

# Order for Enforcement of the Insurance Business Act

(Cabinet Order No. 425 of December 22, 1995)

Pursuant to the provisions of the Insurance Business Act (Act No. 105 of 1995) and for the purpose of enforcement of said Act, the Cabinet hereby enacts this Cabinet Order in replacement of the Order for Enforcement of the Insurance Business Act (Imperial Ordinance No. 904 of 1939) in its entirety.

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## Chapter I General Provisions

(Definitions)

Article 1 In this Cabinet Order, the terms "Insurance Business," "Insurance Company," "Life Insurance Company," "Non-Life Insurance Company," "Mutual Company," "Foreign Insurer," "Foreign Insurance Company, etc.," "Foreign Life Insurance Company, etc.," "Foreign Non-Life Insurance Company, etc.," "Foreign Mutual Company," "All Shareholders' Voting Rights, etc.," "Subsidiary Company" and "Subsidiary" "Major Shareholder Threshold," "Insurance Company's Major Shareholder," "Insurance Holding Company," "Low-Cost, Short-Term Insurers," "Life Insurance Agent," "Non-Life Insurance Representative," "Low-Cost, Short-Term Insurance Agent," "Insurance Agent," "Affiliated Insurance Company, etc.," "Insurance Broker," "Insurance Solicitation," and "Method of Public Notice" mean "Insurance Business," "Insurance Company," "Life Insurance Company," "Non-Life Insurance Company," "Mutual Company," "Foreign Insurer," "Foreign Insurance Company, etc.," "Foreign Life Insurance Company, etc.," "Foreign Non-Life Insurance Company, etc.," "Foreign Mutual Company," "All Shareholders'

Voting Rights, etc. , "Subsidiary Company" and "Subsidiary" "Major Shareholder Threshold," "Insurance Company's Major Shareholder," "Insurance Holding Company," "Low-Cost, Short-Term Insurers," "Life Insurance Agent," "Non-Life Insurance Representative," "Low-Cost, Short-Term Insurance Agent," "Insurance Agent, "Affiliated Insurance Company, etc.," "Insurance Broker," "Insurance Solicitation," and "Method of Public Notice" as respectively defined in Article 2 of the Insurance Business Act (hereinafter referred to as the "Act").

(Scope of Persons Excluded from the Category of "Company or Other Enterprise")

Article 1-2 (1) The enterprise specified by Cabinet Order, referred to in Article 2, paragraph (1), item (ii), sub-item (b) of the Act, shall be a company (including a foreign company; the same shall apply in item (ii) of the following Article) or any other enterprise (excluding an Insurance Company, Foreign Insurance Company, etc., Underwriting Member (meaning an Underwriting Member as defined in Article 219, paragraph (1) of the Act; the same shall apply hereinafter) of a Licensed Specified Juridical Person (meaning a Licensed Specified Juridical Person as defined in Article 223, paragraph (1) of the Act; the same shall apply hereinafter), and also excluding a Low-Cost, Short-Term Insurer) whose sole purpose is for an organization comprising said company or other enterprise or the officers or employees thereof (including persons who formerly held positions as officers or employees; hereinafter the same shall apply in this paragraph and Article 1-3, items (ii) and (iii)) to render underwriting services for the insurance specified in the items of Article 3, paragraph (4) of the Act or in the items of paragraph (5) of that Article with those officers or employees or the relatives thereof (limited to their spouses and their relatives by blood or affinity within the second degree of kinship; the same shall apply hereinafter) as the other parties thereto.

(2) The relatives specified by Cabinet Order, referred to in Article 2, paragraph (1), item (ii), sub-item (b) of the Act, shall be spouses and relatives by blood or affinity within the second degree of kinship.

(Business Excluded from the Definition of Insurance Business)

Article 1-3 The business specified by Cabinet Order, referred to in Article 2, paragraph (1), item (ii), sub-item (g), shall be as follows:

- (i) that which a local government undertakes with an enterprise (limited to enterprises located within the district of said local government) or its officers or employees (excluding the business set forth in Article 2, paragraph (1), item (ii), sub-item (a)) as the other party thereto;
- (ii) that which a single company (excluding a company (other than an

Insurance Company, Foreign Insurance Company, etc., Underwriting Members of a Licensed Specified Juridical Person, and also excluding Low-Cost, Short-Term Insurers) whose sole purpose is for an organization comprising such company or its Consolidated Subsidiary Company, etc. (meaning a Subsidiary Company or other type of company which is required to prepare its financial statements or any other documents on a consolidated basis together with such company pursuant to the provisions of Cabinet Office Ordinance, and including a company which was a Consolidated Subsidiary Company, etc.; hereinafter the same shall apply in this item) and their officers or employees to render underwriting services for the insurance specified in the items of Article 3, paragraph (4) of the Act and in the items of paragraph (5) of that Article with the members of that organization or their relatives as the other parties) or its Consolidated Subsidiary Company, etc. and their officers or employees undertake for its members and their relatives as the other parties (excluding business set forth in Article 2, paragraph (1), item (ii), sub-item (b) or (d));

(iii) that which an organization comprising a single umbrella religious corporation (meaning, where there exists a religious organization as defined in Article 52, paragraph (2), item (iv) of the Religious Corporations Act, (Act No. 126 of 1951), an entity that is the relevant religious organization and that is a religious corporation (meaning a religious corporation as defined in Article 4, paragraph (2) of the same Act); the same shall apply hereinafter in this item), a religious corporation under the control of said umbrella religious corporation, or the officers or employees thereof undertakes with the members of said organization or their relatives as the other parties thereto (excluding business set forth in Article 2, paragraph (1), item (ii), sub-item (b));

(iv) that which an organization comprising members (including persons who formerly were members; hereinafter the same shall apply in this item) of a single National Government Employees' Mutual Aid Association (meaning a National Government Employees' Mutual Aid Association established under Article 3, paragraph (1) or (2) of the National Government Employees' Mutual Aid Association Act (Act No. 128 of 1958)) or members of a Local Government Employees' Mutual Aid Association (meaning a Local Government Employees' Mutual Aid Association established under Article 3, paragraph (1) of the Local Government Employees', etc. Mutual Aid Association Act (Act No. 152 of 1962); hereinafter the same shall apply in this item) (in the case of an organization comprising members of a Local Government Employees' Mutual Aid Association, limited to an organization comprising members appointed by the same appointer) undertakes with the members thereof or their relatives as the other parties thereto;

- (v) that which an organization comprising members of the Diet (including persons who were formerly members of the Diet) or by members (including persons who formerly were members) of a single Regional Council Members' Mutual Aid Association (meaning a Regional Council Members' Mutual Aid Association as defined in Article 151, paragraph (1) of the Local Government Employees', etc. Mutual Aid Association Act; and limited to an association comprising members belonging to the council of the same local government) undertakes with the members thereof or their relatives as the other parties thereto;
- (vi) that which a single School (meaning a school as defined in Article 1 of the School Education Act (Act No. 26 of 1947); the same shall apply in item (viii)) undertakes with the children or young children thereof as the other parties thereto;
- (vii) that which an organization comprising a single Specialized Training College (meaning a Specialized Training College as defined in Article 124 of the School Education Act; hereinafter the same shall apply in this item and the following item), a single School for Specialized Education (limited to a School for Specialized Education as defined in Article 134, paragraph (1) of that Act that is as specified by Cabinet Office Ordinance; hereinafter the same shall apply in this item and the following item) or by students of a single Specialized Training College or School for Specialized Education (for a School for Specialized Education, limited to an institution as specified by Cabinet Office Ordinance; hereinafter the same shall apply in this item and the following item) undertakes with the students thereof as the other parties thereto;
- (viii) that which an organization comprising the students of two or more Schools, etc. (meaning Schools, Specialized Training Colleges, and Schools for Specialized Education; the same shall apply in the following item) established by the same founder (excluding the State and local governments; the same shall apply in the following item) undertakes with the Students, etc. (meaning students, children, or young children; the same shall apply in that item) thereof as the other parties thereto; and
- (ix) that which an organization comprising the guardians (meaning the persons who exercise parental authority or who are the curators) of the Students, etc. of a single School, etc. , the guardians of the Students, etc. of two or more Schools, etc. established by the same founder, or the teachers and staff members thereof, undertakes with its members or Students, etc. as the other parties thereto.

Article 1-4 (1) The number of persons specified by Cabinet Order, referred to in Article 2, paragraph (1), item (iii) of the Act, shall be one thousand.

- (2) The business specified by Cabinet Order, referred to in Article 2, paragraph (1), item (iii) of the Act, shall be that which falls under any of the following items:
- (i) where two or more organizations have entrusted the management of their business and property to the same person, or where two or more organizations are closely related as specified by Cabinet Office Ordinance, business in which the total number other parties for said two or more organizations does not exceed one thousand;
  - (ii) where two or more organizations have jointly invested of monies or other assets collected as insurance premiums, or where they have jointly reinsured insurance contracts underwritten thereby, business in which the total number of other parties for said two or more organizations does not exceed one thousand;
  - (iii) the business of underwriting reinsurance; and
  - (iv) business that includes the underwriting of insurance and in which the total amount of annual insurance premiums (for an insurance contract specified by Cabinet Office Ordinance, meaning insurance premiums as specified by Cabinet Office Ordinance; hereinafter the same shall apply in this item) collected from a single individual exceeds five hundred thousand yen; or business that includes the underwriting of insurance and in which the total amount of annual insurance premiums collected from a single juridical person exceeds ten million yen.

(Terms of Coverage for Insurance under Low-Cost, Short-Term Insurance Services)

Article 1-5 The period specified by Cabinet Order, referred to in Article 2, paragraph (17) of the Act, shall be one year (or two years, for the insurance specified in Article 3, paragraph (5), item (i) of the Act).

(Amounts of Insurance Proceeds for Insurance Connected with Low-Cost, Short-Term Insurance Services)

Article 1-6 The amount specified by Cabinet Order, referred to in Article 2, paragraph (17) of the Act, shall be, per insured person, the amount specified in each of the following items in accordance with the categories of insurance set forth therein:

- (i) insurance where the insurer promises to pay a fixed amount of insurance proceeds in connection with a person's death (excluding insurance as specified in item (v)): three million yen
- (ii) insurance where the insurer promises to pay a fixed amount of insurance proceeds in connection with any of the events specified in Article 3, paragraph (4), item (ii), sub-item (a), (b), (d) or (e) of the Act, or to

compensate the relevant person for damages thereto that arise therefrom (excluding insurance specified in the following item and item (iv)): eight hundred thousand yen

- (iii) Critical Illness Insurance (meaning insurance where the insurer promises to pay a fixed amount of insurance proceeds, in connection with a person's critically ill state as specified by Cabinet Office Ordinance from among the events specified in Article 3, paragraph (4), item (ii), sub-item (b) or (d) of the Act; or insurance where the insurer promises to compensate such person for damages thereto that arise therefrom; hereinafter the same shall apply in this item and the following item) that requires that, where any insurance set forth in item (i), the following item, or item (v) has been included in addition to said Critical Illness Insurance in the insurance underwritten for the same insured, the insurance proceeds or damage compensation under the Critical Illness Insurance (hereinafter referred to as "Payment, etc. of Insurance Proceeds" in this Article) will accordingly result in a reduction in the amount of insurance proceeds from the insurance set forth in item (i), the following item, or item (v) by the portion corresponding to the amount of such Payment, etc. of Insurance Proceeds (excluding insurance as specified in the following item): three million yen
- (iv) Specific Critical Illness Insurance (meaning Critical Illness Insurance that covers a person's critically ill state resulting from an injury he/she has received; hereinafter the same shall apply in this item) that requires that, where any insurance set forth in item (i), the preceding item or the following item has been included in addition to said Specific Critical Illness Insurance in the insurance underwritten for the same insured, the Payment, etc. of such Insurance Proceeds will accordingly result in a reduction in the insurance proceeds under the insurance set forth in item (i), the preceding item or the following item by the portion corresponding to the amount of such Payment, etc. of Insurance Proceeds. : six million yen
- (v) Accidental Death Insurance (meaning insurance where the insurer promises to pay a fixed amount of insurance proceeds in connection with the event specified in Article 3, paragraph (4), item (ii), sub-item (c) of the Act; or insurance where the insurer promises to compensate the relevant person for damage arising therefrom; hereinafter the same shall apply in this item): three million yen (or six million yen where any insurance set forth in item (i) has been included in addition to said Accidental Death Insurance in the insurance underwritten for the same insured, the Payment, etc. of Insurance Proceeds under the Accidental Death Insurance will accordingly result in a reduction in the amount of insurance proceeds from the insurance set forth in item (i) by the portion corresponding to the amount of such Payment, etc. of Insurance Proceeds); or

(vi) insurance specified in Article 3, paragraph (5), item (i) of the Act: ten million yen

(Insurance Excluded from Insurance Connected with Low-Cost, Short-Term Insurance Services)

Article 1-7 Insurance specified by Cabinet Order, referred to in Article 2, paragraph (17) of the Act, shall be as follows:

- (i) insurance where the insurer promises to pay a fixed amount of insurance proceeds, in connection with a person's survival;
- (ii) insurance where the insurer promises to pay a maturity refund upon expiration of the term of coverage;
- (iii) insurance for which the creation of a Special Account as set forth in Article 118, paragraph (1) is required under that paragraph;
- (iv) reinsurance;
- (v) insurance for which the amount of insurance premiums, or the amount of benefits such as insurance proceeds or refunds, is denominated in a foreign currency; and
- (vi) insurance whose insurance premiums, in whole or in part, are to be paid on a regular basis or by way of installment payments, and where the payment period exceeds one year.

(Special Relationships)

Article 2 The special relationship specified by Cabinet Order, referred to in Article 2-2, paragraph (1), item (vi) of the Act, shall be the relationship of relatives within the third degree of kinship.

## **Chapter II Insurance Companies, Foreign Insurance Companies, etc. and Low-Cost, Short-Term Insurers**

### **Section 1 Insurance Companies, Foreign Insurance Companies, etc. and Low-Cost, Short-Term Insurers**

(Minimum Requirements for the Amount of Stated Capital or Total Amount of Funds)

Article 2-2 The amount specified by Cabinet Order, referred to in Article 6, paragraph (1) of the Act, shall be one billion yen.

(Scope of Insurance Claims, etc.)

Article 3 The rights specified by Cabinet Order, referred to in Article 17, paragraph (5) of the Act, shall be as follows:

- (i) insurance claims;
- (ii) the right to claim compensation for damages (excluding the claims specified

- in the preceding item); and
- (iii) a right to claim refunds, surplus, Policy Dividends (meaning policy dividends as defined in Article 114, paragraph (1) of the Act; the same shall apply in Article 36-4, item (iv) and Article 37-4-6, item (iv)) or any other type of benefit (excluding insurance proceeds).

Article 4 Insurance Claims, etc. under Article 17, paragraph (6) of the Act shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to paragraph (2) of that Article.

(Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances Where There Has Been a Violation of the Restriction on the Distribution of Dividends of Surplus to Shareholders)

Article 4-2 Where, pursuant to the provisions of Article 17-6, paragraph (2) of the Act, the provisions of Article 463, paragraph (2) of the Companies Act (Act No. 86 of 2005) are applied mutatis mutandis to instances where a stock company has engaged in any act specified in the items of Article 17-6, paragraph (1) of the Act, in violation of that paragraph, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 463, paragraph (2)	who are liable pursuant to the provisions of that paragraph	who were delivered monies, etc. due to the relevant act

(Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Employees, etc. of Mutual Company)

Article 4-3 (1) Where, pursuant to the provisions of Article 21, paragraph (1) of the Act, the provisions of Article 10, Article 12, paragraph (1) and Article 13 of the Companies Act are applied mutatis mutandis to the employees of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms



Article 10	head office or branch office	principal office or secondary office
Article 12, paragraph (1), item (iii)	any other Company or merchant (excluding any Company; the same shall apply in Article 24)	a company (including a foreign company; hereinafter the same shall apply in this Part) or other Mutual Company (including a Foreign Mutual Company) or merchant (excluding a merchant that is a company)
Article 12, paragraph (1), item (iv)	a director, executive officer or any member who executes the operation of any other Company	a director, executive officer or any other member who executes the business of a company; or the director or executive officer of any other Mutual Company (including a Foreign Mutual Company)
Article 13	the head office or any branch office	the principal office or any secondary office

(2) Where, pursuant to the provisions of Article 21, paragraph (1) of the Act, the provisions of Article 17, paragraph (1) the Companies Act are applied mutatis mutandis to the person acting as the agent or intermediary for transactions on behalf of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 17, paragraph (1), item (ii)	a director, executive officer or any member who executes operation of any other Company	a director, executive officer or any other member who executes the business of a company; or the director or executive officer of any other Mutual Company (including a Foreign Mutual Company)

(3) Where, pursuant to the provisions of Article 21, paragraph (1) of the Act, the provisions of Articles 22 and 23 of the Companies Act are applied mutatis mutandis to instances where a Mutual Company either assigns its business, or takes over any business or operation, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 22, paragraph (1)	Assignee Company	Assignee
Article 22, paragraph (2)	<p>in cases where the Assignee Company registers, at the location of its head office, without delay after it has accepted the assignment of the business, a statement to the effect that it will not be liable for the performance of the obligations of the Assignor Company</p> <p>the Assignee Company and</p>	<p>where, without delay after it has been assigned the business, an Assignee that is a company or a Mutual Company (including a Foreign Mutual Company) has registered, at the place in which its head office or principal office is located (including a principal branch in Japan (meaning a principal branch in Japan as defined in Article 187, paragraph (1), item (iv) of the Insurance Business Act)) a statement to the effect that it will not be liable to perform the obligations of the Assignor Mutual Company (meaning a Mutual Company that has assigned its business; hereinafter the same shall apply in this paragraph); where, without delay after it has been assigned the business, an Assignee that is a merchant (excluding a merchant that is a company; hereinafter the same shall apply in this paragraph) has registered a statement to the effect that it will not be liable to perform the obligations of the Assignor Mutual Company; or where, without delay after it has been assigned the business, an Assignee that is a Mutual Company has registered, at the place in which its principal office is located, a statement to the effect that it will not be liable to perform the obligations of the company that has assigned its business thereto or the merchant that has assigned its operations thereto.</p> <p>the Assignee and</p>
Article 22, paragraphs (3) and (4), and Article 23	the Assignee Company	the Assignee

(Replacement of Terms in the Provisions of the Commercial Code That Are

Applied Mutatis Mutandis to the Activities of Mutual Companies)

Article 4-4 Where, pursuant to the provisions of Article 21, paragraph (2) of the Act, the provisions of Article 522 the Commercial Code (Act No. 48 of 1899) are applied mutatis mutandis to the activities of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Commercial Code whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 522	this Act	the Insurance Business Act and this Act

(Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Inspector's Investigation of Particulars Detailed or Recorded in the Articles of Incorporation of a Mutual Company)

Article 4-5 Where, pursuant to the provisions of Article 24, paragraph (2) of the Act, the provisions of Article 33, paragraphs (1) and (11) and Article 870 (limited to the portion involving items (ii) and (v)) of the Companies Act are applied mutatis mutandis to an inspector's investigation of the particulars listed in items of Article 24, paragraph (1) of the Act detailed or recorded in the articles of incorporation of a Mutual Company, if any, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 33, paragraph (1)	Article 30(1)	Article 30, paragraph (1) as applied mutatis mutandis pursuant to Article 23, paragraph (4) of the Insurance Business Act
Article 33, paragraph (11), item (ii)	item (ii) of Article 28	Article 24(1)(i) of the Insurance Business Act
Article 870, item (v)	the person who contributes property other than monies set forth in Article 28(i) and the assignor set forth in item (ii) of that Article	the assignor set forth in Article 24, paragraph (1), item (i) of the Insurance Business Act

(Consent for Particulars That Are Required to Be Included in Written Documents to Be Provided by Electromagnetic Means)

Article 4-6 (1) A person who seeks to provide the information specified in the provisions set forth in the following items by Electromagnetic Means (meaning Electromagnetic Means as defined in Article 16, paragraph (2), item (iv) of the Act; the same shall apply hereinafter; and such person shall be referred to as a the "Sender" in the following paragraph) shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate to the recipient of such information the type and contents of the Electromagnetic Means that the Sender will use and obtain his/her consent in writing or by Electromagnetic Means:

- (i) Article 28, paragraph (3) of the Act (including the cases where applied mutatis mutandis pursuant to Article 60-2, paragraph (4) and Article 78, paragraph (3) of the Act);
- (ii) Article 30-7, paragraph (3);
- (iii) Article 74, paragraph (3) and Article 76, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 30-8, paragraph (6) of the Act;
- (iv) Article 310, paragraph (3) and Article 312, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Act;
- (v) Article 310, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 44-2, paragraph (3) of the Act (including the cases where applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act);
- (vi) Article 312, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 49, paragraph (1) of the Act;
- (vii) Article 61-2, paragraph (3) of the Act;
- (viii) Article 721, paragraph (4), Article 725, paragraph (3), Article 727, paragraph (1) and Article 739, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 61-8, paragraph (2) of the Act;
- (ix) Article 74, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act;
- (x) Article 76, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act (including the cases where applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act);
- (xi) Article 93, paragraph (3) of the Act;
- (xii) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 184 of the Act;
- (xiii) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 212,

- paragraph (4) of the Act;
- (xiv) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied as applied mutatis mutandis pursuant to Article 822, paragraph (3) of that Act as further applied mutatis mutandis pursuant to Article 213 of the Act; and
- (xv) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (4) of the Act.
- (2) When a Sender who has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that a recipient refuses to be provided with the information by Electromagnetic Means, the Sender shall not provide the recipient with the relevant information by Electromagnetic Means; provided, however, that this shall not apply where the recipient has given his/her consent under that paragraph again.

(Approval of Notice by Electromagnetic Means)

Article 4-7 (1) A person who, pursuant to the provisions set forth in the following items, seeks to send a notice by Electromagnetic Means (referred to as the "Notifier" in the following paragraph) shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate to the recipient of such notice the type and contents of the Electromagnetic Means the Notifier will use and obtain his/her consent in writing or by Electromagnetic Means:

- (i) Article 68, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 30-8, paragraph (6) of the Act;
- (ii) Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Act;
- (iii) Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 49, paragraph (1) of the Act;
- (iv) Article 720, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 61-8, paragraph (2) of the Act;
- (v) Article 68, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act (including the cases where applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act);
- (vi) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 184 of the Act;
- (vii) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as further applied mutatis mutandis pursuant to Article 184 of the Act;
- (viii) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 212, paragraph (4) of the Act;

- (ix) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as further applied mutatis mutandis pursuant to Article 212, paragraph (4) of the Act;
  - (x) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 822, paragraph (3) of the Companies Act, as further applied mutatis mutandis pursuant to Article 213 of the Act;
  - (xi) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 822, paragraph (3) of the Companies Act, and as further applied mutatis mutandis pursuant to Article 213 of the Act;
  - (xii) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (4) of the Act; and
  - (xiii) Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as further applied mutatis mutandis pursuant to Article 235, paragraph (4) of the Act.
- (2) Where a Notifier who has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that a recipient refuses to be provided with notices by Electromagnetic Means, the Notifier shall not provide said recipient with notices by Electromagnetic Means; provided, however, that this shall not apply where the recipient has given his/her consent under that paragraph again.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of an Organizational Meeting of a Mutual Company and to an Action to Revoke a Resolution of an Organizational Meeting of a Mutual Company)

Article 4-8 Where, pursuant to the provisions of Article 30-8, paragraph (6) of the Act, the provisions of Article 937, paragraph (1) of the Companies Act (limited to the portion involving sub-item (g) of item (i)) are applied mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of an organizational meeting of a Mutual Company or an action to revoke a resolution of an organizational meeting of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 937, paragraph (1) (limited to the portion pertaining to sub-item (g) of item (i))	items of Article 930(2)	items of Article 930, paragraph (2) as applied mutatis mutandis pursuant to Article 64, paragraph (3) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Investigations by the Directors at Incorporation, etc.)  
Article 4-9 Where, pursuant to the provisions of Article 30-11, paragraph (2) of the Act, the provisions of Article 93, paragraph (3) of the Companies Act are applied mutatis mutandis to an investigation under Article 30-11, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 93, paragraph (3)	the Shareholders at Incorporation	the persons who seek to become members

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Liability of the Incorporators, Directors at Incorporation, and Auditors at Incorporation of a Mutual Company)  
Article 4-10 Where, pursuant to the provisions of Article 30-14 of the Act, the provisions of Article 52, paragraph (2) (excluding item (ii)) and Article 55 of the Companies Act are applied mutatis mutandis to the liability of the incorporators, Directors at Incorporation, or Auditors at Incorporation of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 52, paragraph (2), item (i)	Article 33(2)	Article 33, paragraph (2) as applied mutatis mutandis pursuant to Article 24, paragraph (2) of that Act
Article 55	all shareholders	all members

(Rights for which a Base Date Cannot be Fixed)

Article 4-11 The rights specified by Cabinet Order, referred to in Article 33, paragraph (3) of the Act, shall be as follows:

- (i) rights to receive distributions of surplus; and
- (ii) rights to receive distributions of residual assets.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Granting of Benefits in Relation to the Exercise of a Member's or Representative Member's Rights)

Article 5 (1) Where, pursuant to the provisions of Article 33-2, paragraph (2) of the Act, the provisions of Article 120, paragraph (2) of the Companies Act are applied mutatis mutandis to the case set forth in Article 33-2, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 120, paragraph (2)	shareholders' rights	members' rights or Representative Members' rights

(2) Where, pursuant to the provisions of Article 33-2, paragraph (2) of the Act, the provisions of Article 851, paragraph (1) (excluding item (i)) and paragraph (3) of the Companies Act are applied mutatis mutandis to an action for the return of benefits under Article 120, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 33-2, paragraph (2) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 851, paragraph (1), item (ii)	when such person acquires shares of the Stock Company incorporated through the merger or the Stock Company surviving a merger, or the Wholly Owning Parent Company thereof,	when such person has become a member of the Stock Company incorporated through the merger or the Stock Company surviving the merger,



Article 851, paragraph (3)	the Stock Company incorporated through the merger or the Stock Company surviving a merger, or the Wholly Owning Parent Company thereof	the Mutual Company or the Mutual Company surviving the merger
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(Specified Mutual Companies)

Article 5-2 The Mutual Company specified by Cabinet Order, referred to in Article 38, paragraph (1) of the Act, shall be a Mutual Company with fifty thousand or less members in total.

(Number of Members Required to Exercise the Right to Demand That a Meeting of the General Members' Council of a Specified Mutual Company Be Called)

Article 5-2-2 The number of members specified by Cabinet Order, referred to in Article 38, paragraph (1) of the Act, shall three percent of the total number of members or 150 members, whichever is less.

(Number of Members Required to Exercise the Right to Submit a Proposal in Regard to a Specified Mutual Company)

Article 5-2-3 The number of members specified by Cabinet Order, referred to in Article 39, paragraph (1) of the Act, shall be one percent of the total number of members or 50 members, whichever is less.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the General Members' Council of a Mutual Company)

Article 5-2-4 Where, pursuant to the provisions of Article 41, paragraph (1) of the Act, the provisions of Article 319, paragraph (5) of the Companies Act are applied mutatis mutandis to the general members' council of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 319, paragraph (5)	the annual shareholders meeting	the annual general meeting of the members

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of the General Members' Council of a Mutual

Company and to an Actions to Revoke a Resolution of the General Members' Council of a Mutual Company)

Article 5-2-5 Where, pursuant to the provisions of Article 41, paragraph (2) of the Act, the provisions of Article 836, paragraph (1) and Article 937, paragraph (1) (limited to the portion involving sub-item (g) of item (i)) of the Companies Act are applied mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of the general members' council of a Mutual Company or an action to revoke a resolution of the general members' council of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 836, paragraph (1)	a shareholder or a Shareholder at Incorporation	a member
	provided, however, that this shall not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation.	provided, however, that this shall not apply when such a member is a director, company auditor, executive officer or a liquidator.
Article 937, paragraph (1) (limited to the portion pertaining to sub-item (g) of item (i))	head office	principal office
	items of Article 930(2)	items of Article 930, paragraph (2) as applied mutatis mutandis pursuant to Article 64, paragraph (3) of the Insurance Business Act
	branch office	secondary office

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Proxy Voting)

Article 5-2-6 Where, pursuant to the provisions of Article 44-2, paragraph (3) of the Act, the provisions of Article 310, paragraphs (3), (4), (6) and (7) of the Companies Act are applied mutatis mutandis to the case set forth in paragraph

(1) of Article 44-2, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 310, paragraphs (3) and (4)	shareholder	Representative Member
Article 310, paragraph (6)	head office	principal office
Article 310, paragraph (7)	business hours (eigyō jikan)	business hours (jigyō jikan)

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of the General Representative Members' Council of a Mutual Company and to an Action to Revoke a Resolution of the General Representative Members' Council of a Mutual Company)

Article 5-2-7 Where, pursuant to the provisions of Article 49, paragraph (2) of the Act, the provisions of Article 836, paragraph (1) and Article 937, paragraph (1) (limited to the portion involving sub-item (g) of item (i)) of the Companies Act are applied mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of the General Representative Members' Council of a Mutual Company or an action to revoke a resolution of General Representative Members' Council of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 836, paragraph (1)	a shareholder or a Shareholder at Incorporation	a member
	provided, however, that this shall not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation.	provided, however, that this shall not apply when such a member is a director, company auditor, executive officer or a liquidator.

Article 937, paragraph (1) (limited to the portion pertaining to sub-item (g) of item (i))	head office	principal office
	items of Article 930(2)	items of Article 930, paragraph (2) as applied mutatis mutandis pursuant to Article 64, paragraph(3) of the Insurance Business Act
	branch office	secondary office

(Number of Members Required to Exercise the Right to Demand That a Meeting of the General Representative Members' Council Be Called at a Specified Mutual Company with a General Representative Members' Council)

Article 5-2-8 The number specified by Cabinet Order, referred to in Article 50, paragraph (1) of the Act, shall be five percent of the total number of members or 250 members, whichever is less.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Company Auditors of a Mutual Company)

Article 6 Where, pursuant to the provisions of Article 53-6, paragraph (2) of the Act, the provisions of Article 336, paragraph (4) (limited to the portion involving item (ii)) of the Companies Act are applied mutatis mutandis to the company auditors of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 336, paragraph (4) (limited to the portion pertaining to item (ii))	preceding three paragraphs	the preceding paragraph and Article 53-6, paragraph(1) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Statements of Opinions on the Election, Dismissal, or Resignation of the Accounting Advisors, etc. of a Mutual Company)

Article 6-2 Where, pursuant to the provisions of Article 53-11 of the Act, the

provisions of Article 345, paragraph (5) of the Companies Act are applied mutatis mutandis to the statement of opinions on the election, dismissal, or resignation of the accounting advisor, company auditor, or accounting auditor of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 345, paragraph (5)	Article 340(1)	Article 53-9, paragraph (1) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Accounting Advisors of a Mutual Company)

Article 7 Where, pursuant to the provisions of Article 53-17 of the Act, the provisions of Article 374, paragraph (1) of the Companies Act are applied mutatis mutandis to the accounting advisors of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 374, paragraph (1)	Article 396(1)	Article 53-22, paragraph (1) of that Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Company Auditors of a Mutual Company)

Article 7-2 Where, pursuant to the provisions of Article 53-20 of the Act, the provisions of Article 383, paragraph (1) and Article 388 of the Companies Act are applied mutatis mutandis to the company auditors of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 383, paragraph (1)	under paragraph (2) of that Article	Article 373, paragraph(2) as applied mutatis mutandis pursuant to Article 53-16 of that Act
Article 388	a Company with Auditors (including a Stock Company the articles of incorporation of which provide that the scope of the audit by its company auditors shall be limited to an audit related to accounting)	a Company with Auditors

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liability for Damages of the Officers, etc. of a Mutual Company)

Article 7-3 Where, pursuant to the provisions of Article 53-36 of the Act, the provisions of Article 425, paragraph (1) (excluding item (ii)) and Article 428, paragraph (1) of the Companies Act are applied mutatis mutandis to the liability for damages of the officers, etc. of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 425, paragraph (1) (excluding item (ii))	the preceding Article	Article 53-34 of the Insurance Business Act
Article 428, paragraph (1)	Article 356(1) (including cases of mutatis mutandis application under Article 419(2))	Article 356, paragraph(1), item (ii) of this Act as applied mutatis mutandis pursuant to Article 53-15 of the Insurance Business Act (including the cases where applied mutatis mutandis pursuant to the first sentence of Article 419, paragraph (2) of that Act as further applied mutatis mutandis pursuant to Article 53-32 of that Act)

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liability Actions in a Mutual Company)

Article 7-4 (1) Where, pursuant to the provisions of Article 53-37 of the Act, the provisions of Article 850, paragraph (4) and Article 851, paragraph (1)

(excluding item (i)) and paragraph (3) of the Companies Act are applied mutatis mutandis to a liability action in a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 850, paragraph (4)	The provisions of Article 55, Article 120(5), Article 424 (including the cases where applied mutatis mutandis pursuant to Article 486(4)), Article 462(3) (limited to the portion pertaining to the obligations assumed for the portion not exceeding the Distributable Amount prescribed in the proviso to that paragraph), Article 464(2) and Article 465(2)	The provisions of Article 55 as applied mutatis mutandis pursuant to Article 30-14 of the Insurance Business Act; Article 53-34 of that Act (including the cases where applied mutatis mutandis pursuant to Article 180-11, paragraph(4) of that Act); and Article 55-3, paragraph(3) of that Act (limited to the part related to the obligations assumed for the portion that does not exceed the amount prescribed in the proviso to that paragraph)
Article 851, paragraph (1), item (ii)	when such person acquires shares of the Stock Company incorporated through the merger or the Stock Company surviving a merger, or the Wholly Owing Parent Company thereof,	when such person has become a member of the Stock Company incorporated through the merger or the Stock Company surviving the merger,
Article 851, paragraph (3)	the Stock Company incorporated through the merger or the Stock Company surviving a merger, or the Wholly Owing Parent Company thereof	the Mutual Company or the Mutual Company surviving the merger

(2) Where, pursuant to the provisions of Article 53-37 of the Act, the provisions of Article 854, paragraph (1) (excluding sub-item (a) of item (i) and also excluding item (ii)) of the Companies Act are applied mutatis mutandis to an action to dismiss the officer of a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 854, paragraph (1) (excluding sub-item (a) of item (i) and also excluding item (ii))	Article 329(1)	Article 52, paragraph(1) of the Insurance Business Act
	the following shareholders	the following members or Representative Members
	excluding the following shareholders	excluding the following members or Representative Members
	a shareholder who is the officer	a member of Representative Member who is an officer

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Consolidated Financial Statements)

Article 8 Where, pursuant to the provisions of Article 54-10, paragraph (6) of the Act, the provisions of Article 54-5 and Article 54-6, paragraph (1) of the Act are applied mutatis mutandis to consolidated financial statements, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 54-5	paragraph (3) of the preceding Article	Article 54-10, paragraph (5)
Article 54-6, paragraph (1)	Article 54-4, paragraph (3)	Article 54-10, paragraph (5)

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to the Reduction of Reserves for the Redemption of Funds)

Article 8-2 Where, pursuant to the provisions of Article 57, paragraph (4) of the Act, the provisions of Article 16, paragraph (1) (excluding the proviso thereto) and paragraph (2), Article 17, paragraph (1) (excluding the proviso thereto), paragraph (2) and paragraph (4), Article 17-2, paragraph (4) and Article 17-4 of the Act are applied mutatis mutandis to a reduction of the reserves for the redemption of funds under Article 57, paragraph (4) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:



Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 16, paragraph (1) (excluding the proviso thereto)	each of its business offices	each of its offices
Article 16, paragraph (2)	Stock Company	Mutual Company
	Shareholders	members
	the operating hours	the business hours
Article 17, paragraph (1) (excluding the proviso thereto), paragraph (2) and paragraph (4)	Stock Company	Mutual Company
Article 17-2, paragraph (4)	the preceding Article (or, pursuant to the provisions of that Article and the preceding paragraph for any reduction of the capital)	the preceding Article
Article 17-4, paragraph (1)	Stock Company	Mutual Company
	each of its business offices	each of its offices
Article 17-4, paragraph (2)	Stock Company	Mutual Company
	Shareholders	members
	the operating hours	the business hours

(Scope of Insurance Claims, etc.)

