。

Article 2-7 The cases provided for in the Rules of the Fair Trade Commission as prescribed by the proviso of Article 10, paragraph (2) of the Act are the following:

一 株式の分割又は併合により発行される株式の取得をしようとする場合

(i) If the company intends to acquire shares issued as a result of split or consolidation of shares

二 会社法第百八十五条に規定する株式無償割当てによる株式の取得をしようとする場合

(ii) If the company intends to acquire shares in an allotment of shares without contribution prescribed by Article 185 of the Companies Act

三 会社法第二条第十九号に規定する取得条項付株式又は同法第二百七十三条第一項に規定する取得条項付新株予約権に係る取得事由の発生によりその取得の対価として交付する株式の取得をしようとする場合

(iii) Where the company intends to acquire shares delivered as the consideration for acquisition upon occurrence of any of the specified events involving shares subject to call listed in Article 2, item (xix) of the Companies Act or to share options subject to call prescribed by Article 273, paragraph (1) of the same Act

四 会社の子会社でない投資事業有限責任組合（外国の法令に基づいて設立された団体であつて投資事業有限責任組合に類似するもの（以下この号において「投資事業有限責任組合類似団体」という。）を含む。）の有限責任組合員（投資事業有限責任組合類似団体の構成員を含む。）となり、組合財産（投資事業有限責任組合類似団体の財産を含む。）として株式の取得をしようとする場合（当該有限責任組合員が、当該投資事業有限責任組合の無限責任組合員が行う投資判断を実質的に決定していると認められるときを除く。）

(iv) If the company intends to become a limited liability partner in an investment limited partnership (said partner includes a member of an organization similar to investment limited partnership defined below, and

said partnership includes organizations that were established under foreign laws and regulations and that are similar to the investment limited partnership (hereinafter referred to as "organization similar to investment limited partnership" in this item)) that is not a subsidiary company of a company and to acquire the shares as partnership property (including the property of an organization similar to investment limited partnership) (except when it is deemed that said limited liability partner substantially makes decisions over investments made by the unlimited liability partner(s) of said investment limited partnership)

五 会社の子会社でない民法（明治二十九年法律第八十九号）第六百六十七条第一項に規定する組合契約で会社に対する投資事業を営むことを約するものによつて成立する組合（外国の法令に基づいて設立された団体であつて当該組合に類似するもの（以下この号において「民法組合類似団体」という。）を含み、一人又は数人の組合員（民法組合類似団体の構成員を含む。以下この号において同じ。）にその業務の執行を委任しているものに限る。）の組合員（業務の執行を委任された者を除く。）となり、組合財産（民法組合類似団体の財産を含む。）として株式の取得をしようとする場合（当該組合員が、当該組合の業務の執行を委任された者が行う投資判断を実質的に決定していると認められるときを除く。）

(v) If the company intends to become a partner (excluding one delegated to manage a partnership business) in a partnership that is not a subsidiary company of a company and that was established by a partnership contract prescribed by Article 667, paragraph (1) of the Civil Code (Act No. 89 of 1896) whose purpose is operation of business to make investments into companies (including organizations that were established under foreign laws and regulations of foreign countries and that are similar to said partnership (hereinafter referred to as "organization similar to the Civil Code partnership" in this item) and limited to ones that delegate management of their business to one or more partners (including members of an organization similar to the Civil Code partnership; hereinafter the same shall apply in this item)) and to acquire the shares as partnership property (including property of an organization similar to the Civil Code partnership) (except when it is deemed that said partner substantially makes decisions over investments made by the person(s) delegated to manage business of said partnership)

六 金銭又は有価証券の信託に係る株式について、会社が、委託者又は受益者となり議決権を行使できる又は議決権の行使について受託者に指図を行うことができる場合であつて、金融商品取引業者等（金融商品取引法第三十四条に規定する金融商品取引業者等をいう。以下この号において同じ。）と投資一任契約（同法第二条第八項第十二号ロに規定する投資一任契約をいい、同号ロに規定する投資判断の全部を一任することを内容とするものに限る。）を締結し、受託者に他の会社の株式を取得させようとするとき（当該会社が、当該投資一任契約の相手方である金融商品取