Article 8-3 Insurance Claims, etc. under Article 17, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 57, paragraph (4) of the Act shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to paragraph (2) of that Article.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Solicitation of Funds)

Article 8-4 Where, pursuant to the provisions of Article 60-2, paragraph (4) of the Act, the provisions of Article 209, item (i) of the Companies Act are applied mutatis mutandis to the solicitation of funds under Article 60, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 209, item (i)	Article 199, paragraph (1), item (iv)	Article 60-2, paragraph (1), item (iii) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances Where a Mutual Company Issues Corporate Bonds)

Article 9 Where, pursuant to the provisions of Article 61-5 of the Act, the provisions of Article 697, paragraph (1) of the Companies Act are applied mutatis mutandis to instances where a Mutual Company issues corporate bonds, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 697, paragraph (1), item (i)	trade name	name

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Corporate Bond Administrators)

Article 9-2 Where, pursuant to the provisions of Article 61-7, paragraph (8) of the Act, the provisions of Article 709, paragraph (2) of the Companies Act are applied mutatis mutandis to a Corporate Bond Administrator, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 709, paragraph (2)	Article 705(1)	Article 61-7, paragraph(1) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances Where a Mutual Company Issues Corporate Bonds)

Article 9-3 Where, pursuant to the provisions of Article 61-8, paragraph (2) of the Act, the provisions of Article 716, Article 724, paragraph (2), Article 729, paragraph (1), Article 733, Article 740, paragraph (2) and Article 741, paragraph (3) of the Companies Act are applied mutatis mutandis to instances

where a Mutual Company issues corporate bonds, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 716	this Act	the Insurance Business Act
Article 724, paragraph (2), item (i)	each item of Article 706	each of the items in Article 61-7, paragraph (4) of the Insurance Business Act
Article 724, paragraph (2), item (ii)	paragraph (1) of Article 706, paragraph (1) of Article 736, the proviso to paragraph (1) of Article 737 and Article 738	Article 736, paragraph (1), the proviso to Article 737, paragraph (1) and Article 738 of this Act, and Article 61-7, paragraph (4) of the Insurance Business Act
Article 729, paragraph (1)	Article 707	Article 707 as applied mutatis mutandis pursuant to Article 61-7(8) of the Insurance Business Act
Article 733, item (i)	Article 676	Article 61 of the Insurance Business Act
Article 740, paragraph (2)	Article 702	Article 61-6 of the Insurance Business Act
Article 741, paragraph (3)	Article 705, paragraph (1)	Article 61-7, paragraph (1) of the Insurance Business Act

(Application of Laws and Regulations Governing the Issuance of Corporate Bonds by a Mutual Company)

Article 9-4 The laws and regulations specified by Cabinet Order, referred to in Article 61-9 of the Act, shall be the Secured Bonds Trust Act (Act No. 52 of 1905), the Enterprise Mortgage Act (Act No. 106 of 1958) and the Order for the Registration of Enterprise Mortgages (Cabinet Order No. 187 of 1958); and, for the purpose of the application of the provisions of these laws and regulations to the corporate bonds set forth in Article 61 of the Act, a Mutual Company, its name, principal office, and members shall be deemed to be a stock company, its trade name, head office, and shareholders as set forth in the provisions of Part II of the Companies Act, respectively. In this case, the term "registry of stock companies" in Article 4, paragraph (1) of the Enterprise Mortgage Act shall be

deemed to be replaced with "registry of mutual companies."

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Dissolution Order for a Mutual Company)

Article 9-5 Where, pursuant to the provisions of Article 63-2 of the Act, the provisions of Article 824, paragraph (1), item (iii) of the Companies Act are applied mutatis mutandis to a dissolution order for a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 824, paragraph (1), item (iii)	an executive director, an executive officer or a partner who executes the business	executive director (meaning an executive director as defined in Article 53-24, paragraph (3) of the Insurance Business Act) or executive officer

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Mutual Companies)

Article 10 Where, pursuant to the provisions of Article 64, paragraph (3) of the Act, the provisions of Article 916 (limited to the portion involving item (i)) and Article 930, paragraphs (1) and (2) of the Companies Act are applied mutatis mutandis to a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 916, item (i)	the items of Article 911(3)	items of Article 64, paragraph (2) of the Insurance Business Act
Article 930, paragraph (1), item (ii)	in the items of Article 922(1) or in the items of Article 922(2)	in the items of Article 169-5, paragraph (2) of the Insurance Business Act
Article 930, paragraph (2), item (i)	trade name	name

(Replacement of Terms in Provisions of the Companies Act That Are and Other Acts Applied Mutatis Mutandis to the Registration of a Mutual Company)

Article 10-2 (1) Where, pursuant to the provisions of Article 67 of the Act, the

provisions of Article 908, paragraph (1), Article 909 and Article 910 of the Companies Act are applied mutatis mutandis to the registration of a Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 908, paragraph (1), Article 909 and Article 910	this Act	the Insurance Business Act

(2) Where, pursuant to the provisions of Article 67 of the Act, the provisions of the Commercial Registration Act (Act No. 125 of 1963) are applied mutatis mutandis to the registration of a Mutual Company, the technical replacement of terms in connection with the provisions of such Act (including the provisions of such Act as applied mutatis mutandis to the relevant provisions) shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 1-3	business office	office
Article 12, paragraph (1)	Corporate Reorganization Act (Act No. 154 of 2002)	Act on Special Treatment of Corporate Reorganization Proceedings and Other Insolvency Proceedings of Financial Institutions (Act No. 95 of 1996)
Article 17, paragraph (3), as applied mutatis mutandis pursuant to Article 15	branch office	secondary office
Article 24, item (i), as applied mutatis mutandis pursuant to Article 15	business office	office
Article 24, items (xiii) to (xv) inclusive, as applied mutatis mutandis pursuant to Article 15	trade name	name

Article 48, paragraph (2), as applied mutatis mutandis pursuant to Article 15	items of paragraph (2) of Article 930 of the Companies Act	items of Article 930, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 64, paragraph (3) of the Insurance Business Act
Article 78, paragraph (3), as applied mutatis mutandis pursuant to Article 15	items of Article 24	items of Article 24 (including the cases where applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
Article 82, paragraph (2), as applied mutatis mutandis pursuant to Article 15	head office	head office or principal office
	the preceding paragraph	the preceding paragraph as applied mutatis mutandis pursuant to Article 170, paragraph (3) of the Insurance Business Act
Article 82, paragraph (3), as applied mutatis mutandis pursuant to Article 15	head office	head office or principal office
	Article 80 or the preceding Article	Article 80 or the preceding Article as applied mutatis mutandis pursuant to Article 170, paragraph (3) of the Insurance Business Act
Article 83, paragraph (1), as applied mutatis mutandis pursuant to Article 15	head office	head office or principal office
	items of Article 24	items of Article 24 (including the cases where applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
Article 83, paragraph (2), as applied mutatis mutandis pursuant to Article 15	head office	head office or principal office
Article 17, paragraph (2), item (i)	trade name	name
	head office	principal office
Article 17, paragraph (3) and Article 20, paragraph (3)	branch office	secondary office

Article 21, paragraph (1)	trade name	name
Article 24, item (i)	business office	office
Article 24, items (xiii) to (xv) inclusive	trade name	name
Article 25, paragraph (3)	head office	principal office
Article 31, paragraph (1)	the first sentence of Article 17, paragraph (2) of the Commercial Code and the first sentence of Article 22, paragraph (2) of the Companies Act	the first sentence of Article 22, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 21, paragraph (1) of the Insurance Business Act
Article 33, paragraph (1)	trade name	name
	business office (or a head office, in case of a company; hereinafter the same shall apply in this Article)	principal office
	business office	principal office
	business office	principal office
Article 33, paragraph (2)	trade name	name
	business office	principal office
Article 44, paragraph (2), item (ii)	business office	office
Article 46, paragraph (1)	all shareholders or class shareholders	all members (or all Representative Members, where General Meetings of the Representative Members have been established)
Article 47, paragraph (3)	the preceding paragraph	Article 64, paragraph (1) of the Insurance Business Act
Article 48, paragraph (2)	items of paragraph (2) of Article 930 of the Companies Act	items of Article 930, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 64, paragraph (3) of the Insurance Business Act
Article 54, paragraph (2), item (iii)	Article 333, paragraph (1) of the Companies Act	Article 333, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-4 of the Insurance Business Act

	Article 337, paragraph (1) of said Act	Article 337, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-7 of the Insurance Business Act
Article 55, paragraph (1)	Article 346, paragraph (4) of the Companies Act	Article 53-12, paragraph (4) of the Insurance Business Act
Article 138, paragraph (1)	head office	principal office
	branch office	secondary office
Article 138, paragraph (2)	branch office	secondary office
Article 148	in this Act	in the Insurance Business Act
	of this Act	of that Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances Where Mutual a Company Gives a Public Notice under the Insurance Business Act and Other Acts by Means of Electronic Public Notice)

Article 10-3 Where, pursuant to the provisions of Article 67-2 of the Act, the provisions of Article 940, paragraph (1) and Article 946, paragraph (3) of the Companies Act are applied mutatis mutandis to instances where a Mutual Company gives a public notice under the Act or any other Act by means of Electronic Public Notice, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 940, paragraph (1), item (i)	this Act	the Insurance Business Act
Article 946, paragraph (3)	trade name	name

(Scope of Insurance Claims, etc.)

Article 11 Insurance Claims, etc. under Article 70, paragraphs (5) to (7) inclusive of the Act shall be limited to the claims that have already arisen as of the time of public notice given pursuant to paragraph (2) of that Article.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances Where a Converting Stock Company Has Issued Share Options)

Article 11-2 Where, pursuant to the provisions of Article 71 of the Act, the



provisions of Article 777, paragraph (3) of the Companies Act are applied mutatis mutandis to instances where a converting stock company has issued share options, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 777, paragraph (3)	Effective Day	Effective Date (meaning the Effective Date as defined in Article 69(4)(v) of the Insurance Business Act; the same shall apply hereinafter)

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Policyholders' Meetings, etc.)

Article 11-3 (1) Where, pursuant to the provisions of Article 74, paragraph (3) of the Act, the provisions of the Companies Act are applied mutatis mutandis to a Policyholders' Meeting, the technical replacement of terms in connection with the provisions of said Act shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 68, paragraph (1)	no later than two weeks (or one week if the Stock Company to be incorporated is not a Public Company, except in cases where the matters listed in item (iii) or item (iv) of paragraph (1) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation in cases where the Stock Company to be incorporated is a Stock Company other than a Company with Board of Directors, such shorter period of time))	no later than two weeks
Article 70, and Article 71, paragraphs (1) and (2)	Organizational Meeting Reference Documents	Policyholders' Meeting Reference Documents

Article 74, paragraph (6)	or the Stock Company after the formation of such Stock Company.	or, after the Entity Conversion takes effect, the Converted Mutual Company (meaning a Converted Mutual Company as defined in Article 69, paragraph (4), item (i) of the Insurance Business Act; hereinafter the same shall apply in this Article and Article 81)
	at a place designated by the incorporators (or at the head office of the Stock Company after the formation of such Stock Company	at the incorporator's head office (or, after the Entity Conversion takes effect, at the head office of the Converted Mutual Company
Article 74, paragraph (7)	or the shareholders of the Stock Company after the formation of such Stock Company	or, after the Entity Conversion takes effect, the shareholders of the Converted Mutual Company
	the hours designated by the incorporators (or during the business hours of the Stock Company after the formation of such Stock Company	the incorporator's business hours (or, after the Entity Conversion takes effect, during the business hours of the Converted Mutual Company)
Article 75, paragraph (3) and Article 76, paragraph (4)	at a place designated by the incorporators	at the incorporator's head office
Article 75, paragraph (4) and Article 76, paragraph (5)	hours designated by the incorporators	incorporator's business hours
Article 81, paragraph (2)	or the Stock Company after the formation of such Stock Company. The same shall apply hereinafter in paragraph (2) of the following Article.	or, after the Entity Conversion takes effect, the Converted Mutual Company
	at a place designated by the incorporators (or at the head office of the Stock Company if after the incorporation of such Stock Company. The same shall apply hereinafter in paragraph (2) of the following Article)	at the incorporator's head office (or, after the Entity Conversion takes effect, at the principal office of the Converted Mutual Company)

Article 81, paragraph (3)	(or the shareholders and creditors of the Stock Company after the formation of such Stock Company. The same shall apply hereinafter in paragraph (3) of the following Article.)	and creditors (or, after the Entity Conversion takes effect, the members and creditors of the Converted Mutual Company)
	the hours designated by the incorporators (or during the business hours of such Stock Company if after the incorporation of such Stock Company. The same shall apply hereinafter in such paragraph.)	the incorporator's business hours (or, after the Entity Conversion takes effect, during the business hours of the Converted Mutual Company)

(2) Where, pursuant to the provisions of Article 74, paragraph (3) of the Act, the provisions of Article 836, paragraph (1) and Article 937, paragraph (1) (limited to the portion involving sub-item (g) of item (i)) of the Companies Act are applied mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of a Policyholders' Meeting or an action to revoke a resolution of a Policyholders' Meeting, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 836, paragraph (1)	a shareholder or a Shareholder at Incorporation	Policyholders
	provided, however, that this shall not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation.	provided, however, that this shall not apply when such a Policyholder is a director, company auditor, officer or liquidator.
Article 937, paragraph (1) (limited to the portion pertaining to sub-item (g) of item (i))	head office	principal office

	items of Article 930(2)	items of Article 930(2) as applied mutatis mutandis pursuant to Article 64(3) of the Insurance Business Act
	branch office	secondary office

(Replacement of Terms in Provisions of the Insurance Business Act That Are, etc. Applied Mutatis Mutandis to General Representative Policyholders' Council)

Article 11-4 (1) Where, pursuant to the provisions of Article 77, paragraph (6) of the Act, the provisions of Article 44-2, paragraph (1) and Article 74, paragraphs (1) to (3) inclusive and (6) of the Act are applied mutatis mutandis to a General Representative Policyholders' Council, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 44-2, paragraph (1)	the articles of incorporation	the resolution under Article 77, paragraph (1)
Article 74, paragraph (1)	Each Policyholder	Each representative policyholder
Article 74, paragraph (2)	Policyholders	representative policyholders
Article 74, paragraph (3)	those provisions	those provisions (excluding Article 75, paragraphs (3) and (4), Article 76, paragraph (5), Article 78 and Article 81, paragraph (3) of that Act)
Article 74, paragraph (6)	Policyholders	representative policyholders

(2) Where the provisions of the first sentence of Article 44-2, paragraph (3) of the Act are applied mutatis mutandis to a General Representative Policyholders' Council pursuant to the provisions of Article 77, paragraph (6), the technical replacement of terms in connection with the provisions of Article 310, paragraphs (3), (4), (6) and (7) of the Companies Act as applied mutatis mutandis pursuant to the first sentence of the first-mentioned paragraph shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 310, paragraphs (3) and (4)	Shareholders/ shareholders	representative policyholders
	Stock Company	converting stock company
Article 310, paragraph (6)	Stock Company	converting stock company (or, after the Entity Conversion takes effect, the Converted Mutual Company (meaning a Converted Mutual Company as defined in Article 69(4)(i) of the Insurance Business Act; hereinafter the same shall apply in this Article))
	head office	head office (or, after the Entity Conversion takes effect, the principal office of the Converted Mutual Company)
Article 310, paragraph (7)	during the business hours of the Stock Company	during the business hours of the converting stock company (or, after the Entity Conversion takes effect, business hours of the Converted Mutual Company,)

(3) Where the provisions of Article 74, paragraph (3) of the Act are applied mutatis mutandis to a General Representative Policyholders' Council pursuant to the provisions of Article 77, paragraph (6), the technical replacement of terms in connection with the provisions Companies Act as applied mutatis mutandis pursuant to the first-mentioned paragraph shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 68, paragraph (1)	no later than two weeks (or one week if the Stock Company to be incorporated is not a Public Company, except in cases where the matters listed in item (iii) or item (iv) of paragraph (1) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation in cases where the Stock Company to be incorporated is a Stock Company other than a Company with Board of Directors, such shorter period of time))	no later than two weeks
Article 70, and Article 71, paragraphs (1) and (2)	Organizational Meeting Reference Documents	Reference Documents for the General Meeting of the Representative Policyholders
Article 75, paragraph (3)	The incorporator	The converting stock company (or, after the Entity Conversion takes effect, the Converted Mutual Company (meaning a Converted Mutual Company as defined in Article 69, paragraph (4), item (i) of the Insurance Business Act; hereinafter the same shall apply in this Article); the same shall apply in paragraph (4) of the following Article)
	at a place designated by the incorporators	at the head office of the converting stock company (or, after the Entity Conversion takes effect, at the principal office of the Converted Mutual Company; the same shall apply in paragraph (4) of the following Article)

Article 75, paragraph (4)	The Shareholders at Incorporation	The Policyholders (or, after the Entity Conversion takes effect, the members of the Converted Mutual Company; the same shall apply in paragraph (5) of the following Article)
	hours designated by the incorporators	business hours of the converting stock company (or, after the Entity Conversion takes effect, the business hours of the Converted Mutual Company; the same shall apply in paragraph (5) of the following Article)
Article 76, paragraph (4)	at a place designated by the incorporators	at the head office
Article 76, paragraph (5)	The Shareholders at Incorporation	The policyholders
	during the hours designated by the incorporators	during the business hours of the converting Mutual Company
Article 78	incorporators	converting stock company
	by the Shareholders at Incorporation	by the representative policyholders
	of the Shareholders at Incorporation	of the policyholders
Article 81, paragraph (2)	or the Stock Company after the formation of such Stock Company. The same shall apply hereinafter in paragraph (2) of the following Article.	or, after the Entity Conversion takes effect, the Converted Mutual Company (meaning a Converted Mutual Company as defined in Article 69(4)(i) of the Insurance Business Act; hereinafter the same shall apply in this Article)
	at a place designated by the incorporators (or at the head office of the Stock Company if after the incorporation of such Stock Company. The same shall apply hereinafter in paragraph (2) of the following Article.)	at the incorporator's head office (or, after the Entity Conversion take effect, at the principal office of the Converted Mutual Company)

Article 81, paragraph (3)	The Shareholders at Incorporation (or the shareholders and creditors of the Stock Company after the formation of such Stock Company. The same shall apply hereinafter in paragraph (3) of the following Article.)	The policyholders and creditors (or, after the Entity Conversion takes effect, the members and creditors of the Converted Mutual Company)
	the hours designated by the incorporators (or during the business hours of such Stock Company if after the incorporation of such Stock Company. The same shall apply hereinafter in such paragraph.)	the business hours of the converting stock company (or, after the Entity Conversion takes effect, during the business hours of the Converted Mutual Company)
Article 836, paragraph (1)	a shareholder or a Shareholder at Incorporation	representative policyholders
	provided, however, that this shall not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation.	provided, however, that this shall not apply when a such representative policyholder is a director, company auditor, executive officer or liquidator.
Article 937, paragraph (1) (limited to the portion pertaining to sub-item (g) of item (i))	head office	principal office
	items of Article 930(2)	items of Article 930(2) as applied mutatis mutandis pursuant to Article 64(3) of the Insurance Business Act
	branch office	secondary office

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to the Solicitation of Funds by a Converted Mutual Company)

Article 11-5 Where, pursuant to the provisions of Article 78, paragraph (3) of the Act, the provisions of Article 30 and Article 30-3, paragraphs (1) and (5) of the Act are applied mutatis mutandis to solicitation under paragraph (1) of the



first-mentioned Article, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 30	The provisions of the preceding two Articles	The provisions of the preceding two Articles, and the preceding Article as applied mutatis mutandis pursuant to Article 78, paragraph (3)
Article 30-3, paragraph (1)	without delay following the receipt of the notice under Article 29, paragraph (2), pay the full amount of money pertaining to their contribution to the funds solicited at incorporation, at the place of payment listed in Article 28, paragraph (1), item (iii)	no later than the date specified in Article 78, paragraph (2), item (iii), pay the full amount of money pertaining their contribution to the funds solicited at incorporation, at the place of payment at the place specified in item (iv) of that paragraph
Article 30-3, paragraph (5)	prescribed in that paragraph	prescribed in item (iii), paragraph (2) of that Article

(Replacement of Terms in Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to Where a Stock Company Has Effected an Entity Conversion)

Article 11-6 Where, pursuant to the provisions of Article 84, paragraph (3) of the Act, the provisions of Article 78, paragraph (3) of the Commercial Registration Act are applied mutatis mutandis to the case set forth in paragraph (1) of the first-mentioned Article, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 78, paragraph (3)	items of Article 24	items of Article 24 (including the cases where applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)

(Replacement of Terms in Provisions of the Companies Act That Are Applied

Mutatis Mutandis to Actions to Invalidate an Entity Conversion)

Article 11-7 (1) Where, pursuant to the provisions of Article 84-2, paragraph (4) of the Act, the provisions of Article 836, paragraph (1) and Article 937, paragraph (3) (limited to the portion involving item (i)) of the Companies Act are applied mutatis mutandis pursuant to an action to invalidate an entity conversion, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 836, paragraph (1)	an Action Concerning Organization of Company which may be filed by a shareholder or a Shareholder at Incorporation	an action to invalidate the entity conversion
	the shareholder or the Shareholder at Incorporation who has filed	the person who formerly was a shareholder or the member who has filed
	when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation	when such person who formerly was a shareholder, or such member is a director, company auditor, executive officer or liquidator
Article 937, paragraph (3) (limited to the portion pertaining to item (i))	head office	principal office and head office

(2) Where, pursuant to the provisions of Article 84-2, paragraph (4) of the Act, the provisions of Article 840, paragraphs (1) and (2) the Companies Act are applied mutatis mutandis to a judgment of the invalidity of an entity conversion accompanied by the solicitation of funds as set forth in Article 78, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms

the first sentence of paragraph (1) of Article 840	to the shareholders of such shares	to the shareholders of such shares (meaning a member who is a creditor of the fund) or any other creditor of the fund
Article 840, paragraph (2)	shareholders	creditors

(Scope of Insurance Claims, etc.)

Article 12 Insurance Claims, etc. under Article 88, paragraphs (5) to (7) inclusive of the Act shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to paragraph (2) of that Article.

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances Where the Particulars of Contributions in Kind Are Prescribed in an Entity Conversion Plan)

Article 12-2 Where, pursuant to the provisions of Article 96-4 of the Act, the provisions of Article 207, paragraph (8) and Article 213, paragraph (1) (excluding items (i) and (iii)) of the Companies Act are applied mutatis mutandis to instances where the particulars set forth in Article 92, item (iii) of the Act are prescribed, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 207, paragraph (8)	his/her applications for subscription for Shares for Subscription, or his/her manifestation of intention relating to the contract provided for in Article 205	his/her offer to subscribe for Shares for Subscription
Article 213, paragraph (1), item (ii)	shareholders meeting	general meeting of the members (or General Meeting of the Representative Members, if these have been established)

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company, etc. Implementing an Entity Conversion Involving a Share Exchange on Entity Conversion)

Article 12-3 (1) Where, pursuant to the provisions of Article 96-5, paragraph (3) of the Act, the provisions of Article 791, paragraph (1) (excluding item (i)) and paragraph (4) of the Companies Act are applied mutatis mutandis to a Mutual

Company implementing an Entity Conversion involving a Share Exchange on Entity Conversion, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 791, paragraph (1) (excluding item (i))	the Effective Day	the Effective Date (meaning the Effective Date as defined in Article 86, paragraph (4), item (xii) of the Insurance Business Act; the same shall apply hereinafter)
Article 791, paragraph (1), item (ii)	documents or Electromagnetic Records that state or record the number of shares of the Wholly Owned Subsidiary Company in Share Exchange acquired by the Wholly Owing Parent Company through the Share Exchange and any other matters prescribed by the applicable Ordinance of the Ministry of Justice as those concerning a Share Exchange	documents or Electromagnetic Records set forth in Article 82, paragraph (2) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 95-15 of that Act
Article 791, paragraph (4)	shareholders or holders of Share Options of the Wholly Owned Subsidiary Company in Share Exchange	members of the Mutual Company implementing the Entity Conversion involving a Share Exchange on Entity Conversion

(2) Where, pursuant to the provisions of Article 96-5, paragraph (3) of the Act, the provisions of the Companies Act are applied mutatis mutandis to a Wholly Owing Parent Company in a Share Exchange on Entity Conversion, the technical replacement of terms in connection with the provisions of said Act shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 309, paragraph (2) (excluding each of the items)	Notwithstanding the provisions of the preceding paragraph, the resolutions of the following shareholders meetings	The resolution at the shareholders meeting set forth in Article 795, paragraph(1)
Article 324, paragraph (2) (excluding each of the items)	Notwithstanding the provisions of the preceding paragraph, the resolutions of the following Class Meetings	The resolution at the Class Meeting set forth in Article 795, paragraph(4)
Article 794, paragraph (3)	or, in the case where the Monies, etc. to be delivered to shareholders of the Wholly Owned Subsidiary Company in Share Exchange are limited to shares of the Wholly Owing Parent Stock Company in Share Exchange or those prescribed by the applicable Ordinance of the Ministry of Justice as being equivalent thereto (excluding the case prescribed in Article 768(1)(iv)(c)),	or, where the shares or monies to be delivered to members of the converting Mutual Company are limited to shares in the Wholly Owing Parent Company established in a Share Exchange on Entity Conversion or any other shares specified by Cabinet Office Ordinance as being equivalent thereto
Article 795, paragraph (2), item (iii)	the book value of the Monies, etc. (excluding shares, etc. of the Wholly Owing Parent Stock Company in Share Exchange) delivered by the Wholly Owing Parent Stock Company in Share Exchange to shareholders of the Wholly Owned Subsidiary Company in Share Exchange	the amount of money to be delivered by the Wholly Owing Parent Stock Company in the Share Exchange to members of the converting Mutual Company
Article 795, paragraph (4), item (iii)	Monies, etc.	shares or monies
	Article 768(1)(ii)(a)	Article 96-7, item (ii), sub-item (a) of the Insurance Business Act
Article 796, paragraph (1)	Monies, etc.	shares or monies
Article 796, paragraph (2), item (ii)	Article 749(1)(ii) or (iii), Article 758(iv) or Article 768(1)(ii) or (iii)	Article 96-7, item (ii) or (iii) of the Insurance Business Act
Article 796, paragraph (3), item (i), sub-item (c)	the book value of property other than shares, etc. of the Surviving Stock Company, etc.	money

Article 797, paragraph (3)	the trade name and domicile of the Absorbed Company, etc. (or, in the cases prescribed in Article 795(3), the fact that it will effect an Absorption-type Merger, etc., the trade name and domicile of the Absorbed Company, etc. and the matters concerning shares set forth in that paragraph)	the name and address of the converting Mutual Company
Article 799, paragraph (1), item (iii)	other than where the Monies, etc. to be delivered to shareholders of the Wholly Owned Subsidiary Company in Share Exchange are only shares of the Wholly Owing Parent Stock Company in Share Exchange or those prescribed by the applicable Ordinance of the Ministry of Justice as being equivalent thereto, or in the cases prescribed in Article 768(1)(iv)	other than where the shares or monies to be delivered to members of the converting Mutual Company are only shares in the Wholly Owing Parent Company established in a Share Exchange on Entity Conversion or any other shares specified by Cabinet Office Ordinance as being equivalent thereto
Article 799, paragraph (2), item (ii)	the trade name and domicile of the Absorbed Company, etc.	the name and address of the converting Mutual Company
Article 799, paragraph (2), item (iii)	the Surviving Stock Company, etc. and the Absorbed Company, etc. (limited to a Stock Company)	the Wholly Owing Parent Company established in the Share Exchange on Entity Conversion and the converting Mutual Company
Article 801, paragraph (6)	or, in cases where Monies, etc. to be delivered to shareholders of the Wholly Owned Subsidiary Company in Share Exchange are limited to shares of the Wholly Owing Parent Stock Company in Share Exchange or those prescribed by the applicable Ordinance of the Ministry of Justice as being equivalent thereto (excluding the case prescribed in Article 768(1)(iv)(c)),	or, where the shares or monies to be delivered to members of a converting Mutual Company are limited to shares in the Wholly Owing Parent Company established in the Share Exchange on Entity Conversion or any other shares specified by Cabinet Office Ordinance as being equivalent thereto

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company Implementing an Entity Conversion Involving a Share Transfer on Entity Conversion)

Article 12-4 (1) Where, pursuant to the provisions of Article 96-9, paragraph (4) of the Act, the provisions of Article 811, paragraph (1) (excluding item (i)) and paragraph (4) of the Companies Act are applied mutatis mutandis to a Mutual Company implementing an Entity Conversion involving a Share Transfer on Entity Conversion, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 811, paragraph (1), item (ii)	documents or Electromagnetic Records that state or record the number of shares of the Wholly Owned Subsidiary Company in Share Transfer acquired by the Wholly Owing Parent Company Incorporated through Share Transfer and any other matters prescribed by the applicable Ordinance of the Ministry of Justice as those concerning a Share Transfer.	documents or Electromagnetic Records set forth in Article 82, paragraph (2) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 96-15 of that Act
Article 811, paragraph (4)	shareholders or holders of Share Options of the Wholly Owned Subsidiary Company in Share Transfer as of the day of formation of the Wholly Owing Parent Company Incorporated through Share Transfer.	members of the Mutual Company implementing the Entity Conversion involving a Share Transfer on Entity Conversion as of the day of formation of the Wholly Owing Parent Company established in the Share Exchange on Entity Conversion

(2) Where, pursuant to the provisions of Article 96-9, paragraph (4) of the Act, the provisions of Article 309, paragraph (2) (excluding each of the items), Article 806, paragraph (3), Article 808, paragraph (3) (excluding items (i) and (ii)) and Article 810, paragraph (2) of the Companies Act are applied mutatis mutandis to a stock company as set forth in Article 96-9, paragraph (1), item (ix) of the Act, the technical replacement of terms in connection with these

provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 309, paragraph (2) (excluding each of the items)	Notwithstanding the provisions of the preceding paragraph, the resolutions of the following shareholders meetings	The resolutions at shareholders' meetings under Article 804, paragraph (1)
Article 806, paragraph (3)	and the trade names and domiciles of the Companies Consolidated through Consolidation-type Merger, the Splitting Company(ies) in Incorporation-type Company Split or the Wholly Owned Subsidiary Company in Share Transfer (hereinafter referred to as the "Consolidated Company, etc." in this Section) and the Incorporated Company,	as well as the trade name or name of the Mutual Company implementing an Entity Conversion involving a Share Transfer on Entity Conversion, any other stock company set forth in Article 96-9, paragraph(1), item (ix) of the Insurance Business Act, and the Wholly Owing Parent Company established in the Share Exchange on Entity Conversion
Article 808, paragraph (3) (excluding items (i) and (ii)) and Article 810, paragraph (2), item (ii)	and the trade names and domiciles of the Consolidated Company, etc. and the Incorporated Company	as well as the trade name or name of the Mutual Company implementing an Entity Conversion involving a Share Transfer on Entity Conversion, any other stock company set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act, and the Wholly Owing Parent Company established in the Share Exchange on Entity Conversion

(Replacement of Terms in Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to Where a Converting Mutual Company Carries Out a Share Exchange on Entity Conversion)

Article 12-5 (1) Where, pursuant to the provisions of Article 96-14, paragraph (2) of the Act, the provisions of Article 89 (limited to the portion involving items (i)



to (iv) inclusive) of the Commercial Registration Act are applied mutatis mutandis to a converting Mutual Company implementing a Share Exchange on Entity Conversion, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 89, item (ii)	in the main clause of paragraph (1) or of paragraph (3) of Article 796 of the Companies Act	in the main clauses of Article 796, paragraphs (1) or paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act
	paragraph (4) of said Article	Article 796, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act
Article 89, item (iii)	Article 799, paragraph (2) of the Companies Act	Article 796, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act

(2) Where, pursuant to the provisions of Article 96-14, paragraph (2) of the Act, the provisions of Article 925 (excluding items (ii) and (iv)) of the Companies Act are applied mutatis mutandis to where a converting Mutual Company implements a Share Transfer upon Entity Conversion, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 925 (excluding items (ii) and (iv))	In cases where a Stock Company(ies) effects a Share Transfer,	Where a converting Mutual Company or a stock company set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act implements a Share Transfer on Entity Conversion,

Article 925, item (i)	the shareholders meeting set forth in Article 804(1)	the shareholders' meeting set forth in Article 804(1) as applied mutatis mutandis pursuant to Article 96-9(4) of the Insurance Business Act or a General Meeting of the members as set forth in Article 86(1) of that Act (or a General Meeting of the Representative Members, if these have been established)
Article 925, item (iii)	Article 806(3)	Article 806(3) as applied mutatis mutandis pursuant to Article 96-9(4) of the Insurance Business Act
Article 925, item (v)	if the procedures under the provisions of Article 810 need to be carried out, the day on which such procedures were completed;	the day on which the procedures under Article 88 of the Insurance Business Act were completed; or if the procedures under the provisions of Article 810 as applied mutatis mutandis pursuant to Article 96-9(4) of that Act (excluding items (i) and (ii)) of paragraph (1) were completed;
Article 925, item (vi)	or, in cases where two or more Stock Companies	or, in cases where two or more converting Mutual Companies or two or more stock companies set forth in Article 96-9(1)(ix) of the Insurance Business Act
	such two or more Stock Companies effecting the Share Transfer	such two or more converting Mutual Companies or two or more stock companies set forth in Article 96-9(1)(ix) of the Insurance Business Act

(3) Where, pursuant to the provisions of Article 96-14, paragraph (2) of the Act, the provisions of Article 90 of the Commercial Registration Act are applied mutatis mutandis to where a converting Mutual Company implements a Share Transfer on Entity Conversion, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 90, item (v)	the stock company effecting the share transfer (hereinafter referred to as a "wholly owned subsidiary company in share transfer")	the Mutual Company implementing the Share Transfer on Entity Conversion or the stock company as set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act
	the wholly owned subsidiary company in share transfer has its head office	the Mutual Company implementing the Share Transfer on Entity Conversion or the stock company as set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act has its principal office or head office
Article 90, item (vi)	the wholly owned subsidiary company in share transfer	the Mutual Company implementing the Share Transfer on Entity Conversion or the stock company as set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act has its principal office or head offices
	Article 804, paragraphs (1) and (3) of the Companies Act	Article 86, paragraph (1) of the Insurance Business Act, or Article 804, paragraphs (1) and (3) of the Companies Act as applied mutatis mutandis pursuant to Article 96-9, paragraph (4) of the Insurance Business Act
Article 90, item (vii)	the wholly owned subsidiary company in share transfer	the Mutual Company implementing the Share Transfer on Entity Conversion or the stock company as set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act has its principal office or head office
	the public notice and the notices under Article 810, paragraph (2) of the Companies Act	the public notice under Article 88, paragraph (2) of the Insurance Business Act, or the public notice and the notices under Article 810, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-9, paragraph (4) of the Insurance Business Act

items (viii) and (ix) of Article 90	the wholly owned subsidiary company in share transfer	the stock company as set forth in Article 96-9, paragraph (1) of the Insurance Business Act
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(Replacement of Terms in Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to the Registration Made by Mutual Company Upon Entity Conversion)

Article 12-6 Where, pursuant to the provisions of Article 96-14, paragraph (6) of the Act, the provisions of Article 76 and Article 78, paragraph (3) of the Commercial Registration Act are applied mutatis mutandis to the case set forth in Article 96-14, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 76	trade name	name
Article 78, paragraph (3)	items of Article 24	items of Article 24 (including the cases where applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to an Entity Conversion from a Mutual Company to a Stock Company)

Article 12-7 Where, pursuant to the provisions of Article 96-15 of the Act, the provisions of Article 82, paragraphs (2) and (3) of the Act are applied mutatis mutandis to an Entity Conversion from a Mutual Company to a Stock Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 82, paragraph (2)	office	business office (or each business office (excluding headquarters), for a converted stock company that has implemented an Entity Conversion in which there was a Share Exchange on Entity Conversion or a Share Transfer on Entity Conversion)

Article 82, paragraph (3)	Policyholders	Shareholders and Policyholders
	business hours	business hours

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Actions to Invalidate an Entity Conversion)

Article 12-8 Where, pursuant to the provision of Article 96-16, paragraph (4) of the Act, the provisions of Article 836, paragraph (1) and Article 937, paragraph (3) (limited to the portion involving item (i)) and paragraph (4) of the Companies Act are applied mutatis mutandis to an action to invalidate an Entity Conversion, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 836, paragraph (1)	an Action Concerning Organization of Company which may be filed by a shareholder or a Shareholder at Incorporation	an action to invalidate the Entity Conversion
	order the shareholder or the Shareholder at Incorporation	order the shareholders, or the persons who formerly were members or shareholders
	provided, however, that this shall not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation.	provided, however, that this shall not apply when such a shareholders or the persons who formerly was a members or shareholders is a director, company auditor, executive officer or liquidator
Article 937, paragraph (3) (limited to the portion pertaining to item (i))	head office	head office and principal office

Article 937, paragraph (4)	items of Article 930(2)	items of Article 930, paragraph (2) (including the cases where applied mutatis mutandis pursuant to Article 64, paragraph(3) of the Insurance Business Act)
	branch office	branch office and secondary office

(Application of Laws and Regulations to the Entrustment of Solicitation or Management in Relation to Corporate Bonds, etc.)

Article 13 The laws and regulations specified by Cabinet Order, referred to in Article 99, paragraph (6) of the Act, shall be those prescribed in each of the following items; the application of the provisions of these laws and regulations shall be in accordance with the provisions of the relevant item; and, for the purposes of the application of the provisions of such laws and regulations to the business activities set forth in the items of Article 99, paragraph (2) of the Act, the name, principal office, and business activities of a Mutual Company shall be deemed to be the trade name, head office, and business activities of a Stock Company as set forth in Part II of the Companies Act, respectively.

(i) For the purpose of application of the provisions of the Order for Enforcement of the Local Government Finance Act (Cabinet Order No. 267 of 1948) or any other laws and regulations that contain provisions concerning entrustment of solicitation or management in relation to Corporate Bonds, etc. (meaning municipal bonds, corporate bonds or any other types of debentures; hereinafter the same shall apply in this item) or entrustment of business related to Corporate Bonds, etc. such as the issuance thereof (hereinafter collectively referred to as "Entrustment of Solicitation, etc. in relation to Corporate Bonds" in this item), with regard to the provisions concerning Entrustment of Solicitation, etc. in relation to Corporate Bonds, an Insurance Company that is a stock company shall be deemed to be a Bank (meaning a Bank as defined in Article 2, paragraph (1) (Definitions) of the Banking Act (Act No. 59 of 1981); the same shall apply hereinafter) that is allowed accept Entrustment of Solicitation, etc. in relation to Corporate Bonds, and an Insurance Company that is a Mutual Company shall be deemed to be a company or a Bank that is allowed to accept Entrustment of Solicitation, etc. in relation to Corporate Bonds.

(ii) With regard to the application of the provisions of the Secured Bonds Trust Act (including the cases where applied mutatis mutandis pursuant to any other laws and regulations), a Mutual Company shall be deemed to be a

company eligible to obtain a license for trust business in relation to secured bonds as referred to in Article 3 of that Act.

(Amount of Business Deposits for a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services)

Article 13-2 The amount specified by Cabinet Order, referred to in Article 11, paragraph (2) of the Trust Business Act (Act No. 154 of 2004) as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act (including the cases where applied mutatis mutandis pursuant to Article 240, paragraph (1) of the Act); the same shall apply hereinafter) shall be twenty five million yen.

(Terms and Conditions of a Contract That Replaces a Business Deposit)

Article 13-3 Where a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services (the term "Insurance-Proceed Trust Services" shall mean the Insurance-Proceed Trust Services as set forth in Article 99, paragraph (3) of the Act, and the same shall apply hereinafter; and the term "Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services" means a Life Insurance Company or a Foreign Life Insurance Company, etc. (including an Underwriting Member of a party that has obtained a specified life insurance business license as set forth in Article 219, paragraph (4) of the Act and that is deemed to be a Foreign Life Insurance Company, etc. pursuant to the provisions of Article 240, paragraph (1), item (i) of the Act) that engages in Insurance-Proceed Trust Services; the same shall apply hereinafter) concludes a contract as set forth in Article 11, paragraph (3) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, it shall have a Bank or other type of financial institution specified by Cabinet Office Ordinance as the other party thereto, and the terms and conditions thereunder shall satisfy the following requirements:

- (i) that, when an order of the Prime Minister under Article 11, paragraph (4) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act has been issued, the business deposit in the amount so ordered will be deposited without delay on behalf of the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services;
- (ii) that the contract is effective for a period of one year or longer; and
- (iii) that the contract may not be cancelled and that the terms thereof may not be amended, unless this is done with the approval from the Commissioner of the Financial Services Agency.

(Procedures for the Fulfillment of Rights in Connection with Business

Deposits)

- Article 13-4 (1) A person who holds rights pursuant to Article 11, paragraph (6) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act (hereinafter simply referred to as "Rights" in this Article) may file a petition for the fulfillment of those Rights with the Commissioner of the Financial Services Agency.
- (2) Where a petition set forth in the preceding paragraph has been filed and where the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, he/she shall issue a public notice notifying persons who have a Right to the business deposit that they must report their Rights within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "Petitioner" in this Article) and the depositor (where the depositor has deposited the full amount of the business deposit under Article 11, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act on behalf of a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services pursuant to the contract set forth in paragraph (3) of that Article and in response to the order issued under paragraph (4) of that Article, the depositor shall include said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services; the same shall apply in paragraphs (4) and (5)) to that effect.
- (3) Once the public notice under the preceding paragraph has been given, even in the event that the Petitioner withdraws his/her petition, this shall not prevent the procedures from proceeding.
- (4) The Commissioner of the Financial Services Agency shall assess the Rights without delay after the period of time set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency shall give public notice of the date and place and notify the depositor of such information, in advance, and afford the Petitioner, any person who has reported his/her Rights within the designated period, and the depositor an opportunity to introduce evidence and to express their opinions as to the existence of the Rights and the amount of the claims secured by such Rights.
- (5) The Commissioner of the Financial Services Agency shall, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, shall put such list on public notice, and shall notify the depositor of such list.
- (6) The distribution shall be implemented in accordance with the distribution list set forth in the preceding paragraph, after eighty days have elapsed since the day on which the public notice was given under the preceding paragraph.



(7) Where any securities (including book-entry transfer bonds as defined in Article 278, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. (Act No. 75 of 2001); the same shall apply hereinafter) have been deposited, and where it is necessary for fulfillment of the Rights, the Commissioner of the Financial Services Agency may realize such securities. In this case, the expenses incurred in relation to the realization of such securities shall be deducted from the proceeds of the realization.

(Recovery of Business Deposits)

Article 13-5 (1) A Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services, the successor thereof, or the party that has deposited the business deposit on behalf of said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services may, when it comes to fall under any of the cases set forth in the following, recover the full amount of the business deposit it has deposited, with the approval of the Commissioner of the Financial Services Agency:

- (i) when the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services has relocated its Head Office, etc. (meaning its head office or principal office for an Insurance Company; meaning its principal branch in Japan as defined in Article 187, paragraph (1), item (iv) of the Act for a Foreign Insurance Company, etc.; and meaning its principal branch in Japan as defined in Article 220, paragraph (1), item (v) of the Act for a Licensed Specified Juridical Person and its Underwriting Members; the same shall apply in Article 47, paragraphs (1) to (3) inclusive), thereby resulting in a change to the official depository as set forth in Article 11, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, and when the full amount of the business deposit is deposited with the new official depository;
- (ii) when any of the following sub-items applies, and when the transfer of the trust property to the new trustee or assignment of trust property to its right holder is completed:
  - (a) when the license under Article 3, paragraph (1) of the Act has been rescinded pursuant to the provisions of Article 133 or 134 of the Act;
  - (b) when the license under Article 185, paragraph (1) of the Act has been rescinded pursuant to the provisions of Article 205 or 206 of the Act;
  - (c) when the license under Article 219, paragraph (1) of the Act has been rescinded pursuant to the provisions of Article 231 or 232 of the Act;
  - (d) when the license under Article 219, paragraph (1) of the Act has ceased to be effective pursuant to the provisions of Article 236 of the Act; or
  - (e) when the license under Article 3, paragraph (1) or Article 185, paragraph (1) of the Act has ceased to be effective pursuant to the provisions of

Article 273 of the Act.

(2) Where a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services has concluded a contract as set forth in Article 11, paragraph (3) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, or has effected any amendment to the terms and conditions thereunder, and has notified the Commissioner of the Financial Services Agency to that effect, in which case the amount of the business deposit (including the Contract Amount (meaning a Contract Amount as defined in that paragraph; hereinafter the same shall apply in this paragraph)) for said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services exceeds the amount required to be deposited under that paragraph, the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services or the party that has deposited the business deposit on behalf of said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services may recover all or part of the amount in excess thereof, only to the extent of the amount of the business deposit less the Contract Amount, with the approval of the Commissioner of the Financial Services Agency.

(Persons Closely Related to the Settlor and the Trustee)

Article 13-5-2 (1) The persons specified by Cabinet Order as being closely related to the settlor under Article 23, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, shall be as follows:

- (i) any Officer (meaning a director, executive officer, accounting advisor, or member who performs the duties thereof, or company auditor or any other person in a position similar to any of the aforementioned persons; hereinafter the same shall apply in this Article and Article 13-7) or employee of the settlor;
- (ii) any Subsidiary, etc. of the settlor;
- (iii) the Parent Juridical Person, etc. that has the settlor as its Subsidiary, etc. ;
- (iv) any Subsidiary, etc. of the Parent Juridical Person, etc. that has the relevant settlor as its Subsidiary, etc. (excluding the relevant settler itself, and also excluding juridical persons referred to in the preceding two items);
- (v) any Affiliated Juridical Person, etc. of the settlor;
- (vi) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. that has the relevant settlor as its Subsidiary, etc. (excluding the juridical person set forth in the preceding item);
- (vii) any Specified Individual Shareholder, etc. of the relevant settlor; and
- (viii) the following company, partnership, or any other business entity equivalent thereto (including the equivalent entities in foreign states, but

- excluding the settlor; hereinafter referred to as the "Juridical Person, etc." in this item) that is associated with the person set forth in the preceding item.
- (a) a Juridical Person, etc. (including the Subsidiary, etc. and the Affiliated Juridical Person, etc. of such Juridical Person, etc.) in which the person referred to in the preceding item holds voting rights (meaning voting rights as set forth in Article 2, paragraph (11) of the Act; the same shall apply hereinafter) that are greater than fifty percent of All Shareholders' Voting Rights, etc. ; and
  - (b) a Juridical Person, etc. in which the person referred to in the preceding item holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.
- (2) The persons specified by Cabinet Order as being closely related to the trustee set forth in Article 23, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act shall be as follows:
- (i) any Officer or employee of the trustee;
  - (ii) any Subsidiary, etc. of the trustee;
  - (iii) the Parent Juridical Person, etc. that holds the trustee as its Subsidiary, etc. ;
  - (iv) any Subsidiary, etc. of the Parent Juridical Person, etc. that holds such trustee as its Subsidiary, etc. (excluding said trustee, and also excluding the juridical persons set forth in the preceding two items);
  - (v) any Affiliated Juridical Person, etc. of such trustee;
  - (vi) any Affiliated Juridical Persons, etc. of the Parent Juridical Person, etc. that holds the trustee as its Subsidiary, etc. (excluding the juridical person set forth in the preceding item);
  - (vii) any Specified Individual Shareholder, etc. of the trustee; and
  - (viii) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, but excluding the trustee itself; hereinafter referred to as the "Juridical Persons, etc." in this item) that is associated with the person set forth in the preceding item:
    - (a) a Juridical Person, etc. in which the person referred to in the preceding item holds voting rights (meaning voting rights as set forth in Article 2, paragraph (11) of the Act; the same shall apply hereinafter) that are greater than fifty percent of All Shareholders' Voting Rights , etc. ; and
    - (b) a Juridical Person, etc. in which the person referred to in the preceding item holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.
- (3) The term "Parent Juridical Person, etc." as set forth in the preceding two paragraphs means a Juridical Person, etc. (meaning a company, partnership, or any other type of entity similar thereto (including an equivalent entity in a

foreign state); hereinafter the same shall apply in this paragraph and the following paragraph) that is specified by Cabinet Office Ordinance as the Juridical Person that controls the mechanism that is responsible for decisions on the financial policies and business or operational policies (meaning shareholders' meetings or any other mechanism equivalent thereto; hereinafter referred to as a "Decision-Making Mechanism" in this paragraph) of any other Juridical Person, etc. ; and the term "Subsidiary, etc." as set forth in the preceding two paragraphs shall mean a Juridical Person, etc. whose Decision-Making Mechanism is controlled by its Parent Juridical Person, etc. In this case, where the a Parent Juridical Person and its Subsidiary, etc. jointly control, or where the Subsidiary, etc. solely controls, any other Juridical Person's Decision-Making Mechanism, such other Juridical Person, etc. shall be deemed to be said Parent Juridical Person's Subsidiary, etc.

(4) The term "Affiliated Juridical Person, etc." as set forth in paragraphs (1) and (2) means a Juridical Person, etc. (including a Subsidiary, etc. (meaning a Subsidiary, etc. as set forth in the preceding paragraph; the same shall apply hereinafter)) that is specified by Cabinet Office Ordinance as a Juridical Person, etc. that may have a material impact on the decision-making of any other Juridical Person, etc. (excluding its Subsidiary, etc.) in terms of financial affairs, operational policies, or business policy, by such means as equity contributions, assumption of the office of director or any other position similar thereto by the present or former officer or employee of the first-mentioned Juridical Person, etc. , financing, guarantees of obligations, the provision of security, the transfer of technology, operational transactions or business transactions, and others.

(5) The term "Specified Individual Shareholder, etc." as set forth in paragraphs (1) and (2) means an individual person who holds Subject Voting Rights (meaning Subject Voting Rights as defined in Article 5, paragraph (5) of the Trust Business Act) in the relevant juridical person greater than fifty percent of All Shareholders' Voting Rights, etc.

(6) Where item (viii) of paragraph (1) or item (viii) of paragraph (2) applies, the voting rights held by a person specified in item (vii) of paragraph (1) or item (vii) of paragraph (2) shall include the voting rights represented by the share or contribution that cannot be asserted against the issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Transfer of Corporate Bonds, Shares, etc. (including the cases where applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1) and Article 276 (limited to the portion involving item (ii)) of that Act).

(Provision of Information by Use of Information and Communications

Technology)

- Article 13-5-3 (1) When a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services seeks to provide information set forth in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act (Act No. 25 of 1948) as applied mutatis mutandis pursuant to Article 24-2 of the Trust Business Act as further applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act (hereinafter referred to as the "Financial Instruments and Exchange Act as Applied Mutatis Mutandis" in this Article to Article 13-5-5 inclusive), pursuant to the provisions of Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as applied Mutatis Mutandis (including the cases where applied mutatis mutandis pursuant to Article 34-4, paragraph (3) and Article 37-3, paragraph (2) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis; hereinafter the same shall apply in this Article), it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate to the recipient of such information the type and details of the means set forth in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis that it will use (hereinafter referred to as the "Electromagnetic Means" in this Article) and shall obtain consent therefrom in writing or by Electromagnetic Means.
- (2) Where a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services that has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that a recipient refuses to be provided with the information by Electromagnetic Means, it shall not provide the recipient with the information set forth in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis by Electromagnetic Means; provided, however, that this shall not apply where the recipient gives his/her consent under that paragraph again.

(Acquisition of Consent by Use of Information and Communications Technology)

- Article 13-5-4 (1) Where, pursuant to the provisions of Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including the cases where applied mutatis mutandis pursuant to Article 34-4, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis; hereinafter the same shall apply in this Article), a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services, seeks to obtain another party's agreement by the method specified by Cabinet Office Ordinance that is referred to in Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (hereinafter referred to as "Electromagnetic Means" in this Article) in lieu of

the written agreement set forth in paragraph (2) of that Article, it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate the type and details of the Electromagnetic Means to the other party from whom it seeks to obtain agreement, and shall obtain the consent thereof in writing or by Electromagnetic Means.

- (2) Where a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services that has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that the other party refuses to give his/her agreement by Electromagnetic Means, it shall not obtain the agreement set forth in Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis from the other party by Electromagnetic Means; provided, however, that this shall not apply where the other party has given his/her consent under the preceding paragraph again.

(Important Particulars That May Influence a Customer's Judgment)

Article 13-5-5 (1) The particulars specified by Cabinet Order, referred to in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis shall be as follows;

- (i) those related to the fees, remuneration, or any other type of consideration payable by a customer under a Specific Trust Agreement (meaning a Specific Trust Agreement as defined in Article 24-2 of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act; hereinafter the same shall apply in this Article), as specified by Cabinet Office Ordinance;
- (ii) where, with regard to the conclusion of a Specific Trust Agreement by a customer, there is a risk of losses arising directly from a fluctuation in such indicators as the interest rate, the value of currencies, or quotations on a Financial Instruments Market (meaning a Financial Instruments Market as defined in Article 2, paragraph (14) of the Financial Instruments and Exchange Act; the same shall apply hereinafter), the following particulars:
- (a) the indicators; and
- (b) the fact that there is a risk of losses from fluctuations in the relevant indicators, and the reason therefor.
- (iii) particulars specified by Cabinet Office Ordinance as those equivalent to the particulars specified in the preceding two items.
- (2) Notwithstanding the provisions of the preceding paragraph, where the conduct specified in Article 37, paragraph (1) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis is to be implemented by means of broadcasting by the use of the broadcasting facilities of a Private Broadcaster (meaning a Private Broadcaster as prescribed in Article 2, item (iii)-3 of the

Broadcast Act (Act No. 132 of 1950); the same shall apply in Article 44-5, paragraph (2)) or any other equivalent means specified by Cabinet Office Ordinance, the particulars specified by Cabinet Order that are referred to in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis shall be as follows:

- (i) where, with regard to the conclusion of a Specific Trust Agreement by a customer, there is a risk of losses arising directly from fluctuations in such indicators as the interest rate, the value of currencies, or quotations on a Financial Instruments Market, such fact:
- (ii) particulars specified by Cabinet Office Ordinance as the particulars equivalent to those specified in the preceding item.

(Replacement of Terms in Provisions of the Financial Instruments and Exchange Act That Are Applied Mutatis Mutandis Pursuant to Provisions of the Trust Business Act, When Such Provisions are Applied Mutatis Mutandis to Where a Life Insurance Company, etc. Engages in Insurance-Proceed Trust Services)

Article 13-5-6 Where, pursuant to the provisions of Article 99, paragraph (8) of the Act, the provisions of Article 24-2 of the Trust Business Act are applied mutatis mutandis to where a Life Insurance Company, etc. engages in Insurance-Proceed Trust Services, the technical replacement of terms in connection with the provisions of the Financial Instruments and Exchange Act, which are applied mutandis pursuant to Article 24-2 of the Trust Business Act, shall be as set forth in the following table:

Provisions of the Financial Instruments and Exchange Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 34	item (iv), paragraph (1) of that Article	Article 2, paragraph (31), item (iv)
Article 40, item (ii)	what is listed in the preceding item	the situation found to be in violation of the provisions of Article 24, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Insurance Business Act

(Methods That Use Information and Communications Technology)

Article 13-6 (1) Where, pursuant to the provisions of Article 26, paragraph (2) of

the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services seeks to provide the information set forth in that paragraph, it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate to the settlor the type and details of the electromagnetic means set forth in that paragraph that it will use (hereinafter referred to as the "Electromagnetic Means" in this Article) and shall obtain consent therefrom in writing or by Electromagnetic Means.

- (2) Where a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services that has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that the settlor refuses to receive the information by Electromagnetic Means, it shall not provide the settlor with the information set forth in Article 26, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act by Electromagnetic Means; provided, however, that this shall not apply where the settlor has given his/her consent under the preceding paragraph again.
- (3) The provisions of the preceding two paragraphs shall apply mutatis mutandis to where the provisions of Article 26, paragraph (2) of the Trust Business Act are applied mutatis mutandis pursuant to Article 27, paragraph (2) and Article 29, paragraph (4) of that Act, as further applied mutatis mutandis to Article 99, paragraph (8) of the Act. In such case, the term the "settlor" in these provisions shall be deemed to be replaced with "beneficiary of the trust property."

(Persons Closely Related to a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services)

Article 13-7 (1) The persons specified by Cabinet Order, referred to in Article 29, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, shall be as follows:

- (i) any officer or employee of the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services;
- (ii) any Subsidiary, etc. of the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services;
- (iii) the Parent Juridical Person, etc. (meaning a Parent Juridical Person, etc. as defined in Article 13-5-2, paragraph (3); the same shall apply hereinafter) that has the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services as its Subsidiary, etc. ;
- (iv) any Subsidiary, etc. of the Parent Juridical Person, etc. that has said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services as its Subsidiary, etc. (excluding said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services and the juridical persons set forth in the



- preceding two items);
- (v) any Affiliated Juridical Person, etc. (meaning an Affiliated Juridical Person, etc. as defined in Article 13-5-2, paragraph (4); the same shall apply hereinafter) of the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services;
  - (vi) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. that has said Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services as its Subsidiary, etc. (excluding the juridical person set forth in the preceding item);
  - (vii) a Specified Individual Shareholder, etc. (meaning a Specified Individual Shareholder, etc. as defined in Article 13-5-2, paragraph (5); the same shall apply hereinafter) of the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services; and
  - (viii) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, but excluding the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services, itself; hereinafter referred to as the "Juridical Person, etc." in this item) that is associated with the person set forth in the preceding item.
    - (a) a Juridical Person, etc. in which the person referred to in the preceding item holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. ; and
    - (b) a Juridical Person, etc. in which the person referred to in the preceding item holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.
- (2) Where a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services has entrusted its Insurance-Proceed Trust Services to another party pursuant to the provisions of Article 22, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, for the purpose of the application of the provisions of the preceding paragraph to the person who has been entrusted with those Insurance-Proceed Trust Services, the term "Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services" in that paragraph shall be deemed to be replaced with "person entrusted with Insurance-Proceed Trust Services by the Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services."
- (3) The provisions of Article 13-5-2, paragraph (6) shall apply mutatis mutandis to the voting rights held by the person set forth in item (vii) of paragraph (1), where item (viii) of that paragraph applies.

(Scope of Parent Financial Institutions, etc. and Subsidiary Financial Institutions, etc.)

Article 13-8 (1) The parties specified by Cabinet Order, referred to in Article

100-2-2, paragraph (2) of the Act, shall be as follows:

- (i) the Parent Juridical Person, etc. of the Insurance Company;
  - (ii) any Subsidiary, etc. of the Parent Juridical Person, etc. of the Insurance Company (excluding the Insurance Company itself and juridical persons as set forth in the preceding item and in item (i) of paragraph (3));
  - (iii) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. of such Insurance Company (excluding a juridical person set forth in item (ii) of paragraph (3));
  - (iv) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, and excluding the Insurance Company itself and juridical persons specified in the preceding three items and in the items of paragraph (3); hereinafter referred to as a "Juridical Person, etc." in this item) that is associated with an individual person who holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. in the relevant Insurance Company (hereinafter referred to as a "Specified Individual Shareholder" in this item and Article 37-9, paragraph (1), item (iv));
    - (a) a Juridical Person, etc. (including its Subsidiary, etc. and Affiliated Juridical Person, etc.) in which a Specified Individual Shareholder holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. ; or
    - (b) a Juridical Person, etc. in which a Specified Individual Shareholder holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.
- (2) The other persons engaged in financial business specified by Cabinet Order, referred to in Article 100-2-2, paragraph (2) of the Act, shall be as follows:
- (i) Foreign Insurance Companies, etc. ;
  - (ii) Low-Cost, Short-Term Insurers;
  - (iii) Long Term Credit Banks (meaning Long Term Credit Banks as defined in Article 2 (Definitions) of the Long Term Credit Bank Act (Act No. 187 of 1952); the same shall apply in Article 39, item (ii));
  - (iv) Shoko Chukin Bank Limited;
  - (v) federations of shinkin banks;
  - (vi) federations of labor banks;
  - (vii) federations of cooperatives engaged in the business prescribed in Article 9-9, paragraph (1), item (i) (Federation of Cooperatives) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949);
  - (viii) federations of agricultural cooperatives engaged in the business prescribed in Article 10, paragraph (1), item (x) (Business) of the Agricultural Cooperatives Act (Act No. 132 of 1947);
  - (ix) mutual aid federations of fishery cooperatives;

- (x) parties that grant monetary loans or that intermediate therefor in the course of trade (including granting of monies by means of discounted bills, assignments for security or any other means similar thereto, and also including intermediation for the receipt of monies by any of the aforementioned means) (such party shall exclude an Insurance Company, a Bank, a Financial Instruments Transaction Business Operator (meaning a Financial Instruments Transaction Business Operator as defined in Article 2, paragraph (9) (Definitions) of the Financial Instruments and Exchange Act; the same shall apply in the following item); and shall also exclude parties specified in the preceding items);
- (xi) persons engaged in any of the following business in a foreign state, in accordance with the laws and regulations of that State (excluding an Insurance Company, Bank, Financial Instruments Transaction Business Operator and parties specified in the preceding items):
  - (a) insurance business;
  - (b) Banking Business as defined in Article 2, paragraph (2) (Definitions) of the Banking Act; or
  - (c) Financial Instruments Business as defined in Article 2, paragraph (8) of the Financial Instruments and Exchange Act.
- (3) The person specified by Cabinet Order, referred to in Article 100-2-2, paragraph (3) of the Act, shall be as follows:
  - (i) any Subsidiary, etc. of the relevant Insurance Company; and
  - (ii) any Affiliated Juridical Person, etc. of the relevant Insurance Company.
- (4) The person conducting financial business which is specified by Cabinet Order, referred to in Article 100-2-2, paragraph (3) of the Act, shall be the persons specified in items (i) to (iii) inclusive and items (x) and (xi) of paragraph (2).