引業者等が行う投資判断を実質的に決定していると認められるときを除く。)

(vi) If the company is a settlor or beneficiary of shares under a money or securities trust and may exercise the relevant voting rights or may instruct the trustee on the exercise of such voting rights and if the company has concluded a discretionary investment contract (which refers to the discretionary investment contract prescribed by Article 2, paragraph (8), item (xii)(b) of the Financial Instruments and Exchange Act and limited to a contract wherein one of the parties is fully entrusted with the discretion in making investment decisions prescribed in (b) of the same item) with a financial instruments business operator (which refers to the Financial Instruments Business Operator prescribed by Article 34 of the same Act; hereinafter the same shall apply in this item) to require the trustee to acquire shares of another company (except when it is deemed that said company substantially makes decisions over investments made by the financial instruments business operator, etc. as its counterparty to said discretionary investment contract)

七 金銭又は有価証券の信託に係る株式について、会社が、委託者又は受益者となり議決権を行使できる又は議決権の行使について受託者に指図を行うことができる場合であつて、受託者と委託者又は受益者のために受託者が投資判断を行うとともに、これに基づく投資を行うことを内容とする信託契約（信託財産の運用方法が特定されていないものに限る。）を締結し、受託者に他の会社の株式を取得させようとするとき（当該会社が、当該信託契約の相手方である受託者が行う投資判断を実質的に決定していると認められるときを除く。）

(vii) If the company is a settlor or beneficiary of shares under a money or securities trust and may exercise the relevant voting rights or may instruct the trustee on the exercise of such voting rights and if the company has concluded a trust contract with the trustee wherein the trustee shall make investment decisions and make investments based on the decisions for the settlor or beneficiary (limited to a contract that does not specify the method of utilization of the trust property;) to require the trustee to acquire shares of another company (except when it is deemed that said company substantially makes decisions over investments made by the trustee as the counterparty to said trust contract)

(株式取得会社が委託者として行使できる金銭の信託に係る議決権等から除かれるもの)

(Exclusions from Voting Rights, etc. from a Money Trust Exercisable by a Share Acquiring Company as the Settlor)

第二条の八 法第十条第三項に規定する公正取引委員会規則で定める議決権は、投資信託及び投資法人に関する法律（昭和二十六年法律第百九十八号）第十条の規定により、会社が投資信託委託会社（同法第二条第十一項に規定する投資信託委託会社をいう。

以下この条において同じ。)としてその行使について指図を行う株式に係る議決権及び同法第十条の規定に相当する外国の法令の規定により会社が投資信託委託会社に相当するものとしてその行使について指図を行う株式に係る議決権とする。

Article 2-8 Voting rights provided for in the Rules of the Fair Trade Commission as prescribed by Article 10, paragraph (3) of the Act shall be voting rights from shares whose exercise is instructed by the company as a settlor company of an investment trust (which refers to the settlor company of an investment trust prescribed by Article 2, paragraph (11) of the Act on Investment Trust and Investment Corporations (Act No. 198 of 1951); hereinafter the same shall apply in this Article) pursuant to the provisions of Article 10 of the same Act and voting rights from shares whose exercise is instructed by the company as the equivalent of a settlor company of an investment trust pursuant to the provisions of foreign laws and regulations equivalent to the provisions of Article 10 of the same Act.

(子会社及び親会社)

(Subsidiary Company and Parent Company)

第二条の九 法第十条第六項に規定する公正取引委員会規則で定めるものは、同項に規定する会社が他の会社等の財務及び事業の方針の決定を支配している場合における当該他の会社等とする。

Article 2-9 (1) The company, etc. prescribed in the Rules of the Fair Trade Commission that is referred to in Article 10, paragraph (6) of the Act is, when the company prescribed in the same paragraph controls the decisions over financial and business policies of a company, etc., said company, etc.