(Specified Related Parties of an Insurance Company)

Article 14 The parties to which an Insurance Company is specially related as specified by Cabinet Order, referred to in the main clause of Article 100-3 of the Act, shall be as follows:

- (i) any Subsidiary Company of such Insurance Company;
- (ii) the Insurance Company's Major Shareholder who holds a number of voting rights in such Insurance Company equal to or exceeding the Major Shareholder Threshold;
- (iii) any Insurance Holding Company whose Subsidiaries include the relevant Insurance Company;
- (iv) any Subsidiary Company of the juridical person specified in the preceding item (excluding the relevant Insurance Company and the juridical person specified in item (i));
- (v) any Subsidiary, etc. of such Insurance Company (excluding a person set

- forth in item (i));
- (vi) the Parent Juridical Person, etc. whose Subsidiaries, etc. include the relevant Insurance Company (excluding juridical persons set forth in items (ii) and (iii));
- (vii) any Subsidiary, etc. of the Parent Juridical Person, etc. whose Subsidiaries, etc. include the relevant Insurance Company, etc. (excluding the relevant Insurance Company itself and the juridical persons set forth in the preceding items);
- (viii) any Affiliated Juridical Person, etc. of such Insurance Company;
- (ix) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. whose Subsidiaries, etc. include the relevant Insurance Company (excluding the juridical person set forth in the preceding item);
- (x) the following company, partnership, or other type of business entity equivalent thereto (including an equivalent entity in a foreign state, and excluding the Insurance Company itself; hereinafter referred to as a "Juridical Person, etc." in this item) that is associated with a person who, from among the Insurance Company's Major Shareholders who hold a number of voting rights in said Insurance Company equal to or exceeding the Major Shareholders Threshold, holds voting rights in said Insurance Company that are greater than fifty percent of All Shareholders' Voting Rights in said Insurance Company (limited to an individual person; hereinafter referred to as the "Insurance Company's Specified Individual Major Shareholder" in this item):
  - (a) a Juridical Person, etc. (including its Subsidiary, etc. and Affiliated Juridical Person, etc.) in which the Insurance Company's Specified Individual Major Shareholder holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. ;
  - (b) a Juridical Person, etc. in which the Insurance Company's Specified Individual Major Shareholder holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.

(Insurance Contracts Excluded from Portfolio Transfers)

Article 15 The insurance contracts specified by Cabinet Order, referred to in Article 135, paragraph (2) of the Act, shall be as follows:

- (i) an insurance contract under which an insured event has already occurred as of the time of the public notice under Article 137, paragraph (1) of the Act (referred to as the "Public Notice" in the following item) (limited to an insurance contract that expires upon the payment of the insurance proceeds in connection with an insured event); and
- (ii) an insurance contract whose term of coverage has already ended by the time of the Public Notice (including an insurance contract that has been

canceled in the middle of the term of coverage or one under which any other grounds for the termination thereof have occurred as of the time of the Public Notice, and excluding an insurance contract set forth in the preceding item).

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Causes for the Dissolution of a Mutual Company)

Article 15-2 Where, pursuant to the provisions of Article 152, paragraph (2) of the Act, the provisions of paragraph (1) of that Article are applied mutatis mutandis to a Mutual Company, the technical replacement of terms in connection with the provisions of Article 471, item (vi) of the Companies Act as applied by replacing certain terms pursuant to Article 152, paragraph (1) of the Act, shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 471, item (vi)	Article 824 (1) or Article 833 (1)	Article 824(1) as applied mutatis mutandis pursuant to Article 63-2 of the Insurance Business Act

(Insurance Contracts That Are Not Grounds for Refusing Authorization for a Dissolution, etc.)

Article 16 The insurance contracts specified by Cabinet Order, referred to in Article 153, paragraph (3) shall be as follows:

- (i) an insurance contract in which the Policyholder is a member; and
- (ii) an insurance contract as specified in the following sub-items, excluding the insurance contract referred to in the preceding item:
  - (a) an insurance contract under which an insured event has already occurred as of the date of the application for authorization under Article 153, paragraph (1) of the Act (referred to as an "Application" in sub-item (b)), (limited to a contract to be expired upon the payment of insurance proceeds in connection with an insured event); and
  - (b) an insurance contract whose term of coverage has already ended as of the Application date (including an insurance contract that has been canceled in the middle of the term of coverage or one under which any other grounds for the termination thereof have occurred as of the Application date, and excluding an insurance contract set forth in sub-item (a)).

(Replacement of Terms in Provisions of the Companies Act, etc. That Are Applied Mutatis Mutandis to a Mutual Company)

Article 16-2 (1) Where, pursuant to the provisions of Article 158 of the Act, the

provisions of Article 926 of the Companies Act are applied mutatis mutandis to a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 926	Article 471(i) to (iii) or Article 641(i) to (iv)	Article 471(iii) of this Act as applied mutatis mutandis pursuant to Article 152(2) of the Insurance Business Act
	head office	principal office

(2) Where, pursuant to the provisions of Article 158 of the Act, the provisions of Article 71, paragraph (3) of the Commercial Registration Act are applied mutatis mutandis to a Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 71, paragraph (3)	liquidating stock company	liquidating Mutual Company
	Article 483, paragraph (4) of said Act	Article 180-9, paragraph (4) of said Act

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Absorption-Type Mergers between Stock Companies and Mutual Companies Where the Stock Company Survives)

Article 17 Where, pursuant to the provisions of Article 164, paragraph (3) of the Act, the provisions of Article 90, paragraph (3) of the Act are applied mutatis mutandis to an absorption-type merger under Article 164, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 90, paragraph (3)	converting Mutual Company	Absorbed Mutual Company

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Consolidation-Type Mergers between Stock Companies and Mutual Companies Where the Stock Company Is Incorporated)

Article 17-2 (1) Where, pursuant to the provisions of Article 165, paragraph (5) of the Act, the provisions of Article 90, paragraph (3) of the Act are applied mutatis mutandis to a consolidation-type merger under Article 165, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 90, paragraph (3)	converting Mutual Company	Consolidated Mutual Company

(2) Where, pursuant to the provisions of Article 165, paragraph (5) of the Act, the provisions of Article 162, paragraph (3) of the Act are applied mutatis mutandis to a Consolidated Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 162, paragraph (3)	"absorption-type merger	"consolidation-type merger

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Share Purchase Demand Against an Extinct Stock Company)

Article 17-3 Where, pursuant to the provisions of Article 165-5, paragraph (2) of the Act, the provisions of Article 785, paragraphs (5) and (7) and Article 786, paragraph (1) of the Companies Act are applied mutatis mutandis to the request under Article 165-5, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 785, paragraph (5)	prior to the Effective Day	prior to the Effective Date (meaning the Effective Date as defined in Article 165-2(1) of the Insurance Business Act)
Article 785, paragraph (7)	the Absorption-type Merger, etc.	the Absorption-type Merger, etc. or Consolidation-type Merger
Article 786, paragraph (1)	the Company Surviving Absorption-type Merger;	the Absorbing Mutual Company; or, where a Consolidation-type Merger is to be effected, the Formed Company, after the day of its formation;

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Share Option Purchase Demand Against an Extinct Stock Company)

Article 17-4 Where, pursuant to the provisions of Article 165-6, paragraph (2) of the Act, the provisions of Article 787, paragraphs (5) and (7) and Article 788, paragraphs (1) and (5) of the Companies Act are applied mutatis mutandis to a request under Article 165-6, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 787, paragraph (5)	the Effective Day	the Effective Date (meaning the Effective Date as defined in Article 165-2(1) of the Insurance Business Act)
Article 787, paragraph (7)	the Absorption-type Merger, etc.	the Absorption-type Merger or the Consolidation-type Merger
Article 788, paragraph (1)	the Company Surviving Absorption-type Merger;	the Absorbing Mutual Company; or, where a Consolidation-type Merger is to be effected, the Formed Company, after the day of its formation;
Article 788, paragraph (5)	at the times provided for in the following items for the categories of Share Options set forth respectively in those items	on the Effective Date

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to an Objection of the Creditors of an Extinct



Stock Company)

Article 17-5 Where, pursuant to the provisions of Article 165-7, paragraph (4) of the Act, the provisions of Article 70, paragraph (4) and paragraphs (6) to (8) inclusive of the Act are applied mutatis mutandis to an objection of the creditors as set forth in Article 165-7, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 70, paragraph (4)	the Entity Conversion	consolidation-type merger or absorption-type merger of the relevant extinct stock company
Article 70, paragraph (6)	Article 69, paragraph (1)	Article 165-3, paragraph (1)
paragraphs (7) and (8) of Article 70	the preceding paragraphs	paragraph (4) to (6) inclusive and Article 165-7, paragraphs (1) to (3) inclusive

(Scope of Insurance Claims, etc.)

Article 17-6 Insurance Claims, etc. under Article 70, paragraphs (5) to (7) inclusive of the Act as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to Article 165-7, paragraph (2) of the Act.

(Replacement of Terms in Provisions of the Insurance Business Act, etc. That Are Applied Mutatis Mutandis to an Absorbing Stock Company)

Article 17-7 (1) Where, pursuant to the provisions of Article 165-12 of the Act, the provisions of Article 165-4, paragraph (1), Article 165-5, paragraph (2) and Article 165-7, paragraph (2) of the Act are applied mutatis mutandis to an Absorbing Stock Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
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Article 165-4, paragraph (1)	its shareholders and the registered pledgees of its shares, and the holders of its share options and the registered pledgees of its share options	its shareholders
	and of the trade name or name and address of the Absorbing Mutual Company, or the Stock Company carrying on the Insurance Business or Mutual Company to be incorporated by the merger (hereinafter referred to as "Formed Company" in this Section)	and of the name and address of the Absorbed Mutual Company
Article 165-4, paragraph (2)	Article 785, paragraph (5)	Article 797, paragraph (5)
	Article 786	Article 798
	the preceding paragraph	Article 797, paragraph (1)
Article 165-7, paragraph (2), item (ii)	The trade names or names and addresses of the Absorbing Mutual Company or other consolidated companies (referring to consolidated stock companies and Consolidated Mutual Companies; the same shall apply in Article 165-17, paragraph (2) and the Formed Company;	The name and address of the Absorbed Mutual Company

(2) Where, pursuant to the provisions of Article 165-12 of the Act, the provisions of Article 165-5, paragraph (2) of the Act are applied mutatis mutandis to an Absorbing Stock Company, the technical replacement of terms in connection with the provisions of Article 797, paragraphs (5) and (7) of the Companies Act as applied mutatis mutandis pursuant to Article 165-5, paragraph (2) of the Act, shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 797, paragraph (5)	the Effective Day	the Effective Date (meaning the Effective Date as defined in Article 165-2, paragraph (1) of the Insurance Business Act; the same shall apply hereinafter)
Article 797, paragraph (7)	the Absorption-type Merger, etc.	the Absorption-type Merger

(3) Where, pursuant to the provisions of Article 165-12 of the Act, the provisions

of Article 165-7, paragraph (4) of the Act are applied mutatis mutandis to an Absorbing Stock Company, the technical replacement of terms in connection with the provisions of Article 70, paragraph (4) and paragraphs (6) to (8) inclusive of the Act as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 70, paragraph (4)	the Entity Conversion	the Absorption-type Merger of the relevant Absorbing Stock Company
Article 70, paragraph (6)	Article 69, paragraph (1)	Article 165-10, paragraph (1)
Article 70, paragraph (7)	pursuant to the provisions of the preceding paragraphs	pursuant to the provisions of the preceding three paragraphs, and Article 165-7, paragraphs (1) to (3) inclusive
	An Entity Conversion	An Absorption-type Merger
Article 70, paragraph (8)	in the preceding paragraphs	in paragraphs (4) to (7) inclusive and Article 165-7, paragraphs (1) to (3) inclusive

(4) Where, pursuant to the provisions of Article 165-12 of the Act, the provisions of Article 797, paragraphs (1) and (2) of the Companies Act are applied mutatis mutandis to an Absorbing Stock Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 797, paragraphs (1) and (2)	the Absorption-type Merger, etc.	the Absorption-type Merger

(Scope of Insurance Claims, etc.)

Article 17-8 Insurance Claims, etc. under Article 70, paragraphs (5) to (7) inclusive of the Act as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act as further applied mutatis mutandis pursuant to Article 165-12 of the Act, shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to Article 165-7, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 165-12 of the Act.

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to a Stock Company Established by Consolidation-Type Merger)

Article 17-9 Where, pursuant to the provisions of Article 165-14, paragraph (3) of the Act, the provisions of Article 165-13, paragraph (1) of the Act are applied mutatis mutandis to a Stock Company Established by Consolidation-Type Merger, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 165-13, paragraph (1)	as a result of the absorption-type merger	as a result of the consolidation-type merger
	the Absorbed Mutual Company	the Consolidated Mutual Company or the Consolidated Stock Company
	as pertaining to an absorption-type merger	as pertaining to a consolidation-type merger

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Objections of the Creditors of an Extinct Mutual Company)

Article 17-10 Where, pursuant to the provisions of Article 165-17, paragraph (4) of the Act, the provisions of Article 88, paragraphs (4), (6), (7) and (9) are applied mutatis mutandis to an objection of the creditors as set forth in Article 165-17, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 88, paragraph (4)	the Entity Conversion	the Absorption-type Merger or Consolidation-type Merger of the relevant Absorbed Mutual Company
Article 88, paragraph (6)	Article 86, paragraph (1)	Article 165-16, paragraph (1)
Article 88, paragraph (7)	the preceding paragraphs	the preceding three paragraphs, and Article 165-17, paragraphs (1) to (3) inclusive

Article 88, paragraph (9)	in the preceding paragraphs	in paragraphs (4) to (7) inclusive and Article 165-17, paragraphs (1) to (3) inclusive
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(Scope of Insurance Claims, etc.)

Article 17-11 Insurance Claims, etc. under Article 88, paragraphs (5) to (7) inclusive of the Act as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to Article 165-17, paragraph (2) of the Act.

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to an Absorbing Mutual Company)

Article 17-12 (1) Where, pursuant to the provisions of Article 165-20 of the Act, the provisions of Article 165-17, paragraph (2) of the Act are applied mutatis mutandis to an Absorbing Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 165-17, paragraph (2), item (ii)	the absorbing company (referring to the Absorbing Mutual Company or Absorbing Stock Company; hereinafter the same shall apply in this Section) or other consolidated companies and the Formed Company	the Absorbed Stock Company or the Absorbed Mutual Company

(2) Where, pursuant to the provisions of Article 165-20 of the Act, the provisions of Article 165-17, paragraph (4) of the Act are applied mutatis mutandis to an Absorbing Mutual Company, the technical replacement of terms in connection with the provisions of Article 88, paragraphs (4), (6), (7) and (9) of the Act as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act, shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 88, paragraph (4)	the Entity Conversion	the absorption-type merger pertaining to such Absorbing Mutual Company
Article 88, paragraph (6)	Article 86, paragraph (1)	Article 165-16, paragraph (1)
Article 88, paragraph (7)	the preceding paragraphs	the preceding three paragraphs, and Article 165-17, paragraphs (1) to (3) inclusive
	the Entity Conversion	the Absorption-type Merger
Article 88, paragraph (9)	in the preceding paragraphs	in paragraphs (4) to (7) inclusive and Article 165-17, paragraphs (1) to (3) inclusive

(Scope of Insurance Claims, etc.)

Article 17-13 Insurance Claims, etc. under Article 88, paragraphs (5) to (7) inclusive of the Act as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act as further applied mutatis mutandis pursuant to Article 165-20 of the Act, shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to Article 165-17, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 165-20 of the Act.

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Formed Mutual Company)

Article 17-14 Where, pursuant to the provisions of Article 165-22, paragraph (3) of the Act, the provisions of Article 165-21, paragraph (1) of the Act are applied mutatis mutandis to a Formed Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 165-21, paragraph (1)	as a result of the absorption-type merger	as a result of the consolidation-type merger
	the Absorbed Mutual Company or Absorbed Stock Company	the Consolidated Mutual Company or the Consolidated Stock Company
	as pertaining to an absorption-type merger	as pertaining to a consolidation-type merger

(Scope of Insurance Claims, etc.)

Article 17-15 Insurance Claims, etc. under Article 165-24, paragraphs (5) to (7) inclusive of the Act, shall be limited to the claims that have already arisen as of the time of the public notice given pursuant to paragraph (2) of that Article.

(Replacement of Terms in Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to the Registration of a Mutual Company)

Article 17-16 Where, pursuant to the provisions of Article 170, paragraph (3) of the Act, the provisions of the Commercial Registration Act are applied mutatis mutandis to registrations concerning a Mutual Company, the technical replacement of terms in connection with the provisions of that Act shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 79	a company absorbed in the absorption-type merger	an Absorbed Company as set forth in Article 169, paragraph (1) of the Insurance Business Act
	a company consolidated through the consolidation-type merger	a Consolidated Company as set forth in Article 165, paragraph (1), item (i) of that Act
	the trade name and head office	the trade name or name, and the head office or principal office
Article 80, item (ii)	n the main clause of paragraph (1) or of paragraph (3) of Article 796 of the Companies Act	the main clause of paragraph (1) of Article 165-11 of the Insurance Business Act
	paragraph (4) of said Article	paragraph (2) of that Article

Article 80, item (iii)	a document evidencing that the public notice and the notices under Article 799, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, the public notice by such method) has been given, and, if any creditor has raised an objection,	if any creditor has raised an objection under Article 165-7, paragraph (1) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 165-12 of that Act or an objection under Article 165-17, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 165-20 of that Act
Article 80, item (v)	head office	head office of principal office
Article 80, item (vi)	a document evidencing the performance of the relevant procedures under Article 783, paragraphs (1) to (4) inclusive of the Companies Act such as obtaining approval for an absorption-type merger agreement (in the cases referred to in the main clause of Article 784, paragraph (1) of said Act, a document evidencing that the case provided for therein is applicable and a document or minutes of a board of directors evidencing that the consent of the majority of directors has been obtained)	a document evidencing the performance of the relevant procedures under Article 165-3, paragraphs (1) and (5) of the Insurance Business Act such as obtaining approval for an absorption-type merger agreement
Article 80, item (vii)	a membership company	a Mutual Company
	the consent of all partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under such provision have been performed)	approval has been obtained for the absorption-type merger agreement as referred to in Article 165-16, paragraph (1) of the Insurance Business Act



Article 80, item (viii)	a document evidencing that a company absorbed in absorption-type merger has given the public notice and the notices under Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of said Act) (in cases of a stock company or a limited liability company which, in addition to public notice in an official gazette, has given a public notice by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 789, paragraph (3) of said Act (including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of said Act), that the public notice was given by such method), and, if any creditor has raised an objection,	if any creditor has raised an objection under Article 165-7, paragraph (1) or Article 165-17, paragraph (1) of the Insurance Business Act,
Article 81, item (iii)	items (x) to (xii) inclusive	items (x) to (xii) inclusive or Article 65, items (viii), (ix) and (xi) to (xiii) inclusive of the Insurance Business Act
Article 81, item (v)	head office	head office of principal office
Article 81, item (vi)	Article 804, paragraphs (1) and (3) of the Companies Act	Article 165-3, paragraphs (1) and (5) of the Insurance Business Act
Article 81, item (vii)	a membership company	a Mutual Company
	that the consent of all partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under said provision have been performed)	that approval has been obtained for the consolidation-type merger agreement as referred to in Article 165-16, paragraph (1) of the Insurance Business Act

Article 81, item (viii)	a document evidencing that a company consolidated through consolidation-type merger has given the public notice and the notices under Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of said Act) (with regard to a stock company or a limited liability company which, in addition to public notice in an official gazette, has given a public notice by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 810, paragraph (3) of said Act (including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of said Act), that the public notice was given by such method), and, if any creditor has raised an objection,	if any creditor has raised an objection under Article 165-7, paragraph (1) of Article 165-17, paragraph (1) of the Insurance Business Act,
Article 82, paragraph (1)	a company surviving an absorption-type merger	a Stock Company or Mutual Company surviving an absorption-type merger
	a company incorporated through a consolidation-type merger	a Stock Company or Mutual Company incorporated through a consolidation-type merger
Article 82, paragraphs (2) and (3)	head office	head office of principal office
Article 82, paragraph (4)	paragraph (2)	paragraph (2) (including the cases where applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
	head office	head office of principal office

Article 83, paragraph (1)	head office	head office of principal office
	items of Article 24	items of Article 24 (including the cases where applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
Article 83, paragraph (2)	head office	head office of principal office

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Actions to Invalidate a Merger between One Mutual Company and Another Mutual Company, etc.)

Article 17-17 Where, pursuant to the provisions of Article 171 of the Act, the provisions of Article 836, paragraph (1), Article 937, paragraph (3) (limited to the portions involving items (ii) and (iii)) and paragraph (4) of the Companies Act are applied mutatis mutandis to an action to invalidate a merger as set forth in Article 159, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 836, paragraph (1)	a shareholder or a Shareholder at Incorporation	a shareholder or a member
	provided, however, that this shall not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such Shareholder at Incorporation is a Director at Incorporation or a Company Auditor at Incorporation.	provided, however, that this shall not apply when such a shareholder or member is a director, company auditor, executive officer or liquidator.
Article 937, paragraph (3) (limited to the portions pertaining to items (ii) and (iii))	head office	head office of principal office

Article 937, paragraph (4)	items of Article 930(2)	items of Article 930(2) (including the cases where applied mutatis mutandis pursuant to Article 64(3) of the Insurance Business Act)
	branch office	branch office of secondary office

(Insurance Contracts Not Subject to a Company Split)

Article 17-18 The insurance contracts specified by Cabinet Order, referred to in Article 173-2, paragraph (1) of the Act, shall be as follows:

- (i) an insurance contract under which an insured event has already occurred as of the time of the public notice under Article 173-4, paragraph (2) of the Act (referred to as the "Public Notice" in the following item and the following Article) (limited to a contract that expires upon the payment of insurance proceeds in connection with the insured event); and
- (ii) an insurance contract whose term of coverage has already ended as of the time of the Public Notice (including an insurance contract that has been canceled in the middle of the term of coverage or one under which any other grounds for the termination thereof have occurred as of the time of the Public Notice, and excluding an insurance contract set forth in the preceding item).

(Scope of Insurance Claims, etc.)

Article 17-19 Insurance Claims, etc. under Article 173-4, paragraphs (5) to (7) inclusive of the Act, shall be limited to the claims that have already arisen as of the time of public notice.

(Creditors Not Requiring Separate Demands)

Article 17-20 The creditors specified by Cabinet Order, referred to in Article 173-4, paragraph (11) of the Act, shall be, from among the persons who have rights under an insurance contract, the beneficiaries of a monetary trust in connection with the Insurance-Proceed Trust Services set forth in Article 99, paragraph (3) of the Act, and any other creditors, persons who are other than the known creditors referred to in Article 173-4, paragraph (2) of the Act.

(Replacement of Terms in Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to Liquidators Appointed by Prime Minister)

Article 18 Where, pursuant to the provisions of Article 174, paragraph (11) of the Act, the provisions of Article 73, paragraph (3) and Article 74, paragraph (1) of the Commercial Registration Act (including the case where these

provisions are applied mutatis mutandis pursuant to Article 183, paragraph (2) of the Act) to a liquidator appointed by the Prime Minister, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 73, paragraph (3) and Article 74, paragraph (1)	Article 928, paragraph (1), item (ii) of the Companies Act	Article 928, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 183, paragraph (2) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liquidators of a Mutual Company in Liquidation)

Article 18-2 Where, pursuant to the provisions of Article 180-5, paragraph (4) of the Act, the provisions of Article 937, paragraph (1) (limited to the portions involving sub-items (b) and (c) of item (ii)) of the Companies Act is applied mutatis mutandis to a liquidator as set forth in Article 180-5, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provision of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 937, paragraph (1), item (ii), sub-item (b)	paragraph (2)(i) of the following Article	item (i), paragraph (2) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act
Article 937, paragraph (1), item (ii), sub-item (c)	paragraph (2)(ii) of the following Article	item (ii), paragraph (2) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liquidators)

Article 18-3 Where, pursuant to the provisions of Article 180-8, paragraph (4) of the Act, the provisions of Articles 353 to 355 inclusive, Article 356, paragraph (1), Article 357, paragraph (1), Article 360, paragraph (1) and Article 361, paragraph (1) of the Companies Act are applied mutatis mutandis to a

liquidator, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Articles 353 to 355 inclusive, items of paragraph (1) of Article 356, Article 357, paragraph (1), Article 360, paragraph (1) and Article 361, paragraph (1)	Stock Company	Mutual Company Under Liquidation

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Representative Liquidator, etc. of a Mutual Company in Liquidation)

Article 18-4 (1) Where, pursuant to the provisions of Article 180-9, paragraph (5) of the Act, the provisions of Article 349, paragraph (4) and Article 351, paragraph (3) of the Companies Act are applied mutatis mutandis to the representative liquidator of a Mutual Company in Liquidation, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 349, paragraph (4) and Article 351, paragraph (3)	Stock Company	Mutual Company Under Liquidation

(2) Where, pursuant to the provisions of Article 180-9, paragraph (5) of the Act, the provisions of Article 352 of the Companies Act are applied mutatis mutandis to the person who is appointed by a provisional disposition order under Article 56 of the Civil Provisional Remedies Act (Act No. 91 of 1989) to perform duties on behalf of the liquidator or the representative liquidator of a Mutual Company in Liquidation, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 352	Stock Company	Mutual Company Under Liquidation

(3) Where, pursuant to the provisions of Article 180-9, paragraph (5) of the Act,

the provisions of Article 937, paragraph (1) (limited to the portions involving items (b) and (c) of item (ii)) of the Companies Act is applied mutatis mutandis to a person who is to temporarily perform the duties of the representative liquidator of a Mutual Company in Liquidation, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 937, paragraph (1), item (ii), sub-item (b)	paragraph (2)(i) of the following Article	paragraph (2), item (i) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act
Article 937, paragraph (1), item (ii), sub-item (c)	paragraph (2)(ii) of the following Article	paragraph (2), item (ii) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company with a Board of Liquidators)

Article 18-5 Where, pursuant to the provisions of Article 180-14, paragraph (9) of the Act, the provisions of Articles 364 and 365 of the Companies Act are applied mutatis mutandis to a Mutual Company with a board of liquidators, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 364	the board of directors	the board of liquidators
Article 365, paragraph (1)	"board of directors."	"board of liquidators."
Article 365, paragraph (2)	a director	a liquidator
	to the board of directors	to the board of liquidators

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Administration by the Board of Liquidators in a Mutual Company with a Board of Liquidators)

Article 18-6 Where, pursuant to the provisions of Article 180-15 of the Act, the provisions of Article 366, Article 368, Article 369, paragraphs (1) to (3) inclusive and paragraph (5), Article 370, Article 371, paragraphs (4) and (6)

and Article 372, paragraph (1) of the Companies Act are applied mutatis mutandis to administration by the board of liquidators in a Mutual Company with a board of liquidators, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 366, paragraph (1)	director	liquidator
	director	liquidator
Article 366, paragraph (2)	the director designated	the liquidator designated
	directors other than	liquidators other than
Article 366, paragraph (3)	the directors who	the liquidators who
Article 368, paragraph (1)	each director (or, for a Company with Auditors, to each director and each company auditor)	each liquidator and company auditor
Article 368, paragraph (2)	directors (or, for a Company with Auditors, directors and company auditors)	liquidators and company auditors
Article 369, paragraph (1)	the directors	the liquidators
Article 369, paragraph (2)	Directors	Liquidators
Article 369, paragraph (3)	the directors and	the liquidators and
Article 369, paragraph (5)	Directors	Liquidators
Article 370	where directors	where liquidators
	all directors	all liquidators
Article 371, paragraph (4)	Officers or executive officers	liquidators or company auditors
Article 371, paragraph (6)	the requests listed in each item of paragraph (2) applied by the reading of terms under paragraph (3), or a request under paragraph (4) (including the case of the mutatis mutandis application under the preceding paragraph. The same shall apply hereinafter in this paragraph)	the request listed in the items of paragraph (2) or the request set forth in paragraph (4)



	the permission under paragraph (2) applied by the reading of terms under paragraph (3)	the permission under paragraph (2)
Article 372, paragraph (1)	In cases where the directors, accounting advisors, company auditors or accounting auditors have notified all directors (or, for a Company with Auditors, directors and company auditors)	In cases where the liquidators or company auditors have notified all liquidators and company auditors

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company in Liquidation)

Article 18-7 Where, pursuant to the provisions of Article 180-17 of the Act, the provisions of Article 496, paragraph (1) of the Companies Act are applied mutatis mutandis to a Mutual Company in Liquidation, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 496, paragraph (1)	Article 319(1)	Article 319(1) as applied mutatis mutandis pursuant to Article 41(1) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act, etc. That Are Applied Mutatis Mutandis to the Registration of a Mutual Company's Liquidation)

Article 18-8 (1) Where, pursuant to the provisions of Article 183, paragraph (2) of the Act, the provisions of Article 928, paragraphs (1) and (3) and Article 929 (limited to the portion involving item (i)) of the Companies Act are applied mutatis mutandis to registration of a Mutual Company's liquidation, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 928, paragraph (1)	Article 478(1)(i)	Article 180-4(1)(i) of the Insurance Business Act

Article 928, paragraph (3)	the matters listed in the items of paragraph (1) shall be registered in the case of a Liquidating Stock Company and the matters listed in the items of the preceding paragraph shall be registered in the case of a Liquidating Membership Company	the matters listed in items of paragraph (1) shall be registered
Article 929, item (i)	Article 507(3)	Article 507(3) as applied mutatis mutandis pursuant to Article 183(1) of the Insurance Business Act

(2) Where, pursuant to the provisions of Article 183, paragraph (2) of the Act, the provisions of Article 73, paragraphs (2) and (3), Article 74, paragraph (1) and Article 75 of the Commercial Registration Act are applied mutatis mutandis to registration of a Mutual Company's liquidation, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 73, paragraph (2)	Article 478, paragraph (1), item (ii) or (iii) of the Companies Act	Article 180-4, paragraph (1), item (ii) or (iii) of the Insurance Business Act,
Article 73, paragraph (3) and Article 74, paragraph (1)	the court	the Prime Minister or the court
Article 75	Article 507, paragraph (3) of the Companies Act	Article 507, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 183, paragraph (1) of the Insurance Business Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company in Liquidation)

Article 18-9 Where, pursuant to the provisions of Article 184 of the Act, the provisions of Article 521, Article 522, paragraph (2), Article 536, paragraph (3), Article 542, paragraph (1) and Article 938, paragraph (2) of the Companies Act are applied mutatis mutandis to a Mutual Company in Liquidation, the

technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 521	Article 492(3)	Article 492, paragraph (3) as applied mutatis mutandis pursuant to Article 180-17 of the Insurance Business Act
Article 522, paragraph (2)	this Act or	the Insurance Business Act, this Act or
Article 536, paragraph (3)	the provisions of paragraph (1)	the provisions of paragraph (1) (excluding item (iv) of paragraph (1))
Article 542, paragraph (1)	Qualified Officers provided for in paragraph (1) of Article 423	Officers, etc. provided for in Article 53-33, paragraph (1) of the Insurance Business Act
Article 938, paragraph (2), item (i)	under the provisions of Article 351(2) as applied mutatis mutandis pursuant to Article 346(2) or Article 483(6) as applied mutatis mutandis pursuant to Article 479(4)	under Article 53-12, paragraph (2) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 180-5, paragraph (4) of that Act or under Article 351, paragraph (2) of this Act as applied mutatis mutandis pursuant to Article 180-9, paragraph (5) of the Insurance Business Act

(Insurance Contracts That May Be Concluded by a Foreign Insurer With No Branch Office, etc. in Japan)

Article 19 The insurance contract specified by Cabinet Order, referred to in the main clause of Article 186, paragraph (1) of the Act, shall be as follows:

- (i) a reinsurance contract;
- (ii) an insurance contract that covers, in whole or in part, Japanese vessels used for international maritime transportation, cargo being internationally transported by such vessels, and obligations arising from either of these;
- (iii) an insurance contract that covers, in whole or in part, Japanese aircrafts used for commercial flights, cargo being internationally transported by such aircrafts, and obligations arising from either of these; and
- (iv) any other insurance contract specified by Cabinet Office Ordinance.

(Limited Counterparties to Insurance Underwritten under a Conditional

License)

Article 20 The persons specified by Cabinet Order, referred to in Article 188, paragraph (1) of the Act, shall be the members of the United States armed forces, the civilians in the employ thereof, and the dependents thereof provided for in Article 1 of the "Agreement under Article VI of the Treaty of Mutual Cooperation and Security between Japan and the United States of America Regarding Facilities and Areas and the Status of United States Armed Forces in Japan," and any other non-residents as defined in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949).

(Provisions Not Applicable to Conditionally Licensed Foreign Life Insurance Company, etc.)

Article 21 The provisions specified by Cabinet Order, referred to in Article 188, paragraph (2) of the Act, shall be Article 192, paragraphs (5) and (6) of the Act; Article 194 of the Act; Article 196 of the Act; Article 197 of the Act; Article 97, paragraph (2), Article 97-2, paragraphs (1) and (2), Article 98, paragraph (1) (limited to the portion involving items (ii) to (xi) inclusive) and paragraphs (3) to (9) inclusive, Article 99, Article 111, paragraph (1) and paragraphs (3) to (6) inclusive, Article 112 and Articles 114 to 122 inclusive of the Act as applied mutatis mutandis pursuant to Article 199 of the Act; and Article 204, paragraph (1) of the Act (limited to the portion involving the submission or modification of the improvement plan).

(Special Provisions on Conditionally Licensed Foreign Life Insurance Companies, etc.)

Article 22 (1) For the purpose of application of the provisions of Article 195 of the Act in relation to a Foreign Insurance Company, etc. licensed pursuant to Article 185, paragraph (1) of the Act under the conditions set forth in Article 188, paragraph (1) of the Act (hereinafter referred to as a "Conditionally Licensed Foreign Life Insurance Company, etc." in this Article and Article 24), the term "for each business year" and "within a reasonable period of time following the end of the business year" in that Article shall be deemed to be replaced with "for each business year designated by the Commissioner of the Financial Services Agency as he/she may find necessary" and "no later than the date designated by the Commissioner of the Financial Services Agency," respectively.

(2) For the purpose of application of the provisions of Article 110, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 199 of the Act in relation to a Conditionally Licensed Foreign Life Insurance Company, etc. , the term "for each business year in Japan" in that paragraph shall be deemed to be replaced with "for each business year in Japan that is designated by the

- Commissioner of the Financial Services Agency as he/she may find necessary."
- (3) For the purpose of application of the provisions of Article 203 of the Act in relation to a Conditionally Licensed Foreign Life Insurance Company, etc. , the term "Article 187, paragraph (3), items (ii) to (iv) inclusive" in that Article shall be deemed to be replaced with "Article 187, paragraph (3), item (ii)."
- (4) For the purpose of application of provisions of Articles 123 to 125 inclusive of the Act as applied mutatis mutandis pursuant to Article 207 of the Act to where a Conditionally Licensed Foreign Insurance Company, etc. seeks to modify the particulars prescribed in the document set forth in Article 187, paragraph (3), item (ii) of the Act, the term "the documents specified in Article 187, paragraph (3), items (ii) to (iv) inclusive" in Article 123, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 207 of the Act shall be deemed to be replaced with "the documents specified in Article 187, paragraph (3), item (ii)"; the terms "particulars set forth in each of the following items" and "standards prescribed in the relevant item" in Article 124 of the Act as applied mutatis mutandis pursuant to Article 207 of the Act shall be deemed to be replaced with "particulars set forth in item (i)" and "standards prescribed in that item," respectively; the term "the documents specified in Article 187, paragraph (3), items (ii) and (iii)" in item (i) in that Article shall be deemed to be replaced with "the documents specified in Article 187, paragraph (3), item (ii)"; and the term "the standards listed in Article 5, paragraph (1), item (iii), sub-item (a) to (e) inclusive of or item (iv), sub-item (a) to (c) inclusive" in Article 125 of the Act as applied mutatis mutandis pursuant to Article 207 of the Act shall be deemed to be replaced with "the standards listed in Article 5, paragraph (1), item (iii), sub-item (a) to (e) inclusive".

(Special Provisions on Procedures for Applying for Licenses)

- Article 23 (1) Where the provisions of Article 188, paragraph (1) of the Act apply, a Foreign Insurer filing an application for a license under Article 185, paragraph (1) of the Act (hereinafter referred to as "Application for a Conditional License" in this Article) shall, in addition to the particulars listed in the items of Article 187, paragraph (1) of the Act, add a statement in its written application for a license under that paragraph, to the effect that its business will be limited to that related to insurance contracts whose insurance amounts are denominated in foreign currencies and in which the counterparties are the parties specified in Article 20.
- (2) For the purpose of application of the provisions of Article 187, paragraph (3) of the Act in relation to a Foreign Insurer filing an Application for a Conditional License, the term "the following documents" in that paragraph shall be deemed to be replaced with "the documents specified in items (i) and (ii)."

(3) For the purpose of application of the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 187, paragraph (5) of the Act to where an Application for a Conditional License has been filed, the term "the following standards" in the non-itemized part of the items of that paragraph shall be deemed to be replaced with "the standards set forth in items (i) to (iii) inclusive"; and the term "Article 187, paragraph (3), items (ii) and (iii)" in item (iii) of that paragraph shall be deemed to be replaced with "Article 187, paragraph (3), item (ii)."

(Amount to Be Deposited by a Foreign Insurance Company, etc.)

Article 24 The amount specified by Cabinet Order, referred to Article 190, paragraph (1) of the Act, shall be two hundred million yen for a Foreign Insurance Company, etc. (excluding a Conditionally Licensed Foreign Insurance Company, etc.); or ten million yen for a Conditionally Licensed Foreign Insurance Company, etc.

(Terms and Conditions of a Contract That Wholly or Partially Replaces a Deposit)

Article 25 Where a Foreign Insurance Company, etc. concludes a contract as set forth in Article 190, paragraph (3) of the Act, it shall have a Bank or other type of financial institution specified by Cabinet Office Ordinance as the other party to thereto, and the terms and conditions thereunder shall satisfy the following requirements:

- (i) that, when an order of the Prime Minister under Article 190, paragraph (4) of the Act has been issued, the amount of deposit so ordered will be deposited without delay on behalf of the Foreign Insurance Company, etc. ;
- (ii) that the contract is effective for the period of one year or longer; and
- (iii) that the contract may not be cancelled and that the terms and conditions thereof may not be amended, unless this is done with the approval from the Commissioner of the Financial Services Agency.

(Procedures for the Fulfillment of Rights)

Article 26 (1) A person who holds rights as set forth in Article 190, paragraph (6) of the Act (hereinafter simply referred to as the "Rights" in this Article to Article 28 inclusive) may file petition for the fulfillment of those Rights with the Commissioner of the Financial Services Agency.

(2) Where a petition set forth in the preceding paragraph has been filed and where the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, he/she shall issue a public notice notifying persons who have a Right to the monies deposited pursuant to the provisions of Article 190, paragraph (1), (2), (4) or (8) of the Act that they must report their Rights

within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "Petitioner" in the following paragraph and paragraph (4)) and the Foreign Insurance Company, etc. for which the deposit was made (where the Foreign Insurance Company, etc. has concluded a contract under Article 190, paragraph (3) of the Act, including the counterparty to said contract; the same shall apply in paragraphs (4) and (5)) to that effect.

- (3) Once the public notice under the preceding paragraph has been given, even in the event that the Petitioner withdraws his/her petition, this shall not prevent the procedures for the fulfillment of the Rights from proceeding.
- (4) The Commissioner of the Financial Services Agency shall assess the Rights without delay after the period set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency shall give public notice of the date and place and notify the Foreign Insurance Company, etc. of such information, in advance, and afford the Petitioner, any person who has reported his/her Rights within the designated period, and the Foreign Insurance Company, etc. an opportunity to introduce evidence and to express their opinions as to the existence of the Rights and the amount of the claims secured by such Rights.
- (5) The Commissioner of the Financial Services Agency shall, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, shall put such list on public notice, and shall notify the Foreign Insurance Company, etc. thereof.
- (6) The distribution shall be implemented in accordance with the distribution list set forth in the preceding paragraph, after eighty days have elapsed since the day that the public notice was given under the preceding paragraph.

(Recovery of Deposits)

- Article 27 (1) A person who has deposited monies pursuant to the provisions of Article 190, paragraph (10) of the Act (hereinafter referred to as the "Depositor" in the following paragraph) may, where any of the items of paragraph (10) of that Article applies, file a petition for recovery of the deposit under that paragraph (hereinafter referred to as "Recovery of the Deposit" in this Article) with the Commissioner of the Financial Services Agency; provided, however, that this shall not apply to the period during which the procedures for the fulfillment of Rights under the preceding Article are still pending.
- (2) Where a petition under the preceding paragraph has been filed, when, in addition to the Depositor who has filed said petition, there is any other Depositor in connection with the relevant deposit, the petition for Recovery of

- the Deposit shall be deemed to have been filed by said other Depositor as well.
- (3) Where a petition set forth in paragraph (1) has been filed, the Commissioner of the Financial Services Agency shall issue a public notice notifying persons who have a Right to the deposited monies that they must report their Rights within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the party that formerly was the Foreign Insurance Company, etc. for which said deposit was made (where that party has concluded a contract under Article 190, paragraph (3) of the Act, the counterparty to said contract shall be included).
- (4) Where no Rights have been reported within the period of time specified in the preceding paragraph, the Commissioner of the Financial Services Agency shall approve the Recovery of the Deposit.
- (5) The provisions of paragraphs (4) to (6) inclusive of the preceding Article shall apply mutatis mutandis to where Rights have been reported within the period set forth in paragraph (3). In such case, the term "paragraph (2)" in paragraph (4) of the preceding Article shall be deemed to be replaced with "paragraph (3) of the following Article"; the term "notify the Foreign Insurance Company, etc. of such information, and afford the Petitioner" in that paragraph shall be deemed to be replaced with "notify the party who was formerly the Foreign Insurance Company, etc. connected to said deposit (where that party has concluded a contract under Article 190, paragraph (3) of the Act, the counterparty to said contract shall be included; hereinafter referred to as the "Parties Relevant to the Deposit" in paragraph (3) and the following paragraph), and afford"; the term "and the Foreign Insurance Company, etc." shall be deemed to be replaced with "and the Parties Relevant to the Deposit"; and the term "the Foreign Insurance Company, etc." in paragraph (5) of that Article shall be deemed to be replaced with "the Parties Relevant to the Deposit."
- (6) Where any Rights have been reported within the period set forth in paragraph (3), the Commissioner of the Financial Services Agency shall grant his/her approval for the Recovery of the Deposit, only to the extent of the amount remaining after completion of the procedures under paragraphs (4) to (6) inclusive of the preceding Article as applied mutatis mutandis pursuant to the preceding paragraphs, if any.

(Realization of Securities Deposited in Lieu of Monies)

Article 28 Where any securities have been deposited pursuant to the provisions of Article 190, paragraph (9) of the Act, and where it is necessary for fulfillment of the Rights, the Commissioner of the Financial Services Agency may realize such securities. In this case, the expenses incurred in relation to



the realization of such securities shall be deducted from the proceeds of the realization.

(Scope of Parent Financial Institutions, etc. and Subsidiary Financial Institutions, etc.)

Article 28-2 (1) The persons specified by Cabinet Order, referred to in Article 193-2, paragraph (2) of the Act, shall be as follows:

- (i) the Parent Juridical Person, etc. of the relevant Foreign Insurance Company, etc. ;
  - (ii) any Subsidiary, etc. of the Parent Juridical Person, etc. of the relevant Foreign Insurance Company, etc. (excluding such Foreign Insurance Company, etc. itself and juridical persons set forth in the preceding item and item (i) of paragraph (3));
  - (iii) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. of the relevant Foreign Insurance Company, etc. (excluding a juridical person set forth in item (ii) of paragraph (3));
  - (iv) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, and excluding the Foreign Insurance Company, etc. itself and juridical persons specified in the preceding three items and the items of paragraph (3); hereinafter referred to as a "Juridical Person, etc." in this item) that is associated with an individual who holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. in the relevant Foreign Insurance Company, etc. (hereinafter referred to as a "Specified Individual Shareholder, etc." in this item);
    - (a) a Juridical Person, etc. (including its Subsidiary, etc. and Affiliated Juridical Person, etc.) in which a Specified Individual Shareholder, etc. holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. ; or
    - (b) a Juridical Person, etc. in which a Specified Individual Shareholder, etc. holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.
- (2) The persons engaged in financial business specified by Cabinet Order, referred to in Article 193-2, paragraph (2) of the Act, shall be the persons listed in the items of paragraph (2) of Article 13-8 (excluding items (iv), (vi) and (vii)).
- (3) The persons specified by Cabinet Order, referred to in Article 193-2, paragraph (3) of the Act, shall be as follows:
- (i) any Subsidiary, etc. of the relevant Foreign Insurance Company, etc. ; and
  - (ii) any Affiliated Juridical Person, etc. of the relevant Foreign Insurance Company, etc.
- (4) The persons engaged in financial business specified by Cabinet Order,

referred to in Article 193-2, paragraph (3) of the Act, shall be the persons specified in Article 13-8, paragraph (2), items (i) to (iii) inclusive and items (x) and (xi).

(Specially Related Parties of a Foreign Insurance Company, etc.)

Article 29 The parties to which a Foreign Insurance Company, etc. is specially related as specified by Cabinet Order, referred to in the main clause of Article 194 of the Act, shall be as follows:

- (i) any Subsidiary, etc. of the relevant Foreign Insurance Company, etc. ;
- (ii) the Parent Juridical Person, etc. whose Subsidiaries, etc. include the relevant Foreign Insurance Company, etc. ;
- (iii) any Subsidiary, etc. of the juridical person specified in the preceding item (excluding the relevant Foreign Insurance Company, etc. itself and the juridical person specified in item (i));
- (iv) any Affiliated Juridical Person, etc. of the relevant Foreign Insurance Company, etc. ; and
- (v) any Affiliated Juridical Person, etc. of the juridical person specified in item (ii) (excluding the juridical person specified in the preceding item).

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Employees of a Foreign Mutual Company)

Article 29-2 (1) Where, pursuant to the provisions of Article 198, paragraph (1) of the Act, the provisions of Article 10, Article 12, paragraph (1) and Article 13 of the Companies Act are applied mutatis mutandis to the employees of a Foreign Mutual Company, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 10	head office or branch office	office in Japan
Article 12, paragraph (1), item (iii)	any other Company or merchant (excluding any Company; the same shall apply in Article 24)	a company (including a foreign company; the same shall apply hereinafter) or other Mutual Company (including a Foreign Mutual Company) or merchant (excluding a merchant that is incorporated as company)

Article 12, paragraph (1), item (iv)	a director, executive officer or any member who executes the operation of any other Company	a director, executive officer or any other member who administers the business operations of a company; or a director or executive officer of any other Mutual Company (including a Foreign Mutual Company)
Article 13	the head office or any branch office	the office in Japan

(2) Where, pursuant to the provisions of Article 198, paragraph (1) of the Act, the provisions of Article 17, paragraph (1) the Companies Act are applied mutatis mutandis to the person acting as an agent or intermediary in transactions for a Foreign Mutual Company, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 17, paragraph (1), item (ii)	a director, executive officer or any member who executes operation of any other Company	a director, executive officer or any other member who administers the business operations of a company; or a director or executive officer of any other Mutual Company (including a Foreign Mutual Company)

(3) Where, pursuant to the provisions of Article 198, paragraph (1) of the Act, the provisions of Articles 22 and 23 of the Companies Act are applied mutatis mutandis to where a Foreign Mutual Company either transfers its business, or accepts a transfer of business or operations, the technical replacement of terms in connection with these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 22, paragraph (1)	Assignee Company	Assignee

Article 22, paragraph (2)	in cases where the Assignee Company registers, at the location of its head office, without delay after it has accepted the assignment of the business, a statement to the effect that it will not be liable for the performance of the obligations of the Assignor Company	where, without delay after it has been assigned the business, an Assignee that is a company or a Mutual Company (including a Foreign Mutual Company) has registered, at the place in which its head office or principal office is located (including a principal branch in Japan (meaning a principal branch in Japan as defined in Article 187, paragraph (1), item (iv) of the Insurance Business Act; hereinafter the same shall apply in this paragraph)), a statement to the effect that it will not be liable to perform the obligations of the Assignor Foreign Mutual Company (meaning the Foreign Mutual Company that has assigned its business; hereinafter the same shall apply in this paragraph); where, without delay after it has been assigned the business, an Assignee that is a merchant (excluding a merchant incorporated as a company; hereinafter the same shall apply in this paragraph) has registered a statement to the effect that it will not be liable to perform the obligations of the Assignor Foreign Mutual Company; or where, without delay after it has been assigned the business, an Assignee that is a Mutual Company has registered, at the place in which its principal branch is located in Japan, a statement to the effect that it will not be liable to perform the obligations of the company that has assigned its business or of the merchant that has assigned its business operations.
	the Assignee Company and	the Assignee and
paragraphs (3) and (4) of Article 22, and Article 23	the Assignee Company	the Assignee

(Insurance Contracts Concluded by Foreign Insurance Companies, etc. in Japan That Are Excluded from Portfolio Transfers)

Article 30 The insurance contracts specified by Cabinet Order, referred to in Article 135, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 210, paragraph (1) of the Act, shall be as follows:

- (i) an insurance contract in Japan under which an insured event has already occurred as of the time of the public notice under Article 137, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 210, paragraph (1) of the Act (referred to as the "Public Notice" in the following item) (limited to a contract that expires upon the payment of insurance proceeds in connection with insured event); and
- (ii) an insurance contract whose term of coverage has already ended as of the time of the Public Notice (including an insurance contract that has been canceled in the middle of the term of coverage or one under which any other grounds for the termination thereof have occurred as of the time of Public Notice, and excluding an insurance contract as set forth in the preceding item).

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Registration of a Foreign Mutual Company)

Article 30-2 (1) Where, pursuant to the provisions of Article 215 of the Act, the provisions of Article 933, paragraph (1) (excluding item (i)), paragraph (2) (excluding item (vii)), paragraph (3) and paragraph (4), Article 934, paragraph (2), Article 935, paragraph (2) and Article 936, paragraph (2) of the Companies Act are applied mutatis mutandis to the registration of a Foreign Mutual Company, the technical replacement of terms connection with in these provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 933, paragraph (1) (excluding item (i))	Article 817(1)	Article 193, paragraph (1) of the Insurance Business Act
Article 933, paragraph (1), item (ii)	business office	office
Article 933, paragraph (2) (excluding item (vii))	in the items of Article 911(3) or in the items of Articles 912 to 914	items of Article 64, paragraph (2) of the Insurance Business Act
Article 933, paragraph (2), item (iii)	if the same kind of Company or the most similar Company in Japan is a Stock Company, the method of giving public notice under the provisions of the governing law prescribed in item (i)	the method of giving public notice under the provisions of the governing law prescribed in item (i)

Article 933, paragraph (2), item (iv)	Article 819(3)	Article 819, paragraph (3) as applied mutatis mutandis pursuant to Article 193, paragraph (2) of the Insurance Business Act
Article 933, paragraph (2), item (v)	if there are provisions with regard to the Method of Public Notice under the provisions of Article 939(2), such provisions	the provisions with regard to the Method of Public Notice under Article 217, paragraph (1) of the Insurance Business Act
Article 933, paragraph (2), item (iv), sub-item (b)	the second sentence of Article 939(3)	the second sentence of Article 217, paragraph (2) of the Insurance Business Act
Article 933, paragraph (3)	business office	office
	in Article 911(3)(iii), Article 912(iii), Article 913(iii) or Article 914(iii)	in Article 64, paragraph (2), item (ii) of the Insurance Business Act
	branch office	office
Article 933, paragraph (4)	location(s) of the domicile(s) of its representative(s) in Japan (limited to those whose domicile is in Japan) (or, for a Foreign Company that has established a business office in Japan, the location of such business office).	place in which the office is located
Article 934, paragraph (2), Article 935, paragraph (2) and Article 936, paragraph (2)	business office	office

(2) Where, pursuant to the provisions of Article 215 of the Act, the provisions of Article 933, paragraph (4) of the Companies Act are applied mutatis mutandis to the registration of a Foreign Mutual Company, the technical replacement of terms in connection with the provisions of Article 915, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 933, paragraph (4) of that Act shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 915, paragraph (1)	the matters listed in the items of Article 911(3) or in the items of the preceding three Articles	matters listed in the items of Article 64, paragraph (2) of the Insurance Business Act

(Replacement of Terms in Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to the Registration of a Foreign Mutual Company)

Article 30-3 Where, pursuant to the provisions of Article 216 of the Act, the provisions of the Commercial Registration Act are applied mutatis mutandis to the registration of a Foreign Mutual Company, the technical replacement of terms in connection with the provisions of that Act (including the provisions of that Act as applied mutatis mutandis to such provisions) shall be as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 1-3	business office	office
Article 12, paragraph (1)	Corporate Reorganization Act (Act No. 154 of 2002)	Act on Special Treatment of Corporate Reorganization Proceedings and Other Insolvency Proceedings of Financial Institutions (Act No. 95 of 1996)
Article 24, item (ii) as applied mutatis mutandis pursuant to Article 15	business office	office
Article 24, items (xiii) to (xv) inclusive as applied mutatis mutandis pursuant to Article 15	trade name	name

Article 17, paragraph (2), item (i)	its trade name and head office as well as its representative's name and address (in cases where the representative is a juridical person, including the name and address of a person to perform the duties thereof)	its name and principal branch in Japan (meaning the principal branch in Japan as set forth in Article 187, paragraph (1), item (iv) of the Insurance Business Act) as well as the name and address of its Representative Person in Japan
Article 21, paragraph (1)	trade name	name
Article 24, item (i)	business office	office
Article 24, items (xiii) to (xv) inclusive	trade name	name
Article 25, paragraph (3)	head office	principal branch in Japan
Article 27	trade name	trade name or name
	business office (in the case of a company, its head office; hereinafter the same shall apply in this Article)	principal branch in Japan
	such party's business office	such party's principal branch in Japan
Article 33, paragraph (1)	trade name	name
	business office (or a head office, in case of a company; hereinafter the same shall apply in this Article)	principal branch in Japan
	business office	principal branch in Japan
	business office	principal branch in Japan
Article 33, paragraph (2)	trade name	name
	business office	principal branch in Japan
Article 44, paragraph (2), item (ii)	business office	office
Article 129, paragraph (1), item (i)	head office	principal branch in Japan
Article 129, paragraph (1), item (iv)	Article 939, paragraph (2) of the Companies Act	Article 217, paragraph (1) of the Insurance Business Act
Article 138, paragraph (1)	head office	principal branch in Japan



	branch office	secondary office
Article 138, paragraph (2)	branch office	secondary office
Article 148	in this Act	in the Insurance Business Act
	of this Act	of that Act

(Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Foreign Mutual Company, etc. Giving Public Notice under the Insurance Business Act or Other Act by Means of Electronic Public Notice)

Article 30-4 Where, pursuant to the provisions of Article 217, paragraph (3) of the Act, the provisions of Article 946, paragraph (3) of the Companies Act are applied mutatis mutandis to the case where a Foreign Mutual Company, etc. gives a public notice under the Insurance Business Act or any other Act by means of electronic public notice, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 946, paragraph (3)	trade name	trade name or name

(Amount to Be Deposited by a Licensed Specified Juridical Person)

Article 31 The amount specified by Cabinet Order, referred to in Article 223, paragraph (1) of the Act, shall be two hundred million yen.

(Terms and Conditions of a Contract That Wholly or Partially Replaces a Deposit)

Article 32 Where a Licensed Specified Juridical Person concludes a contract as set forth in Article 223, paragraph (3) of the Act, it shall have a Bank or other type of financial institution specified by Cabinet Office Ordinance as the other party thereto, and the terms and conditions thereunder shall satisfy the following requirements:

- (i) that, when an order of the Prime Minister under Article 223, paragraph (4) of the Act has been issued, the amount of deposit so ordered will be deposited without delay on behalf of such Licensed Specified Juridical Person;
- (ii) that the contract is effective for the period of one year or longer; and
- (iii) that the contract may not be cancelled and the terms and conditions thereof may not be amended, unless this is done with the approval of the Commissioner of the Financial Services Agency.

(Procedure for the Fulfillment of Rights)

- Article 33 (1) A person who holds the rights as set forth in Article 223, paragraph (6) of the Act (hereinafter simply referred to as the "Rights" in this Article to Article 35 inclusive) may file a petition for the fulfillment of those Rights with the Commissioner of the Financial Services Agency.
- (2) Where a petition set forth in the preceding paragraph has been filed and where the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, he/she shall issue a public notice notifying persons who have a Right to the monies deposited pursuant to the provisions of Article 223, paragraph (1), (2), (4) or (9) of the Act that they must report their Rights within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "Petitioner" in the following paragraph and paragraph (4)) and the Licensed Specified Juridical Person for which such deposit was made (where the Licensed Specified Juridical Person has concluded a contract under Article 223, paragraph (3) of the Act, including the counterparty to said contract; the same shall apply in paragraphs (4) and (5)) to that effect.
- (3) Once the public notice under the preceding paragraph has been given, even in the event that the Petitioner withdraws his/her petition, this shall not prevent the procedures for the fulfillment of the Rights from proceeding.
- (4) The Commissioner of the Financial Services Agency shall assess the Rights without delay after the period set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency shall give public notice of the date and place and notify the Licensed Specified Juridical Person of such information, in advance, and afford the Petitioner, any person who has reported his/her Rights within the designated period, and the Licensed Specified Juridical Person an opportunity to introduce evidence and to express their opinions as to the existence of the Rights and the amount of the claims secured by such Rights.
- (5) The Commissioner of the Financial Services Agency shall, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, shall put such list on public notice, and shall notify the Licensed Specified Juridical Person thereof.
- (6) The distribution shall be implemented in accordance with the distribution list set forth in the preceding paragraph, after eighty days have elapsed since the day that the public notice was given under the preceding paragraph.

(Recovery of Deposits)

- Article 34 (1) A person who has deposited monies pursuant to the provisions of

Article 223, paragraph (11) of the Act (hereinafter referred to as the "Depositor" in the following paragraph) may, where any of the items of paragraph (11) of that Article applies, file a petition for the recovery of the deposit under that paragraph (hereinafter referred to as the "Recovery of the Deposit" in this Article) with the Commissioner of the Financial Services Agency; provided, however, that this shall not apply during the period when the procedures for fulfillment of the Rights under the preceding Article are still pending.

- (2) Where a petition under the preceding paragraph has been filed, when, in addition to the Depositor who has filed said petition, there is any other Depositor in connection to such deposit, the petition for the recovery of said deposit shall be deemed to have been filed by said other Depositor as well.
- (3) Where a petition as set forth in paragraph (1) has been filed, the Commissioner of the Financial Services Agency shall issue a public notice notifying persons who have a Right to the deposited monies that they must report their Rights within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the party that formerly was the Licensed Specified Juridical Person for which said deposit was made (where that party has concluded a contract under Article 223, paragraph (3) of the Act, the counterparty to said contract shall be included).
- (4) Where no Rights have been reported within the period of time specified in the preceding paragraph, the Commissioner of the Financial Services Agency shall approve the Recovery of the Deposit.
- (5) The provisions of paragraphs (4) to (6) inclusive of the preceding Article shall apply mutatis mutandis to where any Rights have been reported within the period of time set forth in paragraph (3). In such case, the term "paragraph (2)" in paragraph (4) of the preceding Article shall be deemed to be replaced with "paragraph (3) of the following Article"; the term "notify the Licensed Specified Juridical Person of such information, and afford the Petitioner" in that paragraph shall be deemed to be replaced with "notify the party who was formerly the Licensed Specified Juridical Person for which said deposit was made (where that party has concluded a contract under Article 190, paragraph (3) of the Act, the counterparty to said contract shall be included; hereinafter referred to as the "Parties Relevant to the Deposit" in paragraph (3) and the following paragraph), and afford"; the term "and the Licensed Specified Juridical Person" in that paragraph shall be deemed to be replaced with "and the Parties Relevant to the Deposit"; and the term "the Licensed Specified Juridical Person" in paragraph (5) of that Article shall be deemed to be replaced with "the Parties Relevant to the Deposit."
- (6) Where any Rights have been reported within the period set forth in

paragraph (3), the Commissioner of the Financial Services Agency shall grant approval for Recovery of the Deposit, to the extent of the amount remaining after completion of the procedures under paragraphs (4) to (6) inclusive of the preceding Article as applied mutatis mutandis pursuant to the preceding paragraph, if any.

(Realization of Securities Deposited in Lieu of Monies)

Article 35 Where any securities have been deposited pursuant to the provisions of Article 223, paragraph (10) of the Act, when it is necessary for fulfillment of the Rights, the Commissioner of the Financial Services Agency may realize such securities. In this case, the expenses incurred in relation to the realization of said securities shall be deducted from the proceeds of the realization.

(Application of Other Laws and Regulations to the Underwriting Members of a Licensed Specified Juridical Person)

Article 36 The laws and regulations specified by Cabinet Order, referred to in Article 240, paragraph (2) of the Act, shall be the Building Lots and Buildings Transactions Business Act (Act No. 176 of 1952), the Act on Compensation for Nuclear Damage (Act No. 147 of 1961), the Act on Contracts for Indemnification of Nuclear Damage (Act No. 148 of 1961), the Act on Prevention of the Transfer of Criminal Proceeds (Act No. 22 of 2007), the Order for Enforcement of the Trade and Investment Insurance Act (Cabinet Order No. 141 of 1953), Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965), the Order for Enforcement of the Act on Liability for Oil Pollution Damage (Cabinet Order No. 11 of 1976), the Order for Enforcement of the Act on Limitation of Shipowner Liability (Cabinet Order No. 248 of 1976), the Order for Enforcement of the Act on the Regulation of Membership Contracts concerning Golf Courses and Related Facilities (Cabinet Order No. 19 of 1993), the Order for Enforcement of the Act on Concurrent Engagement, etc. in Trust Business by Financial Institutions (Cabinet Order No. 31 of 1993) and the Order for Enforcement of the Trust Business Act (Cabinet Order No. 427 of 2004); an Underwriting Member of a Licensed Specified Juridical Person shall be deemed to be a Foreign Insurance Company, etc. for the purpose of application of the following provisions: Article 41, paragraph (1) of the Building Lots and Buildings Transaction Business Act (limited to the portion involving item (ii)), Article 2, paragraph (2), item (xvii) of the Act on Prevention of the Transfer of Criminal Proceeds, Article 15-13 of the Order for Enforcement of the Financial Instruments and Exchange Act, the Order for Enforcement of the Act on Limitation of Shipowner Liability (limited to the portion involving item (vii)), Article 2 of the Order for Enforcement of

the Act on the Regulation of Membership Contracts concerning Golf Courses and Related Facilities, Article 5 of the Order for Enforcement of the Act on Concurrent Engagement, etc. in Trust Business by Financial Institutions and Article 10 of the Order for Enforcement of the Trust Business Act; and the Underwriting Member of a party that has obtained a specified non-life insurance business license shall be deemed to be a Foreign Non-Life Insurance Company, etc. for the purpose of application of the following provisions: Article 8 of the Act on Compensation for Nuclear Damage, Article 18, paragraph (1) of the Act on Contracts for Indemnification of Nuclear Damage, Article 25 of the Order for Enforcement of the Trade and Investment Insurance Act and Article 2, paragraph (1) (limited to the portion involving item (iii)) and paragraph (2) (limited to the portion of item (i) which pertains to item (iii), paragraph (1) of that Article) of the Order for Enforcement of the Act on Liability for Oil Pollution Damage.

(Scope of Insurance Contracts Not Subject to Amendment)

Article 36-2 The insurance contracts specified by Cabinet Order, referred to in Article 240-2, paragraph (4) of the Act, shall be as follows:

- (i) an insurance contract under which an insured event has already occurred as of the reference date for amendments to the contract terms and conditions (referred to as the "Base Date" in the following item), (limited to a contract that expires upon the payment of the insurance proceeds in connection with an insured event); and
- (ii) an insurance contract whose term of coverage has already ended as of the Base Date (including an insurance contract that has been canceled in the middle of the term of coverage or one under which any other grounds for the termination thereof have occurred as of the Base Date, and excluding an insurance contract set forth in the preceding item).

(Limitation on Changes to Contract Terms and Conditions)

Article 36-3 The rate specified by Cabinet Order, referred to in Article 240-4, paragraph (2) of the Act, shall be three percent per annum.

(Scope of the Right to Claim Covered Insurance Proceeds)

Article 36-4 The rights specified by Cabinet Order, referred to in Article 245, item (i) of the Act, shall be as follows:

- (i) insurance claims;
- (ii) the right to claim compensation of damages (excluding the claims set forth in the preceding item);
- (iii) the right to claim refunds on maturity;
- (iv) the right to claim dividends from policyholders' dividends or surplus

distributed to members (limited to where the payment claim is filed simultaneously with the claims referred in the preceding three items); and (v) the right to claim a refund of insurance premiums corresponding to the unfulfilled term (meaning the period of time left in the term of coverage under the insurance contract that has not yet elapsed as of the time of cancellation thereof or as of the time when such contract ceases to be effective; the same shall apply in Article 37-4-6, item (v); and limited to the case where the claim is filed simultaneously with the claims referred to in item (i) or (ii)).

(Scope of Insurance Claims, etc.)

Article 37 The rights specified by Cabinet Order, referred to in Article 88, paragraph (6) or Article 165-24, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 70, paragraph (6), Article 165-17, paragraph (4) (including the cases where applied mutatis mutandis pursuant to Article 165-20 of the Act), as further applied mutatis mutandis to Article 165-7, paragraph (4) of the Act as applied by replacing certain terms under Article 255, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 165-12 of the Act), shall be the rights specified in the items of Article 3.

(Insurance Companies Specified by Cabinet Order, Referred to in Article 265-2, Paragraph (1) of the Insurance Business Act)

Article 37-2 The Insurance Companies specified by Cabinet Order, referred to in Article 265-2, paragraph (1) of the Act, shall be as follows:

- (i) any Insurance Company (including a Foreign Insurance Company and a Licensed Specified Juridical Person; hereinafter the same shall apply in this Article) engaged solely in business related to reinsurance contracts;
- (ii) any Insurance Company engaged solely in business related to underwriting insurance contracts whose insurance proceeds are denominated in foreign currencies and whose counterparties are non-residents as set forth in Article 20; and
- (iii) any Insurance Company (excluding an Insurance Company set forth in item (i)) engaged solely in business related to insurance contracts for the expenses and liability of the owners, lessees, or charterers of vessels and any other parties engaged in vessel navigation, incurred in relation to the navigation of a vessel (including reinsurance contracts related to such insurance contracts; referred to as "Shipowners, etc. Liability Insurance Contracts" in item (iii) of the following Article).