2 法第十条第七項に規定する公正取引委員会規則で定めるものは、会社が同項に規定する会社等の財務及び事業の方針の決定を支配している場合における当該会社とする。

(2) The company prescribed in the Rules of the Fair Trade Commission as prescribed by Article 10, paragraph (7) of the Act is, when a company controls the decisions over financial and business policies of the company, etc. prescribed in the same paragraph, said company.

3 前二項に規定する「財務及び事業の方針の決定を支配している場合」とは、次に掲げる場合（財務上又は事業上の関係からみて他の会社等の財務又は事業の方針の決定を支配していないことが明らかであると認められる場合を除く。）をいう。この場合において、他の会社等が民法第六百六十七条第一項に規定する組合契約によつて成立する組合、投資事業有限責任組合、有限責任事業組合及び特定組合類似団体である場合におけるこの項の規定の適用については、「議決権の総数」とあるのは「業務執行を決定する権限の全体」と、「所有している議決権」とあるのは「所有している業務執行を決定する権限」と、「数の割合が百分の五十を超えている場合」とあるのは「割合が百分の五十を超えている場合」と、「数の割合が百分の四十」とあるのは「割合が百分の四十」と、「自己所有等議決権数」とあるのは「自己所有等業務執行決定権限」と、「議決権の数の合計数」とあるのは「業務執行を決定する権限の合

計」と、「議決権を」とあるのは「業務執行を決定する権限を」とする。

- (3) "Controls the decisions over financial and business policies" as prescribed in the preceding two paragraphs means the cases listed below (excluding cases in which it is deemed apparent that the company does not control financial and business policies of another company, etc. in view of the financial or business relationship). In this case, when the provisions of this paragraph are applied to when another company, etc. is a partnership established by a partnership contract prescribed by Article 667, paragraph (1) of the Civil Code, an investment limited partnership, a limited liability partnership, or an organization similar to specified partnerships, the term "total number of voting rights" herein shall be deemed to be replaced by "whole of the authority to decide execution of business"; the term "voting rights held by" shall be deemed to be replaced by "authority to decide execution of business held by"; the term "the ratio of the number of ... exceeds 50 percent" shall be deemed to be replaced by "the ratio of ... exceeds 50 percent"; the term "the ratio of the number ... exceeds 40 percent" shall be deemed to be replaced by "the ratio ... exceeds 40 percent"; the term "the number of voting rights held by the company itself, etc." shall be deemed to be replaced by "authority to decide execution of business held by the company itself, etc."; the term "the total number of voting rights" shall be deemed to be replaced by "the total of the authority to decide execution of business"; and the term "its voting rights" shall be deemed to be replaced by "its authority to decide execution of business".

一 他の会社等（次に掲げる会社等であつて有効な支配従属関係が存在しないと認められるものを除く。次号及び第三号において同じ。）の議決権の総数に対する自己（その子会社を含む。次号及び第三号において同じ。）の計算において所有している議決権の数の割合が百分の五十を超えている場合

- (i) If the ratio of the number of voting rights held by the company itself (including its subsidiary companies; the same shall apply in items (ii) and (iii)) for its own account to the total number of voting rights of another company, etc. (which refers to companies listed below and excludes ones with which effective domination-subordination relationship is deemed not to exist; the same shall apply in items (ii) and (iii)) exceeds 50 percent:

イ 民事再生法（平成十一年法律第二百二十五号）の規定による再生手続開始の決定を受けた会社等

- (a) Company, etc. against which an order of commencement of rehabilitation proceedings has been made pursuant to the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999)

ロ 会社更生法（平成十四年法律第百五十四号）の規定による更生手続開始の決定を受けた株式会社

- (b) Stock company against which an order of commencement of corporate reorganization proceedings has been made pursuant to the provisions of

Corporate Reorganization Act (Act No. 154 of 2002)

ハ 破産法（平成十六年法律第七十五号）の規定による破産手続開始の決定を受けた会社等

(c) Company, etc. against which an order of commencement of bankruptcy proceedings has been made pursuant to the provisions of Bankruptcy Act (Act No. 75 of 2004)