(Persons Specified by Cabinet Order, Referred to in Article 265-3, Paragraph

(2) of the Insurance Business Act)

Article 37-3 The persons specified by Cabinet Order, referred to in Article 265-3, paragraph (2) of the Act, shall be as follows:

- (i) any person who wishes to engage solely in business related to reinsurance contracts;
- (ii) any person who wishes to engage solely in business related to underwriting insurance contracts whose insurance proceeds that are denominated in foreign currencies and whose counterparties are non-residents set forth in Article 20; and
- (iii) any person who wishes to engage solely in business related to Shipowners, etc. Liability Insurance Contracts (excluding a person who falls under item (i)).

(Maximum Amount of Loans Granted by an Insurance Company or Financial Institution)

Article 37-4 The amount specified by Cabinet Order, referred to in Article 265-42 of the Act, shall be as follows: 460 billion yen for a Life Insurance Policyholders Protection Corporation (meaning a Life Insurance Policyholders Protection Corporation as defined in Article 265-37, paragraph (1) of the Act; the same shall apply hereinafter); or 50 billion yen for a Non-Life Insurance Policyholders Protection Corporation (meaning a Non-Life Insurance Policyholders Protection Corporation as defined in Article 265-37, paragraph (2) of the Act; the same shall apply hereinafter).

(Amount of Losses Incurred by the Successor Insurance Company Under an Agreement)

Article 37-4-2 The amount calculated in accordance with the provisions of Cabinet Order, referred to in Article 270-3-9 of the Act, shall be the lesser of the amounts set forth in item (i) or (ii), calculated for each business year of the Successor Insurance Company Under the Agreement (meaning the Successor Insurance Company Under the Agreement under Article 270-3-6, paragraph (1), item (i); the same shall apply hereinafter).

- (i) the amount equivalent to the loss resulting from the transfer of the assets where the assets of the Successor Insurance Company Under the Agreement were purchased pursuant to the provisions of Article 270-3-7 of the Act; and
- (ii) the amount calculated in accordance with Cabinet Office Ordinance and Ordinance of Ministry of Finance as the loss resulting from the settlement of profits and losses.

(Replacement of Terms in Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to the Transfer of Insurance Contracts from a

(Bankrupt Insurance Company to an Affiliated Corporation)

Article 37-4-3 Where, pursuant to the provisions of Article 270-4, paragraph (9) of the Act, the provisions of Article 136-2, paragraph (1) of the Act are applied mutatis mutandis to transfer of insurance contracts from a Bankrupt Insurance Company to an Affiliated Corporation in relation to the Underwriting of Insurance Contracts, the technical replacement of terms in connection with the relevant provisions shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 137-2, paragraph (1)	Article 135, paragraph (1)	Article 270-4, paragraph (8)

(Amount of Losses in Special Insurance Accounts)

Article 37-4-4 The amount calculated in accordance with Cabinet Order, referred to in Article 270-5, paragraph (4) of the Act, shall be the amount equivalent to the losses in the Special Insurance Account (meaning a Special Insurance Account pursuant to Article 265-40 of the Act; the same shall apply hereinafter) resulting from the settlement of profits and losses, as specified by Cabinet Office Ordinance and Ordinance of Ministry of Finance.

(Application of Other Laws and Regulations to Where a Policyholders

Protection Corporation Engages in Insurance Business)

Article 37-4-5 The laws and regulations specified by Cabinet Order, referred to in Article 270-6, paragraph (3) of the Act, shall be as follows: the Temporary Interest Rate Adjustment Act (Act No. 181 of 1947), the Fire and Disaster Management Act (Act No. 186 of 1948), the Act on the Non-Life Insurance Rating Organization of Japan (Act No. 193 of 1948), the Inheritance Tax Act (Act No. 73 of 1950), the Ship Owner's Mutual Insurance Union Act (Act No. 177 of 1950), the Local Tax Act (Act No. 226 of 1950), the Certified Public Tax Accountant Act (Act No. 237 of 1951), the Act on Compensation of Damages Related to Fishing Vessels (Act No. 28 of 1952), the Employees' Pension Insurance Act (Act No. 115 of 1954), the Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates (Act No. 195 of 1954), the Housing Loan Insurance Act (Act No. 63 of 1955), the Automobile Liability Security Act (Act No. 97 of 1955), the Act on the Reserve Requirement System (Act No. 135 of 1957), the National Pension Act (Act No. 141 of 1959), the Act on Compensation for Nuclear Damage, the Income Tax Act (Act No. 33 of 1940), the Act on Earthquake Insurance (Act No. 73 of 1966), the Stamp Tax Act (Act



No. 23 of 1967), the Workers' Property Accumulation Promotion Act (Act No. 92 of 1971), the Act on Liability for Oil Pollution Damage (Act No. 95 of 1975), the Defined-Benefit Corporate Pension Act (Act No. 50 of 2001), the Act on the Prevention of the Transfer of Criminal Proceeds, the Order for Budget Settlement and Accounting (Imperial Ordinance No. 165 of 1947), the Order for Enforcement of the Small and Medium-Sized Enterprises' Credit Insurance Act (Cabinet Order No. 350 of 1950), the Order for Enforcement of the Act on Compensation of Damages Related to Fishing Vessels (Cabinet Order No. 68 of 1952), the Order for Enforcement of the Certified Public Accountants Act (Cabinet Order No. 343 of 1952), the Order for Enforcement of the Trade and Investment Insurance Act, the Order for Enforcement of the Customs Act (Cabinet Order No. 150 of 1954), the Order for Enforcement of the Automobile Liability Security Act (Cabinet Order No. 286 of 1955), the Order Providing for the Amount of the Automobile Liability Guarantee Business Levy (Cabinet Order No. 316 of 1955), the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957), the Order for Enforcement of the Installment Sales Act (Cabinet Order No. 341 of 1961), the Order for Enforcement of the Income Tax Act (Cabinet Order No. 96 of 1965), the Order for Enforcement of the Corporation Tax Act (Cabinet Order No. 97 of 1965), the Order for Enforcement of the Financial Instruments and Exchange Act, the Order for Enforcement of the Act on Earthquake Insurance (Cabinet Order No. 164 of 1966), the Order for Enforcement of the Stamp Tax Act (Cabinet Order No. 108 of 1967), the Order for Enforcement of the Act on Temporary Measures concerning Interest Subsidies Related to Loans for Building Oceangoing Vessels (Cabinet Order No. 195 of 1969), the Order for Enforcement of the Act on Liability for Oil Pollution Damage, the Order for Enforcement of the Act on Limitation of Shipowner Liability, the Order for Asset Saving Projects for National Government Employees Implemented by National Government Employees' Mutual Aid Associations and Federations of National Government Employees' Mutual Aid Associations (Cabinet Order No. 199 of 1977), the Order for Asset Saving Projects for Local Government Employees Implemented by Local Government Employees' Mutual Aid Associations, etc. (Cabinet Order No. 25 of 1978), the Order for Enforcement of the Act on Regulations, etc. on Advanced Payment Certificates (Cabinet Order No. 193 of 1990), the Order for Enforcement of the Act on the Regulation of Membership Contracts concerning Golf Courses and Related Facilities, the Order for Enforcement of the Act on Concurrent Engagement in Trust Business by Financial Institutions, the Order for Enforcement of the Trust Business Act, and the Order for Enforcement of the Japan Finance Corporation Act (Cabinet Order No. 143 of 2008); a Policyholders Protection Corporation shall be deemed to be an Insurance Company for the purpose of application of the following

provisions: Article 1, paragraph (1) of the Temporary Interest Rate Adjustment Act, Article 33 of the Fire and Disaster Management Act, Article 59, paragraph (1), item (i) of the Inheritance Tax Act, Article 5, paragraph (1), item (i), sub-item (c) of the Certified Public Tax Accountant Act, Article 112, paragraph (7) of the Act on Compensation of Damages Related to Fishing Vessels, Article 3 of the Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates. , Article 2, item (iii) of the Housing Loan Insurance Act, Article 14, paragraph (2) and Article 39-5, paragraph (2) of the Act on Liability for Oil Pollution Damage, Article 2, paragraph (2), item (xvi) of the Act on the Prevention of the Transfer of Criminal Proceeds, Article 77, item (i) and Article 100-3, items (i) and (ii) of the Order for Budget Settlement and Accounting, Article 1-2, item (xiv) of the Order for Enforcement of the Small and Medium-Sized Enterprises' Credit Insurance Act, Article 24 of the Order for Enforcement of the Act on Compensation of Damages Related to Fishing Vessels, Article 2, paragraph (1), item (ii) of the Order for Enforcement of the Certified Public Accountants Act, Article 62-7, paragraph (1) and Article 62-21, paragraph (1) of the Order for Enforcement of the Customs Act, the Order for Enforcement of the Automobile Liability Guarantee Act, Article 1 of the Order Providing for the Amount of the Automobile Liability Guarantee Business Levy, Article 7 of Order for Enforcement of the Installment Sales Act, Article 1-9, item (ii) (limited to the portion involving Article 27-28, paragraph (3) of the Financial Instruments and Exchange Act) and Article 15-13 of the Order for Enforcement of the Financial Instruments and Exchange Act, Article 22, item (ii) of the Order for Enforcement of the Stamp Tax Act, Article 1, item (iii) of the Order for Enforcement of the Act on Temporary Measures concerning Interest Subsidies Related to Loans for Building Oceangoing Vessels, item (vi) of the Order for Enforcement of the Act on Limitation of Liability of Shipowners, Article 9, paragraph (2), item (i) of the Order for Enforcement of the Act on Regulation, etc. on Advanced Payment Certificates, Article 2 of the Order for Enforcement of the Act on the Regulation of Membership Contracts concerning Golf Courses and Related Facilities, Article 5 of the Order for Enforcement of the Act Concurrent Engagement in Trust Business by Financial Institutions, Article 10 of the Order for Enforcement of the Trust Business Act and Articles 11 and 13 of the Japan Finance Corporation Act; a Life Insurance Policyholders Protection Corporation shall be deemed to be a Life Insurance Company for the purpose of application of the following provisions: Article 2, paragraph (2) of the Act on the Non-Life Insurance Rating Organization of Japan, Article 34, paragraph (1), item (v) and paragraph (8), and Article 314-2, paragraph (1), item (v) and paragraph (8) of the Local Tax Act, Article 130, paragraph (5) and Article 159, paragraph (7) of the Employees' Pension Insurance Act, Article 2, paragraph (1), item (vii) of the Act on the Reserve

Requirement System, Article 128, paragraph (5) and Article 137-15, paragraph (6) of the National Pension Act, Article 76, paragraph (3), items (i) and (iv) of the Income Tax Act, Appended Table No. 3 of the Stamp Tax Act, Article 6, Article 6-2 and Article 12 of the Workers' Property Accumulation Promotion Act, Article 93 of the Defined-Benefit Corporate Pension Act, Article 39-36 of the Order for Enforcement of the Act on Special Measures Concerning Taxation, Article 76, paragraph (2), item (i), Article 209, paragraph (3) and Article 326, paragraph (2), item (i) of the Order for Enforcement of the Income Tax Act, Article 16, paragraph (1), Article 17 and Article 18 of the Supplementary Provisions in the Order for Enforcement of the Corporation Tax Act, Article 4 of the Order for Asset Saving Projects for National Government Employees Implemented by National Government Employees' Mutual Aid Associations and Federations of National Government Employees' Mutual Aid Associations, and Article 4 of the Order for Asset Saving Projects for Local Government Employees Implemented by Local Government Employees' Mutual Aid Associations, etc. ; and a Non-Life Insurance Policyholders Protection Corporation shall be deemed to be a Non-Life Insurance Company for the purpose of application of the following provisions: Article 2, paragraph (1), item (iv), Article 3, paragraphs (1) and (2), Article 6, Article 7 and Article 10, paragraph (1) of the Act on the Non-Life Insurance Rating Organization of Japan, Article 8 of the Ship Owner's Mutual Insurance Union Act, Article 34, paragraph (1), item (v) and paragraph (8) and Article 314-2, paragraph (1), item (v) and paragraph (8) of the Local Tax Act, the Automobile Liability Guarantee Act, Article 8 of the Act on Compensation for Nuclear Damage, Article 76, paragraph (3), item (iv) and Article 77, paragraph (2), item (i) of the Income Tax Act, the Act on Earthquake Insurance, Appended Table No. 3 of the Stamp Tax Act, Article 6, Article 6-2 and Article 12 of the Workers' Property Accumulation Promotion Act, Article 25 of the Order for Enforcement of the Trade and Investment Insurance Act, Article 209, paragraph (3) and Article 326, paragraph (2), item (i) of the Order for Enforcement of the Income Tax Act, Article 3 of the Order for Enforcement of the Act on Earthquake Insurance, Article 2, paragraph (1), item (iii) and Article 2, paragraph (2), item (i) (limited to the portion involving item (iii), paragraph (1) of that Article) of the Order for Enforcement of the Act on Liability for Oil Pollution Damage, Article 4 of the Order for Asset Saving Projects for National Government Employees Implemented by National Government Employees' Mutual Aid Associations and Federations of National Government Employees' Mutual Aid Associations, and Article 4 of the Order for Asset Saving Projects for Local Government Employees Implemented by Local Government Employees' Mutual Aid Associations, etc.

(Scope of Rights That Can Be Purchased)

Article 37-4-6 The rights specified by Cabinet Order, referred to in Article 270-6-8, paragraph (1) of the Act, shall be as follows:

- (i) insurance claims;
- (ii) the right to claim compensation for damages (excluding the right specified in the preceding item);
- (iii) the right to claim refunds at maturity;
- (iv) the right to claim dividends from policyholders' dividends, or surplus distributed to members (limited to where the claim is filed simultaneously with the claims referred in the preceding three items);
- (v) the right to claim a refund of insurance premiums corresponding to the unfulfilled term (limited to the case where the claim is filed simultaneously with the claims referred to in item (i) or (ii)).

(Special Provisions on the Act on Special Measures Concerning Taxation, Applicable to the Purchase of Insurance Claims, etc.)

Article 37-4-7 (1) For the purpose of application of Article 4-2, paragraphs (2) and (9) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957), where an event has occurred, in connection with a workers' housing fund savings contract referred to in Article 4-2, paragraph (1) of that Act or in connection with performance of the obligations thereunder, that has rendered any of the requirements set forth in Article 6, paragraph (4), item (ii), sub-item (c) or (d) or in Article 6, paragraph (4), item (c) or (d) of the Workers' Property Accumulation Promotion Act non-applicable, when such event has occurred due to a Purchase of Insurance Claims, etc. (meaning a Purchase of Insurance Claims, etc. as set forth in Article 270-6-8, paragraph (1) of the Act; hereinafter the same shall apply in the following paragraph), such event shall be deemed not to fall under the case specified by Cabinet Order that is referred to in Article 4-2, paragraph (2) of the Act on Special Measures Concerning Taxation or the event set forth in paragraph (9) of that Article.

(2) For the purpose of application of Article 4-3, paragraphs (2) and (10) of the Act on Special Measures Concerning Taxation, where an event has occurred, in connection with a workers' pension savings contract set forth in Article 4-3, paragraph (1) of that Act or in connection with performance of the obligations thereunder, that has rendered any requirement set forth in Article 6, paragraph (2), item (ii), sub-item (b) or (c) or in Article 6, paragraph (2), item (iii), sub-item (b) or (c) of the Workers' Property Accumulation Promotion Act non-applicable, when such an event has occurred due to a Purchase of Insurance Claims, etc. , such event shall be deemed not to fall under the case specified by Cabinet Order that is referred to in Article 4-3, paragraph (2) of the Act on Special Measures Concerning Taxation or the event set forth in

paragraph (10) of that Article.

(Juridical Persons Equivalent to State and Local Governments)

Article 37-5 The juridical persons specified by Cabinet Order as being equivalent to the State and local governments, referred to in Article 271-3, paragraph (1) of the Act, shall be as follows:

- (i) Investor Protection Funds under Article 79-21 of the Financial Instruments and Exchange Act;
- (ii) The Deposit Insurance Corporation of Japan;
- (iii) The Agricultural and Fishery Co-operative Savings Insurance Corporation;
- (iv) Policyholders Protection Corporations;
- (v) The Government Pension Investment Fund;
- (vi) The Banks' Shareholdings Purchase Corporation; and
- (vii) the national governments of foreign states.

(Holidays Excluded from Notification Periods)

Article 37-5-2 The holidays specified by Cabinet Order, referred to in Article 271-3, paragraph (1) of the Act, shall be the days (excluding Sundays) specified in the items of Article 1, paragraph (1) of the Act on the Holidays of Administrative Organs (Act No. 91 of 1988).

(Standards for Short-Period, Large Volume Transfers)

Article 37-5-3 The standards specified by Cabinet Order for a case where a large number of voting rights have been transferred within in a short period, referred to in Article 271-4, paragraph (2) of the Act, shall be that the new Proportion of Voting Rights Held (meaning the Proportion of Voting Rights Held as defined in Article 271-3, paragraph (1), item (i) of the Act; hereinafter the same shall apply in this Article) that is to be detailed in the Statement of Changes set forth in that paragraph has come to be less than half of the highest Proportion of Voting Rights Held, among the Proportions of Voting Rights Held (limited to proportions calculated as of a record date that falls on or after the day sixty days prior to the new record date for the calculation of the new Proportion of Voting Rights Held, and proportions calculated as of a record date that falls on or before the day immediately preceding the day sixty days prior to said new record date whose record date is the closest to the sixty days prior to said new record date) that were detailed or was required to have been detailed in the Statement of Insurance Company Voting Right Holdings (meaning the Statement of Insurance Company Voting Right Holdings as set forth in Article 271-3, paragraph (1) of Article 271-5, paragraph (1) of the Act) in connection with the relevant Statement of Changes or in any other Statement of Changes (meaning a Statement of Changes as set

forth in Article 271-4, paragraph (1) or Article 271-5, paragraph (2) of the Act) in connection with the relevant Statement of Insurance Company Voting Right Holdings, and that it has decreased by greater than five percent from said highest proportion.

(Transactions and Acts That Require Authorization under Article 271-10, Paragraph (1) of the Insurance Business Act)

Article 37-5-4 The transactions or acts specified by Cabinet Order, referred to in Article 271-10, paragraph (1), item (iii) of the Act, shall be as follows:

- (i) acquisition of voting rights in Companies, etc. (meaning Companies, etc. as defined in Article 2-2, paragraph (1), item (ii) of the Act) other than Insurance Companies, by a person who wishes to become a holder of said voting rights (excluding the acquisition of shares or equity interests due to the exercise of a security interest, and also excluding acquisition due to any other grounds specified by Cabinet Office Ordinance);
- (ii) a merger to which a company that wishes to become the holder of voting rights (hereinafter referred to as a "Specified Company" in this Article) is a party, in which said Specified Company survives;
- (iii) a company split to which a Specified Company is a party (limited to a company split in which the Specified Company causes its business to be succeeded to in part); and
- (iv) the transfer of a part of business by such Specified Company.

(Replacement of Terms Concerning the Major Foreign Shareholders of an Insurance Company)

Article 37-5-5 The technical replacement of terms for applying the provisions of the Act to the Major Foreign Shareholders of an Insurance Company (meaning the Major Foreign Shareholders of an Insurance Company under Article 271-17 of the Act; the same shall apply hereinafter) pursuant to the provisions of Article 271-17 of the Act, shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 333, paragraph (1)	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, representative, manager, member who administers the business operations, or the liquidator, or a person in a position similar to any of these
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(Transactions and Acts That Require Authorization under Article 271-18, paragraph (1) of Insurance Business Act)

Article 37-5-6 The transactions and acts specified by Cabinet Order, referred to in Article 271-18, paragraph (1), item (iii) of the Act, shall be as follows:

- (i) acquisition by the relevant company or its Subsidiary Company of voting rights in a company other than an Insurance Company (excluding the acquisition of shares or equity interests due to the exercise of a security interest, and also excluding acquisition due to any other grounds specified by Cabinet Office Ordinance);
- (ii) a merger to which the relevant company is a party, and in which said company survives;
- (iii) a company split to which the relevant company is a party (limited to a company split in which the company causes its business to be succeeded to in part); and
- (iv) the transfer of a part of business by the relevant company.

(Company Splits Involving Insurance Holding Companies That Do Not Require Authorization from the Prime Minister)

Article 37-5-7 (1) The types of company split specified by Cabinet Order, referred to in Article 271-31, paragraph (2) of the Act, shall be the following types of company split (limited to a company split in which the relevant company succeeds to a part of business or causes a part of business to be succeeded to; hereinafter the same shall apply in this Article):

- (i) a company split in which the amount of assets or liabilities to be transferred is not more than one-twentieth of the amount of total assets or total liabilities of the relevant Insurance Holding Company; or
- (ii) a company split in which the amount of assets or liabilities to be succeeded to is not more than one-twentieth of the amount of total assets or total liabilities of the relevant Insurance Holding Company (excluding the cases specified in the following sub-items).
  - (a) a company split in which the amount specified by Cabinet Office

Ordinance as the amount of obligations of the Splitting Company in an Absorption-type Company Split (meaning a Splitting Company in an Absorption-type Company Split as defined in Article 758, item (i) of the Companies Act; hereinafter the same shall apply in this item) that are to be succeeded to by the relevant Insurance Holding Company (referred to as "Obligations Succeeded to" in item (b)) exceeds the amount specified by Cabinet Office Ordinance as the amount of assets of the Splitting Company in an Absorption-type Company Split that are to be succeeded to by the relevant Insurance Holding Company (referred to as "Assets Succeeded to" in item (b)); or

(b) a company split in which the book value of the monies, etc. to be delivered from the Insurance Holding Company to the Splitting Company in an Absorption-type Company Split (excluding the Shares, etc. (meaning the Shares, etc. as set forth in Article 107, paragraph (2), item (ii), sub-item (e) of the Companies Act) in the relevant Insurance Holding Company) exceeds the Assets Succeeded to less the Obligations Succeeded to.

(2) For the purpose of application of the provisions of the preceding paragraph, the amount of assets (excluding assets as set forth in sub-item (a), item (ii) of that paragraph; hereinafter the same shall apply in this paragraph) or liabilities, or the amount of total assets or total liabilities as referred to in that paragraph shall be based on the book value (for assets or liabilities to be succeeded to in a company split as referred to in item (ii) of that paragraph, meaning the book value to be assigned upon such company split) immediately prior to the company split.

(Transfers and Acquisitions of Business Involving an Insurance Holding Company That Do Not Require Authorization from the Prime Minister)

Article 37-6 (1) The transfers and acquisitions of business specified by Cabinet Order, referred to in Article 271-31, paragraph (3) of the Act, shall be transfers and acquisitions of business specified in the following items:

(i) a transfer of a part of business in which the amount of assets or liabilities to be transferred incidental thereto is not more than one-twentieth of the amount of total assets or total liabilities of the relevant Insurance Holding Company; and

(ii) a transfer of a part of business in which the amount of assets or the liabilities to be acquired incidental thereto is not more than one-twentieth of the amount of total assets or total liabilities of the relevant Insurance Holding Company.

(2) For the purpose of application of the provisions of the preceding paragraph, the amount of assets or liabilities, or the amount of total assets or total liabilities as referred to in that paragraph shall be based on the book value as



of the time immediately prior to the implementation of the transfer for a transfer of business referred to in item (i) of that paragraph, or based on the book value (with regard to assets or liabilities to be acquired, meaning the book value to be assigned upon the implementation of the acquisition) as of the time immediately prior to the acquisition for an acquisition of business referred to in item (ii) of that paragraph.

(Replacement of Terms for a Foreign Holding Company Whose Subsidiaries Include an Insurance Company)

Article 37-7 The technical replacement of terms for applying the provisions of the Act to a Holding Company whose Subsidiaries include an Insurance Company and that was incorporated in accordance with the laws and regulations of a foreign state (hereinafter referred to as a "Foreign Holding Company Whose Subsidiaries Include an Insurance Company") pursuant to the provisions of Article 271-17 of the Act as applied mutatis mutandis pursuant to Article 271-20 of that Act, shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 271-30, paragraph (1)	its articles of incorporation	its articles of incorporation or any other provisions equivalent thereto
	its directors, executive officers, accounting advisors or company auditors	its directors, executive officers or company auditors or any person in a position similar to any of the aforementioned positions
Article 271-32, paragraph (2), item (vi)	capital	stated capital or contribution
Article 317, item (vii)	the director, executive officer, accounting advisor, or company auditor	the director, executive officer, accounting advisor, or company auditor or any person in a position similar to any of these
Article 333, paragraph (1)	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator, or any person in a position similar to any of these

<p>the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator</p>	<p>the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator, or any person in a position similar to any of these</p>
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(Special Provisions on the Due Date for the Filing of Notifications by a Foreign Specified Holding Company)

Article 37-8 Notwithstanding the provisions of Article 27-18, paragraph (2) of the Act, where a Specified Holding Company as referred to in that paragraph is a Foreign Holding Company Whose Subsidiaries Include an Insurance Company, said Foreign Holding Company Whose Subsidiaries Include an Insurance Company shall, within six months from the end of the business year that includes the day on which the grounds specified in that paragraph have occurred, notify the Commissioner of the Financial Services Agency of the particulars specified in that paragraph; provided, however, that where, due to the laws and regulations or practices of its home state (meaning the State that has enacted the laws and regulations governing the incorporation of the Foreign Holding Company Whose Subsidiaries Include an Insurance Company) that are applicable to the preparation of business accounting books or any other justifiable reasons, it is unable to file the relevant notification within the six-month period, the due date may be extended, subject to the approval of the Commissioner of the Financial Services Agency.

(Scope of a Parent Financial Institution, etc. and Subsidiary Financial Institution, etc.)

Article 37-9 (1) The person specified by Cabinet Order, referred to in Article 271-21-2, paragraph (2) of the Act, shall be as follows:

- (i) the Parent Juridical Person, etc. of the relevant Insurance Holding Company;
- (ii) any Subsidiary, etc. of the Parent Juridical Person, etc. of the relevant Insurance Holding Company (excluding the Insurance Holding Company itself and juridical persons set forth in the preceding item and item (i) of paragraph (3));
- (iii) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. of the relevant Insurance Holding Company (excluding a juridical person set forth in item (ii) of paragraph (3));

- (iv) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, and excluding the Insurance Holding Company itself and the juridical persons specified in the preceding three items and the items of paragraph (3); hereinafter referred to as a "Juridical Person, etc." in this item) that is associated with the Specified Individual Shareholder of the relevant Insurance Holding Company:
  - (a) a Juridical Person, etc. (including its Subsidiary, etc. and Affiliated Juridical Person, etc.) in which the relevant Specified Individual Shareholder holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. ; or
  - (b) a Juridical Person, etc. in which the relevant Specified Individual Shareholder holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.
- (2) The person conducting financial business that is specified by Cabinet Order, referred to in Article 271-21-2, paragraph (2) of the Act, shall be any person specified in the items of paragraph (2) of Article 13-8.
- (3) The person specified by Cabinet Order, referred to in Article 271-21-2, paragraph (3) of the Act, shall be as follows:
  - (i) any Subsidiary, etc. of the relevant Insurance Holding Company; and
  - (ii) any Affiliated Juridical Person, etc. of the relevant Insurance Holding Company.
- (4) The person conducting financial business that is specified by Cabinet Order, referred to in Article 271-21-2, paragraph (3) of the Act, shall be any person specified in Article 13-8, paragraph (2), items (i) to (iii) inclusive, and items (x) and (xi).

## **Section 2 Special Provisions on Low-Cost, Short-Term Insurers**

(Standards for Insurance Premiums Received by Low-Cost, Short-Term Insurers)

Article 38 The standard specified by Cabinet Order, referred to in Article 272, paragraph (2) of the Act, shall be that the amount of Annual Insurance Premiums Collected (meaning the total amount of insurance premiums that have been collected or that it has been determined will be collected in a business year (if the amount of insurance premiums include an amount that already has been or that will be refunded, the amount after deducting such amount; the same shall apply in Article 38-4, item (ii)), reinsurance refunds, and any other amount specified by Cabinet Office Ordinance, less the total of the amounts of reinsurance premiums and cancellation refunds that have been paid or that it has been determined will be paid in the relevant business year) for the previous business year is five billion yen.

(Amount of Stated Capital, etc. of a Low-Cost, Short-Term Insurer That Requires an Accounting Auditor's Audit)

Article 38-2 The amount specified by Cabinet Order, referred to in Article 272-4, paragraph (1), item (i), sub-item (a) of the Act, shall be three hundred million yen.

(Amount of Stated Capital, etc. of a Low-Cost, Short-Term Insurer That Is Required for the Protection of the Policyholders, etc.)

Article 38-3 The amount specified by Cabinet Order, referred to in Article 272-4, paragraph (1), item (ii) of the Act, shall be ten million yen.

(Amount to Be Deposited by Low-Cost, Short-Term Insurers)

Article 38-4 The amount specified by Cabinet Order, referred to in Article 272-5, paragraph (1) of the Act, shall be the amount specified in the following items, in accordance with the categories set forth in each of said items:

- (i) for the period from the day on which business commences to the day on which four months have elapsed since the last day of the first business year: ten million yen
- (ii) for the period from the day on which four months have elapsed from the day on which each business year begins (excluding the first business year; hereinafter the same shall apply in this item) (such day shall be referred to as the "Reference Date" in the following Article and Article 38-8) to the day on which four months have elapsed since the last day of the relevant business year: ten million yen, plus the product of the amount of the Annual Insurance Premiums Collected (meaning the total of the amount of insurance premiums that have been collected or that it has been determined will be collected in a business year, less the total of the amount of reinsurance premiums and cancellation refunds that have been paid or that it has been determined will be paid in the relevant business year) for the business year immediately prior to the relevant business year and the ratio specified by Cabinet Office Ordinance (if this results in an amount that includes a value of less than one million yen, such a value shall be rounded off).

(Terms and Conditions of a Contract That Wholly or Partially Replaces a Deposit)

Article 38-5 Where a Low-Cost, Short-Term Insurer concludes a contract as set forth in Article 272-5, paragraph (3) of the Act, it shall have a Bank or other type of financial institution specified by Cabinet Office Ordinance as the other party thereto, and the terms and conditions thereunder shall satisfy the following requirements:

- (i) that, when any of the cases set forth in the following come to apply, the deposit in connection with the order issued by the Prime Minister pursuant to the provisions of Article 272-5, paragraph (4) of the Act (hereinafter simply referred to as the "Order" in this item) will be deposited without delay on behalf of the Low-Cost, Short-Term Insurer;
  - (a) where an Order has been issued within the period from the Low-Cost, Short-Term Insurer's business commencement date or the Reference Date, to the day immediately prior to the first Reference Date that falls after either of the aforementioned dates; and
  - (b) where the Low-Cost, Short-Term Insurer, even after the first Reference Date that falls after either of the other dates referred to in sub-item (a), has failed to make the deposit under Article 272-5, paragraph (1) of the Act (including conclusion of a contract as set forth in paragraph (3) of that Article), when the other party to said contract has been issued an Order to make the deposit.
- (ii) that the contract will be effective for a period of one year or longer; and
- (iii) that the contract may not be cancelled and the terms and conditions thereunder may not be amended, unless this is done with the approval from the Commissioner of the Financial Services Agency.

(Procedures for the Fulfillment of Rights)

- Article 38-6 (1) A person who holds the rights set forth in Article 272-5, paragraph (6) of the Act (hereinafter simply referred to as the "Rights" in this Article and the following Article) may file a petition for the fulfillment of those Rights with the Commissioner of the Financial Services Agency.
- (2) Where a petition set forth in the preceding paragraph has been filed and where the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, he/she shall issue a public notice notifying persons who have a Right to the monies deposited pursuant to the provisions of Article 272-5, paragraph (1), (2), (4) or (8) of the Act that they must report their Rights within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "Petitioner" in the following paragraph and paragraph (4)) and the Low-Cost, Short-Term Insurer for which said deposit was made (where the Low-Cost, Short-Term Insurer has concluded a contract under Article 272-5, paragraph (3) of the Act, the counterparty to said contract shall be included; the same shall apply in paragraphs (4) and (5)) to that effect.
  - (3) Once the public notice under the preceding paragraph has been given, even in the event that the Petitioner withdraws his/her petition, this shall not prevent

the procedures for the fulfillment of the Rights from proceeding.