ニ その他イからハまでに掲げる会社等に準ずる会社等

(d) Any other company, etc. that is equivalent to those listed in (a) to (c) above

二 他の会社等の議決権の総数に対する自己の計算において所有している議決権の数の割合が百分の四十以上である場合（前号に掲げる場合を除く。）であつて次に掲げるいずれかの要件に該当する場合

(ii) If the ratio of the number of voting rights held by the company itself for its own account to the total number of voting rights of another company, etc. (excluding cases listed in the preceding item) exceeds 40 percent and if any one of the following requirements is met:

イ 他の会社等の議決権の総数に対する自己所有等議決権数（次に掲げる議決権の数の合計数をいう。次号において同じ。）の割合が百分の五十を超えていること。

(a) That the ratio of the number of voting rights held by the company itself, etc. (which refers to the total number of voting rights listed below; the same shall apply in the following item) to the total number of voting rights of another company, etc. exceeds 50 percent

（１） 自己の計算において所有している議決権

1. Voting rights held by the company itself for its own account

（２） 自己と出資、人事、資金、技術、取引等において緊密な関係があることにより自己の意思と同一の内容の議決権を行使すると認められる者が所有している議決権

2. Voting rights held by a person who is deemed to exercise its voting rights based on the same intention as that of the company itself due to its close relationship with the company in terms of contribution, personnel affairs, fund, technology, trade, etc.

（３） 自己の意思と同一の内容の議決権を行使することに同意している者が所有している議決権

3. Voting rights held by a person who has agreed to exercise its voting rights based on the same intention as that of the company itself

ロ 他の会社等の取締役会その他これに準ずる機関の構成員の総数に対する次に掲げる者（当該他の会社等の財務及び事業の方針の決定に関して影響を与えることができるものに限る。）の数の割合が百分の五十を超えていること。

(b) That the ratio of the number of the following persons (limited to those who are capable of influencing decisions of financial and business policies of another company, etc.) to the total number of members of the board of

directors or any other equivalent organization of said other company, etc.
exceeds 50 percent

(1) 自己の役員

1. Officers of the company

(2) 自己の業務を執行する役員

2. Officers of the company who execute its business

(3) 自己の使用人

3. Employees of the company

(4) (1) から (3) までに掲げる者であつた者

4. Persons who used to fall under 1, 2 or 3 above

ハ 自己が他の会社等の重要な財務及び事業の方針の決定を支配する契約等が存在すること。

(c) That there exists a contract, etc. under which the company controls decisions over important financial and business policies of another company, etc.

ニ 他の会社等の資金調達額（貸借対照表の負債の部に計上されているものに限る。次号において同じ。）の総額に対する自己が行う融資（債務の保証及び担保の提供を含む。次号において同じ。）の額（自己と出資、人事、資金、技術、取引等において緊密な関係のある者が行う融資の額を含む。次号において同じ。）の割合が百分の五十を超えていること。

(d) That the ratio of the amount financed by the company (said finance includes guarantee of obligation and provisions of security, and said amount includes the amount financed by a person who has a close relationship with the company in terms of contribution, personnel affairs, fund, technology, trade, etc.; the same shall apply in the following item) to the total amount of funds procured by another company, etc. (limited to the amount recorded as liabilities in the balance sheet; the same shall apply in the following item) exceeds 50 percent

ホ その他自己が他の会社等の財務及び事業の方針の決定を支配していることが推測される事実が存在すること。

(e) That there exists any other fact from which it is assumed that the company controls decisions over financial and business policies of another company, etc.