- (4) The Commissioner of the Financial Services Agency shall assess the Rights without delay after the period set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency shall give public notice of the date and place and notify the Low-Cost, Short-Term Insurer of such information, in advance, and afford the Petitioner, any person who has reported his/her Rights within the designated period, and the Low-Cost, Short-Term Insurer an opportunity to introduce evidence and to express their opinions as to the existence of the Rights and the amount of the claims secured by such Rights.
- (5) The Commissioner of the Financial Services Agency shall, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, put such list on public notice, and shall notify the Low-Cost, Short-Term Insurer thereof.
- (6) Any distribution shall be implemented in accordance with the distribution list set forth in the preceding paragraph, after eighty days have elapsed since the public notice was given under the preceding paragraph.
- (7) Where any securities have been deposited pursuant to the provisions of Article 272-5, paragraph (9) of the Act, and where it is necessary for fulfillment of the Rights, the Commissioner of the Financial Services Agency may realize such securities. In this case, the expenses incurred in relation to the realization of such securities shall be deducted from the proceeds of the realization.

(Recovery of Deposits)

Article 38-7 (1) A person who has deposited monies pursuant to the provisions of Article 272-5, paragraph (10) of the Act (hereinafter referred to as the "Depositor" in the following paragraph) may, where any of the items of paragraph (10) of that Article applies, file a petition for the recovery of the deposit under that paragraph (hereinafter referred to as the "Recovery of the Deposit" in this Article) with the Commissioner of the Financial Services Agency; provided, however, that this shall not apply to the period during which the procedures for fulfillment of the Rights under the preceding Article are still pending.

- (2) Where the petition under the preceding paragraph has been filed, and where, in addition to the Depositor who has filed said petition, there is any other Depositor in connection to such deposit, the petition for the recovery of the deposit shall be deemed to have been filed by said other Depositor as well.
- (3) Where a petition set forth in paragraph (1) has been filed, the Commissioner of the Financial Services Agency shall issue a public notice notifying persons who have a Right to the deposited monies that they must report their Rights

within a fixed period of time not shorter than sixty days and that they will be excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the party that formerly was the Low-Cost, Short-Term Insurer for which said deposit was made (where the relevant party has concluded a contract under Article 272-5, paragraph (3) of the Act, the counterparty to said contract shall be included) to that effect.

- (4) Where no Rights have been reported within the period specified in the preceding paragraph, the Commissioner of the Financial Services Agency shall approve the Recovery of the Deposit.
- (5) The provisions of paragraphs (4) to (6) inclusive of the preceding Article shall apply mutatis mutandis to where any Rights have been within the period specified in paragraph (3). In such case, the terms specified in the middle column of the following table as referred to in the provisions specified in the left column thereof shall be deemed to be replaced with the terms as respectively set forth in the right column thereof.

Article 38-6, paragraph (4)	paragraph (2)	paragraph (3) of the following Article
	notify the Low-Cost, Short-Term Insurance Provider of such information, and, afford the Petitioner, any person	notify the person who formerly was the Low-Cost, Short-Term Insurance Provider for which the deposit was made (where such a person has concluded a contract under Article 272-5, paragraph (3) of the Act, the counterparty to said contract shall be included; hereinafter referred to as the "Parties Relevant to the Deposit" in this paragraph and the following paragraph), and afford any person
	and the Low-Cost, Short-Term Insurance Provider	and the Parties Relevant to the Deposit
Article 38-6, paragraph (5)	the Low-Cost, Short-Term Insurance Provider	the Parties Relevant to the Deposit

- (6) Where any Rights have been reported within the period set forth in paragraph (3), the Commissioner of the Financial Services Agency shall approve Recovery of the Deposit, only to the extent of the amount remaining after completion of the procedures under paragraphs (4) to (6) inclusive of the preceding Article as applied mutatis mutandis pursuant to the preceding paragraphs, if any.

(Terms and Conditions under a Low-Cost, Short-Term Insurer's Liability Insurance Contract that is Substituted for Part of a Deposit)

Article 38-8 (1) Where a Low-Cost, Short-Term Insurer concludes a Low-Cost, Short-Term Insurers' Liability Insurance Contract as set forth in Article 272-6, paragraph (1) of the Act (hereinafter referred to as the "Liability Insurance Contract" in the following paragraph), it shall have a Non-Life Insurance Company (including a Foreign Non-Life Insurance Company, etc. and also including an Underwriting Member of a juridical person which has obtained a specified non-life insurance business license as referred to in Article 219, paragraph (5) of the Act; the same shall apply in Article 44, paragraph (1)) or any other party specified by Cabinet Office Ordinance as the other party thereto, and the terms and conditions thereunder shall satisfy the following requirements:

- (i) the contract promises payment of the amount equivalent to all or part of the insurance proceeds payable by the Low-Cost, Short-Term Insurer, in the event of a shortage in funds to pay insurance proceeds;
  - (ii) the contract will remain in effect for a period of one year or longer starting from the Low-Cost, Short-Term Insurer's business commencement date or the Reference Date;
  - (iii) the contract may not be cancelled, and the terms and conditions thereunder may not be modified, unless this is done with the approval from the Commissioner of the Financial Services Agency; and
  - (iv) any other requirements specified by Cabinet Office Ordinance.
- (2) Where a Low-Cost, Short-Term Insurer has concluded a Liability Insurance Contract, the amount that the Prime Minister may approve as the portion of the deposit that it need not deposit under Article 272-6, paragraph (1) of the Act shall have as its limit the amount equivalent to the amount to be deposited less ten million yen.

(Insurance Proceeds Per Policyholder)

Article 38-9 (1) The amount specified by Cabinet Order, referred to in Article 272-13, paragraph (1) of the Act, shall be ten million yen per insured; provided, however, that where the insurance to be underwritten for the insured includes Low-Incidence Insurance (meaning insurance specified in Article 1-6, item (vi) that is designated by the Cabinet Office Ordinance as being projected to have an especially low incidence of insured events; hereinafter the same shall apply in this Article), and where the total amount of the insurance proceeds per insured for said Low-Incidence Insurance and the total amount of the insurance proceeds per insured for any insurance other than the Low-Incidence Insurance is not more than ten million yen, each, such amount shall be twenty million yen.



(2) In the case referred to in the preceding paragraph, the aggregate number of insured persons under a single Policyholder may not exceed one hundred, and the total amount of insurance proceeds per insured, categorized in accordance with the insurance set forth in each of the items of Article 1-6, shall not exceed the amounts set forth in each of those items (where the insurance to be underwritten for the insured contains a Low-Incidence Insurance, item (vi) shall be excluded).

(Specified Related Parties of a Low-Cost, Short-Term Insurer)

Article 38-10 The parties to which the Low-Cost, Short-Term Insurer is specially related as specified by Cabinet Order, referred to in the main clause of Article 100-3 of the Act as applied mutatis mutandis pursuant to Article 272-13, paragraph (2) of the Act, shall be as follows:

- (i) any Subsidiary Company of the relevant Low-Cost, Short-Term Insurer;
- (ii) the Low-Cost, Short-Term Insurer's Major Shareholder (meaning a Low-Cost, Short-Term Insurer's Major Shareholder as defined in Article 272-34, paragraph (1) of the Act; hereinafter the same shall apply in this Article and Article 47-2, paragraphs (8) to (10) inclusive) who holds a number of voting rights in the relevant Low-Cost, Short-Term Insurer equal to or exceeding the Major Shareholder Threshold;
- (iii) the Low-Cost, Short-Term Insurance Holding Company (meaning a Low-Cost, Short-Term Insurance Holding Company as defined in Article 272-37, paragraph (2) of the Act; hereinafter the same shall apply in this Article and Article 47-2, paragraphs (13) and (14)) whose Subsidiaries include the relevant Low-Cost, Short-Term Insurer;
- (iv) any Subsidiary Company of the company specified in the preceding item (excluding the Low-Cost, Short-Term Insurer itself and the company specified in item (i));
- (v) any Subsidiary, etc. of the relevant Low-Cost, Short-Term Insurer (excluding a company set forth in item (i));
- (vi) the Parent Juridical Person, etc. whose Subsidiaries, etc. include the relevant Low-Cost, Short-Term Insurer (excluding persons set forth in items (ii) and (iii));
- (vii) any Subsidiary, etc. of the Parent Juridical Person, etc. whose Subsidiaries include the relevant Low-Cost, Short-Term Insurer as its Subsidiary, etc. (excluding such Low-Cost, Short-Term Insurer itself and the persons set forth in the preceding items);
- (viii) any Affiliated Juridical Person, etc. of the relevant Low-Cost, Short-Term Insurer;
- (ix) any Affiliated Juridical Person, etc. of the Parent Juridical Person, etc. that has the relevant Low-Cost, Short-Term Insurer (excluding the juridical

- person set forth in the preceding item);
- (x) the following company, partnership, or other type of business entity equivalent thereto (including an equivalent entity in a foreign state, and excluding the Low-Cost, Short-Term Insurer itself; hereinafter referred to as a "Juridical Person, etc." in this item) that is associated with a person who, from among the persons specified in item (ii), holds voting rights in the Low-Cost, Short-Term Insurer that are greater than fifty percent of All Shareholders' Voting Rights in said Low-Cost, Short-Term Insurer (limited to an individual person; hereinafter referred to as a "Low-Cost, Short-Term Insurer's Specified Individual Major Shareholder" in this item):
    - (a) a Juridical Person, etc. (including its Subsidiary, etc. and Affiliated Juridical Person, etc.) in which the relevant Low-Cost, Short-Term Insurer's Specified Individual Major Shareholder holds voting rights that are greater than fifty percent of All Shareholders' Voting Rights, etc. ; or
    - (b) a Juridical Person, etc. in which the relevant Low-Cost, Short-Term Insurer's Specified Individual Major Shareholder holds voting rights that are at least twenty percent and up to fifty percent of All Shareholders' Voting Rights, etc.

(Insurance Contracts Concluded by a Low-Cost, Short-Term Insurer That Are Excluded from Portfolio Transfers)

Article 38-11 The insurance contracts specified by Cabinet Order, referred to in Article 135, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 272-29 of the Act, shall be as follows:

- (i) an insurance contract under which an insured event has already occurred as of the time of the public notice under Article 137, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-29 of the Act (referred to as the "Public Notice" in the following item) (limited to a contract that expires upon the payment of insurance proceeds in connection with the insured event); and
- (ii) an insurance contract whose term of coverage has already ended as of the time of the Public Notice (including an insurance contract that has been canceled in the middle of the term of coverage or one under which any other grounds for the termination thereof have occurred as of the Public Notice, and excluding an insurance contract set forth in the preceding item).

(Transactions and Acts Requiring Approval in Connection with Holders of a Number of Voting Rights in a Low-Cost, Short-Term Insurer Equal to or Exceeding the Major Shareholder Threshold)

Article 38-12 The transactions and acts specified by Cabinet Order, referred to in Article 272-31, paragraph (1), item (iii) of the Act, shall be as follows:

- (i) acquisition of voting rights in a Company, etc. (meaning a Company, etc. as defined in Article 2-2, paragraph (1), item (ii) of the Act) other than a Low-Cost, Short-Term Insurer, by a person who wishes to become the holder of said voting rights (excluding the acquisition of shares or equity interests due to the exercise of a security interest, and also excluding acquisition due to any other grounds specified by Cabinet Office Ordinance);
- (ii) a merger to which a company that wishes to become the holder of said voting rights (hereinafter referred to as a "Specified Company" in this Article) is a party, and where said Specified Company survives;
- (iii) a company split to which the relevant Specified Company is a party (limited to a company split whereby the Specified Company causes part of its business to be succeeded to); and
- (iv) the transfer of a part of business by the relevant Specified Company.

(Transactions and Acts That Require Approval in Connection with a Low-Cost, Short-Term Insurance Holding Company)

Article 38-13 The transactions and acts specified by Cabinet Order, referred to in Article 272-35, paragraph (1), item (iii) of the Act, shall be as follows:

- (i) acquisition of voting rights in a company other than a Low-Cost, Short-Term Insurer, by the relevant company or its Subsidiary Company (excluding the acquisition of shares or equity interests due to the exercise of a security interest, and also excluding acquisition due to other grounds specified by Cabinet Office Ordinance):
- (ii) a merger to which the relevant company is a party, and where said company survives;
- (iii) a company split to which the relevant company is a party (limited to a company split in which said company causes a part of its business to be succeeded to); and
- (iv) the transfer of a part of business by the relevant company.

(Replacement of Terms Concerning the Major Shareholder of a Foreign Low-Cost, Short-Term Insurer, etc.)

Article 38-14 The technical replacement of terms for applying the provisions of the Act to the Major Shareholder of a Foreign Low-Cost, Short-Term Insurer, etc. (meaning the Major Shareholder of a Foreign Low-Cost, Short-Term Insurer, etc. provided for in that Article) pursuant to the provisions of Article 272-41 of the Act, shall be as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 272-36, paragraph (1), item (ii)	trade name	trade name or name
Article 272-36, paragraph (1), item (iii)	the amount of capital	the amount of stated capital or contribution
Article 272-36, paragraph (1), item (iv)	directors and company auditors	directors and company auditors, or any person holding position equivalent thereto
	directors and executive officers	directors and executive officers, or any person holding position equivalent thereto
Article 272-36, paragraph (2)	its articles of incorporation	its articles of incorporation or any other rules equivalent thereto
Article 271-30, paragraph (1) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2)	its articles of incorporation	its articles of incorporation or any other rules equivalent thereto
	its directors, executive officers, accounting advisors or company auditors	its directors, executive officers, accounting advisors or company auditors or any person in a position similar to any of these
Article 272-42, paragraph (2), item (vi)	the amount of capital	the amount of stated capital or contribution
Article 317, item (vii)	the director, executive officer, accounting advisor, or company auditor	the director, executive officer, accounting advisor, or company auditor or any person in a position similar to any of these
Article 333, paragraph (1)	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, representative, manager, member who administers the business operations, or the liquidator, or any person in a position similar to any of these

the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator, or any person in a position similar to any of these
the director, executive officer, accounting advisor or the member who carries out the duties thereof, a company auditor, manager, member who executes the business or liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator, or any person in a position similar to any of these

(Special Provisions on the Due Date for Notification by a Foreign Specified Low-Cost, Short-Term Insurance Holding Company)

Article 38-15 Notwithstanding the provisions of Article 272-35, paragraph (2) of the Act, where a Specified Low-Cost, Short-Term Insurance Holding Company referred to in that paragraph is a foreign Holding Company whose Subsidiaries include a Low-Cost, Short-Term Insurer, such foreign Holding Company whose Subsidiaries include the Low-Cost, Short-Term Insurer shall, within six months from the end of the business year containing the day on which the grounds specified in that paragraph have occurred, notify the Commissioner of the Financial Services Agency of the particulars specified in that paragraph; provided, however, that where, due to laws and regulations or practices of its own State (meaning the State that has enacted the laws and regulations governing the incorporation of the foreign Holding Company whose Subsidiaries include the relevant Low-Cost, Short-Term Insurer) that are applicable to its business accounting books or for any other justifiable reason, it is unable to file the relevant notification within the six-month period, the Due Date may be extended, subject to approval by the Commissioner of the Financial Services Agency.

### **Chapter III Insurance Solicitation**

(Parties Eligible to Engage in Insurance Solicitation)

Article 39 Parties specified by Cabinet Order, referred to in Article 275, paragraph (1), item (i) of the Act, shall be as follows:

- (i) Banks;

- (ii) Long Term Credit Banks;
- (iii) Shoko Chukin Bank Limited;
- (iv) shinkin banks and federations of shinkin banks;
- (v) labor banks and federations of labor banks;
- (vi) Norinchukin Bank;
- (vii) credit cooperatives and any federation of cooperatives that is engaged in business set forth in Article 9-9, paragraph (1), item (i) (Federations of Cooperatives) of the Small and Medium-Sized Enterprise Cooperatives Act;
- (viii) agricultural cooperatives and any federation of agricultural cooperatives that is engaged in business set forth in Article 10, paragraph (1), item (iii) (Business) of the Agricultural Cooperatives Act;
- (ix) fishery cooperatives engaged in business set forth in Article 11, paragraph (1), item (iv) (Types of Business) of the Fishery Cooperatives Act (Act No. 242 of 1948); federations of fishery cooperatives engaged in business set forth in Article 87, paragraph (1), item (iv) (Types of Business) of that Act; marine products processing cooperatives engaged in business set forth in Article 93, paragraph (1), item (ii) (Types of Business) of that Act; and federations of marine products processing cooperatives engaged in business set forth in Article 97, paragraph (1), item (ii) (Types of Business) of that Act.

(Insurance Contracts with Foreign Insurers Other Than a Foreign Insurance Company, etc., that Insurance Brokers, etc Are Permitted to Engage in Insurance Solicitation)

Article 39-2 The insurance contracts specified by Cabinet Order, referred to in Article 275, paragraph (1), item (iv) of the Act, shall be insurance contracts specified in Article 19, items (i) to (iii) inclusive and any other insurance contracts specified by Cabinet Office Ordinance.

(Registration Fees)

Article 39-3 (1) The amount specified by Cabinet Order, referred to in Article 281 of the Act, shall be as follows: 1,150 yen for a Life Insurance Agent; 1,700 yen for a Non-Life Insurance Representative; and 1,150 yen for a Low-Cost, Short-Term Insurance Agent.

(2) The fees set forth in the preceding paragraph shall be paid through the submission of a revenue stamp equivalent to the amount of the fees, which shall be affixed on the written application for registration; provided, however, that where a registration under Article 276 of the Act is being filed by means of an electromagnetic data processing system as set forth in Article 3, paragraph (1) of the Act on Use of Information and Communications Technology in Administrative Procedure (Act No. 151 of 2002) in accordance with the provisions of that paragraph, payments may be made in cash pursuant to the

provisions of Cabinet Office Ordinance.

(Cases Excluded from Restrictions Imposed on Life Insurance Agents)

Article 40 The cases specified by Cabinet Order, referred to in Article 282, paragraph (3) of the Act, shall be as follows:

- (i) cases in which, among a Life Insurance Agent and its employees (where the Life Insurance Agent is a juridical person (including an association or a foundation without a juridical personality but for which a representative or administrator has been appointed), this means its officers (including a representative or an administrator of an association or a foundation without a juridical personality) and employees) there is a person who has acquired knowledge, etc. that is required for carrying out business in connection with Insurance Sales on behalf of two or more Affiliated Insurance Companies, etc. in an accurate and fair manner, or a person who has been specified by the Commissioner of the Financial Services Agency as a person who is qualified to manage such business in an appropriate manner;
- (ii) cases in which the relevant Life Insurance Agent comes to have two or more Affiliated Insurance Companies, etc. by making a person specified by the Commissioner of the Financial Services Agency as a Life Insurance Company (including a Foreign Life Insurance Company, etc.) that is closely related to said Life Insurance Agent, its Affiliated Insurance Company, etc. , and where the relevant case has been specified by the Commissioner of the Financial Services Agency as a case in which said Life Insurance Agent is found to be in a position to provide services in connection with Insurance Solicitation it engages in on behalf of the two or more Affiliated Insurance Companies, etc. in an accurate and fair manner.

(Amount of Security Deposits)

Article 41 The amount of security deposit specified by Cabinet Order, referred to in Article 291, paragraph (2) of the Act, shall be forty million yen; provided, however, that on or after the day when three months has elapsed since the last day of an Insurance Broker's first business year, the amount of the security deposit for the period between the day on which three months have elapsed since the last day of the Insurance Broker's first business year (hereinafter referred to as the "Reference Date" in the following Article and Article 44) and the day when three months has elapsed since the day on which each of the relevant business years end shall be the amount equivalent to the total of fees, remuneration and other types of consideration received by the Insurance Broker in connection with brokerage for the conclusion of insurance contracts in the three years prior to the day immediately preceding the day on which each business year begins (if such total amount is less than forty million yen,

the amount of the security deposit shall be forty million yen; and if the total amount exceeds eight hundred million yen, the amount of the security deposit shall be eight hundred million yen).

(Terms and Conditions of a Contract That Wholly or Partially Replaces a Deposit)

Article 42 Where an Insurance Broker concludes a contract as set forth in Article 291, paragraph (3) of the Act, it shall have a Bank or other type of financial institution specified by Cabinet Office Ordinance as the other party thereto, and the terms and conditions thereunder shall satisfy the following requirements:

- (i) that, when any of the cases set forth in the following come to apply, the deposit in connection with the order issued by the Prime Minister pursuant to the provisions of Article 291, paragraph (4) of the Act (hereinafter simply referred to as the "Order" in this item) will be deposited without delay on behalf of such Insurance Broker:
  - (a) where an Order has been received within the period of time from the Insurance Broker's business commencement date or the Reference Date, to the date immediately prior to the first Reference Date that falls after either of the aforementioned dates;
  - (b) where the Insurance Broker, even after the first Reference Date that falls after either of the other dates referred to in sub-item (a), has failed to make the deposit under Article 291, paragraph (1) of the Act (including the conclusion of a contract as set forth in paragraph (3) of that Article), when the other party to said contract has been issued an Order to make the deposit.
- (ii) that the contract may not be cancelled and that the terms thereof may not be amended, unless this is done with the approval from the Commissioner of the Financial Services Agency.

(Procedures for the Fulfillment of Rights)

Article 43 (1) A person who holds the rights set forth in Article 291, paragraph (6) of the Act (hereinafter simply referred to as the "Rights" in this Article and the following Article) may file a petition for the fulfillment of those Rights with the Commissioner of the Financial Services Agency.

- (2) Where a petition set forth in the preceding paragraph has been filed and where the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, he/she shall issue a public notice notifying persons who have a Right to the amount deposited pursuant to the provisions of Article 291, paragraph (1), (2), (4) or (8) of the Act that they must report their Rights within a fixed period of time not shorter than sixty days and that they will be



excluded from the distribution process if they fail to report their Rights within that period, and he/she shall also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "Petitioner" in the following paragraph and paragraph (4)) and the Insurance Broker for which said deposit was made (where the Insurance Broker has concluded a contract under Article 291, paragraph (3) of the Act, including the counterparty to said contract; the same shall apply in paragraphs (4) and (5)) to that effect.

- (3) Once the public notice under the preceding paragraph has been given, even in the event that the Petitioner withdraws his/her petition, this shall not prevent the procedures for the fulfillment of the Rights from proceeding.
- (4) The Commissioner of the Financial Services Agency shall assess the Rights without delay after the period set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency shall give public notice of the date and place and notify the Insurance Broker of such information, in advance, and afford the Petitioner, any person who has reported his/her Rights within the designated period, and the Insurance Broker an opportunity to introduce evidence and to express their opinions as to the existence of the Rights and the amount of the claims secured by such Rights.
- (5) The Commissioner of the Financial Services Agency shall, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, put such list on public notice, and notify the Insurance Broker thereof.
- (6) Distribution shall be implemented in accordance with the distribution list set forth in the preceding paragraph, after eighty days have elapsed since the public notice was given under the preceding paragraph.
- (7) Where the Commissioner of the Financial Services Agency is unable to locate the office of the Insurance Broker, he/she need not notify said Insurance Broker pursuant to paragraphs (2), (4) and (5).
- (8) Where any securities have been deposited pursuant to the provisions of Article 291, paragraph (9) of the Act, and where it is necessary for fulfillment of the Rights, the Commissioner of the Financial Services Agency may realize such securities. In this case, the expenses incurred in connection to such realization of securities shall be deducted from the proceeds of the realization.

(Terms and Conditions of an Insurance Broker Liability Insurance Contract  
That Partially Replaces a Security Deposit)

Article 44 (1) Where an Insurance Broker concludes an Insurance Broker Liability Insurance Contract as set forth in Article 292, paragraph (1) of the Act (hereinafter referred to as a "Liability Insurance Contract" in the following paragraph), it shall have a Non-Life Insurance Company or any other party specified by Cabinet Office Ordinance as the other party thereto, and the terms

and conditions thereunder shall satisfy the following requirements:

- (i) that, where the Insurance Broker has incurred any liability to compensate for damages in connection with its intermediation for the conclusion of insurance contracts, losses it incurs through the compensation of damages that were due to specific grounds (referred to as "Losses Due to Specific Grounds" in the following item) will be covered; and
  - (ii) that, where the loss that will be covered is limited to where the amount of Loss Due to Specific Grounds exceeds a fixed amount of money and said covered loss will be the portion of the loss that is greater than that fixed amount of money, said fixed amount is not more than the amount specified by the Commissioner of the Financial Services Agency in consideration of the Insurance Broker's business status and the protection of Policyholders, etc. ;
  - (iii) that the contract will remain in effect for a period of one year or longer starting from the Insurance Broker's business commencement date or the Reference Date; and
  - (iv) that the contract may not be cancelled, and the terms and conditions thereunder may not be modified, unless this is done with the approval from the Commissioner of the Financial Services Agency; and
  - (v) any other requirements set forth by the Commissioner of the Financial Services Agency.
- (2) Where an Insurance Broker has concluded a Compensation Liability Insurance Contract, the amount that the Prime Minister may approve as the portion of the security deposit that it need not deposit under Article 291, paragraph (1) of the Act shall have as its limit the amount equivalent to the amount to be deposited less forty million yen.

(Ways of Using Information and Communication Technology to Indicate the Name, etc. of an Insurance Broker)

Article 44-2 (1) Where, pursuant to the provisions of Article 296, paragraph (2) of the Act, an Insurance Broker seeks to provide the information set forth in that paragraph, it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate to the customer the type and details of the means set forth in that paragraph that it will use (hereinafter referred to as "Electromagnetic Means" in this Article) and obtain consent therefrom in writing or by Electromagnetic Means.

(2) Where an Insurance Broker that has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that the customer refuses to be provided with the information by Electromagnetic Means, he/she shall not provide said customer with the information set forth in Article 296, paragraph (2) of the Act by Electromagnetic Means; provided, however, that this shall not apply where the

customer has given his/her consent under the preceding paragraph again.

(Provision of Information by Use of Information and Communications Technology)

Article 44-3 (1) Where, pursuant to the provisions of Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as applied mutatis mutandis pursuant to Article 300-2 of the Act (including the cases where applied mutatis mutandis pursuant to Article 34-3, paragraph (3), Article 37-3, paragraph (2) and Article 37-4, paragraph (2) of the Financial Instruments and Exchange Act; hereinafter the same shall apply in this Article) (such provisions shall be hereinafter referred to as the "Financial Instruments and Exchange Act as Applied Mutatis Mutandis" in this Article to Article 44-5 inclusive), an Insurance Company, etc. (meaning an Insurance Company, etc. as defined in Article 2-2, paragraph (1) of the Act; the same shall apply in the following paragraph, the following Article, Article 45, items (i) and (v) and Article 45-2), a Foreign Insurance Company, etc. , an Insurance Agent, or an Insurance Broker seeks to provide the information set forth in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis, it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicated to the recipient of such information the type and details of the means that it will use (hereinafter referred to as the "Electromagnetic Means") and obtain consent therefrom in writing or by Electromagnetic Means.

(2) Where an Insurance Company, etc. , Foreign Insurance Company, etc. , Insurance Agent or Insurance Broker that has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that such recipient refuses to be provided with the information by Electromagnetic Means, it shall not provide the recipient with the information set forth in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis by Electromagnetic Means; provided, however, that this shall not apply where the recipient has given his/her consent under that paragraph again.

(Acquisition of Agreement by Use of Information and Communications Technology)

Article 44-4 (1) Where, pursuant to the provisions of Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including the cases where applied mutatis mutandis pursuant to Article 34-4, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis; hereinafter the same shall apply in this Article), an Insurance Company, etc. , a Foreign Insurance Company, etc. , or an Insurance Broker seeks to obtain agreement by the method specified by Cabinet Office

Ordinance that is referred to in Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (hereinafter referred to as "Electromagnetic Means" in this Article) in lieu of via the document set forth in paragraph (2) of that Article, it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate the type and details of the Electromagnetic Means to the other party from whom it seeks to obtain agreement, and obtain consent therefrom in writing or by Electromagnetic Means.

- (2) Where an Insurance Company, etc. , Foreign Insurance Company, etc. or Insurance Broker who has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that the other party refuses to give his/her agreement by Electromagnetic Means, it shall not obtain the agreement set forth in Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis from the other party by Electromagnetic Means; provided, however, that this shall not apply where the other party has given his/her consent under the preceding paragraph again.

(Important Particulars That May Influence a Customer's Judgment)

Article 44-5 (1) The particulars specified by Cabinet Order, referred to in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis, shall be as follows:

- (i) particulars related to the fees, remuneration, or any other type of consideration payable by a customer under Specified Insurance Contract (meaning a Specified Insurance Contract as defined in Article 300-2 of the Act; the same shall apply hereinafter), as specified by Cabinet Office Ordinance;
  - (ii) where, with regard to the conclusion of a Specified Insurance Contract by a customer, there is a risk of losses arising directly from a fluctuation in such indicators as the interest rate, the value of currencies, or quotations on a Financial Instruments Market, the following particulars:
    - (a) the indicators; and
    - (b) the fact that there is a risk of losses from fluctuations in the relevant indicators, and the reason therefor.
  - (iii) particulars specified by Cabinet Office Ordinance as those equivalent to the particulars specified in the preceding two items.
- (2) Notwithstanding the provisions of the preceding paragraph, where the action specified in Article 37, paragraph (1) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis is to be implemented by means of broadcasting through the use of a Private Broadcaster's broadcasting facilities or by any other means specified by Cabinet Office Ordinance as equivalent

thereto, the particulars specified by Cabinet Order that are referred to in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis shall be as follows:

- (i) where, with regard to the conclusion of a Specified Insurance Contract by a customer, there is a risk of losses arising directly from a fluctuation in such indicators as the interest rate, the value of currencies, or quotations on a Financial Instruments Market, such risk; and
- (ii) particulars specified by Cabinet Office Ordinance as those equivalent to the particulars specified in the preceding item.

(Replacement of Terms in Provisions of the Financial Instruments and Exchange Act That Are Applied Mutatis Mutandis to the Conclusion of Specified Insurance Contracts, etc.)

Article 44-6 (1) Where, pursuant to the provisions of Article 300-2 of the Act, the provisions of Article 34 of the Financial Instruments and Exchange Act are applied mutatis mutandis to the conclusion of a Specified Insurance Contract by an Insurance Company, etc. , a Foreign Insurance Company, etc. , or an Insurance Broker or to the conclusion of a contract that has as its content intermediation for the conclusion of a Specified Insurance Contract thereby on behalf of the customer, the technical replacement of terms in those provisions shall be as set forth in the following table:

Provisions of the Financial Instruments and Exchange Act whose terms are to be replaced	Original terms	Terms to replace the original terms
Article 34	item (iv), paragraph (31) of that Article	Article 2, paragraph (31), item (iv)

(2) Where, pursuant to the provisions of Article 300-2 of the Act, the provisions of Article 37-3, paragraph (1) (excluding items (ii) and (vi)) of the Financial Instruments and Exchange Act are applied mutatis mutandis to the conclusion of a Specified Insurance Contract by an Insurance Company, etc. , a Foreign Insurance Company, etc. , an Insurance Agent, or an Insurance Broker or to its agency or intermediation therefor, the technical replacement of terms in such provision shall be as set forth in the following table:

Provisions of the Financial Instruments and Exchange Act whose terms are to be replaced	Original terms	Terms to replace the original terms

Article 37-3, paragraph (1), item (i)	address	address (for a Foreign Insurance Company, etc., the address of a Branch Office, etc. (meaning Branch Office, as defined in Article 185, paragraph (1) of the Insurance Business Act))
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#### Chapter IV Miscellaneous Provisions

(Cases Where an Application for a Policy under an Insurance Contract May Not Be Withdrawn)

Article 45 The cases specified by Cabinet Order, referred to in Article 309, paragraph (1), item (vi) of the Act, shall be as follows:

- (i) where the Applicant, etc. (meaning the Applicant, etc. as defined in Article 309, paragraph (1) of the Act; hereinafter the same shall apply in this Article), upon notifying the relevant Insurance Broker of the day of his/her visit in advance, visited the business office, office or any other facilities similar thereto (hereinafter referred to as the "Business Office, etc." in this item and the following item) of the Insurance Company, etc. , Foreign Insurance Company, etc. (including an Underwriting Member of a licensed specified juridical person; the same shall apply in item (v) and the following Article), Specified Insurance Agent (meaning a Specified Insurance Agent as defined in Article 276 of the Act; the same shall apply in Article 47-3, paragraphs (1) and (4)) or Insurance Broker (hereinafter collectively referred to as the "Insurer" in this Article); where the Applicant, etc. after having expressly indicated in such notice or at such visit that the purpose of his/her visit was to apply for a policy under an insurance contract, the Applicant, etc. applied for such a policy under an insurance contract at the relevant Business Office, etc. ;
- (ii) where the Applicant, etc. requested to apply for a policy under an insurance contract at a place designated by himself/herself (excluding the Business Office, etc. of the Insurer, and also excluding his/her residence), when he/she has applied for such a policy under an insurance contract;
- (iii) where the Applicant, etc. has applied for a policy under an insurance contract by mail or any other means specified by Cabinet Office Ordinance;
- (iv) where the Applicant, etc. has paid insurance premiums under an insurance contract or made any other payment equivalent thereto, by means of remittance to the deposit account or savings account of the Insurer (excluding where such Applicant, etc. made such payment at the request of the Insurer that is the other party to the insurance contract, the Insurer that engaged in Insurance Solicitation for the relevant insurance contract, or to

- the officer or employee thereof);
- (v) where the Applicant, etc. applied for a policy under an insurance contract that comes into effect contingent upon a diagnostic examination by a medical doctor designated by the Insurance Company, etc. or a Foreign Insurance Company, etc. , when such diagnostic examination has been completed;
  - (vi) where the insurance contract falls under the category of a workers' asset saving contract, workers' pension saving contract, or workers' housing fund saving contract as defined in Article 6 of the Workers' Property Accumulation Promotion Act;
  - (vii) where the insurance contract is intended to provide a security for the performance of obligations under a monetary loan agreement, lease agreement, or any other types of agreement; and
  - (viii) where the insurance contract is intended as the renewal (limited to renewals for the purpose of effecting any change to insurance benefits such as the insurance proceeds or term of coverage) or extension of any insurance contract that has already been concluded (hereinafter referred to as an "Existing Contract" in this item), or for amending the insurance proceeds, term of coverage, or any other terms and conditions under the Existing Contract.