三 他の会社等の議決権の総数に対する自己所有等議決権数の割合が百分の五十を超えている場合（自己の計算において議決権を所有していない場合を含み、前二号に掲げる場合を除く。）であつて前号ロからホまでに掲げるいずれかの要件に該当する場合。この場合において、他の会社等が民法第六百六十七条第一項に規定する組合契約によつて成立する組合、投資事業有限責任組合、有限責任事業組合及び特定組合類似団体であるときは、資金調達額の総額に対する自己が行う融資の額の割合を考慮しないものとする。

(iii) If the ratio of the number of voting rights held by the company itself to the

total number of voting rights of another company, etc. exceeds 50 percent (including when voting rights are not held for its own account and excluding cases listed in the preceding two items) and if any one of the requirements listed in (b) to (e) of the preceding item is met. In this case, if another company, etc. is a partnership established by a partnership contract prescribed by paragraph (1), Article 667 of the Civil Code, an investment limited partnership, a limited liability partnership, or an organization similar to specified partnerships, the ratio of the amount financed by the company itself to the total amount of funds procured must not be taken into consideration.

(法第十一条第一項ただし書に規定する公正取引委員会の認可の申請)

(Application for Approval of the Fair Trade Commission Pursuant to the Proviso of Article 11, Paragraph (1) of the Act)

第三条 法第十一条第一項ただし書の規定により国内の会社の議決権をその総株主の議決権の百分の五（保険業を営む会社にあつては、百分の十。次条において同じ。）を超えて有することとなる場合における議決権の取得又は保有についての認可を受けようとする者は、様式第六号による申請書正副二通を公正取引委員会に提出しなければならない。

Article 3 (1) A person who seeks approval for the acquisition or holding of voting rights of a company in Japan that results in holding in excess of five percent (or ten percent for a company engaged in insurance business; the same shall apply in the following Article) of the voting rights of all shareholders pursuant to the provisions in the proviso of Article 11, paragraph (1) of the Act shall submit to the Fair Trade Commission two sets of a written application, specifically the original and a duplicate, using Form No. 6.

2 前項の認可申請書には、当該議決権に係る株式を発行した会社の定款、最近一事業年度の事業報告、貸借対照表及び損益計算書を添付しなければならない。

(2) The written application for approval described in the preceding paragraph shall include as attachments the articles of incorporation, business report, balance sheet, and profit and loss statement of the company issuing shares conferring the voting rights for the most recent business year.

(法第十一条第二項に規定する公正取引委員会の認可の申請)

(Application for Approval of the Fair Trade Commission Pursuant to Article 11, Paragraph (2) of the Act)

第四条 法第十一条第二項の規定により、国内の会社の議決権をその総株主の議決権の百分の五を超えて有することとなつた日から一年を超えて当該議決権を保有しようとする場合における議決権の保有についての認可を受けようとする者は、様式第七号による申請書正副二通を公正取引委員会に提出しなければならない。

Article 4 (1) A person who seeks approval for the holding of voting rights of a

company in Japan in which it expects to hold voting rights in excess of five percent of the voting rights of all shareholders for a period exceeding one year from the date of acquisition, pursuant to the provisions of Article 11, paragraph (2) of the Act, shall submit to the Fair Trade Commission two sets of a written application, specifically the original and a duplicate, using Form No. 7.

2 前項の認可申請書には、当該議決権に係る株式を発行した会社の最近一事業年度の事業報告、貸借対照表及び損益計算書を添付しなければならない。

(2) The written application for approval described in the preceding paragraph shall include as attachments the business report, balance sheet, and profit and loss statement of the company issuing shares conferring the voting rights for the most recent business year.

(合併に関する計画の届出)

(Notification of Plan with Respect to Merger)

第五条 法第十五条第二項の規定により合併に関する計画を届け出ようとする者は、様式第八号による届出書一通を公正取引委員会に提出しなければならない。

Article 5 (1) A person who files a notification of the plan with respect to a merger pursuant to the provisions of Article 15, paragraph (2) of the Act shall submit to the Fair Trade Commission a written notice using Form No. 8.

2 前項の届出書は、当事者の連名で提出しなければならない。

(2) The written notice described in the preceding paragraph shall be submitted in joint names of the relevant parties.

3 第一項の届出書には、次に掲げる書類を添付しなければならない。

(3) The written notice described in paragraph (1) shall include the following documents as attachments:

一 届出会社（合併当事会社のすべてをいう。以下この項において同じ。）の定款

(i) The articles of incorporation of each of the notifying companies (which refers to all companies involved in the merger; hereinafter the same shall apply in this paragraph)

二 合併契約書の写

(ii) A copy of the merger contract

三 届出会社の最近一事業年度の事業報告、貸借対照表及び損益計算書並びに総株主の議決権の百分の一を超えて保有するものの名簿

(iii) The business report, balance sheet, and profit and loss statement for the most recent business year as well as a list of shareholders each holding in excess of one percent of the voting rights held by all shareholders of each notifying company

四 合併に関し株主総会の決議又は総社員の同意があつたときは、その決議又は同意の記録の写

(iv) A copy of the record of resolution passed by the shareholders meeting, or

- record of consent from all members, with respect to the merger, if any
- 五 届出会社の属する企業結合集団の最終親会社により作成された有価証券報告書その他当該届出会社が属する企業結合集団の財産及び損益の状況を示すために必要かつ適当なもの
- (v) The securities report prepared by the ultimate parent company of the group of combined companies to which each notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined companies to which each notifying company belongs

(分割に関する計画の届出)

(Notification of Plan with Respect to Split)

第五条の二 法第十五条の二第二項の規定により共同新設分割に関する計画を届け出ようとする者は、様式第九号による届出書一通を公正取引委員会に提出しなければならない。

Article 5-2 (1) A person who files a notification of the plan with respect to a joint incorporation-type split pursuant to the provisions of Article 15-2, paragraph (2) of the Act shall submit to the Fair Trade Commission a written notice using Form No. 9.

2 法第十五条の二第三項の規定により吸収分割に関する計画を届け出ようとする者は、様式第十号による届出書一通を公正取引委員会に提出しなければならない。

(2) A person who files a notification of the plan with respect to an absorption-type split pursuant to the provisions of Article 15-2, paragraph (3) of the Act shall submit to the Fair Trade Commission a written notice using Form No. 10.

3 前二項の届出書は、当事者の連名で提出しなければならない。

(3) The written notice described in the preceding two paragraphs shall be submitted in joint names of the relevant parties.

4 第一項及び第二項の届出書には、次に掲げる書類を添付しなければならない。

(4) The written notice described in paragraphs (1) and (2) shall include the following documents as attachments:

一 届出会社（分割の当事会社すべてをいう。以下この項において同じ。）の定款

(i) The articles of incorporation of each of the notifying companies (which refers to all companies involved in the split; hereinafter the same shall apply in this paragraph)

二 分割計画書又は分割契約書の写

(ii) A copy of the written split plan or of the split contract

三 届出会社の最近一事業年度の事業報告、貸借対照表及び損益計算書並びに総株主の議決権の百分の一を超えて保有するものの名簿

(iii) The business report, balance sheet, and profit and loss statement for the most recent business year as well as a list of shareholders each holding in excess of one percent of the voting rights held by all shareholders of each

notifying company

四 分割に関し株主総会の決議又は総社員の同意があつたときには、その決議又は同意の記録の写

(iv) A copy of the record of resolution passed by the shareholders meeting or record of consent from all members, with respect to the split, if any

五 届出会社の属する企業結合集団の最終親会社により作成された有価証券報告書その他当該届出会社が属する企業結合集団の財産及び損益の状況を示すために必要かつ適当なもの

(v) The securities report prepared by the ultimate parent company of the group of combined companies to which each notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined companies to which each notifying company belongs

(共同株式移転に関する計画の届出)

(Notification of Plan with Respect to Joint Share Transfer)

第五条の三 法第十五条の三第二項の規定により共同株式移転に関する計画を届け出ようとする者は、様式第十一号による届出書一通を公正取引委員会に提出しなければならない。

Article 5-3 (1) A person who files a notification of the plan with respect to a joint share transfer pursuant to the provisions of Article 15-3, paragraph (2) of the Act shall submit to the Fair Trade Commission a written notice using Form No. 11.