(Ways of Using Information and Communications Technology to Withdraw an Application for a Policy under an Insurance Contract)

- Article 45-2 (1) Where, pursuant to the provisions of Article 309, paragraph (2) of the Act, an Insurance Company, etc. or Foreign Insurance Company seeks to provide the information set forth in that paragraph, it shall, in advance and pursuant to the provisions of Cabinet Office Ordinance, indicate to the Applicant, etc. the type and details of the means it will use as set forth in the first sentence of that paragraph (hereinafter referred to as "Electromagnetic Means" in this Article) and obtain consent therefrom in writing or by Electromagnetic Means.
- (2) Where an Insurance Company, etc. or a Foreign Insurance Company, etc. that has obtained the consent set forth in the preceding paragraph is notified in writing or by Electromagnetic Means to the effect that the Applicant, etc. refuses to be provided with information by Electromagnetic Means, it shall not provide the Applicant, etc. with the information set forth in Article 309, paragraph (2) of the Act by Electromagnetic Means; provided, however, that this shall not apply where the Applicant, etc. has given his/her consent under the preceding paragraph again.

(Authority Excluded from the Scope of Authority Delegated to the Commissioner of Financial Services Agency)

Article 46 The authority specified by Cabinet Order, referred to in Article 313, paragraph (1) of the Act, shall be as follows:

- (i) licensing under Article 3, paragraph (1), Article 185, paragraph (1) and Article 219, paragraph (1) of the Act;
- (ii) rescission of licenses granted under Article 3, paragraph (1), Article 185, paragraph (1) and Article 219, paragraph (1) of the Act, as effected pursuant to the provisions of Article 133, Article 134, Article 205, Article 206, Article 231 and Article 232 of the Act;
- (iii) authorization under Article 265-9, paragraph (2), Article 271-18, paragraph (1) and the proviso to Article 271-18, paragraph (3) of the Act;
- (iv) rescission of authorization under Article 265-9, paragraph (2), Article 271-18, paragraph (1) and the proviso to Article 271-18, paragraph (3) of the Act, as effected pursuant to the provisions of Article 265-47 and Article 271-30, paragraph (1) of the Act;
- (v) public notice under the first sentence of Article 189, the first sentence of Article 222, Article 237 (limited to the portion involving item (ii)) and Article 274 (limited to the portion involving items (ii) and (vi)) of the Act; and
- (vi) notice under Article 311-3, paragraph (1) of the Act (limited to the portions involving item (i) (excluding the portion involving the registration under Article 272, paragraph (1) of the Act), item (ii) (limited to the portion involving the authorization under Article 271-18, paragraph (1) and the proviso to Article 271-18 of the Act), item (iv) (excluding the portion involving rescission of the registration under Article 272, paragraph (1) of the Act) and item (v) (limited to the portion involving rescission of authorization under Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) of the Act and rescission of authorization under Article 271-18, paragraph (1) and the proviso to Article 271-18, paragraph (3) of the Act)).

(Delegation of Authority Over Insurance Companies, etc. to the Directors-General of Local Finance Bureaus and Other Officials)

Article 47 (1) Within the authority delegated to the Commissioner of the Financial Services Agency under Article 313, paragraph (1) of the Act and the authority of the Commissioner of the Financial Services Agency conferred under this Cabinet Order (hereinafter referred to as the "Commissioner's Authority"), the following authority may be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Head Office, etc. of the Insurance Company, Foreign Insurance Company, etc. , or Licensed Specified Juridical Person or its Underwriting Members (hereinafter referred to as the "Insurance Company, etc." in the following paragraph and paragraph (3)) is located (or by the Director-General of the Fukuoka Local



Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):

- (i) orders for the submission of reports and materials under Article 128, paragraphs (1) and (2), Article 200, paragraphs (1) and (2) and Article 226, paragraphs (1) and (2) of the Act;
  - (ii) questioning and on-site inspections under Article 129, paragraphs (1) and (2), Article 201, paragraphs (1) and (2) and Article 227, paragraphs (1) and (2) of the Act; and
  - (iii) orders for the submission of reports and materials, questioning, and on-site inspections as set forth in Article 42, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act.
- (2) The authority referred to in the items of the preceding paragraph in relation to a Business Office, etc. (meaning the business office, office, or any other facilities of an Insurance Company other than its Head Office, etc.; a Subsidiary, etc. (meaning a Subsidiary, etc. as defined in Article 128, paragraph (2) of the Act; and including its facilities) of an Insurance Company; a person that an Insurance Company has entrusted with its business (including its facilities); a Specified Related Party as defined in Article 194 of the Act (including its facilities); a person that a Foreign Insurance Company, etc. has entrusted with business in Japan (including its facilities); a person who a Licensed Specified Juridical Person, etc. as defined in Article 226, paragraph (2) of the Act (including its facilities) has entrusted with its business; a person who conducts business transactions with a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services (including its facilities); or a Holding Company (meaning a Holding Company as defined in Article 5, paragraph (2), item (ix) of the Trust Business Act, and including its facilities) whose Subsidiaries include a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services; hereinafter the same shall apply in this paragraph and the following paragraph) may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Business Office, etc. is located (or over the domicile or residence, where the person who engages in business transactions with a Life Insurance Company, etc. Engaged in Insurance-Proceed Trust Services is an individual person; hereinafter the same shall apply in this paragraph) (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (3) When the Director-General of the Local Finance Bureau or the Director-

General of the Fukuoka Local Finance Branch Bureau has ordered the Business Office, etc. of an Insurance Company, etc. to submit a report and materials or has conducted questioning or on-site inspections (hereinafter collectively referred to as "Inspection, etc." in this paragraph) at such a Business Office, etc. pursuant to the provisions of the preceding paragraph, and where he/she finds it necessary to conduct an Inspection, etc. at the Head Office, etc. or at any Business Office, etc. other than the first-mentioned Business Office, etc. of such Insurance Company, etc. , he/she may conduct such an Inspection, etc. at the Head Office, etc. or at such other Business Office, etc.

- (4) The following Commissioner's Authority shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the principal office (for an individual person, his/her domicile or residence; hereinafter referred to as "Principal Office, etc." in this Article and the following Article) of the Large-Volume Holder of Insurance Company Voting Rights (meaning a Large-Volume Holder of Insurance Company Voting Rights as defined in Article 271-3, paragraph (1) of the Act; hereinafter the same shall apply in this Article) is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in items (iii) and (iv), himself/herself, excluding the Commissioner's Authority set forth in items (i) and (ii) in relation to the holder of a number of voting rights in the Insurance Company equal to or exceeding the Major Shareholder Threshold or in relation to a person required to file a notification under Article 271-10, paragraph (3) and Article 271-32, paragraph (1), item (iii) of the Act.
- (i) acceptance of documents and notifications under Article 271-3, paragraph (1), Article 271-4, paragraphs (1), (3) and (4), and Article 271-5, paragraphs (1) and (2) of the Act;
  - (ii) orders for the submission of amended reports under Article 271-6 and Article 271-7 of the Act, and hearings related to such orders;
  - (iii) orders for the submission of reports and materials under Article 271-8 of the Act; and
  - (iv) questioning and on-site inspections under Article 271-9, paragraph (1) of the Act.
- (5) The authority specified in items (iii) and (iv) of the preceding paragraph may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the head

- office or principal office of the Insurance Company or Insurance Holding Company with which the Large-Volume Holder of Insurance Company Voting Rights is connected, is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (6) The authority specified in items (iii) and (iv) of paragraph (4) in relation to an office or other facility other than the Principal Office, etc. of the Large-Volume Holder of Insurance Company Voting Rights (hereinafter referred to as "Secondary Office, etc." in this paragraph, paragraph (12) of this Article and paragraph (9) of the following Article) may, in addition to being exercised by the Directors-General of the Local Finance Bureaus or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding two paragraphs, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Secondary Office, etc. is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (7) Notwithstanding the provisions of the preceding three paragraphs, within the Commissioner's Authority that is specified in the items of paragraph (4), that designated by the Commissioner of the Financial Services Agency (referred to as "Commissioner's Specific Authority" in the following paragraph) shall be delegated to the Director-General of the Local Finance Bureau designated by the Commissioner of the Financial Services Agency, or to the Director-General of the Fukuoka Local Finance Branch Bureau.
- (8) The provisions of paragraphs (4) to (6) inclusive shall not apply to the Commissioner's Authority specified in the items of paragraph (4) (excluding the Commissioner's Specific Authority) that is designated by the Commissioner of the Financial Services Agency.
- (9) When the Commissioner of the Financial Services Agency has made a designation under the preceding two paragraphs, he/she shall issue a public notice to that effect. The same shall apply where he/she has abolished, or effected any amendment to, such designation.
- (10) With regard to the Large-Volume Holder of Insurance Company Voting Rights (limited to a holder who is a foreign national or a foreign juridical person; hereinafter the same shall apply in this paragraph) with an office or any other facilities in Japan, its Principal Office, etc. in Japan shall be deemed to be its Principal Office, etc. , and a Large-Volume Holder of Insurance Company Voting Rights that does not have an office or other facilities in Japan, its Principal Office, etc. shall be deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, and the provisions of paragraphs (4) to (9) shall apply.

- (11) The Commissioner's Authority as specified in the following items may be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Principal Office, etc. of the Insurance Company's Major Shareholder is located (for the authority specified in item (iii), this means the Major Shareholder (meaning a Major Shareholder as defined in Article 5, paragraph (5) of the Trust Business Act; hereinafter the same shall apply in this paragraph) of a Life Insurance Company engaged in Insurance-Proceed Trust Services, or the Major Shareholder of a Holding Company (meaning a Holding Company as defined in Article 5, paragraph (2), item (ix) of the Trust Business Act) whose Subsidiaries include a Life Insurance Company Engaged in Insurance-Proceed Trust Services; hereinafter the same shall apply in this paragraph to paragraph (13) inclusive) or the place in which the head office of the Insurance Company with which said Major Shareholder is connected is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) orders for the submission of reports and materials under Article 271-12 of the Act;
  - (ii) questioning and on-site inspections under Article 271-13, paragraph (1) of the Act; and
  - (iii) orders for the submission of reports and materials, questioning, and on-site inspections under Article 42, paragraph (2) of the Trust Business Act as applied *mutatis mutandis* pursuant to Article 99, paragraph (8) of the Act.
- (12) The authority specified in the items of the preceding paragraph in relation to the Secondary Office, etc. of an Insurance Company's Major Shareholder may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Secondary Office, etc. is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (13) With regard to an Insurance Company's Major Shareholder (limited to a foreign national or a foreign juridical person, and including a person who formerly was an Insurance Company's Major Shareholder if said Insurance Company's Major Shareholder has ceased to be the Insurance Company's Major Shareholder; hereinafter the same shall apply in this paragraph) with an office or any other facilities in Japan, its Principal Office, etc. in Japan shall be deemed to be its Principal Office, etc. , and with regard to an Insurance Company's Major Shareholder that does not have an office or other facilities in

Japan, its Principal Office, etc. shall be deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, and the provisions of the preceding two paragraphs shall apply.

- (14) The Commissioner's Authority specified in the following items may be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the principal office of the Insurance Holding Company or the head office of the Insurance Company that is the Subsidiary Company of said Insurance Holding Company is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) orders for the submission of reports and materials under Article 271-27, paragraph (1) of the Act; and
  - (ii) questioning and on-site inspections under Article 271-28, paragraphs (1) and (2) of the Act.
- (15) The authority specified in the items of the preceding paragraph in relation to the Branch Office, etc. (meaning an office or other facilities of an Insurance Holding Company excluding its principal office; a Subsidiary, etc. (meaning a "Subsidiary, etc." as defined in Article 271-27, paragraph (1) of the Act, and including its facilities) or an Insurance Holding Company; or a person that an Insurance Holding Company has entrusted with its business (including its facilities); hereinafter the same shall apply in this paragraph) may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Branch Office, etc. is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (16) With regard to a Foreign Holding Company Whose Subsidiaries Include an Insurance Company and that has an office in Japan, its principal office in Japan shall be deemed to be its principal office, and with regard to a Foreign Holding Company Whose Subsidiaries Include an Insurance Company but that does not have an office in Japan, its principal office shall be deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, and the provisions of the preceding two paragraphs shall apply.

(Delegation of Authority Over Low-Cost, Short-Term Insurers to the Directors-General of Local Finance Bureaus and Other Officials)

Article 47-2 (1) The following Commissioner's Authority (limited to authority over Low-Cost, Short-Term Insurers (excluding the Low-Cost, Short-Term

Insurers designated by the Commissioner of the Financial Services Agency)) shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Head Office, etc. (meaning the head office or a principal office; hereinafter the same shall apply in this Article) of the Low-Cost, Short-Term Insurer is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in items (xiii), (xv) and (xvi), himself/herself.

- (i) authorization under Article 17-2, paragraph (3), Article 55-2, paragraph (5), Article 57, paragraph (5), Article 80, paragraph (1), Article 96-10, paragraph (1) and Article 153, paragraph (1) of the Act;
- (ii) authorization under Article 167, paragraph (1) of the Act (limited to authorization for a merger to which an Insurance Company is not a party);
- (iii) authorization under Article 173-6, paragraph (1) of the Act (limited to authorization for a company split to which an Insurance Company is not a party);
- (iv) appointment of liquidators under Article 174, paragraphs (1) and (4) of the Act;
- (v) acceptance of notifications under Article 174, paragraph (8) of the Act;
- (vi) dismissal and appointment of liquidators under Article 174, paragraph (9) of the Act;
- (vii) commissioning of registrations under Article 174, paragraph (12) of the Act;
- (viii) decisions under Article 175, paragraph (2) of the Act;
- (ix) acceptance of documents under Article 176 of the Act;
- (x) permission under Article 500, paragraph (2) of the Companies Act (including the cases where applied *mutatis mutandis* pursuant to Article 181-2 of the Act), as applied by replacing certain terms under Article 178 of the Act;
- (xi) orders under Article 179, paragraph (1) of the Act;
- (xii) authorization under Article 182, paragraph (6) of the Act;
- (xiii) orders under Article 241, paragraph (1) of the Act;
- (xiv) acceptance of notifications under Article 241, paragraph (3) of the Act;
- (xv) appointment of Insurance Administrators under Article 242, paragraph (2) of the Act;
- (xvi) orders under Article 242, paragraph (3) of the Act;
- (xvii) appointment and dismissal of Insurance Administrators under Article 242, paragraph (4) of the Act;
- (xviii) notices and public notices under Article 242, paragraph (5) of the Act;

- (xix) commissioning of a notices and registrations under Article 244, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 248, paragraph (2) of the Act);
  - (xx) authorization under Article 245 of the Act;
  - (xxi) orders under Article 246 of the Act;
  - (xxii) acceptance of reports under Article 246-2 of the Act;
  - (xxiii) orders under Article 247, paragraphs (1) and (5) of the Act;
  - (xxiv) approvals under Article 247, paragraphs (2) and (4) of the Act;
  - (xxv) approvals under Article 247-5, paragraph (1) of the Act;
  - (xxvi) rescissions under Article 248, paragraph (1) of the Act;
  - (xxvii) authorization under Article 250, paragraph (5), Article 254, paragraph (4) and Article 255-2, paragraph (3) of the Act;
  - (xxviii) statements of opinions under Article 271, paragraph (2) of the Act; and
  - (xxix) approvals under Article 273, paragraph (1), item (v) of the Act.
- (2) The Commissioner's Authority specified in the following items shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Head Office, etc. of the Low-Cost, Short-Term Insurer (including a person who seeks to obtain a registration under Article 272, paragraph (1) of the Act) is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) acceptance of written applications for registration under Article 272-2, paragraph (1) of the Act;
  - (ii) registrations under Article 272-3, paragraph (1) and Article 272-7, paragraph (2) of the Act;
  - (iii) offering of information for public inspection under Article 272-3, paragraph (2) of the Act; and
  - (iv) refusal of registrations under Article 272-4, paragraph (1) of the Act.
- (3) The Commissioner's Authority specified in the following items (excluding authority of the Low-Cost, Short-Term Insurer designated by the Commissioner of the Financial Services Agency) shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Head Office, etc. of the Low-Cost, Short-Term Insurer is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in items (xvii) to (xx) inclusive and item (xxii), himself/herself.
- (i) orders under Article 272-5, paragraphs (2) and (4) of the Act;

- (ii) acceptance of notifications under Article 272-5, paragraphs (3), (5) and (8) of the Act;
- (iii) approval under Article 272-6, paragraph (1) of the Act;
- (iv) orders under Article 272-6, paragraph (2) of the Act;
- (v) acceptance of notifications under Article 272-7, paragraph (1) of the Act;
- (vi) approval under Article 272-10, paragraph (1) of the Act, Article 272-11, paragraph (1) of the Act, Article 100-3 of the Act as applied mutatis mutandis pursuant to Article 272-13, paragraph (2) of the Act, and Article 272-14, paragraph (2) of the Act;
- (vii) acceptance of reports, etc. under Article 272-16, paragraphs (1) and (2) of the Act, and Article 110, paragraph (2) of the Act as applied mutatis mutandis pursuant to paragraph (3) of that Article;
- (viii) authorization under Article 115, paragraphs (1) and (2) as applied mutatis mutandis pursuant to Article 272-18 of the Act;
- (ix) acceptance of notifications under Article 120, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
- (x) acceptance of copies of written opinions under Article 121, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
- (xi) hearings of opinions under Article 121, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
- (xii) orders under Article 122 of the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
- (xiii) acceptance of notifications under Article 272-19, paragraph (1) of the Act;
- (xiv) notices under Article 272-20, paragraphs (2) and (3) of the Act;
- (xv) orders under Article 272-20, paragraph (4) of the Act;
- (xvi) acceptance of notifications under Article 272-21, paragraph (1) of the Act;
- (xvii) orders for the submission of reports and materials under Article 272-22, paragraph (1) (including the cases where applied mutatis mutandis pursuant to Article 179, paragraph (2) of the Act) and paragraph (2) of the Act;
- (xviii) questioning and on-site inspections under Article 272-23, paragraph (1) (including the cases where applied mutatis mutandis pursuant to Article 179, paragraph (2) and Article 271, paragraph (3) of the Act) and paragraph (2) of the Act;
- (xix) orders under Article 272-24, paragraphs (1) and (2) and Article 272-25, paragraph (1) of the Act;
- (xx) orders for the suspension of business in whole or in part, and rescission of registrations under Article 272-26, paragraph (1) of the Act;
- (xxi) orders under Article 272-26, paragraph (2) of the Act;
- (xxii) rescission of registrations under Article 272-27 of the Act;
- (xxiii) authorization under Article 139, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-29 of the Act (excluding



- authorization for the transfer of an insurance contract under which an Insurance Company (including a Foreign Insurance Company, etc.: the same shall apply in the following item) is the Transferee Company (meaning a Transferee Company as defined in Article 135, paragraph (1) of the Act));
- (xxiv) authorization under Article 142 of the Act as applied mutatis mutandis pursuant to Article 272-30, paragraph (1) of the Act (limited to authorization for the transfer or acquisition of business to which an Insurance Company is not a party);
- (xxv) authorization under Article 145, paragraph (1) and Article 149, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 272-30, paragraph (2) of the Act (excluding authorization for the entrustment of business and property management to which an Insurance Company (including a Foreign Insurance Company, etc. (excluding the companies specified in Cabinet Office Ordinance)) is an Entrusted Company (meaning an Entrusted Company as defined in Article 144, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-30, paragraph (2) of the Act));
- (xxvi) approval under Article 38-5, item (iii) and Article 38-8, paragraph (1), item (iii);
- (xxvii) acceptance of applications, public notices, notices, assessments, affording of opportunities for presenting opinions, preparation of distribution lists, and realization under Article 38-6; and
- (xxviii) acceptance of applications, public notices, notices, approval, assessments, affording of opportunities for presenting opinions, and preparation of distribution lists under Article 38-7, and under Article 38-6 as applied mutatis mutandis pursuant to paragraph (5) of that Article.
- (4) The authority specified in items (xvii) and (xviii) of the preceding paragraph in relation to a Business Office, etc. (meaning the business office, office, or any other facilities of a Low-Cost, Short-Term Insurer other than its Head Office, etc., a Subsidiary, etc. (meaning a "Subsidiary, etc." as defined in Article 272-22, paragraph (2) of the Act, and including its facilities) of a Low-Cost, Short-Term Insurer, or a person that a Low-Cost, Short-Term Insurer has entrusted with its business (including its facilities); hereinafter the same shall apply in this paragraph and the following paragraph) may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Business Office, etc. is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where its location falls within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).

- (5) When the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau that has ordered the Business Office, etc. of a Low-Cost, Short-Term Insurer to submit a report and materials or that has conducted questioning or on-site inspections (hereinafter referred to as "Inspection, etc." in this paragraph) pursuant to the provisions of the preceding paragraph finds it necessary to conduct such an Inspection, etc. at the Head Office, etc. or at any Business Office, etc. other than the first-mentioned Business Office, etc. , he/she may conduct said Inspection, etc. at the Head Office, etc. or at such other Business Office, etc.
- (6) The Commissioner's Authority specified in the following items shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the head office of the Low-Cost, Short-Term Insurer is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) approval under Article 272-31, paragraph (1) of the Act and the proviso to paragraph (2) of that Article;
  - (ii) acceptance of notifications under Article 272-31, paragraph (3) of the Act;
  - (iii) acceptance of written applications for approval under Article 272-32, paragraph (1) of the Act;
  - (iv) acceptance of notifications under Article 272-42, paragraph (1) of the Act;
- and
- (v) approval under Article 271-33, paragraph (1), item (i) of the Act as applied mutatis mutandis pursuant to Article 272-43 of the Act.
- (7) The Commissioner's Authority specified in the following items (excluding authority in relation to Low-Cost, Short-Term Insurer designated by the Commissioner of the Financial Services Agency) shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the head office of the Low-Cost, Short-Term Insurer is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in items (ii) and (iii), himself/herself.
- (i) orders under Article 272-31, paragraph (4) of the Act;
  - (ii) orders for the submission of reports and materials under Article 272-12 of the Act as applied mutatis mutandis pursuant to Article 272-34, paragraph (1) of the Act;
  - (iii) questioning and on-site inspections under Article 271-13, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-34, paragraph (1) of the Act;

- (iv) orders under Article 271-14 of the Act as applied mutatis mutandis pursuant to Article 272-34, paragraph (1) of the Act; and
  - (v) orders and rescissions of approval referred to in Article 271-16, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-34, paragraph (1) of the Act.
- (8) The authority specified in items (ii) and (iii) of the preceding paragraph may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in that paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the Principal Office, etc. of the Major Shareholder of a Low-Cost, Short-Term Insurer is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where its location falls within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (9) The authority specified in items (ii) and (iii) of paragraph (7) in relation to the Secondary Office, etc. of the Major Shareholder of a Low-Cost, Short-Term Insurer may, in addition to being exercised by the Directors-General of the Local Finance Bureaus or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding two paragraphs, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Secondary Office, etc. is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where its location falls within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (10) With regard to a Major Shareholder of a Low-Cost, Short-Term Insurer (including a person who formerly was the Major Shareholder of a Low-Cost, Short-Term Insurer, and limited to a foreign national or a foreign juridical person; hereinafter the same shall apply in this paragraph) with an office or any other facilities in Japan, its Principal Office, etc. in Japan shall be deemed to be its Principal Office, etc. , and with regard to a Major Shareholder of a Low-Cost, Short-Term Insurer that does not have an office or any other facilities in Japan, its Principal Office, etc. shall be deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, and the provisions of the preceding two paragraphs shall apply.
- (11) The Commissioner's Authority specified in the following items shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the head office of the Low-Cost, Short-Term Insurer is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) approval under Article 272-35, paragraph (1) of the Act and the proviso to paragraph (3) of that Article;

- (ii) acceptance of notifications under Article 272-35, paragraphs (2) and (4) of the Act;
  - (iii) acceptance of written applications for approval under Article 272-36, paragraph (1) of the Act;
  - (iv) approval under Article 272-39, paragraph (1) of the Act and the proviso to paragraph (4) of that Article;
  - (v) acceptance of written applications under Article 272-39, paragraph (2) of the Act;
  - (vi) acceptance of notifications under Article 272-42, paragraph (2) of the Act;
  - (vii) approval under Article 271-33, paragraph (2), item (i) of the Act as applied mutatis mutandis pursuant to Article 272-43 of the Act; and
  - (viii) acceptance of notifications under the main clause of Article 38-15 and approval under the proviso to that paragraph.
- (12) The Commissioner's Authority specified in the following items (excluding authority in relation to the Low-Cost, Short-Term Insurer designated by the Commissioner of the Financial Services Agency) shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the head office of a Low-Cost, Short-Term Insurer is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in items (iii) and (iv), himself/herself.
- (i) orders under Article 272-35, paragraph (5) of the Act;
  - (ii) acceptance of business reports, etc. under Article 271-24 of the Act as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act;
  - (iii) orders for the submission of reports and materials under Article 271-27 of the Act as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act;
  - (iv) questioning and on-site inspections under Article 271-28, paragraphs (1) and (2) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act;
  - (v) orders under Article 271-29, paragraphs (1) and (2) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act; and
  - (vi) orders and the rescission of approval referred to in Article 271-31, paragraphs (1) and (4) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act.
- (13) The authority specified in items (iii) and (iv) of the preceding paragraph may, in addition to being exercised by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau

set forth in that paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which the principal office of the Low-Cost, Short-Term Insurance Holding Company is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where its location falls within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).

- (14) The authority specified in items (iii) and (iv) of paragraph (12) in relation to the Branch Office, etc. (meaning the office or other facilities of a Low-Cost, Short-Term Insurance Holding Company excluding its principal office, a Subsidiary, etc. (meaning a "Subsidiary, etc." as defined in Article 271-40, paragraph (2) of the Act, and including its facilities) of a Low-Cost, Short-Term Insurance Holding Company or in relation to the person that a Low-Cost, Short-Term Insurance Holding Company has entrusted with its business (including its facilities); hereinafter the same shall apply in this paragraph) may, in addition to being exercised by the Directors-General of the Local Finance Bureaus or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in the preceding two paragraphs, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Branch Office, etc. is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (15) With regard to a foreign Holding Company whose Subsidiaries include a Low-Cost, Short-Term Insurance Holding Company and that has an office in Japan, its principal office in Japan shall be deemed to be its principal office, and with regard to a foreign Holding Company whose Subsidiaries include a Low-Cost, Short-Term Insurance Holding Company and that does not have an office in Japan, its principal office shall be deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, and the provisions of the preceding two paragraphs shall apply.
- (16) When the Commissioner of the Financial Services Agency has made a designation under paragraphs (1), (3), (7) and (12), he/she shall issue a public notice to that effect. The same shall apply where the Commissioner of the Financial Services Agency has rescinded such a designation.

(Delegation of Authority Over Insurance Agents, etc. to the Directors-General of Local Finance Bureaus and Other Officials)

Article 47-3 (1) The Commissioner's Authority specified in the following items shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the principal office of the Specified Insurance Agent is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district

under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in item (vii), himself/herself.

- (i) acceptance of the notifications under Article 127, paragraph (1), item (viii), Article 209, item (ix), Article 234, item (viii) and Article 272-21, paragraph (1), item (vi) of the Act (limited to notifications related to a Specified Insurance Agent or its officers or employees) that are specified by Cabinet Office Ordinance;
  - (ii) registrations under Article 276, Article 278, paragraph (1) and Article 280, paragraph (2) of the Act, and refusal of registrations pursuant to Article 279, paragraph (1) of the Act;
  - (iii) acceptance of written applications for registration under Article 277, paragraph (1) of the Act, and acceptance of notifications under Article 280, paragraph (1) and Article 302 of the Act;
  - (iv) custody of the registry of Life Insurance Agents, the registry of Non-Life Insurance Representatives, and the registry of Low-Cost, Short-Term Insurance Agents under Article 278, paragraph (1) of the Act;
  - (v) notices under Article 278, paragraph (2), Article 279, paragraphs (2) and (4), Article 280, paragraph (2) and Article 308, paragraph (2) of the Act;
  - (vi) orders to appear, affording opportunities to present evidence, and hearings of opinions referred to in Article 279, paragraph (2) of the Act;
  - (vii) orders for the submission of reports and materials under Article 305 of the Act, and implementation of on-site inspections and questioning under that Article;
  - (viii) orders under Article 306 of the Act;
  - (ix) rescission of registrations under Article 307, paragraph (1) of the Act, and orders to suspend all or a part of business pursuant to that paragraph;
  - (x) public notices and rescission of registrations referred to in Article 307, paragraph (2) of the Act; and
  - (xi) cancellation of registrations pursuant to Article 308, paragraph (1) of the Act.
- (2) The Commissioner's Authority specified in the following items shall be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the place in which the principal office of the Insurance Broker is located (or to the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that the foregoing shall not preclude the Commissioner of the Financial Services Agency from exercising the authority specified in item (x), himself/herself.

- (i) registration under Article 286, Article 288, paragraph (1) and Article 290, paragraph (2) of the Act, and refusal of registrations under Article 289, paragraph (1) of the Act;
  - (ii) acceptance of documents under Article 287, paragraph (1) and Article 304 of the Act, and acceptance of notifications under Article 290, paragraph (1), Article 291, paragraphs (3), (5) and (8) and Article 302 of the Act;
  - (iii) custody of the registry of Insurance Brokers under Article 288, paragraph (1) of the Act;
  - (iv) notices under Article 288, paragraph (1), and Article 289, paragraphs (2) and (4) of the Act;
  - (v) offering information for public inspection under Article 288, paragraph (3) of the Act;
  - (vi) orders to appear, affording opportunities to present evidence, and hearings of opinions referred to in Article 289, paragraph (2) of the Act;
  - (vii) orders for deposits under Article 291, paragraph (4) and Article 292, paragraph (2) of the Act;
  - (viii) approval under Article 291, paragraph (10) and Article 292, paragraph (1) of the Act;
  - (ix) designation under Article 291, paragraph (11) of the Act;
  - (x) orders for the submission of reports and materials under Article 305 of the Act, and on-site inspections and questioning under that Article;
  - (xi) orders under Article 306 of the Act;
  - (xii) rescission of registrations under Article 307, paragraph (1) of the Act, and orders to suspend all or a part of business under that paragraph;
  - (xiii) public notices and rescission of registrations pursuant to in Article 307, paragraph (2) of the Act; and
  - (xiv) cancellation of registrations under Article 308, paragraph (1) of the Act.
- (3) The authority specified in items (i) and (vii) of paragraph (1) and in item (x) of the preceding paragraph in relation to the offices of a Specified Insurance Agent or Insurance Agent (hereinafter collectively referred to as a "Specified Insurance Agent, etc." in this paragraph and the following paragraph) that are other than its principal office (hereinafter referred to as "Secondary Office(s)" in this paragraph and the following paragraph) may, in addition to being exercised by the Directors-General of the Local Finance Bureaus or the Director-General of the Fukuoka Local Finance Branch Bureau set forth in paragraph (1) and the preceding paragraph, be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the place in which said Secondary Office is located (or by the Director-General of the Fukuoka Local Finance Branch Bureau, where the relevant location is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (4) When the Director-General of the Local Finance Bureau or the Director-

General of the Fukuoka Local Finance Branch Bureau who, pursuant to the provisions of the preceding paragraph, has ordered the Secondary Office, etc. of a Specified Insurance Agent, etc. to submit reports or materials or has conducted questioning or on-site inspections (hereinafter referred to as "Inspection, etc." in this paragraph) finds it necessary to conduct any Inspection, etc. at the Principal Office or at any Secondary Office other than the first-mentioned Secondary Office, he/she may conduct such Inspection, etc. at the Principal Office or at said other Second Office.

- (5) The provisions of each of the preceding paragraphs shall not apply to the Commissioner's Authority set forth in the items of paragraph (1) and the Commissioner's Authority set forth in the items of paragraph (2) that are designated by the Commissioner of the Financial Services Agency.
- (6) When the Commissioner of the Financial Services Agency has made a designation under the preceding paragraph, he/she shall issue a public notice to that effect. The same shall apply where the Commissioner of the Financial Services Agency has abolished or effected any amendment to such a designation.