2 前項の届出書は、当事者の連名で提出しなければならない。

(2) The written notice described in the preceding paragraph shall be submitted in joint names of the relevant parties.

3 第一項の届出書には、次に掲げる書類を添付しなければならない。

(3) The written notice described in paragraph (1) shall include the following documents as attachments:

一 届出会社（共同株式移転当事会社のすべてをいう。以下この項において同じ。）の定款

(i) The articles of incorporation of each of the notifying companies (which refers to all companies involved in the joint share transfer; hereinafter the same shall apply in this paragraph)

二 共同株式移転計画書又は共同株式移転契約書の写

(ii) A copy of the written plan on the joint share transfer or of the contract on the joint share transfer

三 届出会社の最近一事業年度の事業報告、貸借対照表及び損益計算書並びに総株主の議決権の百分の一を超えて保有するものの名簿

(iii) The business report, balance sheet, and profit and loss statement for the most recent business year as well as a list of shareholders each holding in

excess of one percent of the voting rights held by all shareholders of each notifying company

四 共同株式移転に関し株主総会の決議があつたときには、その決議の記録の写

(iv) A copy of the record of resolution passed by the shareholders meeting with respect to the joint share transfer, if any

五 届出会社の属する企業結合集団の最終親会社により作成された有価証券報告書その他当該届出会社が属する企業結合集団の財産及び損益の状況を示すために必要かつ適当なもの

(v) The securities report prepared by the ultimate parent company of the group of combined companies to which each notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined companies to which each notifying company belongs

(事業等の譲受けに関する計画の届出)

(Notification of Plan with Respect to Acquisition of Business, etc.)

第六条 法第十六条第二項の規定により事業又は事業上の固定資産の譲受け（以下「事業等の譲受け」という。）に関する計画を届け出ようとする者は、様式第十二号による届出書一通を公正取引委員会に提出しなければならない。

Article 6 (1) A person who files a notification of the plan with respect to an acquisition of a business or fixed assets used for business (hereinafter referred to as "acquisition of business, etc.") pursuant to the provisions of Article 16, paragraph (2) of the Act shall submit to the Fair Trade Commission a written notice using Form No. 12.

2 前項の届出書には、次に掲げる書類を添付しなければならない。

(2) The written notice described in the preceding paragraph shall include the following documents as attachments:

一 届出会社及び相手会社の定款

(i) The articles of incorporation of the notifying company and the other company

二 当該行為に関する契約書の写

(ii) A copy of the contract relevant to the act

三 届出会社及び相手会社の最近一事業年度の事業報告、貸借対照表及び損益計算書並びに総株主の議決権の百分の一を超えて保有するものの名簿

(iii) The business report, balance sheet, and profit and loss statement for the most recent business year as well as a list of shareholders each holding in excess of one percent of the voting rights held by all shareholders of the notifying company and the other company

四 当該行為に関し株主総会の決議又は総社員の同意があつたときは、その決議又は同意の記録の写

(iv) A copy of the record of resolution passed by the shareholders meeting, or

record of consent from all members, with respect to the act, if any

五 届出会社の属する企業結合集団の最終親会社により作成された有価証券報告書その他当該届出会社が属する企業結合集団の財産及び損益の状況を示すために必要かつ適当なもの

(v) The securities report prepared by the ultimate parent company of the group of combined companies to which the notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined companies to which the notifying company belongs.

(届出受理書の交付等)

(Delivery of Written Notice Receipt, etc.)

第七条 公正取引委員会は、第二条の六又は前四条の規定による届出書を受理したときは、届出会社に対し、様式第十三号、様式第十四号、様式第十五号、様式第十六号、様式第十七号又は様式第十八号による届出受理書を交付するものとする。

Article 7 (1) On receipt of the written notice pursuant to the provisions of Article 2-6 or any of the four preceding Articles, the Fair Trade Commission shall deliver to the notifying company a written notice receipt in Form No. 13, 14, 15, 16, 17 or 18.

2 公正取引委員会は、第二条の六又は前四条の規定による届出書類の記載事項が欠けている場合は、届出会社に対し、当該届出書類の訂正を命じたうえ前項の届出受理書を交付することができる。

(2) In the event of any omission of information in the notification documents pursuant to the provisions of Article 2-6 or any of the four preceding Articles, the Fair Trade Commission may deliver the written notice receipt described in the preceding paragraph after requiring the notifying company to correct the notification documents.

3 届出会社は、届出後株式の取得をした日又は合併、分割、株式移転若しくは事業等の譲受けの効力が生ずる日までに届出書類の記載事項に変更があつた場合（次項に規定する場合を除く。）は、遅滞なく、様式第十九号、様式第二十号、様式第二十一号、様式第二十二号、様式第二十三号又は様式第二十四号による変更報告書一通を公正取引委員会に提出しなければならない。

(3) If there is any change in the information in the notification documents before the date when the notifying company acquires the shares after the notification or before the date the merger, split, share transfer, or acquisition of business, etc. takes effect (excluding cases prescribed in the following paragraph), the notifying company shall without delay submit to the Fair Trade Commission a written change report in Form No. 19, 20, 21, 22, 23 or 24.

4 届出会社は、届出後株式の取得をした日又は合併、分割、株式移転若しくは事業等の譲受けの効力が生ずる日までに届出書類の記載事項に重要な変更があつた場合は、改めて第二条の六、第五条、第五条の二、第五条の三又は第六条の規定による届出書

類を公正取引委員会に提出しなければならない。

(4) If there is any significant change in the information in the notification documents before the date when the notifying company acquires the shares after the notification or before the date the merger, split, share transfer or acquisition of business, etc. takes effect, the notifying company shall resubmit to the Fair Trade Commission the notification documents pursuant to the provisions of Article 2-6, 5, 5-2, 5-3 or 6.

5 届出会社は、株式の取得をした日又は合併、分割、株式移転若しくは事業等の譲受けの効力が生じたときは、様式第二十五号、様式第二十六号、様式第二十七号、様式第二十八号、様式第二十九号又は様式第三十号による完了報告書一通を公正取引委員会に提出しなければならない。

(5) On the date when the notifying company has acquired the shares or when the merger, split, share transfer or acquisition of business, etc. has taken effect, the notifying company shall submit to the Fair Trade Commission a written completion report in Form No. 25, 26, 27, 28, 29 or 30.

(報告等要請書又は報告等受理書の交付)

(Delivery of Written Request for Reports, etc. or Written Receipt of Reports, etc.)

第八条 公正取引委員会は、届出会社に対し、法第十条第九項（法第十五条第三項、法第十五条の二第四項、法第十五条の三第三項及び法第十六条第三項において読み替えて準用する場合を含む。次項において同じ。）に規定する必要な報告、情報又は資料の提出（以下「報告等」という。）を求めるときは、様式第三十一号、様式第三十二号、様式第三十三号、様式第三十四号、様式第三十五号又は様式第三十六号による報告等要請書を交付するものとする。

Article 8 (1) When requesting a notifying company to submit the necessary reports, information or materials (hereinafter referred to as the "reports, etc.") prescribed by Article 10, paragraph (9) of the Act (including mutatis mutandis application pursuant to the provisions of Article 15, paragraph (3), Article 15-2, paragraph (4), Article 15-3, paragraph (3), and Article 16, paragraph (3) of the Act; hereinafter the same shall apply in the following paragraph), the Fair Trade Commission shall deliver a written request for reports, etc. in Form No. 31, 32, 33, 34, 35 or 36.

2 公正取引委員会は、届出会社から法第十条第九項に規定する報告等を受理したときは、届出会社に対し、様式第三十七号、様式第三十八号、様式第三十九号、様式第四十号、様式第四十一号又は様式第四十二号による報告等受理書を交付するものとする。

(2) On receipt from the notifying company of the reports, etc. prescribed by Article 10, paragraph (9) of the Act, the Fair Trade Commission shall deliver to the notifying company a written receipt of reports, etc. in Form No. 37, 38, 39, 40, 41 or 42.